

## ***NuVasive® Global Business Ethics and Compliance Program***

NuVasive, Inc. (“NuVasive”) is committed to conducting all of its business activities in accordance with the highest standards of ethics, professionalism, integrity, responsibility, and accountability. This includes ensuring that it complies with all international, federal, state, and local laws and regulations as they pertain to all aspects of NuVasive operations and corporate existence. Such obligation includes full compliance with those laws and regulations related to the medical device and healthcare industries, such as the Anti-Kickback Statute, federal healthcare program requirements, and the Foreign Corrupt Practices Act. NuVasive, by resolution of its Board of Directors, has adopted the NuVasive Global Business Ethics and Compliance Program (the “Program”).

It is the purpose of the Program to ensure that NuVasive exercises due diligence to prevent and detect any illegal, criminal or unethical conduct and to promote a culture within NuVasive that encourages ethical business conduct and a commitment to compliance with the law. However, it is understood that the failure to prevent or detect a compliance violation does not necessarily mean that the Program is not generally effective in preventing and detecting unethical, illegal, or criminal conduct.

The Program applies to NuVasive Shareowners, which include: (i) all officers, employees, and directors of NuVasive; and (ii) all agents, distributors, independent contractors\*, and other persons who, on behalf of NuVasive, perform functions related to NuVasive business (collectively referred to as “Shareowners”), and to NuVasive subsidiaries.

\*The term independent contractor includes only those individuals who perform the type of core job functions or services on behalf of NuVasive that would otherwise be provided by an employee.

NuVasive is committed to invest the necessary time, energy, and resources in implementing the Program and the NuVasive Board of Directors, executive and senior management, and all other officers and managers will provide the appropriate ethical business leadership to NuVasive and its Shareowners.

### **I. Adoption of Written Standards and Procedures:**

**A. Code of Ethical Business Conduct.** NuVasive has adopted, and will maintain, a Code of Ethical Business Conduct (“Code”), which clearly delineates its commitment to compliance and sets forth the NuVasive mission, goals, and ethical standard of conduct expected from each Shareowner.

The Code specifically informs all individuals covered by the Program regarding (i) the NuVasive commitment to full compliance with all applicable laws, rules, and regulations; (ii) the requirement that all individuals covered by the Program shall be expected to comply with all applicable laws, rules, and regulations, including those related to international, U.S. federal, state, and local healthcare fraud and abuse, the FDA, any requirements of any international, U.S. federal, state, or local healthcare program and NuVasive policies and procedures; (iii) the requirement that all individuals covered by the Program shall be expected to report to the Compliance Officer, or other appropriate individual designated by NuVasive, suspected violations of any applicable law, rule or regulations, including those related to healthcare fraud or NuVasive policy or procedure; (iv) the possible consequences to both NuVasive and those individuals covered by the Program of failure to comply with any applicable laws, rules, and regulations and with NuVasive policies and procedures and the failure to report such noncompliance; and (v) the right of all individuals to use the confidential disclosure program described in Section V of the Program, and the NuVasive commitment to non-retaliation and to maintain, as appropriate, confidentiality and anonymity with respect to such disclosures.

The Code also includes written standards and procedures addressing a range of issues including, but not limited to, (i) healthcare fraud and abuse and interactions with healthcare professionals; (ii) prohibition of bribes, kickbacks, unlawful payments, and other corrupt practices; (iii) conflicts of interest; (iv) confidential use of information; (v) employment practices; (vi) fair competition and antitrust; (vii) financial records and reporting; (viii) environment, health, and safety; (ix) sales and marketing practices; and (x) responsible use of NuVasive assets.

A copy of the Code shall be distributed to each Shareowner, who shall be required to acknowledge they have read it and agree to comply with its standards. Compliance with the standards and guidelines set forth in the Code is a part of each Shareowner's performance obligation and failure to comply may result in appropriate disciplinary action.

The Code shall be periodically reviewed to determine if revisions are appropriate and shall be revised as necessary based on such review. Any revision of the Code shall be distributed within a timely manner after any revisions are finalized. Each Shareowner shall certify, either electronically or in writing, that he or she has received, read, understood, and shall abide by the Code within a timely manner after the distribution of the Code.

**B. Policies and Procedures.** NuVasive has implemented, and will maintain, written policies and procedures regarding the operation of the Program. The policies and procedures shall be periodically reviewed to determine if revisions are appropriate and shall be revised as necessary based on such review. Any revision of the policies and procedures shall be available to the appropriate Shareowners within a timely manner after any revision is finalized.

## **II. Program Oversight:**

**A. Compliance Committees.** The Board of Directors has appointed appropriate senior executives, including the Compliance Officer, to sit on an Executive Compliance Steering Committee (the "Steering Committee"). The members of the Steering Committee, at a minimum, include the Compliance Officer and key members of Executive Management. All individuals appointed to the Steering Committee shall be educated as to the requirements of the Program. The Steering Committee's primary responsibilities shall include, but not be limited to, (i) analyzing the NuVasive regulatory environment, the legal requirements with which NuVasive must comply, and specific risk areas; (ii) assessing existing NuVasive policies and procedures that address these risk areas for possible incorporation into the Program; (iii) working with the various departments within NuVasive to develop standards of conduct and policies and procedures to promote compliance with legal and ethical requirements; (iv) recommending, in conjunction with the relevant departments, internal systems of control to carry out NuVasive standards, policies, and procedures as a part of daily NuVasive operations; (v) determining the appropriate strategy/approach to promote compliance with the Program and detection of any potential violations, including but not limited to, Hotlines and other fraud reporting mechanisms; (vi) developing an appropriate system to solicit, evaluate, and respond to complaints and problems; and (vii) performing internal and external audits and investigations for the purpose of identifying problematic and deficient areas experienced by NuVasive and implementing appropriate corrective action and preventive action. The Steering Committee shares and/or delegates its responsibilities and duties to a compliance working group known as the EthicalBIZ Committee, which includes management-level representatives from key functions and departments within the organization. The EthicalBIZ Committee serves as an information-sharing and problem-resolution body relating to Program initiatives, activities, and issues.

**B. Compliance Officer.** NuVasive has selected, and will maintain, a specific individual within high-level personnel to oversee the implementation of the Program. This individual has been designated as the Compliance Officer (“Compliance Officer”) and has direct reporting obligations to the NuVasive governing authority or subgroup thereof (e.g., audit committee of the Board of Directors) for the Program. The Compliance Officer or his/her designee shall be responsible for (i) promptly reporting to the governing authority or a subgroup any matter involving criminal conduct or potential criminal conduct; and (ii) reporting regularly but, at a minimum, no less than annually, on the implementation and effectiveness of the compliance and ethics program.

The primary responsibilities of the Compliance Officer include, but are not limited to, (i) overseeing and monitoring the implementation of the Program; (ii) reporting on a regular basis to the NuVasive Audit Committee, Chief Executive Officer, and Steering Committee on the implementation of the Program and recommendations regarding methods to improve NuVasive efficiency and quality of services and to reduce NuVasive vulnerability to non-compliance such as fraud and abuse; (iii) periodically revising the Program in light of changes in NuVasive needs, and in the law and policies and procedures of government and other applicable organizations; (iv) reviewing Shareowners’ certifications that they have received, read, and understood the Code (as defined below); (v) developing, coordinating, and participating in a training and education program that focuses on the elements of the Program, and ensuring that all relevant Shareowners are knowledgeable of, and comply with, pertinent international, federal, state and local standards; (vi) ensuring that independent contractors and agents who furnish products or services to NuVasive are aware of the requirements of the Program; (vii) coordinating personnel issues with NuVasive Human Resources and Sales/Marketing Departments to ensure that the Cumulative Sanction Report and the General Services Administration’s list of excluded and/or debarred contractors have been checked with respect to all Shareowners; (viii) assisting NuVasive financial management in coordinating internal compliance review and monitoring activities, including annual or periodic reviews of appropriate departments; (ix) independently investigating and acting upon matters related to compliance, including the coordination of internal investigations and any resulting corrective actions; (x) developing policies and procedures that encourage Shareowners to report suspected fraud and other improprieties without fear of retaliation; and (xi) continuing the momentum of the Program and the accomplishment of its objectives long after the initial years of implementation.

The Compliance Officer and his/her designee have the authority to review all documents and other information relevant to compliance activities, including but not limited to, patient records, product records, financial records, the records concerning the sales/marketing efforts of NuVasive, all arrangements between NuVasive and Shareowners, suppliers, and agents.

The designation of a Compliance Officer in no way diminishes or vitiates the responsibility of all Shareowners to comply with all policies and procedures, nor does it diminish each supervising Shareowner’s responsibility to ensure that those Shareowner for whom he or she has responsibility comply with NuVasive policies and procedures.

### **III. Prohibition of Delegation of Authority to Certain Persons or Entities:**

NuVasive has not, and shall not in the future, knowingly employ or contract with, with or without compensation, an individual or entity who has engaged, or has a propensity to engage, in illegal activities or other conduct inconsistent with the Program, including but not limited to, being listed by a government or any of its agencies as debarred, suspended, excluded or otherwise ineligible to participate in government healthcare programs. For all new Shareowners who have discretionary

authority to make decisions that may involve compliance with the law or compliance oversight, NuVasive shall conduct a reasonable reference check as a part of every employment application. The application shall specifically require the applicant to disclose any criminal conviction, as defined by 42 U.S.C. Section 1320a-7(i), or exclusion action. Pending the resolution of any criminal charges or proposed debarment or exclusion, any individual who is the subject of such actions shall be removed from direct responsibility for or involvement in any federal healthcare program. Should any current Shareowner or independent contractor be convicted, debarred, suspended or excluded in the resolution of any matter, NuVasive shall terminate the employment or other contractual arrangement with such individual or contractor.

#### **IV. Effective Communication of Written Standards and Training:**

NuVasive has instituted, and will maintain, a training program designed to ensure that each appropriate Shareowner is aware of all applicable international, federal and state statutes, regulations, and guidelines, NuVasive policies and procedures, the Program, the Code, and NuVasive commitment to compliance. Such training shall include, depending upon the position and responsibilities of the individuals being trained, (i) highlights of the Program, including the duty to report misconduct; (ii) summary of the applicable fraud and abuse laws, including general prohibitions on paying or receiving remuneration to induce referrals or the purchase of NuVasive products; (iii) any healthcare program requirements; and (iv) other applicable rules and regulations.

Participation in such training is, and will continue to be, a condition of employment. Failure to comply with the training requirements will result in disciplinary action, up to and including termination. The Compliance Officer shall determine the minimum amount of training necessary for appropriate Shareowners. All instructors shall be qualified to present the training and experienced enough to answer questions and coordinate discussion among those being trained. All training materials shall be designed to take into account the skills, experience and knowledge of the individual being trained. The Compliance Officer shall ensure that all formal training undertaken by NuVasive is properly documented as a part of the Program.

Training and education programs may be online or through live lecture, CD/DVD, or other comparable training methods. All training and education programs shall be periodically reviewed to reflect changes in applicable laws, rules, and regulations, any issues discovered during any internal audits, and any other relevant information.

#### **V. Achieving and Maintaining Compliance Standards:**

**A. Monitoring and Auditing.** NuVasive has conducted, and will continue to conduct, regular audits of the Program using appropriate personnel to ensure that it is achieving compliance with the standards of the Program. The Compliance Officer or his/her designee shall determine the frequency, scope and manner of such audits. Compliance reports created by these audits, including those reports of suspected noncompliance, shall be maintained by the Compliance Officer or his/her designee. The results of such monitoring and auditing activities shall be shared with the NuVasive Audit Committee, Chief Executive Officer, senior management, and the Committee, as appropriate. The audits shall focus on the Program and key risk areas of the business, specifically those with substantial exposure to government enforcement actions, and shall, at a minimum, address NuVasive compliance with the laws governing kickback arrangements and marketing. In addition, such audits shall focus on



any area of concern that has been identified by any entity, whether international, federal, state, or internal.

As a part of the monitoring and audit process, the Compliance Officer or his/her designee may utilize such techniques as: (i) assessment of existing relationships with physicians, hospitals, and other potential referral sources; (ii) unannounced surveys, audits, or investigations; (iii) re-evaluations of deficiencies cited in past surveys/audits; (iv) review and examination of the compliance logs; (v) interviews with personnel involved with management, operations, sales, and other related activities; and (vi) review of expense reports and accounts payables.

**B. Reporting System.** NuVasive has developed, and will maintain, an independent reporting system for Shareowners to report actual or suspected illegal or unethical action, such as fraud and abuse, so that Shareowners can feel comfortable reporting outside the normal chain of command and so supervisors or other personnel cannot conceal, divert, or cover up such reports. NuVasive has established, and will maintain, a “Hotline” for use as a confidential reporting system to enable Shareowners or others to disclose to the Compliance Officer, or his/her designee, any practices deemed inappropriate or seek information or advice on compliance matters. NuVasive has published such information to its Shareowners.

The Hotline shall function as an anonymous method for reporting actual, potential, or suspected violations of any law, regulation, the Code, or the Program. NuVasive shall maintain the anonymity and/or confidentiality, as appropriate, of any caller, should the caller choose not to voluntarily reveal his/her identity, within the limits of the law. Callers who choose to reveal their identity will be protected by the NuVasive non-retaliation policy.

All matters reported through the Hotline or other communication sources shall be documented and investigated promptly. The Hotline shall be staffed by the Compliance Officer or other individuals, including third-party contractors, trained in compliance issues, NuVasive policies, and general Hotline skills and techniques. If the information gathered permits a determination of the appropriateness of the alleged improper practice, and provides an opportunity for taking corrective action, the Compliance Officer or his/her designee shall conduct an internal review of the allegations set forth in the disclosure and ensure that proper follow up is conducted. The Compliance Officer or his/her designee shall ensure a confidential log is maintained that records all such communications, including a summary of the matter, the status of any internal review or investigation, and any corrective action taken. The Compliance Officer or his/her designee shall include a summary of the Hotline activity in reports to the Board of Directors, the Chief Executive Officer, and the Committee.

**C. Annual Evaluation.** NuVasive has, and will continue to, periodically evaluate the effectiveness of this Program, including the assessment of the risk of illegal, criminal, or unethical conduct and shall take all appropriate steps to design, implement, or modify all or any part of the Program to reduce the risk of illegal, criminal, or unethical conduct identified in the evaluation process.

## **VI. Enforcement of the Program:**

NuVasive shall ensure that compliance with the Program is promoted by ensuring that adherence to the Program and the Code is a part of each Shareowner’s ongoing performance obligations.

NuVasive shall adopt a written policy statement included in its policies and procedures, setting forth the disciplinary action for Shareowners who fail to comply with (i) the standards and guidelines of the Code; (ii) any international, federal, state, or local law or regulation; or (iii) who have otherwise engaged in wrongdoing, which has the potential to impair the status of NuVasive as a reliable, honest, and trustworthy medical device manufacturer.

NuVasive shall develop appropriate sanctions and disciplinary guidelines setting forth the degrees of disciplinary action that may be imposed upon Shareowners for failing to comply with the standards and guidelines of the Code, any NuVasive policies and procedures, or any violation of any law, rule or regulation. Intentional or reckless noncompliance shall subject the transgressor to significant sanctions, ranging from oral warnings to suspension, financial penalties, or termination, as appropriate. Disciplinary action shall be warranted in situations where, due to a Shareowner's negligence or reckless disregard, the Shareowner has failed to detect a violation. The consequences of noncompliance shall be consistently applied and enforced.

#### **VII. Responding to Detected Matters and Corrective Action:**

Upon the report or reasonable indications of suspected noncompliance, the Compliance Officer or his/her designee shall promptly investigate the conduct in question to determine whether a material violation of applicable law or the requirements of the Program has occurred. If a determination has been made that such a violation of law has occurred, the Compliance Officer or his/her designee shall take all appropriate steps, which may include an immediate referral to criminal and/or civil law enforcement authorities, a corrective action plan, a report to the government, and the return of any overpayments, if applicable.

Records of any investigation shall include documentation of the alleged violation, a description of the investigative process (including the objectivity of the investigators and methodologies used), copies of interview notes and key documents, a log of the witnesses interviewed and the documents reviewed, the results of the investigation, and any corrective action taken. The Compliance Officer or his/her designee shall take all necessary action to maintain the integrity of any investigation and prevent the destruction of documents or other evidence relevant to the investigation.