Revised and Adopted July 25, 2018

NUVASIVE, INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the "***Board***") of NuVasive, Inc. (the "***Company***") has adopted the following Corporate Governance Guidelines (the "***Guidelines***") to assist the Board in exercising its responsibilities. These Guidelines reflect the Board's commitment to building long-term shareholder value with an emphasis on corporate governance. These Guidelines are not intended to change any Federal or state law or regulation applicable to the Company, including the Sarbanes-Oxley Act of 2002, the Dodd-Frank Act, the Delaware General Corporation Law, the Certificate of Incorporation or Bylaws of the Company or any rule or regulation of any stock exchange. Upon the advice of the Nominating, Corporate Governance and Compliance Committee, the Board is responsible for reviewing these Guidelines at least annually. The Board reserves the right to modify these Guidelines from time-to-time as it deems necessary or advisable.

BOARD COMPOSITION, RESPONSIBILITIES AND COMPENSATION

1. **Size of the Board**. The Board shall initially have no fewer than five and no more than nine members, but may review its own size from time-to-time and determine the size that is most effective toward future operations. Pursuant to the Company's Certificate of Incorporation, the Board is divided into three (3) classes.

2. **Selection of New Directors**. The Nominating, Corporate Governance and Compliance Committee is responsible for identifying, screening and nominating candidates for Board membership. When considering its nominations, the Nominating, Corporate Governance and Compliance Committee shall also consider the advice and recommendations of the Board, the Chief Executive Officer, the Chairperson of the Board (the "***Chair***") and the stockholders of the Company.

3. **Board Membership Criteria**. The Nominating, Corporate Governance and Compliance Committee is responsible for assessing the appropriate balance of experience, skills and characteristics required of the Board.

Nominees for director shall be selected on the basis of depth and breadth of experience, wisdom, integrity, ability to make independent analytical inquiries, understanding of the Company's business environment, the willingness of the candidate to devote adequate time to Board duties, the interplay of the candidate's experience and skills with those of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.

A director seeking to serve on another Board should notify the Chair in advance of accepting such service and should defer final acceptance of such a position until advised by the Chair or the Company's legal counsel that such service does not present legal or other serious problems for the Company.

Each newly elected director will work with the Company's General Counsel to learn about the duties and responsibilities of a director and the functions and operations of the Board and its committees.

Directors are encouraged to periodically attend seminars or conferences regarding directors' legal duties, responsibilities and continuing education topics.

4. **Independence of the Board**. The Board will be comprised of a majority of directors who qualify as independent directors (the "***Independent Directors***") under the listing standards of the Nasdaq Stock Market ("***Nasdaq***").

Absent special/exceptional circumstances, no non-employee director may also serve as a consultant or service provider to the Company. The Nominating, Corporate Governance and Compliance Committee is responsible for determining whether such special/exceptional circumstances exist and that the provision of such services would be in the best interests of the Company and its stockholders.

5. **Director Responsibilities**. The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees as set forth in the Bylaws and Board-approved committee charters. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include (without limitation, and - in some instances - as more specifically described below):

- overseeing the conduct of the Company's business, to evaluate whether the business is being properly managed;
- reviewing and, where appropriate, approving the Company's major financial objectives, plans and actions;
- reviewing and, where appropriate, approving actions to be undertaken by the Company that would result in a material change in the financial structure or control of the Company, the acquisition or disposition of any businesses or asset(s) material to the Company, or the entry of the Company into any major new line of business;
- reviewing the performance of the Chief Executive Officer and other members of management;
- planning for succession with respect to the position of Chief Executive Officer and monitoring management's succession planning for other key executives; and
- ensuring that the Company's business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations.

6. **Lead Independent Director**. If the Chief Executive Officer is also the Chair (or if the Chair of the Board is not independent), the Board may appoint one of its independent members to be responsible for coordinating the activities of the Independent Directors (the "***Lead Independent Director***").

7. **Directors Who Change Their Principal Occupation or Business Association**. In the event a director, including any executive officer of the Company serving as a director, changes his or her principal occupation or business association, or publicly announces a future change in his or her principal occupation or business association, during his or her tenure as a director, that director shall promptly provide notification of such change to the Chair of the Board and the Chair of the Nominating, Corporate Governance and Compliance Committee. The Board does not believe that a director should necessarily be required to leave the Board upon such a change, but that continued service on the Board should be considered under these circumstances.

Accordingly, the Nominating, Corporate Governance and Compliance Committee will evaluate the appropriateness of continued Board service under the new circumstances, including the impact on the director's time and attention for effective Board service, as well as the potential for conflicts with the Company's interests. The Nominating, Corporate Governance and Compliance Committee will then make a recommendation to the Board as to what action to take, if any. In appropriate circumstances, the Board may request that the director submit his or her resignation from the Board.

8. **Director Retirement and Term Limits**. The Board has not established term limits for directors. However, it is the Company's policy that a director may not stand for re-election after age 72, but need not resign until the end of his or her term. No person shall be nominated by the Board to serve as a director if he or she has passed his or her 72nd birthday prior to the date the Board determines its slate of nominees for the next Annual Meeting of Stockholders.

In connection with each director nomination recommendation, the Nominating, Corporate Governance and Compliance Committee will consider the issue of continuing director tenure and take appropriate steps to ensure that the Board maintains an openness to new ideas and a willingness to critically re-examine the status quo. An individual director's re-nomination is dependent upon such director's performance as evaluated by the Nominating, Corporate Governance and Compliance Committee.

9. **Board Compensation**. The Company's executive officers shall not receive additional compensation for their service as directors.

Compensation for non-employee directors should allow the Company to recruit and retain qualified directors with the background and skills necessary for membership on the Company's Board. The principles for setting the form and amount of such compensation shall be reviewed as appropriate by the Board or a committee thereof composed of Independent Directors.

FUNCTIONING OF THE BOARD

10. **Frequency of Meetings**. There will be four regularly scheduled meetings of the Board each year. In addition, special meetings may be called from time-to-time as determined by the needs of the business. Each director is expected to attend no fewer than 75 percent of the total of all Board meetings and meetings of committees on which he or she serves.

Unless required by illness or other extenuating circumstances, each director is expected to participate at regular Board and committee meetings in person.

11. **Regularly Scheduled Executive Sessions**. The Board will schedule regular executive sessions at least twice per year, or such greater number as required by the Nasdaq listing standards, in which the non-management directors will meet without management participation. This in no way limits the Independent Directors from routinely holding executive sessions otherwise.

12. **Selection of Agenda Items for Board Meetings; Meeting Materials**. The Chair of the Board, the Lead Independent Director if one is designated, and the Chief Executive Officer shall annually prepare a "Board of Directors Master Agenda." This Master Agenda shall set forth a general agenda of items to be considered by the Board at each of its specified meetings during the upcoming year. Board members may request that additional items be included on the agenda

for any particular meeting (and it is anticipated that additional items will be addressed by the Board or the Board committees as necessary for the administration of Company's business on an ongoing basis).

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the executive officers of the Company are to distribute the meeting agenda and any written materials relating to each Board meeting (including meetings of the Board's committees) to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

13. **Board Evaluation**. The Board shall conduct a self-evaluation from time-to-time of its performance, and the performance of each of the Board committees. The Nominating, Corporate Governance and Compliance Committee is responsible for establishing the evaluation criteria and overseeing the evaluations.

14. **Board Contact with Senior Management**. Board members shall have direct access to management. Board members shall use sound business judgment to ensure that such contact does not distract management from performing its duties.

Furthermore, the Board encourages the Chief Executive Officer, from time-to-time, to bring managers into Board meetings who: (a) can provide additional insight concerning the items being discussed because of personal involvement in these areas, and/or (b) represent managers with future potential that the Chief Executive Officer believes should be given exposure to the Board.

15. **Board Interaction with Institutional Investors, Press and Customers**. The Board believes that management speaks for the Company. Directors shall refer all inquiries from institutional investors, the press or customers to the Chief Executive Officer.

16. **Board Access to Independent Advisors**. The Board and each Board committee has complete authority to retain and terminate such independent consultants, counselors or advisors to the Board as it shall deem necessary or appropriate, at the expense of the Company and without consulting or obtaining the approval of any officer of the Company in advance, including determining the fees and other terms of such retentions or terminations.

COMMITTEE MATTERS

17. **Number and Names of Board Committees**. The Company shall have three standing committees: Audit, Compensation, and Nominating, Corporate Governance and Compliance. The duties of these committees shall be set forth in their Board-approved charters, in a resolution of the Board, or in the Bylaws of the Company. The Board may consider or form a new committee or disband a current committee depending on circumstances and good business practices.

18. **Independence of Board Committees**. All standing Board committees shall be comprised of and chaired by Independent Directors. In addition, the Audit Committee shall be composed of Independent Directors that possess such accounting and financial expertise as Nasdaq requires.

Audit Committee members (a) must meet the requirements for independence set forth above, (b) may not accept, directly or indirectly, any consulting, advisory, or other compensatory fee from the Company, and (c) may not own or control 10% or more of the Company's voting securities.

19. **Assignment and Rotation of Committee Members**. The Nominating, Corporate Governance and Compliance Committee shall be responsible, after consultation with the Chief Executive Officer and the Chair (who may be the same person), for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Nominating, Corporate Governance and Compliance Committee's recommendations, the Board shall be responsible for appointing members and chairpersons of the Board committees on a periodic basis. Committee membership and the position of committee chair will not be rotated on a mandatory basis unless the Board determines that rotation is in the best interest of the Company.

20. **Codes of Ethics and Conduct**. The Nominating, Corporate Governance and Compliance Committee shall cause to be prepared and recommend to the Board the adoption of appropriate codes of ethics and/or conduct and review and recommend changes from time-to-time.

LEADERSHIP DEVELOPMENT

21. **CEO Performance Review**. The Compensation Committee, with input from the Chief Executive Officer, shall annually establish the performance criteria (including both long-term and short-term goals) to be considered in connection with the Chief Executive Officer's annual performance evaluation. At the end of each year, a performance evaluation for the Chief Executive Officer shall be made by the Compensation Committee. The results of the review and evaluation shall be communicated to the Chief Executive Officer by the Chair of the Compensation Committee or another Board Member.

22. **Succession Planning**. The Board (including through one or more of its committees) will work on a periodic basis with the Chief Executive Officer to evaluate and develop the Company's succession plans for all of the Company's executive officers (including the Company's Chief Executive Officer), as may be needed should any such officer retire and/or or should unexpected occurrences necessitate a change.

23. **Management Development**. The Board shall determine that a satisfactory system is in effect for education, development, and orderly succession of senior and mid-level managers throughout the Company.

24. **Management Service on Third-Party Boards of Directors**. The Board recognizes that service on the board of directors of a third-party can be a meaningful development opportunity for members of senior management. The Board believes that such opportunities must be balanced against the requisite time and attention for such a commitment, as well as the potential for conflicts with the Company's interests. Accordingly, members of senior management are required to provide notice to the Chair of the Board and the Chair of the Nominating, Corporate Governance and Compliance Committee in advance of accepting an invitation to serve on the board of directors of a company, whether privately-held of publicly-traded. The Nominating, Corporate Governance and Compliance Committee will review the notice and make a determination as to whether, and under what conditions, such third-party board service will be permitted.

STOCK OWNERSHIP GUIDELINES

25. **Purpose and Application of Stock Ownership Guidelines**. The purpose of these Stock Ownership Guidelines (the "***Stock Ownership Guidelines***") is to align the interests of the Board and management with the interests of the Company's stockholders and to further promote the Company's commitment to sound corporate governance. These Stock Ownership Guidelines apply to all non-employee directors and all members of management holding a position that is identified within the Company's job architecture framework as a job band 11 or higher (the "***Covered Individuals***").

26. **Stock Ownership Guidelines for Board of Directors**. Non-employee directors are required to hold a number of shares of the Company's common stock with a value equal to five times (5x) the annual cash retainer for Board service paid to non-employee directors. Non-employee directors are required to achieve this level of ownership within five years of joining the Board. In addition to the preceding ownership guidelines, all directors are expected to own shares of the Company's common stock within one year of joining the Board.

27. **Stock Ownership Guidelines for Management**. Members of management are required to hold a number of shares of the Company's common stock with a value determined as a multiple of his or her base salary, with the size of the multiple based on the individual's job band with the Company's job architecture framework, as follows:

- all individuals holding a position in job bands 11 and 12 (typically Vice President) are required to hold a number of shares of the Company's common stock with a value equal to at least one times (1x) his or her base salary; and
- all individuals holding a position in job band 13 (typically President or Executive Vice President) are required to hold a number of shares of the Company's common stock with a value equal to at least two times (2x) his or her base salary; and
- the Chief Executive Officer is required to hold a number of shares of the Company's common stock with a value equal to five times (5x) the Chief Executive Officer's base salary.

The Stock Ownership Guidelines are initially calculated using the individual's base salary as of the Adoption Date or the date such person was appointed to a position in job band 11 or higher, whichever is later, and achievement of the above ownership levels is required within five years of such date.

28. **Satisfaction of Stock Ownership Guidelines**. Shares that count toward satisfaction of these Stock Ownership Guidelines include:

- Shares owned outright by the Covered Individuals or his or her immediate family members residing in the same household, whether held individually or jointly;
- Shares held in trust for the benefit of the Covered Individual or his or her immediate family members;
- Shares acquired by the Covered Individual upon the exercise of stock options or upon vesting of restricted stock and restricted stock units, whether or not the Covered Individual has elected to defer delivery of such Shares;

- Time-based restricted stock and restricted stock units awarded to the Covered Individual under the Company's equity incentive plans and deferred compensation plans, including any unvested portion of such awards; and
- The value of unvested and vested, in-the-money stock options and stock appreciation rights awarded to the Covered Individual under the Company's equity incentive plans (net of that number of shares of common stock that such individual would need to sell to cover the exercise price with respect to such unvested and vested, in-the-money stock option or stock appreciation right).

Compliance with the Stock Ownership Guidelines is assessed once per year, typically in the second calendar quarter of the year. Ownership levels shall be re-calculated whenever a Covered Individual's base salary changes or whenever the annual cash retainer paid to non-employee directors is changed. In each case, the share price used to calculate share ownership on the assessment date is the thirty (30)-day average closing price prior to the calculation date.

29. **Exceptions**. There may be instances where these Stock Ownership Guidelines would place a severe hardship on a Covered Individual or where unforeseen circumstances make compliance with the Stock Ownership Guidelines impracticable or impossible, although it is expected that these instances will be rare. The Board (including via one or more of its committees) will make the final decision as to developing an alternative equity ownership guideline for a Covered Individual that reflects the intention of these Stock Ownership Guidelines and his or her personal circumstances. Each Covered Individual will be notified periodically where such individual stands with regard to these Stock Ownership Guidelines.

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