

# The Code

---

# PRINCIPLES OF THE CODE

---



**INTEGRITY:** Be Trustworthy and Act Ethically

**LEADERSHIP:** Lead by Example and With Respect

**ACCOUNTABILITY:** Have the Courage to Take Responsibility

**CLARITY:** Be Open, Honest and Constructive



## Our Purpose

Transforming spine surgery and beyond.  
Changing lives every day.

---

# A Message from Our CEO

Dear Shareowners,

Ethics, integrity and honesty are as critical to NuVasive's success as our commitment to developing and providing groundbreaking products and services to the market. As such, we all need to commit to the principles of integrity, leadership, accountability and clarity outlined in our Code of Conduct.

We can sustain a true culture of integrity here at NuVasive if we take responsibility for our individual actions and hold one another accountable to the highest ethical standards. It is important for you to read and understand the Code and apply it to your individual role at the Company. Speak up if you see something that could cause harm to our Company, fellow Shareowners, our communities, or the surgeons and patients we serve. It is critical that we identify any possible issues early so that we can address them promptly and effectively, before they become larger issues.

Should you have a question or be in doubt about how to act in a particular circumstance, consult the Code, or reach out to management or our Global Risk & Integrity team for guidance. Compliance with the Code is everyone's responsibility - all day, every day. Our ongoing commitment to integrity will serve as a competitive advantage as we continue to grow.

Thank you for your continued perseverance and dedication to making NuVasive the great company it is today.

Sincerely,



**CHRIS BARRY**  
Chief Executive Officer

“Ethics, integrity and honesty are as critical to NuVasive's success as our commitment to developing and providing groundbreaking products and services to the market.”



## THE IMPORTANCE OF THE CODE

Our Code establishes the principles that guide the conduct of all employee Shareowners, officers and directors worldwide (collectively, "Shareowners"), and it serves as the foundation for all of our corporate policies and procedures. Our commitment to the Code helps ensure that all aspects of our worldwide business are compliant with the financial, legal and ethical standards in our industry. It is important for all Shareowners to read, understand and follow our Code.

We are all accountable for conducting ourselves in a manner consistent with our Code, as well as the laws and regulations of the countries in which we conduct business. We expect our distributors, sales agents and other third-party representatives ("Third-Parties") to follow our Code and to maintain the highest ethical and legal standards.

## OUR GUIDING PRINCIPLES

Our commitment to ethical and lawful behavior is at the core of our Code. Importantly, however, our Code goes beyond our commitment to acting ethically and lawfully. It also governs the way we interact with each other, our customers and the public. The following principles should guide our behavior:

- **INTEGRITY:** Be Trustworthy and Act Ethically
- **LEADERSHIP:** Lead by Example and With Respect
- **ACCOUNTABILITY:** Have the Courage to Take Responsibility
- **CLARITY:** Be Open, Honest and Constructive

When in doubt, we must all exercise good judgment and common sense in deciding how to conduct ourselves because our Code cannot cover all circumstances. We should seek guidance, ask questions and raise concerns if we are unsure how to act or respond to a given situation.

## CONSEQUENCES OF NON-COMPLIANCE

We are required to be aware of and conduct all of our business activities consistent with our Code, as well as all applicable corporate policies, laws and regulations of the countries in which we work or do business. As such, violations of our Code are taken seriously and will be investigated. Violations can result in disciplinary action that may include informal counseling, re-training, termination or reporting of criminal activity, when applicable.

## REPORTING ISSUES AND SEEKING GUIDANCE

We have a shared responsibility to maintain an environment of accountability and clarity and it is imperative that we maintain open lines of communication. All Shareowners are encouraged to raise concerns with their managers. If someone does not feel comfortable raising an issue to management, concerns may also be raised to Human Resources, any attorney in our Legal Department, the Global Risk and Integrity Department or through the Integrity Hotline. Regardless, illegal or unethical behavior, as well as any violation of our Code or policies should be reported.

NuVasive forbids the retaliation against anyone who raises an issue or concern in good faith. In fact, retaliation against an individual for a good faith report constitutes a violation of our Code.



### Questions, concerns or reports can be made by contacting:

- > Our Compliance Officer at [ComplianceOfficer@nuvasive.com](mailto:ComplianceOfficer@nuvasive.com) or at 858-320-4554
- > A member of our Global Risk and Integrity Department
- > A member of our Human Resources Department
- > Any attorney in our Legal Department
- > By calling the Integrity Hotline 24/7:
  - » United States: 1-866-907-7409
  - » Australia: 1-800-037-469
  - » Puerto Rico: 1-866-907-7409
  - » Germany: 0800-236-6687
  - » Singapore: 800-130-1925
  - » Japan: 0120-974-965
  - » UK: 0808-189-0507
  - » Brazil: 0-800-591-9068

Reports may be made anonymously, where permitted by local law. However, disclosing your identity allows our Company to conduct a more expeditious and thorough investigation.



# Productive, Safe and Secure Workplace

## FAIR TREATMENT IN THE WORKPLACE

We embrace diversity in each other and with all others with whom we interact. Discrimination or harassment of any kind will not be tolerated. Employment decisions should be based only on qualifications and merit and not on age, race, color, religion, gender (including pregnancy, childbirth or related medical conditions), sexual orientation, gender identity, mental or physical disability, ancestry, national origin, or any other characteristic protected by law. It is important that we comply with the various laws regarding wages and working hours in the countries in which we work and do business, and maintain NuVasive as a great place to work.

## WORKPLACE SAFETY

We are committed to maintaining a safe, secure and healthy workplace. We support a drug-free work environment - during the workday, after hours and while on Company business. Each of us should report for work in a condition to perform our duties unimpaired by drugs or alcohol.

NuVasive has no tolerance for acts or threats of violence. To keep our workplace safe, weapons are not allowed on Company property, and it is important that we follow all state and federal health and safety laws, as well as the policies and procedures in the countries in which we work.

## PERSONAL DATA

NuVasive is committed to respecting and protecting the confidentiality and privacy of our fellow Shareowners, business partners, customers and patients. We must know and understand the rules and standards regarding the collection, use and maintenance of personal data, including patient health information. We should only access, use or disclose patient health information if it is necessary to treat a patient, to obtain payment for services (or for NuVasive's role in healthcare operations) and/or if permitted by law. In some cases, we must obtain consent of the patient before we collect, use or retain patient data.

Likewise, we must take all necessary steps to protect personal data by having effective systems and safeguards in place to make sure it is secure, and so that the personal data can be destroyed once there is no longer a business need.

NuVasive is committed to fostering and maintaining a secure, healthy and productive work environment where diversity is appreciated and excellence is rewarded.



---

## COMPANY ASSETS AND INFORMATION SECURITY

We have an obligation to protect all Company property, assets and confidential or proprietary information (“Company Assets”) from theft, loss, misuse and waste. Company Assets can be tangible items, such as office equipment, facilities and Company funds, as well as intangible items like proprietary information or Company data.

Proprietary information includes all non-public information, including confidential intellectual property, that might be of use to competitors or harmful to the Company, its business partners or customers, if disclosed. Proprietary information should be accessed and used only for authorized purposes, and should not be shared with anyone who does not have proper authorization and a business purpose for receiving it.

We must maintain technical systems and take administrative and physical security measures to safeguard our information systems so that they are kept secure from unauthorized use, damage or diversion. This means protecting our computers, mobile devices and information systems from cyber-attacks by complying with privacy and security policies, using encryption software (where appropriate) and notifying our Information Technology Department if we suspect our systems may have been compromised.

## EXPECTATIONS OF THIRD-PARTIES

Our commitment to ethical conduct and responsible business practices extends to all Third-Parties (including suppliers) who act on our behalf or for our benefit – regardless of where they are located worldwide. It is important that we conduct reasonable and periodic due diligence to ensure that Third-Parties adhere to the standards in our Code and to the various laws, rules and regulations in the countries in which we do business.

It is important that we support and respect the protection of human rights in all our operations. Third-Parties shall not engage in any form of forced, indentured, slave or child labor nor should they treat employees harshly or inhumanely. We are committed to preventing these practices in our operations and supply chain. Similarly, we follow applicable practices and laws regarding the disclosure of conflict minerals.

## WAIVER UNDER APPROPRIATE CIRCUMSTANCES

Certain provisions of this Code may be waived under appropriate circumstances by our Compliance Officer. Waivers involving an executive officer, a director or key accounting personnel may only be granted by the NuVasive Board of Directors, and such waivers will be disclosed as required by law.

NuVasive reserves the right to periodically review the Code to determine if revisions are appropriate and then to make any necessary revisions.

Regardless of the type, we should handle all Company Assets responsibly and ethically and use them for their intended business purpose.





# Superior Conduct in the Marketplace

## SALES, MARKETING AND ADVERTISING

It is imperative that we accurately and truthfully represent our products and services at all times, and that we not engage in any unfair, misleading or deceptive sales or marketing practices. Sales, marketing and advertising in this context is very broad and includes any information, training, programs or materials designed to inform our current or potential customers, patients, investors or media about our products or services (“Marketing Materials”). All Marketing Materials must be balanced, fair, objective, unambiguous and consistent with product labeling. Further, Marketing Materials should be approved through appropriate review and approval procedures consistent with our policies and the laws of the countries in which we do business. Significantly, we must only market and promote our products for their approved uses (as determined by applicable regulators and government agencies).

Comments about, and comparisons to, our competitors’ products must be fair, substantiated and in compliance with all laws and regulations. We should not disparage competitors’ products, services or employees.

## SAFE, HIGH-QUALITY PRODUCTS AND SERVICES

NuVasive is committed to developing and providing safe, reliable and high-quality products and services, and all Shareowners, distributors, sales agents and other third-party representatives must comply with all applicable processes, procedures and policies designed to ensure the quality of our products. We all share the obligation to promptly raise any concerns regarding the quality of our products or services, or any ethical concerns about clinical treatment. NuVasive takes complaints or possible adverse events seriously and will promptly communicate and investigate them consistent with the laws and regulations of the countries in which we do business.

## RESEARCH AND DEVELOPMENT

We are committed to the highest quality research, development and data collection, and we must take the necessary steps to ensure the safety of the patients that may participate in clinical studies, as well as the security and privacy of the information provided to the Company. All such research and data collection must be carefully recorded, maintained and secured in a way that complies with data protection laws, and that enables accurate reporting, interpretation and verification.

When we speak to HCPs about our products and techniques, we should only discuss treatments that are approved by the FDA or equivalent regulatory agencies. We must never promote a product for an unapproved or off-label use.



---

## INTERACTIONS WITH HEALTHCARE PROVIDERS

We are committed to ethical and transparent interactions with the healthcare providers (“HCPs”) with whom we work, whether it be to support the effective use of our products and services and improve patient care, to develop innovative medical products or to support medical research and education. HCP interactions could include, for example, any meetings, speaking events, symposia, product promotion, research or educational events, or consulting agreements. In all such interactions, we must be aware of and comply with all applicable laws and regulations that govern relationships with HCPs in the countries in which we do business.

We must not enter into business arrangements, offer or provide any improper inducement to a HCP in order to incentivize or reward the recommendation or use of our products or services. When engaging HCPs to provide services for the Company, we should make sure that we have a contract in place, and we should be careful not to offer any payments or anything else of value to HCPs if it could constitute improper remuneration or a bribe.

## PREVENTING BRIBERY AND CORRUPTION

We are committed to complying with all anti-bribery and applicable anti-corruption laws in our business dealings, and have a zero tolerance policy for acts of corruption or bribery. As such, we must not give, offer, solicit or receive any payments, services, entertainment or favors to obtain an improper business advantage. Anti-corruption laws are continually evolving in the countries in which we do business and we must be careful to comply with local laws and regulations, as well as the spirit and intent of our Code when interacting with HCPs. We should pay particular attention and conduct reasonable and periodic due diligence to ensure that Third Parties adhere to the standards in the Code and to the various anti-corruption and anti-bribery laws, rules and regulations in the countries in which we do business. Any suspicious activity in this regard should be raised to our Compliance Officer.

## GIFTS AND ENTERTAINMENT

While it can be common to exchange gifts and entertainment in many business situations, care should be taken to ensure that the giving or receiving gifts or entertainment does not create a conflict of interest or otherwise violate the law, our policies or the spirit and intent of our Code. As a Company, we do not try to create business opportunities by offering business courtesies as an improper inducement. Any gifts or entertainment we offer or receive should be unsolicited, modest in value, appropriate (“in good taste”), infrequent, customary for the business environment, and otherwise permitted by NuVasive’s policies.

Moreover, stringent and complicated laws limit and or prohibit gifts and entertainment provided to HCPs and government officials in the various countries in which we do business and we must avoid gifts or entertainment for such individuals unless it complies with the requirements set forth in our policies.

NuVasive is committed to fostering ethical relationships with Healthcare Providers that advance medical science, improve patient care, help develop innovative medical products and support medical research and education.



## CHARITABLE AND POLITICAL ACTIVITIES

NuVasive is committed to “giving back” to the community and encourages Shareowners to participate in, and support charitable, educational and philanthropic organizations. Any charitable activities that we engage in as a Company should be consistent with our corporate vision and mission.

Importantly, our support of charitable, educational or philanthropic organizations and/or causes may never be contingent on or related to the recommendation, use or purchase of Company products or services. All charitable donations to an HCP or at the request of an HCP must follow our Grants Policy, and/ or prior approval must be obtained from our Grants Committee before contributing Company funds, time or other assets to a charitable or philanthropic organization.

Any public policy or political activities undertaken on behalf of NuVasive (e.g., use of Company funds, time or assets) must be consistent with the law and our Code, and pre-approved by our General Counsel. If we engage in civic or political activities on a personal basis, we must make it clear that our views and actions are our own, not NuVasive’s.

## INTERACTIONS WITH GOVERNMENT ENTITIES OR OFFICIALS

We must follow the same standards of ethical dealing with government entities that we follow for all of our customers. Government officials may include employees of federal, state or local agencies, political candidates and employees of national or state-owned hospitals. It is important that we understand and carefully follow all laws, regulations and rules regarding giving or offering gifts or entertainment to government officials.

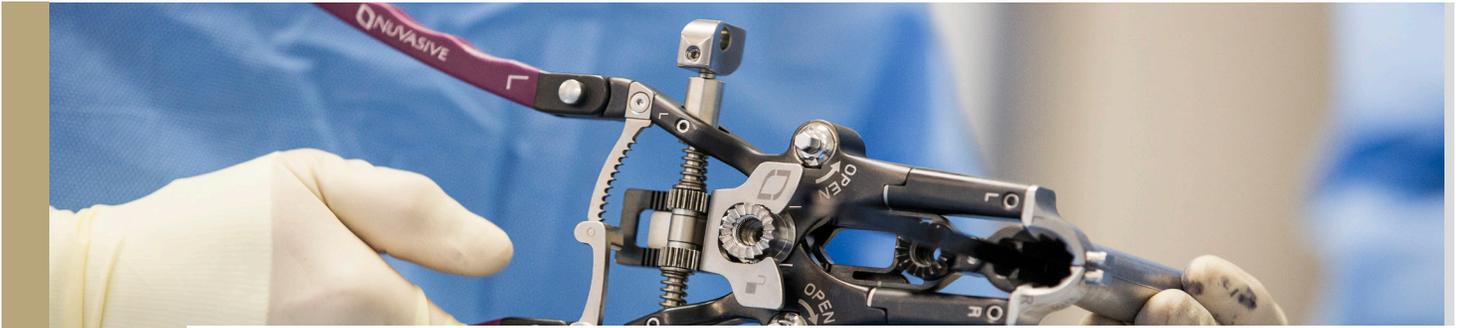
It is NuVasive’s policy to cooperate fully with all government inspections and investigations. In the event a Shareowner receives a request for an inspection, subpoena or notice of investigation, our General Counsel or our Compliance Officer should be notified so that we may respond in a timely manner. In any event, we must not misstate, mischaracterize or omit any material information when communicating with the government, and we must ensure that all records provided to government entities are accurate, complete and timely.

## TRAINING AND EDUCATION

We believe that continuing education and training contributes to our success and helps us comply with the complex series of laws, rules, regulations and guidelines that govern our business. Accordingly, all Shareowners, distributors, sales agents and other third-party representatives must complete ongoing training to, among other things, ensure compliance with our Code, our policies and applicable legal requirements in the countries in which we do business. Failure to certify and/ or complete required and mandatory training in a timely manner may result in disciplinary action.

Both as a company and as individuals, we’re proud to donate our skills, time and money to organizations that benefit others.





# Absolute Integrity in All Our Business

## CONFLICTS OF INTEREST

We should all be aware of any potential influences that may affect our loyalty to NuVasive, and we should avoid situations where personal interests conflict, or appear to conflict, with those of the Company. For example, we should avoid significant personal investments in a customer, supplier or competitor, as well as working in any capacity for a competitor, supplier or customer, or otherwise moonlight where it conflicts or creates an appearance of a conflict. Likewise, we should not have any direct supervisory influence on the job evaluation, pay or benefits of any family member or anyone with whom we have a similarly close relationship. We should also avoid negotiating or overseeing a NuVasive business transaction with such persons.

## INSIDER TRADING

While working at the Company, we may learn “inside information” about the Company, its subsidiaries or other companies. Insider information is information about a company not known to the public that a reasonable investor would consider important when deciding to buy or sell the Company’s securities. We should not buy or sell our own stock (or other publicly-traded securities), or the stock or securities of any other company, when we are in possession of material inside information. In addition, we should not disclose such information to anyone else (including friends and family members) in order to enable them to trade on the information. In such “tipping” situations, both the person who provides the material information and the person who acts on it are considered to have violated the law.

## ACCURATE RECORDKEEPING

Accurate records are crucial to the Company’s ability to comply with the law and in order for us to truthfully reflect NuVasive’s financial health, both internally and externally. Records are the physical or electronic documents that we create as part of our work at NuVasive. We must ensure that all of our records contain accurate and honest information that reflects the truth of the underlying transactions or events. No one should sign, approve or transmit a record, or permit another to sign, approve or transmit a record on behalf of the Company, if he or she knows or has reason to believe the record is false.

One way that we demonstrate our integrity to our investors is by maintaining honest, accurate, objective and complete records.





## COMPLIANCE WITH COMPETITION LAWS

We must not enter into agreements or business arrangements that are anti-competitive or that unfairly restrict trade. Any agreement that restrains trade may be a violation of anti-competitive laws in the countries in which we do business, regardless of who it involves. For these reasons, we should avoid inappropriately discussing sensitive, potentially anti-competitive topics with third-parties, including: prices or pricing, output capacities, sales, bids, profits or profit margins, costs, or methods of distribution. We should also refrain from obtaining any information about competitors through improper or unethical means. Similarly, we should not accept, disclose or use competitive information if there is reason to believe it was disclosed to us in breach of a confidentiality (e.g., by a Shareowner who previously worked for a competitor company).

## INTERNATIONAL LAWS

We are a global company and we must comply with applicable laws, regulations, licensing requirements, boycotts, embargos and other restrictions that govern the exporting and importing of our products, services and technology in the countries in which we do business. We must provide accurate, truthful information about our products and other items to customs officials and other relevant authorities, and not participate in trade with sanctioned countries. We have adopted and implemented applicable compliance programs in the countries in which we do business (e.g., Italy Legislative Decree No. 231/2001).

## BILLING AND REIMBURSEMENT

We are committed to understanding and following all laws, regulations and guidelines that govern billing, collection or reimbursement of our products and services, and we may only bill for products and services that we believe are medically necessary. Likewise, we must keep complete and accurate records and recommend and/or use correct billing and reimbursement codes. It is important that we correct and report any substantive errors as soon as possible, and raise any questions regarding unclear billing issues with a manager or other appropriate personnel in order to ensure that our billing-related activities comply with applicable law.

## SPEAKING ABOUT THE COMPANY

NuVasive is committed to providing accurate and consistent information to the public. In order to achieve this goal, only authorized persons may speak on behalf of the Company. External inquiries about the Company should be directed to the appropriate management personnel. Likewise, our use of social media should be responsible and appropriate. If we engage in personal use of social media while at work or on a work computer, our use should be limited, should not violate any policies or the law, and should not detract from our job responsibilities.

NuVasive believes in competing fairly through superior performance, speed to market and continual innovation.