

# The Code

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# PRINCIPLES OF THE CODE

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- 1** We commit to absolute ethics and integrity in everything we do.
- 2** We recognize, value, and exemplify ethical leadership at all levels of NuVasive.
- 3** We follow all applicable laws and regulations governing our business around the globe.
- 4** We act honestly, fairly, and trustworthy in all of our relationships.
- 5** We reward Shareowners fairly and according to performance only.
- 6** We seek to provide an atmosphere of, safety, mutual respect, and trust.
- 7** We encourage creativity, teamwork and open debate as everyone works to their fullest potential to drive innovation.
- 8** We identify conflicts of interest and avoid them.
- 9** We all play a role in ensuring our products and services are safe and of the highest quality.
- 10** We seek help and speak up whenever we are in doubt.



Our Vision

Transforming Spine Surgery.  
Improving Patient Outcomes.

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**Interactive Code Challenges**

Look for nine Code Challenges throughout The Code.  
Follow the interactive instructions to test your knowledge  
about common ethical issues.





# Leadership Commitment and Expectations

## IN THIS SECTION:

- A Message from Our Chairman and CEO
- A Message from Our Compliance Officer
- A Message from Our EVP, Human Resources & Corporate Integrity
- Why We Have a Code
- We All Follow the Code
- What We Can Expect from Managers
- Reporting Issues and Seeking Guidance

# A Message from Our Chairman and CEO

Dear Shareowners,

We are committed to NuVasive's mission: to transform spine surgery as a \$1 Billion Start-up™. This ambitious goal has driven our business success, and continues to guide our competitive actions. Beyond any strategies, our commitment to integrity is just as important to our success—and just as critical to our identity as a company.

Our Code of Ethical Business Conduct (or "The Code") helps us continue to uphold that commitment to doing the right thing, following the spirit and letter of the laws. It articulates the standards we must meet every day, in every aspect of our work. By following our Code, we can meet both our business goals and our high ethical standards. Each of us has a responsibility to make the best decision for our Company at all times in order to achieve our business objectives.

The Code helps you become aware about what we should expect from one another in conducting ourselves professionally. That's the easy part. Action can be a bit harder. We all know there are times when we know what is right and what we should do, but may feel some external pressure to do otherwise. It is at these critical moments when we must have the courage to act. I'm not talking about physical courage to overcome life-threatening danger, but moral courage to take action despite any assumed potential professional risk to yourself. I'm talking about the courage to make the hard choices. I want you to feel empowered to do the right thing, to make those hard choices, and to challenge behavior that is inconsistent with our Code.

To paraphrase Mark Twain, "Courage is not the absence of fear, but overcoming fear." This company has overcome a lot of things to get where it is today, and you can overcome anything too when facing an issue of integrity. Thanks for your professionalism to ensure our continued success is achieved by competing with the highest standards.

Sincerely,



**GREGORY T. LUCIER**  
Chairman of the Board and Chief Executive Officer

“I want you to feel empowered to do the right thing, to make those hard choices, and to challenge behavior that is inconsistent with our Code.”



# A Message from Our Compliance Officer

Dear Shareowners,

NuVasive's Global Business Ethics and Compliance Program (EthicalBIZ) protects and supports NuVasive's Vision, Strategy, and Top Three Priorities by driving absolute ethics and integrity. The EthicalBIZ team helps set our Company's ethical business standards and provides guidance and oversight as a trusted business partner. The phrase "tone at the top" refers to how company leadership sets a positive tone for a company's values and ethical climate. It is the foundation upon which the culture of an enterprise is built. The goal of EthicalBIZ is to help sustain positive "tone at the top" but also to establish that positive "tone throughout" the entire organization. This is the real glue that will hold us together. Without a Code of Conduct (Code) that creates a holistic ethical and compliant culture, our Company will always be at risk.

The Code includes written standards and procedures addressing a range of issues to help us maintain compliance, but it also safeguards what NuVasive's most valuable asset: its reputation. It advises you on what the Company expects from you, but it does not answer every question you may encounter. At times, you may run into difficult situations where you are not sure of the best course of action. You can always turn to your manager or another resource listed in our Code for advice or to report a potential violation of our Code or the law. You may also make an anonymous report, where permitted by law. You never need to fear retaliation for making a good faith report or asking questions.

Each of us at every level of our organization must lead by example.  
Practice ethical behavior. Don't tolerate unethical behavior.  
Don't hesitate to give voice to your values.

Sincerely,



**GARY THOMPSON**

Vice President, Compliance Officer

“Each of us at every level of our organization must lead by example. Practice ethical behavior. Don't tolerate unethical behavior. Don't hesitate to give voice to your values.”



# A Message from Our EVP, Human Resources & Corporate Integrity

“Today, our reputation for integrity is a true competitive advantage. It helps establish a climate of cooperation and comfort and positions us as a good global citizen.”

Dear Shareowners,

As a company, we are totally focused on enabling the very best surgical outcomes for patients. We see this in our game changing innovation, our procedural solutions, and our dedication to superior clinical service. To deliver on these commitments, quality and high standards must pervade everything we do. The importance of building a strong ethical culture maintains our focus on quality, protects our reputation, mitigates risk to our finances, and propels our sustainable (and global) growth.

Globalization has brought about greater involvement with different cultures and with it, greater emphasis on ethical considerations. Today, our reputation for integrity is a true competitive advantage. It differentiates us in the marketplace, creates a foundation for long term growth, and helps establish a climate of cooperation with our customers and business partners.

Ethical issues that arise in the workplace can become very public legal issues. I encourage you to respond appropriately to those issues by doing your job with utmost integrity. Your actions create trust among all our stakeholders and reflect NuVasive as a company that attracts the best talent.

Thank you for doing your part.

Sincerely,



**PETE LEDDY**

Executive Vice President, Human Resources & Corporate Integrity



## Why We Have a Code

At NuVasive, we pride ourselves on focusing on the positive, providing a performance culture where A-players can improve the lives of patients around the world.

In a little over a decade, we have grown from a venture-backed startup to one of the top players in our industry. Throughout our evolution, we have built our success on upholding the highest standards of ethical conduct. Doing business the right way is an integral part of our DNA.



Our Code of Ethical Business Conduct (or “The Code”) outlines the ethical and legal commitments we must uphold. The Code provides general guidance about common issues; it will not cover every question or issue that may arise. Additionally, international Shareowners should consult with local management to understand local requirements that may be different than this Code. Our Code also provides information on where to seek help when we need it.

# We All Follow the Code

Our Code applies to every member of the NuVasive family, including employees, officers, directors, U.S. distributors and agents or independent contractors performing core job functions or services that otherwise would be provided by an employee (collectively “Shareowners”).<sup>1</sup>

For our Shareowners, following our Code also means following all applicable NuVasive policies and procedures. All of the policies referenced in our Code are available on Document Control in NuVaHub, unless otherwise indicated. Like our Shareowners, we expect the third parties we work with (including Health Care Professional consultants) to meet the ethical standards we set forth in this Code, regardless of training and certification requirements.<sup>2</sup>

We are a rapidly expanding company that is subject to an ever-changing set of laws and regulations. As a result, it is not possible to discuss all of the rules that govern our work. By following the Code, as well as our policies and procedures, we will remain in compliance with the laws and regulations that apply to our work. As NuVasive Shareowners, we continually strive to uphold the highest ethical standards.

<sup>1</sup> When referring to anyone other than employees, officers and directors, our Code uses the term “Shareowners” only for ease of reference. It has no applicability or legal effect in any other respect.

<sup>2</sup> NuVasive requires all Shareowners (as referred to in this Code) to receive the Code, certify to reading and adhering to it and be trained on it. This Code is posted on NuVasive’s website and is available to third parties. Third parties are not required to be trained on the Code and/or certify to it, but they may receive a copy of it, as appropriate.

# What We Can Expect From Managers

As members of the NuVasive family, we all share an obligation to perform our jobs with honesty and integrity.

However, those of us who are managers have additional responsibilities. Managers are expected to build trust, lead by example and act as role models. In addition, managers support our Company's ethics and compliance program by:

- > Reinforcing the Code and ensuring it is consistently applied
- > Communicating relevant policies to Shareowners and helping them understand how they should act
- > Maintaining an open door environment, actively encouraging all Shareowners to raise any questions or concerns
- > Responding to reports of misconduct quickly and appropriately
- > Escalating reports promptly when warranted

How our managers respond to ethics and compliance issues is one of the most important factors contributing to the success of our Global Business Ethics and Compliance Program. For more information about this program, refer to the EthicalBIZ Department section of our Code.

# Reporting Issues and Seeking Guidance

Each of us has a responsibility to support NuVasive's ethical culture. If you think you have witnessed misconduct of any kind, you are required to speak up.

Also, we are expected to seek guidance when the right course of action isn't clear or we have a question about how to handle a situation. We should voice any concerns we have about something that doesn't seem quite right—even if the issue doesn't involve us directly.

Proactively addressing potential misconduct issues helps us maintain our reputation as an honest and accountable company. Since all managers have an open door, you are encouraged to discuss all concerns with your manager or another manager you trust.

## You may also contact:

- > A representative of our Human Resources Department
- > A Shareowner in our EthicalBIZ Department at [EthicalBIZ@nuvasive.com](mailto:EthicalBIZ@nuvasive.com)
- > Our Compliance Officer at [ComplianceOfficer@nuvasive.com](mailto:ComplianceOfficer@nuvasive.com) or directly by phone at 858-309-3711
- > Any attorney in our Legal Department
- > The Integrity Hotline, which may be accessed by dialing:
  - » 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
  - » United Kingdom: 0808-189-0507

The Integrity Hotline is a third-party hosted service that is available 24 hours a day, seven days a week. You may report anonymously, where permitted by local law.<sup>3</sup> However, disclosing your identity allows our Company to conduct a more expeditious and thorough investigation.

<sup>3</sup> Anonymous reporting is permissible in all of the locations where we have hotlines, other than Germany



## ALL REPORTS ARE TREATED AS IMPORTANT

Our Company values the reports it receives because speaking up helps NuVasive maintain its ethical culture. Each report is taken seriously and kept confidential to the extent allowed by local law and adequate resolution of the issue.

If an investigation of a report reveals that misconduct took place, the individuals involved will be subject to appropriate discipline. This may range from informal counseling to termination of employment to reporting criminal activity, where appropriate.

Managers have a responsibility to discipline Shareowners appropriately and fairly. If you manage other Shareowners, you should consult with the Human Resources Department and Compliance Officer any time one of your direct reports violates our Code, policy or applicable laws. The Human Resources Department, upon consultation with the Compliance Officer, will advise you about the appropriate disciplinary action to take.

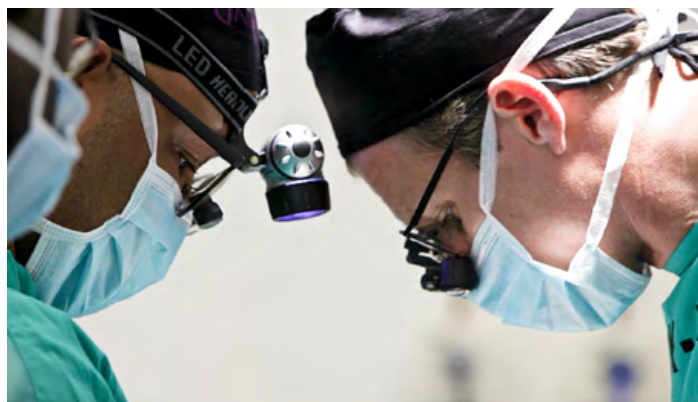
## NO RETALIATION

Regardless of whether an investigation of a report reveals that a legal or ethical violation has occurred, we never retaliate against anyone who makes a good faith report. The reason for this is simple: Anyone who makes a report in good faith is acting in the best interest of NuVasive. However, any individual who knowingly makes a false or bad faith report will be subject to discipline.

There are many forms of retaliation, such as termination of employment, reduction in pay or compensation or other negative changes to one's conditions of employment as a result of good faith reporting. No matter what form retaliation takes, our Company's stance is always the same: we will not tolerate it. We will take disciplinary action against anyone who retaliates in response to a good faith report.

## THE ETHICALBIZ DEPARTMENT

To help us comply with the policies, regulations and laws that apply to us and do the right thing in all our business decisions, NuVasive has created the EthicalBIZ Department to run our Global Ethics and Compliance Program. The EthicalBIZ Department is responsible for providing training to Shareowners regarding ethics and compliance, helping to spot wrongdoing, investigating any reports of misconduct and responding appropriately to help the Company keep our edge in the marketplace and uphold our ethical culture. For more information about EthicalBIZ, please visit the EthicalBIZ Department site on NuVaNet.





### CODE CHALLENGE #1

Nicola suspects that her co-worker Javier might be giving inappropriate gifts to Health Care Professionals during the sales process—but she doesn't have definitive proof.

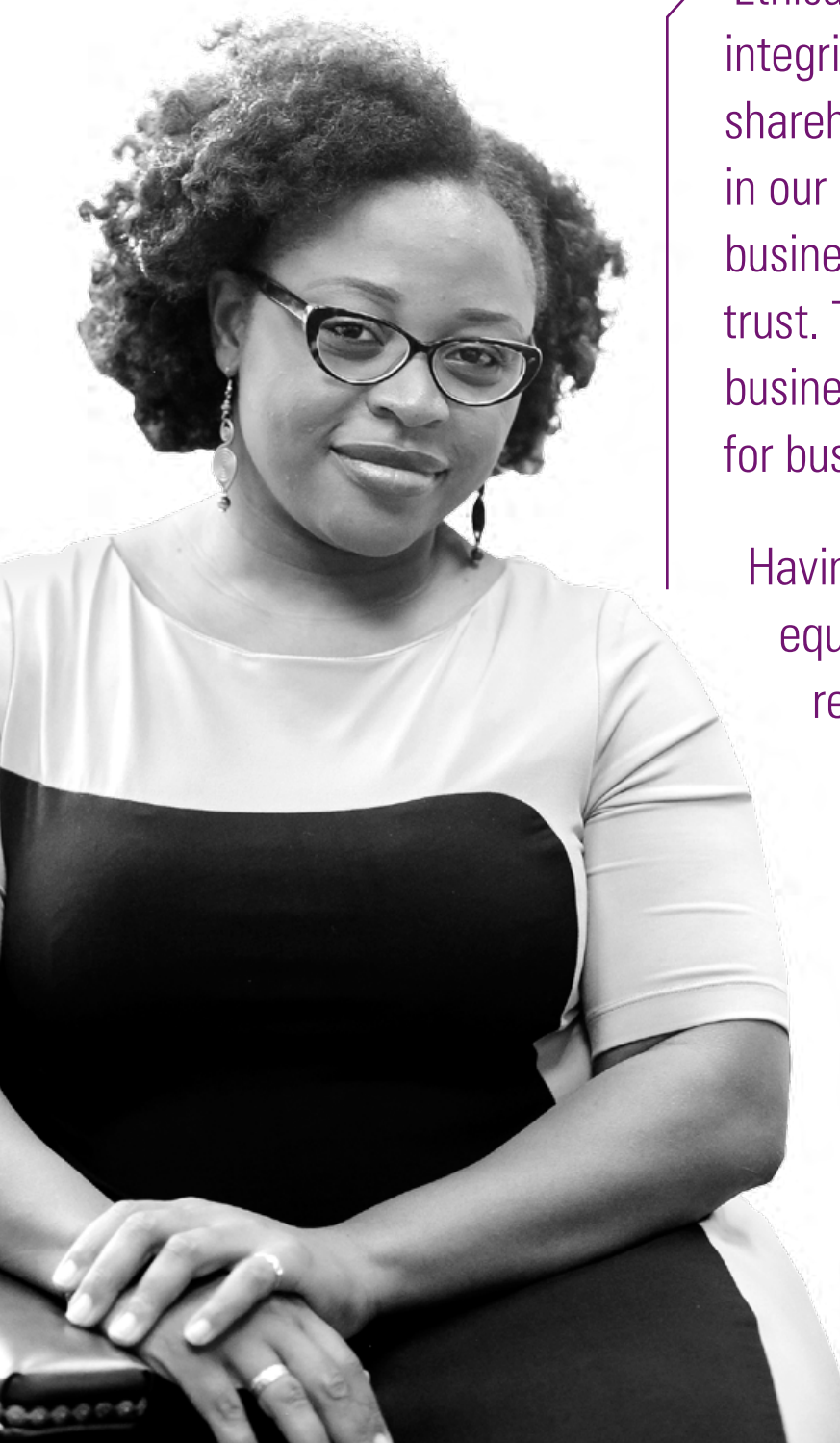
She doesn't want to get Javier in trouble if he's not doing anything wrong, but she's worried that he might be violating our policies and doing business unethically.

What should she do?

Say nothing—she doesn't have any proof, so NuVasive won't be able to do anything even if she makes a report.

Try to gather more evidence by investigating the matter herself.

Tell her manager or the EthicalBIZ Department what she suspects.



↳ “Ethical business drives a culture of integrity and productivity. Everyone: shareholders, customers, patients and in our case Shareowners, want to do business with a company they can trust. Trust is the cornerstone of great business relationships and a catalyst for business growth.

Having The Code ensures that rules are equally applicable to everyone, and represents processes that give me a voice. I can confidently refer to the Code and courageously speak up because it is the law, it is the right thing to do, and it is expected of me.”

**NAYAH NDEFRU** – FAIRBORN, OH  
ANALYST, DOCUMENT CONTROL



# Positive Relationships with Our Fellow Shareowners

## IN THIS SECTION:

Fair Treatment in the Workplace  
Workplace Safety  
Workplace Violence  
Shareowner Personal Information



## Fair Treatment in the Workplace

At NuVasive, we embrace diversity in each other, our customers, our business partners and all others with whom we interact.

By working to create a diverse, welcoming workplace that includes different viewpoints and experiences, we strengthen our Company—and keep NuVasive protected.

NuVasive also promotes a harassment-free work environment. Harassment is any behavior that creates an intimidating, hostile or offensive work environment based on a legally protected characteristic. It can even be based on the mere perception that someone has a protected characteristic, or that they are associated with someone who does.

NuVasive takes allegations of discrimination and harassment very seriously. If you feel that you have witnessed or experienced discrimination or harassment, talk to your manager or another trusted resource right away. You will be protected from retaliation when making a report.

For more information, see our Policy Against Harassment (COP-0010).

Likewise, we respect and comply with all applicable wage and hour laws in the locations where we operate. NuVasive also supports Shareowners' ability to associate freely. NuVasive opposes the use of forced labor and the unlawful employment of children. We expect the same compliance from our suppliers and business partners.

**We make employment-related decisions based only on qualifications and merit.**

**We never consider:**

- > Age
- > Race
- > Color
- > Religion
- > Gender (including pregnancy, childbirth or related medical conditions)
- > Sexual orientation
- > Gender identity
- > Mental or physical disability
- > Ancestry
- > National origin
- > Any other characteristic protected by law



## Workplace Safety

NuVasive places a high priority on maintaining a healthy and safe work environment, including following all applicable laws, regulations, policies and procedures.

**You should always remember to:**

- > Wear the proper protective equipment at all times
- > Participate in any required health and safety training
- > Stop any unsafe activity and raise a concern with a manager before continuing
- > Handle, inventory, store and dispose of all chemicals, potentially hazardous materials, controlled substances and waste properly
- > Report any spills or other accidents involving hazardous materials
- > Notify the Safety Officer of any missing supplies
- > Report any injuries to a manager or the Safety Officer as soon as possible

NuVasive is a drug- and alcohol-free work environment. This applies during the workday, while on NuVasive premises and when we are operating NuVasive-owned or -leased vehicles. However, we may consume alcohol in moderation at work-sponsored activities or events where alcohol is served or is expressly permitted.

You should notify a Human Resources representative if you are taking a prescribed medication that may impact your ability to do your job. He or she will help you determine whether additional measures need to be taken to keep you—and everyone around you—safe at work.

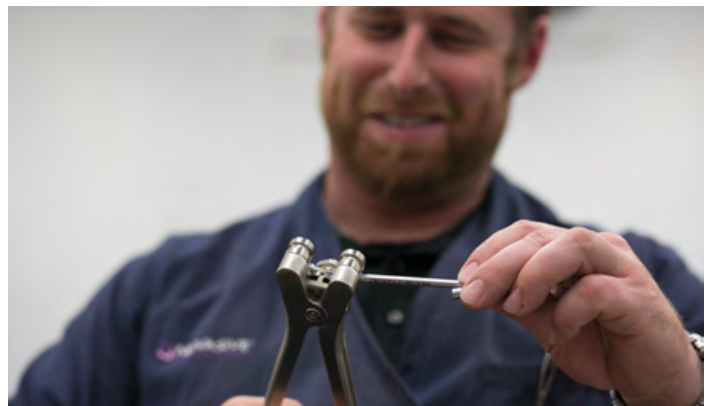
Our Company may require Shareowners to submit to drug testing if they show obvious signs of impairment in the workplace.

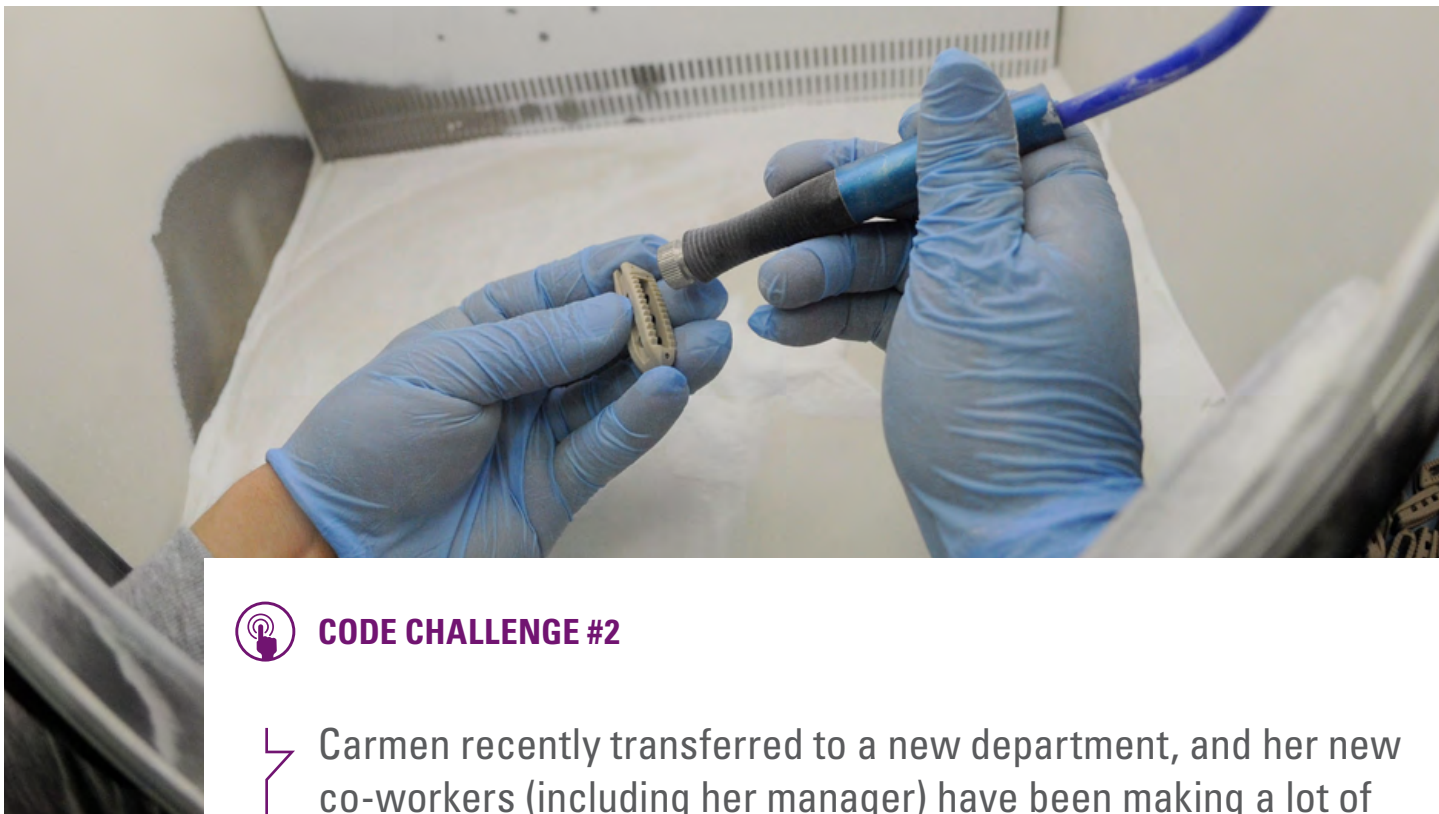
For more detailed information on workplace safety and the standards and contingency plans in place to keep Shareowners safe, please refer to our General Safety Program (SOP-9001038).

## Workplace Violence

Part of NuVasive's commitment to providing a safe work environment is our zero tolerance policy for acts or threats of violence.

In support of this policy, we should never threaten or take part in hostile behavior, even in a joking manner, or engage in physical abuse, verbal abuse or horseplay. Similarly, to keep our workplace safe for all Shareowners, weapons are not allowed on NuVasive property.





### CODE CHALLENGE #2

Carmen recently transferred to a new department, and her new co-workers (including her manager) have been making a lot of jokes about her ethnicity. Carmen doesn't know how to respond to the jokes, but they're starting to get on her nerves. What should she do?





## Shareowner Personal Information

NuVasive respects the confidentiality of Shareowners' personal information.

Our Company collects this information—such as address, date of birth, government-issued identification number and direct deposit information—for legitimate business purposes.

Due to the sensitive nature of this information, those of us with access to personal data about fellow Shareowners have an obligation to treat it confidentially. We should use this information only for legitimate business purposes, in line with data privacy laws, and never disclose it to anyone else—even another NuVasive Shareowner—without permission. If you have questions regarding protecting personal information, contact the Legal or EthicalBIZ Departments.





# Superior Commitment to Our Company

## **IN THIS SECTION:**

Company Assets  
Company Confidential Information  
Conflicts of Interest  
Gifts and Entertainment

# Company Assets

To keep our Company’s start-up edge and be the best in our industry, NuVasive provides us with various assets to help us do our jobs effectively and maintain our culture of outstanding performance.

Assets can be tangible items, such as office equipment, facilities and Company funds, as well as intangible items, like proprietary information, customer goodwill and even Shareowner knowledge. Regardless of the type, we should handle all Company assets responsibly and ethically and use them for their intended business purpose. Although we may make limited personal use of our Company’s assets in certain situations, we should make sure that our use is minimal, legal, ethical and in line with our Company’s policies.

One type of physical asset we often use is our Company’s technology resources, such as laptops, smart phones, Internet service and network access. We must exercise good judgment when using these resources and never access inappropriate or illegal materials. Be aware that when allowed by local law, NuVasive may monitor, access and disclose your use of these assets—or any others. Therefore, you should have no expectation of privacy. For more information, please refer to our Information Technology Use Policy (COP-0006).

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



# Company Confidential Information

As an innovation-driven company, NuVasive counts confidential information among our most valuable assets.

Confidential information includes all non-public information that may be of use to competitors, or harmful to NuVasive or its customers, business partners or patients if disclosed.

Those of us with access to confidential information must exercise caution when handling it. We should access and use confidential information only for authorized purposes—and never share it with anyone who doesn't have proper authorization and a business purpose to access it. Disclosing confidential information may harm NuVasive's business and could even violate the law.

In addition, confidential information includes our Company's intellectual property, such as manufacturing and fabrication procedures, research, patents, trademarks and copyrights. Our Company retains all rights to intellectual property derived from our confidential information or other materials made, originated or developed by Shareowners. Like confidential information, we must take care to protect NuVasive's intellectual property.

## Common examples include:

- > Financial data
- > Pricing information
- > Marketing strategies
- > Information about partnerships
- > Shareowner information
- > Customer data
- > Acquisition and merger information
- > Patent applications

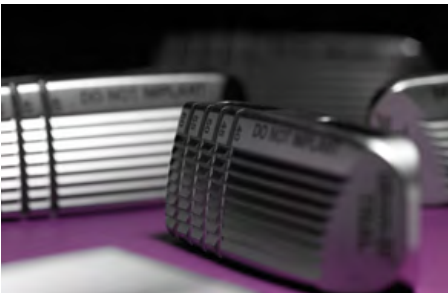




Most disclosures of Company confidential information happen accidentally.

If you are unsure whether certain information is considered confidential, treat it as confidential until you know otherwise. If you think you may have mistakenly disclosed confidential information, please contact a Shareowner in the Legal Department. Refer to our Information Asset Security Policy (COP-0005) to learn more about protecting the Company’s information.

In addition to safeguarding NuVasive’s intellectual property, we must also protect intellectual property that belongs to other organizations or individuals. We can’t use intellectual property that belongs to third parties—including our former employers—without their permission. This means, in part, that we cannot download music, software, works of art or literature, images, graphics or other creative material without paying for it or receiving written permission from its owner or creator. For help using others’ intellectual property correctly, contact the Legal IP Team or EthicalBIZ Department.



**We can help protect against breaches by:**

- > Avoiding discussions of Company business in public
- > Using password protection on all computers, files and storage media
- > Securing confidential information in locked files and cabinets
- > Keeping laptop computers secure
- > Exercising caution when using speakerphones and cellular phones
- > Refraining from opening emails from unknown sources
- > Locking offices when leaving for the day
- > Not allowing unauthorized people into our facilities or buildings



“Having a strong commitment to ethics builds trust from not only a management perspective, but also family, peers and outside customers.

The trust builds confidence which leads to open discussions to further improve business relationships by establishing effective communication, respect for identifying issues and generates enthusiasm for each person involved to reach solutions.”

**WES CHANNELL** – MEMPHIS, TN  
SR. ENGINEER, QUALITY



### CODE CHALLENGE #3

Salim works in NuVasive's Engineering Department, and he's working on developing a new type of fixation device.

His daughter is a surgeon, but is not a NuVasive consultant, and Salim thinks she might be able to give some new insight into the patient experience that could help Salim create a better device.

Can he tell his daughter about our new product and ask for her input?

**YES**

**NO**



## Conflicts of Interest

Conflicts of interests can arise when our personal interests—including interests of our family members—conflict with our duties as Shareowners.

A family member can be your spouse, parent, stepparent, child, stepchild, sibling, grandparent, grandchild, in-law, any adoptive relationships, anyone you live with or anyone with whom you have a close personal relationship.

If you know or suspect that you or a family member might have a conflict of interest, disclosing the situation is key. You should speak to your manager, an attorney in our Legal Department or a member of the EthicalBIZ Department. Potential conflicts of interest must be approved by the Compliance Officer or General Counsel.

When we disclose actual or potential conflicts of interest, our Company can help us resolve them and avoid potential harm. Remember, it is not necessarily a violation of our Code to be involved in a conflict of interest situation—but it may be a violation to fail to disclose it.

The following sections describe some common situations where conflicts of interest may arise.

### FINANCIAL INVESTMENTS IN OTHER COMPANIES

To be sure we are keeping NuVasive's best interests at heart, we should not have a significant investment in a customer, supplier or competitor. Large investments in these organizations could divide our interests and make it difficult for us to act in the best interests of our Company. In general, an investment in one of these companies is significant if it gives you some decision-making power.



OUTSIDE EMPLOYMENT AND AFFILIATIONS

As Shareowners, our outside interests and activities should not interfere with our work responsibilities or put the Company’s reputation at risk. Accordingly, you should seek approval from our Compliance Officer or General Counsel before working in any capacity for a NuVasive competitor, supplier or customer or accepting a position on any organization’s board of directors. At no time may we hold any outside position if it would prevent us from devoting the necessary time and effort to our NuVasive job responsibilities. Likewise, we should not take on an outside job that requires us to perform work for another organization using Company assets or work time, or while on Company premises.

Remember, it is not necessarily a violation of our Code to be involved in a conflict of interest situation—but it may be a violation to fail to disclose it.

FAMILY MEMBERS AND CLOSE FRIENDS

Working with someone with whom we have a close relationship—such as a family member, close friend or romantic partner—can also lead to a conflict of interest. After all, it’s natural to want the best for the people close to us. In order to avoid even the appearance of favoritism, we may not have any direct supervisory influence on the job evaluation, pay or benefits of anyone with whom we have a close relationship. In addition, we must also avoid negotiating or overseeing a NuVasive business transaction with a family member, close friend or romantic partner. We must also never hire—or engage as an independent contractor—a family member of a physician who is our customer, unless approved by the General Counsel or Compliance Officer.

We must be sure that none of our actions regarding someone with whom we have a close relationship show—or even seem to show—favoritism or undue preference. As with all potential conflicts of interest, prompt disclosure is key.

COMPETING WITH NUVASIVE

Because of our obligation to act in the best interest of our Company, we must not personally take advantage of an opportunity that belongs to NuVasive. If such an opportunity arises, you should immediately disclose it to our Compliance Officer or General Counsel.





#### CODE CHALLENGE #4



Roll over each example to see whether it could be a conflict of interest.

## Gifts and Entertainment

Exchanging gifts and entertainment are generally an inappropriate way of fostering relationships with our business partners.

Exchanging gifts and entertainment may be allowable in certain circumstances; thus, please seek approval from your supervisor before providing gifts or entertainment. Additionally, we must follow special rules when we interact with Health Care Professionals (HCPs), such as surgeons or hospital personnel.

Offering or accepting an expensive business courtesy could make it seem that our business judgment is clouded. To avoid the appearance of bias, we should adhere to the following guidelines when exchanging gifts or entertainment. If you have specific questions about whether a business courtesy is appropriate, contact your manager or the EthicalBIZ Department.



GIFTS FOR NON-HCPS

In certain business situations, it’s common to give and receive gifts. A gift is anything of value—for example, a bottle of wine, gift basket or promotional item. If someone offers a meal or entertainment and won’t be in attendance, it is also considered a gift. When exchanging gifts, we need to exercise caution and good judgment. Any gift we offer or accept must be unsolicited, reasonable, infrequent, in good taste, customary for the business environment and permitted by NuVasive’s policies.

BUSINESS ENTERTAINMENT WITH NON-HCPS

Like gifts, entertainment—such as meals and cultural or sporting events that we attend with a supplier or business partner—may be a good tool for building strong business connections. Any entertainment we offer or accept should be appropriate, modest, infrequent and unsolicited. We should use these opportunities to discuss business matters and build goodwill. Before we incur any entertainment expenses, we should obtain approval from a department Vice President.

GOVERNMENT OFFICIALS

Special rules apply to offering gifts or entertainment to government officials, including U.S. federal, state and local officials, as well as officials of other countries, which may include HCPs at government-owned or -operated hospitals. For example, we may not give anything of value to a representative of any nation’s government—even modest meals are not permitted. For information about working with government officials, please refer to the Anti-Corruption section of this Code and our Foreign Corrupt Practices Act (FCPA) and Anti-Corruption Compliance Policy (available on the EthicalBIZ NuVaNet page).

Because this topic is governed by complex rules, always consult with the Legal Department or EthicalBIZ Department before giving gifts, entertainment or anything else of value to a government official.

HEALTH CARE PROFESSIONALS

Likewise, the rules for providing gifts and entertainment to Health Care Professionals are complex and vary from state to state and country to country. Please refer to the Appropriate Interactions with Health Care Professionals section of the Code or our Healthcare Compliance Policy Guide (COP-0012 through COP-0028) for more information.





↳ “A strong Company-wide commitment to ethics establishes NuVasive as a trust-worthy, honest business that does the right thing. A strong stance on ethics shows a commitment to the Shareowners, the investors, the shareholder, the surgeon partners, and ultimately the patients that we all serve.

The Code establishes a common language and understanding across the Company. Having the rules readily apparent as a consistent reminder supports discussion, compliance, and encourages Shareowners to speak up for any wrongdoing they may be witness to.”

**SCOTT LISH** – SAN DIEGO, CA  
MANAGER, DEVELOPMENT



# Absolute Integrity to Our Investors

## **IN THIS SECTION:**

Accurate Records  
Insider Trading  
Speaking About the Company



# Accurate Records

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

Doing so allows us to make sound business decisions and truthfully reflect our Company’s financial health to the investment community. It also helps us provide accurate reports to the government and others as needed. Our commitment to maintaining accurate records does not only apply to financial documents.

Records are all physical or electronic documents we create as part of our work at NuVasive. We must ensure that all information that may become part of a record is forthright and accurate. This includes sales, costs, expenses and hours worked. We may never misrepresent, falsify or alter data or hide any records.

Those of us who work with NuVasive’s financial records have a responsibility when it comes to accurate record keeping. We must produce honest, accurate, complete and timely disclosures that comply with all applicable laws and regulations. We must ensure that these records accurately reflect the truth of the underlying transaction or event. Records must follow our own internal financial and accounting policies and procedures, as well as generally accepted accounting standards.

To be sure we are creating accurate records and honoring our commitment to integrity, we should follow these guidelines:

- > Sign, approve or transmit a record only if you believe it is truthful and accurate and you are authorized to do so
- > Provide timely and candid forecasts and assessments, without omitting or misrepresenting relevant or material information
- > Remember that memos, email, voice mail, social network postings and instant messages may be considered business records, so avoid exaggeration, derogatory language and other expressions that could be taken out of context



UPHOLDING SENIOR FINANCIAL OFFICERS’ RESPONSIBILITIES

When it comes to ensuring that our records are accurate, our Company’s senior financial officers have a special responsibility to promote integrity within our Company.

- To be clear, these additional obligations extend to our:
- > Chief Executive Officer
  - > Chief Financial Officer
  - > Principal Accounting Officer(s), Controller(s) or anyone performing a similar function

These Shareowners are expected to ensure that our public disclosures are full, fair, accurate, timely and understandable. In addition, they must report any transaction that could be expected to create a conflict of interest to the Chair of the Audit Committee of the Board of Directors. Finally, they must comply with all applicable laws, rules and regulations, promptly reporting any violations to the Chair of the Audit Committee.

Violations of financial disclosure laws—including failing to report potential violations by others—are severe offenses. They may result in disciplinary action—up to and including termination. If you believe that a violation of financial disclosure laws may have occurred, contact our Compliance Officer or General Counsel.

If you prefer to report anonymously, where allowed by law, you may submit a report to the Integrity Hotline. Remember: it is against Company policy to retaliate against anyone who makes a good faith report of a violation.

RETAINING COMPANY RECORDS

Just as we share a responsibility to maintain accurate records, we must also retain and destroy NuVasive’s business records correctly. When conducting work on behalf of our Company, we must follow our record retention policies and keep records as long as we need them—and no longer.

While working for NuVasive, you may receive a notification that records in your possession are subject to a legal hold. In this situation, carefully follow the guidelines set forth in the notice. In addition, you should ensure that any relevant records you possess are not destroyed until the Legal Department notifies you that the legal hold has been lifted.

- Consult a Shareowner in our Legal Department if you have questions about legal holds in particular, or record retention issues in general. Additional information can also be found in our Records Management Policy (COP-0002) and Record Retention Program (SOP-9001102).



## Insider Trading

While working at NuVasive, we may come across information about our Company or other companies that is not available to the public.

That information could be material non-public information, or insider information, which is information about a company not known to the public that a reasonable investor would consider important when deciding to buy or sell that company's securities.

Typically, this information is considered non-public until the company has widely disseminated it to the public and enough time has passed for the marketplace to absorb it. As a matter of policy, we presume that it takes two full trading days following the release of material information for it to be deemed public.

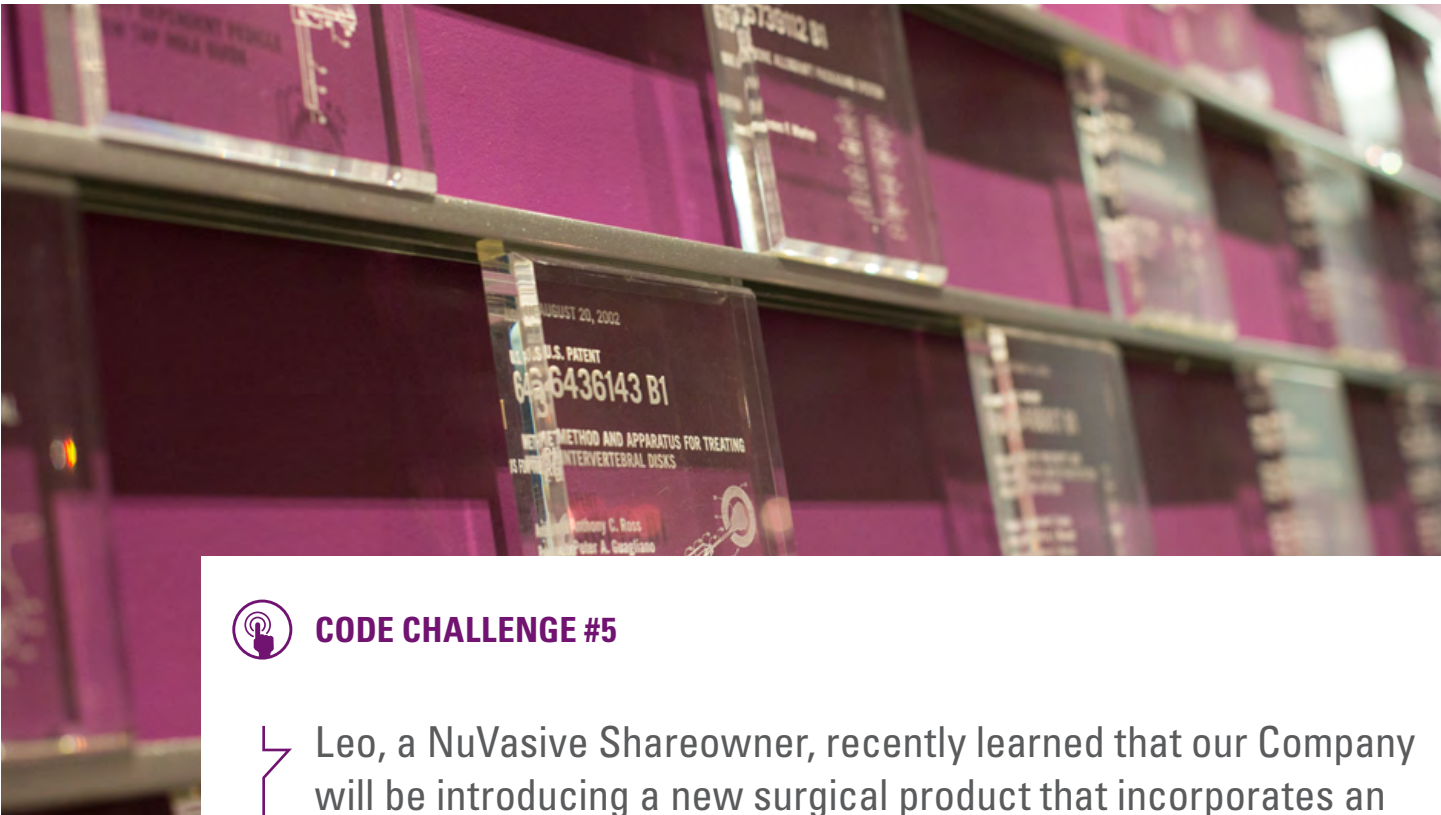
In addition to never taking advantage of insider information for ourselves, we must also avoid tipping. Tipping occurs when one individual (the tipper) discloses inside information to another (the tippee). Under the law, both the tipper and the tippee could be found guilty of engaging in insider trading—even if the tipper never personally benefited from disclosing the information.

Please note that there are strict penalties for insider trading. Because so many of NuVasive's Shareowners own stock in our Company, we are all encouraged to review our Insider Trading Policy (available on the Stock Administration NuVaNet page) for more information. Please contact personal counsel if you have any questions regarding securities laws.

**Insider information can relate to past events, future events or even events that might happen. Common examples include, but are not limited to:**

- > Undisclosed financial information, such as earnings reports or projections
- > Possible or planned strategic partnerships, mergers and/or acquisitions
- > Changes in the company's senior management
- > Pending actions by regulatory agencies or material litigation results





CODE CHALLENGE #5

Leo, a NuVasive Shareowner, recently learned that our Company will be introducing a new surgical product that incorporates an innovative new material from a supplier. This news hasn't been publicly announced yet. Leo figures that this will probably cause the price of the supplier's stock to rise. He calls his broker and tells her to add more of that company's stock to his portfolio.

As a NuVasive Shareowner, he should not own stock in our Company or our suppliers.

He should have called his brother and told him to buy the stock instead.

He should not have traded stock on the basis of this information.

# Speaking About the Company

When speaking with the public, it is important that we provide consistent information about NuVasive.

In order to provide that single, clear perspective, only authorized persons may speak on behalf of our Company.

**If an outside source requests information from you about NuVasive, you should direct them to the department best suited to handle it—do not attempt to answer any questions yourself. For example:**

- > Inquiries from the investment community should be directed to [investorrelations@nuvasive.com](mailto:investorrelations@nuvasive.com)
- > Inquiries from the media should be directed to [corporatecomm@nuvasive.com](mailto:corporatecomm@nuvasive.com)

If any other outside party requests information about our Company from you, refer them to our Legal Department without providing any information.



## AUDITS AND INVESTIGATIONS

In the course of our work at NuVasive, we may be asked to provide information to both internal and external parties related to an audit or investigation. In these situations, we must cooperate fully and provide truthful, complete and accurate information. We may never mislead any auditor or investigator, and never destroy, falsify, conceal or alter records related to any potential or pending audit or investigation.

To help ensure that we respond appropriately, promptly notify our General Counsel or a Director or Vice President in the Legal Department if a government agency or third party contacts you requesting an interview or access to a Company location, data or records in connection with an audit or investigation. We want to ensure that we provide all appropriate information and that NuVasive's rights are protected. All requests from the FDA or foreign equivalent agencies must be referred to the NuVasive Management Representative (i.e., Vice President, Regulatory, Clinical Affairs & QA Management Representative). Please see Inspections by Regulatory Agencies (SOP-9001995) for more information.



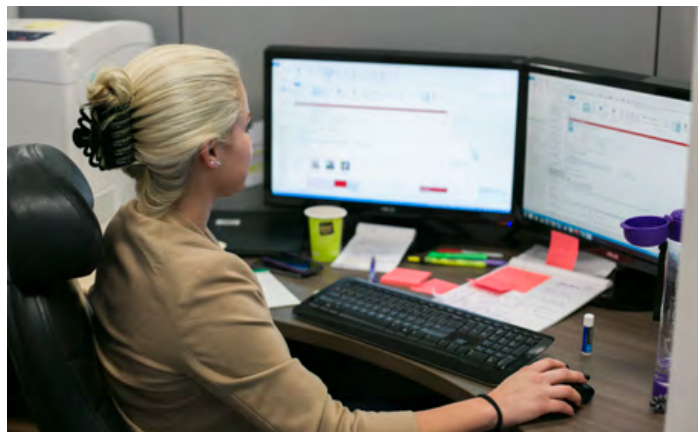
## USING SOCIAL MEDIA RESPONSIBLY

NuVasive's active social media presence enhances our brand and strengthens our connections with the public and our stakeholders. Our designated social media representatives develop, manage and oversee NuVasive's social media activity. This helps ensure that the information we provide is clear, consistent and accurate.

When we engage in personal use of social media, we are free to use it as we see fit. However, if you use social media for personal reasons while you are at work or while on your work computer, make sure that your use is limited, does not violate any policies or the law and does not detract from your job responsibilities.

**In addition, you should keep the following guidelines in mind:**

- > Be honest and disclose your identity when discussing topics related to NuVasive
- > Be clear that the views and opinions you post are your own, not NuVasive's
- > As always, protect NuVasive's confidential information, such as trade secrets, copyrights and other intellectual property
- > If you are not sure if you should post something on a social media site, or if you are concerned about something that you have seen online about our Company, refer to the Marketing Materials Peer Review Procedure (SOP-9004580), talk to Marketing Communications, your manager, a Human Resources representative or the EthicalBIZ Department.





# Superior Conduct in the Marketplace

## IN THIS SECTION:

- Anti-Corruption
- Competition Laws
- Third-Party Information
- International Trade Laws
- Appropriate Interactions with Health Care Professionals
- Political and Charitable Activities

## Anti-Corruption

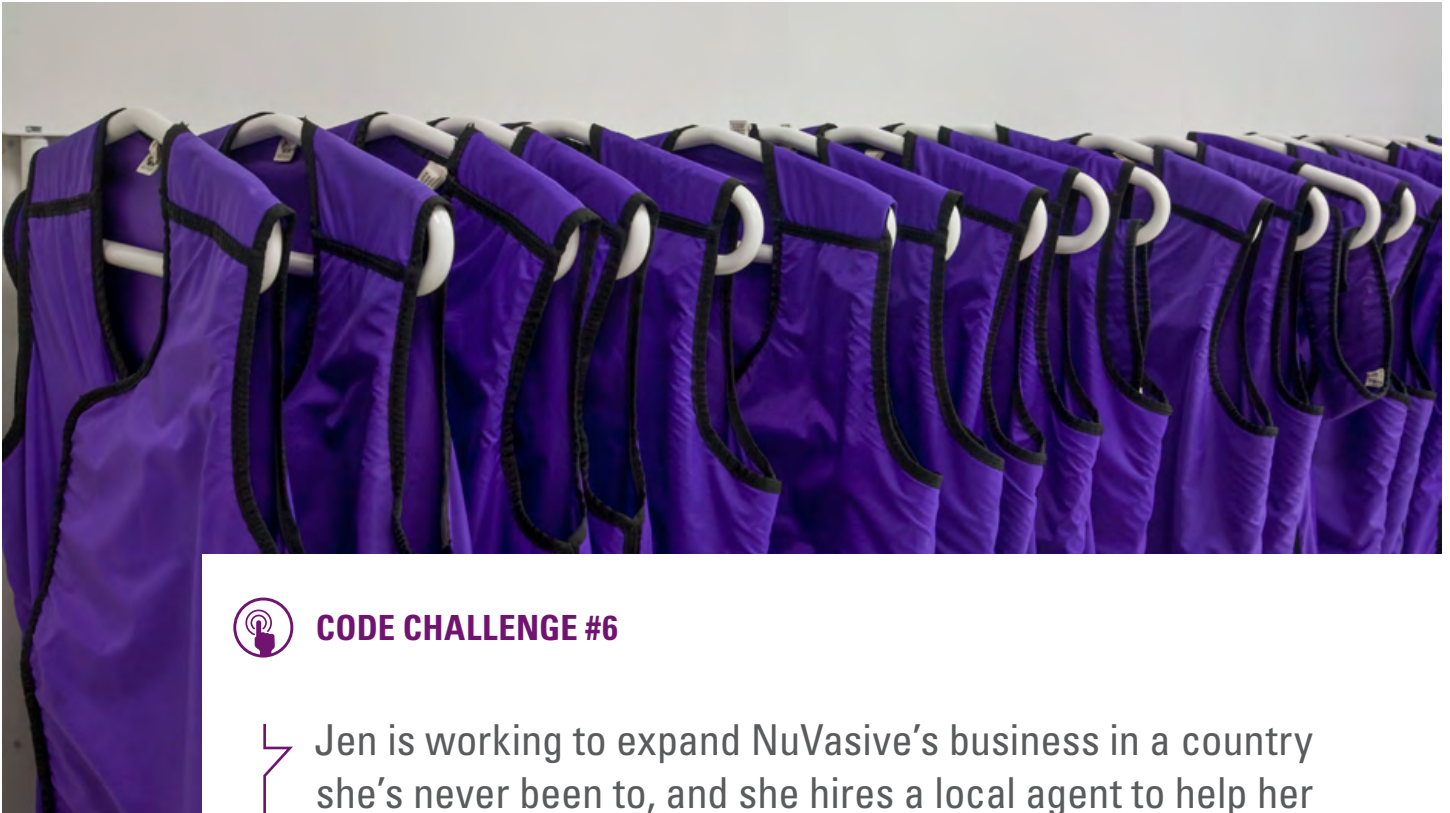
Anti-corruption laws are complex and continually evolving. If you have any question about whether your actions will violate these laws, seek advice before acting.

Our Foreign Corrupt Practices Act (FCPA) and Anti-Corruption Compliance Policy (available on the EthicalBIZ NuVaNet page) contains detailed and specific standards, including the appropriate contacts for reporting corruption concerns worldwide.

A bribe can be anything of value—gifts, payments, services, entertainment or favors—that is given or authorized to be given to obtain or retain an improper business advantage.

A kickback is an unlawful cash payment or other reward for making or fostering business arrangements.





### CODE CHALLENGE #6

Jen is working to expand NuVasive’s business in a country she’s never been to, and she hires a local agent to help her secure a contract with a local government-owned hospital.

The agent tells her that he can get the contract for NuVasive, if she is willing to give the hospital administrator a monetary payment. The agent offers to give the payment to the clerk himself.

How should Jen respond?

“OK, as long as you think it will help us secure the contract.”

“Sounds like a good idea, but I’ll give the administrator the payment myself.”

“No matter who gives him the payment, it could be considered a bribe. There must be another solution.”



# Competition Laws

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

Accordingly, we must always play by the rules of fair competition, and never engage in unethical or manipulative practices. In all of our business dealings, we must abide by all applicable competition laws (known as antitrust laws in the United States).

These laws help maintain a level playing field in the marketplace by prohibiting any agreement—formal or informal—that unfairly restricts trade.

**Improper agreements can include, but are not limited to, those that:**

- > Limit competition
- > Fix prices
- > Restrict dealings with certain suppliers or customers
- > Rig contract bids
- > Divide up customers, markets, territories or production programs
- > Influence the resale prices our purchasers can charge

Anti-competitive practices are illegal, and they prevent customers from getting the best products and services for their money. Even appearing to enter into an anti-competitive agreement can violate antitrust laws.

In addition, we should remember that competition laws don't just regulate our interactions with competitors. They apply to our dealings with all third parties.

Any agreement that restrains free trade may be a violation of these laws, no matter whom it involves. For this reason, you should avoid discussing any sensitive, potentially anti-competitive topics when talking with a third party.

**Subjects to avoid include:**

- > Prices or pricing
- > Output capacities
- > Sales
- > Bids
- > Profits or profit margins
- > Costs
- > Methods of distribution

Anti-competitive conversations are more likely to take place at trade association meetings or other industry events. If you find yourself in a discussion about an anti-competitive topic, excuse yourself from the conversation immediately, make it clear that you do not agree with what's being suggested and report the incident to our Compliance Officer.





“Being a global company, we need to make sure that, regardless the culture, our NuVasive family does business in an ethical way across the world.

In EMEA, we deal with different cultures every day, so The Code guide is a tremendous help for us to give consistent guidelines to our local partners.”

**JEREMY DANIEL** – AMSTERDAM, NETHERLANDS  
LEAD FINANCIAL ANALYST,  
NETHERLANDS SALES & MARKETING

## Third-Party Information

Collecting, sharing and using information about our competitors contributes to our ability to compete effectively.

While we are encouraged to gather and use this information, we may only do so in a legal and ethical manner. We are always free to collect competitive intelligence through publicly available means.

These may include:

- > Corporate filings with government agencies
- > Speeches by company executives
- > News and trade journal articles and publications

We may not, however, obtain this information through illegal or unethical means. In addition, we may not accept, disclose or use competitive information if there is reason to believe it was disclosed to us in breach of a confidentiality agreement—for example, by a customer, business partner or NuVasive Shareowner who previously worked for a competitor.





### CODE CHALLENGE #7

➤ Maura, who used to work for one of our competitors, recently joined NuVasive as a researcher. In her previous job, she was part of a team that was refining lumbar spinal surgery techniques. She wants to show NuVasive that she's an asset to the Company, so she considers sharing a few details about her work for our competitor with her boss, to help NuVasive develop a similar technique.

She wouldn't give her boss any written materials, so she figures it's not a big deal. Would Maura be doing the right thing?



# International Trade Laws

We are committed to complying with all applicable laws that govern the flow of our products, equipment, technology, software and services around the world and between citizens of different countries.

Violations of these laws can result in severe penalties for NuVasive and its Shareowners. If you learn of a suspected violation of these laws, you should notify the EthicalBIZ Department immediately.

## EXPORTING

In the United States and other countries where we do business, we are subject to laws that govern exporting, re-exporting and transferring goods, services, software and technology. Such laws include, but are not limited to, the Export Administration Regulations, as administered by the U.S. Department of Commerce’s Bureau of Industry and Security. We are equally committed to complying with similar laws in other countries where we do business.

Export controls laws impact many aspects of our activities, including the shipment or transfer of equipment, parts or technology originating in the U.S. to foreign countries. In addition, export controls also cover the electronic or other intangible “release” of technology or proprietary know-how by a U.S. person to a non-U.S. national. This is true whether it occurs within or outside of the United States.

## IMPORTING

Customs and import controls laws generally govern bringing merchandise into a particular country. In the United States, such laws include the customs laws that are implemented and enforced by U.S. Customs and Border Protection and U.S. Immigration and Customs Enforcement, as well as import controls laws implemented and enforced by other U.S. government agencies.

Customs and import controls laws have various requirements, including, but not limited to, classifying goods, marking goods with the correct country of origin, submitting necessary documentation in a timely manner and retaining it appropriately and paying applicable duties, taxes and fees. Our global operations depend on our ability to import.





## EMBARGOES AND SANCTIONS

The United States and other countries maintain economic sanctions of varying degrees against certain countries, persons and entities. These sanctions are based on foreign policy and national security concerns. Such measures include sanctions against individuals and entities associated with international terrorism, drug trafficking or proliferation of weapons of mass destruction.

Economic sanctions laws prohibit various business dealings with target countries, organizations or persons. In order to comply with these laws, we must screen—or require our foreign distributors to screen—all parties involved in our transactions against lists of companies, entities and individuals subject to trade restrictions, including, but not limited to, the U.S. Specially Designated Nationals and Blocked Persons List.

## ANTI-BOYCOTT LAWS

The United States maintains laws prohibiting or penalizing conduct that supports certain international economic boycotts, such as the Arab League boycott of Israel. The U.S. Departments of Commerce and Treasury administer these laws, through the anti-boycott provisions of the Export Administration Regulations and certain tax-related requirements.

U.S. anti-boycott laws prohibit conduct such as refusing to do business with blacklisted parties or boycotted countries, furnishing information about relationships with others and refusing to hire a person based on religion or nationality. Under these laws, we must report requests to support unsanctioned boycotts. If you receive such a request, notify a Shareowner in the Legal Department right away.





# Appropriate Interactions with Health Care Professionals

NuVasive is committed to fostering ethical relationships with Health Care Professionals (HCPs) that advance medical science, improve patient care, help develop innovative medical products and support medical research and education.

Our dealings with HCPs should always reflect the highest degree of integrity. To that end, we must know and comply with all applicable laws, regulations, industry codes of practice and policies that govern these interactions. We may never offer or provide an improper inducement to an HCP. Remember, an HCP not only includes physicians and other clinical personnel who provide patient care, but it also includes any person, whether clinical or non-clinical, in a position to purchase, lease, recommend, use, or arrange for the purchase or lease of NuVasive products or services. Additional information about our responsibilities when we work with HCPs can be found in our Healthcare Compliance Policy Guide (COP-0012 through COP-0028).



## ON-LABEL PROMOTION

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. If an HCP directly asks us about an off-label use, we must follow the specific procedures outlined in our Policies and Procedures for Requests of Off-Label Medical Information (COP-0014) found in the Healthcare Compliance Policy Guide (COP-0012 through COP-0028).

# Political and Charitable Activities

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

Our volunteer work and charitable donations have a positive impact on our communities. However, we should be sure that any corporate charitable activities we engage in are consistent with our Company’s vision, mission and commitments. Charitable donations to HCPs or at the request of a HCP must follow our Grants policy (COP-0018). All other charitable donations must obtain approval from the Executive Vice President, Strategy, Corporate Development & External Affairs before contributing Company funds, time or other assets to a charitable or philanthropic organization.

Although our Company supports our personal participation in the political process, we may not use any Company funds, time or assets in support of our activities without prior approval from the Executive Vice President, Strategy, Corporate Development & External Affairs. If we do participate in civic affairs, we must make it clear that our views and actions are our own—not our Company’s. And at no time may we interact with any elected or appointed official on a matter relating to NuVasive’s business without receiving prior approval.

We also need to be careful with lobbying activities. Both the complicated nature of those activities and the potential interaction with government officials mean that we need to be sure we are following our Company’s policies when doing so.

Before speaking with an appointed or elected official on NuVasive’s behalf, engaging in lobbying activity or hiring anyone to lobby on NuVasive’s behalf, you must first obtain approval from the Executive Vice President, Strategy, Corporate Development & External Affairs.

Our volunteer work and charitable donations have a positive impact on our communities. However, we should be sure that any corporate charitable activities we engage in are consistent with our Company’s vision, mission and commitments.



↳ “A strong company-wide commitment to ethics establishes NuVasive as a trustworthy, honest business that does the right thing. A strong stance on ethics shows a commitment to the Shareowners, the investors, the shareholder, the surgeon partners, and ultimately the patients that we all serve.

The Code establishes a common language and understanding across the company. Having the rules readily apparent as a consistent reminder supports discussion and compliance, and encourages Shareowners to speak up for any wrongdoing they may be witness to.”

**TOMOE WADAMORI** – TOKYO, JAPAN  
SR. REGULATORY AFFAIRS SPECIALIST



# Outstanding Service for Our Patients

## IN THIS SECTION:

Respect for Our Patients  
Confidential Patient Information  
Safe, High-Quality Products and Services  
Fair Sales, Marketing and Advertising  
Billing and Reimbursement  
Government Contracts

## Respect for Our Patients

Our ultimate goal is to improve our patients' quality of life.

**We must:**

- > Provide all information necessary for patients to make informed treatment decisions
- > Maintain complete and accurate records of surgery-related products and services and keep them confidential
- > Provide high quality products and services, regardless of the patient's ability to pay, insurance status or any legally protected characteristic
- > Participate in training and education to remain knowledgeable about our products and services
- > Promptly report ethical concerns about clinical treatment
- > Take complaints seriously and communicate them to the Product Monitoring Team

No matter what type of work we do for NuVasive, we should all demonstrate these fundamental qualities of respect, honesty and compassion. It's part of our commitment to providing superior clinical outcomes to all of our patients.





## Confidential Patient Information

Another aspect of NuVasive's outstanding service to patients is our commitment to protecting their confidential information.

A patient's confidential information can be any information that could be used alone or in combination with other information to identify an individual. At times, this information is also referred to as protected health information.

Remember to treat all patient information with sensitivity and respect. Never disclose more information than necessary to do your job.

We may access, use or disclose protected health information if it is:

- > Necessary to treat the patient or obtain payment for services, or necessary for NuVasive's healthcare operation
- > Authorized by the patient
- > Permitted by law (for example, reporting product complaints or responding to a subpoena)



# Safe, High-Quality Products and Services

At NuVasive, patient safety is our top priority. We are committed to ensuring that every product we make and every service we develop is of the highest quality.

These goals are not just the responsibility of our manufacturing plants—we all play a role in ensuring that our products and services are safe and reliable. In order to create products and surgical techniques that improve patients’ lives, we must begin by understanding and defining customers’ requirements. We should always strive to create innovative products and services that meet or exceed those requirements—and that meet the highest standards of quality.

At NuVasive, all Shareowners and business partners must share the responsibility to follow our Company’s quality standards when we carry out our work. If you notice an issue with product or service quality, report it to the Product Monitoring Team. We are also expected to assist with any related investigations into these issues. By reporting any potential problems we spot and helping the Company resolve them, we are truly participating in the mission of improving patients’ lives.

NuVasive’s Quality System Manual (SOP-9001050) details our quality management system for driving quality throughout our organization. To ensure consistency in product research and development, production and performance across the Company, we must establish and implement policies and procedures that comply with the Quality System Manual (SOP-9001050) and all applicable laws and regulations. All of us who perform work on behalf of NuVasive—including those involved in basic research, such as clinical and non-clinical studies—must carry out our work precisely, accurately and in accord with all appropriate policies and procedures.

By reporting any potential problems we spot and helping the Company resolve them, we are truly participating in the mission of improving patients’ lives.



### CODE CHALLENGE #8

Peter works in a NuVasive manufacturing facility, where he performs quality control tests on our products before they are shipped to hospitals. He notices that some of his co-workers have started skipping a few of the smaller tests, in an effort to save time. Should he do the same??



## Fair Sales, Marketing and Advertising

To best serve our patients and the public in general, we must accurately represent our products and services at all times.

Shareowners who work in our Company's sales, marketing, medical and regulatory functions must be aware of policy and procedure regarding labeling and promotional programs. Remember, NuVasive must not engage in off-label promotion. Contact a member of the Regulatory, Legal or EthicalBIZ Departments if you have questions.

**We may never engage in unfair or deceptive practices, such as:**

- > False or misleading advertising, or any other form of misrepresentation made in connection with sales
- > Untrue or misleading claims, testimonials or comparison claims
- > Unfair, false or misleading comments about competitors' products and services



## Billing and Reimbursement

If your job responsibilities involve billing, collection or reimbursement activities related to federal health care programs, you need to understand and follow all laws, regulations and Company policies and procedures that govern these activities.

### Always remember to:

- > Bill only for products and services that are both medically necessary and documented
- > Keep complete and accurate records, using correct billing and reimbursement codes
- > Report any significant or substantive problems or errors you uncover as soon as possible

Billing and reimbursement can be complicated topics. It's always better to check with a manager if you are not sure of the right way to handle a claim. By seeking guidance when we need it, we help NuVasive continue to provide the best products and services to our patients.





## Government Contracts

Part of our business involves interacting with government entities and fulfilling government contracts.

**While laws vary among jurisdictions, we always follow these standards when the government is our customer:**

- > Do not misstate, mischaracterize or omit any material information when communicating with the government
- > Ensure that all records provided to government entities are accurate, complete and timely
- > Carefully follow all laws, regulations and rules regarding giving or offering gifts and entertainment to government officials

If you are unsure whether an interaction with a government entity is appropriate, or if you need further guidance about how to carry out government contracts, please contact the EthicalBIZ Department.





↳ “The Code is a practical, straightforward document that is relevant to just about any business related scenario. It is useful in shaping business thinking and approaches—ensuring that ethical business making decisions are routinely followed and applied.

When there are ethical standards in place, it creates a more objective approach to business decision making. When there are parameters in place that addresses ethical standards, it empowers every Shareowner to voice his or her opinions and concerns in a very constructive and professional way.”

**SAMUEL JOHNSON** – COLUMBIA, MD  
DIRECTOR OF CLINICAL OPERATIONS  
IMPULSE MONITORING, INC.

From time to time a situation may arise where NuVasive needs to determine whether to waive a provision of the Code. In these limited situations, the Compliance Officer will determine whether a waiver will be granted.

If the waiver involves an executive officer, a member of our Board of Directors or key accounting personnel, the waiver may only be made by NuVasive's Board of Directors and will be promptly disclosed as required by law or regulation.





### CODE CHALLENGE #9

Sabina works in NuVasive's Marketing Department. She recently learned that our biggest competitor is recalling one of their products. She'd like to highlight this in NuVasive's next marketing campaign and make the point that our products are safer.

Is this a good idea?

YES

NO

By signing below, I acknowledge that I have received my copy of the Code of Ethical Business Conduct (“Code”).

I understand that each member of the NuVasive family, including employees, officers, directors, U.S. distributors and agents or independent contractors performing core job functions or services that otherwise would be provided by an employee (collectively “Shareowners”) is responsible for knowing and adhering to the principles and standards of our Code.

I further acknowledge and agree that the Code of Ethical Business Conduct is intended to provide a general overview of our Company’s policies, and does not necessarily represent all such policies and practices in effect at any particular time. I certify that I will comply with the Code as well as all current written policies, practices, rules, regulations or directives issued by NuVasive.

I understand that I should contact my immediate manager, an individual in the NuVasive Human Resources, Global Business Ethics and Compliance (also known as EthicalBIZ) or Legal Departments or the Compliance Officer if I have any questions concerning our Code, or any behavior or situation concerning NuVasive. I also understand that I have a responsibility to report any violations of our Code to my immediate manager, any member of management, a member of the EthicalBIZ Department, the Human Resources Department, an attorney in the Legal Department, the Compliance Officer or by calling the Integrity Hotline immediately (see table on page 12 for a complete list of Integrity Hotline numbers).

Finally, I understand that failure to follow our Code may result in disciplinary action, up to and including termination of employment and I am not aware of any violations of this Code, NuVasive’s policies and procedures, or the law.

\_\_\_\_\_
Date

\_\_\_\_\_
Shareowner Name (Please Print)

\_\_\_\_\_
Shareowner Signature