



## NUVASIVE, INC.

### STOCK OWNERSHIP GUIDELINES

Amended and Restated Effective August 4, 2021

**Purpose and Application of Stock Ownership Guidelines.** The purpose of these Stock Ownership Guidelines (the “*Guidelines*”) is to align the interests of the Board of Directors (the “*Board*”) and management with the interests of the Company’s stockholders and to further promote the Company’s commitment to sound corporate governance. These Guidelines apply to all non-employee directors and all members of management holding a position that is identified within the Company’s job architecture framework as a job band 12 or higher (the “*Covered Individuals*”). The Compensation Committee (the “*Committee*”) of the Board shall be responsible for administering and interpreting these Guidelines and making any determinations with respect thereto.

**Stock Ownership Guidelines for Directors.** Non-employee directors are required to hold a number of shares of the Company’s common stock with a value equal to at least five times (5x) the annual cash retainer for service as a Board member (excluding retainers that may be provided for additional service, such as Board Chair, Lead Independent Director, or Chair of a Board Committee). Non-employee directors are required to achieve this level of ownership within five years of joining the Board. In addition to the preceding ownership guidelines, all directors are expected to own shares of the Company’s common stock within one year of joining the Board.

**Stock Ownership Guidelines for Management.** Members of management are required to hold a number of shares of the Company’s common stock with a value equal to a multiple of his or her annual base salary as follows:

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

Members of management are required to achieve the above ownership levels within five years of starting in a position subject to the Guidelines (it being understood that the timeline resets if the Covered Individual is promoted into a higher job band).

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

- Shares owned outright by the Covered Individuals or his or her immediate family members residing in the same household, whether held individually or jointly;

- Shares held in trust for the benefit of the Covered Individual or his or her immediate family members;
- Shares earned and/or vested pursuant to stock-based awards granted to the Covered Individual under the Company's equity incentive plans, for which the Covered Individual has elected to defer delivery of such shares; and
- Shares subject to vested and unvested time-based restricted stock and restricted stock unit awards granted to the Covered Individual under the Company's equity incentive plans.

Shares that do not count toward satisfaction of these Guidelines include:

- Vested and unvested stock options; and
- Unearned performance equity awards.

Compliance with these Guidelines is assessed once per year, typically in the second calendar quarter of the year. Ownership levels shall be calculated for members of management subject to these Guidelines using the job band and annual base salary in effect on the assessment date. Ownership levels shall be calculated for non-employee directors using the annual cash retainer for Board service in effect on the assessment date. In each case, the share price used to calculate share ownership value will be the higher of (i) the average daily closing stock price for the thirty (30) calendar days prior to the assessment date and (ii) the average daily closing stock price for the three hundred sixty-five (365) calendar days prior to the assessment date.

**Stock Retention Policy.** Covered Individuals are expected to take steps to plan for, and comply with, these Guidelines by the applicable compliance date. In the event a Covered Individual fails to comply with these Guidelines by such date, or later falls out of compliance with these Guidelines, such Covered Individual shall thereafter be required to retain the net shares of the Company's common stock issuable upon exercise and/or vesting of stock-based awards granted to the Covered Individual until these Guidelines are achieved. For purposes hereof, net shares shall reflect the shares issuable to the Covered Individual after deducting the number of shares of Company common stock that would be needed to pay applicable taxes and/or exercise price.

**Exceptions.** There may be instances where these Guidelines would place a severe hardship on a Covered Individual or where unforeseen circumstances make compliance with these Guidelines impracticable or impossible, although it is expected that these instances will be rare. In such instances, a Covered Individual may enter into a remediation plan, on terms and conditions approved by the Committee, which may include additional time to gain compliance, impose different stock retention requirements, or provide for other obligations on the Covered Individual until compliance with these Guidelines is achieved. The Committee, in its sole discretion, shall have the authority to approve a remediation plan for a Covered Individual and to take such other actions that may be necessary or appropriate to reflect the intention of these Guidelines and the Covered Individual's personal circumstances. Each Covered Individual will be notified periodically as to the status of his or her compliance with these Guidelines.