

# The Code of Conduct

## Our vision

Change a patient's  
life every minute.

## Our purpose

Transform surgery.  
Advance care.  
Change lives.

## Our values

We think.  
We do.  
We care.

NuVasive code  
of conduct

Productive, safe and  
secure workplace

Superior conduct  
in the marketplace

Absolute integrity throughout  
our global business





## A message from our CEO

Our vision is to change a patient's life every minute. Our ability to achieve this vision starts and ends with a clear purpose and a shared mindset. Our belief system—**The Cheetah Way**—encompasses our purpose, values, competencies and strategy. And underlying The Cheetah Way is an unwavering commitment to the principles of integrity, leadership, accountability, clarity and inclusion outlined in our NuVasive code of conduct.

The code is based on our values and designed to guide our choices. We all must act with integrity and conduct business honestly—and hold each other accountable to do the right thing. The code encourages us to engage in ongoing dialogue about the choices we make every day and helps us make the right decisions. It is important for you to read and understand the code and apply it to your individual role at NuVasive.

**Decisions you make as a NuVasive Shareowner are guided by our vision, purpose and values—they are the forces directing every decision we make.**

The code helps you become aware about what we should expect from one another in conducting ourselves professionally. Speak up if you see something that could cause harm to NuVasive, our people, our communities, or the surgeons and patients we serve. I expect our managers to continue to support an environment where speaking up is welcomed and concerns are taken seriously. It is crucial 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 the Global Risk and Integrity team for guidance. Compliance with the code is everyone's responsibility—all day, every day—as we fulfill our purpose to **transform surgery, advance care and change lives**.

From,

A handwritten signature in black ink, appearing to read 'Chris Barry', written in a cursive style.

Chris Barry, CEO

## The importance of the code

**Our code** establishes the principles that guide the conduct of our people, officers and directors worldwide and it serves as the foundation for all 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 of us 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, consultants 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, and as NuVasive employees, we continually strive to uphold the highest ethical standards. Importantly, 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.

### **Accountability.**

Make responsible choices and have the courage to take responsibility.

### **Inclusion.**

Encourage and support diverse voices in our decision-making.

### **Leadership.**

Inspire others and lead by example with respect.

### **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, alleged 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 of our people are encouraged to raise concerns with their managers. NuVasive trusts and expects all people to speak up if you see or suspect a violation of the law or our code.

## 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 employees, officers, directors and third-parties must complete ongoing training to 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.

## Responsibility of managers

Managers have additional responsibilities. They are expected to build trust, lead by example, model appropriate conduct and help their teams understand and comply with the code and other policies.

### As part of their responsibilities, managers:



**talk about the code with their team and clarify how our ethical standards affect the way we do business;**



**encourage people to come forward with concerns; and**



**take action quickly if they suspect a violation of the code or applicable law.**

If someone does not feel comfortable raising an issue to their manager, concerns may also be raised to Human Resources, any attorney in our Legal department, the Global Risk and Integrity department, a Compliance and Ethics Liaison (CEL) 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.

Our Compliance and Ethics Liaisons (CELs) are existing employees, selected to formally assist in promoting and embedding goals and objectives of our code throughout the business. Our CELs are dedicated to establishing and maintaining an ethical culture that is scalable, consistent and relevant throughout the global organization, while also supporting each of their local businesses with matters related to compliance, privacy, safety and security.

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

- our Compliance Officer at [complianceofficer@nuvasive.com](mailto:complianceofficer@nuvasive.com),
- a member of our Global Risk and Integrity department at [GRI@nuvasive.com](mailto:GRI@nuvasive.com),
- a Compliance and Ethics Liaison (CEL),
- a member of our Human Resources department, or
- any attorney in our Legal department through our Integrity Hotline 24/7:
  - online:

[lighthouse-services.com/NuVasiveIntegrityHotline](https://lighthouse-services.com/NuVasiveIntegrityHotline)

– phone:

### 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

### Italy

800-798-774

### Netherlands

31-850644006

### Colombia

01-800-5189518

### Spain

34-518880508

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

# Productive, safe and secure workplace

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## Diversity and Inclusion

At NuVasive, we believe that innovation lies in differences not similarities, and we leverage differences in each other and all others with whom we interact. We believe our people are our greatest asset and that leveraging our different ideas, backgrounds, interests and beliefs can accelerate innovation and advance patient care to make us a stronger company. To this end, NuVasive is committed to embedding diversity and inclusion into everything that we do—from how we hire talent, identify and develop leaders, and build policies and practices that holistically drive change.

## Prohibited discrimination and harassment

Discrimination and harassment have no place at NuVasive. We do not tolerate verbal or physical harassment, bullying or any behavior that creates an intimidating, offensive, abusive or hostile work environment, and we expect all employees and other third-parties, including healthcare providers (HCPs), to adhere to our values. We also show our respect for ourselves and each other by speaking out when we observe or experience discrimination or harassment. We speak up immediately and report the situation to one of the resources listed above.

## Equal employment opportunities

NuVasive is committed to treating every employee fairly and with respect. This includes providing equal employment opportunities to all employees and applicants. We prohibit unlawful discrimination. In making employment decisions, we focus on individual qualifications, demonstrated skills, abilities and achievements, as well as other factors relevant to the job.

## Workplace safety

Working safely is of the utmost importance at NuVasive. Each of us is responsible not only for our own health and safety, but also for that of our fellow employee and our working environment. This means we make responsible choices—even when doing so may be difficult—and promptly report accidents, injuries, and unsafe practices and conditions. Everyone is responsible for knowing how to perform his or her job safely and in compliance with the law.

NuVasive supports a drug-free work environment—during the workday, after hours and while on company business. We all have an obligation to report to work—whether on or off company premises—free from the influence of any substance that could prevent or impair us from performing our jobs safely and effectively.

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

### Safety tips

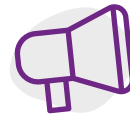
You should always remember to:



**wear the proper protective equipment at all times,**



**participate in any required health and safety training,**



**stop any unsafe activity and notify a manager before continuing,**



**handle, store and dispose of all chemicals, hazardous materials, controlled substances and waste properly, and**



**report any spill, injuries or other accidents to [safety@nuvative.com](mailto:safety@nuvative.com) as soon as possible.**

## Personal information

Privacy and data protection are important to NuVasive. We acknowledge our duty and responsibility to protect the privacy of the patients and HCPs who use our products and services as well as our people, applicants and other third-parties with whom we do business. Employees must know and understand the rules and standards regarding the appropriate collection, use and storage of personal information.

### What is personal information?

**Personal information is any information that can be used, alone or in combination with other information, to identify a specific individual. It includes such information as a person's name, address, email, date of birth, driver's license number, financial account numbers and government identification numbers.**

**If you become aware of any breaches of personal or confidential information, immediately report the incident to the Privacy Office at [privacy@nuvasive.com](mailto:privacy@nuvasive.com) or Information Security at [infosec@nuvasive.com](mailto:infosec@nuvasive.com). Employees may also contact the IT Service Desk.**

Employees must only collect, access, use, disclose or store the minimum amount of personal information necessary to achieve a legitimate purpose and only with appropriate consent and/or if permitted by law. Likewise, employees must take all necessary steps to protect personal information by having effective technical and organizational measures in place to secure personal data and only retain data for as long as is necessary.

## Company assets and information security

We have an obligation to protect all NuVasive 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 financial data, customer data, business strategies, research and development activities, and intellectual property, that might be of use to competitors or harmful to NuVasive, its business partners or customers, if disclosed. Proprietary

information should be accessed and used only for authorized purposes, should not be shared with anyone who does not have proper authorization and a business purpose for receiving it, and must be promptly removed from non-company (personal) devices. If you are unsure as to whether certain information is considered proprietary,

treat it as proprietary until you know otherwise. 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 and notifying our Information Technology department if we suspect our systems may have been compromised.

**iProtect is our information security awareness program that spans cybersecurity, data privacy, and information governance. Together as a “human firewall”, we can secure our intelligence and keep our valuable company and customer data safe from harmful hacks, leaks or misuse.**

## Expectations of third-parties

Our commitment to ethical conduct and responsible business practices extends to all third-parties 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.

**Our suppliers, distributors and HCPs are part of our NuVasive culture, so we do our best to hold them to the same ethical standards we follow.**

## Waiver under appropriate circumstances

Certain provisions of this code may be waived under appropriate circumstances by our Compliance Officer. Waivers involving an executive officer, director or key accounting personnel may only be granted by the NuVasive Board of Directors, and such waivers will be disclosed as required by applicable law. NuVasive reserves the right to periodically review the code and make any updates or revisions that are necessary or appropriate.



# Superior conduct in the marketplace

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## 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. Similarly, 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 employees and third-parties 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.

## Interactions with healthcare providers

**When engaging HCPs to provide services for NuVasive, we should make sure that we have a contract in place that accurately reflects the services to be provided and that all work is documented appropriately. We must never offer any payments or anything else of value to HCPs if it could constitute improper remuneration or a bribe.**

We are committed to ethical and transparent interactions with the 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. For example, HCP interactions could include 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 an HCP in order to incentivize or reward the recommendation or use of our products or services.

## 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.

**Q**

**Why does NuVasive restrict the involvement of our commercial organization in selecting “grants to an HCP or HCO”?**

**A**

**The code requires this separation to avoid the perception that NuVasive is providing a grant to an HCP or HCO to secure or reward them for purchasing, using or recommending our products or other sales considerations.**

## Charitable and political activities

NuVasive is committed to giving back to the community and encourages employees 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 purpose. 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 a Healthcare Organization (HCO), HCP or at the request of an HCP must follow our Grants Policy, and/or obtain prior approval 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 that of NuVasive.

## 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 cannot 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 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.

## 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 policy to cooperate fully with all government inspections and investigations. In the event an employee, officer, or director 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.

**Q**

**Is a general discussion to build good business relationships an appropriate purpose for providing a meal to an HCP?**

**A**

**No. A meal should only be provided to an HCP as part of a bona fide business discussion.**

**For example, this includes discussions on medical technology development and improvement, pricing or contract negotiations, among other legitimate topics. The discussion should account for most of the time spent during the meal. A casual get-together or the development of general goodwill should not be the primary purpose of a meal with an HCP.**



# Absolute integrity throughout our global business

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## Sustainability

At NuVasive, we believe in achieving sustainable business success through establishing responsible economic, social and environmental practices. We have an obligation to make decisions that positively affect ourselves, NuVasive, the communities in which we live and work, and the world. With a focus on continuous improvement, we seek to increase shareholder value, engage social improvement programs that have real impact and uphold responsible stewardship of our resources.

## 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.

If you have a potential conflict of interest, you must disclose the situation to the Compliance Officer for review and approval. It is not necessarily a violation of the code to be involved in a conflict of interest situation, but it may be a violation by failing to disclose it.

## Outside opportunities

**Q**

**My spouse and I are starting an independent business to distribute medical supplies to the hospitals in our area. Can I promote my new business venture if I am already onsite for NuVasive business?**

**A**

**Employees, officers and directors are expected to place NuVasive interests ahead of their own when conducting company business. You may be able to pursue other opportunities, but it should not interfere with your work performance. As a NuVasive employee, any outside employment should not compete with NuVasive and no company resources may be used to further other business interests. Contact the Global Risk and Integrity department to discuss potential outside business interests.**

## Insider trading

While working at NuVasive, we may learn material non-public information or “inside information” about the Company or other companies we do business with. Inside information 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. We must not buy or sell stock or securities of NuVasive or the stock or securities of any other company, when we are in possession of 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 inside information and the person who acts on it are considered to have violated the law. Such “insider trading” activities are prohibited by law and the code, and all employees are required to comply with the company’s Insider Trading Policy when engaging in transactions in NuVasive securities.

## Accurate recordkeeping

We are committed to being accurate and honest in all company records and information. The accuracy of our business records is critical for internal decision making. Accuracy is also critical to the company’s ability to comply with the law and truthfully report NuVasive business and financial results, 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. When it comes to ensuring that our records are accurate, our company’s senior financial officers have a special responsibility to promote integrity within NuVasive. Our Chief Executive Officer, Chief Financial Officer and Principal Accounting Officer(s), Controller(s) or anyone performing a similar function are not only held to the principles of the code, but they also have an obligation to ensure that our public disclosures are full, fair, accurate, timely and understandable. Further, they have a responsibility to comply with all applicable governmental laws, rules and regulations and to promptly report any suspected violations to the Chair of the Audit Committee.

## Compliance with anti-competition laws

We must not enter into agreements or business arrangements that are anti-competitive or unfairly restrict trade. Any agreement that restrains trade may be a violation of anti-competition 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 an obligation of confidentiality (e.g., by an employee who previously worked for a competitor).

## Trade compliance

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.

## 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, to ensure our billing-related activities comply with applicable law.

## Speaking about NuVasive

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. All external inquiries about the company should be directed to [media@nuvative.com](mailto:media@nuvative.com).

## Social media

Our 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 social media activity. This helps ensure that the information we provide is clear, consistent and accurate. When employees use social media, it is important to use it responsibly. We have a shared identity as NuVasive employees, but we are also individuals with our own thoughts, opinions and interests. Outside of work we may post on social networks, blog and contribute to wikis. Even in these personal pursuits, social media involvement must be consistent with our obligations to NuVasive, our fellow employees, customers, suppliers and other business partners. When engaging in the personal use of social media and discussing topics related to NuVasive, we must be honest and disclose our identity, be clear that the views and opinions we post are our own, and never disclose confidential company information.



# Let your voice be heard!

Have an idea about making this Code of Conduct more useful?  
Have a tip on making better ethical decisions? The Global Risk  
and Integrity department wants to hear what you have to say.

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