Revised and Adopted July 23, 2014

NUVASIVE, INC.

CORPORATE GOVERNANCE GUIDELINES

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

BOARD COMPOSITION, RESPONSIBILITIES AND COMPENSATION

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

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

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

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

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

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

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

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

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

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

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

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

7. **Directors Who Change Their Present Job Responsibility**. Any executive officer of the Company who serves on the Board must submit their resignation to the Board at any time such officer ceases to be an executive officer of the Company.

Non-employee directors who retire from their executive positions at outside companies or change the position they held when they became a member of the Company's Board are not, as a result of any such change in executive position, required to leave the Board, but each such Director must promptly notify the Nominating and Corporate Governance Committee of any such changes. Upon being notified of any such changes in position, the Nominating and Corporate Governance Committee will review the appropriateness of continued Board membership under the circumstances and the affected director will be expected to act in accordance with the Nominating and Corporate Governance Committee's recommendation.

8. **Term Limits**. The Board has not established term limits for Board members. In connection with each director nomination recommendation, the Nominating and Corporate Governance Committee will consider the issue of continuing director tenure and take appropriate steps to ensure that the Board maintains an openness to new ideas and a willingness to critically re-examine the status quo. An individual director's re-nomination is dependent upon such director's performance as evaluated by the Nominating and Corporate Governance Committee.

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

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

FUNCTIONING OF THE BOARD

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

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

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

12. **Selection of Agenda Items for Board Meetings; Meeting Materials**. The Chair of the Board, the Lead Independent Director if one is designated, and the Chief Executive Officer shall annually prepare a "Board of Directors Master Agenda." This Master Agenda shall

set forth a general agenda of items to be considered by the Board at each of its specified meetings during the upcoming year. Board members may request that additional items be included on the agenda for any particular meeting (and it is anticipated that additional items will be addressed by the Board or the Board committees as necessary for the administration of Company's business on an ongoing basis).

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

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

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

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

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

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

COMMITTEE MATTERS

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

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

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

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

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

LEADERSHIP DEVELOPMENT

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

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

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

EQUITY OWNERSHIP GUIDELINES

24. **Purpose and Application of Equity Ownership Guidelines.** The purpose of these Equity Ownership Guidelines (the "***Equity Ownership Guidelines***") is to align the interest

of the directors of the Board and the officers with the interests of the Company's stockholders and to further promote the Company's commitment to sound corporate governance. These Equity Ownership Guidelines apply to all of the non-employee members of the Board and the officers of the Company, which shall include all officers with vice president positions or higher (the "***Covered Individuals***").

25. **Equity 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 three times (3x) the annual cash retainer for Board service paid to non-employee Directors. Non-employee Directors are required to achieve this ownership guideline within five years of joining the Board, or (in the case of Non-employee Directors serving on the date these Equity Ownership Guidelines were adopted, January 4, 2012 (the "***Adoption Date***")) by January 4, 2017. 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.

26. **Equity Ownership for Officer.** The Company's equity ownership guidelines for its officers are determined as a multiple of the officer's base salary, with the size of the multiple based on the individual's position with the Company.

- The Chief Executive Officer is required to hold a number of shares of the Company's common stock with a value equal to three times (3x) the Chief Executive Officer's base salary.
- All other persons holding a position of vice president or higher are required to hold a number of shares of the Company's common stock with a value equal to one times (1x) such officer's base salary.

The Equity Ownership Guidelines are initially calculated using the officer's base salary as of the Adoption Date or the date a person became an officer required to comply with these guidelines, whichever is later. Each such officer is required to achieve this ownership guideline within five years of becoming an officer required to comply with these guidelines or in the case of any person who was an already an officer on the Adoption Date by January 4, 2017.

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

- Shares owned outright by the Covered Individuals or his or her immediate family members residing in the same household, whether held individually or jointly;
- Shares held in trust for the benefit of the Covered Individual or his or her immediate family members;
- Restricted stock and restricted stock units awarded under the Company's equity incentive plans and deferred compensation plans, including vested and unvested awards; and
- Shares acquired upon stock option exercise and 100% of the value of vested, in-the-money stock options and stock appreciation rights (net of that number of shares of common stock that such individual would need to sell to cover the

exercise price with respect to such vested, in-the-money stock option or stock appreciation right).

Compliance with these guidelines is assessed once per year on the first trading day of the calendar year after required achievement of the ownership guidelines. The guidelines are re-calculated whenever such officer's base salary changes or the whenever the annual cash retainer paid to non-employee Directors is changed. In each case, the share price used to calculate share ownership on the assessment date is the thirty (30)-day average closing price prior to the first trading day of the calendar year or such change in base salary or the annual cash retainer.

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

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