

**GLOBUS MEDICAL, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

Effective as of April 29, 2014

**1. Composition of the Board and Board Membership Criteria**

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Globus Medical, Inc. (the “Company”), shall establish criteria for Board membership, which shall be reviewed periodically by the Board, and shall recommend individuals for membership on the Company’s Board. In making its recommendations, the Committee will review candidates’ qualifications based on the criteria set forth herein. In evaluating a current director for re-nomination to the Board, the Committee will assess the performance of such director. The Committee will also periodically review the composition and size of the Board in light of the current challenges and needs of the Board, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience.

In general, the Board wishes to balance the needs for professional knowledge, business expertise, varied industry knowledge, financial expertise, entrepreneurial background and experience, and high-level business management experience, while maintaining within these criteria an appropriate gender and minority representation.

**2. Director Qualifications**

*Independence*

The Company is a “controlled company” as set forth in New York Stock Exchange (“NYSE”) Rule 303A.00 and is therefore not required to comply with certain of the director independence requirements set forth in the rules promulgated by the NYSE. It is the sense of the Board that it is not in the best interests of the Company or its stockholders to require that a specified number of directors be “independent.” The Board (upon recommendation of the Committee) shall be responsible for making an affirmative determination as to whether each director is “independent.” Independence determinations will be made on not less than an annual basis.

*Financial Experts*

The Committee is also responsible for reviewing any recommendations of the Audit Committee with respect to financial literacy criteria and the definition of “financial expert” and for making recommendations on such issues to the Board.

*Simultaneous Service on Other Boards*

Absent prior approval of the Committee, no independent director may serve on the boards of directors of more than five other public companies and no employee director may serve on the Boards of more than two other public companies.

Every director should seek the consent of the Committee (through the Chief Executive Officer) and confirm the absence of any actual or potential conflict prior to accepting any invitation to serve on any for-profit board.

#### *Director Retirement Policy*

Independent directors should offer to resign as of the end of the term during which such director reaches the age of 72. Upon receipt of any such offer to resign, the Committee will evaluate whether to accept such offer and provide its recommendation to the Board.

The Board does not believe that directors who retire or change from the position they held when they came on the Board should necessarily leave the Board. There should, however, be an opportunity for the Committee to review the continued appropriateness of Board membership under these circumstances.

The Board does not believe it should limit the number of terms of service on the Board by a director. While term limits could help insure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. As an alternative to term limits, the Committee will review each director's continuation on the Board every three years.

#### *Conflicts of Interest*

If an actual or potential conflict of interest develops, whether because of a change in the business of the Company or its affiliates, or in a director's circumstances (for example, significant and ongoing competition between the Company and a business with which the director is affiliated), or otherwise, the director should report the matter to the Committee for evaluation and appropriate resolution.

If a director has a personal interest in a matter before the Board, the director shall disclose the interest to the full Board, shall recuse himself or herself from participation in the discussion, and shall not vote on the matter.

#### *Policies*

The Committee is charged with considering and recommending to the Board appropriate corporate governance policies for the Company.

### **3. Director Responsibilities**

The Board acts as the ultimate decision-making body of the Company and advises and oversees management, who are responsible for the day-to-day operations and management of the Company. In fulfilling these roles, each director must act in what he or she reasonably believes to be in the best interests of the Company and must exercise his or her business judgment.

### *Participation at and Preparation for Board Meetings*

The Company expects directors to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company. Directors are expected to use their reasonable best efforts to attend all Board meetings and the meetings of the committees on which they serve and to prepare themselves for these meetings.

In order for the Board to exercise fully its oversight functions, management provides the Board with access to information regarding the Company and the markets in which the Company operates. This information comes from a variety of sources, including management reports, security analysts' reports, information regarding peer performance, and interaction with senior management at Board meetings. Any written materials that would assist directors in preparing for a Board or committee meeting shall generally be distributed to the directors in advance of the meeting, to the extent possible, and directors are expected to review such materials prior to the meeting.

### *Attendance at Annual Meetings of Shareholders*

Directors are invited, but are not required, to attend the Company's annual meetings of shareholders.

## **4. Director Compensation**

The Compensation Committee will evaluate the compensation of non-employee directors and will make recommendations to the Board with respect thereto.

## **5. Board Committees**

The Board has the following committees: Audit, Compensation, and Nominating and Corporate Governance. The Board may, from time to time, establish or maintain additional committees as it deems appropriate and in the best interests of the Company. Only directors meeting applicable legal and NYSE requirements (if any) may serve on a board committee. In this regard, only directors meeting the independence and other applicable requirements of the Sarbanes-Oxley Act of 2002, the rules and regulations of the Securities and Exchange Commission and the rules of the NYSE may serve on the Audit committee.

## **6. Management Succession Planning**

The entire Board will work with the Committee to nominate and evaluate potential successors to the CEO and other members of the Company's executive management. The CEO should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

## **7. Board Member Access to Management and Independent Advisors**

Board members have access to the management and employees of the Company and to its outside counsel and auditors. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer, the Secretary, or their designee(s).

The Company's executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board. The Board encourages senior management to make presentations and to invite to Board meetings managers and other employees who can provide additional insight into the items being discussed.

#### **8. Director Orientation and Continuing Education**

At such time as a director joins the Board, the Chief Executive Officer and other members of senior management will provide appropriate orientation for the director, including arrangement of meetings with management. As part of the Company's continuing education efforts, supplemental information is provided to directors from time to time.

#### **9. Annual Self-Assessment**

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Committee will receive comments from all directors and report annually to the Board with an assessment of the Board's performance. This will be discussed with the full Board each fiscal year.

#### **10. Role of the Board in Corporate Governance Matters**

The Board may determine to undertake, as a whole, the responsibilities of the Committee, which the Board believes is appropriate in light of the Company's governance structure.