



## **GLOBUS MEDICAL, INC.**

### **BOARD OF DIRECTORS COMPENSATION COMMITTEE CHARTER**

#### **I. Purpose and authority**

The compensation committee (the “Compensation Committee”) of the board of directors (the “Board”) of Globus Medical, Inc. (the “Company”) is established by and among the Board to: (a) adopt, amend and administer the compensation policies, plans and benefits programs for all officers reporting under Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and other members of the executive team (“Executives”); (b) provide oversight and administer the Company’s equity compensation and executive incentive compensation plans and programs; (c) evaluate the Chief Executive Officer’s performance; (d) review and approve the compensation of the Chief Executive Officer and the other Executives, including compensation plans, policies, programs and arrangements not available to employees generally; and (e) evaluate and make recommendations to the Board regarding the compensation of the Board members, taking into account their independence status.

The objectives of the Executive compensation programs are to attract, incentivize and retain executive management in a manner that is tied to achieving the Company’s business objectives and aligning the interests of the Company’s executives with the long-term interests of stockholders. The compensation programs will be determined based on a number of factors that the Compensation Committee believes most appropriately aligns these interests, including primary factors such as the competitive market data of comparable peer companies and other companies with whom the Company competes for talent, the achievement of the Company’s overall financial results, individual contributions, individual experience and qualifications and a compensation philosophy of “pay for performance.”

The Compensation Committee has the authority to conduct investigations into any matters within its scope of responsibility and obtain advice and assistance from outside legal, accounting, or other advisors, as necessary, to perform its duties and responsibilities. In retaining advisors, the Compensation Committee shall take into consideration the factors specified in the applicable rules and regulations of the SEC. In carrying out its duties and responsibilities, the Compensation Committee shall also have the authority to meet with and seek any information it requires from employees, officers, directors, or external parties.

The Company will provide appropriate funding, as determined by the Compensation Committee, for compensation to any advisors that the Compensation Committee chooses to engage, and for payment of ordinary administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties.

The Compensation Committee will primarily fulfill its responsibilities by carrying out the activities enumerated in Section III of this charter.

## **II. Composition and meetings**

The Compensation Committee will consist of three or more directors as determined by the Board, at least two of whom meet the listing standards of the New York Stock Exchange and the applicable rules and regulations of the Securities and Exchange Commission (the “SEC”), and the determination of independence will be made by the Board. Without limiting the generality of the foregoing, at least two members of the Compensation Committee must be (a) “independent” under the listing standards of the New York Stock Exchange and the applicable rules and regulations of the SEC, (b) “non-employee directors” as defined in Rule 16b-3 under Section 16 of the Exchange Act, and (c) “outside directors” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended (such directors who meet all of the foregoing criteria and whom the Board has determined to be independent, the “Independent Directors”).

Compensation Committee members will be appointed by the Board and will serve at the discretion of the Board until their successors are elected. Unless a chairperson is elected by the full Board, the members of the Compensation Committee may designate a chairperson by majority vote.

The Compensation Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee or any member of the Compensation Committee.

The Compensation Committee will hold such regular or special meetings as its members shall deem necessary or appropriate. The Compensation Committee chairperson will approve the agenda for the Compensation Committee’s meetings and any member may suggest items for consideration. Briefing materials will be provided to the Compensation Committee as far in advance of meetings as practicable. As part of its responsibility to foster open communication, the Compensation Committee will meet periodically with management.

The Compensation Committee may invite to its meetings other directors, members of management, advisors and such other persons as the Compensation Committee determines is appropriate.

The Compensation Committee will maintain written minutes of its meetings, which will be filed with the Board meeting minutes. The Compensation Committee may act by unanimous written consent (which may include electronic consent if permitted by the Bylaws of the Company), and copies of any actions taken by written consent will be filed in the minute book. The Compensation Committee will regularly report to the Board on the actions and recommendations of the Compensation Committee.

The operation of the Compensation Committee shall be subject to the Bylaws of the Company, as in effect from time to time, and Section 141 of the Delaware General Corporation Law.

## **III. Responsibilities and duties**

To fulfill its responsibilities and duties, the Compensation Committee has the following responsibilities, duties and powers.

(A) With respect to Executive, director and other compensation:

- (1) review and approve for the Chief Executive Officer and the other Executives (i) annual base salary, (ii) annual incentive bonus, including the specific targets and payouts, (iii) equity compensation, (iv) any employment agreement, severance arrangement, or change in control arrangement, (v) any signing bonus or payment of relocation costs and (vi) any other benefits or compensation arrangements not available to employees generally. An important objective of the Committee is to align the financial interests of Executives with those of the Company's stockholders by providing significant equity-based, long-term incentives;
  - (2) adopt, amend and administer the bonus plans for Executives;
  - (3) annually review and approve the corporate goals and objectives relevant to the compensation of the CEO and other Executives and evaluate their performance in light thereof;
  - (4) evaluate on a periodic basis the competitiveness of (i) the Company's overall compensation philosophy and (ii) the compensation of the Chief Executive Officer and the other Executives as compared to selected peer companies as reviewed and approved by the Committee on an annual basis;
  - (5) adopt, amend and administer the equity compensation plans, including the review and grant of stock option and other equity incentive grants to the Executives and other eligible individuals in the Company's service, and periodically review the Company's equity plan status, including outstanding grants, cancellations, the remaining shares available for grant under the plans and equity burn rate;
  - (6) approve and authorize the Non-Executive Stock Option Committee (the "NESOC") to grant equity awards to non-Executives, subject to grant guidelines approved by the Compensation Committee and provide oversight of the NESOC;
  - (7) seek the input of the Chief Executive Officer with respect to the performance evaluation and compensation of Executives other than the Chief Executive Officer; and
  - (8) at least annually, review and make recommendations to the Board with respect to director compensation.
- (B) With respect to the evaluation of Executive performance:
- (1) evaluate on an annual basis the performance of the Chief Executive Officer in light of the established corporate goals and objectives, and determine and approve, in consultation with the other independent members of the Board, the compensation of the CEO in light thereof; and
  - (2) oversee the evaluation, on an annual basis, of the performance of the Executives other than the Chief Executive Officer.

- (C) With respect to outside advisors:
- (1) appoint, compensate, retain and oversee the work performed by outside legal or other advisors to advise or assist the Compensation Committee in the performance of its duties;
  - (2) monitor and evaluate the qualifications, performance and independence of any outside legal or other advisors on an ongoing basis; and
  - (3) approve scope of work, fees and retention terms for any consultants and advisors retained by the Compensation Committee.
- (D) With respect to other matters:
- (1) periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Nominating and Corporate Governance Committee for review and recommendation for approval by the full Board;
  - (2) annually assess its own performance and present the results of the evaluation to the Board;
  - (3) review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and recommend that the CD&A be included in the annual proxy statement and annual report on Form 10-K of the Company;
  - (4) prepare the Compensation Committee Report on for inclusion in the annual proxy statement and annual report on Form 10-K of the Company;
  - (5) review and consider on an annual basis whether the compensation policies and practices for all employees are reasonably likely to have a material adverse effect on the Company in accordance with SEC rules;
  - (6) periodically review and approve the Company's policy regarding maximizing the deductibility of compensation under Section 162(m);
  - (7) perform any other activities consistent with this charter, the Company's Bylaws, and governing laws that the Board or Compensation Committee determines are necessary or appropriate; and
  - (8) review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking; review and discuss at least annually the relationship between risk management policies and practices and compensation; and evaluate compensation policies and practices that could mitigate any such risk.