



GLOBUS MEDICAL, INC.
BOARD OF DIRECTORS
NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE CHARTER

I. Purpose and authority

The Nominating and Corporate Governance Committee (the “Committee”) of the board of directors (the “Board”) of Globus Medical, Inc. (the “Company”) is established by and among the Board to (i) identify and recommend individuals to the Board for nomination as members of the Board and its committees (including this Committee), (ii) develop and recommend to the Board, and review on an ongoing basis, a set of corporate governance principles applicable to the Company (the “Corporate Governance Guidelines”) and (iii) oversee the evaluation of the performance of the Board and management, including the Company’s Chief Executive Officer.

The Committee has the authority to conduct investigations into any matters within its scope of responsibility and obtain advice and assistance from independent outside legal, accounting, or other advisors, as necessary, to perform its duties and responsibilities. The advisors retained by the Committee shall be independent of the Company as determined in the reasonable discretion of the Committee. In carrying out its duties and responsibilities, the 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 Committee, for compensation to any advisors that the Committee chooses to engage, and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

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

II. Committee Membership and Removal

The Committee will consist of three or more directors as determined by the Board, at least one of whom meets 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 one member of the 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) a “non-employee director” as defined in Rule 16b-3 under Section 16 of the Securities Exchange Act of 1934, as amended, and (c) an “outside director” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended.

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 Committee may designate a chairperson by majority vote.

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

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

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

The Committee will maintain written minutes of its meetings, which will be filed with the Board meeting minutes. The 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 Committee will regularly report to the Board on the actions and recommendations of the Committee.

The operation of the 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 Committee has the following responsibilities, duties and powers.

1. To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size and/or composition of the Board or any committee thereof.
2. To identify and screen individuals believed to be qualified to become Board members (including conducting the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates), to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders, and in each case to provide to the Board the Committee's assessment whether such individual would be considered independent. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy. In recommending candidates for Board membership, the Committee shall take into consideration the criteria set forth in the Corporate Governance Guidelines, which include judgment, character, high ethics and standards, integrity, skills, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience 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. As necessary, the Committee will establish additional criteria for the selection of new directors to serve on the Board. The Corporate Governance Guidelines shall set forth the nomination process with respect to Board membership. The Committee will consider nominations submitted by stockholders so long as such nominations are made in accordance with

the procedures set forth in the Company's Bylaws and the Corporate Governance Guidelines. The Committee will also consider candidates proposed by management and any member of the Board.

3. To develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director or member of senior management, as well as making the initial assessment as to whether a director is otherwise independent under the New York Stock Exchange rules. The Committee will also recommend to the Board any modifications to these standards that the Committee deems desirable, and provide to the Board the Committee's assessment of which directors should be deemed independent under any recommended modifications of the standards.

4. To review the structure of the Board's committees and to recommend to the Board for its approval directors to serve as members of each committee, and where appropriate, make recommendations regarding the removal of any member of any committee. To identify, as needed, Board members qualified to fill vacancies on any committee of the Board (including this Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In recommending a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including, without limitation, the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.

5. Establish procedures for the Committee to exercise oversight of the evaluation of management and the Board. The Committee shall report to the Board following the end of each fiscal year with an evaluation of the Board's performance of its duties and responsibilities during the preceding fiscal year with the objective of improving the effectiveness of the Board. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.

6. To annually conduct an evaluation of the performance of the Chief Executive Officer and, through its chairperson, to communicate this evaluation to the Chief Executive Officer and the chairperson of the Compensation Committee. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.

7. Make recommendations to the Board with respect to potential successors to the Chief Executive Officer and, with the participation of the Chief Executive Officer, develop and recommend to the Board management succession and career development plans with respect to the Company's senior management including, the President, Chief Operating Officer, Chief Financial Officer, Chief Legal Officer, Chief Information Officer and any other officer that the Board deems necessary or appropriate. The Committee should review and concur in the management succession plan at least once a year.

8. Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company, review the Corporate Governance Guidelines at least once a year and recommend any changes to the Board, and oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the other documents and policies in the Company's corporate governance framework.

9. Review a director's continuation on the Board in the event that (i) a director's principal occupation or business association changes substantially from the position he or she held when originally invited to join the Board, (ii) a director becomes involved in a current or potential conflict of interest or (iii) a director becomes unable to spend the time required to carry out his or her responsibilities as a director or becomes disabled and recommend to the Board whether, under the circumstances, such director should continue to serve on the Board.

10. Annually assess its own performance and present the results of the evaluation to the Board.

11. Review and reassess the adequacy of this charter annually and recommend to the Board any changes deemed appropriate by the Committee.

12. In accordance with the Company's Bylaws, consider and recommend to the Board whether to accept an incumbent director's offer to resign (as required by the Company's Bylaws) in the event such director fails to receive the required vote for re-election. The director whose resignation is under consideration may not participate in any deliberation or vote of the Committee or Board regarding that resignation. Notwithstanding the foregoing, in the event that no nominee for director receives the vote required in the Company's Bylaws, the Committee will make a final determination as to whether the Board will accept any or all resignations, including those resignations from the members of the Committee. The Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.

13. Perform any other activities consistent with this charter, the Company's Bylaws, and governing laws that the Board or the Committee determines are necessary or appropriate.

14. Review and discuss with management the disclosure regarding the operations of the Committee and director independence, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.