Risk Factors Comparison 2024-02-21 to 2023-02-21 Form: 10-K

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Risk factors that could cause our actual results to differ from our expectations and that could negatively impact our business, results of operations and financial condition are discussed below and elsewhere in this Annual Report on Form 10- K. If any of these risks actually occurs, our business, results of operations, financial condition and future growth prospects could be materially and adversely affected. You should carefully read and consider each of these risks, together with all of the other information set forth in this Annual Report on Form 10- K. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently believe are immaterial may also materially adversely affect our business, results of operations, financial condition and future growth prospects, and our stock price. We are providing the following summary of the risk factors contained in our Form 10- K to enhance the readability and accessibility of our risk factor disclosures. We encourage our stockholders to carefully review the full risk factors contained in this Form 10- K in their entirety for additional information regarding the risks and uncertainties that could cause our actual results to vary materially from recent results or from our anticipated future results. Risks Related to Our Business and Our Industry ? To be commercially successful, we must convince surgeons and hospitals that our products are an attractive alternative to our competitors' products and to existing surgical treatments of musculoskeletal disorders. ? Pricing pressure from our competitors and our customers may impact our ability to sell our products profitably. ? If our customers are unable to obtain adequate coverage and reimbursement for their purchases of our products, we may not be able to sell them profitably. ? If we are unable to maintain and expand our network of direct sales representatives and independent distributors, we may not be able to generate anticipated sales. ? Our sales and operating results may be negatively affected and we may not grow if we are unable to compete successfully. ? We are dependent on a limited number of third- party suppliers, and the loss of any of these suppliers, or their inability to provide us with an adequate supply of products or materials in a timely manner could harm our business. ? The proliferation of physician- owned distributorships (" PODs ") could result in increased pricing pressure on our products or harm our ability to sell our products to physicians. ? Our business could suffer if we lose the services of key members of our senior management, advisors or personnel. ? The safety and efficacy of our products is not yet supported by long- term clinical data. ? If we do not enhance our product offerings and introduce new products, we may be unable to effectively compete. ? We are subject to risks arising from our acquisitions of or investments in new or complementary businesses, products or technologies. ? We are required to maintain high levels of inventory, which may be costly. ? We rely on information technology systems and network infrastructure to operate and manage our business, which may be subject to a breach, cyber- attack or other disruption. ? We are subject to data privacy laws and our failure to comply with them could subject us to substantial liabilities. ? If we experience significant disruptions in our information technology systems, our business, results of operations and financial condition could be adversely affected. ? Consolidation in the healthcare industry could lead to demands for price concessions or to the exclusion of some suppliers from certain of our markets, which could have an adverse effect on our business. ? If our Enabling Technologies products require significant amounts of service after sale or we receive a significant number of warranty claims, our costs may increase. ? We experience long and variable capital sales cycles for our Enabling Technologies products. **? Certain contractual counterparties may seek to modify contractual relationships with the Company, which could have an adverse effect on the Company' s business and operations. ? The Company may be exposed to increased litigation, which could have an adverse effect on the Company' s business and operations. ? Our IONM business exposes us to risks inherent with the sale of services.** Risks Related to our Legal and Regulatory Environment ? Our medical device products and operations are subject to extensive governmental regulation both in the ~~United States~~ **U. S.** and abroad. ? Modifications to our products may require new 510 (k) or de novo clearances, PMAs or PMA supplements. ? Our HCT / P products are subject to extensive government regulation. ? We and our suppliers are subject to the FDA' s good manufacturing practice regulations and similar international regulations. ? We may be subject to a recall of our products or the discovery of serious safety issues with our products. ? We may be subject to enforcement action if we engage in the off- label promotion of our products. ? Governmental regulation and limited sources and suppliers could restrict our procurement and use of tissue. ? Negative publicity concerning methods of tissue recovery and screening of donor tissue could reduce demand for our regenerative biologics products and impact the supply of available donor tissue. ? We are subject to environmental laws and regulations that can impose significant costs and expose us to potential financial liabilities. ? We or our suppliers may be the subject of claims for non- compliance with FDA regulations in connection with the processing, manufacturing or distribution of regenerative biologics implants and products. ? We and our distributor sales representatives might be subject to claims for failing to comply with U. S. federal, state, local and foreign fraud and abuse laws. Risks Related to our International Operations ? We may fail to obtain or maintain foreign regulatory approvals to market our products in other countries. ? We are subject to risks associated with our non- U. S. operations. ? Our results of operations could suffer if we are unable to manage our planned international expansion effectively. ? We are subject to risks arising from currency exchange rate fluctuations on our international transactions and translation of local currency results into ~~United States~~ **U. S.** dollars, which could adversely affect our profitability. Risks Related to our Financial Results and Need for Financing ? We will need to generate significant sales to remain profitable ? We may be unable to grow our revenue or earnings as anticipated, which may have a material adverse effect on our results of operations. ? Our quarterly and annual operating results may fluctuate significantly **. ? We have a significant amount of outstanding indebtedness, and our financial condition and results of operations could be adversely affected if we do not effectively manage our liabilities. ? The availability of**

funding under existing credit arrangements may be limited, and our cash and cash equivalents are subject to volatility. ? Our future capital needs are uncertain and we may need to raise funds in the future, and such funds may not be available on acceptable terms or at all. ? Our existing revolving credit facility contains restrictive covenants that may limit our operating flexibility . Risks Related to our Intellectual Property and Potential Litigation ? We could become subject to litigation that could be costly and result in the diversion of management' s time and efforts. Risks Related to the Ownership of our Class A Common Stock ? Because of their significant stock ownership, our executive officers, and our directors and principal stockholders will be able to exert control over us and our significant corporate decisions. ? We are a " controlled company " within the meaning of the New York Stock Exchange Rules. ? Our Board is authorized to issue and designate shares of our preferred stock in additional series without stockholder approval. ? Anti- takeover provisions in our organizational documents and Delaware law may discourage or prevent a change of control. General Risk Factors ? If we do not successfully implement our business strategy, our business and results of operations will be adversely affected ? If we fail to properly manage our anticipated growth, our business could suffer. ? Fluctuations in insurance cost and availability could adversely affect our profitability or our risk management profile. ? We are exposed to the credit risk of some of our customers, which could result in material losses. ? The widespread outbreak of a communicable disease, or any other public health crisis, could adversely affect our financial condition and results of **operations. Risks Relating to the Integration of NuVasive ? Integrating the NuVasive business into Globus may be more difficult, costly or time- consuming than expected and the Company may fail to realize the anticipated benefits of the Merger, which may adversely affect the Company' s business results and negatively affect the value of the Company' s common stock. ? The Company expects to incur substantial expenses related to the integration of NuVasive and may be unable to realize the anticipated synergies, which could adversely affect the Company' s business, financial condition and results of operations. ? Certain contractual counterparties may seek to modify contractual relationships with the Company, which could have an adverse effect on the Company' s business and operations. ? The Company may be exposed to increased litigation, which could have an adverse effect on the Company' s business and** operations. Risks Related to Our Business and Our Industry To be commercially successful, we must convince surgeons and hospitals that our products are an attractive alternative to our competitors' products and that our Enabling Technologies and Musculoskeletal Solutions products are an attractive alternative to existing surgical treatments of musculoskeletal disorders. Surgeons play a significant role in determining the course of treatment and, ultimately, the type of product that will be used to treat a patient, so we rely on effectively marketing to them. Hospitals, however, are increasingly involved in the evaluation of products and product purchasing decisions. In order for us to sell our products, we must convince surgeons and hospitals that our products are attractive alternatives to competing products for use in procedures. Acceptance of our products depends on educating surgeons and hospitals as to the distinctive characteristics, perceived benefits, safety and cost- effectiveness of our products as compared to our competitors' products and on training surgeons in the proper application of our products. If we are not successful in convincing surgeons and hospitals of the merit of our products or educating them on the use of our products, they may not use our products and we will be unable to increase our sales and sustain growth or profitability. Furthermore, we believe surgeons will not widely adopt certain of our most novel Musculoskeletal Solutions or Enabling Technologies products unless they determine, based on experience, clinical data and published peer- reviewed journal articles, that MIS techniques, our motion preservation, regenerative biologics, and INR technologies provide benefits or are an attractive alternative to conventional treatments of musculoskeletal disorders and incorporate improved technologies that permit novel surgical procedures. Surgeons, and in certain instances, hospitals, may be hesitant to change their medical treatment practices or the products available for use to treat patients for the following reasons, among others: ? lack of experience with MIS, motion preservation, regenerative biologics or INR technologies; ? lack or perceived lack of evidence supporting additional patient benefits; ? perceived liability risks generally associated with the use of new products and procedures; ? limited or lack of availability of coverage and reimbursement within healthcare payment systems; ? costs associated with the purchase of new products and equipment; and ? the time commitment that may be required for training. If we are unable to convince surgeons and hospitals to use our products, or long- term data does not show the benefits of using our products, we will not achieve expected sales or sustain our growth, and our financial condition and results of operation may be adversely affected. Pricing pressure from our competitors and our customers may impact our ability to sell our products at prices necessary to support our current business strategies. The musculoskeletal devices industry is characterized by intense competition and continues to attract numerous new companies and technologies, which has encouraged more established companies to intensify competitive pricing pressure. As a result of this increased competition, as well as the challenges of third- party coverage and reimbursement practices, we believe there will be continued pricing pressure in the future. If competitive forces drive down the prices we are able to charge for our products, our profit margins will shrink, which will adversely affect our ability to maintain our profitability and to invest in and grow our business. If our hospital and other healthcare provider customers are unable to obtain adequate coverage and reimbursement for their purchases of our Musculoskeletal Solutions products, we may not be able to sell our Musculoskeletal Solutions products at prices necessary to maintain our profitability or at all. Maintaining and growing sales of our products depends on the availability of adequate coverage and reimbursement from third- party payors, including government programs such as Medicare and Medicaid, private insurance plans and managed care programs. Hospitals and other healthcare providers that purchase our Musculoskeletal Solutions products generally rely on third- party payors to cover all or part of the costs associated with the procedures performed with these products, including the cost to purchase the product. Our customers' access to adequate coverage and reimbursement for the procedures performed with our Musculoskeletal Solutions products by government and private insurance plans is central to the acceptance of our current and future products. We may be unable to sell our Musculoskeletal Solutions products on a profitable basis, or at all, if third- party payors deny coverage or reduce their current levels of payment. If our cost of production increases faster than increases in reimbursement levels for the Musculoskeletal Solutions products, our

profitability may be negatively impacted. Future action by CMS (which administers the Medicare program and provides oversight and funding to state Medicaid programs), other government agencies or private payors, may diminish payments to physicians, outpatient surgery centers and / or hospitals, which could harm our ability to market and sell our products. Private payors may adopt coverage decisions and payment amounts determined by CMS as guidelines in setting their coverage and reimbursement policies. Private payors that do not follow the Medicare guidelines may adopt different coverage and reimbursement policies for procedures performed with our products. In addition, for governmental programs, such as Medicaid, coverage and reimbursement differs from state to state. Medicaid payments to physicians and facilities are often lower than payments by other third- party payors and some state Medicaid programs may not pay an adequate amount for the procedures performed with our products, if any payment is made at all. Furthermore, the healthcare industry in the ~~United States~~ **U. S.** has experienced a trend toward cost containment as government and private insurers seek to control rising healthcare costs by imposing lower payment rates and negotiating reduced contract rates with service providers. Third- party payors, including public and private payors, may develop negative coverage policies impacting our Musculoskeletal Solutions products. In addition, some payors have changed their coverage policies to be more restrictive as to the criteria under which they will cover and reimburse for vertebral fusions in the lumbar spine to treat multilevel degenerative disc disease, initial primary laminectomy / discectomy for nerve root decompression, or spinal stenosis. Although these coverage policy changes have not had a material impact on our business, other insurers may adopt similar coverage decisions in the future. Patients covered by these insurers may be unwilling or unable to afford lumbar fusion surgeries to treat these conditions, which could materially harm or limit our ability to sell our Musculoskeletal Solutions products designed for lumbar fusion procedures. Our business would be negatively impacted if the trend by governmental agencies or third- party payors continues to reduce coverage of and / or reimbursement for procedures using our Musculoskeletal Solutions products. We cannot be certain that under current and future payment systems, such as those utilized by Medicare and in many private managed care systems, the cost of our Musculoskeletal Solutions products will be adequately incorporated into the overall cost of the procedure. Therefore, we cannot be certain that the procedures performed with our Musculoskeletal Solutions products will be reimbursed at a sufficiently profitable level, or at all. To the extent we sell our Musculoskeletal Solutions products internationally, market acceptance may depend, in part, upon the availability of coverage and reimbursement within prevailing healthcare payment systems. Reimbursement and healthcare payment systems in international markets vary significantly by country, and include both government- sponsored healthcare and private insurance. Our Musculoskeletal Solutions products may not obtain international coverage and reimbursement approvals in a timely manner, if at all. Our failure to receive such approvals would negatively impact market acceptance of our products in the international markets in which those approvals are sought. If we are unable to maintain and expand our network of direct sales representatives and independent distributors, we may not be able to generate anticipated sales. Our operating results are directly dependent upon the sales and marketing efforts of not only our employees, but also our independent distributors. We expect our direct sales representatives and independent distributors to develop long- lasting relationships with the surgeons they serve. If our direct sales representatives or independent distributors fail to adequately promote, market and sell our products, our sales could significantly decrease. We face significant challenges and risks in managing our geographically dispersed distribution network and retaining the individuals who make up that network. If certain of our direct sales representatives were to leave us, or if certain of our independent distributors were to cease to do business with us, our sales could be adversely affected. Some of our independent distributors account for a significant portion of our sales volume, and if any such independent distributor were to cease to distribute our products, our sales could be adversely affected. In such a situation, we may need to seek alternative independent distributors or increase our reliance on our direct sales representatives, which may not prevent our sales from being adversely affected. If a direct sales representative or independent distributor were to depart and be retained by one of our competitors, we may be unable to prevent them from helping competitors solicit business from our existing customers, which could further adversely affect our sales. Because of the intense competition for their services, we may be unable to recruit or retain additional qualified independent distributors or to hire additional direct sales representatives to work with us. We may not be able to enter into agreements with them on favorable or commercially reasonable terms, if at all. Failure to hire or retain qualified direct sales representatives or independent distributors would prevent us from maintaining or expanding our business and generating sales. As we launch new products and increase our marketing efforts with respect to existing products, we will need to expand the reach of our marketing and sales networks. Our future success will depend largely on our ability to continue to hire, train, retain and motivate skilled direct sales representatives and independent distributors with significant technical knowledge in various areas. New hires require training and take time to achieve full productivity. If we fail to train new hires adequately, or if we experience high turnover in our sales force in the future, we cannot be certain that new hires will become as productive as may be necessary to maintain or increase our sales. If we are unable to expand our sales and marketing capabilities domestically and internationally, we may not be able to effectively commercialize our products, which would adversely affect our business, results of operations and financial condition. We operate in a very competitive business environment and if we are unable to compete successfully against our existing or potential competitors, our sales and operating results may be negatively affected and we may not grow. Our industry is intensely competitive, subject to rapid change and highly sensitive to the introduction of new products or other market activities of industry participants. We believe that our significant competitors are Medtronic, DePuy Synthes, Stryker, Zimmer Biomet, **and** Smith and Nephew ~~, and NuVasive~~ . **Alphatec Holdings,** Orthofix, Integra LifeSciences **, ZimVie** and other smaller public and private companies are also competitors of ours. At any time, these or other industry participants may develop alternative treatments, products or procedures for the treatment of musculoskeletal disorders that compete directly or indirectly with our products. They may also develop and patent processes or products earlier than we can or obtain regulatory clearance or approvals for competing products more rapidly than we can, which could impair our ability to develop and commercialize similar processes or products. If alternative treatments are, or are perceived to be, superior to our musculoskeletal surgery products, sales of our products could be

negatively affected and our results of operations could suffer. Many of our current and potential competitors are major medical device companies that have substantially greater financial, technical and marketing resources than we do, and they may succeed in developing products that would render our products obsolete or **non-** ~~noncompetitive~~ --- **competitive** . Many of our larger competitors enjoy several competitive advantages over us, including: ? greater financial, human and other resources for product research and development, sales and marketing and litigation; ? significantly greater name recognition; ? established relationships with surgeons, hospitals and other healthcare providers; ? large and established sales and marketing and distribution networks; ? products supported by long- term clinical data; ? greater experience in obtaining and maintaining regulatory clearances or approvals for products and product enhancements; ? more expansive portfolios of intellectual property rights; and ? greater ability to cross- sell their products or to incentivize hospitals or surgeons to use their products. The frequent introduction by competitors of products that compete with our existing or planned products may also make it difficult to market or sell our products. In addition, the entry of multiple new products and competitors, including PODs, may lead some of our competitors to employ pricing strategies that could adversely affect the pricing of our products and pricing in the musculoskeletal implant and device market generally. As a result, our ability to compete successfully will depend on our ability to develop proprietary products that reach the market in a timely manner, receive adequate coverage and reimbursement from third- party payors, and are safer, less invasive and more effective than alternatives available for similar purposes. If we are unable to do so, our sales or margins could decrease, thereby harming our business. We are dependent on a limited number of third- party suppliers, and the loss of any of these suppliers, or their inability to provide us with an adequate supply of products or materials in a timely manner, could harm our business. We rely on third- party suppliers to supply many of our finished products and also various components and materials used to manufacture other products. For us to be successful, our suppliers must be able to provide us with products, components, and materials in substantial quantities, in compliance with regulatory requirements, in accordance with agreed upon specifications, at acceptable costs and on a timely basis. Our anticipated growth could strain the ability of our suppliers to deliver an increasingly large supply of products, materials and components. Other issues, including shortages of raw materials or components, problems with production yields and quality control and assurance, especially with products such as allograft, which is processed human tissue, could impair a supplier' s ability to supply us with product quantities necessary to support our sales. Furthermore, under our supplier agreements, our suppliers generally have no obligation to manufacture for us or sell to us any specific quantity of products. If we are unable to obtain sufficient quantities of high- quality components to meet demand on a timely basis, we could lose customers, our reputation may be harmed, and our business could suffer. We generally use a small number of suppliers for our products, materials and components. Our dependence on such a limited number of suppliers exposes us to risks, including limited control over pricing, availability, quality and delivery schedules. Our suppliers may be impacted by equipment failure or economic, environmental, or geopolitical factors that disrupt manufacturing capacities. If any one or more of our suppliers cease to provide us with sufficient quantities of products or materials in a timely manner or on terms acceptable to us, or cease to manufacture components of acceptable quality, we would have to seek alternative sources of supply. Because of the nature of our internal quality control requirements, regulatory requirements and the custom and proprietary nature of components, we cannot quickly engage additional or replacement suppliers for many of our critical components. Failure of any of our third- party suppliers to deliver products or materials at the level our business requires would limit our ability to meet our sales commitments to our customers and could have a material adverse effect on our business. We may also have difficulty obtaining similar components from other suppliers that are acceptable to the FDA or other foreign regulatory authorities. We could incur delays while we locate and engage qualified alternative suppliers, and we may be unable to engage alternative suppliers on favorable terms or at all. We cannot guarantee that disruptions will not occur, and any such disruption may result in decreased inventory, increased overhead costs, product shortages and decreased sales, any of which could have a material adverse effect on our business, results of operations and financial condition, and could harm our commercialization efforts and adversely affect our ability to generate future sales. The proliferation of PODs could result in increased pricing pressure on our products or harm our ability to sell our products to physicians who own or are affiliated with those distributorships. PODs are medical device distributors that are owned, directly or indirectly, by physicians. These physicians derive a proportion of their revenue from selling or arranging for the sale of medical devices for use in procedures at hospitals that agree to purchase from or through the POD. We do not sell or distribute any of our products through PODs. The number of PODs may continue to grow as economic pressures increase throughout the industry, as hospitals, insurers and physicians search for ways to reduce costs, and, in the case of the physicians, search for ways to increase their incomes. These companies and the physicians who own, or partially own, them have significant market knowledge and access to the surgeons who use our products and the hospitals that purchase our products, and growth in this area may reduce our ability to compete effectively for business from surgeons who own such distributorships. Our business could suffer if we lose the services of key members of our senior management, key advisors or personnel. We are dependent upon the continued services of key members of our senior management and a limited number of key advisors and personnel. In particular, we are highly dependent on the skills and leadership of our Executive Chairman, David C. Paul, and our Chief Executive Officer, Daniel T. Scavilla. The loss of any one of these individuals could disrupt our operations or our strategic plans. Additionally, our future success will depend on, among other things, our ability to continue to hire and retain the necessary qualified scientific, technical and managerial personnel, for whom we compete with numerous other companies, academic institutions and organizations. The loss of members of our management team, key advisors or personnel, or our inability to attract or retain other qualified personnel or advisors, could have a material adverse effect on our business, results of operations and financial condition. Though members of our sales force generally enter into ~~noncompetition~~ **non- compete** agreements that restrict their ability to compete with us, most of the members of our executive management team are not subject to such agreements. Accordingly, the adverse effect resulting from the loss of certain executives could be compounded by our inability to prevent them from competing with us. The safety and efficacy of our products is not yet supported by long- term clinical data,

which could limit sales, and our products might therefore prove to be less safe and effective than initially thought. ~~All~~ **Many** of ~~the~~ **our** products we currently market in the **U. S.** ~~United States, other than our SECURE ®- C cervical dise~~ , have either received pre- market clearance under Section 510 (k) of the Federal Food, Drug, and Cosmetic Act (" FDCA ") or are exempt from pre- market review. The FDA' s 510 (k) clearance process **, and similar regulatory processes in other countries,** requires us to show that our proposed product is " substantially equivalent " to another 510 (k)- cleared product. This process is shorter and typically requires the submission of less supporting documentation than other FDA approval processes and does not always require long- term clinical studies. Additionally, **for most products launched** to date, we have not been required to complete long- term clinical studies in connection with the sale of our products outside the ~~United States, except our~~ **U. S. market. Our** SECURE ®- C device ~~, which~~ was prospectively studied through **a** seven- year postoperative clinical study as part of the **Postmarket** ~~Post- Market~~ Approval ~~(PMA)~~ process. As a result, we currently lack the breadth of published long- term clinical data supporting the safety and efficacy of virtually all of our products and the benefits they offer that might have been generated in connection with other approval processes. For these reasons, surgeons may be slow to adopt our products, we may not have comparative data that our competitors have or are generating, and we may be subject to greater regulatory and product liability risks. Further, future patient studies or clinical experience may indicate that treatment with our products does not improve patient outcomes. Such results would slow the adoption of our products by surgeons, significantly reduce our ability to achieve expected sales, and could prevent us from sustaining our profitability. Moreover, if future results and experience indicate that our products cause unexpected or serious complications or other unforeseen negative effects, we could be subject to mandatory product recalls, product seizures, suspension or withdrawal of FDA clearance or approval, and significant legal liability or harm to our business reputation. If we do not enhance our existing product offerings and introduce new products through our research and development and product development efforts, we may be unable to effectively compete. In order to increase our market share, we must enhance and broaden our product offerings in response to changing customer demands and competitive pressures and technologies. The success of any new product offering or enhancement to an existing product will depend on numerous factors, including our ability to: ? properly identify and anticipate surgeon and patient needs; ? develop and introduce new products or product enhancements in a timely manner; ? adequately protect our intellectual property and avoid infringing upon the intellectual property rights of third parties; ? demonstrate the safety and efficacy of new products; and ? obtain the necessary regulatory clearances or approvals for new products or product enhancements. If we do not develop and obtain regulatory clearance or approval for new products or product enhancements in time to meet market demand, or if there is insufficient demand for these products or enhancements, our results of operations will suffer. Our research and development and product development efforts may require a substantial investment of time and resources before we are adequately able to determine the commercial viability of a new product, technology, material or other innovation. In addition, even if we are able to successfully develop enhancements or new generations of our products, these enhancements or new generations of products may not produce sales in excess of the costs of development and they may be quickly rendered obsolete by changing customer preferences or the introduction by our competitors of products embodying new technologies or features. We continue to introduce new products and services related to our the ExcelsiusGPS ® platform and orthopedic trauma products. We recently launched the Excelsius3D ™ imaging system. Prior to launching these platforms, we had no prior experience marketing these new products and we may launch new products in the future that we have no prior experience marketing. We will need to convince a new audience of surgeons and hospital personnel that our new products are attractive alternatives to competing products for use in applicable procedures. If we are not successful in convincing surgeons and hospitals of the merit of new products or educating them on their use, our sales and operating results may be negatively affected and we may not grow as quickly as we anticipate. We may seek to grow our business through acquisitions of or investments in new or complementary businesses, products or technologies, and the failure to manage acquisitions or investments, or the failure to integrate them with our existing business, could have a material adverse effect on us. From time to time we expect to consider opportunities to acquire or make investments in other technologies, products and businesses that may enhance our capabilities, complement our current products or expand the breadth of our markets or customer base. Potential and completed acquisitions and strategic investments involve numerous risks, including: ? problems assimilating the purchased technologies, products or business operations; ? issues maintaining uniform standards, procedures, controls and policies; ? unanticipated costs associated with acquisitions; ? diversion of management' s attention from our core business; ? adverse effects on existing business relationships with suppliers and customers; ? risks associated with entering new markets in which we have limited or no experience; ? potential loss of key employees of acquired businesses; and ? increased legal and accounting compliance costs. We do not know if we will be able to identify acquisitions we deem suitable, whether we will be able to successfully complete any such acquisitions on favorable terms or at all, or whether we will be able to successfully integrate any acquired business, product or technology into our business or retain any key personnel, suppliers or distributors. Our ability to successfully grow through acquisitions depends upon our ability to identify, negotiate, complete and integrate suitable target businesses and to obtain any necessary financing. These efforts could be expensive and time- consuming, and may disrupt our ongoing business and prevent management from focusing on our operations. If we are unable to integrate any acquired businesses, products or technologies effectively, our business, results of operations and financial condition will be materially adversely affected. We are required to maintain high levels of inventory, which could consume a significant amount of our resources and reduce our cash flows. As a result of the need to maintain substantial levels of inventory, we are subject to the risk of inventory obsolescence. Many of our Musculoskeletal Solutions products come in sets, which feature components in a variety of sizes to satisfy the particular patient' s anatomical needs. In order to market our Musculoskeletal Solutions products effectively, we often must maintain implant sets consisting of the full range of product sizes. For each surgery, fewer than all of the components of the set are used, and therefore certain portions of the set, like uncommon sizes, may become obsolete before they can be used. In the event that a substantial portion of our inventory becomes obsolete, it could have a material adverse effect on our earnings and

cash flows due to the resulting costs associated with the inventory impairment charges and costs required to replace such inventory. We rely on information technology systems and network infrastructure to operate and manage our business, if we experience a breach, cyber- attack or other disruption to these systems or data, our business, results of operations and financial condition could be adversely affected. We are increasingly dependent on sophisticated information technology systems to operate our business, including to process, transmit and store sensitive data, and many of our products and services include or use integrated software and information technology that may collect data regarding customers, patients, suppliers and third parties, or connects to our systems. Given the nature of our business, we also may maintain personally identifiable information (" PII ") or access to ~~protected health information (" PHI ")~~. Specifically, we rely on our information technology systems to effectively manage sales and marketing, accounting and financial functions, inventory management, engineering and product development tasks, and our research and development data. Our business therefore depends on the continuous, effective, reliable, and secure operation of our computer hardware, software, networks, Internet servers, and related infrastructure. Although our computer and communications hardware is protected by reasonable physical, technical, and administrative safeguards, it is still vulnerable to system malfunction, computer viruses, and cybersecurity breaches – including ransomware, phishing DDoS, malware, brute force, insider threats, and other cyber attacks and security incidents. These events could lead to the unauthorized access to information systems maintained by us or our service providers or customers and result in the misappropriation or unauthorized disclosure of confidential information belonging to us, our employees, patients, partners, customers, or our suppliers. The techniques used by criminal elements to attack computer systems are sophisticated, change frequently and may originate from less regulated and remote areas of the world, including countries that engage in state-sponsored cyber attacks. As a result, we may not be able to address these techniques proactively or implement adequate preventative measures. Additionally, the regulatory environment governing information, security and privacy laws is increasingly demanding and continues to evolve. If our information technology systems are compromised, we could be subject to fines, damages, litigation and enforcement actions and we could lose trade secrets or other confidential information, the occurrence of which could harm our reputation, business, results of operations and financial condition. Our information systems, and those of third- parties with whom we contract, also require an ongoing commitment of significant resources to maintain, protect and enhance existing systems and develop new systems to keep pace with continuing changes in information technology. The failure of our information technology systems to perform as we anticipate or our failure to effectively implement new systems could disrupt our operations and could result in decreased sales, increased overhead costs, excess inventory and product shortages, all of which could have a material adverse effect on our reputation, business, results of operations and financial condition. We are subject to data privacy laws and our failure to comply with them could subject us to substantial liabilities. Our business relies on the secure electronic transmission, storage and hosting of sensitive information, including personal information, PHI, financial information, intellectual property and other sensitive information related to our customers and workforce. The collection, maintenance, protection, use, transmission, disclosure and disposal of certain personal information and the security of medical devices are regulated at the U. S. federal and state, international and industry levels. U. S. federal and state laws, such as **HIPAA** ~~the Health Insurance Portability and Accountability Act of 1996~~, protect the confidentiality of certain patient health information, including patient medical records, and restrict the use and disclosure of patient health information. In addition to the regulation of personal health information, a number of states have also adopted laws and regulations that may affect our privacy and data security practices for other kinds of PII, such as state laws that govern the use, disclosure and protection of sensitive personal information, such as social security numbers, or that are designed to protect credit card account data. State consumer protection laws may also establish privacy and security standards for use and management of PII, including information related to customers, suppliers, and care providers. Outside the U. S., we are impacted by the privacy and data security requirements at the international, national and regional level, and on an industry specific basis. Legal requirements in the countries we serve relating to the collection, storage, handling and transfer of personal data and potentially intellectual property continue to evolve with increasingly strict enforcement regimes. More privacy and security laws and regulations are being adopted, and more are being enforced, with potential for significant financial penalties. In the **EU** ~~European Union (" E. U. ")~~, stringent data protection and privacy rules impact the use of patient data across the healthcare industry. The ~~E. U. General Data Protection Regulation (" GDPR ")~~ applies across the **EU** ~~E. U.~~, with similar requirements applying to the **UK** ~~United Kingdom~~ and European Economic Area countries, and includes, among other things, a requirement for prompt notice of data breaches ~~to data subjects and supervisory authorities~~ in certain circumstances and imposes significant fines for non- compliance. Data protection authorities from different EU member states may interpret and apply the GDPR somewhat differently, and the GDPR also permits EU member states to create supplemental national laws, which increases the complexity for compliance. Failure to comply with GDPR requirements could result in penalties of up to € 20 million or 4 % of worldwide revenue, whichever is greater, for serious violations. Within the U. S., a number of states have enacted more onerous privacy laws, such as the California Consumer Privacy Act (the " CCPA "), which also impose stricter privacy requirements and are enforced by state attorneys general and other state agencies. Any investigations or any other government actions related to the GDPR, CCPA, and other privacy laws may be costly to respond to, result in negative publicity, increase our operating costs, require significant management time and attention, and subject us to remedies that may harm our business, including fines, demands or orders that we modify or cease existing business practices. Private litigation, including class actions, related to privacy and cybersecurity issues is also on the rise in the U. S. and other countries. If we experience significant disruptions in our information technology systems, our business, results of operations and financial condition could be adversely affected. The efficient operation of our business depends on our information technology systems. We rely on our information technology systems to effectively manage: ? sales and marketing, accounting and financial functions; ? inventory management; ? engineering and product development tasks; and ? our research and development data. Our information technology systems are vulnerable to damage or interruption from: ? earthquakes, fires, floods and other natural disasters; ? terrorist attacks and

attacks by computer viruses or hackers or other cybersecurity attacks or breaches; ? power losses; and ? computer systems, or Internet, telecommunications or data network failures. The failure of our information technology systems to perform as we anticipate or our failure to effectively implement new systems could disrupt our entire operation and could result in decreased sales, increased overhead costs, excess inventory and product shortages, all of which could have a material adverse effect on our reputation, business, results of operations and financial condition. Consolidation in the healthcare industry could lead to demands for price concessions or to the exclusion of some suppliers from certain of our markets, which could have an adverse effect on our business, results of operations or financial condition. Because healthcare costs have risen significantly over the past decade, numerous initiatives and reforms initiated by legislators, regulators and third- party payors to curb these costs have resulted in a consolidation trend in the healthcare industry to aggregate purchasing power. As the healthcare industry consolidates, competition to provide products and services to industry participants has become and will continue to become more intense. This in turn has resulted and will likely continue to result in greater pricing pressures and the exclusion of certain suppliers from important market segments as group purchasing organizations, independent delivery networks and large single accounts continue to use their market power to consolidate purchasing decisions for hospitals. We expect that market demand, government regulation, third- party coverage and reimbursement policies and societal pressures will continue to change the worldwide healthcare industry, resulting in further business consolidations and alliances among our customers, which may reduce competition, exert further downward pressure on the prices of our products and may adversely impact our business, results of operations or financial condition. If our Enabling Technologies products require significant amounts of service after sale or we receive a significant number of warranty claims, our costs may increase and our financial results may be adversely affected. Sales of certain of our Enabling Technologies products that are capital equipment typically include a warranty and maintenance obligation on our part for services for a period of twelve months from the date the equipment is installed at a customer' s facility. Customers may also purchase a supplemental service plan for technical and other services for any required service beyond the initial warranty and service period. If product warranty claims or required service under the service plans exceed our expectations, we may incur additional expenditures for parts and service. In addition, our reputation could be damaged and our products may not achieve market acceptance and could result in reductions in sales. We experience long and variable capital sales cycles for our Enabling Technologies products, which may cause fluctuations in our financial results. The sales and purchase order cycle of our Enabling Technologies capital equipment products is lengthy because they are major capital items and their purchase generally requires the approval of senior management of hospitals, their parent organizations, purchasing groups, and government bodies, as applicable. In addition, sales to some of our customers are subject to competitive bidding or public tender processes. These approval and bidding processes can be lengthy. Further, the introduction of new products could adversely impact our sales cycle as customers take additional time to assess the benefits and costs of such products. As a result, it is difficult for us to predict the length of capital sales cycles and, therefore, the exact timing of capital sales. The above factors may contribute to fluctuations in our quarterly operating results. Because of these fluctuations, it is possible that in future periods our operating results will fall below the expectations of securities analysts or investors. If that happens, the market price of our stock would likely decrease. **Our IONM business exposes us to risks inherent with the sale of services. Our IONM services and support business exposes us to different risks than our other products and technologies. Through NuVasive Clinical Services, a Globus subsidiary, we provide onsite and remote monitoring of the neurological systems of patients undergoing spinal and brain- related surgeries. Our neurophysiologists are present in the operating room during procedures and work with supervising physicians who remotely oversee and interpret neurophysiologic data gathered via broadband transmission over the Internet. Providing this service subjects us to malpractice exposure. In addition, given the reliance on technology, any disruption to our IONM equipment or the Internet could harm our service operations and our reputation among our customers. Further, any disruption to our information technology systems could adversely impact the performance of our neurophysiologists and oversight physicians. In addition, IONM services are directly billed to Medicare and commercial payors, which brings with it additional risks associated with proper billing practice regulations, HIPAA compliance, corporate practice of medicine laws, and collections risk associated with third- party payors. Due to the breadth of many healthcare laws and regulations, our IONM business could also be subject to healthcare fraud regulation and enforcement by both the federal government and the states in which we conduct our business, including under the Anti- Kickback Statute, the federal false claims laws and state law equivalents. Further, in December 2020, in connection with the Consolidated Appropriations Act of 2021, the No Surprises Act was signed into law in the U. S., which introduced national limitations on physician billing for certain services furnished by providers who are not in- network with the patient' s self- insured health plan, individual or group health plan. This federal law became effective on January 1, 2022, and several states where we conduct business have also enacted similar laws that would apply to patients having state- regulated insurance. These measures could limit the amount we can charge and recover for the IONM services we furnish where we have not contracted with the patient' s insurer, which could negatively impact the profitability of our IONM services business. If our operations are found to be in violation of any of these laws or any other governmental regulations that apply to us, we may be subject to sanctions, including civil penalties and damages, criminal fines and imprisonment, exclusion from participation in federal and state healthcare programs, suspension and debarment from federal procurement and non- procurement programs, refusal of orders under existing government contracts, and the curtailment or restructuring of our operations. Any penalties, damages, fines, exclusion or debarment, or curtailment or restructuring of our operations could adversely affect our ability to operate our business and our financial results.** Risks Related to our Legal and Regulatory Environment Our medical device products and operations are subject to extensive governmental regulation both in the ~~United States~~ **U. S.** and abroad, and our failure to comply with applicable requirements could cause our business to suffer. The medical device industry is regulated extensively by governmental authorities, principally the FDA and corresponding state

and foreign regulatory agencies. The FDA and other U. S. and foreign governmental agencies regulate, among other things, with respect to medical devices: ? design, development and manufacturing; ? testing, labeling, content and language of instructions for use and storage; ? clinical trials; ? product safety; ? marketing, sales and distribution; ? pre- market clearance and approval; ? record keeping procedures; ? advertising and promotion; ? recalls and field safety corrective actions; ? post- market surveillance, including reporting of deaths or serious injuries and malfunctions that, if they were to recur, could lead to death or serious injury; ? post- market approval studies; and ? product import and export. The regulations to which we are subject are complex and have tended to become more stringent over time; see " Item 1. Business; Government Regulation " above for a summary of certain regulations to which we are subject. Regulatory changes could result in restrictions on our ability to carry on or expand our operations, higher than anticipated costs or lower than anticipated sales. The processes by which 510 (k) clearance, grant of a de novo classification request, or PMA approval is obtained can be expensive and lengthy and require the payment of significant fees. The FDA' s 510 (k) clearance process usually takes from three to ~~12~~ **twelve** months, but may last longer. The FDA' s goal is to review de novo classification requests within 150 FDA review days, but presently, the current average review period is about eight months. The process of obtaining a PMA is much costlier and more uncertain than the 510 (k) clearance process and generally takes one to three years, or even longer, from the time the application is submitted to the FDA until an approval is obtained. The process of obtaining regulatory clearances through the 510 (k) process, de novo classification, or approvals through the PMA process to market a medical device in the ~~United States~~ **U. S.** or internationally can be costly and time- consuming, and we may not be able to obtain these clearances, grants of de novo classification, or approvals on a timely basis, if at all. In the ~~United States~~ **U. S.** , all of our currently commercialized medical device products, other than SECURE ®- C have either received ~~pre- market~~ **premarket** clearance under Section 510 (k) of the FDCA or are exempt from **PMA** ~~pre- market~~ review. If the FDA requires us to go through a lengthier, more rigorous examination for future products or modifications to existing products than we had expected, our product introductions or modifications could be delayed or canceled, which could cause our sales to decline and potentially harm our ability to compete. In addition, if the FDA disagrees with our determination that a product we currently market is subject to an exemption from ~~pre- market~~ **premarket** review, the FDA may require us to submit a 510 (k), de novo, or PMA and may require us to cease distribution of the product and / or recall the product unless and until we obtain 510 (k) or de novo clearance or PMA. Further, even with respect to those future products where a PMA is not required, we cannot assure you that we will be able to obtain the 510 (k) or de novo clearances with respect to those products. The FDA may also reclassify devices currently on the market from Class II to Class III, which could result in additional regulatory burden requiring submission and approval of a PMA prior to marketing, or could result in the FDA rescinding a 510 (k) for a previously cleared device. The FDA can delay, limit or deny clearance or approval of a device for many reasons, including: ? we may not be able to demonstrate to the FDA' s satisfaction that our products are safe and effective for their intended uses; ? the data from our pre- clinical studies and clinical trials may be insufficient to support clearance or approval, where required; and ? the manufacturing process or facilities we use may not meet applicable requirements. In addition, the FDA may change its clearance and approval policies, adopt additional regulations or revise existing regulations, or take other actions which may prevent or delay approval or clearance of our products under development or impact our ability to modify our currently approved or cleared products on a timely basis. ~~Most recently, the FDA has been required to dedicate a significant amount of its resources to the review and oversight of medical products intended for COVID- 19 or other pandemic- related purposes. This strain on the FDA' s resources could lead to delays in the FDA' s review of new 510 (k) or other marketing applications that are unrelated to COVID- 19.~~ It is also possible that, if we obtain new FDA regulatory clearances or approvals, the clearances or approvals may contain limitations on the indicated uses or may prohibit certain uses which may impact the marketability of the product. Any delay in, or failure to receive or maintain, clearance or approval for our medical device products under development could prevent us from generating revenue from these products or achieving profitability. Additionally, the FDA and other regulatory authorities have broad enforcement powers. Regulatory enforcement or inquiries, or other increased scrutiny on us, could dissuade some surgeons from using our products and adversely affect our reputation and the perceived safety and efficacy of our products. In addition, even after we have obtained the proper regulatory approval to market a product, the FDA has the power to require us to conduct post marketing studies, such as a Section 522 Order. These studies can be very expensive and time- consuming to conduct. Failure to comply with those studies in a timely manner could result in the revocation of the 510 (k) clearance for the product that is subject to such a Section 522 Order and the recall or withdrawal of the product, which could prevent us from generating sales from that product in the ~~United States~~ **U. S** . Similarly, we must comply with numerous international laws and regulations in order to market our products outside of the ~~United States~~ **U. S.** ; see " Item 1. Business; Government Regulation; International " above for a summary of certain international laws and regulations to which we are subject. As is the case in the ~~United States~~ **U. S.** , the applicable regulatory body may change its clearance and approval policies, adopt additional regulations or revise existing regulations, or take other actions which may prevent or delay approval or clearance of our products under development or impact our ability to modify our currently approved or cleared products on a timely basis. Any delay in, or failure to receive or maintain, clearance or approval for our products under development could prevent us from generating revenue from these products or achieving profitability. Conducting clinical studies to obtain clinical data that might be required as part of the clinical evaluation process can be expensive and time- consuming. Additionally, the regulatory authorities have broad enforcement powers. Regulatory enforcement or inquiries, or other increased scrutiny on us, could dissuade some surgeons from using our products and adversely affect the perceived safety and efficacy of our products and our reputation. Failure to comply with applicable regulations could jeopardize our ability to sell our products and result in enforcement actions such as: ? untitled letters or warning letters; ? fines; ? injunctions; ? civil penalties; ? termination of distribution; ? recalls or seizures of products; ? delays in the introduction of products into the market; ? total or partial suspension of production; ? refusal of the FDA or other regulator to grant future clearances or approvals; ? withdrawals or suspensions of current

clearances or approvals, resulting in prohibitions on sales of our products; ? refusal to grant export approvals; and / or ? in the most serious cases, criminal penalties. Any of these sanctions could result in higher than anticipated costs or lower than anticipated sales and have a material adverse effect on our reputation, business, results of operations and financial condition. Modifications to our products may require new 510 (k) or de novo clearances, PMAs or PMA supplements, or may require us to cease marketing or recall the modified products until clearances or approvals are obtained. Any modification to a 510 (k)- cleared device that could significantly affect its safety or effectiveness or that would constitute a major change in its intended use, requires a new 510 (k) clearance or, possibly, a de novo request or approval of a PMA. The FDA requires every manufacturer to make this determination in the first instance, but the FDA may review any manufacturer' s decision. The FDA may not agree with our decisions regarding whether new clearances or approvals are necessary. We have modified some of our 510 (k)- cleared products, and have determined based on our review of the applicable FDA guidance that in certain instances new 510 (k) clearances or PMAs are not required. If the FDA disagrees with our determination and requires us to submit new 510 (k) notifications, de novo petitions, PMAs or PMA supplements for modifications to our previously cleared products for which we have concluded that new clearances or approvals are unnecessary, we may be required to cease marketing or to recall the modified product until we obtain clearance or approval, and we may be subject to significant regulatory fines or penalties. Our HCT / P products are subject to extensive government regulation and our failure to comply with these requirements could cause our business to suffer. In the ~~United States~~ **U. S.** , we are marketing our human tissue products as Section 361 HCT / Ps, which are not subject to FDA premarket clearance or approval requirements. The FDA could disagree with our determination that our human tissue products are Section 361 HCT / Ps and could determine that these products are biologics requiring a biological license application approval or medical devices requiring 510 (k) or de novo clearance or PMA approval, or New Drug Application ~~(" NDA ")~~ approval. The FDA may then require that we cease marketing our human tissue products and / or recall the products unless and until we receive the appropriate clearance or approval from the FDA. HCT / Ps also are subject to donor eligibility and screening, CGTP, product labeling, and post market reporting requirements. If we or our suppliers fail to comply with these requirements, we could be subject to FDA enforcement action, including, for example, warning letters, fines, injunctions, product recalls or seizures, and, in the most serious cases, criminal penalties. ~~We received an FDA warning letter on October 31, 2018 related to observed non- conformities to the FDA' s HCT / P regulations. See " Item 1. Business; Government Regulation. "~~ If we or our suppliers fail to comply with the FDA' s good manufacturing practice regulations and similar international regulations, this could impair our ability to market our products in a cost- effective and timely manner. We and our third- party suppliers are required to comply with the FDA' s ~~Quality System Regulation (" QSR ")~~ , which covers the methods and documentation of the design, testing, production, control, quality assurance, labeling, packaging, sterilization, storage and shipping of our products. In addition, suppliers and processors of allograft must comply with the CGTP, which govern the methods used in and the facilities and controls used for the manufacture of human cell tissue and cellular and tissue- based products, record- keeping and the establishment of a quality program. The FDA audits compliance with the QSR and CGTP requirements through periodic announced and unannounced inspections of manufacturing and other facilities. The FDA may conduct inspections or audits at any time. If we or our suppliers have significant non- compliance issues or if any corrective action plan that we or our suppliers propose in response to observed deficiencies is not sufficient, the FDA could take enforcement action, including any of the following sanctions: ? untitled letters, warning letters, fines, injunctions, consent decrees and civil penalties; ? customer notifications or repair, replacement, refunds, recall, detention or seizure of our products; ? operating restrictions or partial suspension or total shutdown of production; ? refusing or delaying our requests for 510 (k) or de novo clearance or PMA of new products or modified products; ? withdrawing 510 (k) or de novo clearances or PMAs that have already been granted; ? refusal to grant export approval for our products; or ? criminal prosecution. Any of these sanctions could have a material adverse effect on our reputation, business, results of operations and financial condition. Outside the ~~United States~~ **U. S.** , our products and operations are also often required to comply with standards set by industrial standards bodies, such as the ISO. Foreign regulatory bodies may evaluate our products or the testing that our products undergo against these standards. The specific standards, types of evaluation and scope of review differ among foreign regulatory bodies. We intend to comply with the standards enforced by such foreign regulatory bodies as needed to commercialize our products. If we fail to adequately comply with any of these standards, a foreign regulatory body may take adverse actions similar to those within the power of the FDA. Any such action may harm our reputation and business, and could have an adverse effect on our business, results of operations and financial condition. A recall of our products, either voluntarily or at the direction of the FDA or another governmental authority, or the discovery of serious safety issues with our products, could have a significant adverse impact on us. The FDA and similar foreign governmental authorities have the authority to require the recall of commercialized products in the event of material deficiencies or defects in design or manufacture or in the event that a product poses an unacceptable risk to health. Manufacturers may, under their own initiative, recall a product if any material deficiency in a device is found. Even if voluntary, the FDA requires that a medical device manufacturer report to the FDA any corrective action or removal of a device initiated to reduce a risk to health posed by the device. A government- mandated or voluntary recall by us or one of our distributors could occur as a result of risk to health, component failures, manufacturing errors, design or labeling defects or other deficiencies and issues. Recalls of any of our products would divert managerial and financial resources and have an adverse effect on our reputation, results of operations and financial condition, which could impair our ability to produce our products in a cost- effective and timely manner in order to meet our customers' demands. We may also be required to bear other costs or take other actions that may have a negative impact on our future sales and our ability to generate profits. In the EEA, we must comply with the EU Medical Device Vigilance System. Under this system, manufacturers are required to take Field Safety Corrective Actions (" FSCAs ") to reduce a risk of death or serious deterioration in the state of health associated with the use of a medical device that is already placed on the market. A FSCA may include the recall, modification, exchange, destruction or retrofitting of the device. Any adverse event involving our products, whether in the ~~United States~~ **U. S.** or abroad, could result

in future voluntary corrective actions, such as recalls or customer notifications, or agency action, such as inspection, mandatory recall or other enforcement action. Any corrective action, whether voluntary or involuntary, as well as defending ourselves in a lawsuit, will require the dedication of our time and capital, distract management from operating our business and may harm our reputation and financial results. We may be subject to enforcement action if we engage in the off- label promotion of our products. Our promotional materials and training methods must comply with FDA and other applicable laws and regulations, including the prohibition of the promotion of off- label use. Physicians may use our products off- label, as the FDA does not restrict or regulate a physician' s choice of treatment within the practice of medicine. However, if the FDA determines that our promotional efforts constitutes promotion of an off- label use, it could request that we modify our training or promotional efforts or subject us to regulatory or enforcement actions, including the issuance of an untitled letter, a warning letter, injunction, seizure, civil penalties and criminal fines. It is also possible that other federal, state or foreign enforcement authorities, such as DOJ or HHS, might take action if they consider our promotional or training materials to constitute promotion of an unapproved / off- label use, which could result in significant criminal and / or civil sanctions under other statutory authorities, such as laws prohibiting false claims for reimbursement (e. g., the FCA). In that event, our reputation could be damaged and adoption of the products would be impaired. Although our policy is to refrain from statements that could be considered off- label promotion of our products, the FDA, or another regulatory agency or a Relator under the FCA could disagree and ~~conclude~~ **allege** that we have engaged in off- label promotion. In addition, the off- label use of our products may increase the risk of injury to patients, and, in turn, the risk of product liability claims. Claims under the FCA initiated either by a government regulatory or enforcement authority or by a Relator and product liability claims are expensive to defend and could divert our management' s attention, result in substantial damage awards against us and harm our reputation. Governmental regulation and limited sources and suppliers could restrict our procurement and use of tissue. In the ~~United States~~ **U. S.**, the procurement and transplantation of allograft bone tissue is subject to federal law pursuant to the NOTA, a criminal statute which prohibits the purchase and sale of human organs used in human transplantation, including bone and related tissue, for " valuable consideration. " NOTA permits reasonable payments associated with the removal, transportation, processing, preservation, quality control, implantation and storage of human bone tissue. We provide services in all of these areas in the ~~United States~~ **U. S.**, with the exception of removal and implantation, and receive payments for all such services. We make payments to tissue banks for their services related to recovering allograft bone tissue on our behalf. If NOTA is interpreted or enforced in a manner that prevents us from receiving payment for services we render or that prevents us from paying tissue banks or certain of our clients for the services they render for us, our business could be materially adversely affected. In addition, there is similar legislation in Europe and the UK which we must abide by, including Directive 2004 / 23 / EC in relation to human tissues and cells requiring that donation be unpaid (except for expenses and inconvenience) and voluntary. We depend on a limited number of sources of human tissue for use in some of our regenerative biologics products and a limited number of entities to process the human tissue for use in those regenerative biologics products, and any failure to obtain tissue from these sources or to have the tissue processed by these entities for us in a timely manner will interfere with our ability to effectively meet demand for our regenerative biologics products incorporating human tissue. Less than five third- party suppliers currently supply all of our needs for allograft implants and products, other than those implants and products that we process ourselves. The processing of human tissue into our regenerative biologics products is very labor- intensive and it is therefore difficult to maintain a steady supply stream. In addition, due to seasonal changes in mortality rates, some scarce tissues used in our regenerative biologics products are at times in particularly short supply. We cannot be certain that our current supply of human tissue and allograft implants, plus any additional source that we identify in the future, will be sufficient to meet our needs. Our dependence on a small number of third- party suppliers and the challenges we may face in obtaining adequate supplies of human tissue involve several risks, including limited control over pricing, availability, quality and delivery schedules. In addition, any interruption in the supply of any human tissue component could materially harm our and our third- party suppliers' ability to manufacture our regenerative biologics products until a new source of supply, if any, could be found. We may be unable to find a sufficient alternative supply channel in a reasonable time period or on commercially reasonable terms, if at all, which would have a material adverse effect on our business, results of operations and financial condition. Negative publicity concerning methods of tissue recovery and screening of donor tissue in our industry could reduce demand for our regenerative biologics products and impact the supply of available donor tissue. Media reports or other negative publicity concerning both alleged improper methods of tissue recovery from donors and disease transmission from donated tissue could limit widespread acceptance of some of our regenerative biologics products. Unfavorable reports of improper or illegal tissue recovery practices, both in the ~~United States~~ **U. S.** and internationally, as well as incidents of improperly processed tissue leading to the transmission of disease, may broadly affect the rate of future tissue donation and market acceptance of technologies incorporating human tissue. In addition, such negative publicity could cause the families of potential donors to become reluctant to agree to donate tissue to for- profit tissue processors. For example, the media has reported examples of alleged illegal harvesting of body parts from cadavers and resulting recalls conducted by certain companies selling human tissue- based products affected by the alleged illegal harvesting. These reports and others could have a negative effect on our tissue regeneration business. We are subject to environmental laws and regulations that can impose significant costs and expose us to potential financial liabilities. The manufacture of certain of our products, including our allograft implants and products, and the handling of materials used in the product testing process, including in our cadaveric laboratory, involve the controlled use of biological, hazardous and / or radioactive materials and wastes. Our business and facilities and those of our suppliers are subject to foreign, federal, state and local laws and regulations relating to the protection of human health and the environment, including those governing the use, manufacture, storage, handling and disposal of, and exposure to, such materials and wastes. In addition, under some environmental laws and regulations, we could be held responsible for costs relating to any contamination at our past or present facilities and at third- party waste disposal sites even if such contamination was not caused by us. A failure to comply with current or future environmental laws and regulations could

result in severe fines or penalties. Any such expenses or liability could have a significant negative impact on our business, results of operations and financial condition. We or our suppliers may be the subject of claims for non- compliance with FDA regulations in connection with the processing, manufacturing or distribution of our proposed allograft or other regenerative biologics implants and products. Allegations may be made against us or against donor recovery groups or tissue banks, including those with which we have a contractual supplier relationship, claiming that the acquisition or processing of tissue for allograft implants and products or other regenerative biologics products does not comply with applicable FDA regulations or other relevant statutes and regulations. Allegations like these could cause regulators or other authorities to take investigative or other action against us or our suppliers, or could cause negative publicity for us or our industry generally. These actions or any negative publicity could cause us to incur substantial costs, divert the attention of our management from our business and harm our reputation. We and our distributor sales representatives might be subject to claims for failing to comply with U. S. federal, state, local and foreign fraud and abuse laws, including anti- kickback laws and other anti- referral laws. There are numerous U. S. federal and state laws pertaining to healthcare fraud and abuse, including anti- kickback laws **. False claims laws** and physician self- referral laws. Our relationships with surgeons, hospitals and our independent distributors are subject to scrutiny under these laws. Violations of these laws are punishable by criminal and civil sanctions, including, in some instances, imprisonment and exclusion from participation in federal and state healthcare programs, including the Medicare, Medicaid and Veterans Administration health programs. Because of the broad and far- reaching nature of these laws, we may be required to alter or discontinue one or more of our business practices. Healthcare fraud and abuse regulations are complex, and even minor irregularities can potentially give rise to claims that a statute or prohibition has been violated. Examples of laws that may affect our ability to operate include: ? the Federal Anti- Kickback Statute, which prohibits, among other things, persons from knowingly and willfully soliciting, receiving, offering or paying remuneration, directly or indirectly, in exchange for ~~or~~ **,** to induce **or to reward** either the referral of an individual for, or the purchase, order or recommendation of, any good or service for which payment may be made under federal healthcare programs such as the Medicare and Medicaid programs; ? federal false claims laws which prohibit, among other things, individuals or entities from knowingly presenting, or causing to be presented, claims for payment to Medicare, Medicaid, or other government payors that are false or fraudulent; ? **HIPAA** ~~the federal Health Insurance Portability and Accountability Act of 1996~~ , which created federal criminal laws that prohibit executing a scheme to defraud any healthcare benefit program or making false statements relating to healthcare matters; ? the Federal Trade Commission Act and similar laws regulating advertisement and consumer protections; ? the FCPA, which prohibits corrupt payments, gifts or transfers of value to foreign officials; ? the Physician Payment Sunshine Act, which requires medical device companies to report ownership and investment interests by physicians and members of their immediate family as well as certain payments and other transfers of value, including gifts and other benefits, provided to physicians and certain other healthcare professionals licensed in the U. S. and to teaching hospitals; and ? foreign and U. S. state law and code equivalents of each of the above federal laws, such as anti- kickback and false claims laws and disclosure of transfers of value and gift bans with respect to healthcare professionals, some of which may apply to items or services reimbursed by any third- party payor, including commercial insurers. Possible sanctions for violation of these laws include monetary penalties and other civil and criminal sanctions, exclusion from Medicare and Medicaid programs and forfeiture of amounts collected in violation of such prohibitions. Any violations of these laws, or any action against us for violation of these laws, even if we successfully defend against it, could result in a material adverse effect on our reputation, business, results of operations and financial condition. We have entered into consulting, royalty and other agreements with surgeons, including some who make referrals to us. In addition, some of our referring surgeons own our stock, which they either purchased in an arm' s length transaction on terms identical to those offered to non- referral sources or received from us as fair market value consideration for consulting services performed. While these transactions were structured with the intention of complying with all applicable laws, including the federal ban on physician self- referrals, commonly known as the " Stark Law, " state anti- referral laws and other applicable anti- kickback laws, it is possible that regulatory agencies may view these transactions as prohibited arrangements that must be restructured, or discontinued, or for which we could be subject to other significant penalties. Regulators also could prohibit us from accepting payment for products ordered or recommended by these surgeons. We would be materially and adversely affected if regulatory agencies interpret our financial relationships with surgeons who order our products to be in violation of applicable laws and we were unable to comply with applicable laws. This could subject us to monetary penalties for non- compliance, the cost of which could be substantial. To enforce compliance with the federal laws, the DOJ has increased its scrutiny of interactions between healthcare companies and healthcare providers, which has led to a number of investigations, prosecutions, convictions and settlements in the healthcare industry. Dealing with investigations can be time- and resource- consuming and can divert management' s attention from the business. Additionally, if an investigation were initiated involving us and we decided to settle that investigation with the DOJ or other law enforcement agencies, we may be forced to agree to additional onerous and expensive compliance and reporting requirements for a period of years as part of a consent decree **, requirement for a corporate monitor** or corporate integrity agreement. Any such investigation or settlement could increase our costs or otherwise have an adverse effect on our business, financial condition and results of operations. In addition, there has been a recent trend of increased federal and state regulation on payments and other transfers of value made to healthcare professionals related to marketing and other activities. Some states mandate implementation of healthcare compliance programs, impose gift bans, and / or require the tracking and reporting of gifts, compensation and other remuneration to physicians and certain other ~~US~~ **U. S.** licensed healthcare professionals and ~~US~~ **U. S.** teaching hospitals. The shifting commercial compliance environment and the need to build and maintain robust and expandable systems to comply with different compliance and / or reporting requirements in multiple jurisdictions increase the possibility that a healthcare company may run afoul of one or more of the requirements. The scope and enforcement of these laws is uncertain and subject to rapid change in the current environment of healthcare reform, especially in light of the lack of applicable precedent and regulations. Federal or state regulatory and enforcement

authorities might challenge our current or future activities under these laws. Plaintiffs' attorneys acting on behalf of FCA Relators, who are incentivized to pursue claims against manufacturers by the potential to share in any monetary damages and penalties recovered by the government, also might initiate lawsuits that challenge our current or future activities under these laws. Any such challenges by regulatory authorities directly or by Relators suing on behalf of the government could have a material adverse effect on our reputation, business, results of operations and financial condition. In addition to the sanctions described above, any state or federal regulatory review or FCA lawsuit, regardless of the outcome, would be costly and time-consuming and could have a material adverse effect on our business, financial condition and results of operations. Risks Related to our International Operations We may fail to obtain or maintain foreign regulatory approvals to market our products in other countries. We currently market our products internationally and intend to expand our international marketing. International jurisdictions require separate regulatory approvals and compliance with numerous and varying regulatory requirements. For example, we intend to continue to seek regulatory clearance to market our primary products in the EEA, Japan, Brazil, Canada and other key markets. The approval procedures vary among countries and may involve requirements for additional testing, and the time required to obtain approval may differ from country to country and from that required to obtain FDA clearance or approval. Clearance or approval by the FDA does not ensure approval or certification by regulatory authorities in other countries or jurisdictions, and approval or certification by one foreign regulatory authority does not ensure approval or certification by regulatory authorities in other foreign countries or by the FDA. The foreign regulatory approval or certification process may include all of the risks associated with obtaining FDA clearance or approval. We may not obtain foreign regulatory approvals on a timely basis, if at all. We may not be able to file for regulatory approvals or certifications and may not receive necessary approvals to commercialize our products in any market. If we fail to receive necessary approvals or certifications to commercialize our products in foreign jurisdictions on a timely basis, or at all, our business, results of operations and financial condition could be adversely affected. Additionally, in the EEA, we must inform the Notified Body that carried out the conformity assessment of the medical devices we market or sell in the EEA of any planned substantial changes to our quality system or changes to our devices which could affect compliance with the essential requirements or the devices' intended use. The Notified Body will then assess the changes and verify whether they affect the products' conformity. If the assessment is not favorable, it could prevent us from selling that product in the EEA, which could adversely impact our business and results of operations. In addition, on January 1, 2021 the UK left the **EU** ~~European Union~~. EU CE markings for medical devices will continue to be recognized in Great Britain until June 30, ~~2024~~ **2028**, and certificates issued for medical devices by EU-recognized Notified Bodies will continue to be valid for the Great Britain market until June 30, ~~2024~~ **2028** and the EU no longer recognizes UK Notified Bodies. The UK has given no commitment to follow the new EU medical devices legislation (Regulation EU 2017 / 745) and has recently consulted on the form and content of new UK legislation which may result in divergence from the EU regime. We are subject to risks associated with our non- U. S. operations. The FCPA and similar worldwide anti- bribery laws in non- U. S. jurisdictions generally prohibit companies and their intermediaries from making improper payments for the purpose of obtaining or retaining business. The FCPA also imposes accounting standards and requirements on publicly traded U. S. corporations and their foreign affiliates, which are intended to prevent the diversion of corporate funds to the payment of bribes and other improper payments, and to prevent the establishment of " off books " slush funds from which such improper payments can be made. Because of the predominance of government- sponsored healthcare systems around the world, many of our customer relationships outside of the ~~United States~~ **U. S.** are with governmental entities and are therefore subject to such anti- bribery laws. Our internal control policies and procedures may not always protect us from reckless or criminal acts committed by our employees or agents. Violations of these laws, or allegations of such violations, could disrupt our operations, involve significant management distraction and result in a material adverse effect on our business, results of operations and financial condition. We also could suffer severe penalties, including criminal and civil penalties, disgorgement and other remedial measures, including further changes or enhancements to our procedures, policies and controls, as well as potential personnel changes and disciplinary actions. Furthermore, we are subject to the export controls and economic embargo rules and regulations of the ~~United States~~ **U. S.**, including, but not limited to, the Export Administration Regulations and trade sanctions against embargoed countries, which are administered by the Office of Foreign Assets Control within the Department of the Treasury, as well as the laws and regulations administered by the Department of Commerce. These regulations limit our ability to market, sell, distribute or otherwise transfer our products or technology to prohibited countries or persons. A determination that we have failed to comply, whether knowingly or inadvertently, may result in substantial penalties, including fines and enforcement actions and civil and / or criminal sanctions, the disgorgement of profits and the imposition of a court-appointed monitor, as well as the denial of export privileges, and may have an adverse effect on our reputation. These and other factors may have a material adverse effect on our international operations or on our business, results of operations and financial condition generally. Our results of operations could suffer if we are unable to manage our planned international expansion effectively. Expansion into international markets is an element of our business strategy and involves risk. The sale and shipment of our products across international borders, as well as the purchase of components and products from international sources, subject us to extensive U. S. and foreign governmental trade, import and export and customs regulations and laws. Compliance with these regulations and laws is costly and exposes us to penalties for non- compliance. Other laws and regulations that can significantly affect us include various anti- bribery laws, including the FCPA and anti- boycott laws. Any failure to comply with applicable legal and regulatory obligations in the ~~United States~~ **U. S.** or abroad could adversely affect us in a variety of ways that include, but are not limited to, significant criminal, civil and administrative penalties, including imprisonment of individuals, fines and penalties, denial of export privileges, seizure of shipments and restrictions on certain business activities. Also, the failure to comply with applicable legal and regulatory obligations could result in the disruption of our distribution and sales activities. Our international operations expose us and our independent distributors to risks inherent in operating in foreign jurisdictions, including: ? exposure to different legal and regulatory standards; ? lack of stringent protection of intellectual

property; ? obstacles to obtaining domestic and foreign export, import and other governmental approvals, permits and licenses and compliance with foreign laws; ? potentially adverse tax consequences and the complexities of foreign value- added tax systems; ? adverse changes in tariffs and trade restrictions; ? foreign exchange rate risk; ? limitations on the repatriation of earnings; ? difficulties in staffing and managing foreign operations; ? transportation delays and difficulties of managing international distribution channels; ? longer collection periods and difficulties in collecting receivables from foreign entities; ? increased financing costs; and ? political, social and economic instability and increased security concerns. These risks may limit or disrupt our expansion, restrict the movement of funds or result in the deprivation of contractual rights or the taking of property by nationalization or expropriation without fair compensation. Our goal of succeeding as an international company depends, in part, on our ability to develop and implement policies and strategies that are effective in anticipating and managing these and other risks in the countries in which we do business. Failure to manage these and other risks may have a material adverse effect on our operations in any particular country and on our business as a whole. We are subject to risks arising from currency exchange rate fluctuations on our international transactions and translation of local currency results into ~~United States~~ **U. S.** dollars, which could adversely affect our profitability. International operations account for approximately ~~14~~ **18** . ~~8~~ **4** % of our total net sales, and we intend to continue to expand our international presence. A significant portion of our foreign revenues and expenses are generated in Japan, the Euro zone, **UK** ~~United Kingdom~~ and Australia. As our reporting currency is the U. S. dollar, significant changes in currency exchange rates can result in increased exposure to foreign exchange effects on our consolidated results of operations. We cannot predict changes in currency exchange rates, the impact of exchange rate changes, nor the degree to which we will be able to manage the impact of currency exchange rate changes. Risks Related to our Financial Results and Need for Financing We will need to generate significant sales to remain profitable. We intend to increase our operating expenses substantially as we add sales representatives and distributors to increase our geographic sales coverage, submit additional investigational device exemption applications to the FDA, increase our marketing capabilities, conduct clinical trials and increase our general and administrative functions to support our growing operations. We will need to generate significant sales to maintain profitability and we might not be able to do so. Even if we do generate significant sales, we might not be able to sustain or increase profitability on a quarterly or annual basis in the future. If our sales grow more slowly than we anticipate or if our operating expenses exceed our expectations, our business, financial condition and results of operations will likely be adversely affected. We may be unable to grow our revenue or earnings as anticipated, which may have a material adverse effect on our results of operations. We have experienced rapid growth since our inception and ~~have~~ increased our net sales to $ 1, ~~022~~ **568** . ~~8~~ **5** million in ~~2022~~ **2023** . Our ability to achieve future growth will depend upon, among other things, the success of our growth strategies, which we cannot assure will be successful. In addition, we may have more difficulty maintaining our historical or prior rate of growth of revenues, profitability or cash flows. Our future success will depend upon numerous factors, including the strength of our brand, the market success of our current and future products, competitive conditions, our ability to attract and retain our employees and our ability to manage our business and implement our growth strategy. If we are unable to achieve future growth, our business, financial condition and results of operations could be adversely affected. In addition, we anticipate significantly expanding our infrastructure and adding personnel in connection with our anticipated growth, which we expect will cause our selling, general and administrative expenses to increase, which could adversely impact our results of operations. Our quarterly and annual operating results may fluctuate significantly. Our operating results are difficult to predict and may be subject to periodic fluctuations. Our sales and results of operations will be affected by numerous factors, including: ? our ability to drive increased sales of our products; ? our ability to establish and maintain an effective and dedicated sales force; ? pricing pressure applicable to our products, including adverse third- party coverage and reimbursement outcomes; ? results of clinical research and trials on our existing products and products in development; ? the mix of our products sold because profit margins differ amongst our products; ? timing of new product offerings, acquisitions, licenses or other significant events by us or our competitors; ? the ability of our suppliers to timely provide us with an adequate supply of materials and components; ? the evolving product offerings of our competitors; ? regulatory approvals and legislative changes affecting the products we may offer or those of our competitors; ? interruption in the manufacturing or distribution of our products; ? the effect of competing technological, industry and market developments; ? changes in our ability to obtain regulatory clearance or approval for our products; and ? our ability to expand the geographic reach of our sales and marketing efforts. Many of the products we may seek to develop and introduce in the future will require FDA approval or clearance before commercialization in the ~~United States~~ **U. S.** , and commercialization of such products outside of the ~~United States~~ **U. S.** would likely require additional regulatory approvals and import licenses. As a result, it will be difficult for us to forecast demand for these products with any degree of certainty. In addition, we will be increasing our operating expenses as we expand our commercial capabilities. Accordingly, we may experience significant, unanticipated quarterly or annual losses. If our quarterly or annual operating results fall below the expectations of investors or securities analysts, the price of our Class A common stock could decline substantially. Furthermore, any quarterly or annual fluctuations in our operating results may, in turn, cause the price of our Class A common stock to fluctuate substantially. We believe that quarterly comparisons of our financial results are not necessarily meaningful and should not be relied upon as an indication of our future performance. Negative trends in the general economy, including interest rate fluctuations, increases in inflation, and financial market volatility may adversely affect our business and financial performance. If inflation in the cost of raw materials increases beyond our ability to manage it, we may not be able to adjust prices sufficiently to offset the effect of the various cost increases without negatively impacting our consumer demand. ~~Furthermore, the continuing impacts~~ **We have a significant amount** of ~~the COVID- 19 pandemic~~ **outstanding indebtedness, and our financial condition and results of operations** could **be** ~~lead to greater increases in inflation, which could~~ adversely ~~affect~~ **affected if we do not effectively manage** our **liabilities. As of December 31, 2023, we had outstanding $ 450. 0 million aggregate principal amount of our 0. 375 % Convertible Senior Notes due March 15, 2025, (the " 2025 Notes "). This significant amount of debt has important risks to us and our**

investors, including: ? requiring a portion of our cash flow from operations **to make interest payments on this debt; ? increasing our vulnerability to general adverse economic** and ~~financial performance~~ **industry conditions; ? reducing the cash flow available to fund capital expenditures and other corporate purposes and to grow our business; ? limiting our flexibility in planning for, or reacting to, changes in our business and the industry; and ? limiting our ability to borrow additional funds as needed or take advantage of business opportunities as they arise** . The availability of funding under existing credit arrangements ~~might~~ **may** be limited, and our cash and cash equivalents are subject to volatility. Any lender that is obligated to provide funding to us under any now existing or future credit agreement with us may not be able to provide funding in a timely manner, or at all, when we require it. The cost of, or lack of, available credit or equity financing could impact our ability to develop sufficient liquidity to maintain or grow our company, which in turn may adversely affect our business, results of operations or financial condition. We also manage cash and cash equivalents and short- term investments through various institutions. There may be a risk of loss on investments based on the volatility of the underlying instruments that will prevent us from recovering the full principal of our investments. Negative changes in domestic and global economic conditions or disruptions of either or both of the financial and credit markets may also affect third- party payors and may have a material adverse effect on our stock price, business, results of operations, financial condition and liquidity. Our future capital needs are uncertain and we may need to raise funds in the future, and such funds may not be available on acceptable terms or at all. Continued expansion of our business will be expensive and we may seek funds from public and private stock offerings, borrowings under our existing or future credit facilities or other sources. Our capital requirements will depend on many factors, including: ? the revenues generated by sales of our products; ? the costs associated with expanding our sales and marketing efforts; ? the expenses we incur in manufacturing and selling our products; ? the costs of developing and commercializing new products or technologies; ? the cost of obtaining and maintaining regulatory approval or clearance of our products and products in development; ? the number and timing of acquisitions and other strategic transactions; ? the costs associated with our planned international expansion; ? the costs associated with increased capital expenditures, including fixed asset purchases of instrument sets which we loan to hospitals to support surgeries; and ? unanticipated general and administrative expenses. As a result of these factors, we may seek to raise capital, and such capital may not be available on favorable terms, or at all. Furthermore, if we issue equity or debt securities to raise capital, our existing stockholders may experience dilution, and the new equity or debt securities may have rights, preferences and privileges senior to those of our existing stockholders. In addition, if we raise capital through collaboration, licensing or other similar arrangements, it may be necessary to relinquish valuable rights to our products, potential products or proprietary technologies, or grant licenses on terms that are not favorable to us. If we cannot raise capital on acceptable terms, we may not be able to develop or enhance our products, execute our business plan, take advantage of future opportunities, or respond to competitive pressures, changes in our supplier relationships, or unanticipated customer requirements. Any of these events could adversely affect our ability to achieve our development and commercialization goals, which could have a material adverse effect on our business, results of operations and financial condition. Our existing revolving credit facility contains restrictive covenants that may limit our operating flexibility. Our existing revolving credit facility contains certain restrictive covenants that could limit our ability to transfer or dispose of assets, merge with other companies or consummate certain changes of control, acquire other companies, pay dividends, incur additional indebtedness and liens, experience changes in management and enter into new businesses. We therefore may not be able to engage in any of the foregoing transactions unless we obtain the consent of the lender or terminate the revolving credit facility. There is no guarantee that we will be able to generate sufficient cash flow or sales to meet the financial covenants or pay the principal and interest on any such debt. Furthermore, there is no guarantee that future working capital, borrowings or equity financing will be available to repay or refinance any such debt. Risks Related to our Intellectual Property and Potential Litigation Our ability to protect our intellectual property and proprietary technology is uncertain. We rely primarily on patent, copyright, trademark and trade secret laws, as well as confidentiality and non- disclosure agreements and other methods, to protect our proprietary technologies and know- how. We have applied for patent protection relating to certain existing and proposed products and processes. While we generally apply for patents in those countries where we intend to make, have made, use or sell patented products, we may not accurately predict all of the countries where patent protection will ultimately be desirable. If we fail to timely file a patent application in any such country, we may be precluded from doing so at a later date. Furthermore, we cannot assure you that any of our patent applications will be approved. The rights granted to us under our patents, including prospective rights sought in our pending patent applications, may not be meaningful or provide us with any commercial advantage and they could be opposed, contested or circumvented by our competitors or be declared invalid or unenforceable in judicial or administrative proceedings. The failure of our patents to adequately protect our technology might make it easier for our competitors to offer the same or similar products or technologies. Competitors may be able to design around our patents or develop products that provide outcomes which are comparable to ours without infringing on our intellectual property rights. We have entered into confidentiality agreements and intellectual property assignment agreements with our officers, employees, consultants and advisors regarding our intellectual property and proprietary technology. In the event of unauthorized use or disclosure or other breaches of such agreements, we may not be provided with meaningful protection for our trade secrets or other proprietary information. Due to differences between foreign and U. S. patent laws, our patented intellectual property rights may not receive the same degree of protection in foreign countries as they would in the ~~United States~~ **U. S** . Even if patents are granted outside the ~~United States~~ **U. S.** , effective enforcement in those countries may not be available. Since most of our issued patents and pending patent applications are for the ~~United States~~ **U. S.** only, we lack a corresponding scope of patent protection in other countries. In countries where we do not have significant patent protection, we may not be able to stop a competitor from marketing products in such countries that are the same as or similar to our products. We rely on our trademarks, trade names and brand names to distinguish our products from the products of our competitors, and have registered or applied to register many of these trademarks. We cannot assure you that our trademark applications will be

approved. Third parties may also oppose our trademark applications, or otherwise challenge our use of the trademarks. In the event that our trademarks are successfully challenged, we could be forced to rebrand our products, which could result in loss of brand recognition, and could require us to devote resources to advertising and marketing new brands. Further, we cannot assure you that competitors will not infringe upon our trademarks, or that we will have adequate resources to enforce our trademarks. If a competitor infringes upon one of our patents, trademarks or other intellectual property rights, enforcing those patents, trademarks and other rights may be difficult and time consuming. Even if successful, litigation to defend our patents and trademarks against challenges or to enforce our intellectual property rights could be expensive and time consuming and could divert management' s attention from managing our business. Moreover, we may not have sufficient resources or desire to defend our patents or trademarks against challenges or to enforce our intellectual property rights. The medical device industry is characterized by patent litigation and we could become subject to litigation that could be costly, result in the diversion of management' s time and efforts, require us to pay damages, and / or prevent us from marketing our existing or future products. Our commercial success will depend in part on not infringing the patents or violating the other proprietary rights of third parties. Significant litigation regarding patent rights exists in our industry. Our competitors in both the ~~United States~~ **U. S.** and abroad, many of which have substantially greater resources and have made substantial investments in competing technologies, may have applied for or obtained or may in the future apply for and obtain, patents that will prevent, limit or otherwise interfere with our ability to make and sell our products. We have not conducted an independent review of patents issued to third parties. The large number of patents, the rapid rate of new patent issuances, the complexities of the technology involved and uncertainty of litigation increase the risk of business assets and management' s attention being diverted to patent litigation. We have received in the past, and expect to receive in the future, communications from various industry participants alleging our infringement of their patents, trade secrets or other intellectual property rights and / or offering licenses to such intellectual property. We are currently subject to lawsuits, and have received other written allegations, claiming that we have infringed certain patents of others in the spine industry. A summary of these cases is provided under " Item 3. Legal Proceedings " below. Any lawsuits resulting from such allegations could subject us to significant liability for damages, and invalidate our proprietary rights. Any potential intellectual property litigation also could force us to do one or more of the following: ? stop selling products or using technology that contains the allegedly infringing intellectual property; ? lose the opportunity to license our technology to others or to collect royalty payments based upon successful protection and assertion of our intellectual property rights against others; ? incur significant legal expenses; ? pay substantial damages to the party whose intellectual property rights we may be found to be infringing; ? redesign those products that contain the allegedly infringing intellectual property, which could be costly and disruptive; or ? attempt to obtain a license to the relevant intellectual property from third parties, which may not be available on reasonable terms or at all. Any litigation or claim against us, even those without merit, may cause us to incur substantial costs, and could place a significant strain on our financial resources, divert the attention of management from our core business, and harm our reputation. Further, as the number of participants in the musculoskeletal industry grows, the possibility of intellectual property infringement claims against us increases. If we are found to infringe the intellectual property rights of third parties, we could be required to pay substantial damages (including treble, or triple, damages if an infringement is found to be willful) and / or royalties and could be prevented from selling our products unless we obtain a license or are able to redesign our products to avoid infringement. Any such license may not be available on reasonable terms, if at all, and there can be no assurance that we would be able to redesign our products in a way that would not infringe the intellectual property rights of others. If we fail to obtain any required licenses or make any necessary changes to our products or technologies, we may have to withdraw existing products from the market or may be unable to commercialize one or more of our products, all of which could have a material adverse effect on our business, results of operations and financial condition. Further, in the course of our regular review of pending legal matters, we determine whether it is probable that a potential loss relating to a legal proceeding may have a material impact on our business, financial performance or cash position. However, estimates of probable losses are inherently uncertain, and even if we determine that a loss is probable, in accordance with authoritative accounting guidance, if we are unable to estimate the possible loss or range of loss, we do not record an accrual related to such litigation. As a result of this accounting policy, we may experience variability in our results of operations if damages for which we are found liable exceed the amounts we have accrued. In addition, we generally indemnify our customers and distributors with respect to infringement by our products of the proprietary rights of third parties. Third parties may assert infringement claims against our customers or distributors. These claims may require us to initiate or defend protracted and costly litigation on behalf of our customers or distributors, regardless of the merits of these claims. If any of these claims succeed, we may be forced to pay damages on behalf of our customers or distributors or may be required to obtain licenses for the products they use. If we cannot obtain all necessary licenses on commercially reasonable terms, our customers may be forced to stop using our products. We may be subject to damages resulting from claims that we, our employees or our independent distributors have wrongfully used or disclosed alleged trade secrets, proprietary or confidential information of our competitors or are in breach of non- competition or non- solicitation agreements with our competitors. Many of our employees were previously employed at other medical device companies, including our competitors or potential competitors, in some cases until recently. Many of our independent distributors sell, or in the past have sold, products of our competitors. We may be subject to claims that we, our employees, or our independent distributors have inadvertently or otherwise used or disclosed trade secrets or other proprietary information of these former employers or competitors. In addition, we have been and may in the future be subject to claims that we caused an employee to breach the terms of his or her non- competition or non- solicitation agreement. Litigation may be necessary to defend against these claims. Even if we are successful in defending against these claims, litigation could result in substantial costs and could be a distraction to management. If our defense to those claims fails, in addition to paying monetary damages, we may lose valuable personnel. There can be no assurance that this type of litigation will not continue, and any future litigation or the threat thereof may adversely affect our ability to hire additional direct sales representatives. A loss of key personnel or their

work product could hamper or prevent our ability to commercialize product candidates, which could have an adverse effect on our business, results of operations and financial condition. We may incur product liability losses and insurance coverage may be inadequate or unavailable to cover these losses. Our business exposes us to potential product liability claims that are inherent in the testing, design, manufacture and sale of medical devices for surgical procedures. The development of allograft implants and technologies for human tissue repair and treatment may entail particular risk of transmitting diseases to human recipients, which could result in the assertion of substantial product liability claims against us. Surgery involves significant risk of serious complications, including bleeding, nerve injury, paralysis and even death. In addition, if longer- term patient results and experience indicates that our products or any component of a product cause tissue damage, motor impairment or other adverse effects, we could be subject to significant liability. Furthermore, if surgeons are not sufficiently trained in the use of our products, they may misuse or ineffectively use our products, which may result in unsatisfactory patient outcomes or patient injury. We could become the subject of product liability lawsuits alleging that component failures, manufacturing flaws, design defects or inadequate disclosure of product- related risks or product- related information resulted in an unsafe condition or injury to patients. The medical devices industry has been particularly prone to potential product liability claims that are inherent in the testing, manufacture and sale of medical devices and products for surgery procedures. A product liability or other damages claim, product recall or product misuse, regardless of the outcome, could require us to spend significant time and money in litigation or to pay significant damages or costs, and could seriously harm our business. If our product liability insurance is inadequate to pay a damages award, we may have to pay the excess out of our cash reserves, which may harm our financial condition. Any product liability claim brought against us, with or without merit, could result in the increase of the costs we incur to obtain product liability insurance or our inability to secure product liability coverage in the future. If any of our products are found to cause tissue damage, motor impairment or other adverse effects, we could be subject to significant liability. Even a meritless or unsuccessful product liability claim could harm our reputation in the industry, impair our ability to sell one or more of our products in the future, result in significant legal fees and cause significant diversion of management' s attention from managing our business. A product liability or other claim, product recall, or product misuse involving any of our products, whether or not meritorious, could also materially and adversely harm our reputation and our ability to attract and retain customers. In addition, any product liability claim brought against us, with or without merit, could result in an increase of our product liability insurance rates. Insurance coverage varies in cost and can be difficult to obtain, and we cannot guarantee that we will be able to obtain insurance coverage in the future on terms acceptable to us or at all. Risks Related to the Ownership of our Class A Common Stock Because of their significant stock ownership, our Executive Chairman, our chief executive officer, our other executive officers, and our directors and principal stockholders will be able to exert control over us and our significant corporate decisions. Because of their significant stock ownership, our Executive Chairman, our chief executive officer, our other executive officers, and our directors will be able to exert substantial control over us and our significant corporate decisions. Based on an aggregate of ~~100~~ **136** , ~~192~~ **335** , ~~379~~ **662** shares of our Class A and Class B common stock outstanding as of December 31, ~~2022~~ **2023** , our executive officers and directors and their affiliates beneficially owned, in the aggregate, approximately ~~74~~ **66** . ~~5~~ **1** % of the voting power of our outstanding capital stock. In particular, as of December 31, ~~2022~~ **2023** , David C. Paul, our Executive Chairman **,** and his family members, controlled approximately ~~22~~ **16** . ~~4~~ **3** % of our Class A and Class B common stock, representing approximately ~~74~~ **65** . ~~3~~ **8** % of the voting power of our outstanding capital stock as of that date. As a result, David C. Paul has, and these persons acting together have, the ability to significantly influence or determine the outcome of all matters submitted to our stockholders for approval, including the election and removal of directors and any merger, consolidation, or sale of all or substantially all of our assets. Furthermore, as of December 31, ~~2022~~ **2023** , we had 192, 602, 552 shares of Class B common stock available for issuance. This amount exceeds 5 % of our outstanding common stock, meaning our Board of Directors (" Board ") could issue Class B common stock without necessarily triggering the automatic conversion of that Class B common stock to Class A common stock that, pursuant to our charter, will occur when any holder' s shares of Class B common stock represents less than 5 % of the aggregate number of all outstanding shares of our common stock, thereby further concentrating the voting power of our capital stock in a limited number of stockholders. The interests of our executive officers, directors and principal stockholders might not coincide with the interests of the other holders of our capital stock. This concentration of ownership may harm the value of our Class A common stock by, among other things: ? delaying, deferring or preventing a change in control of our company; ? impeding a merger, consolidation, takeover or other business combination involving our company; or ? causing us to enter into transactions or agreements that are not in the best interests of all stockholders. We are a " controlled company " within the meaning of the New York Stock Exchange Rules, and we take, and intend to continue to take, advantage of exemptions from certain corporate governance requirements. David C. Paul, alone, and our management, directors and significant stockholders, collectively, beneficially own a majority of the voting power of our outstanding common stock. Under the New York Stock Exchange Rules, a company of which more than 50 % of the voting power is held by an individual, group or another company is a " controlled company " and may elect not to comply with certain corporate governance requirements, including the requirement that a majority of our directors be independent, as defined in the New York Stock Exchange Rules, and the requirement that our compensation and nominating and corporate governance committees consist entirely of independent directors. We rely, and intend to continue to rely, on the " controlled company " exemption under the New York Stock Exchange Rules. As a result, a majority of the members of our Board may not be independent directors and our nominating and corporate governance and compensation committees will not consist entirely of independent directors. Accordingly, while we remain a controlled company and during any transition period following a time when we are no longer a controlled company, you will not have the same protections afforded to stockholders of companies that are subject to all of the New York Stock Exchange' s corporate governance requirements. Our Board is authorized to issue and designate shares of our preferred stock in additional series without stockholder approval. Our amended and restated certificate of incorporation authorizes our Board, without the approval of our stockholders, to issue 35 million shares of our preferred stock,

subject to limitations prescribed by applicable law, rules and regulations and the provisions of our amended and restated certificate of incorporation, as shares of preferred stock in series, and to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof. The powers, preferences and rights of these additional series of preferred stock may be senior to or on parity with our Class A common stock, which may reduce its value. Anti- takeover provisions in our organizational documents and Delaware law may discourage or prevent a change of control, even if an acquisition would be beneficial to our stockholders, which could depress the price of our Class A common stock and prevent attempts by our stockholders to replace or remove our current management. Our amended and restated certificate of incorporation and amended and restated bylaws contain other provisions that could delay or prevent a change of control of our company or changes in our Board that our stockholders might consider favorable. In addition, we are subject to the provisions of Section 203 of the Delaware General Corporation Law regulating corporate takeovers, which may restrict or prohibit certain business combination transactions with stockholders owning 15 % or more of our outstanding voting stock, including discouraging takeover attempts that might result in a premium over the market price for shares of our Class A common stock. Section 203 and other provisions in our amended and restated certificate of incorporation, amended and restated bylaws and Delaware law could make it more difficult for stockholders or potential acquirers to obtain control of our Board or initiate actions that are opposed by our then-current Board, including delay or impede a merger, tender offer, or proxy contest involving our company. The existence of these provisions could negatively affect the price of our Class A common stock and limit opportunities for you to realize value in a corporate transaction. General Risk Factors If we do not successfully implement our business strategy, our business and results of operations will be adversely affected. Our business strategy was formed based on assumptions that might prove wrong. We believe that various demographics and industry- specific trends will help drive growth in our markets and our business, but these demographics and trends are uncertain. Actual demand for our products could differ materially from projected demand if our assumptions regarding these factors prove to be incorrect or do not materialize, or if alternative treatments to those offered by our products gain widespread acceptance. We may not be able to successfully implement our business strategy. To implement our business strategy, we need to, among other things, strengthen our brand, develop and introduce new musculoskeletal surgery products, find new applications for and improve our existing products, obtain regulatory clearance or approval for new products and applications and educate surgeons about the clinical and cost benefits of our products, all of which we believe could increase acceptance of our products by surgeons. Our strategy of focusing exclusively on the medical devices market may limit our ability to grow. In addition, we are seeking to increase our sales and, in order to do so, will need to commercialize additional products and expand our direct and distributor sales forces in existing and new territories, all of which could result in our becoming subject to additional or different domestic and foreign regulatory requirements, with which we may not be able to comply. Moreover, even if we successfully implement our business strategy, our operating results may not improve or may decline. We may decide to alter or discontinue aspects of our business strategy and may adopt different strategies due to business or competitive factors not currently foreseen, such as new medical technologies that would make our products obsolete. Any failure to implement our business strategy may adversely affect our business, results of operations and financial condition. If we fail to properly manage our anticipated growth, our business could suffer. Our rapid growth has placed, and will continue to place, a significant strain on our management and on our operational and financial resources and systems. Failure to manage our growth effectively could cause us to over- invest or under- invest in infrastructure, and result in losses or weaknesses in our infrastructure, which could materially adversely affect us. Additionally, our anticipated growth will increase the demands placed on our suppliers, resulting in an increased need for us to carefully monitor for quality assurance. Any failure by us to manage our growth effectively could have an adverse effect on our ability to achieve our development and commercialization goals. Fluctuations in insurance cost and availability could adversely affect our profitability or our risk management profile. We hold a number of insurance policies, including product liability insurance, directors' and officers' liability insurance, property insurance, health insurance and workers' compensation insurance. If the costs of maintaining adequate insurance coverage increase significantly in the future, our operating results could be materially adversely affected. Likewise, if any of our current insurance coverage should become unavailable to us or become economically impractical, we would be required to operate our business without indemnity from commercial insurance providers. If we operate our business without insurance, we could be responsible for paying claims or judgments against us that would have otherwise been covered by insurance, which could adversely affect our results of operations or financial condition. We are exposed to the credit risk of some of our customers, which could result in material losses. Our business is subject to the risk of nonpayment by our customers. We sell our Enabling Technologies products through various credit and installment payment arrangements. We may experience loss from a customer' s failure to make payments according to the contractual terms. Although we have systems in place to monitor and mitigate the associated risk, there can be no assurance that such systems will be effective in reducing the credit risk relating to the sale of our Enabling Technologies products. If the level of credit losses we experience in the future exceed our expectations, such losses could have a material adverse effect on our financial condition or results of operations. The widespread outbreak of a communicable disease, or any other public health crisis, could adversely affect our financial condition and results of operations. We could be negatively affected by the widespread outbreak of a communicable disease, or any other public health crisis that results in disruptions to hospitals and other healthcare facilities. A novel strain of coronavirus was first identified in Wuhan, China in December 2019, and the disease caused by it, COVID- 19, was subsequently declared a pandemic by the World Health Organization in March 2020. The ~~continuing~~ preventative and precautionary measures that hospitals and federal, state, local, and international governments **took** ~~have taken~~ to mitigate the spread of the disease ~~has~~ led to restrictions on, disruptions in, and other related impacts on elective procedure rates. ~~Further~~ **On May 5** , **2023 the World Health Organization declared the end of the COVID- 19 pandemic as a public health emergency. The** worldwide supply chain disruption relating to the COVID-19 pandemic ~~has~~ resulted in delays and component shortages that ~~have~~ **impacted** and may continue to impact our ability to

manufacture our products by extending our lead times. These disruptions ~~may~~ **, or disruptions from future pandemics** , among other things, **may continue to** impact our ability to satisfy customer demand, which could negatively impact our results of operations. ~~These challenges and~~ **Most jurisdictions have relaxed** restrictions ~~will likely continue for the duration of the pandemic, which is uncertain,~~ and **resumed** ~~could continue beyond the pandemic. Many jurisdictions are relaxing restrictions and resuming~~ business operations, but a resurgence in infections or mutations of the coronavirus that causes COVID- 19 could cause governments, hospitals, public institutions, or other authorities to reinstate such restrictions or impose additional restrictions. **If** ~~Given the dynamic nature of this situation, the Company cannot reasonably estimate the impacts of COVID- 19 on our financial condition, results of operations or cash flows in the future. However, if~~ a resurgence occurs **, or a new pandemic arises,** and governments mandate restrictions, including restrictions on elective surgeries, we expect that it could have a material adverse impact on our revenue growth, operating profit and cash flow, ~~lead~~ **leading** to revised payment terms with certain of our customers, and **could** change the effective tax rate driven by changes in the mix of earnings across the Company' s jurisdictions. ~~-~~**Risks Relating to the Integration of NuVasive Integrating the NuVasive business into Globus may be more difficult, costly or time- consuming than expected and the Company may fail to realize the anticipated benefits of the Merger, which may adversely affect the Company' s business results and negatively affect the value of the Company' s common stock. The success of the Merger will depend on, among other things, our ability to realize the anticipated synergies, efficiencies and other benefits from combining the businesses of Globus and NuVasive. This success will depend on, among other factors, our ability to successfully integrate the Company' s business with the business of NuVasive. If we are not able to successfully integrate NuVasive' s business into the Company within the anticipated timeframe, or at all, the anticipated synergies, efficiencies and other benefits of the Merger may not be realized fully, or at all, or may take longer to realize than expected. An inability to realize the full extent of the anticipated benefits of the Merger, as well as any delays encountered in the integration process, could have an adverse effect upon the revenues, level of expenses and operating results of the Company, which may adversely affect the value of the common stock of the Company. There can be no assurances that the NuVasive business can be integrated successfully. It is possible that the integration process could result in the loss of key employees, the loss of customers, the disruption of the Company' s business, inconsistencies in standards, controls, procedures and policies, unexpected integration issues, higher than expected integration costs and an overall post- Merger integration process that takes longer than originally anticipated. The challenges involved in this integration, which will be complex and time- consuming, include the following: ? combining the businesses of Globus and NuVasive, including respective operations and corporate functions, and meeting the capital requirements of the Company in a manner that permits the Company to achieve any revenue synergies or efficiencies anticipated to result from the Merger, the failure of which would result in the anticipated benefits of the Merger not being realized in the timeframe currently anticipated or at all; ? integrating and retaining personnel from the two companies while continuing to provide consistent, high- quality products and services to customers; ? integrating each company' s technologies and technologies licensed by them from third parties; ? identifying and eliminating redundant and underperforming functions and assets; ? harmonizing each company' s operating practices, employee development and compensation programs, financial reporting, internal controls and other policies, procedures and processes; ? maintaining existing agreements with each company' s business partners, surgeons, suppliers and vendors, avoiding delays in entering into new agreements with prospective business partners, surgeons, suppliers and vendors, and leveraging relationships with such third parties for the benefit of the Company; ? addressing possible differences in business backgrounds, corporate cultures and management philosophies; ? consolidating each company' s administrative and information technology infrastructure; ? combining the companies' research and development functions; ? integrating and unifying the products and services available to historical Globus and NuVasive customers; ? coordinating sales activities and go- to- market efforts; ? managing the movement of certain positions to different locations; ? coordinating geographically dispersed organizations; ? managing the operations of a significantly larger and more complex company; and ? effecting actions that may be required in connection with obtaining regulatory or other governmental approvals. In addition, at times the attention of certain members of the Company' s management and resources may be focused on the integration of the businesses of the two companies and diverted from day- to- day business operations or other opportunities that may have been beneficial to such company, which may disrupt each company' s ongoing business and the business of the Company. The Company expects to incur substantial expenses related to the integration of NuVasive and may be unable to realize the anticipated synergies, which could adversely affect the Company' s business, financial condition and results of operations. The Company' s ability to achieve estimated synergies in the timeframe anticipated, or at all, is subject to various assumptions, which may or may not prove to be accurate. As a consequence, the Company may not be able to realize all of these synergies within the timeframe expected or at all. In addition, the Company may incur additional or unexpected costs in order to realize these benefits. Failure to achieve the expected synergies could significantly reduce the expected benefits associated with the Merger. Certain contractual counterparties may seek to modify contractual relationships with the Company, which could have an adverse effect on the Company' s business and operations. As a result of the Merger, the Company may experience impacts on relationships with contractual counterparties (such as business partners, surgeons, vendors, sales representatives, contractors, distributors or other third- party service providers) that may harm the Company' s business and results of operations. Certain counterparties may seek to terminate or modify contractual obligations following the Merger whether or not contractual rights are triggered as a result of the Merger. There can be no guarantee that Globus' s or NuVasive' s contractual counterparties will remain with or continue to have a relationship with the Company or do so on the same or similar contractual terms following the Merger. If any contractual counterparties (such as business partners, surgeons, vendors, sales representatives, contractors, distributors**

or other third- party service providers) seek to terminate or modify contractual obligations or discontinue their respective relationships with the Company, then the Company' s business and results of operations may be harmed. The Company may be exposed to increased litigation, which could have an adverse effect on the Company' s business and operations. The Company may be exposed to increased litigation from stockholders, customers, partners, suppliers, contractors and other third parties due to the Merger of Globus' s and NuVasive' s businesses. Such litigation may have an adverse impact on the Company' s business and results of operations or may cause disruptions to the Company' s operations.