

CORPORATE GOVERNANCE GUIDELINES

Introduction

The Board of Directors (the “Board”) has developed corporate governance policies and practices to help it fulfill its responsibilities to stockholders. The policies in these guidelines assure that the Board has the authority and practices in place to review and evaluate the Company’s business operations, and to make decisions that are independent of the Company’s management.

The Board recognizes that the long-term interests of stockholders are advanced by responsibly addressing the concerns of other stakeholders, including employees, customers, suppliers, governments, and the public. The Board may refine or change these guidelines as necessary or advisable to achieve these objectives.

Role of the Board

1. Management Oversight. Stockholders elect the Board to oversee management and to assure that stockholder long-term interests are served. Through oversight, review, and counsel, the Board establishes and promotes BioTelemetry’s business and organizational objectives. The Board oversees business affairs and integrity, works with management to determine the Company’s mission and long-term strategy, performs the annual Chief Executive Officer evaluation, oversees succession planning, and oversees internal control over financial reporting and external audit.

2. Risk Oversight. The Board recognizes the importance of effective risk oversight in running a successful business, and in fulfilling its fiduciary responsibilities to BioTelemetry and BioTelemetry stockholders. While the Chief Executive Officer, the General Counsel and other members of BioTelemetry senior leadership team are responsible for the day to day management of risk, the Board is responsible for ensuring that an appropriate culture of risk management exists within BioTelemetry and for setting the right “tone at the top,” overseeing our aggregate risk profile, and assisting management in addressing specific risks, such as strategic and competitive risks, financial risks, brand and reputation risks, legal risks, regulatory risks, operational risks and cybersecurity risks. While the Board focuses on the overall risks affecting us, each committee has been delegated the responsibility for the oversight of specific risks that fall within its area of responsibility. For example:

- the Compensation and Talent Development Committee (the “Compensation Committee”) is responsible for overseeing the management of risks relating to our executive compensation policies, plans and arrangements and the extent to which those policies or practices increase or decrease risk for BioTelemetry;

- the Audit Committee oversees management of financial reporting, compliance and litigation risks as well as the steps management has taken to monitor and control such exposure; and
- the Nominating and Corporate Governance Committee manages risks associated with the independence of the Board, potential conflicts of interest and the effectiveness of the Board.

In each case, management periodically reports to the Board or relevant committee, which provides guidance on risk appetite, assessment, and mitigation. Although each committee is responsible for evaluating certain risks and overseeing the management of those risks, the full Board is regularly informed about those risks through committee reports.

Board Composition and Selection; Independent Directors

3. Board Size. The Board believes 6 to 10 members (which includes independent and non-independent directors) is an appropriate size based on the Company’s present circumstances. The Board periodically evaluates whether a larger or smaller number of directors would be preferable.

4. Selection of Board Members. The Company’s stockholders elect a class of Board members annually. The Nominating and Corporate Governance Committee recommends to the Board director candidates for nomination and election at the annual stockholders meeting or for appointment to fill vacancies. The Nominating and Corporate Governance Committee annually reviews with the Board the applicable skills and characteristics required of Board nominees in the context of current Board composition and Company circumstances. In making its recommendations to the Board, the Nominating and Corporate Governance Committee considers the qualifications of individual director candidates in light of the Board Membership Criteria described below. The Nominating and Corporate Governance Committee may use a variety of sources, including executive search firms and stockholder recommendations, to identify director candidates. The Nominating and Corporate Governance Committee retains any search firms and approves payment of their fees.

The Nominating and Corporate Governance Committee will consider candidates recommended by stockholders. Stockholders may submit director candidate suggestions in writing to the attention of the Corporate Secretary of the Company, providing the candidate's name and qualifications for service as a Board member, a document signed by the candidate indicating the candidate's willingness to serve, if elected, and evidence of the stockholder's ownership of Company stock.

The Board nominates director candidates for election by the stockholders and fills any Board vacancies that occur between stockholder elections.

5. Board Membership Criteria. The Nominating and Corporate Governance Committee works with the Board annually to determine the appropriate characteristics, skills, and experience

for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience. Characteristics expected of all directors include independence, integrity, high personal and professional ethics, sound business judgment, and the ability and willingness to commit sufficient time to the Board.

In evaluating the suitability of individual Board members, the Board considers many factors, including general understanding of business, sales and marketing, finance and other disciplines relevant to the success of a large publicly traded company; understanding of the Company's business and technology; educational and professional background; personal accomplishment; and geographic, gender, age, and ethnic diversity. The Board is committed to actively seeking highly qualified women and individuals from minority groups to include in the pool from which Board nominees are selected.

The Board evaluates each individual in the context of the Board as a whole, with the objective of recommending a group that can best perpetuate the success of the Company's business and represent stockholder interests through the exercise of sound judgment, using its diversity of experience.

6. Board Composition – Mix of Management and Independent Directors. The Board intends that a substantial majority of its directors will be independent. The Nominating and Corporate Governance Committee determines independence based on the definition of “independent director” in the listing standards of the Nasdaq Stock Market, and applicable laws and regulations. The Board will also consider all other relevant facts and circumstances bearing on independence.

7. Term and Tenure. The Board believes that directors should not expect to be re-nominated. In determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee considers the director’s participation in and contributions to the activities of the Board, the results of the Board evaluations, past meeting attendance, and any relationships and transaction that might impair the director’s independence.

The Board does not believe it should expressly limit a director’s tenure on the Board. The Board values the contributions of directors who over time have developed increasing insight into the Company and its operations and therefore provide an increasing contribution to the Board as a whole.

8. Election of Directors. As provided in Article III of the Company’s Bylaws, in an uncontested election, directors will be elected by the vote of the majority of the votes cast. In a contested election, directors will be elected by the vote of a plurality of the votes cast.

9. Retirement Policy. The Board believes that 75 is an appropriate retirement age for directors. Directors generally must retire at the end of the year in which such director has their 75th birthday. A director serving as the chair of the Board or a committee must retire from such chair position one year prior to their retirement from the Board.

10. Directors with Significant Job Changes. Any director who retires from his or her present employment, or who materially changes his or her position, should offer to resign from the Board. The Nominating and Corporate Governance Committee will evaluate whether the Board should accept the resignation based on a review of whether the individual continues to satisfy the Board's membership criteria in light of his or her new occupational status.

11. Board Leadership. The independent directors annually appoint a Chairperson of the Board. The Board's policy is that the Chairperson should be an independent director. The Chairperson coordinates the activities of the independent directors and is authorized to call meetings of the independent directors, sets Board meeting agendas in coordination with the CEO and Corporate Secretary, chairs executive sessions of the independent directors, engages with stockholders (when appropriate), and performs the other duties either specified in these guidelines or assigned from time to time by the Board.

12. Other Boards and Committees. Prior to serving on any private or public company boards, a director must obtain approval from the Chairperson of the Board, or if the Chairperson of the Board is not available, the Chairperson of the Nominating and Corporate Governance Committee. Whomever approved the additional board seat shall report such approval to the full Board at the next regularly scheduled meeting. Additionally, without approval from the Board, no director may serve on over four public company boards (including the Company's Board) and no member of the Audit Committee may serve on over three public company audit committees (including the Company's Audit Committee). In addition, directors who serve as CEOs or in equivalent positions generally should not serve on over two public company boards (including the Company's Board) besides their employer's board.

In calculating service on a public company board or audit committee, service on a board or audit committee of a parent and its substantially owned subsidiary counts as service on a single board or audit committee. Any Audit Committee member's service on over three public company audit committees will be subject to the Board's determination that the member is able to effectively serve on the Company's Audit Committee and the disclosure of that determination in the Company's annual proxy statement. The Nominating and Corporate Governance Committee and the Board will consider the nature of and time involved in a director's service on other boards in evaluating the suitability of individual directors and making its recommendations to Company stockholders. Service on boards and/or committees of other organizations should follow the Company's conflict of interest policies.

13. Ethics and Business Conduct. BioTelemetry's Code of Conduct are an extension of BioTelemetry's values and reflect the Company's continued commitment to ethical business practices and legal compliance. The Code of Conduct cover a wide variety of areas including conflicts of interest, insider trading, and confidentiality of information. Each director is expected to be familiar with and adhere to the Code of Conduct.

Board Meetings; Involvement of Senior Management and Independent Advisors

14. Board Meetings – Frequency. The Board will generally hold five regularly scheduled in-person meetings per year and holds additional special meetings as necessary. In addition, the Board generally holds informal meetings quarterly to review and discuss the Company’s business performance. Directors are expected to attend meetings, except if unusual circumstances make attendance impractical.

15. Board Meetings – Agenda. The Chairperson coordinates with the CEO and Corporate Secretary to set the agenda for each Board meeting, taking into account suggestions from other members of the Board.

16. Advance Distribution of Materials. Information relevant to the Board’s understanding of matters to be discussed at an upcoming Board meeting should be distributed before the meeting to all members whenever feasible and appropriate. Each director is expected to review this information in advance to facilitate the efficient use of meeting time. The Board recognizes that certain items to be discussed at Board meetings are of an extremely sensitive nature and that distributing materials on these matters prior to Board meetings may not be appropriate.

17. Access to Employees. The Board has access to Company employees to ensure that directors can ask all questions and glean all information necessary to fulfill their duties. The Board may specify a protocol for making such inquiries. Management is encouraged to invite Company personnel to any Board meeting at which their presence and expertise would help the Board have a full understanding of matters considered.

18. Access to Independent Advisors. The Board and its committees may retain independent outside auditors and financial, legal, or other advisors. The Company will provide appropriate funding, as determined by the Board or any committee, to compensate those independent outside auditors or advisors, and to cover the ordinary administrative expenses incurred by the Board and its committees in carrying out their duties.

19. Compensation Consultant Independence. The Compensation Committee has sole authority to retain and terminate compensation consultants, outside counsel and other advisors to the Compensation Committee, as it deems appropriate, including sole authority to approve fees and other retention terms. Before retaining any compensation consultant, outside counsel or other advisor, the Compensation Committee will evaluate their independence consistent with applicable regulations and listing standards. It is the policy of the Compensation Committee that any compensation consultant retained by the Compensation Committee must be independent of Company management. The Compensation Committee will also evaluate the independence of its legal and other advisors under applicable regulations and listing standards.

20. Executive Sessions of Independent Directors. At each quarterly Board meeting, time is set aside for the independent directors to meet in executive session without Company management present. Additional executive sessions may be held as needed. Executive sessions are called and chaired by the Chairperson. These executive session discussions may include such topics as the independent directors determine.

Communications with Stockholders

21. Engagement with Stockholders. The Company maintains an active dialogue with stockholders to ensure a diversity of perspectives are thoughtfully considered. The Board believes that management speaks for the Company. From time to time, one or more directors may speak or meet with stockholders when appropriate. Any stockholder wishing to communicate with Board may do so by contacting the Corporate Secretary as outlined in Section 22 or by contacting the Chairperson of the Board at the following address:

Mail: Chairperson of the Board of Directors
c/o BioTelemetry, Inc.
1000 Cedar Hollow Road, Suite 102
Malvern, PA 19355

Email: chairman@gobio.com

22. Stockholder Communications to the Board. BioTelemetry stockholders are invited to contact the Board about corporate governance or the Board. Inquiries meeting these criteria will be received and processed by the Corporate Secretary before being forwarded to the Board, a committee of the Board, or a director as designated in the message. Communications relating to other topics determined by the Corporate Secretary to not be appropriate for presentation to the Board or such director, including those that are primarily commercial in nature will not be forwarded.

Mail: Corporate Secretary
c/o BioTelemetry, Inc.
1000 Cedar Hollow Road, Suite 102
Malvern, PA 19355

Email: secretary@gobio.com

Any concerns about questionable accounting or auditing matters or possible violations of the BioTelemetry Code of Conduct should be reported pursuant to the procedures outlined in the Code of Conduct, which is available on the Company's website.

23. Attendance at Annual Stockholders Meeting. Directors are expected to attend the Company's annual stockholders meeting, except if unusual circumstances make attendance impractical.

Performance Evaluations and Succession Planning

24. Annual CEO Evaluation. The Chairperson of the Board leads the full Board in the annual CEO performance evaluation. The Compensation Committee establishes the evaluation process for reviewing the CEO's performance. The evaluation results are reviewed and discussed with the independent directors, and the results are communicated to the CEO.

25. Development and Succession Planning. A primary responsibility of the Board is planning for succession and overseeing identification and development of executive talent. The Board, with the assistance of the Compensation Committee and working with the CEO and human resources department, oversees executive officer development and corporate succession plans for executive officers to provide for continuity in senior management.

The Board maintains an emergency succession contingency plan should an unforeseen event such as death or disability occur that prevents the CEO from continuing to serve. The plan identifies the individuals who would act in an emergency and their responsibilities. The contingency plan is reviewed by the Compensation Committee annually and revised as appropriate.

The Board may review development and succession planning more frequently as it deems necessary or desirable.

26. Board and Committee Self-Evaluation. Each year, our Board and its committees conduct self-evaluations to assess their effectiveness and adherence to these guidelines and committee charters, and to identify opportunities to improve Board and committee performance.

- *Board evaluation* – The Nominating and Corporate Governance Committee conducts an annual evaluation of the performance of the Board and each of its members. The results are reported to and discussed with the Board. The report includes an assessment of the Board's compliance with the principles in these guidelines and identifies areas in which the Board could improve its performance.
- *Committee evaluations* – The Nominating and Corporate Governance Committee conducts an annual performance evaluation of the committees and reports the results to the Board. Each committee's report includes an assessment of the committee's compliance with the principles in these guidelines and the committee's charter, as well as identifying areas in which the committee could improve its performance.

Compensation

27. Board Compensation Review. The Board believes that director compensation should be based on time spent carrying out Board and committee responsibilities and be competitive with comparable companies. The Board also believes that a significant portion of director compensation should align director interests with the long-term interests of stockholders. Company management will periodically report to the Compensation Committee how the Company's director compensation practices compare with those of other similarly situated public corporations. The Board will change its director compensation practices only upon the recommendation of the Compensation Committee.

28. Director Stock Ownership. To align the interests of directors and stockholders, directors should have a significant financial stake in the Company. Each director should maintain shares equal in value to a minimum of five times the base annual retainer payable to a director. Each director must retain 100 percent of all net shares (post tax) that vest until the minimum share ownership requirement is achieved. Restricted stock units that are vested but not delivered count towards the minimum ownership requirement. The Board will evaluate whether exceptions should be made for any director on whom this requirement would impose a financial hardship.

29. Anti-Hedging and Pledging Policy. Directors, officers, employees and consultants are prohibited from engaging in short sales, transactions in put or call options, hedging transactions or other inherently speculative transactions with respect to BioTelemetry stock at any time. Directors, officers, employees and consultants are prohibited from margining, or making any offer to margin, any BioTelemetry stock, including without limitation, borrowing against such stock, at any time.

Committees

30. Number and Type of Committees. The Board has three standing committees – the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance. The Board may add new committees or remove existing committees as it deems advisable in fulfilling its responsibilities. Each committee will perform its duties as assigned by the Board in compliance with Company Bylaws and the committee's charter.

31. Composition of Committees and Committee Chairs. The Audit, Compensation, and Nominating and Corporate Governance committees consist solely of independent directors. The Board appoints committee members and committee chairs using criteria it determines to be in the best interest of the Company and its stockholders. The Board considers periodic rotation of committee members and chairs, considering the desirability of rotation of committee members and chairs, the benefits of continuity and experience, and applicable legal, regulatory, and stock exchange listing requirements.

32. Committee Meetings and Agenda. The chair of each committee develops, together with relevant Company managers, the committee's agenda and objectives for setting the agenda for committee meetings. The chair and committee members will determine the frequency and length of committee meetings consistent with the committee's charter.

Miscellaneous

33. Director Orientation and Continuing Education. The Nominating and Corporate Governance Committee and management are responsible for director orientation programs, and for director continuing education programs to assist directors in maintaining skills necessary or appropriate to perform their responsibilities.

- *Board Orientation* – Orientation programs are designed to familiarize new directors with the Company's businesses, strategies, and policies, and to assist new directors in developing the skills and knowledge required for their service on the Board.
- *Continuing Education* – Continuing education programs assist directors in maintaining skills and knowledge necessary or appropriate for the performance of their responsibilities. These programs may include internally developed materials and presentations, programs presented by third parties, and financial and administrative support to attend qualifying academic or other independent programs.

34. Review of Corporate Governance Guidelines. The Board expects to review these guidelines at least every two years.