



**Policy
Code of Conduct**

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PURPOSE

LifeWatch is firmly committed to complying with all federal and state laws in our operations. To aid in achieving that goal, this Code of Conduct has been adopted by LifeWatch to ensure that all LifeWatch employees and agents conduct themselves on behalf of LifeWatch in the highest ethical manner. The principles and standards described in this document are intended to guide LifeWatch employees and agents in adhering to LifeWatch's ethical standards and complying with all federal and state laws.

This document applies to all LifeWatch Personnel, including partners, directors, officers, managers, employees, and independent contractors. **All LifeWatch Personnel must adhere to the principles and standards described in this document. Furthermore, adherence to all applicable Federal and State Laws governing our operations and behavior is strictly enforced.** Failure to comply with applicable Federal and State Laws will result in discipline and possible termination. Disciplinary actions will also be taken against individuals responsible for failure to prevent, detect, or report an offense.

All employees, including supervisors and managers, have the affirmative duty to promptly report actual or potential wrongdoing, including violations of Federal and State laws and regulations and LifeWatch policy, procedure, or the Code of Conduct.

Suspected violations of this nature may be reported either in person to the Compliance Officer or your Supervising Manager, or anonymously through the LifeWatch Compliance Hotline.

The number for the LifeWatch Compliance Hotline is: 888-475-8376

Employees who, in good faith, report a potential violation of law, regulation, policy, procedure, or the Code of Conduct will not be subjected to retaliation, retribution or harassment.

MISSION AND VALUES STATEMENT

Our Mission

The relentless pursuit of excellence in all that we do through integrity, teamwork and innovation.

Our Vision

To become the recognized leader in advanced physiological monitoring solutions.



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Our Values

Our Values of Integrity, Teamwork and Innovation are supported by a number of guiding principles which are listed below. As employees of LifeWatch we are all expected to conduct ourselves in a manner that upholds these principles, as well as Federal and State laws and regulations. In addition, the principles tell us what employees can expect from the organization.

INTEGRITY

- We adhere to the highest level of ethics, professional standards, Federal and State Laws and honesty in all our actions and interactions.
- We take ownership of problems and will provide responsible solutions to customers, our business and each other.
- We place the highest level of urgency on matters related to patient care and customer needs.
- We build trusting relationships with our customers and with each other.

TEAMWORK

- Each of us accepts responsibility for meeting the needs of our customers, both internal and external.
- We anticipate our customers' needs and will continuously ask ourselves how we can exceed their expectations.
- We work openly and supportively with each other in effectively responding to internal and external customer needs.
- We expect and value clear, meaningful, timely and open communication with each other and with our customers.
- We value our differences in background, culture and perspective, and will treat each other with respect.

INNOVATION

- We value leading-edge thinking that helps the business exceed its goals, while complying with Federal and State laws and regulations.
- We value and recognize self-motivated employees, and support environments that encourage initiative.
- We continuously seek new ways to meet and exceed customer expectations.
- We embrace new technologies and ideas in the development of products and services.

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INTRODUCTION

This Code of Conduct contains *Principles* stating LifeWatch’s policy regarding conducting business professionally, properly and legally and *Standards* that provide specific guidance on complying with Federal and State laws and LifeWatch’s ethical requirements. The Principles outlined in this document have been adopted by LifeWatch’s Compliance Committee.

These Principles and Standards are neither exclusive nor complete. LifeWatch Personnel are expected to comply with all applicable laws, rules and regulations, even those that are not specifically addressed in this Code of Conduct.

This LifeWatch Code of Conduct is an extension of LifeWatch’s Mission Statement. It more fully states LifeWatch’s expectations and requirements for how LifeWatch Personnel should conduct themselves to promote and protect the integrity of LifeWatch.

There are four business and ethical principles in this document, each with a series of standards. LifeWatch expects and requires LifeWatch Personnel to conduct the business and affairs of LifeWatch in a manner consistent with the following principles and standards. When the best course of action is unclear or if LifeWatch Personnel observe a violation of these principles and standards, LifeWatch Personnel are obligated by our Corporate Integrity Agreement (CIA) to contact their supervisor or LifeWatch Compliance Officer. The Compliance Officer should also be contacted if there are any questions regarding the application of any law, regulation, standard of conduct, or any other matter relating to compliance with legal and ethical standards.

As you read these standards, keep the following in mind:

- LifeWatch may modify, amend or alter the Code of Conduct without notice and will communicate changes as quickly as possible.
- Nothing in this document is intended as, or should be construed as, providing any additional employment rights to employees or other persons.
- LifeWatch Personnel will be subject to discipline for violating the Code of Conduct according to LifeWatch’s policies.

This Code of Conduct covers a wide variety of circumstances and situations that you may find yourself in during the course of your work. Please review it carefully and use it as a reference whenever you have questions regarding appropriate business conduct. If you have questions, contact your supervisor, Human Resources, or the Compliance Officer.

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SUMMARY OF PRINCIPLES AND STANDARDS

This page provides a summary of each of the four principles of LifeWatch’s Code of Conduct. Refer to the actual sections in this Code for more detail.

PRINCIPLE 1 - LEGAL COMPLIANCE

LifeWatch is committed to complying with all Federal and State laws and regulations. These laws pertain to such areas as compliance with health care fraud, abuse and false claims laws, billing third party payers, Medicare and Medicaid coverage, reimbursement and billing requirements, confidentiality of patient records, and discrimination. No employee should take any action that he or she believes would violate any statute, rule, or regulation. In addition, LifeWatch Personnel must avoid all illegal conduct, both in business or personal matters, including efforts to circumvent the law by underhanded means or questionable interpretations.

PRINCIPLE 2 - BUSINESS PRACTICES

LifeWatch is committed to the highest standards of business ethics and integrity. LifeWatch Personnel must represent LifeWatch accurately and honestly and must not engage in any activity intended to defraud anyone of money, property or services. LifeWatch Personnel must act in good faith in the representation of LifeWatch, while staying compliant with all Federal and State Laws. All LifeWatch Personnel must avoid any conduct that could reasonably be expected to reflect poorly on LifeWatch or LifeWatch Personnel, and must encourage others to do likewise.

PRINCIPLE 3 - BUSINESS RELATIONSHIPS

Business transactions with suppliers, contractors, vendors, and other third parties must be at arm’s-length and free from offers or solicitation of gifts and favors, or other improper inducements and all conduct by LifeWatch Personnel are governed by Federal and State Laws and our Compliance SOPs..

PRINCIPLE 4 - CONFLICTS OF INTEREST

LifeWatch Personnel must not use their positions to profit personally or to assist others in profiting in any way at the expense of LifeWatch. All LifeWatch personnel are required to conduct their activities and their relationships with others so as to avoid actual conflicts of interest, in appearance or fact. If they do have conflicts, LifeWatch personnel must make full disclosure and take appropriate action to eliminate the conflict.

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PRINCIPLES AND STANDARDS

PRINCIPLE 1. - LEGAL COMPLIANCE

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LifeWatch is committed to complying with all federal and state laws and regulations. These laws pertain to such areas as compliance with health care fraud, abuse and false claims laws, billing third party payers, Medicare and Medicaid coverage, reimbursement and billing requirements, confidentiality of patient records, and discrimination. No employee may take any action that he or she believes would violate any statute, rule, regulation or company policy. In addition, LifeWatch personnel must avoid all illegal conduct, both in business or personal matters, including efforts to circumvent the law by underhanded means or questionable interpretations.

The following standards provide guidance to all LifeWatch personnel to assist in compliance with applicable laws and regulations. For additional guidance, please refer to LifeWatch's policies and procedures. All LifeWatch personnel must review and comply with LifeWatch policies and procedures. Anyone that knows or has reason to believe that LifeWatch is not in compliance with all requirements **must** promptly report such matters to their Supervisor, Human Resources, Compliance Hotline, or the Compliance Officer.

Standard 1.1. - Medicare and Medicaid Fraud and Abuse and False Claims

All LifeWatch Personnel will refrain from conduct that may violate the Medicare and Medicaid fraud and abuse, false claims, or prohibitions on physician self-referral laws and regulations. These laws prohibit:

- Directly or indirectly soliciting, receiving, offering or paying remuneration in return for the referral of patients or the purchase, lease or order of a good or service.
- The submission of false, fraudulent or misleading claims to the government or a third party payer, including claims for services not rendered, claims that characterize the service differently than the service actually rendered, or claims that do not otherwise comply with applicable program or contractual requirements.
- Making false representations to any person or entity in order to gain or retain participation in a program or to obtain payment for any service.

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These laws cover a wide variety of activities, none of which are encouraged or condoned by LifeWatch. To summarize, LifeWatch Personnel must obey the following rules:

- *LifeWatch Personnel must not pay cash, offer discounts, or offer anything else of value (e.g. free office space) to anyone in return for obtaining patient referrals. LifeWatch will pay only fair market value for any services or items provided to LifeWatch or to patients of LifeWatch.*
- *LifeWatch Personnel must not pay cash to prospective patients, agree to waive patient co-pays or deductibles, or offer anything else of value to induce a patient to obtain services from LifeWatch.*
- *LifeWatch Personnel must not submit any bill or claim to any third party payer, including Medicare or Medicaid, for any item or service that was not actually furnished to a patient or that characterizes the service differently than the service actually rendered.*

Standard 1.2 -- Billing Third Party Payers

LifeWatch bills self-pay patients and third-party payers for services accurately and in compliance with federal and state laws, regulations and company policy. LifeWatch is committed to truthful billing that is supported by complete and accurate documentation. LifeWatch Personnel may not misrepresent charges to, or on behalf of, a resident or payer.

LifeWatch must comply with all billing requirements for government-sponsored programs and other payers. All LifeWatch Personnel must exercise care in any written or oral statement made to any government agency or other payer. *LifeWatch will not tolerate false statements by LifeWatch Personnel to a government agency or other payer.* Deliberate misstatements to government agencies or to other payers will expose the individual involved to criminal penalties and termination.

Standard 1.3 -- Responding to Government Investigations

LifeWatch will fully comply with the law and cooperate with any reasonable demand made in a government investigation. LifeWatch Personnel may not conceal, destroy, or alter any documents, lie or make misleading statements to government representatives. LifeWatch personnel may not aid in any attempt to provide inaccurate or misleading information, or obstruct, mislead, or delay the communication of information or records relating to a possible violation of the law.

In doing this, however, it is essential that the legal rights of LifeWatch and LifeWatch Personnel be protected. If any LifeWatch employee receives an inquiry, a subpoena, or other legal document regarding LifeWatch business, whether at home or in the workplace, from any government agency, the employee must notify his or her supervisor and a member of the LifeWatch Compliance Oversight Committee immediately.

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Standard 1.4 - Discrimination

LifeWatch believes that the fair and equitable treatment of LifeWatch personnel, customers and other persons is critical to fulfilling its vision and goals. To further this policy, LifeWatch will treat customers without regard to the race, color, religion, sex, national origin, creed, age, sexual orientation, marital status, public assistance or disability of such person, or any other classification prohibited by law or regulation. Further, LifeWatch will recruit, hire, train, promote, assign, transfer, layoff, recall and terminate LifeWatch personnel based on their own ability, achievement, experience, job performance and conduct without regard to race, color, religion, sex, national origin, creed, age, sexual orientation, marital status, public assistance or disability, or any other classification prohibited by law or regulation. In addition, no form of harassment or discrimination on the basis of race, color, religion, sex, national origin, creed, age, sexual orientation, marital status, public assistance, disability, or any other classification prohibited by law or regulation will be tolerated. Each allegation of harassment or discrimination will be promptly investigated in accordance with the applicable LifeWatch policies and procedures.

Standard 1.5 -- Confidentiality of Patient Records

LifeWatch Personnel must maintain the confidentiality of patient records as required under legal and ethical standards.

LifeWatch and LifeWatch personnel are in possession of and have access to a broad variety of confidential, sensitive and proprietary information, the inappropriate release of which could be harmful to individuals and LifeWatch itself. All LifeWatch personnel will actively protect and safeguard confidential and sensitive information to prevent the unauthorized disclosure of information.

All LifeWatch personnel must conduct themselves in accordance with the principle of maintaining the confidentiality of patient and member information in accordance with all applicable laws, regulations and company policies. LifeWatch personnel will refrain from revealing any personal or confidential information concerning patients unless supported by legitimate business or patient care purposes per our company HIPAA SOPs. If questions arise regarding an obligation to maintain the confidentiality of information or the appropriateness of releasing information, LifeWatch personnel will seek guidance from their supervisor or the Compliance Officer.

Standard 1.6 – Duty to Report Instances of Non-Compliance; Non-Retaliation

All LifeWatch employees, including supervisors and managers, have the affirmative duty to promptly report actual or potential wrongdoing, including violations of Federal and State laws and regulations and LifeWatch policies, procedures, or the Code of Conduct.



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Suspected violations of this nature may be reported either in person to the Compliance Officer or your Supervising Manager, to Human Resources, or through the LifeWatch Compliance Hotline.

Employees who wish to report suspected violations anonymously may do so through the LifeWatch Compliance Hotline.

The number for the LifeWatch Compliance Hotline is: 888-475-8376

The confidentiality of employee concerns and problems must be respected and protected at all times to the extent that it is legal and practical. Only those personnel who have a need to know should be informed.

Employees who, in good faith, report a potential violation of law, regulation, policy, procedure, or the Code of Conduct will not be subjected to retaliation, retribution or harassment.

No supervisor, manager, or employee is permitted to engage in retaliation, retribution or any form of harassment against an employee for reporting compliance related concern. Any supervisor, manager, or employee who conducts or condones retaliation, retribution, or harassment in any way will be subject to discipline up to and including discharge.

All necessary procedures will be followed to protect against any retaliation toward any employee or individual for exercising their rights or participating in any process pursuant to internal policies, applicable law, and/or regulation.

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PRINCIPLE 2. - BUSINESS ETHICS AND PRACTICES

In furtherance of LifeWatch’s commitment to the highest standards of business ethics and integrity, all LifeWatch Personnel will accurately and honestly represent LifeWatch and will not engage in any activity or scheme intended to defraud anyone of money, property or honest services and at all times will act in good faith while representing LifeWatch.

The Standards set forth below provide guidance to ensure that LifeWatch’s business activities reflect high standards of business ethics and integrity. LifeWatch personnel conduct not specifically addressed by these Standards must be consistent with Principle 2. Questions regarding Business Practices will be addressed to your supervisor or the Compliance Officer.

Standard 2.1. - Honest Communication

LifeWatch requires candor and honesty from LifeWatch Personnel in the performance of their responsibilities and in communication with LifeWatch personnel and LifeWatch attorneys, auditors and outside consultants. No LifeWatch personnel will make false or misleading statements of any kind to any customer, person or entity doing business with LifeWatch.

Standard 2.2. - Misappropriation or Inappropriate Disclosure of Proprietary Information

Information, ideas and intellectual property assets of LifeWatch are important to organizational success. Information pertaining to LifeWatch’s competitive position or business strategies, payment and reimbursement information, and information relating to negotiations with LifeWatch Personnel or third parties will be protected and shared only with LifeWatch Personnel having a legitimate need to know such information to perform their job responsibilities.

LifeWatch Personnel will not misappropriate confidential or proprietary information belonging to another person or entity or use any publication, document, computer program, information or product in violation of a third party’s interest in such product. All LifeWatch Personnel will ensure that they do not improperly copy for their own use documents or computer programs in violation of applicable copyright laws or licensing agreements.

Salary, benefit and other personal information relating to LifeWatch Personnel will be treated as confidential. Personnel files, payroll information, disciplinary matters and similar information will be maintained in a manner designed to ensure confidentiality in accordance with applicable laws and regulations. LifeWatch Personnel will exercise due care to prevent the release or sharing of information beyond those persons who may need such information to fulfill their job function.

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Standard 2.3 - Financial Reporting

All financial reports, accounting records, research reports, expense accounts, time sheets and other documents will accurately and clearly represent the relevant facts or the true nature of a transaction. No undisclosed or unrecorded funds or assets will be established for any purpose. LifeWatch will not pay any individual or entity with the understanding that any part of such payment will be used for any purpose other than that described by the documents supporting the payment.

LifeWatch will not tolerate improper or fraudulent accounting, documentation or financial reporting. Employees have a duty to make reasonable inquiry into the validity of financial information reported. In addition to employee discipline and termination, LifeWatch Personnel involved in such activity may be subject to criminal penalties.

Standard 2.4 - Harassment

LifeWatch will provide all employees with a working environment that is free of harassment, whether based on sex, religion, race, ethnicity, national origin, pregnancy, disability, age, sexual orientation, or veteran status. **LifeWatch does not tolerate harassment in the workplace.**

What is sexual harassment?

- Unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature when such conduct is made either explicitly or implicitly a term or condition of an individual's employment;
- Rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual's work performance or creating an intimidating, hostile or offensive working environment;
- Unwanted touching, obscene gestures or pictures, sexual jokes and/or emails, or other sexual conduct which has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.
- Sexual harassment may be conduct by another employee, supervisor, and member of an affiliated company, customer, supplier, vendor, or business partner.

Other prohibited harassment:

In addition to the sexual conduct described above, LifeWatch also prohibits derogatory statements, name-calling, or jokes about religion, race, ethnicity, national origin, pregnancy, disability, age, sexual orientation, or veteran status.

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What to do:

If you are harassed in connection with your work, or if you witness, or learn of harassment, you must take prompt action. Although reporting harassment may be embarrassing, you should nonetheless promptly inform the Vice President of Human Resources. If the Vice President of Human Resources is not available, or you do not feel comfortable reporting the conduct to him/her, please contact any other member of the Human Resources team, the Vice President responsible for your department, the Compliance Officer, or Ethics and Compliance Hotline.

What LifeWatch will do:

LifeWatch will fully and completely investigate each complaint. We will handle all investigations with discretion, sensitivity and due concern for the dignity of those involved. The investigation will be conducted as confidentially as the Company determines is appropriate, consistent with its conducting a complete investigation. Anyone who is alleged to have committed acts of harassment will be contacted during the investigation and permitted to respond to the specific allegations. After a thorough review of the evidence, LifeWatch will take any appropriate action, up to and including discharge of employee(s) responsible. LifeWatch will communicate with the alleged victim and alleged harasser once the investigation is complete.

Employees who report harassment in good faith shall not be retaliated against in any way. Any employee responsible for any form of retaliatory conduct shall be subject to disciplinary action, up to and including discharge.

Standard 2.4 -- Disruptive Conduct

Any LifeWatch Personnel who exhibits unprofessional conduct of any kind, including but not limited to disruptive, discourteous or abusive behavior; verbal or physical threats; attempted or actual assault; or sexual harassment, to LifeWatch customers or LifeWatch Personnel may be asked to justify his or her actions to their supervisor and the Human Resource Manager.

LifeWatch reserves the right to impose appropriate disciplinary action for any behavior it considers to be disruptive and/or inappropriate. The circumstances of each situation may differ, and the level of discipline will change depending upon factors such as the nature of the offense, whether it is repeated, the individual LifeWatch Personnel's employment record and the impact of the conduct on LifeWatch and LifeWatch Personnel.

Discipline can include such actions as oral counseling, written warning, suspension, demotion and/or termination. While insubordination, excessive absenteeism, and violation of policies are obvious examples of unacceptable conduct, no policy can describe all of the types of behavior, which could result in discipline. Therefore, LifeWatch expects all LifeWatch Personnel to use common sense and good judgment, and will hold

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all LifeWatch Personnel to the highest standards of conduct, etiquette and professionalism in all of their dealings with patients, customers, vendors and other LifeWatch Personnel.

PRINCIPLE 3. - BUSINESS RELATIONSHIPS

Business transactions with vendors, contractors and other third parties will be at arms-length. LifeWatch will neither give nor accept any gifts, favors, or other improper inducements in exchange for influence or assistance in a transaction. LifeWatch Personnel must take care to avoid even the appearance of improper activity.

The Standards set forth below are intended to guide LifeWatch Personnel in determining the appropriateness of certain relationships that involve vendors, providers, contractors, third party payers and government entities. This policy will be construed broadly to avoid even the appearance of improper activity. If there is any doubt or concern about whether specific conduct or activities are ethical or otherwise appropriate, LifeWatch Personnel must contact the Compliance Officer for guidance and approval.

Standard 3.1. - Gifts and Gratuities

It is LifeWatch’s desire to at all times preserve and protect its excellent reputation for integrity and to avoid even the appearance of impropriety. The following standards are related to gifts, gratuities and other inducements.

- LifeWatch Personnel are prohibited from soliciting or accepting all monetary tips or gratuities, gifts, or meals.
- This applies to gifts and gratuities from customers, vendors (existing or prospective), and all other entities that LifeWatch has business dealings.
- Any violations of this policy should be reported immediately to your supervisor, Human Resources, the Compliance Officer, or the Ethics and Compliance Hotline.

Standard 3.2. - Workshops, Seminars and Training Sessions

Attendance at local, vendor-sponsored workshops, seminars and training sessions is permitted. Attendance, at vendor expense, at out of town seminars, workshops and training sessions is permitted only with the approval of an employee’s supervisor and Human Resources.

Standard 3.3. - Contracting

LifeWatch Personnel may not use “insider” information for any business activity conducted by or on behalf of LifeWatch. All business relations with contractors will be conducted at arm’s length both in fact and in appearance and in compliance with LifeWatch’s policies and procedures. LifeWatch Personnel will disclose

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personal relationships and business activities with contractor personnel, which may be construed by an impartial observer to influence the LifeWatch Personnel's performance or duties. LifeWatch Personnel have a responsibility to obtain clarification from LifeWatch management on questionable issues which may arise and to comply, where applicable, with LifeWatch's conflict of interest policy.

Standard 3.4. - Business Inducements

LifeWatch Personnel will not seek to gain any advantage through the improper use of payments, business courtesies or other inducements. Offering, giving, soliciting or receiving any form of bribe or other improper payment is prohibited. Any violations of this policy should be reported immediately to your supervisor, Human Resources, the Compliance Officer, or the Ethics and Compliance Hotline.

Appropriate commissions, rebates, discounts and allowances are customary and acceptable business inducements provided that they are approved by LifeWatch management and that they do not constitute illegal or unethical payments. Any such payments will be reasonable in value, competitively justified, properly documented, and made to the business entity to who the original agreement or invoice was made or issued. Such payments will not be made to individual employees or agents of business entities.

The federal Anti-Kickback Statute is a criminal statute that prohibits the knowing and willful offer, payment, solicitation, or receipt of any remuneration to induce or reward referrals of items or services reimbursable by a Federal health care program (e.g., Medicare, Medicaid). If only one purpose of remuneration (e.g. payments or gifts) is to induce referrals, the statute is violated, even if the payment or gift was also intended to compensate for professional services.

The definition of remuneration is extremely broad in scope, and includes cash or in kind services, made directly or indirectly, including:

- Gifts
- Benefits
- Bribes
- Rebates
- Below market rent or lease payments
- Discounts
- Furnishing of supplies, services or equipment either for free or below market value
- Waivers of payments due
- Below market credit arrangements.

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PRINCIPLE 4. - CONFLICTS OF INTEREST

LifeWatch Personnel owe a duty of undivided and unqualified loyalty to LifeWatch. Persons holding such positions may not use their positions to profit personally or to assist others in profiting in any way at the expense of LifeWatch.

LifeWatch Personnel will fully disclose to their superiors any actual or potential conflict of interest. LifeWatch Personnel will regulate their activities to avoid actual impropriety and/or the appearance of impropriety which might arise from the influence of their activities on business decisions of LifeWatch, or from disclosure or private use of business affairs or plans of LifeWatch. If any LifeWatch Personnel have questions regarding whether an outside activity might constitute a conflict of interest, approval must be obtained from the appropriate supervisor before pursuing the activity.

Standard 4.1. - Outside Financial Interests

The following are a few examples of the types of activities by any LifeWatch Personnel, or immediate family member of such person, which might cause a conflict or duality of interest:

- Ownership or Employment Interests. Ownership in or employment by any outside concern which does business with LifeWatch. This does not apply to stock or other investments held in a publicly held corporation, *provided* that the value of the stock or other investments does not exceed five percent (5%) of the corporation's stock. LifeWatch may, following a review of the relevant facts, permit ownership interests which exceed these amounts if management concludes such ownership interests will not adversely affect LifeWatch's business interest or the judgment of the LifeWatch Personnel.
- Conduct of Outside Business. Conduct of any business not on behalf of LifeWatch with any vendor, supplier, contractor, or agency, or any of their officers or employees.
- Interested Transactions. Representation of LifeWatch by any LifeWatch Personnel in any transaction in which they or their immediate family members have a substantial personal interest.
- Use of Proprietary Information. Disclosure or use of confidential, special or inside information of or about LifeWatch, particularly for the personal profit or advantage of any LifeWatch Personnel or his or her immediate family member.
- Competition for Opportunities. Competition with LifeWatch by any LifeWatch Personnel, directly or indirectly, in the purchase, sale or ownership of property or property rights or interests or business investment opportunities.
- Non-Financial Interests. Involvement in the management or oversight of any outside concern that does business or competes with the services offered by LifeWatch, which may divide the LifeWatch Personnel's loyalty to LifeWatch.

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- Appearance of Impropriety. Public disclosures by any LifeWatch Personnel of personal views with regard to LifeWatch matters that could be construed to be statements made in his or her capacity as a representative of LifeWatch.

Standard 4.2. - Services for Competitors/Vendors

No LifeWatch Personnel will perform work or render services for any competitor of LifeWatch or for any organization with which LifeWatch does business or which seeks to do business with LifeWatch outside of the normal course of his or her employment with LifeWatch without the approval of the Chief Executive Officer of LifeWatch or the person’s supervisor. No such LifeWatch Personnel will be a director or officer of, or consultant to such an organization, nor will any such LifeWatch Personnel permit his or her name to be used in any fashion that would indicate a business connection with such organization.

Standard 4.3. - Participation on Outside Boards of Directors

LifeWatch Personnel are encouraged to participate actively in the civic and social affairs of their communities. This participation may include serving on the boards of directors of various civic or charitable organizations. When serving on such boards, LifeWatch Personnel will observe the following standards:

- Each LifeWatch Personnel will obtain approval from his or her supervisor prior to serving as a member of the board of directors of any organization whose interests may conflict with those of LifeWatch.
- Each LifeWatch Personnel who is asked, or seeks to serve on the board of directors of any organization whose interest would not affect LifeWatch (e.g., civic, charitable, fraternal) will not be required to obtain such approval.
- All fees and/or compensation (other than reimbursement for expenses arising from board participation) that are received for board services provided during normal work time will be paid directly to LifeWatch, *unless* the LifeWatch Personnel used paid time off to perform the services.
- Each LifeWatch Personnel will disclose all board of director activities in his or her annual Conflict of Interest disclosure statement.
- LifeWatch retains the right to prohibit membership on any board of directors where such membership might conflict with the best interests of LifeWatch.
- Questions regarding whether or not board participation might present a conflict of interest will be discussed with LifeWatch’s Chief Executive Officer or Governing Board Chair.



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Code of Conduct Employee Acknowledgement Sheet
(Please complete for and return to Human Resources)

I acknowledge receipt of the LifeWatch Code of Conduct. I have read this Code of Conduct in its entirety and I understand its total content and agree to abide by it.

I acknowledge my responsibility to follow all LifeWatch practices and procedures outlined in this Code of Conduct.

Employee's Signature: _____ Date: _____

(Print Name)

FOR INCLUSION IN MY PERSONNEL FOLDER