

## **BioTelemetry, Inc.**

### **Regulation FD Disclosure Policy**

**(Revised October 2014)**

#### **POLICY STATEMENT**

BioTelemetry, Inc. (the “Company”) is committed to providing timely, full and fair disclosure of material information about the Company to its security holders and potential investors, consistent with the Securities and Exchange Commission’s (“SEC”) Regulation Fair Disclosure (“Regulation FD”). The Company’s management believes it is in the Company’s best interest to maintain an appropriate dialogue with its security holders and potential investors regarding the Company’s historical performance and future prospects. The purpose of this Regulation FD Disclosure Policy is to provide guidelines and procedures for receiving external requests for, and making disclosure of, material information in order to promote the Company’s goal of disseminating such information in a timely manner and on a broad, non-exclusionary basis in compliance with Regulation FD.

#### **COMPLIANCE**

It is the Company’s policy to comply with all applicable periodic reporting and disclosure requirements established by the SEC, including Regulation FD. It has been, and will continue to be, the Company’s practice to disclose material information about the Company publicly and on a timely basis, as required by law.

This policy applies to every director and employee of the Company and its subsidiaries, [and complements the Company’s Insider Trading Policy and Company’s Code of Conduct]. As a general rule, no director or employee is authorized to disclose material, nonpublic information about the Company. The Company will post this policy on its website at [www.biotelinc.com](http://www.biotelinc.com) within the “Investors” section. Any updates to this policy will also be posted. Appropriate training will be provided to each Authorized Spokesperson regarding compliance with this policy. Such training will be updated periodically as necessary.

#### **COMPLIANCE GUIDELINES**

Regulation FD prohibits the Company from disclosing material nonpublic information to securities professionals (including, for example, analysts, broker-dealers, investment advisers, and portfolio managers) and to holders of the Company’s securities unless the Company discloses the information simultaneously to the public generally. The Company’s guidelines and procedures on the communication of such information, which are set forth below, are designed to comply with Regulation FD.

##### **I. Authorized Spokespersons**

The following individuals (“Authorized Spokespersons”) are the only persons authorized to communicate on behalf of the Company to securities analysts, securities market professionals, investors and security holders:

1. The President and Chief Executive Officer;
2. The Chief Financial Officer;
3. Other senior officers can act as spokespersons on behalf of the Company when designated (in writing) by either (1) or (2) above.

No other employee, agent or representative of the Company is authorized to communicate any material, nonpublic information about the Company, except:

- Through public disclosure approved in advance by an Authorized Spokesperson; or
- For business purposes pursuant to a non-disclosure or other confidentiality agreement.

All questions or requests from securities analysts, securities market professionals, investors or security holders should be directed to the Company's Investor Relations Department at 800- 908-7103.

To the extent practicable, Authorized Spokespersons must contact the Chief Financial Officer /General Counsel before having conversations with any securities analysts, securities market professionals, investors and security holders in order to review the intended communication.

Pre-written speeches, written statements, presentations and other external communications should, to the extent practicable be reviewed by the General Counsel and the Chief Financial Officer.

## **II. Quarterly Earnings Conference Calls**

- a. The Company will hold quarterly investor conference calls and/or webcasts open to analysts, media and the general public. The Company will provide adequate advance public notice about the call and/or webcast through a media release by electronic distribution through Business Wire and posting on our website within the "Investors" section, approximately one week before the conference call.
- b. A replay of the conference call and/or webcast will be made available on our website within the "Investors" section within one week, and will remain available for two weeks thereafter.

## **III. Guidance and Quiet Period**

Any guidance regarding the Company's earnings or other financial measures will only be provided through public disclosure, such as media releases or filings with the SEC. The Company and its employees cannot give earnings guidance in any form (including "soft" or indirect guidance) in nonpublic settings. No Authorized Spokesperson will provide "comfort" with respect to any earnings estimate or otherwise "walk the Street" up or down. If any analyst inquires as to the reliability of a previously, publicly disseminated projection, the Authorized Spokesperson should follow the "no comment" policy in Section viii.

The Company will observe a "quiet period," beginning 15 days prior to the end of the quarter and ending with the public release of the Company's annual or quarterly earnings, during which the Company shall not comment on the results or financial outlook of the Company. However, during the quiet period,

Authorized Spokespersons may, on a case-by-case basis, meet with potential investors or attend investor conferences to discuss the Company's business, provided that any information provided at such meetings has previously been publicly disclosed by the Company.

#### **IV. Other Company Conference Calls**

The Company may hold investor conference calls from time to time on an "ad hoc" basis with respect to significant announcements or developments involving the Company. To the extent practicable, these conference calls will be made available to the public on our website via webcast within the "Investors" section. Public notice will be provided via a media release and posted on our website as far in advance of any such webcast as practicable.

#### **V. Securities Firm-Sponsored and Other Investor Conferences**

The Company from time to time also participates in securities firm-sponsored and other investor conferences. If the Company's participation at a particular conference will be available to the public via live webcast, the Company will provide reasonable advance public notice of the webcast through a media release and posting on our website. This advance notice shall also provide instructions for accessing any replay of the webcast.

#### **VI. One-on-One Meetings; Other Public Forums**

Authorized Spokespersons of the Company may meet privately with securities analysts, securities market professionals and investors. Similarly, Authorized Spokespersons (along with other Company officers and employees) may participate in public forums at which securities analysts, securities market professionals and/or investors may be present, including industry seminars and conferences and the Company's annual stockholder meetings. The Company does not intend to disclose any material nonpublic information during these meetings.

#### **VII. Unintentional Disclosure of Material Nonpublic Information**

If it is determined that material nonpublic information might have been disclosed unintentionally during the any of the situations or events discussed in this policy or otherwise, the Chief Financial Officer and the General Counsel should be notified immediately. If the Chief Financial Officer and the General Counsel determine that an inadvertent disclosure of material nonpublic information has occurred, a current report on Form 8-K will be issued disclosing the information no later than 24 hours after discovery of the unintentional disclosure or prior to the commencement of the next day's trading.

#### **VIII. Rumors: No Comment Policy**

The Company will not comment on market rumors in the normal course of business. When it is learned that rumors about the Company are circulating, Authorized Spokespersons should only state that it is the Company's policy to not comment on rumors.

## **IX. Analyst Models and Reports**

While an Authorized Spokesperson may elect to review draft analyst reports, such Authorized Spokesperson will not comment (orally or in writing) upon any such reports, except to correct inaccuracies relating solely to information previously disclosed to the public. No Company employee should distribute copies of, or refer to, selected analysts' reports to anyone outside the Company without the express approval of the General Counsel or the Chief Financial Officer.

## **X. Violations**

Violations of Regulation FD are subject to SEC enforcement actions, which may include an administrative action seeking a cease-and-desist order, or a civil action against the Company or an individual seeking an injunction and/or monetary penalties. Any violation of this policy shall be immediately reported to the General Counsel.

## **XI. Definitions of "Material" and "Nonpublic"**

Information is "material" if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell or hold a security *or* it could reasonably be expected to have an effect on the price of the Company's securities. Both positive and negative information may be material. While it is not possible to compile an exhaustive list, information concerning any of the following items should be reviewed carefully to determine whether such information is material:

- Financial information, such as sales and earnings, including whether the Company will or will not meet expectations;
- Mergers, acquisitions, tender offers, joint ventures, or changes in assets;
- Developments regarding customers or suppliers (including the acquisition or loss of an important contract);
- Product developments and research and development activities;
- Changes in senior management;
- Changes in compensation policy;
- A change in auditors or auditor notification that the Company may no longer rely on an audit report;
  
- Financings and other events regarding the Company's securities (*e.g.*, defaults on debt securities, calls of securities for redemption, repurchase plans, stock splits, public or private sales of additional securities);
- Significant litigation and regulatory matters; and
- Bankruptcy, corporate restructuring or receivership.

"Nonpublic" information is information that has not been previously disclosed to the general public by means of a media release, SEC filing or other media for broad public access. Disclosure to even a large group of analysts or stockholders does not constitute disclosure to the public.

## **XII. Further Information about this Policy**

All inquiries regarding the provisions or procedures of this policy or Regulation FD generally should be addressed to the General Counsel. This policy may be amended, terminated or reinstated at any time at the discretion of the General Counsel and Chief Financial Officer.