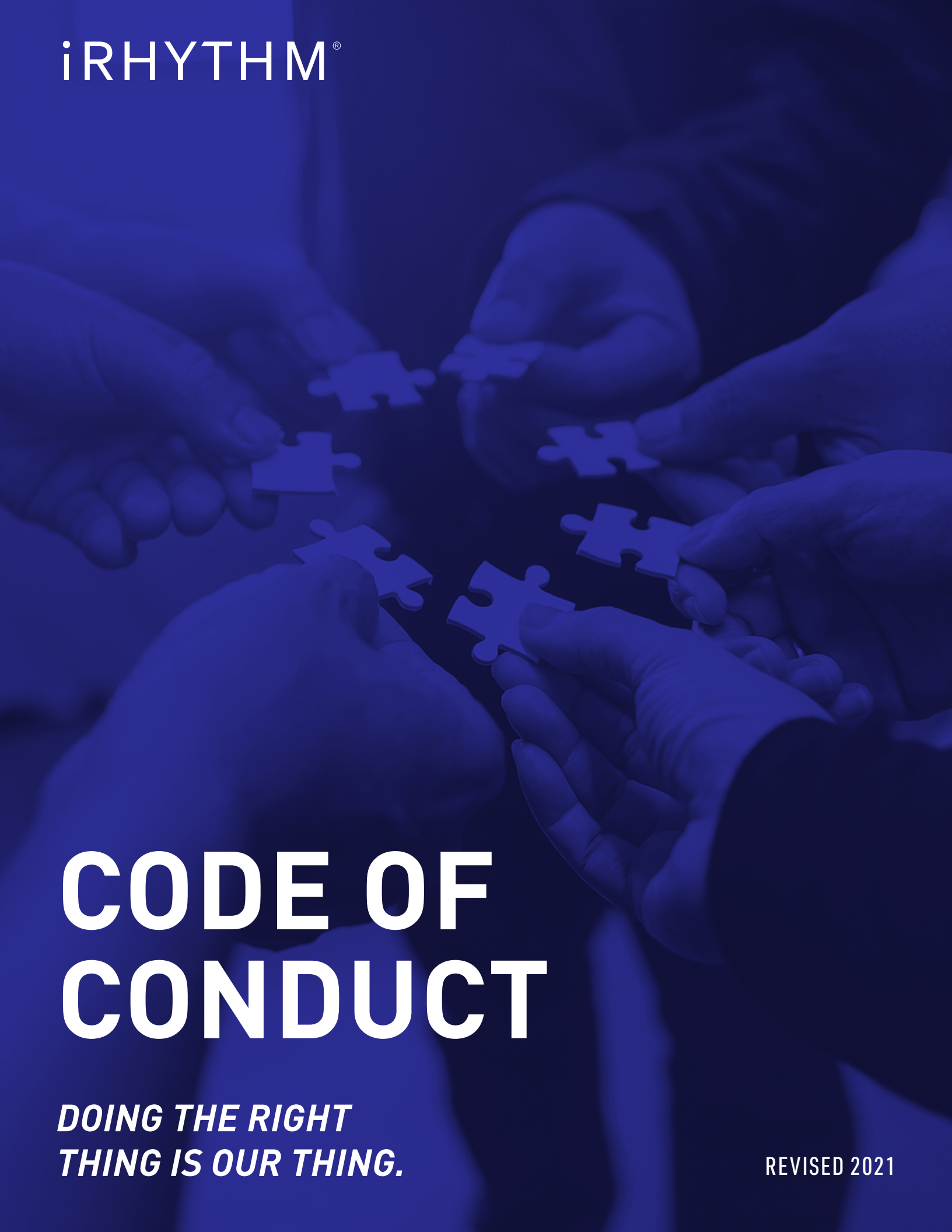
iRHYTHM®



CODE OF CONDUCT

DOING THE RIGHT THING IS OUR THING.

REVISED 2021

Table of Contents

A Letter from our CEO 3

Our Values Guide our Actions 4

Respecting our Values 6

- Why We Have a Code 6
- What's Expected of Me? 6
- Asking Questions and Raising Concerns ... 7

Respecting our Team 11

- Our Commitment to Fair and Equal Employment 11
- Our Commitment to Health and Safety 12

Respecting our Patients 17

- Our Commitment to Quality Patient Care 17
- Gifts 17
- Protecting Patient Information 18
- Ensuring the Safety and Quality of Our Products 19

Respecting our Shareholders 21

- Conflicts of Interest 21
- Investor and Media Communications 24
- Financial Reporting 25
- Use of Company Resources 26
- Intellectual Property and Confidential Information 27
- Prohibition on Insider Trading 27
- Record Retention 28

Respecting our Partners 30

- Gifts & Health Care Professionals 30
- Customers and Suppliers 32

Respecting our Community 34

- Corporate Citizenship 34
- Environment 34

Respecting the Law 36

- Fraud and Abuse Laws 36
- Medical Device Laws 37
- Anti-Bribery and Anti-Corruption Laws 37
- Government Inspections and Requests 38
- Government Pricing 39
- Competition Laws 39
- Global Trade Laws 40
- Doing the Right Thing Is Our Thing 41

Our Ethics & Compliance Resources 42

iRhythm Code of Conduct: What's Expected of Me? 44

Quentin Blackford
CHIEF EXECUTIVE OFFICER

A Letter from our CEO

Dear iRhythm Colleagues,

As we focus upon our mission—to set a new standard for how cardiac arrhythmias are diagnosed and aspire to be the world leader in the management of cardiac arrhythmia information—it is important for us to remember that we must always do things the **iRhythm way**. That is, each of us plays an integral role in ensuring that our Company embodies our key values: Respect, Passion, Bold, Boundaryless, and Balance. It is our commitment to one another, our shareholders, our community, and most importantly, our patients that causes us to adhere to the highest standards of integrity and remain true to our values in all aspects of our daily conduct. By doing so, we will maintain the trust that these partners place in us to provide quality care and to develop transformative methods of diagnosing cardiac arrhythmias.

Our Code of Conduct is our guidebook to understanding what is expected of us as members of the iRhythm team—it is our primary resource as we face difficult decisions or ethical issues that may arise as we interact with others in our day-to-day business activities. Of course, while the Code cannot address every specific situation we may experience, it is based in common sense. Listening to one another, speaking up, and holding ourselves and each other accountable to the highest standards of personal integrity are all simple things that we can do to ensure that we are living our values and remaining true to our mission.

Please take some time to read and understand our Code of Conduct. If you ever have questions or concerns, you have many resources to help you in addition to this Code. Seek guidance when you are unsure about the right course of action, if you are concerned about something that you may have witnessed or heard about, or if something just doesn't "feel right." If you wish to remain anonymous, you can report your concerns through our iRhythm Ethics Line 24 hours a day, 7 days a week. And, to be sure, no matter how a concern is reported, **iRhythm will not tolerate retaliation against anyone who raises it in good faith**.

Together, we can hold ourselves accountable and stay focused on doing business the iRhythm way. Our ongoing commitment to the Code will enable us to ensure that iRhythm continues to be a team of which we can all be proud to say we are a part, and to serve our patients around the world to our highest potential. Let's continue to inspire confidence among our patients and partners that at iRhythm, **doing the right thing is our thing**.

Thank you for your active participation and support.

Best,

Quentin Blackford
Chief Executive Officer

Our Values Guide our Actions

At iRhythm ("iRhythm" or the "Company"), our mission is to set a new standard for how cardiac arrhythmias are diagnosed, and we aspire to be the world leader in the management of cardiac arrhythmia information. To help us meet this mission, we have developed five core values to provide direction in our daily activities and to serve as a reminder of the way that we will conduct our activities as we strive to transform our mission into reality.

Our values guide how we accomplish our mission and treat each other and those we serve:

We hold ourselves, others, and the environment in the highest regard and will act as such.

We encourage thinking outside the box, trying new things, asking questions, and not being afraid to try something, fail, and learn from it.

We encourage an atmosphere that fosters our team's personal and professional development. We appreciate and respect the importance of all the different layers of people's lives.

We are passionate because we believe in what we are doing and where we are going. Our inspired determination drives our commitment to what we do and how we do it.

We are open to accepting, and sharing ideas, knowledge, advice and challenges. We evaluate new ideas and solutions with sincerity and honesty.

01

OUR CODE OF CONDUCT STARTS WITH OUR VALUES.

Respecting our Values

At iRhythm, honest and ethical conduct is critical to our success as a business. All iRhythm employees, directors, agents, and contractors have a responsibility to comply with laws that apply to iRhythm and be honest and ethical in all Company dealings.

WHY WE HAVE A CODE

Our Code of Conduct (the "Code") has been developed to provide you with the guidance and access to resources needed to operate with unquestionable integrity. The Code is designed to deter wrongdoing and to promote:

- Honest and ethical conduct;
- Compliance with applicable laws, rules, and regulations;
- Prompt internal reporting of violations of the Code;
- Accountability for adherence to the Code; and
- Full, fair, accurate, timely and understandable disclosure in our reports and public communications.

The Code Applies to Us All

Our Code applies to **all** employees and members of our Board of Directors. Each of us has the obligation to read and understand the Code. iRhythm also engages consultants, contractors, and other third-parties to perform services for the Company; these individuals are also expected to read, understand and abide by the Code.

Making Good Decisions

This Code will guide your conduct as you perform your daily job duties. However, many of the principles described in this Code are general in nature and do not cover every situation that may arise. Use common sense and good judgment in applying the Code. The Ethics & Compliance Services Department is a resource that will provide guidance.

Q: Different countries have different laws, regulations, and customs. Does the Code apply to everyone globally?

A: Yes. The conduct established in this Code applies to all iRhythm employees and anyone who conducts business on behalf of iRhythm worldwide. If a local custom, culture, or law contradicts any of the standards of behavior set forth in this Code, you should ask the Ethics & Compliance Officer for guidance. As a general matter, where the Code is stricter that than a local law or custom, you should rely on the guidance provided in the Code.

WHAT'S EXPECTED OF ME?

As an iRhythm employee or contracted third party, you're expected to:

- Read, understand, and adhere to this Code, as well as the laws, regulations, and policies that apply to your job;

- Ask questions and seek guidance when unsure how to handle any business situation;
- Report any violations of this Code immediately (Refer to the Resources section for additional guidance);
- Cooperate truthfully with any investigations;
- Never retaliate against another employee for raising a question or reporting what he or she believes is a violation of the Code, Company policies, or the law; and
- Always act with honesty and integrity.

All iRhythm employees are held to the same compliance and ethical standards, regardless of their position in the Company. Individuals in management and/or leadership positions are expected to go one step further to encourage a strong compliance "tone at the top." Managers, supervisors, and leaders should also:

- Help employees understand how the Code, Company policies, and applicable laws and regulations apply specifically to their jobs;
- Create an environment where employees feel comfortable discussing compliance questions or concerns;
- Consider ethical and compliant conduct when evaluating employee performance; and
- Push forward the discussion of compliance as a regular part of conversation at the Company.

ASKING QUESTIONS AND RAISING CONCERNS

At iRhythm, we have an **open door policy**, which means that you and your colleagues should feel encouraged to ask questions, present ideas, and voice concerns. Additionally, your identity will remain confidential to the extent permissible. We respect your concerns and opinions, and take them seriously. Managers at all levels of the organization are required to maintain an "open door" environment.

Q: Help! I don't know where to go to figure out which laws and regulations apply to my job!

A: Reach out to your manager, Ethics & Compliance Services, or Legal if you need help determining which laws, policies, procedures, or other standards may apply to your role.

Managers are required to take all employee concerns seriously and create an environment where employees feel comfortable discussing questions and issues. Managers must handle all reported concerns with discretion and escalate acts of misconduct or wrongdoing upon learning of information that could:

- Be potentially criminal in nature;
- Become the subject of a government or regulatory agency inquiry;
- Expose colleagues, patients, or the public to dangerous health or safety risks; or
- Have potential financial, legal, operational, or reputational consequences.

KEEP IN MIND: IF YOU ARE UNSURE IF A MATTER SHOULD BE ESCALATED, CONTACT THE ETHICS & COMPLIANCE SERVICES DEPARTMENT TO ASK!

The iRhythm Ethics Line

As an iRhythm employee, you have access to the iRhythm Ethics Line to anonymously report any concerns or confidentially ask questions. The Ethics Line is provided by an independent third party so your anonymity will be maintained unless you choose to identify yourself or your identity becomes known based on the details of your report. Remember: It is your responsibility to report known or suspected concerns if you identify something that is not consistent with this Code, our Company policies, or any other applicable rule or regulation.

Our Commitment to the Truth

At iRhythm we take all allegations of misconduct seriously and, where there is sufficient information provided, will investigate every report of potential violations of the Code, Company policy, or the law. As an iRhythm employee, you are required to cooperate with any and all Company investigations when asked, and, in the spirit of ethical decision making, you must provide complete and truthful information in the process. You are also expected to keep any investigation and related discussion that you're involved in confidential.

Q: If I report a concern to the Ethics & Compliance Services Department, should I expect a response?

A: Yes. The Ethics & Compliance Services Department aims to respond to all questions and concerns in a prompt and comprehensive manner. Because we respect confidentiality, detailed information about the outcome of a matter will be shared only on a need-to-know basis.

Our Commitment to Non-Retaliation

iRhythm strives to maintain an open, accessible, and transparent environment where **employees should feel comfortable coming forward** with questions, comments, or concerns of non-compliance at all times. All iRhythm employees must honor the Code's non-retaliation policy by maintaining respect for one another – especially in situations where a colleague reports a concern of non-compliance by another individual.

Retaliation of any form against an employee who reports, in good faith, misconduct or wrongdoing is not allowed at iRhythm. Acts of retaliation violate our Code and are subject to strict disciplinary action.

Examples of retaliation include, but are not limited to:

- Denial of benefits or promotion;
- Demotion;
- Termination;
- Suspension;
- Verbal or written threats;
- Physical violence;
- Harassing comments or conduct

If you believe that you or another individual has been retaliated against for raising a question, seeking guidance, voicing a concern, reporting misconduct, or participating in an investigation, you should notify the Ethics & Compliance Officer or Human Resources immediately. You may also use the iRhythm Ethics Line to anonymously report retaliation.

KEEP IN MIND: IF YOU FEEL YOU ARE OR HAVE BEEN RETALIATED AGAINST, IT'S IMPORTANT TO REPORT IT IMMEDIATELY SO REACTIVE MEASURES CAN BE TAKEN.

Reporting Honestly

Reporting known or suspected acts of misconduct in good faith is an obligation we all share. Reports submitted in bad faith are also a violation of the Code and subject to disciplinary action.

Violations of the Code are serious offenses carrying individual consequences. These consequences depend on the violation at-hand and may include, but are not limited to:

- Disciplinary actions including and up to termination of employment;
- Prosecution;
- Loss of iRhythm business;
- Fines or imprisonment; and
- Damage to personal reputation.

Violations of the Code may also directly impact our patients, as misconduct could compromise product safety, pose environmental risk, raise the cost of our products, hurt our shareholders, and result in decreased trust in the iRhythm brand.

Q: I observed a compliance violation, but I'm afraid my boss will find a reason to fire me if I report it. What does iRhythm do to protect me?

A: Because of the Company's strict non-retaliation policy, you should feel comfortable coming forward to report your concerns. The specific steps taken to protect you from non-retaliation will vary on a case-by-case basis. They may include, but are not limited to, disciplinary action against an individual engaging in retaliatory behavior and ongoing monitoring of the situation.

Refer to the Non-Retaliation policy available on Zio Pulse for any additional questions or contact Ethics and Compliance Services at compliance@irhythmtech.com.

02

AT IRHYTHM, OUR DIVERSITY IS OUR STRENGTH.

Respecting our Team

At iRhythm, we're committed to ensuring our team members are treated with **fairness** and **respect**. We believe that a cooperative work environment, based in trust and mutual respect, is essential to our success. We embrace the diversity of our workforce and celebrate the creative value added by individuals with different backgrounds from our own. We expressly prohibit intimidation, hostility, harassment, discrimination, and other inappropriate behavior of any kind. Furthermore, we expect all iRhythm employees to conduct themselves in a professional and dignified manner at all times to avoid making others feel uncomfortable at work.

KEEP IN MIND: JUST BECAUSE A CERTAIN ACTION DOESN'T BOTHER YOU, THAT DOESN'T MEAN THAT IT WOULDN'T BOTHER SOMEONE ELSE. ALWAYS BE CONSCIOUS OF THE EFFECT YOUR BEHAVIOR MIGHT HAVE ON OTHERS.

OUR COMMITMENT TO FAIR AND EQUAL EMPLOYMENT

iRhythm is committed to providing a work environment that is free of discrimination and harassment. We are an equal opportunity employer. We make employment decisions on the basis of a person's qualifications and our current business needs.

iRhythm strictly prohibits unlawful harassment and discrimination of any kind. We believe in the richness and quality of a working environment that is informed by people from all walks of life, and strive to create a genuinely inclusive environment. We respect our unique backgrounds and embrace our differences. We do not tolerate harassment or discrimination on the basis of race, color, veteran status, religion, gender, sex, sexual orientation, age, mental or physical disability, medical condition, national origin, marital status, or any other characteristics protected under federal or state law or local ordinance.

Q: I work as a sales representative and have been assigned to a customer who makes advances at me each time I visit the office. I have brushed this off for a long time, but the advances are getting more frequent and harder to ignore. It turns out this is also one of our best customers, and I'm afraid that if I report this to my manager the importance of the customer's relationship with iRhythm will be taken more seriously than my feelings. What do I do?

A: You should not be experiencing this type of interaction with a customer, no matter who they are. If you are uncomfortable reporting this to your manager, you can use one of the many reporting options to confidentially discuss this concern with the Ethics & Compliance Officer or Human Resources. The Company can find many solutions to solve a problem like this in a manner that does not cause you further embarrassment.

Q: I feel as though I was not given a promotion because of my gender. What should I do?

A: Let's talk about it. iRhythm requires that employment decisions be made without regard to the gender of the candidate. If you feel you have been treated unfairly, you should report your concern. See Our Ethics & Compliance Resources section for information on how to report your concerns.

iRhythm does not tolerate workplace bullying. Workplace bullying includes, but is not limited to, verbal abuse, physical intimidation or assault, and intentionally damaging or sabotaging another person's work area, property, or work performance. iRhythm also prohibits cyberbullying, regardless of whether the device(s) involved are owned by the Company or on the Company network.

Notify your manager, Human Resources, or Ethics & Compliance Services Department immediately if you feel that you or another colleague has experienced discrimination or harassment, or has been bullied by another employee or manager. Employees who engage in acts of harassment, discrimination, bullying, or other inappropriate behavior are subject to corrective action that may include termination of employment; likewise, contractors and others operating on the Company's behalf may lose the Company's business.

KEEP IN MIND: WHAT YOU FIND FUNNY MAY BE OFFENSIVE TO OTHERS OR IN OTHER CULTURES. ALWAYS BE MINDFUL OF WHAT YOU SAY – OUR POLICIES PROHIBIT ACTIONS AND STATEMENTS THAT COULD BE CONSIDERED HARASSMENT OR BULLYING, EVEN IF THE ACTIONS WERE MEANT AS A JOKE.

OUR COMMITMENT TO HEALTH AND SAFETY

We are committed to maintaining a healthy, safe, and secure work environment that protects our employees and the public from harm. iRhythm complies with all applicable health, safety, and environmental laws as well as all related Company policies and procedures. We have a zero-tolerance policy against aggressive behavior, violence, direct and indirect threats, harassment, intimidation, and/or weapons. Moreover, we strive to conduct our everyday business activities in an environmentally sustainable way.

Don't forget about your work-life balance! Consistent with our dedication to **Balance** as a key value at iRhythm, we appreciate the different layers to each of our employees' lives, and we encourage professional and personal development endeavors outside of work as long as they do not create a Conflict of Interest (see discussion on this topic on Page 21). If you feel that you don't have a sustainable or desirable work-life balance, you should discuss this with your manager or a Human Resources representative.

Q: I overheard a colleague of mine receiving unwelcome flirtatious comments from a vendor rep while at a business dinner. I thought this was a personal issue and didn't say anything. Am I right?

A: No. We should have a work environment where we are shown respect by our colleagues. You should consult with a Human Resources representative if you are unsure whether certain behavior is inappropriate. If you believe that your colleague may have been subject to harassment, you should report this to your manager, Human Resources, or the Ethics & Compliance Services Department right away so that appropriate action can be taken.

Q: My colleague made racially charged jokes that made me feel uncomfortable. What should I do?

A: Your colleague should be made aware that these jokes are creating a negative work environment. In our straight talk environment, you are free to speak directly with your colleague if you are comfortable doing so. Whether you communicate directly with the colleague or not, you should report this to your manager, who will be expected to take appropriate action. You may also contact Human Resources or the Ethics & Compliance Services Department.

Workplace Violence

iRhythm is committed to providing a safe workplace and a comfortable and safe atmosphere for customers and others with whom we do business. iRhythm has zero tolerance for violent acts or threatened violence. ***Any*** employee who threatens or commits violence will be terminated immediately. Examples of workplace violence are included in the Guidelines for Appropriate Conduct found in the **iRhythm U.S. Employee Handbook or the U.K. Employee Handbook**. iRhythm also forbids possession of firearms, weapons, explosives, or ammunition on Company property.

Drug and Alcohol Policy

It is against Company policy to consume alcohol while working. Further, it is against Company policy to have a controlled substance in your system while working, except where authorized. Additionally, the use, possession, or sale of a controlled substance in any quantity while on Company premises is prohibited.

Q: I think I may have a substance abuse problem. Can iRhythm help me?

A: iRhythm encourages you to seek help by contacting counseling professionals. Contact Human Resources for information regarding support options available to employees struggling with substance abuse.

Social Media Policy

In a world that is increasingly connected through social media, the proper and considerate use of sites like Facebook, Twitter, LinkedIn, etc., can create enduring consequences if not used responsibly. A few key guidelines that will ensure your continued responsible social media use are:

- iRhythm employees should always be thoughtful about their affiliation with the Company when using social media, and take care to avoid posts that associate iRhythm in social media posts with a personal business venture, political candidate, or religious cause. Refer to our Social Media policy, which you can find in the U.S. or U.K. Employee Handbook for more information
- Employees may not post proprietary, patient, or confidential information on social media sites. Social media posts about the Company's products, sales, FDA submissions, or clinical data may only be posted by authorized personnel using approved content.
- Due to strict FDA regulations regarding the nature and content of product-specific social media content, ***employees may not post information about Company products on their personal pages***. Additionally, only authorized iRhythm personnel may post product-related communications on iRhythm social media and web-based platforms.

Data Privacy and Security

As part of our day-to-day business, many of us have access to the personal information of our employees and customers, or sensitive business, financial, or proprietary information. Laws around the world, such as the **EU's General Data Protection Regulation (commonly referred to as "GDPR"), the California Consumer Protection Act ("CCPA"), and the Health Insurance Portability and Accountability Act of 1996 ("HIPAA")** require us to protect and lawfully use that information—including, and especially, that information when it belongs to patients (read

more about this in the Patient Privacy section of this Code). Failure to meet this responsibility could result in government actions, potential lawsuits, fines and penalties, and damage to our reputation. It is critical that personal information is maintained, kept confidential, and used in accordance with our **Data Privacy** policy.

What is Protected Health Information?

It is any information that can be used to identify someone – whether directly, or through a process of elimination. Examples include:

- First name or initial and last name
- Home address
- Telephone number
- Personal email address
- Government identifiers, such as driver's license number or Social Security number
- Employment, financial, or health information
- IP address
- Zio Device Serial Number

Laws differ in how we must handle this information, so if your role for the Company involves handling or access to this sensitive information, you should review the appropriate policies and procedures, or ask a member of the Legal or IT Compliance team. In some cases, employee data is not protected health information but is sensitive personal information, such as someone's pay or tax information. In other cases, employee data may be protected health information, e.g., information related to the company's health plan.

Safeguarding our Information Technology

Collecting and handling personal, financial, and proprietary information ("sensitive information") appropriately is key to our continued success. We can safeguard this information if we are sure to:

- Understand and follow all laws, policies, and procedures that apply when we collect, use, store, share, or delete sensitive information
- Only access sensitive information for appropriate business purposes
- Encrypt all internal e-emails that include protected health information
- If you accidentally disclose sensitive information to an unauthorized person or entity or become aware of a potential security breach, promptly report it to your manager, your Privacy Officer, or the Ethics & Compliance Services Department. If you improperly receive this type of information, promptly report it. Failure to promptly report a disclosure can itself be a violation of iRhythm policy.

KEEP IN MIND: EMPLOYEES WHO INTENTIONALLY DISCLOSE OR MISUSE SENSITIVE INFORMATION WILL BE HELD RESPONSIBLE AND MAY BE SUBJECT TO DISCIPLINARY ACTION AS WELL AS CIVIL OR CRIMINAL PENALTIES.

Username and Password Protection

Sensitive information is entered and stored in computer systems. Employees and others are given access to these systems through the use of a unique username and password. You cannot share your username or password. You are responsible for any access made using your username. Beware of phishing attacks by hackers to retrieve your unique passwords or access to the Company's systems. You should never open emails or attachments from people you do not know. If you receive a suspicious email, do not open it, but immediately report it to Information Technology.

Q: My supervisor asked me to share my username and password with a new employee until that employee receives their own username. Is that OK?

A: No, your username and password should never be shared with anyone. You should tell your supervisor that you're uncomfortable with this request. If you do not feel comfortable approaching your supervisor, you may contact the Ethics & Compliance Officer.

Environmental Health and Safety

iRhythm's policy is to provide a safe and healthy workplace and to follow procedures aimed at safeguarding all employees. Safety is everyone's responsibility. Every manager is expected to devote the time and effort necessary to ensure the safety of employees at all times. Employees have responsibilities also, such as obeying safety rules and being aware of OSHA postings. Additional employee responsibilities are set forth in the **iRhythm U.S. and U.K. Employee Handbooks.**

Global Human Rights

Consistent with our dedication to **Respect** as a key value at iRhythm, we are committed to recognizing human rights on a global scale. We adhere to certain standards designed to protect human rights and expect our partners to do the same:

- Freedom of association and collective bargaining
- Prohibition against forced labor and abuse of labor
- Prohibition against child labor
- Prohibition against discrimination
- Prohibition against corruption and bribery
- Compliance with work hour, wage, and benefit laws
- Provision of a safe and healthy workplace
- Environmental protection

03

WE LEVERAGE OUR VALUES TO PROVIDE TOP-QUALITY, NEXT-GENERATION SOLUTIONS TO OUR PATIENTS.

Respecting our Patients

OUR COMMITMENT TO QUALITY PATIENT CARE

iRhythm is committed to providing quality care to patients. We treat everyone we serve with compassion. Our commitment involves ensuring that services are medically necessary, safely delivered, and appropriately billed. We strive to maintain standards of excellence that ensure the safety of our patients.

GIFTS

It is never appropriate to give gifts to the Company's patients. In **rare** instances, it may be necessary to accept a gift from a patient if declining it would be insensitive, rude, or impossible. If you are in the position of having to accept a patient gift, you should immediately notify your manager and a member of Legal or the Ethics & Compliance Services Department. If the gift has a fair market value greater than $25 and is non-perishable, you will be informed of how to divest the item.

We take pride in earning business ethically and based on the merit of our science and products. If your position with the Company requires that you interact with U.S. public officials or foreign officials, you should seek guidance from a member of Legal or the Ethics & Compliance Services Department before engaging with the individual.

Remember: While it is customary in many parts of the world to occasionally give gifts to customers and other parties that have a business relationship with the Company, it is against Company policy to provide any gift to a foreign government official—which can include HCPs— or U.S. public official. For more on HCP gifts, see Page 29.

PROTECTING PATIENT INFORMATION

iRhythm collects personal and health information about our patients in the course of providing services. This information is protected under HIPAA as well as numerous state laws and regulations. iRhythm is fully committed to maintaining the privacy and security of patient information.

KEEP IN MIND: ALL OF US HAVE AN OBLIGATION TO BE ESPECIALLY CAREFUL WITH ANY PATIENT INFORMATION RECEIVED, REQUESTED, OR SHARED — WHETHER INTERNALLY OR WITH AN INSURANCE COMPANY OR PROVIDER.

You should only access patient information if you need it to do your job. Any access, use, or disclosure of patient information for any other purpose is inappropriate and will lead to disciplinary action, which may include termination. Patient information should never be shared directly with a family member or other authorized representative without express written consent from the patient unless otherwise approved by iRhythms Privacy Office. That means that the individuals identity has been verified AND they have provided their permission, in writing, for their data to be shared with the exact person in the exact way it is being requested.

Refer to our **HIPAA Privacy** policy for more information.

Q: I have access to patient information for my job. I am curious about a family member or friend's report or bill status. Can I look at the record?

A: No, you may not access any individual's information to satisfy your curiosity. Any access to patient information should be made only if it is required to perform your specific job duties. Accessing the information to satisfy curiosity could result in disciplinary action including termination.

Q: I sent a patient report to the wrong person. What should I do?

A: You should tell your manager and report it using the Ethics Line or incident@irhythmtech.com. An investigation will determine whether the disclosure has resulted in a breach of patient privacy.

Billing and Coding

iRhythm is committed to appropriately billing for the services we provide to our patients in a timely and accurate manner. If you have concerns or questions regarding our billing processes you should tell your manager, contact the Ethics & Compliance Officer, or use the Ethics Line.

KEEP IN MIND: IMPROPER OR FRAUDULENT BILLING PRACTICES MAY RESULT IN DISCIPLINARY ACTION AS WELL AS CIVIL AND CRIMINAL PENALTIES.

ENSURING THE SAFETY AND QUALITY OF OUR PRODUCTS

QUALITY means a lot of different things to different people.

iRhythm defines the optimum level of quality as one that reliably meets the expectations of our customers, patients, and regulators while maximizing competitive advantage and shareholder value. Our Quality Policy is core to deliver a quality service, focus on patient safety, and maintain transparency with regulatory Medical Device Reporting to the appropriate regulatory agencies.

QUALITY POLICY

iRhythm is a responsive provider of innovative healthcare information for continuous ambulatory cardiac monitoring that **meets or exceeds** the quality expectations of our customers and industry.

OUR COMMITMENT

- Continuously improving our quality management system,
- Complying with all applicable regulatory requirements, and
- Delivering excellence to customers through our products, processes, service, and data.

To ensure the quality of our products and the safety of our patients, be sure to keep the following in mind:

- Recognize potential product complaints and adverse events
- Gather as much information as possible to report potential complaints and adverse events
- Report potential complaints and adverse events as soon as you discover them to the Quality and Regulatory Assurance team

04

WE OWE IT TO OUR SHAREHOLDERS TO MAKE IRHYTHM THE BEST COMPANY IT CAN BE.

Respecting our Shareholders

The Company's reputation is reflected in the behaviors of our employees. The iRhythm brand is critical to the Company's continued success and growth. It is important to keep this in mind, even when engaging in activities outside of work.

CONFLICTS OF INTEREST

Your decisions and actions in the course of your employment with the Company should be based on the best interests of the Company, and not based on personal relationships or benefits.

Q: What is a Conflict of Interest?

A: A Conflict of Interest arises when personal interests, activities, or relationships interfere with our objectivity and loyalty to the Company.

Conflicts of Interest can occur in many ways and are often subtle. A few examples include:

- Inappropriate supervisory / subordinate relationships [such as a parent/child]
- Personal or financial relationships with iRhythm vendors
- Familial relationships with customers
- Commitments outside of work that detract from your ability to provide a full day's work for a full day's pay.

Recognizing and Avoiding Conflicts of Interest

There are a variety of situations in which a Conflict of Interest may arise. While it would be impractical to attempt to list all possible situations, some common types of conflicts are discussed below:

OUTSIDE ACTIVITIES

- Ensure that your outside activities (e.g., outside employment, serving on a board of directors, speaking engagements) do not conflict with your job responsibilities at iRhythm or your ability to act in the best interests of the Company.
- Employment or other involvement with an iRhythm competitor is a conflict of interest and strictly prohibited. For questions contact Ethics and Compliance Services at compliance@irhythmtech.com.
- If you have a question about whether you may participate in outside activities, speak to your manager or Human Resources before you participate in the activity. The Company will evaluate whether the outside position poses a potential Conflict of Interest with your position at iRhythm.

FINANCIAL INTERESTS

- Avoid any financial interest that may conflict with your responsibilities to the Company or make it difficult to make objective decisions in your day-to-day business activities.
- Be aware of your obligations regarding personal financial interests and relationships. If you, a relative, or a friend is employed or otherwise involved with a supplier, competitor, or anyone else who wants to do business with iRhythm, tell your supervisor or a member of the Ethics & Compliance Services Department.

KEEP IN MIND: IF YOU HAVE ANY QUESTIONS AS TO WHETHER ANY OF YOUR RELATIONSHIPS OR INVESTMENTS ARE FINANCIAL CONFLICTS OF INTEREST, REACH OUT! WE ENCOURAGE YOU TO SEEK GUIDANCE FROM THE ETHICS & COMPLIANCE OFFICER IF YOU HAVE ANY QUESTIONS.

CORPORATE OPPORTUNITIES

- Never use your position at iRhythm—or any knowledge, resources, or information you learned through your position at iRhythm—for personal gain or to take advantage of any opportunities that the Company may have an interest in.

What about Loans from iRhythm?

Loans from the Company to directors and executive officers are prohibited. Loans from the Company must be approved in advance by the Board or its designated committee.

Q: I work in procurement and my sister-in-law just started a company that would like to be a supplier for iRhythm. What should I do?

A: This creates a conflict of interest, so it is important that you do not try to influence our decision to purchase materials from your sister-in-law. You must disclose this relationship to your supervisor before any decisions can be made, and you must not participate in the decision-making process. Your supervisor will work with Legal and the Ethics & Compliance Services Department to figure out the best way to handle this situation.

ELECTION OR APPOINTMENT TO PUBLIC OFFICE

- You may serve in an elected or appointed public office if that position does not create or appear to create a Conflict of Interest, provided that you obtain approval from the Ethics & Compliance Services Department **prior to engaging in that activity**.
- Never state or suggest that you are speaking on behalf of iRhythm or that the Company supports your personal political views or activities.

KEEP IN MIND: YOU MAY NOT CONDUCT ANY POLITICAL ACTIVITIES IN THE WORKPLACE, DURING WORK HOURS, OR WITH COMPANY RESOURCES, INCLUDING SENDING EMAILS RELATED TO YOUR POLITICAL ACTIVITY FROM YOUR COMPANY EMAIL ADDRESS.

PERSONAL RELATIONSHIPS IN THE WORKPLACE

iRhythm respects the privacy of its employees and generally does not wish to interfere with their personal relationships. However, certain relationships may create actual, potential, or perceived conflicts of interest in the workplace, and thus may be detrimental. For example, it is not appropriate for an employee to hold a position where he or she can influence the hiring, work assignments or compensation of a person with whom he or she has a Family, Romantic, or Other Personal Relationship. (See below for definitions of these terms.) This Policy will help you and iRhythm avoid complaints of favoritism, potential conflicts of interest (whether actual or perceived), and potential claims of sexual harassment or retaliation. This policy applies to regular employees, temporary workers, interns, contractors and consultants.

DEFINITIONS

- A "Family Relationship" means a relationship with a "Family Member," which includes a spouse, domestic partner, parent, child, sibling, grandparent, grandchild, aunt, uncle, niece, nephew, cousin, and corresponding in-law or "step" relations.
- A "Romantic Relationship" means a romantic, dating, or sexual relationship.
- "Other Personal Relationships" are relationships that reasonably could impair an individual's ability to make unbiased decisions or perform his or her job responsibilities in the best interests of iRhythm. Examples include, but are not limited to, relationships such as creditor relationships, landlord/tenant relationships, or other financial relationships.

FAMILY RELATIONSHIPS

iRhythm permits members of the same family to work at the Company subject to the restrictions below:

- Direct or indirect reporting relationships between Family Members are prohibited.
- Family Relationships with suppliers, vendors, service providers or customers with whom the employee interacts for their job at iRhythm are prohibited.
- Family Members of the CEO, all CEO direct reports, and Board, regardless of whether a reporting relationship exists, will be prohibited from working at iRhythm.

ROMANTIC RELATIONSHIPS

The following restrictions on Romantic Relationships apply:

- Romantic Relationships between employees in a direct or indirect supervisory relationship are prohibited. The most common example is a manager dating an employee who reports directly to him or her, but this Policy applies to Romantic Relationships between a manager and an employee anywhere in the management chain, including "dotted line" or other indirect reporting relationships.
- Individuals who are VP and above having a Romantic Relationship with any iRhythm employee – including those outside the scope of any reporting relationship – are required to disclose the relationship to Human Resources.
- Romantic Relationships with suppliers, vendors, service providers or customers with whom an employee interacts for their job at iRhythm are prohibited.
- iRhythm prohibits the CEO, all CEO direct reports, and Board from engaging in Romantic Relationships with any iRhythm employee, regardless of whether they work together in a direct or indirect supervisory relationship.

OTHER PERSONAL RELATIONSHIPS

Other Personal Relationships (such as creditor relationships, landlord/tenant relationships or other financial relationships) can create potential conflicts of interest with respect to hiring (or engagement), management, assignment of work, and compensation (or pricing), to name just a few areas of concern. The CEO, all CEO direct reports, Board, and Individuals in Other Personal Relationships that may pose potential conflicts of interest must disclose the relationship to Human Resources. Employees who are not sure whether there is a conflict of interest should disclose the relationship.

DIRECT AND INDIRECT REPORTING RELATIONSHIPS

- A direct reporting relationship exists where one employee directly supervises the other.
- An indirect reporting relationship exists where one employee has any amount of oversight – however slight – over the work or other terms and conditions of employment of the other employee. Examples include "dotted line" reporting relationships, or relationships in which one employee's subordinates supervise the other

employee (i.e., they are in the same "chain of command"). These are just examples. Employees who are uncertain whether a particular relationship constitutes an "indirect reporting relationship" should contact Human Resources for guidance.

RELATIONSHIPS ARISING OUTSIDE OF YOUR CONTROL

Relationships that are prohibited by this policy may arise because of restructuring, promotion or other similar events outside the control of the affected employee(s). Managers and other employees who find themselves in circumstances that may violate this policy should raise the issue with Human Resources. iRhythm will attempt to remedy the situation, usually by work reassignment, consistent with business needs.

DISCLOSURE PROCEDURE

- The CEO, CEO direct reports, and Employees who are required to report a Family, Romantic or Other Personal Relationship as set forth above should report that relationship to their Human Resources Business Partner ("HRBP"). Board members who are required to report a Family, Romantic or Other Personal Relationships as set forth above should report that relationship directly to the Board Chair.
- The HRBP and Board Chair, with the assistance of Ethics and Compliance Services and any other relevant stakeholders, will determine whether a conflict of interest exists.
- Potential responses include, but are not limited to, requiring one or both of the individuals to leave the Company,or otherwise change positions.
- In the case of Romantic Relationships, the individuals may be required to confirm, in writing, that the relationship is voluntary and consensual, and that they are aware of iRhythm's anti–sexual harassment policy.

REMEDIATION

When a situation arises that is not consistent with these policies, the matter will, if it involves the CEO, CEO direct reports, or Board member, be referred to the Board Nominating and Governance Committee for remediation. Inconsistencies involving all other individuals will be referred to Ethics and Compliance Services for remediation. The decisions of the Nominating and Governance Committee and Ethics and Compliance Services in these matters shall be final.

VIOLATIONS

Employees who violate this policy, whether by engaging in a prohibited relationship or failing to disclose a covered relationship, will be subject to discipline, up to and including termination, consistent with applicable law.

KEEP IN MIND: EVALUATING WHETHER A CONFLICT OF INTEREST EXISTS, OR MAY APPEAR TO EXIST, REQUIRES CONSIDERATION OF MANY FACTORS. WE ENCOURAGE YOU TO SEEK GUIDANCE AND APPROVAL IN ANY CASE WHERE YOU HAVE ANY QUESTIONS OR DOUBTS.

INVESTOR AND MEDIA COMMUNICATIONS

As a publicly-traded company, iRhythm must follow specific rules about how and when to provide reports to the public and government regarding its business and financials.

Public Communications and Filings

Public communications and responses to inquiries from the public and the government—regardless of whether the questions relate to financials, product claims, or otherwise—may only be handled by particular individuals designated by the Company.

Who is Authorized to Speak to the Public or Government on Behalf of iRhythm?

Our Chief Executive Officer, Chief Financial Officer, Chief Operating Officer and Investor Relations personnel and their authorized designees are our official spokespeople for financial matters.

If you are not authorized by the Company to speak to the public or government, you should avoid statements that give the impression that you are speaking on iRhythm's behalf, **even in postings on social media** (more on this on Page 13). You should refer any requests and questions to the Ethics & Compliance Services Department.

If you are one of the authorized individuals, you are expected to use all reasonable efforts to provide complete, accurate, objective, relevant, timely, and understandable answers to inquiries related to the Company's public disclosures. All communications made to public audiences on behalf of the Company, including formal communications and presentations made to investors, customers, or the press, require prior approval.

KEEP IN MIND: IF YOU BELIEVE THAT ANY INFORMATION WE HAVE PROVIDED IS MISLEADING OR IF YOU BECOME AWARE OF ANY INFORMATION THAT YOU BELIEVE SHOULD BE DISCLOSED TO THE PUBLIC, IT IS YOUR RESPONSIBILITY TO REPORT THIS INFORMATION TO THE ETHICS & COMPLIANCE SERVICES DEPARTMENT.

FINANCIAL REPORTING

As a public Company, we are required to follow strict accounting principles and standards to report financial information accurately and completely, and to have appropriate internal controls and procedures to ensure that our accounting and financial reporting complies with applicable laws. The integrity of our financial transactions and records is critical to the operation of our business and is a key factor in maintaining the confidence and trust of our fellow team members, partners, and shareholders.

We are committed to providing **fair, accurate, and timely** disclosure of financial information because financial reporting requires the **highest standard** of fairness and honesty.

We all have a duty to ensure our financial integrity by:

- Ensuring all transactions are properly authorized and recorded accurately and in a timely manner
- Protecting Company assets
- Submitting for reimbursement valid business expenses only

KEEP IN MIND: IF YOU BECOME AWARE OF ANY FALSE, UNSUPPORTED, OR INACCURATE STATEMENTS IN OUR BOOKS AND RECORDS OR MISCONDUCT RELATED TO FINANCIAL REPORTING, REPORT IT TO THE ETHICS & COMPLIANCE SERVICES DEPARTMENT OR LEGAL IMMEDIATELY.

Dishonest financial reporting can result in harm to our reputation, our shareholders, and our business. It can also result in civil or criminal penalties for both the individual and the Company. Reporting false or misleading information in any type of internal or external financial report is forbidden.

Q: My department is very busy and I have a ton of work to do, but I'm approaching the end of the quarter and I'm afraid that I won't have enough time to gather the materials for my expense reports. Can I just estimate?

A: No. It is essential that the information we provide to the Company is complete and accurate. You should explain the situation to your supervisor and, if necessary, the Ethics & Compliance Services Department to ensure that you have the resources you need to report your expenses accurately and in a timely manner.

Keeping the Audit Committee Informed

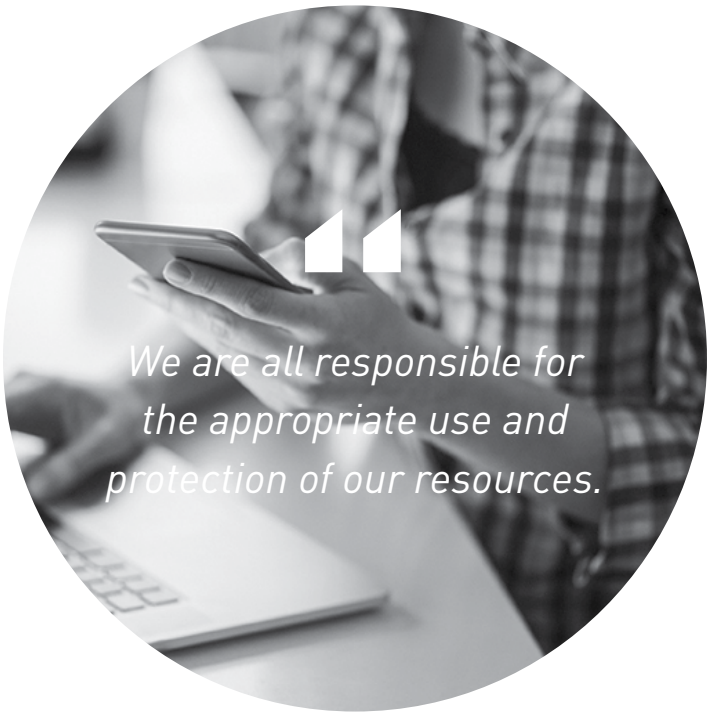
The Audit Committee of our Board of Directors plays an important role in ensuring the integrity of our public reports. If you believe that questionable accounting or auditing conduct or practices have occurred or are occurring, **you should report it using one of the methods provided on** **Page 43**. Some examples of situations you should report are:

- Submitting false or misleading requests for reimbursement
- Recording sales before the sale is completed
- Authorizing or receiving payment for goods not received, services not performed, hours not worked, or expenses not documented
- Forgery of any kind

USE OF COMPANY RESOURCES

We are all responsible for the appropriate use and protection of our resources. By effectively maintaining and protecting our assets, we can add greater value to the lives of our patients.

- Do not remove Company resources from our facilities, other than equipment you routinely use as part of off-site job responsibilities that have been authorized by your supervisor
- Do not use Company resources for outside businesses or unethical activities
- Always use your own username and password while on iRhythm computers, and **never give out your password to anyone**
- Be alert for situations that may lead to loss, theft, or misuse of Company resources



What is a Company resource?

Examples of Company resources include:

- Equipment and machinery
- Cash and other funds
- Telephones, laptops, computers, tablets, and printers
- Email and internet access
- Product inventory and supplies

INTELLECTUAL PROPERTY AND CONFIDENTIAL INFORMATION

iRhythm's business is built upon great ideas – ideas that we bring to the market and improve upon over time. Protecting our ideas is vital to our continued success as a company, so it is important that we recognize what our ideas are, and how to safeguard them from theft, loss, or unauthorized copycat activity in the market. Our Intellectual Property includes:

- Our branding and marketing activities, including iRhythm and product names and logos.
- The technology behind our products and service offerings.
- Drawings, books and other representations of our products and their components.
- Patents and trademarks that we have obtained with regulatory agencies.

Our Intellectual Property and Confidential Information is what **drives our innovation**. If this information were to fall into the wrong hands, our business could be harmed. **We all have a responsibility to protect this information and our intellectual property**. Consistent with our dedication to Respect as a key value at iRhythm, we must also protect the intellectual property that belongs to others.

WHAT IS CONFIDENTIAL INFORMATION?
Examples include:

- Pricing strategies and financial information
- Product development and research information
- Employee and salary information

WHAT IS INTELLECTUAL PROPERTY?
Examples include:

- Inventions and ideas
- Trademarks, copyrights, and patents
- Trade secrets and plans

- Do not disclose any confidential business information or intellectual property to anyone outside the Company, even to members of your family, unless you are authorized to do so by your supervisor.
- Be cautious discussing Company business in public, including in elevators, airplanes, and restaurants.
- Do not use your laptop in a place where someone can see your screen, like a coffee shop or airplane.
- Respect the confidential information and intellectual property of others, including competitors and partners—**this includes honoring any confidentiality agreements the Company enters into.**
- Seek guidance from Legal if you have any questions about the proper use of confidential information or intellectual property, or if you are concerned that it is being misused in any way.

PROHIBITION ON INSIDER TRADING

Your job responsibilities at iRhythm may mean that you learn important Company information that the public hasn't heard of yet. Disclosing information such as mergers and acquisitions, new products or product recalls, or the Company's quarterly earnings before made public, could hurt our competitive position and our shareholders. Using this information for your own personal benefit or passing it on to someone else who might use it is **illegal** and **can result in discipline as well as civil and criminal penalties.**

- Do not buy or sell securities of iRhythm, or any other company, while in possession of non-public, insider information.
- Refer any questions from investors, analysts, and the media to Legal.
- Ask Legal if you have any questions about whether it is appropriate to buy or sell iRhythm stock.

Refer to our **Insider Trading** policy for more information.

Q: A former colleague told me that a clinical trial at her new job was very successful and that patients will be very excited about the new drug when the information goes public. She tells me that she expects the new drug to make her company very successful. Is it OK for me to buy stock in her company?

A: No. This is non-public, insider information. Since you know it, you must not trade in the stock of your former co-worker's company until after the information has been released to the public.

RECORD RETENTION

We have a responsibility to manage and maintain our Company records for as long as required by law. This means that we must:

- Never receive, request, or share, internally or externally, any patient information, except as permitted by our **HIPAA Privacy** policy.
- Keep documents and records we create or receive.
- Follow any instructions you may receive from Legal to retain documents, such as required holds in litigation, government investigations, and audits.
- Never hide or destroy records to avoid disclosure in legal or government proceedings!

What is a Company record?

Examples include:

- Quality records, research and development tests, and laboratory notebooks
- Invoices and expense reports
- Agreements and employment records
- Sales activity reports
- Manufacturing and production reports
- Import/export documentation and environmental records

KEEP IN MIND: YOU SHOULD BE FAMILIAR WITH THE RECORD MANAGEMENT POLICIES THAT APPLY TO YOUR JOB AND REMEMBER THAT THEY APPLY TO RECORDS AND INFORMATION IN ANY FORMAT, INCLUDING ELECTRONIC AND HARD COPIES. IF YOU HAVE ANY QUESTIONS ABOUT RECORD RETENTION AT IRHYTHM, REACH OUT TO THE ETHICS & COMPLIANCE SERVICES DEPARTMENT.

05

WE PARTNER WITH OTHERS TO ACHIEVE THE BEST QUALITY SERVICES FOR OUR PATIENTS.

Respecting our Partners

Consistent with our dedication to Respect as a key value at iRhythm, we believe that fair dealing, honesty, and trustworthiness are necessary to build relationships that benefit our patients. Further, as a digital health care company, we are subject to global laws and regulations that inform how we can do business.

INTERACTIONS WITH HEALTH CARE PROFESSIONALS

Gifts

Generally, it is against Company policy to give or receive gifts or business favors to/from Health Care Professionals (HCPs), U.S. public officials, foreign officials, patients, or vendors because it may be perceived as a Conflict of Interest or as creating undue influence. In some cases, it may be illegal.

Gifts may include: tickets to sporting events; gift certificates, gift cards, or other cash equivalents; flowers, fruit baskets, balloons, and stuffed animals; memberships to fitness centers or golf clubs; airfare or hotel accommodations; plaques, honors, or awards; branded non-educational promotional items such as pens, mugs, or notepads; or any other item or service of value.

Similarly, business favors could be requests to use your position at the Company to advocate for, or approve, a product, vendor, or contractor. Business favors may have no monetary value, but still present potential conflicts of interest.

We respect the medical decisions that HCPs make and trust that those decisions are made in the best interests of our patients. Because we understand that these decisions must be free from any inappropriate influence, we are committed to providing balanced, objective, and scientific information about iRhythm services to HCPs so that they can make informed treatment recommendations for their patients. Additionally, as discussed on the next page, modest educational or patient benefit items may be provided to HCPs.

- Always be completely truthful when promoting our services and never mislead anyone about their risks and benefits.
- Only engage HCPs when there is a clear, legitimate business need, and ensure that the fees they are paid are consistent with fair market value.
- Collaborations with HCPs, such as conducting research or hiring HCPs to serve as speakers, advisors, and consultants, must be transparent, properly documented, free from inappropriate influences, and consistent with our key values.

Q: I am a sales representative, and one of the HCPs I spoke to recently told me that she wants to be a consultant for iRhythm. How do I sign her up?

A: All arrangements with HCPs must receive prior approval from Legal. You can pass along the name and CV of the HCP, **but you must never offer a consulting or speaking arrangement directly to an HCP or try to influence iRhythm's internal selection process**. We do not, and will never, select an HCP consultant on the basis of the consultant's use of iRhythm products or services.

- ***Be mindful*** of the type and frequency of any meals or items you provide to HCPs. If provided in connection with a business purpose, you may provide modest meals to HCPs so long as it is accurately recorded and reported to the Company as an expense to the HCP. You may also provide modest educational or patient benefit items in accordance with the Company's policies and with your manager's consent. You may not provide branded promotional items of value or other "gifts" that are not exclusively for educational or patient benefit purposes.

Q: What are "modest" educational items?

A: Educational items must serve a genuine educational function and not have value to the HCP outside their medical practice. Other than medical textbooks or anatomical models used for educational purposes, any educational item provided to a HCP should have a fair market value of less than US $100.

Q: What is an item for the benefit of patients?

A: Items considered to be intended for the benefit of patients could include starter kits and educational brochures, for example. As is the case with all transfers of value to HCPs, you must ensure that the provision of patient benefit items is not offered as an unlawful inducement.

KEEP IN MIND: YOU SHOULD NEVER ATTEMPT TO INAPPROPRIATELY INFLUENCE THE JUDGMENT OF AN HCP WITH THE OFFER OF ITEMS OR SERVICES IN EXCHANGE FOR, OR AS A REWARD FOR, THEIR BUSINESS. WE BELIEVE IN THE QUALITY OF OUR PRODUCTS AND SERVICES AND EXPECT THAT OUR CUSTOMERS CHOOSE TO WORK WITH IRHYTHM BECAUSE WE PROVIDE THE BEST OPTION FOR THEIR PATIENTS.

Refer to our **Guidelines for Interactions with Health Care Professionals** for more information.

Q: I am a sales representative and one of the HCPs in my territory just had a baby. Can I send her flowers or a fruit basket as congratulations?

A: No. Although this is a kind gesture, we may only provide items to HCPs that are intended for the benefit of the patient or serve a genuine educational function. We cannot provide flowers, fruit baskets, or any other gifts to HCPs, even if given to recognize a significant life event.

CUSTOMERS AND SUPPLIERS

- Do not mislead, misrepresent, deceive, or take unfair advantage of customers or suppliers.
- Only buy from suppliers and engage with customers based on **appropriate, arm's-length business considerations** such as quality, service, and reliability.
- **Do not offer gifts, entertainment, or favors to win or keep business.**
- iRhythm's suppliers are required to comply with all applicable local and federal laws, rules, regulations, and requirements in the manufacturing and distribution of our products and supplies and in the provision of services.

Unless an exception applies, it is never appropriate to give or receive gifts or business favors to/from the Company's vendors, clients, customers, or any other individual or business on behalf of the Company. Doing so might be viewed as an effort to obtain something for personal benefit, or the benefit of the vendor, client or customer, instead of our patient(s). Sometimes this type of arrangement is referred to as a *quid pro quo*, or a favor for a favor. A few exceptions may apply where the purpose is educational, it is through a professional organization, or you have a pre-existing personal relationship. More information on gifts can be found on Page 17. You should get further guidance and clarity on these exceptions by reaching out to a member of Legal or the Ethics & Compliance Services Department.

06

WE STRIVE TO MAKE A DIFFERENCE IN OUR COMMUNITY.

Respecting our Community

We are committed to acting with integrity in our relationships with our patients, partners, and the health care community as a whole. Maintaining this integrity is critical to sustaining trust in our products and fulfilling our mission.

CORPORATE CITIZENSHIP

We are committed to supporting initiatives that improve our communities, provide better access to care for our patients, and improve treatment outcomes. Employees may participate in the Company's philanthropic campaigns as desired. If you have questions about how to contribute, or which charities the Company currently supports, you should reach out to a member of the Philanthropic Committee at your location.

ENVIRONMENT

We are committed to operating in a way that protects the environment and promotes the sustainable and ethical collection and use of natural resources. We are all expected to act as responsible citizens by adhering to laws, regulations, and standards concerning the environment.

San Francisco

Chicago

Houston

Orange County

United Kingdom

07

WE COMPLY WITH ALL LAWS AND REGULATORY REQUIREMENTS.

Respecting the Law

Fraud, Waste and Abuse Laws

iRhythm participates in a number of federal programs with specific fraud, waste and abuse requirements. There are differences between fraud, waste and abuse. One of the primary differences is intent and knowledge. Fraud requires the person to have an intent to obtain payment and the knowledge that their actions are wrong. Waste and abuse may involve obtaining improper payment, but does not require the same intent and knowledge.

The government defines fraud, waste and abuse as follows:

Criminal Fraud

Knowingly and willfully executing, or attempting to execute, a scheme to defraud any healthcare benefit program; or to obtain, by means of false or fraudulent pretenses, representations or promises, any of the money or property owned by, or under the custody of, any healthcare benefit program. This violates criminal law.

Waste

Overutilization of services or other practices that, directly or indirectly, result in unnecessary costs to the Medicare & Medicaid Program. Waste is generally not considered to be caused by criminally negligent actions but rather the misuse of resources.

Abuse

Includes action that may, directly or indirectly, result in unnecessary costs to the Medicare & Medicaid Program. Abuse involves payment for items or services when there is no legal entitlement to that payment and the provider has not knowingly and/or intentionally misrepresented facts to obtain payment.

iRhythm requires all employees to be compliant with fraud, waste and abuse laws. Penalties for failing to comply include, but are not limited, to the following:

- Disciplinary action up to, and including, termination where appropriate;
- Criminal convictions or fines (individually and at the corporate level);
- Loss of licensure/sanctions; and
- Exclusion from participating in federal healthcare programs

Anti-Kickback Laws

We comply with applicable federal and state anti-kickback laws and regulations. These laws prohibit payment or receipt of something of value intended to encourage purchasing, leasing, or ordering of an item or services that may be reimbursed under a government healthcare program, such as Medicare or Medicaid. "Something of Value" can take many forms, such as cash payments, entertainment, credits, gifts, free goods or services, the forgiveness of debt or the sale or purchase of items at a price that is not consistent with fair market value. It also may include the routine waiver of co-payments and/or co-insurance.

You should:
- Not routinely waive co-insurance or co-payments for Zio services
- Not compensate physicians to switch or prescribe Zio services

Anti-kickback laws are complex. Contact Ethics and Compliance Services with any questions at: compliance@irhythmtech.com.

SARBANES-OXLEY ACT OF 2002

iRhythm complies with the federal Sarbanes-Oxley Act of 2002, which protects investors by providing reasonable assurance regarding prevention or timely detection of fraudulent accounting and financial practices at publicly-traded companies. iRhythm commits to full, fair, accurate, timely, and understandable disclosures in reports and documents by filing regular reports with the Securities and Exchange Commission (SEC). Our leaders certify or sub-certify for the accuracy of information provided within each report. iRhythm also audits our internal controls to assess effectiveness while identifying potential gaps. Significant gaps or deficiencies identified are disclosed to the Audit Committee and in filings if material weakness is present. iRhythm contracts with externals auditors to ensure our internal controls assessment was fairly and accurately conducted. For questions related to iRhythm's filing practices please contact iRhythm's SEC and Financial Reporting Team.

MEDICAL DEVICE LAWS

Our devices are regulated by governmental agencies, health ministries, and other regulatory authorities around the world. Regulatory requirements include marketing approvals, product registrations, clinical study parameters, good manufacturing practices, design controls and labeling and advertising controls, among others. We all have a responsibility to understand and comply with these requirements and to contact, as applicable, Legal, Quality and Regulatory, or the Ethics & Compliance Services Department for guidance or to report any acts that violate regulations.

Our Regulators

At iRhythm, we interact with a broad assortment of regulators, some of which include:

- The FDA's Quality System Regulation,
- The European Union's Medical Device Directive,
- The Department of Justice,
- The U.S. Securities and Exchange Commission, and
- The Department of Health and Human Services Office of the Inspector General.

We are committed to always showing the utmost respect for the regulatory agencies we interact with. Successful interactions with our regulators begin with following all laws and regulatory requirements applicable to our business.

ANTI-BRIBERY AND ANTI-CORRUPTION LAWS

Whether you are located in the United States or abroad, you are also responsible for fully complying with the Foreign Corrupt Practices Act (FCPA) and other similar anti-corruption laws that apply to our global business. The FCPA makes it illegal to offer, pay, promise to pay, or authorize to pay any money, gift, or other item of value to any foreign official, political party, or candidate to assist the Company or another to obtain or retain business. The FCPA also forbids doing indirectly, such as through an agent, reseller, or consultant, what would be illegal to do directly. All managers and supervisors are expected to monitor continued compliance with the FCPA. If you have questions or concerns about the FCPA please reference the **iRhythm Global Anti-Corruption** policy or contact the Ethics & Compliance Services Department.

Improper Payments

We do not offer any payment or business amenity to a government official if doing so could reasonably be construed as having any connection with the Company's business, even if it has a nominal value or no value at all. Be aware that what may be permissible in dealings with commercial businesses may be deemed illegal and possibly criminal in dealings with the government.

Who is a Government Official?

In addition to elected officials, the term may include:

- Anyone who works for a government, government agency, department, or regulatory authority;
- Anyone who works for a government owned business, including state-owned healthcare institutions and government-run healthcare systems;
- Candidates for political office;
- Political party representatives;
- Anyone who works for an international organization such as the United Nations and Red Cross; and
- Physicians.

Different countries may define the term "Government Official" differently. If you are unsure whether the person with whom you are working is a Government Official, contact Legal or the Ethics & Compliance Services Department for guidance.

For information on the provision of gifts, including those given to Government Officials, see Page 17.

GOVERNMENT INSPECTIONS AND REQUESTS

Because we operate in a complex regulatory environment, our facilities and activities are routinely inspected by government regulators.

KEEP IN MIND: COOPERATING WITH REGULATORS IS CRITICAL TO OUR REPUTATION AND OUR ABILITY TO DELIVER SAFE, EFFECTIVE, AND HIGH-QUALITY SERVICE TO OUR PATIENTS. WE ARE COMMITTED TO FULLY COOPERATING WITH REGULATORY AUTHORITIES AT ALL TIMES.

When responding to government inspections and requests, we must:

- **Cooperate and be courteous** to government inspectors and coordinate with Legal, Quality and Regulatory, and the Ethics & Compliance Services Department.
- Always provide regulators with **honest, accurate, responsive, and timely information.**
- Comply with our location's procedures for handling requests to access the premises.

Q: I work in one of our facilities, and a man saying he is an inspector from the FDA is asking to enter the premises. What should I do?

A: Contact Quality and Regulatory Assurance immediately. In the event of a non-routine request for information or a facility visit, you should be courteous, but inform the individual that you must notify your Legal department before taking any action or providing access.

GOVERNMENT PRICING

Providing accurate and timely pricing information to the government, payors, and other key stakeholders is critical to our commercial success and to meeting our regulatory requirements.

- Ensure that all government price calculations and reports you prepare are timely and accurate.
- Follow the proper procedure for obtaining approval for, documenting, and communicating lawful discounts, rebates, and administrative fees.

KEEP IN MIND: WE HAVE A LEGAL AND ETHICAL DUTY TO PROVIDE TRANSPARENT PRICING INFORMATION. THE SUBMISSION OF INACCURATE PRICING INFORMATION OR FRAUDULENT CLAIMS TO THE GOVERNMENT COULD RESULT IN HARM TO OUR COMPANY.

COMPETITION LAWS

We always compete fairly, ethically, and lawfully in the marketplace. Our commitment to fairness includes respecting the rights of our competitors and abiding by all applicable laws in the course of competing.

As a high-level overview, competition laws govern, usually quite strictly, relationships between the Company and its competitors. Collusion among competitors is illegal, and the consequences of a violation are severe.

Q: What is collusion?

A: Collusion refers to a secret and illegal agreement or understanding between two or more parties to limit competition by deceiving others.

We are committed to obeying both the letter and spirit of these laws, which are often referred to as antitrust, consumer protection, competition, or unfair competition laws. Although the spirit of these laws is straightforward, their application to particular situations can be quite complex. To ensure that the Company complies fully with these laws, you should have a basic knowledge of how competition laws apply to your business activities. Promptly seek guidance from a member of the Legal team when questionable situations arise.

- ✓ **Do not** try to stop a competitor from entering the market.
- ✓ **Do not** discuss prices, sales terms, business plans, margins, costs, bids, production capacity, inventory levels, trade promotions, or discounts with competitors.
- ✓ **Do not** agree with competitors to fix prices, limit production or sales, or divide territories, customers, or suppliers.
- ✓ **Do not** participate in practices that unreasonably restrict or inhibit competition or may be seen as an abuse of our market position.
- ✓ **Do not** engage in product tying (selling a product only if the buyer buys a second product), improper price discrimination among competing reseller customers, pricing below our cost, or refusal to supply.

- ✓ **Do not** agree with other companies to boycott suppliers or customers.
- ✓ **Do** use lawful channels to collect information about competitors.

GLOBAL TRADE LAWS

We understand that when we do business abroad we are responsible for complying with all applicable global trade laws. Overall, trade laws govern the import and export of certain products, items, software and technology, services, and information.

These laws can be fickle and complex—they often change as governments adjust to new political issues and may span areas within a country, individual countries, or regions consisting of multiple countries. If you are involved in the movement of products, services, technology, software, information, or money across international borders, then you must be familiar and comply with all U.S. trade laws, as well as the laws and regulations of the countries in which we do business.

KEEP IN MIND: YOU MAY BE SURPRISED TO LEARN THAT PHYSICAL PRODUCTS ARE NOT THE ONLY ITEMS CONSIDERED EXPORTS. EXPORTS CAN ALSO INCLUDE:

- EMAILING INFORMATION OR TECHNOLOGY ACROSS BORDERS;
- TRAVELING OUTSIDE OF THE COUNTRY WITH PRODUCTS OR TECHNOLOGY, LIKE A LAPTOP CONTAINING OPERATING SOFTWARE OR TECHNICAL DATA;
- SHARING INFORMATION WITH SOMEONE WHO IS NOT A CITIZEN OR PERMANENT RESIDENT OF YOUR COUNTRY – EVEN ANOTHER IRHYTHM EMPLOYEE.

Contact the Ethics & Compliance Services Department or Legal with any questions you have about global trade laws.

Trade Restrictions

A number of countries maintain controls on the destinations to which products or software may be exported. Some of the strictest export controls are maintained by the United States against countries that the U.S. government considers unfriendly or as supporting international terrorism.

You are required to be knowledgeable about the current trade restrictions applicable to your business function. Legal can provide you with guidance on which countries are prohibited destinations for company products or whether a proposed technical presentation or the provision of controlled technology to foreign nationals may require a U.S. government license.

Q: I'm based in the U.S., but I want to give an internationally-available webinar about my technical research. The Company is OK with sharing this information. How do I know if my webinar will trigger global trade controls and/or trade restrictions?

A: It depends on the specific details of the webinar. Consult with Legal to decide if the webinar will require a U.S. government license.

ALERT! WATCH OUT FOR LANGUAGE RELATED TO BOYCOTTS OR "BLACKLISTED" COMPANIES IN EMAILS FROM CUSTOMERS, REQUESTS FOR PROPOSALS, PURCHASE ORDERS, CONTRACTS, LETTERS OF CREDIT, AND SHIPPING AND OTHER TRADE DOCUMENTS. REPORT ANY INCIDENTS TO THE ETHICS & COMPLIANCE SERVICES DEPARTMENT OR LEGAL IMMEDIATELY.

Immigration Laws

The United States and other countries impose restrictions on non-citizens visiting or working in the country. In many instances visas or work permits must be obtained from the government. You are responsible for complying with all applicable immigration laws. If you have any uncertainty concerning the requirements of the law, you should consult with Legal.

iRhythm is committed to ensuring we operate free from slavery or human trafficking. Employees, consultants, contractors, and other third-parties are strictly forbidden from engaging in human trafficking-related activities. These activities include:

- Engaging in sex trafficking;
- Procuring commercial sex acts;
- Using force, fraud, or coercion to subject a person to involuntary servitude;
- Obtaining labor from a person by threats of serious harm to that person or another person;
- Destroying or denying access to identity or immigration documents;
- Utilizing misleading, fraudulent, or illegal recruitment practices;
- Charging recruitment fees to employees;
- Under certain circumstances, failing to provide return transportation at end of employment;
- Providing housing that does not meet host country standards; or
- If required by law, failing to provide an employment contract or other required work document.

Employees with information regarding actual or potential human trafficking-related violations must immediately report their concerns and cooperate fully with any related investigations. Failure to report actual or potential human tracking-related behavior may also subject employees to disciplinary action, up to and including termination of employment.

KEEP IN MIND: IRHYTHM RESPECTS IMMIGRATION LAWS. WE ARE REQUIRED TO VERIFY EACH EMPLOYEE'S IDENTITY AND AUTHORIZATION TO WORK IN THE U.S. UPON THE COMMENCEMENT OF EMPLOYMENT.

DOING THE RIGHT THING IS OUR THING

At iRhythm we are committed to doing the right thing, and reading the Code is a great place to start. All employees will receive a copy of this Code at the time they join the Company and will receive periodic updates. Agents and contractors should also be provided with a copy of this Code. We are all responsible for our own compliance with the Code. Beyond the limits of this Code, we expect every employee and any contractor conducting business on the Company's behalf to act ethically and within applicable laws and regulations at all times.

Our Ethics & Compliance Resources

THE ETHICS & COMPLIANCE SERVICES DEPARTMENT

You are encouraged to seek support from the Ethics & Compliance Services Department when faced with a concern, to present an idea, or ask a question. iRhythm has an Ethics Line that may be used by all employees as a reporting mechanism. The Ethics Line is available 24 hours a day, 365 days a year, and is managed by an independent third-party company. This ensures the information received through the Ethics Line is confidential. If you prefer to report concerns directly to iRhythm, we offer a number of alternatives to the Ethics Line. You are encouraged to report your concerns through whatever means you prefer.

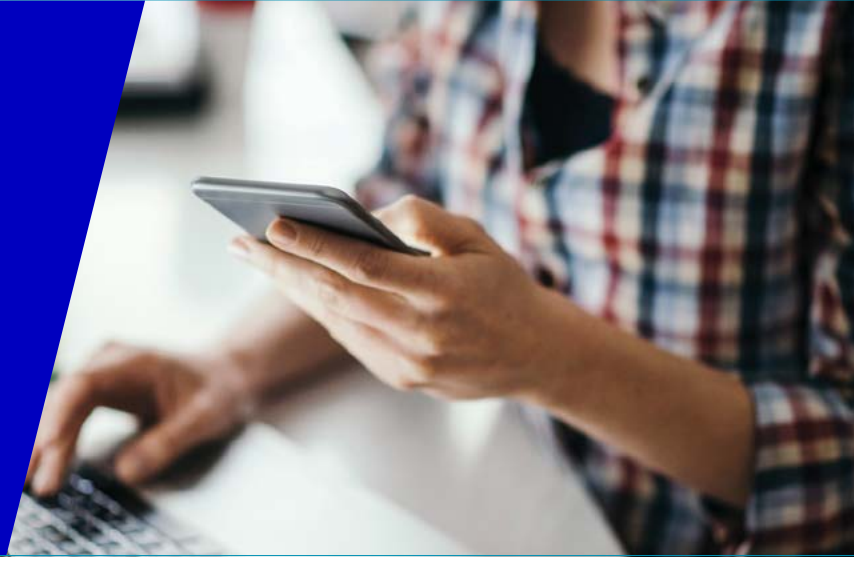
- **BY EMAIL:** compliance@irhythmtech.com
- **BY PHONE:** 224.543.4214
- **BY MAIL:** Attn: Ethics & Compliance Officer, 2 Marriott Drive, Lincolnshire, IL 60069
- **IN PERSON:** to any member of the Ethics & Compliance Services Department

Remember, you may report any concern—no matter the subject—using iRhythm's Ethics Line.

LEARN MORE →

let's talk

24 Hours a Day
7 Days a Week
365 Days a Year



If you are aware of activities that are not consistent with iRhythm's Code of Conduct, policies, or laws and regulations, you're encouraged to report your concerns to:

- **Your Manager**
- **iRhythm's Compliance Officer** at compliance@irhythmtech.com or dandresen@irhythmtech.com
- **Human Resources**

  or

- **iRhythm's Ethics Line,** which allows employees to ask questions and report concerns confidentially

  Hotline Phone: **US** 1.844.884.0117

  UK 0800 89 0011

  Website: http://irhythmethics.ethicspoint.com

Speak up. We're here to help.

iRhythm is committed to non-retaliation of individuals who report issues and concerns in good faith.

MKT0522.01

iRhythm Code of Conduct: What's Expected of Me?

While you should thoroughly read the Code of Conduct ("Code") and understand what is expected of you, this guide provides an easy reference to the Code.

Read it. Print it. Post it.

DOs	DON'Ts
Respect Confidentiality. Protect Company Sensitive Information as well as Customer and Patient Information.	**Don't Retaliate Against Anyone who Makes a Good Faith Report.** The Company takes allegations of inappropriate and unethical conduct seriously, and those who report in good faith are protected by iRhythm's commitment to non-retaliation.
Respect Others. You should be respectful and tolerant of others whose opinions, lifestyles, views, or physical appearances differ from yours.	**Don't Make Promises or Commitments on Behalf of the Company.** Sometimes even verbal offers are impermissible, and generally only the Company's executive team can obligate the Company in agreements.
Report Expenses Honestly. Any request for reimbursement submitted to the Company should be accounted for completely and truthfully.	**Don't Ignore the Code.** The Code contains valuable information you will need while employed at iRhythm, and you must familiarize yourself with the content to be successful in your career at the Company.
Beware of Conflicts of Interest. Personal, financial and business relationships should not affect how decisions are made. They must be made in the best interests of the Company.	**Don't Excuse Inappropriate Behavior.** You are the eyes and ears of the Ethics & Compliance Program. If you believe something isn't appropriate you must report it.
Respect the Law. The Company operates in a highly regulated industry. You should speak with your Compliance or Legal resource before interacting with HCPs, or government or foreign officials.	
Ask Questions. You're not expected to know everything even after reading the Code. Ask questions if anything is unclear. Some questions may be answered in your annual Compliance or Privacy trainings. Complete those as soon as possible to stay up to date.	
Cooperate with any investigation. You may be involved in an investigation. You should answer questions honestly and provide requested documents timely.	
Report it! Anything you believe is in violation of Company policies, laws, rules, regulations, or just doesn't "feel right" should be immediately reported to the appropriate point of contact.	

YOUR REPORTING RESOURCES

Additionally, you may report any concern—no matter the subject matter—using the iRhythm Ethics Line.
Ethics Line reports are anonymous if you decline to provide your identity.

iRhythm Ethics Line 24/7

US Phone: 1.844.884.0117

UK Phone: 0800 89 0011

Website: http://irhythmethics.ethicspoint.com