

CODE OF CONDUCT AND BUSINESS ETHICS

PURPOSE AND SCOPE

The Boston Heart Code of Conduct (the “Code”) describes Boston Heart's values, standards, and expectations that relate to its operations as a diagnostics laboratory. The Code provides guidance in key areas of operation to promote ethical and legal behavior. All Boston Heart employees will perform their duties with integrity and honesty. Not all aspects of Boston Heart's complex business are detailed in the Code and employees are encouraged to maintain open communications with their supervisor, manager and the Compliance Officer.

Boston Heart can serve the interests of patients through beneficial collaborations between employees, shareholders, physicians and other healthcare professionals (“HCPs”), contractors, and the communities in which we work. Boston Heart strives to advance medical technologies, enhance the safe and effective use of medical technologies, encourage research and education, and foster charitable donations and giving. To ensure that these collaborative relationships meet the highest ethical standards, they must be conducted with appropriate transparency and in compliance with applicable laws, regulations and rules.

The Code contains general procedures and standards of conduct for all Boston Heart employees to follow when conducting Boston Heart business. The Code has been developed in accordance with applicable laws, regulations and rules. Through the enforcement of this Code, Boston Heart seeks to prevent accidental and intentional noncompliance with applicable laws, regulations and rules, to detect such noncompliance if it occurs, to discipline those involved in noncompliant behavior, and to remedy the effects of noncompliance.

Boston Heart employees may encounter some situations that are not explicitly listed in the Code. In those situations, employees should refer to Boston Heart's standard operating procedures and other policies for additional guidance. Employees are expected to use their best judgment to act legally and ethically and should request guidance from the Compliance Officer, as necessary.

MISSION STATEMENT

To contribute to a safer and healthier world by providing our customers with innovative and high quality laboratory and advisory services whilst creating opportunities for our employees and generating sustainable shareholder value.

RESPONSIBILITIES

- Compliance Officer is responsible for keeping the Code up to date.
- President and Compliance Committee review and approve this document.
- All employees and consultants acting as agents of Boston Heart are required to comply with this policy.

THE POLICY

□ CORPORATE COMPLIANCE PROGRAMS

In order to assist in compliance with laws, regulations and rules, Boston Heart may from time to time adopt additional corporate compliance policies. All employees will fully cooperate and comply with such policies.

□ CONFIDENTIALITY

Any confidential information obtained by employees during the course of their employment with Boston Heart, whether proprietary or patient-related, will be protected. Employees may acquire proprietary information, including business strategies, pricing, or financial data, or they may have access to patient health information. Employees will treat such information with the utmost care and, when applicable, follow the laws, regulations and rules related to the Health Insurance Portability and Accountability Act of 1996 (“HIPAA”) or other state or federal laws, regulations or rules relating to information privacy.

□ DUTIES OF DIRECTORS, OFFICERS AND EXECUTIVES

While all employees must adhere to the provisions of this Code, directors, officers and executives play a key role in Boston Heart's operation and, as such, must stay informed and discharge their duties in good faith and with the fiduciary skill of a prudent person.

CONTINUE TO THE NEXT PAGE →



□ ASSISTING HEALTH CARE PROFESSIONALS (HCPs) WITH DIAGNOSIS CODING

Boston Heart strictly prohibits employees from recommending an ICD-10 or other diagnostic code used to identify a patient's diagnosis. Additionally, Boston Heart employees will not alter or change a test requisition form to enhance or otherwise promote a financially beneficial reimbursement decision.

□ MODEST MEALS ASSOCIATED WITH HCP BUSINESS INTERACTIONS

Boston Heart's business interactions with HCPs may involve the presentation of scientific, educational, or business information. Such exchanges may be productive and efficient when conducted in conjunction with meals. Accordingly, modest meals may be provided as an occasional business courtesy consistent with the limitations in this section.

- ⇒ *Purpose.* The meal should be incidental to the *bona fide* presentation of scientific, educational, or business information and provided in a manner conducive to the presentation of such information. The meal should not be part of an entertainment or recreational event.
- ⇒ *Setting and Location.* Meals should be in a setting that is conducive to *bona fide* scientific, educational, or business discussions. Meals may occur at the HCP's place of business or where most appropriate.
- ⇒ *Participants.* Boston Heart may provide a meal only to HCPs who actually attend the meeting. Boston Heart may not provide a meal for an entire office staff where everyone does not attend the meeting. Boston Heart also may not provide a meal where its representative is not present (such as a "dine & dash" program). Boston Heart may not pay for meals for guests of HCPs or for any other person who does not have a bona fide professional interest in the information being shared at the meeting.

□ COMPANY-CONDUCTED PRODUCT TRAINING, EDUCATION, SALES, PROMOTIONAL, AND OTHER BUSINESS MEETINGS

Boston Heart may conduct sales, promotional, educational, and other business meetings with HCPs to discuss, for example, diagnostic testing features, sales terms, or contracts. Often, these meetings occur close to or at the HCP's place of business. Training and education on our services can be made available to HCPs. Training and education programs include, but are not limited to lectures and presentations. The following are guidelines to be followed when providing product training and education.

- ⇒ Guidelines for programs and events should be conducted in settings that are conducive to the effective transmission of information. These may include the HCP's office, or other settings, such as hotel conference areas or other commercially available meeting facilities.

- ⇒ Boston Heart employees may provide HCPs with meals and refreshments in connection with these programs. Any such meals and refreshments should be modest in value and subordinate in time and focus to the training and/or educational purpose of the meeting. However, it is never appropriate to pay for meals, refreshments, travel, or lodging of guests of HCPs or any other person who does not have a *bona fide* professional interest in the information being shared at the meeting, which includes the HCP's spouse.

□ PROHIBITION ON ENTERTAINMENT AND RECREATION

Boston Heart interactions with HCPs should be professional in nature and should facilitate the exchange of medical or scientific information that will benefit patient care. To ensure the appropriate focus on an educational and/or informational exchange and to avoid the appearance of impropriety, Boston Heart will not provide or pay for any entertainment or recreational event or activity for any non-employee HCP. Prohibited activities include but are not limited to tickets to the theater or sporting events, golf or skiing outings, hunting, sporting equipment, and leisure or vacation trips. Such entertainment or recreational events, activities, or items should not be provided, regardless of: (1) their value; (2) whether Boston Heart engages the HCP as a speaker or consultant; or (3) whether the entertainment or recreation is secondary to an educational purpose.

□ EDUCATIONAL ITEMS; PROHIBITION ON GIFTS

Boston Heart occasionally may provide items to HCPs that benefit patients or serve a genuine educational function for HCPs. Any such item should have a fair market value of less than \$100. Boston Heart may not provide items that are capable of use by the HCP (or his or her family members, office staff, patients or friends) for non-educational or non-patient-related purposes (e.g., DVD player, MP3 player, iPod, etc.).

□ CONFERENCES

Boston Heart may rent space at industry conferences for the purpose of presenting educational content about Boston Heart, laboratory testing, or other related material. Invitees may be provided with modest refreshments and meals during the meeting.

- ⇒ Guidelines for supporting third-party conferences: A *bona fide* independent, educational, scientific, and policymaking conference promotes scientific knowledge, medical advancement and the delivery of effective health care. These typically include conferences sponsored by national, regional, or specialty medical associations and conferences sponsored by accredited continuing medical education providers. Boston Heart may support these conferences in various ways:
- *Conference Meals and Refreshments.* Boston Heart may

- ⇒ provide funding to the conference sponsor to support the provision of meals and refreshments to conference attendees. Also, Boston Heart itself may provide meals and refreshments for HCP attendees if such meals and refreshments are provided: (1) to all HCP attendees and (2) in a manner that is consistent with applicable standards established by the conference sponsor and the body accrediting the educational activity. Any meals and refreshments should be modest in value, and subordinate in time and focus to the purpose of the conference.
- ⇒ *Advertisements and Demonstration.* Boston Heart may purchase advertisements and lease booth space for Boston Heart displays and/or presentations at conferences.

□ CONSULTING ARRANGEMENTS WITH HCPS AND HONORARIA

Boston Heart may engage a HCP to provide a range of valuable, *bona fide* consulting services through various types of arrangements, such as participation on advisory boards, presentations at Company-sponsored training, and other professional services. Boston Heart may pay consultants fair market value (FMV) compensation for performing these types of services, provided they are intended to fulfill a legitimate business need and do not constitute an unlawful inducement. Employees must comply with the following standards in connection with consulting arrangements for HCPs:

- ⇒ The consulting agreement must be in writing and describe all services to be provided.
- ⇒ Consulting arrangements should be entered into only where a legitimate need for the service is identified in advance and documented.
- ⇒ Compensation paid to a consultant should be consistent with FMV for the services provided and not based on the volume or value of the consultant's past, present, or anticipated business.
- ⇒ Boston Heart may pay for documented, reasonable and actual expenses incurred by a consultant that are necessary to carry out the consulting arrangement, such as modest costs for travel, meals, and lodging.
- ⇒ A member of Boston Heart's Sales Department may provide input about the suitability of a proposed consultant, but the Vice President of Clinical Affairs or designee will make the final decision.
- ⇒ There may be a master agreement in place if multiple speaking engagements are anticipated.

CHARITABLE DONATIONS

Boston Heart may make monetary or laboratory testing or wellness program donations for charitable purposes, such as supporting patient education, public education, or the sponsorship of events where the proceeds are intended for charitable purposes. Donations should be

motivated by *bona fide* charitable purposes and should be made only to *bona fide* charitable organizations or, in rare instances, to individuals engaged in genuine charitable activities for the support of a *bona fide* charitable mission. Boston Heart will exercise diligence to ensure the *bona fide* nature of the charitable organization or charitable mission. Boston Heart has safeguards to be followed when making a donation to a non-profit organization.

- ⇒ No Boston Heart employee will have direct or indirect control over the non-profit, its programs, use of the donations/funds;
- ⇒ The CFO must approve all charitable contributions prior to distribution; and
- ⇒ Laboratory testing services provided by Boston Heart may only be donated to a non-profit organization with prior approval from the CFO and the Compliance Officer.

□ NON-PROFITS

Boston Heart may provide donations to a non-profit organization, but may not direct how funds will be allocated by the non-profit organization. Boston Heart may enter into a collaboration with a non-profit organization to advance specific and discrete shared policy or disease awareness objectives.

The relationship with the non-profit must serve a legitimate business purpose, and cannot be intended to incentivize or otherwise generate orders for our services. For example, a non-profit organization may organize a series of patient educational events or develop white papers on relevant public policy topics.

- ⇒ The remuneration or other benefits between parties should be "fair market value".
- ⇒ The goal of the collaboration/ coalition should be to provide a community benefit.
- ⇒ Boston Heart will not have any control over the content of the materials created by the non-profit.

□ VOLUNTEERS

Employees of Boston Heart may volunteer time to a non-profit on their own time, without the encouragement of Boston Heart ("Volunteers"). In addition Boston Heart employees may introduce non-employee volunteers to non-profit organizations. After the introduction is made, Boston Heart employees should not be involved in how the volunteer activities are directed. Volunteers should avoid:

- ⇒ Discussing Boston Heart's services with individual consumers;
- ⇒ Providing gifts, discounts, or other incentives to individual consumers or healthcare providers;



- ⇒ Providing Boston Heart promotional materials to individual consumers;
- ⇒ Distributing or displaying Boston Heart branded materials of any kind; and
- ⇒ Collecting individual consumer information for use by Boston Heart.
- ⇒ In situations where Boston Heart has paid to attend an event, such as a trade show or fundraising activity for a non-profit organization, employees may provide information on products and services as well as distribute literature to the attendees of the event.

□ **WORKING WITH FAMILIES AND BENEFICIARIES OF TESTING**

Boston Heart may provide patients and their family members who attend an educational or Boston Heart presentation with refreshments as long as the refreshments do not exceed \$10 per attendee or \$50 annually, in the aggregate. Under no circumstances will Boston Heart provide a family with cash or a cash equivalent gift.

□ **EDUCATION AND TRAINING OF EMPLOYEES**

Employees and consultants acting as agents of Boston Heart will receive training upon hire and, at a minimum, annual training on this policy. All Sales personnel will receive ongoing compliance training through conference calls and at sales meetings and may, from time to time, at the discretion of the Compliance Officer, be required to acknowledge understanding and adherence to the Code of Conduct prior to commissions being paid.

□ **REPORTING OF NON-COMPLIANCE**

All Boston Heart employees have a responsibility to report any known or suspected non-compliance with this policy. Any suspected incidents of noncompliance must be reported to the Compliance Officer for review and corrective action. Reports of non-compliance may be made in an anonymous manner. Compliance Officer or designee will investigate all suspected noncompliance incidents.

□ **DISCIPLINARY PROCEDURES**

Strict adherence to this Code of Conduct is a condition of continued employment. Failure to comply with the Code of Conduct, or applicable laws, regulations or rules may result in discipline up to and including termination from employment. The Compliance Officer will investigate all *bona fide* claims of suspected misconduct. When Boston Heart concludes that an employee has engaged in any misconduct covered by this Code of Conduct, the employee will be subject to appropriate disciplinary procedures. Enforcement and discipline will be in the sole discretion of Boston Heart and may include:

- ⇒ Discipline of individuals who fail to report known or

suspected non compliant conduct; and

- ⇒ Discipline of those persons involved in the non-compliant conduct.

Appropriate disciplinary measures will be taken on a case-by-case basis. In addition to taking any appropriate disciplinary or other action against the party engaged in the misconduct, Boston Heart may take other corrective action, including, but not limited to:

- ⇒ Re-training and education for employees;
- ⇒ Adjustment or revisions to Boston Heart policies and procedures;
- ⇒ Reporting the problem to authorities or self disclosure to governmental entities; and
- ⇒ Restitution.

□ **GOVERNMENT INVESTIGATIONS AND OTHER LEGAL MATTERS**

Boston Heart is committed to full compliance with all state and federal laws, regulations and rules and will cooperate with all reasonable requests made by government authorities. However, Boston Heart also seeks to address any problems before the need for government investigation or other legal action arises, and to protect the legal rights of Boston Heart and its employees. Any Boston Heart employee who receives a subpoena or other legal documents must immediately refer the individual to the President, if possible, or accept the subpoena and deliver it immediately to the President or other member of the Boston Heart Executive Team. Boston Heart employees are encouraged to bring to the attention of their supervisors or a member of the Boston Heart Executive Team any concerns about Boston Heart's compliance with federal and state laws, regulations or rules knowing that they will not face any retaliation for their good faith reporting of those concerns.



ACKNOWLEDGMENT OF PARTICIPATION AND UNDERSTANDING OF THE CODE OF CONDUCT

EMPLOYEE AGREEMENT



I hereby acknowledge that I have read and understand the Code of Conduct and I agree to abide by these policies and ensure that persons working under my supervision, if any, abide by these policies. I will seek guidance when in doubt and avoid illegal, unethical or otherwise improper acts. I will report any suspected violation of Boston Heart's policies or procedures, including this Code, and assist with inquiries, audits and investigations that may be conducted by Boston Heart from time to time. I understand that if I violate such rules, I may face legal or disciplinary action up to and including termination of employment.

Signature _____ Date _____

Print/Type Name _____ Dept / Position _____