

# IMRICOR MEDICAL SYSTEMS, INC.

## WHISTLEBLOWER POLICY

### Introduction

Imricor Medical Systems, Inc. (the “Company”) encourages officers (including directors and executives) and employees to report promptly any actual or suspected illegal, unethical or otherwise improper conduct by the Company, or any of its employees, including breaches of the Company’s Code of Conduct and suspected violations of law or regulations that govern the Company’s operations (each, a “Complaint”). Employees are encouraged to raise any areas of concern at any time. Therefore, the Company has adopted this Whistleblower Policy (this “Policy”) to govern the receipt, retention and treatment of Complaints and to protect the confidential, anonymous reporting of employee concerns regarding Complaints. This Policy is in addition to the Company’s Code of Conduct, which describes the policy and procedures for reporting any illegal or unethical behavior and requires prompt reporting of any violations of such code. In this Policy, “Imricor,” the “Company,” “we,” “us” and “our” refer to Imricor Medical Systems, Inc. and any subsidiaries, unless the context otherwise requires.

### Reporting Complaints

Any person desiring to make a Complaint may contact the Company’s Chief Financial Officer or the Company’s designated compliance officer (the “Compliance Officer”), directly. For persons who wish to report a Complaint but do not wish to contact the Compliance Officer directly, the Company has established the following two (2) alternative procedures to report a Complaint:

- A. Email: Any person may email our Audit and Risk Committee Chair directly to report a Complaint.

Audit and Risk Committee Chair  
Email: ARC.Chair@imricor.com

- B. Written Complaints: Any person may report a Complaint to our Audit and Risk Committee Chair directly in writing marked CONFIDENTIAL, and if desired, on an anonymous basis, and mailed to the following address: 400 Gateway Blvd., Burnsville, MN 55337, Attention: Audit and Risk Committee Chair.

Receipt of all Complaints will be acknowledged, if possible. The Audit and Risk Committee will be notified of all Complaints.

### Review and Investigation of Complaints

Complaints will be reviewed and investigated either by the Compliance Officer, the Audit and Risk Committee or by a designated employee, outside counsel, advisor, expert or third-party service provider. If determined to be necessary by the Compliance Officer or the Audit and Risk Committee, as applicable, the Company will provide for appropriate funding to obtain and pay for additional resources that may be necessary to conduct the investigation, including, without limitation, retaining outside counsel and/or expert witnesses. Unless otherwise directed by the Audit and Risk Committee, any person assigned to investigate a Complaint will report his or her findings and recommendations to both the Compliance Officer and the Audit and Risk Committee.

At least once each calendar quarter and whenever else as deemed necessary, the Compliance Officer will submit a report to the Audit and Risk Committee (and any member of Company management that the Audit and Risk Committee directs to receive such report) that summarizes each Complaint made to the Compliance Officer within the last twelve (12) months and shows specifically: (i) the complainant (unless anonymous, in which case the report will so indicate); (ii) a description of the substance of the Complaint; (iii) the status of the investigation; (iv) any conclusions reached by the investigator; and (v) findings and recommendations. The Audit and Risk Committee will review all Complaints periodically.

### **Confidentiality and Anonymity of Persons Reporting Complaints**

While the Company prefers that persons reporting Complaints identify themselves to aid in the investigation, if necessary, reports may be made anonymously, if desired. If requested by the employee, the Company will protect the confidentiality and anonymity of an employee who makes a Complaint to the fullest extent possible, consistent with the need to conduct an adequate review and investigation of the Complaint. The Company is not obligated to protect the confidentiality and anonymity of a non-employee person who makes a Complaint.

### **Access to Reports and Records Regarding Complaints**

All reports and records associated with Complaints are considered confidential information and access will be restricted to the Compliance Officer, the members of the Audit and Risk Committee and such other persons reasonably determined by the Compliance Officer or the Audit and Risk Committee to require such access.

### **Disclosure of Investigation Results**

Complaints and any resulting investigations, reports or resulting actions will generally not be disclosed to the public, except as required by any legal requirements or regulations or by any Company policy in place at the time.

### **Retention of Records**

All Complaints and documents relating to a Complaint made through the procedures outlined in this Policy will be retained for at least five (5) years from the date of the Complaint, after which time the information may be destroyed unless the information may be relevant to any pending or potential litigation, inquiry or investigation, in which case the information may not be destroyed and must be retained for the duration of that litigation, inquiry or investigation and thereafter as necessary.

### **No Retaliation**

The Company will not discipline, discriminate against or retaliate against any person who reports a Complaint in good faith and will not tolerate any such action. The Company will abide by all laws that prohibit retaliation against employees who lawfully submit complaints under this Policy and related procedures.

### **Review of this Policy**

This Policy may be amended by the Board of Directors from time to time, to ensure that it is operating effectively.

Approved by the Board of Directors of Imricor Medical Systems, Inc.