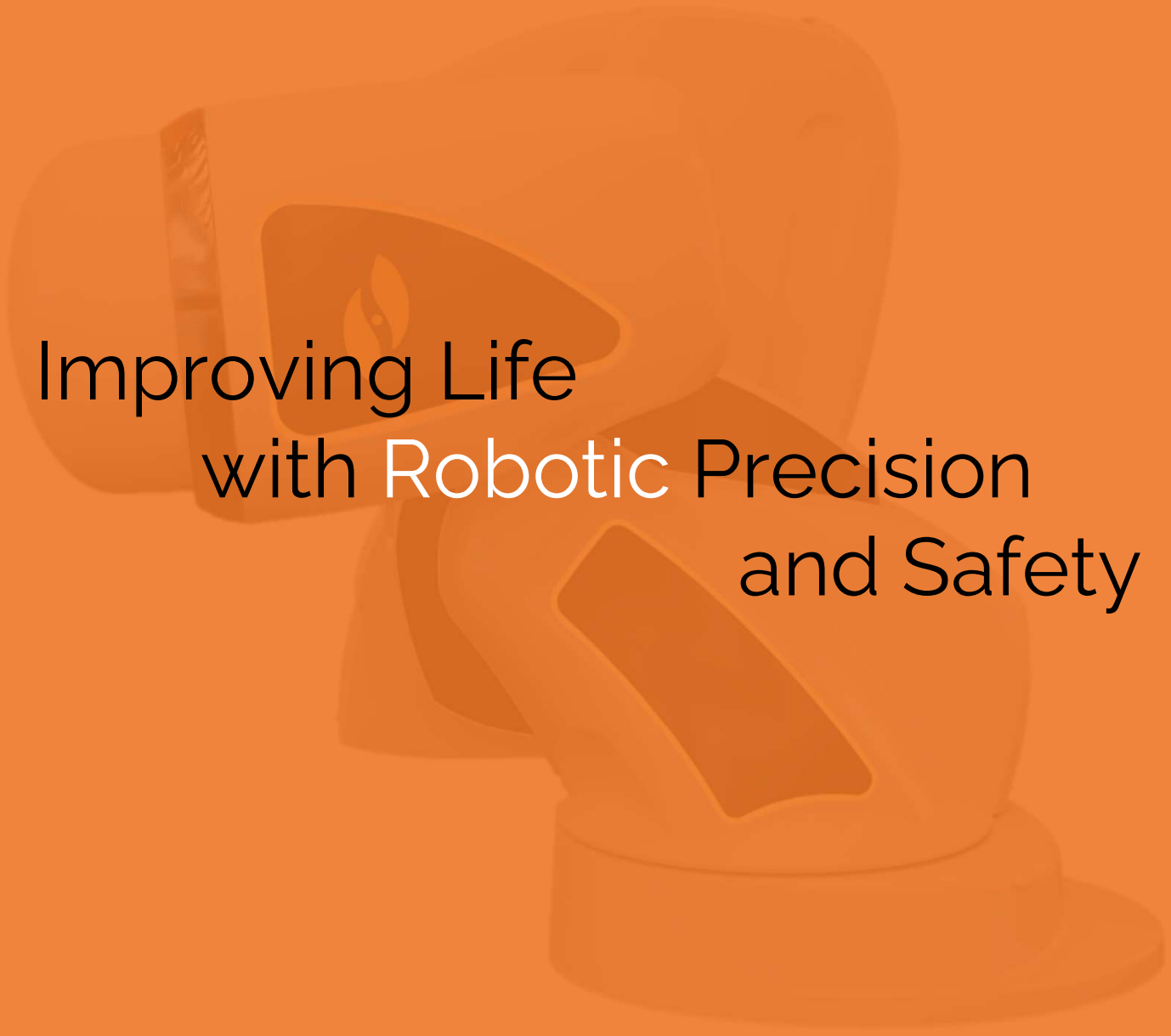
STEREOTAXIS



Improving Life with Robotic Precision and Safety

Stereotaxis Code of Conduct

WE ARE STEREOTAXIS

Our mission

Deliver clinically proven products and services that measurably improve the standard of care for interventional surgery. Dare to make a difference.

Our beliefs

- Patient safety and outcomes come first.
- We strive to equip our physician partners with the best technology to treat their patients.
- We do what is right.
- We treat each other with care and respect.
- Superior execution stands out from the crowd.
- Innovation drives us. We question the status quo.
- Teamwork yields success.



WELCOME

Letter from the CEO

We have a responsibility to both “do well” and “do good” – most importantly for patients, and also our physician partners, in turn for our shareholders and each other. Our Code of Conduct speaks to how we conduct ourselves and our business. We put our customers and patients first and promise not to compromise quality and integrity. Each of us is accountable and responsible for fulfilling this promise by owning our actions and words, asking questions, seeking direction – all to do what is right.

This booklet presents each of us with a framework to help guide our response to the challenging and difficult choices we may encounter in a way that supports the values, vision, and mission of our Company. The answers may not always be clear and easy to see, but this Code of Conduct can help. This booklet contains general guidance and encourages you to use the available contacts to make the best choices for Stereotaxis. There are no bad questions. Our culture embraces and encourages asking questions and raising concerns. We are a company that believes in the value of a diverse and inclusive team that collectively make a difference, do what is right, and deliver clinically proven products and services that measurably improve interventional surgery.

David Fischel
Chairman and CEO

OVERVIEW

This Code of Conduct outlines our principles to uphold the trust our coworkers, customers, patients, and shareholders have in us. It recognizes our legal and regulatory obligations as a medical device manufacturer. The success of Stereotaxis requires each of us to make a commitment to upholding our principles and to be accountable to ourselves and each other.

Compliance issues often are not black and white. Ask questions. You may direct questions to your manager or to General Counsel. You may also use the **Stereotaxis Conduct Hotline**.

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1 Integrity

As employees, our work reflects honesty, transparency, integrity, and responsibility.

Why it Matters

By acting with integrity, we make Stereotaxis a place where employees want to work, customers and suppliers want to do business, and investors want to place their confidence and trust. Employees want a work environment where they can trust others to be honest and act with integrity.

What is Expected

- Act with integrity and be responsible and accountable
- Comply with the Code of Conduct, company policies, and applicable laws and regulations
- Act within your authority
- Tell the truth
- Never alter or destroy records
- Lead by example
- Results are never more important than doing the right thing
- Promote a culture of compliance encouraging questions

Q. What Would You Do?

Work is progressing toward a critical product launch for which we will certify our own compliance. Coming to the deadline for launch, an internal system test that must be completed requires additional resources which might delay launch. You do not have any concerns as to whether the product will pass the test, but you are concerned about a delay. What should you do?

A. Resolution

Our working relationships with each other are governed by trust, integrity, and responsibility. Healthcare Providers and patients rely on us for the quality, safety, and efficacy of our products. Cutting a corner for commercial gain is not appropriate. If you are unsure of how to solve the problem, seek guidance from your manager or General Counsel.

2 Question

Doing the right thing is paramount. Ask questions, raise concerns, and seek guidance. Any employee, who in good faith asks questions, raises a concern, or seeks guidance is doing the right thing. There is no such thing as a dumb question or an honest cover-up. The Company will not take any action against an employee who in good faith raises a concern about suspected misconduct or other risks to the business.

Why it Matters

Not asking questions promotes following, not leading. Not asking a question can jeopardize patient safety. It can also damage our integrity or our reputation, lead to criminal and civil liability, impair our relationships with our customers, and lose shareholder confidence. If every employee raises concerns appropriately, it will foster an ethical environment in which our primary focus is on patients.

What is Expected

- Ask questions
- Be honest and forthcoming
- Talk to your manager or General Counsel
- If you are uncomfortable, submit your concerns anonymously to the Conduct hotline

What to Avoid

- Avoiding tough issues
- Going along with the crowd (e.g., *It must be okay because we have always done it that way*)
- Looking the other way
- Choosing the easy or convenient option over the right option

Q. What Would You Do?

A colleague told you about a customer complaint about a product after a field service visit. The colleague thought that the customer was simply being difficult and trying to get him in trouble. You are concerned whether there is a problem with our product. You don't want to get your colleague in trouble. What should you do?

A. Resolution

You have identified what you believe is a potentially serious matter. If something does not seem right, you need to speak up. You can talk to your manager, General Counsel or call the anonymous Conduct hotline. The right thing to do is to report your concerns.

A Note About Financial Matters

If you have a concern about accounting, auditing, internal controls, financial reporting, bribery, accounting fraud, insider trading, fraud, or any other alleged financial wrongdoing, please contact the **Stereotaxis Conduct Hotline**. As a publicly-traded company, financial improprieties are a very serious concern for Stereotaxis. Such incidents can expose the Company and individuals to significant criminal and civil penalties. Addressing such matters promptly is critical.

Stereotaxis Confidential Conduct Hotline

http://www.safehotline.com

1-855-662-SAFE (1-855-662-7233)

Company ID number 4576540066

Your use of the **Stereotaxis Confidential Conduct Hotline** will be kept confidential except where prohibited by law or regulation. The Conduct Hotline is managed by a third-party company. Call, text or email confidentially, 24 hours a day, seven days a week. Necessary steps are taken with the Conduct Hotline to meet data privacy requirements.

You will be provided a case number, so that you may call back or log in to check the status of your inquiry. The information you provide will be submitted to our General Counsel, CFO, and Audit Committee Chairman. Upon receipt, the Company may provide submitted information to appropriate individuals, including but not limited to employees within the following functional areas at the Company: Legal, Compliance, Human Resources, IT, Finance, the Executive Team, the Board of Directors, or any other department that has or may have information relevant to the reported concern.

In order to fully, adequately, and appropriately investigate a matter, you may not be able to maintain complete anonymity. It is more difficult to follow up on a concern if no additional information can be obtained. It is also much easier to protect you against retaliation if you self-identify. In some countries, including Spain, employees are required to identify themselves when making a report.

You will receive an answer to your inquiry if you have provided the company a means to do so. If a concern regarding a violation is substantiated, the situation will be resolved through appropriate corrective actions.

The following personal data will be collected, processed, and used in the context of the Conduct Hotline:

- Reporter Identification Information, if disclosed: Reporter's first and last names; reporter's relationship to employer; reporter's title; best time to contact the reporter; reporter's phone number; and reporter's email address
- Incident Information: Identification of the persons involved in reported issues and their title(s); details of how the reported issue occurred; how the reporter knows about the issue; if there is documentation that would help the Company's investigation; others who may have knowledge of the issue, including other employees; and if a supervisor has already been notified of the issue and the name and details of such supervisor

Personal data is collected, processed, and used to detect and legally evaluate suspected violations that are reported. It is also used to conduct further investigations with regard to reports made by employees. Having a Conduct Hotline fulfills requirement of installing adequate systems to allow employees to report incidents. By providing your personal data, it helps during the investigation to determine compliance with laws in the state or country where the reported incident occurred.

As to privacy considerations, the Company handles inquiries and investigations confidentially. The substance of your inquiry and/or your identity (if you choose to provide it) is disclosed on a strict need-to-know basis, to the extent deemed necessary to conduct a thorough investigation and respond appropriately to the issue raised. Your identity will be kept strictly confidential and it will not be revealed to the incriminated person, unless required by law (e.g., in a court proceeding or if you maliciously make bad faith reports).

3 Respect Others

Each of us is entitled to be treated with respect. Treating each other with respect both is good business and fosters a safe and productive workplace. Respect means recognizing that everyone is unique, that we all have individual strengths, weaknesses, differences and preferences, and each employee provides value and has a contribution to make to the success of the Company and our products.

Why it Matters

Providing people with a fair, safe working environment allows them to develop their full potential and encourages quality and productivity. Employees will have higher job satisfaction and be more engaged.

What is Expected

- Treat others with respect
- Do not discriminate, harass, or bully
- Embrace the diversity of others
- Comply with employment, safety, and health policies and procedures

What to Avoid

- Disrespectful, violent, intimidating, threatening, or harassing conduct is not acceptable
- Discriminating against anyone because of their beliefs, race, gender, or other unique characteristics
- Sexual harassment, including unwelcome sexual advances, innuendos, or other unwelcome verbal or physical conduct
- Illegal drugs in the workplace
- Firearms, explosives, or any other weapons at the workplace

Q. What Would You Do?

An outgoing, boisterous, senior male co-worker put his arm around a younger female employee when talking to her about a customer order. You have seen your colleague display similar behavior before and do not believe that he had any improper motive. You noticed that the younger female employee seemed surprised by the interaction.

A. Resolution

Whether contact is wanted or unwanted depends upon the recipient. What makes one person uncomfortable or feel awkward may not bother someone else. Unintended or not, unwelcome conduct needs to be addressed. Depending upon your relationship with your male coworker, addressing this issue to Human Resources, the direct supervisor of the employee, or the Stereotaxis Conduct Hotline are all solutions. While likely not a terminable offense, this may be an appropriate opportunity for coaching and teaching. The Company wants everyone to be comfortable at work.

4 Conflict of Interest

The actual, or appearance of, a personal interest motivating what someone does for the Company must be avoided. A conflict of interest arises when personal, social, financial, or political activities have the potential of interfering with or impacting your work on behalf of the Company.

Why it Matters

Your actions should be driven by what is best for the Company, not what may be best for you. By avoiding actual conflicts of interest, as well as, the appearance of a conflict of interest, you will be able to act based on sound business judgment, not personal interest, relationship pressure, or gain.

What is Expected

- Make decisions in the best interest of the Company
- Address any situation that may be misinterpreted by others
- Discuss with others any situation that could be a conflict of interest
- Be open and transparent

What to Avoid

- Taking opportunities for yourself that belong to the Company
- Using Company property, information, or your position for personal gain
- Competing with the Company
- Personally profiting from a transaction with the Company
- Trading, or telling others to trade, using material inside information about Stereotaxis

Q. What Would You Do?

The Company has been working to develop and launch a new product. You know when the product launch will be announced. One of your good friends is an active investor. What can you tell her?

A. Resolution

Despite the need to the Company, your conduct either is, or appears to be, a conflict of interest. The information in your possession is confidential, material information of the Company. As employees, we regularly obtain confidential information that is not available to the public. Using such information for your own profit or sharing it with others outside the Company so that they can profit is illegal. You need to disclose your interest in the business so that that may be taken into account when considering the proposal.

5 Honest Competition

You should treat customers, suppliers, and competitors fairly. It is appropriate to prefer a supplier because of business considerations, or for different customers to receive different pricing based upon the quantities being purchased or the potential for the customer to influence the market. Likewise, you do not share confidential information with a competitor. We conduct our business with integrity and honesty, not deception and misinformation.

Why it Matters

Competing fairly and honestly builds a long-term relationship with suppliers and customers. Competition is of increasing importance to lawmakers and regulators in the countries in which we operate. Keep in mind that how we do business impacts our personal reputations as well.

What is Expected

- Promise only what the Company can deliver
- Respond to customer complaints in a courteous, efficient, and timely manner
- Comply with Quality and Regulatory procedures
- Understand what the Company needs to do to sell products in a given country international trade
- Know how to interact with healthcare professionals

What to Avoid

- Enter into any agreement with a competitor that is intended to limit trade
- Enter into an agreement with a competitor about pricing
- Making false or misleading claims about our products or services
- Using improper means to obtain information about competitors or customers
- Using a consultant or agent to do anything that the Company is prohibited from doing

Q. What Would You Do?

You attend a MedTech Europe meeting and the group you are with begins to discuss new EP catheters on the market. Individuals from several competitors are present. One of them mentions that more uniform pricing would improve everyone's business.

A. Resolution

You must state that the discussion is inappropriate. If necessary, leave the group. Also, document the discussion noting the date, time, and place, those present, and the discussion. If the group is keeping a record, you should ask that your objection (and if necessary, departure) be noted and request a copy of the record. Immediately report the discussion to the Legal department.

6 Interactions with Healthcare Providers

Customers are critical to our success. To protect their independence and promote patient care, healthcare providers are subject to considerable regulation. When interacting with healthcare providers, you must understand what is appropriate. You may not do anything with a healthcare provider that could be interpreted as an inducement. Gifts are not appropriate. Meals and travel must be for an appropriate purpose and reasonable. Studies, donations, grants, and consulting relationships must be reviewed and approved.

Why it Matters

The Company constantly interacts with healthcare providers and must do so transparently and without inducing them to do business with the Company. Offering or accepting meals, gifts, or entertainment may violate the applicable laws and regulations of a given country. Such violations can lead to significant criminal and civil penalties

What is Expected

- Understand the policies that apply to interactions with customers
- Do not offer or accept gifts
- Meals must be reasonable and for a business purpose
- Compensation for travel and services are very restricted

What to Avoid

- Providing something of value to encourage a customer to purchase our products
- Entertainment with customers unless each pays his or her own way
- Offering or accepting gifts

Q. What Would You Do?

The head of the EP department for a customer makes a presentation at a conference in New York that is very flattering of a new capital platform introduced by the Company. You are in attendance and note the attention generated by the presentation. You know that the physician is a theatre fan. As a gesture of appreciation, you think of purchasing tickets for the physician, his wife, and children to a performance of *Hamilton.*

A. Resolution

You cannot provide a gift to a healthcare professional or his family. Even if well-intended, the impression created by such a gift is that it is intended to induce decisions made by the healthcare professional with respect to the products of the Company. Such conduct is illegal. Thus, industry codes and the physician's employer prohibit such activity. Stereotaxis does too.

7 Bribery

Doing business by providing consideration in advance, or in addition to, the underlying transaction is illegal. The Company earns business based on the merits of our products.

Why it Matters

We earn business because we provide quality products that improve patient care. We engage suppliers who provide us with quality, efficient, cost-effective solutions. Wherever Stereotaxis does business, you, and our distributors and agents, must comply with all anti-bribery laws. Such laws may apply to healthcare providers and/or government officials. As a US company, the Foreign Corrupt Practices Act (FCPA) governs the conduct of the Company everywhere. Bribery goes against our core beliefs. If you engage in bribery, you are acting outside of the scope of your employment and will be subject to discipline up to and including dismissal, as well as, civil and criminal penalties.

What is Expected

- Do not make side deals such as a gift for doing a deal or providing business
- Distributors and agents must be reviewed, approved, and monitored
- Watch for irregularities in the way payments are made such as requests for cash or payment to someone who isn't a party to a transaction
- Keep accurate books and records

What to Avoid

- Offering or giving bribes (gifts or kickbacks) to win business
- Offering or giving anything of value (e.g., money, gifts, bonuses, entertainment, etc.) to government officials or others with decision-making power
- Requesting or accepting a personal payment or benefit
- Making a payment to expedite or secure a routine governmental action, other than a published fee

Q. What Would You Do?

A shipment of our products is delayed entry into an APAC country and the customer is complaining to you. From a discussion with a customs official, you learn that the product can quickly be released if you give him $100 cash. Such incentives or gratuities are common in APAC.

A. Resolution

Common or not, the payment is illegal. Red flags are the request for cash and payment directly to a government official.

Q. What Would You Do?

A new distributor asks you to provide an unusual discount so that it can win a tender.

A. Resolution

Advise the Legal department of the request so that it may be evaluated.

8 Quality

As a medical device manufacturer, the quality of our products is critical both to healthcare providers and patients. To deliver exceptional product reliability and customer satisfaction, the Company implemented and adheres to a Quality Management System (QMS). Every employee is responsible for quality.

Why it Matters

Hospitals, healthcare providers, and patients rely on Stereotaxis to provide quality products and services around the world. Our industry is highly regulated and we must satisfy the requirements of the Food & Drug Administration (FDA) and other competent authorities. In addition, Stereotaxis is certified by the International Organization for Standardization (ISO). Our products and the QMS must meet the requirements of these various entities. Products and services that do not meet our quality standards jeopardize the health and safety of patients and will cause considerable damage to the reputation of Stereotaxis.

What is Expected

- Comply with the QMS
- Manufacture products that consistently meet our design requirements
- Provide products and services that meet customer requirements for intended use
- Listen to customers and respond appropriately
- Label, advertise, and promote products accurately

What to Avoid

- Compromising quality because of cost or deadlines
- Cutting corners in manufacturing

Q. What Would You Do?

You do not have time to complete electrical testing of a new product before CE self-certification and product launch. A delay may cost the Company revenue and, at least, cause the Company to miss an opportunity to introduce the product to a large group of customers at a conference.

A. Resolution

The QMS includes the governance over design controls and finishing all steps prior to launching a product. The purpose is to ensure that the product meets the requirements before launch. Verification and validation testing are part of this process and must be completed before the product is launched.

9 Laws & Regulations

Stereotaxis operates a global business which presents numerous challenges. To successfully navigate these challenges, it is critical that the Company follow the laws and regulations of each country where we do business. Keep in mind to reflect the values of this Code of Conduct when interacting with government agencies, officials, and employees.

Why it Matters

Each of the values presented in this Code of Conduct drives complying with our legal and regulatory obligations. Doing so is critical to maintaining our reputation for integrity. Failing to meet this obligation can do unlimited damage to the Company and expose the Company and employees to civil and criminal penalties.

What is Expected

- Familiarize yourself with the obligations of the Company in the country in which you are working and ask questions
- When interacting with government officials, develop and maintain effective relationships
- Direct any non-routine government request to the applicable department – either the Legal, Regulatory, or Quality departments

What to Avoid

- Offering anything of value to government personnel without first obtaining approval
- Showing any appearance of impropriety
- Decision making that does not take into account applicable laws and regulations

Q. What Would You Do?

Auditors from the FDA will be coming to our site to conduct a quality audit. Is it okay to order lunch in for them?

A. Resolution

No. The FDA is a government agency and providing lunch for them, unless they are paying for it, is not appropriate.

10 Accuracy

Each day you make decisions based upon information recorded and preserved by your colleagues. It is critical that such information be as accurate and complete as possible. This includes, but is not limited to: financial statements and related accounting entries; expense reporting; time reporting; and production and quality records.

Why it Matters

As a public company in the life sciences industry, Stereotaxis must regularly submit information to any number of government agencies. Submitting accurate and complete information is essential. Violating this obligation could result in disciplinary action.

What is Expected

- Create business records that accurately reflect the underlying transaction
- Submit information that is accurate and complete
- Only sign or submit documents that you are authorized to sign

What to Avoid

- Any transaction that improperly accelerates, postpones or otherwise manipulates the accurate and timely recording of revenue or expenses
- Making a payment without properly documenting it
- Presenting personal opinions as facts or the statements of the Company

Q. What Would You Do?

Your department is under pressure to meet revenue expectations. You think that your manager is reporting revenue that will not be earned until a subsequent reporting cycle.

A. Resolution

It is never acceptable to report earnings that are not accurate. Reporting revenue before earned is a "revenue recognition" issue which undermines the accuracy of all of our financial reporting and subjects the Company to civil and criminal penalties. You should report your concern to an appropriate individual in the Legal and/or Finance departments or submit the information using the **Stereotaxis Conduct Hotline**.

11 Vigilance

Protecting the information and assets of the Company is the obligation of every employee. Much of the information that the Company gathers and maintains is confidential and critical to the success of the business.

Why it Matters

Confidential information, especially intellectual property, is critical to the continuing success of Stereotaxis. The unauthorized or inadvertent disclosure of confidential information may jeopardize such assets. As an employee, you agree and acknowledge that you will receive confidential information and that you will safeguard it. To provide benefits to you as an employee, the Company also has your personal information and that of your colleagues.

What is Expected

- Take appropriate precautions with confidential information. Employ passwords and other security measures. Only share information for a business purpose and only share with those who need to know.
- Protect the personal information of current and former employees
- Protect information received by the Company that can be used to identify a patient
- If you believe that you have an invention, contact the Legal department to begin the process of evaluating the idea and determining whether it can be protected

What to Avoid

- Providing access to information of the Company to anyone outside the Company without a business purpose
- Providing broad or general rights to a third party that could be used for improper purposes
- Disclosing intellectual property (e.g., innovations, inventions, discoveries, ideas, processes, or designs) without authority or permission

Q. What Would You Do?

You receive a customer complaint regarding one of our products and the complaint includes information identifying a patient that is not relevant or essential to the complaint. You want to quickly address the issue.

A. Resolution

While the temptation is to share the information as provided by the customer to make sure that the complaint is quickly resolved, you must first remove the non-essential patient information. Also, consider who needs to receive the information. Take appropriate steps to protect the patient information that you received.

12 Commitment

We are committed to delivering clinically differentiated products and services that measurably improve the standard of care for interventional surgery. This commitment requires passion, focus, discipline, and execution. Achieving our goals requires teamwork and collaboration founded upon mutual respect and placing a premium on open and honest communication.

Why it Matters

Providing solutions that offer patients safer and better outcomes is the reason we are in business. In this we are not unique as this must be the goal of every medical device manufacturer. Where we can be unique is in the culture that we create that fosters accomplishing this objective. We tackle this task with passion, focus, discipline, and execution. Our culture emphasizes teamwork and collaboration. We ask questions. We do not work in silos. Every employee has a meaningful contribution to make and a voice to be heard and respected. Our priority is on making a difference for the patients treated with our products – a safer procedure and better outcomes.

What is Expected

- Work together
- Be responsive to each other and accountable to each other
- Embrace new ideas and perspectives
- Strive for the solution that maximizes both patient safety and best patient outcomes
- Do what is right, not what is easy, convenient, or the most cost effective

What to Avoid

- Doing something because that is the way it has always been done
- Not listening to the opinions and perspectives of others
- Looking for the cheapest solution, as opposed to the best solution
- Looking for a quick answer, as opposed to considering all the alternatives

Q. What Would You Do?

You are working on the design of a new product and you can incorporate a process previously used which will provide a solution and solve a challenge. Technology has evolved considerably since the historical process and solution was adopted. You know that there are new approaches to this challenge, but the historical solution is tried and trusted and inexpensive.

A. Resolution

Putting patients first means exploring what is available and feasible. Simply relying upon a historical solution because it works and is cost effective might yield a solution, but we are committed to exploring the alternatives. Perhaps advancements will lead to a better product that promotes patient safety and makes a better clinical outcome more likely. We challenge the status quo. We want to be an industry leader, not a follower.

RESOURCE LIST

Who can I talk to?

Resource		Contact Info
Your Supervisor		
Human Resources	**Allison Ewen**	allison.ewen@stereotaxis.com
Any Member of Senior Management	**David Fischel** **Kim Peery** **Patti Williams**	david.fischel@stereotaxis.com kim.peery@stereotaxis.com patti.williams@stereotaxis.com
The Audit Committee of the Board of Directors	**Ross Levin**	rlevin@arbiterpartners.net 212.650.4658

What if I am uncomfortable talking to someone?

Stereotaxis Conduct Hotline

http://www.safehotline.com

1-855-662-SAFE (1-855-662-7233)

Company ID number 4576540066

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