

COMPENSATION AND TALENT DEVELOPMENT COMMITTEE CHARTER

PURPOSE

The purpose of the Compensation and Talent Development Committee (the “Committee”) of the Board of Directors (the “Board”) of Biotelemetry, Inc., a Delaware corporation (the “Company”), is to (i) discharge the Board’s responsibilities relating to the compensation of the Company’s executives, (ii) review and discuss with the Company’s management the Compensation Discussion and Analysis (“CD&A”) and related executive compensation information to be included in the Company’s annual proxy statement or other applicable Securities and Exchange Commission (“SEC”) filing and recommend to the Board whether the CD&A and related executive compensation information should be included in the proxy statement or other applicable SEC filing, (iii) produce the required report of the Committee for inclusion in the Company’s annual proxy statement or other applicable SEC filing in accordance with SEC rules and regulations, (iv) review and recommend to the Board the Company’s goals and objectives relevant to the compensation of the Chief Executive Officer (“CEO”) and such senior executives as designated by the Committee, (v) evaluate the performance of the CEO and senior executives in light of those goals and objectives, (vi) determine the compensation level for such senior executives as determined by the Committee, (vii) recommend to the Board, which will be responsible for approving without the CEO present during voting or deliberations, the compensation level for the CEO, based on the Committee’s evaluations, (viii) review and report to the Board on the appropriateness of, and recommendations with respect to, the Board’s compensation, and (ix) oversee the Company’s plans related to succession, leadership and talent development for officers (as such term is defined in Section 16a-1 of the Securities Exchange Act of 1934 (the “Exchange Act”) and as determined by the Board from time to time).

DUTIES AND RESPONSIBILITIES

In addition to any other responsibilities that may be assigned from time to time by the Board, the Committee is responsible for the following matters:

1. Compensation.

- a. Oversee the development of an internally consistent and externally competitive executive compensation program in order to attract and retain qualified executives and to provide incentives for the attainment of the Company’s strategic goals and objectives.
- b. Review and recommend to the Board the CEO’s goals and objectives relevant to the CEO’s compensation.

- c. Evaluate the CEO's performance in light of the CEO's goals and objectives approved by the Board and recommend to the Board the CEO's base salary and short-term incentive compensation based on that evaluation.
- d. Develop with management, review and recommend to the Board the Company's non-CEO senior executive short-term incentive compensation goals and objectives.
- e. Determine and approve the Company's non-CEO senior executive compensation.
- f. Make recommendations to the Board with respect to long-term incentive compensation plans and equity-based compensation plans and any changes thereto.
- g. Review and approve awards under the Company's long-term incentive compensation plans and equity-based compensation plans for the officers and other key employees of the Company and recommend to the Board the awards for the CEO.
- h. Review and approve any employment agreements or other forms of executive compensation, including non-qualified deferred compensation plans, non-qualified retirement plans, severance and change-in-control agreements and prerequisites.
- i. Ensure that the compensation packages for the CEO and senior executives are consistent with the management development plans and succession plans for the CEO and such senior executives.
- j. Review and recommend to the Board the compensation package for any newly elected CEO.
- k. Perform an annual performance evaluation of the Committee.
- l. Review and discuss annually with the Company's management the CD&A and related executive compensation information and, based on such review and discussion, recommend to the Board whether the CD&A and related executive compensation information should be included in the Company's proxy statement or other applicable SEC filing.
- m. Produce annually the required report of the Committee for inclusion in the Company's annual proxy statement or other applicable SEC filing in accordance with SEC rules and regulations.
- n. Disclose in the CD&A, the extent to which the Committee considered the results of the most recent shareholder advisory vote on the Company's executive

compensation program (“Say-on-Pay Vote”) required by Section 14A of the Exchange Act, and if so, how the Committee’s actions or decisions were affected by the Say-on-Pay Vote in connection with the Committee’s: (i) evaluating and making recommendations regarding CEO compensation; (ii) evaluating and determining non-CEO senior executive compensation; and (iii) reviewing and making recommendations regarding incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans.

- o. At least annually, review the Company’s incentive compensation arrangements to evaluate whether they encourage excessive risk-taking, to the extent they are reasonably likely to have a material impact on the Company, and review and discuss the relationship between the Company’s risk management policies and practices and compensation.
- p. To review and recommend to the Board for approval the frequency with which the Company will conduct Say-on-Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company's proxy statement.

2. Board Compensation. Periodically review the Board’s compensation and recommend to the Board such changes as the Committee determines as being reasonable and appropriate.

3. Succession and Talent Development Planning.

- a. Oversee and approve the management continuity planning process.
- b. Review and evaluate the succession, leadership and talent development plans relating to officers, including the CEO, and make recommendations to the Board with respect to the selection of individuals to occupy these positions taking into consideration, among other things, the strategic plan of the Company.
- c. Annual review of workforce demographics and discussion of metrics related to hiring, promotions, employee turnover and diversity.
- d. Annual review of employee benefits programs and benchmarking of such programs against “best practices” of peer organizations.
- e. Review of organization’s initiatives related to employee training and development, culture and mission, employee engagement and civic involvement.
- f. Review and discussion of high potential employees and development plans for their ongoing retention and progression.

- g. Review of the Company's organizational structure consistent with business plan and stated priorities of the Board.

MEMBERSHIP AND OPERATIONS

1. Committee members must be composed entirely of independent directors. A director shall qualify as independent if the Board has affirmatively determined that the member is independent, consistent with the independence criteria as may be established from time to time by the Board. No member of the Committee may accept from the Company or any subsidiary thereof, directly or indirectly, any consulting, advisory or other compensatory fee. Compensatory fees shall not include: (i) fees received as a member of the Committee, the Board or any other Board committee; or (ii) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service). In determining whether a director is eligible to serve on the Committee, the Board also must consider whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director's judgment as a member of the Committee.
2. The members of the Committee shall elect the Committee Chair.
3. The members of the Committee shall serve until their successors are appointed and qualified or until their earlier resignation, disqualification or removal.
4. The Committee shall have the power to delegate aspects of its work to subcommittees, with the approval of the Board. Further, the Board may allocate any of the responsibilities of the Committee to a separate committee, provided that the committee is composed of independent directors.
5. The Committee will annually review and assess the adequacy of this Charter and recommend any changes to the Board for approval.
6. The Committee shall be composed of at least two members meeting the qualifications for membership stated in this Charter.
7. The Chair, in consultation with the other Committee members, will set the agendas for Committee meetings and preside at such meetings. In the Chair's absence, the Committee shall select another member to preside.
8. Unless otherwise stated in this Charter, the Committee shall be governed by the same rules and procedures (including those regarding meetings, minutes, action without meetings, notice, waiver of notice, and quorum and voting requirements) as are applicable to the Full Board and its committees pursuant to the Company's Bylaws.

9. The Committee may invite such officers or members of management to its meetings as it may deem desirable or appropriate; however, the Committee should meet regularly in executive session without such persons present, and in all cases no officer or member of management shall attend that portion of any meeting where such person's performance or compensation is discussed, unless specifically invited by the Committee.
10. The Committee should meet at least three times per year. Although the timing and content of each meeting is subject to change at the Committee's discretion, these meetings will generally be as follows:
 - a. A meeting to, among other matters, (i) review the compensation for the Board, (ii) review the CEO's preliminary goals and objectives for the coming year, (iii) plan for the annual compensation review of the CEO and senior executives of the Company designated by the Committee, by reviewing the compensation plans and programs prepared by management and the outside compensation consultant hired by the Committee, and (iv) review and recommend to the Board any changes to the Company's equity compensation plans.
 - b. A meeting after the year-end financial results are available to: (i) review the CEO's and the senior executives' performance against their individual and collective objectives for the prior year; (ii) determine the salary increases for the senior executives and recommend to the Board the salary increase for the CEO; (iii) review the existing compensation packages for the CEO and the senior executives for internal equity and external competitiveness and for consistency with the management development and succession plans for the CEO and such senior executives; (iv) determine any incentive compensation awards for the senior executives, and recommend to the Board the incentive compensation award for the CEO under the incentive compensation plan approved by the Committee for the prior year; (v) recommend to the Board the CEO's goals and objectives for the coming year; (vi) review and approve an incentive compensation plan for the senior executives, and recommend to the Board the incentive compensation plan for the CEO, for the coming year; (vii) review the performance of the Company, the CEO and senior executives, as applicable, under the Company's equity compensation plans; and (viii) make equity-based awards to employees other than the CEO under the Company's equity compensation plans as determined by the Committee and recommend to the Board the equity-based award for the CEO.

RESOURCES AND AUTHORITY

1. The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant.

2. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside counsel and any other advisors.
3. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. In retaining compensation consultants, outside counsel and other advisors, the Committee must take into consideration the factors specified in Rule 10C-1(b)(4) under the Exchange Act.
4. Any action duly and validly taken by the Committee pursuant to the power and authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by the Board and may be certified as such by the Secretary or other authorized officer of the Company.
5. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.