

BioTelemetry, Inc.

Compensation Committee Charter

Committee Purpose:

To (i) discharge the Board of Directors' responsibilities relating to the compensation of the Corporation's executives, (ii) review and discuss with the Corporation's management the Compensation Discussion and Analysis (CD&A) and related executive compensation information to be included in the Corporation's annual proxy statement or other applicable Securities and Exchange Commission (SEC) filing and recommend to the Board of Directors 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 Corporation's annual proxy statement or other applicable SEC filing in accordance with SEC rules and regulations, (iv) review and approve the Corporation's goals and objectives relevant to the compensation of the 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, and (vii) recommend to the Board the compensation level for the CEO, based on the Committee's evaluations. The Board of Directors will be responsible for approving the compensation of the CEO, who may not be present during voting or deliberations on his or her compensation. To review and report to the Board of Directors on the appropriateness of, and recommendations with respect to, the Board of Directors' compensation.

Committee Duties and Responsibilities:

1. Periodically review the Board of Directors' compensation and recommend to the Board of Directors such changes as the Committee determines as being reasonable and appropriate.
2. 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 Corporation's strategic goals and objectives.
3. Review and approve the CEO's goals and objectives relevant to the CEO's compensation.
4. Evaluate the CEO's performance in light of the CEO's goals and objectives approved by the Committee and recommend to the Board of Directors the CEO's base salary and short term incentive compensation based on that evaluation.
5. Develop with management, review and approve the Corporation's non-CEO senior executive short term incentive compensation goals and objectives.
6. Determine and approve the Corporation's non-CEO Senior executive compensation.

7. Make recommendations to the Board of Directors with respect to long-term incentive compensation plans and equity-based compensation plans and any changes thereto.
8. Review and approve awards under the Corporation's long-term incentive compensation plans and equity-based compensation plans for the executive officers and other key employees of the Corporation and recommend to the Board of Directors the awards for the CEO.
9. 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 perquisites.
10. 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.
11. Review and recommend to the Board of Directors the compensation package for any newly elected CEO.
12. Perform an annual performance evaluation of the Committee.
13. Review and discuss annually with the Corporation's management the CD&A and related executive compensation information and, based on such review and discussion, recommend to the Board of Directors whether the CD&A and related executive compensation information should be included in the Corporation's proxy statement or other applicable SEC filing.
14. Produce annually the required report of the Committee for inclusion in the Corporation's annual proxy statement or other applicable SEC filing in accordance with Securities and Exchange Commission rules and regulations.
15. Disclose in the CD&A, the extent to which the Committee considered the results of the most recent shareholder advisory vote on the Corporation's executive compensation program (Say on Pay Vote) required by Section 14A of the Securities Exchange Act of 1934 (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: (a) evaluating and making recommendations regarding CEO compensation; (b) evaluating and determining non-CEO senior executive compensation; and (c) reviewing and making recommendations regarding incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans.
16. At least annually, review the Corporation'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 Corporation, and review and discuss the relationship between the Corporation's risk management policies and practices and compensation.
17. Review and recommend to the Board for approval the frequency with which the Corporation 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 Corporation's proxy statement.

18. Review and reassess the adequacy of the Committee's Charter on at least an annual basis.

Committee Member Qualification:

Committee members must be comprised entirely of independent directors. A director shall qualify as independent if the Board of Directors has affirmatively determined that the member is independent, consistent with the requirements of The Nasdaq Stock Market and independence criteria as may be established from time to time by the Board of Directors. In determining the independence of a director who will serve on the Committee, the Board of Directors must consider all factors specifically relevant to determining whether a director has a relationship to the Corporation which is material to that director's ability to be independent from management in connection with the duties of a Committee member, including but not limited to the source of compensation of such director and whether such director is affiliated with the Corporation, a subsidiary of the Corporation or an affiliate of a subsidiary of the Corporation.

Committee Member Appointment and Removal:

Committee members will be appointed by the independent members of the Board of Directors.

Committee Structure and Operations:

The Committee shall have the power to delegate aspects of its work to subcommittees, with the approval of the Board of Directors. Further, the Board of Directors may allocate any of the responsibilities of the Committee to a separate committee, provided that the committee is composed of independent directors. Any such committee must have a published committee charter. The Committee shall be comprised of at least two members meeting the qualifications for membership stated above in the Committee Charter. 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:

1. A meeting to, among other matters, (a) review the compensation for the Board of Directors, (b) review the CEO's preliminary goals and objectives for the coming year, (c) plan for the annual compensation review of the CEO and senior executives of the Corporation designated by the Committee, by reviewing the compensation plans and programs prepared by management and the outside compensation consultant hired by the Committee; and (d) review and recommend to the Board of Directors any changes to the Corporation's equity compensation plans.
2. A meeting after the year-end financial results are available to: (a) review the CEO's and the senior executives' performance against their individual and collective objectives for the prior year; (b) determine the salary increases for the senior executives and recommend to the Board of Directors the salary increase for the CEO; (c) 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, (d) determine any incentive compensation awards for the senior executives, and recommend to the Board of Directors the incentive compensation award for the CEO under the incentive compensation plan approved by the Committee for the prior year; (e) finalize the CEO's goals and objectives for the coming year; (f) review and approve an incentive compensation plan for the senior executives, and recommend to the Board of Directors the incentive compensation plan for the CEO, for the coming year; (g) review the performance of the Corporation, the CEO and senior executives, as applicable, under the Corporation's equity compensation plans; and (h) make equity-based awards to employees other than the CEO under the Corporation's equity compensation plans as determined by the Committee and recommend to the Board of Directors the equity-based award for the CEO.

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant, legal counsel and other adviser (Adviser). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Adviser. The Company must provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any Adviser.

The Committee may select, or receive advice from, an Adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors: (1) the provision of other services to the Company by the person that employs the Adviser; (2) the amount of fees received from the Company by the person that employs the Adviser, as a percentage of the total revenue of the person that employs the Adviser; (3) the policies and procedures of the person that employs the Adviser that are designed to prevent conflicts of interest; (4) any business or personal relationship of the Adviser with a member of the compensation committee; (5) any stock of the Company owned by the Adviser; and (6) any business or personal relationship of the Adviser or the person employing the Adviser with a Corporate Officer.

Committee Reporting to the Board:

The Committee shall cause minutes to be kept of each of its meetings, which will be reviewed and approved by the Chairperson of the Committee. Copies of the minutes of each meeting of the Committee will be provided to the Board of Directors, and the Chairperson or his or her designee will report on each meeting of the Committee to the Board of Directors at the next meeting of the Board of Directors following the meeting of the Committee.