

## **CODE OF CONDUCT AND BUSINESS ETHICS POLICY**

### **INTRODUCTION**

This Code of Conduct and Business Ethics Policy has been adopted by and applies to InfuSystem Holdings, Inc. and its subsidiaries (collectively, “InfuSystem” or the “Company”). InfuSystem is committed to achieving the highest standards of professionalism and ethical conduct in its operations and activities. The Company expects all its directors, officers and employees (as well as our agents, consultants, contractors, suppliers and representatives) to be guided by the principles and standards set forth in this Code of Conduct and Business Ethics Policy. This Code of Conduct and Business Ethics Policy does not supersede, change or alter existing InfuSystem policies or procedures, including InfuSystem’s Employee Handbook, Insider Trading Policy, and Technology Resources Policy.

This Code of Conduct and Business Ethics Policy covers a wide range of business practices and procedures but is not intended to summarize all applicable laws and regulations or to respond to every question or concern that may arise. If you have a question regarding any aspect of this Code of Conduct and Business Ethics Policy or if you are in doubt about the best course of action to take in a particular situation, you are encouraged to contact a member of the Human Resources Department and/or the Internal Audit Manager for additional information about the resources that are available to you.

Every InfuSystem director, officer or employee must adhere to this Code of Conduct and Business Ethics Policy. Any individual who violates this Code of Conduct and Business Ethics Policy is subject to disciplinary action, up to and including termination, and may be subject to civil or criminal prosecution.

### **COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

All directors, officers and employees must respect and obey the laws, rules and regulations of the cities, states and countries in which we operate. In this regard, it is your responsibility to become familiar with the rules, regulations and laws that may apply in your area of responsibility and business dealings. Compliance with the law, however, is merely the starting point of your ethical obligations and does not reduce your need to act with the highest ethical standards.

## CONFLICTS OF INTEREST

For purposes of this Code of Conduct and Business Ethics Policy, a potential conflict of interest exists when a person's private interests (including the interests of a family member or an organization with which an individual has a significant relationship) interfere in any way with the interests of InfuSystem. A conflict of interest can arise when a director, officer or employee takes action or has interests that may make it difficult for him or her to perform his or her InfuSystem work objectively and effectively. Directors, officers and employees should avoid any activity, agreement, business investment or interest that could be in conflict with InfuSystem's interests, that could be perceived as a conflict of interest, or that could interfere with their duty and ability to serve InfuSystem. While it is not possible to describe all circumstances where a conflict of interest may arise, the following are examples of the types of conflicts of interest that InfuSystem directors, officers or employees are expected to avoid:

- Receipt of an improper personal benefit as a result of his or her position with InfuSystem. No person subject to this Code of Conduct and Business Ethics Policy, or any member of his or her family, may receive gifts, favors, entertainment, payment, loans or other special preferences under circumstances that result in, or create the appearance of, a conflict of interest.
- Loans to, or guarantees of obligations of, directors, officers, employees or their families. Loans to directors and executive officers of InfuSystem are prohibited by law and may not be made.
- An InfuSystem director, officer or employee working simultaneously for a competitor, customer, or major supplier. Any such relationship must be disclosed to the Company's Chief Executive Officer, who will, as necessary or appropriate, bring such matter to the attention of the Audit Committee of the Board of Directors.
- Investments in, or having a direct or indirect financial relationship with, a competitor, customer or supplier may create a conflict of interest; however, investments of not more than 1% of the total outstanding shares of companies listed on a national or international securities exchange or quoted daily by an automated quotation system are permitted without InfuSystem approval, provided that the investment is not so large financially (either in absolute dollars or as a percentage of the individual's portfolio) that it creates the appearance of a conflict of interest.
- Notwithstanding the foregoing, any investments (stock ownership, etc.) in a competitor's or supplier's business must not involve any conflicts of interest and must be disclosed to the Company's Chief Executive Officer.
- Employees must receive written permission from the Company's Chief Executive Officer before developing, outside of InfuSystem, any intellectual property or product that is or may be related to InfuSystem's current or potential business.
- Personally benefiting from opportunities that are discovered through the use of corporate property, information or position without the consent of InfuSystem's Board of Directors. No director, officer or employee may use corporate property, information or position for improper personal gain.

# WHISTLEBLOWER POLICY

## Introduction

The Company has established the following procedures to receive, investigate and act on complaints and concerns (“Complaints”) regarding suspected violations of: (1) the Code of Conduct and Business Ethics Policy, (2) Human Rights Policy, (3) the law or fraudulent activities, (4) the Company’s accounting practices, and (5) any other Company policies or procedures.

If you have a question regarding any aspect of this Whistleblower Policy or if you are in doubt about the best course of action to take in a particular situation, you are encouraged to contact a member of the Human Resources Department and/or the Internal Audit Manager for additional information about the resources that are available to you.

## Procedures for Receiving and Investigating Complaints

If you believe that any violation has occurred or is occurring or you have a good faith concern regarding conduct that you reasonably believe may be a violation of this Whistleblower Policy, we encourage you to promptly take the following actions:

- A. The Internal Audit Manager is authorized to receive Complaints. In this capacity, the Internal Audit Manager acts under the authority of the Audit Committee.
- B. Complaints may be made in a confidential way by following the processes outlined below:
  - By written communication to the attention of the Internal Audit Manager.
  - By visiting [www.lighthouse-services.com/infusystem](http://www.lighthouse-services.com/infusystem) or calling (833) 320-0077. Lighthouse is an independent provider that assists the Company in identifying improper activity. They are committed to protecting the identity of all persons who use the secure reporting system. Reports are submitted by Lighthouse to InfuSystem’s designee and may or may not be investigated, at the sole discretion of the Company. Although Lighthouse will not disclose your identity without your express permission, it is possible that your identity may be discovered during an investigation of the matter reported because of information you have provided.
  - Directly to the Audit Committee Chairman, who will review whistleblower reports on, at least, a weekly basis. All communication to the Chairman may be done through the reporting hotline.
- C. Accounting Complaints may also be made directly to the Audit Committee Chairman. The Chairman may, at his or her discretion, return the Complaint to the Internal Audit Manager for docketing and investigation as described below, or retain the matter for investigation by the Audit Committee as described below.
- D. The Internal Audit Manager will prepare a written docket (“Docket”) of all Complaints summarizing in reasonable detail for each Complaint: the nature of the Complaint, the

date of receipt of the Complaint, the current status of any investigation into the Complaint, and any final resolution of the Complaint. The Internal Audit Manager will distribute an update of the Docket to the Audit Committee Chairman in advance of each regularly scheduled Audit Committee meeting. The current Docket must be submitted by the Internal Audit Manager to the Audit Committee no less than one time each fiscal quarter.

- E. If the Complaint involves or implicates the Internal Audit Manager, the Internal Audit Manager will promptly recuse himself or herself from the investigation and inform the Audit Committee Chairman in writing. The Audit Committee Chairman will thereafter promptly appoint an impartial individual to investigate the Complaint and report to the Audit Committee consistent with this Whistleblower Policy.
- F. Promptly after receipt, the Internal Audit Manager will investigate the Complaint and report ("Investigation Report") the results to the Audit Committee. Investigation Reports will be prepared in reasonable detail and will be in addition to the information provided to the Audit Committee on the Docket. The Internal Audit Manager is authorized to engage, at their discretion, outside auditors, counsel or other experts to assist in the investigation. All investigations will be conducted in a confidential manner, so that information will be disclosed only as needed to facilitate the review of the investigation materials or otherwise by law. The parameters of any investigation will be determined by the Internal Audit Manager in consultation with the Audit Committee Chairman.
- G. The Audit Committee will review the Docket and any Investigation Reports submitted by the Internal Audit Manager. The Audit Committee may direct that the appropriate corrective action be taken by the Company in response to any Complaint. The Audit Committee may, at its discretion, consult with any member of the Company's management who may have appropriate expertise to assist in the evaluation of the Complaint. The Audit Committee is authorized to engage, at its discretion, outside auditors, counsel or other experts to assist in the evaluation of any results of any investigation into a Complaint.
- H. At any time, the Audit Committee may, at its discretion, determine that it, and not the Internal Audit Manager, should initiate or assume the investigation of any Complaint. In this case, the Audit Committee will promptly determine what professional assistance, if any, it needs in order to conduct the investigation.
- I. This Whistleblower Policy provides a mechanism for InfuSystem to be made aware of any alleged wrongdoings and address them as soon as possible. However, nothing in this Whistleblower Policy is intended to prevent any individual from reporting information to federal or state law enforcement agencies when an individual has reasonable cause to believe that the violation of a federal or state statute has occurred. A report to law enforcement, regulatory or administrative agencies may be made instead of, or in addition to, a report directly to InfuSystem through the reporting hotline or any other reporting method specified in this Whistleblower Policy.

## **Protection of Whistleblowers**

InfuSystem strictly prohibits and does not tolerate unlawful retaliation against any employee, officer, or director for reporting a violation or potential violation of this Whistleblower Policy in good faith or otherwise cooperating in an investigation. All forms of unlawful retaliation are prohibited, including any form of adverse action, discipline, threats, intimidation or other form of retaliation for reporting under or complying with this Whistleblower Policy. InfuSystem considers retaliation a violation itself, which will result in disciplinary action, up to and including termination of employment or any other working relationship with the Company.

## **Confidentiality of Complaints**

Employees of the Company are expressly authorized to make Complaints using the procedures described above in the Whistleblower Policy on a confidential and/or anonymous basis. Information disclosed during the course of the investigation will, to the extent practical and appropriate, remain confidential, except as may be reasonably necessary under the circumstances to facilitate the investigation, take remedial action or comply with applicable law. For any Complaint not reported on an anonymous basis, we will advise the reporting party that the Complaint has been addressed and, if we can, of the specific resolution. However, due to confidentiality obligations, there may be times when we cannot provide the details regarding the corrective or disciplinary action that was taken.

## **RECORDKEEPING, FINANCIAL REPORTING AND DISCLOSURE**

InfuSystem requires honest and accurate recording and reporting of information in order to make responsible business decisions and to provide accurate disclosure in reports that InfuSystem files with the SEC and other governmental bodies. All of InfuSystem's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect InfuSystem's transactions, and must conform both to applicable legal requirements and to InfuSystem's system of disclosure controls and procedures, internal control over financial reporting and generally accepted accounting principles. Records should always be retained or destroyed according to InfuSystem's record retention policies. In accordance with those policies, in the event of potential litigation or governmental investigation, please immediately contact our Chief Executive Officer.

In addition to these general recordkeeping and reporting obligations, as a public reporting company, it is imperative that InfuSystem provide a full, fair, accurate, timely and understandable disclosure in its reports and documents, including, in particular, those filed with the SEC. Depending upon their position with InfuSystem, a director, officer or employee may be called upon to provide information to ensure that InfuSystem's public records are accurate, complete, fair and understandable. InfuSystem expects all of its personnel and affiliates to take this responsibility seriously and to provide prompt and accurate information related to InfuSystem's public disclosure requirements.

## CONFIDENTIALITY AND NON-DISCLOSURE

Our directors, officers and employees must safeguard the confidentiality of confidential information entrusted to them by InfuSystem, its customers and other third parties, use such confidential information only for business purposes and limit dissemination of such confidential information (both inside and outside InfuSystem) to those who have a need to know the information for business purposes, unless disclosure is authorized by the Chief Executive Officer or required by applicable law, rule or regulation.

Confidential information includes, but is not limited to, all nonpublic information that might be of use to competitors or harmful to InfuSystem or its customers if improperly disclosed, including:

- Personnel/payroll records
- Compensation data
- Marketing strategies and customer lists
- Patient records
- Customer account records
- Customer and vendor contracts
- Financial information
- Protected Health Information (PHI) as required under the Health Insurance Portability and Accountability Act of 1996 (HIPAA)

Protecting the Company's information is the responsibility of every director, officer and employee. The obligation to preserve confidential information continues even after an individual's relationship with the Company ends. All directors, officers and employees must comply with applicable federal, state and local privacy requirements.

Nothing in this Code of Conduct and Business Ethics Policy is intended to prohibit individuals from reporting possible violations of federal or state law or regulations to the government, including, but not limited to, the EEOC, Department of Justice, SEC, Congress or any agency or Inspector General.

An individual will not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that: (a) is made (i) in confidence to a federal, state or local government official, either directly or indirectly, or to any attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (b) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.

An individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual: (a) files any document containing the trade secret under seal; and (b) does not disclose the trade secret, except pursuant to a court order.

## **PROTECTION AND PROPER USE OF INFUSYSTEM'S ASSETS**

Our directors, officers and employees should endeavor to protect our assets, including funds, property, electronic communications systems, information resources, data, facilities, equipment and supplies, to ensure their efficient use. Protection of InfuSystem's assets is vital because theft, carelessness and waste have a direct impact on InfuSystem's success. Any suspected incident of fraud or theft should be immediately reported for investigation pursuant to this Code of Conduct and Business Ethics Policy. InfuSystem's assets should not be used for non-InfuSystem business, although the Company recognizes that incidental personal use may be permitted without adversely affecting the interests of InfuSystem. Personal use of InfuSystem assets must always be in accordance with InfuSystem's policies, and such use, including the use of email or the Internet, is not private and may be reviewed and accessed by InfuSystem at any time.

The obligation of directors, officers and employees to protect InfuSystem's assets includes protection of proprietary information. Proprietary information includes intellectual property such as trade secrets, software programs, patents, trademarks and copyrights, as well as business, marketing and service plans, customer lists, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information is a violation of this Code of Conduct and Business Ethics Policy. It could also be illegal and result in civil or criminal penalties. Each director, officer and employee of InfuSystem is required to comply with the provisions of the Company's Technology Resources Policy.

## **INTELLECTUAL PROPERTY BELONGING TO OTHERS**

InfuSystem respects the intellectual property rights of others. All directors, officers and employees are expected to conduct their activities on behalf of InfuSystem in a manner consistent with applicable intellectual property laws. Materials that are protected by copyright, trademark or other such intellectual property rights and used to conduct InfuSystem business (whether internal activities or activities commercial in nature) should be appropriately licensed.

Care should be taken to handle third-party proprietary information responsibly in accordance with any agreements InfuSystem has with these parties.

## **IMPROPER INFLUENCE ON CONDUCT OF AUDITS**

No director, officer or employee of InfuSystem may take any action (e.g., offering or paying bribes or other financial incentives, providing inaccurate or misleading legal analysis, blackmailing, or making physical threats) or make any false, misleading or inaccurate oral or written statement to fraudulently influence, coerce, manipulate or mislead an independent auditor engaged in the performance of an audit of InfuSystem financial statements for the purpose of rendering the financial statements materially misleading.

## **COMPETITION AND FAIR DEALING**

InfuSystem seeks to outperform its competition fairly and honestly by leveraging competitive advantages through superior performance – never through unethical or illegal business practices.

Each InfuSystem director, officer and employee must sell the Company's products fairly and honestly, stressing their value and capabilities. You must not use tactics that unfairly undermine the products of a competitor. This includes advertisements, demonstrations, disparaging comments or innuendo. Unless approved by an InfuSystem officer, comparative advertising must only be used when comparing InfuSystem's products against the competitor's own statements about its products.

## **MEDIA INQUIRIES**

No director, officer or employee of InfuSystem may make unauthorized public statements on the Company's behalf. All public statements concerning the Company must come only from authorized individuals. Employees may not communicate with the media, financial analysts or any other third party regarding the Company (including on social media) without express authority from InfuSystem's Chief Financial Officer. Employees should recognize that it is appropriate and consistent with InfuSystem policy to tell a reporter or other individual seeking information about the Company that an authorized employee of the Company will call such person back regarding the requested information. Nothing in the foregoing policy is designed to interfere with, restrain or prevent employee communications regarding wages, hours, or other terms and conditions of employment or to otherwise interfere with statutorily protected employee rights.

## **GOVERNMENT REQUESTS**

It is InfuSystem's policy to cooperate with reasonable requests from governments having oversight over our business, including U.S. and foreign government agencies such as the Federal Trade Commission, the Food and Drug Administration, the Department of Health and Human Services, the Department of Justice or any similar foreign government agency. If a government agency or official asks you for information or an interview concerning the Company or any of its customers or suppliers, notify our Chief Executive Officer and wait for instructions before proceeding.

## **COMPLIANCE PROCEDURES**

Each InfuSystem director, officer and employee must work to ensure prompt and consistent action against violations of this Code of Conduct and Business Ethics Policy. However, in some situations, it may be difficult to know if a violation has occurred. Because we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:



- Ensure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with and the alternatives you have.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get involved and discuss the problem.
- Discuss the problem with your supervisor. This is the basic guidance for most situations. In many cases, your supervisor will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- Seek help from other InfuSystem resources. In a case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, discuss it with the next level supervisor or Human Resources Director.
- If your situation causes you to feel that you want your identity to be kept anonymous, please see the procedure set forth in the Whistleblower Policy above.

## **REPORTING ILLEGAL OR UNETHICAL BEHAVIOR**

All InfuSystem directors, officers and employees are strongly encouraged to promptly raise any concerns he or she may have about a possible violation of this Code of Conduct and Business Ethics Policy.

## **VIOLATIONS OF THIS POLICY AND DISCIPLINARY ACTION**

Every InfuSystem director, officer and employee has a duty to adhere to this Code of Conduct and Business Ethics Policy. Any individual who violates this Code of Conduct and Business Ethics Policy is subject to disciplinary action, up to and including termination, and may be subject to civil or criminal prosecution.

## **AMENDMENTS, MODIFICATIONS OR WAIVERS OF THE CODE OF CONDUCT AND BUSINESS ETHICS POLICY**

This Code of Conduct and Business Ethics Policy may only be amended or modified by InfuSystem's Board of Directors. Any waiver of this Code of Conduct and Business Ethics Policy for directors or executive officers of InfuSystem may be made only by InfuSystem's Board of Directors and will be promptly and publicly disclosed as required by law or by stock exchange or market rule or regulation.