

## LIVONGO HEALTH CODE OF CONDUCT

Adopted on October 23, 2018  
Amended on June 26, 2019

### Introduction

Consistent with our core value of *PROPEL* (People, Results, Originality, Passion, Excellence and Learning), Livongo Health, Inc. (“Livongo” or the “Company”) is committed to the highest standards of ethical business conduct in accordance with all applicable laws, rules, and regulations. The Company’s Board of Directors adopted this Code of Conduct (the “Code”) as a set of guidelines for Company employees, officers, and directors, intended to (i) promote honest and ethical conduct; (ii) promote compliance with applicable governmental laws, rules, and regulations; and (iii) provide guidance to help recognize and handle ethical issues. Any references to policies and procedures outside of this Code can be found on the Livongo Legal Wiki Page.

### Who Must Follow the Code

The Code applies to everyone in the Company, including the Board of Directors, when acting in their role as Livongo directors, all full-time and part-time employees of Livongo, as well as Livongo contractors and temporary employees (“you”).

You are expected to comply with both the letter and the spirit of our Code. This means you must understand and comply with all Company policies, laws, and regulations that apply to your job, even if you feel pressured by internal to do otherwise. Business results are never more important than ethical conduct and compliance with this Code.

### Think Before You Act

Before you act, ask yourself the following: is this the right thing to do, do you have the authority to act, does the action comply with the Code and the Company’s policies and procedures, and if this action became public, how would it look in the news media? If your answer to any of these questions causes you doubts, raise your concern before acting. Our Code also requires you to seek appropriate guidance if you have questions or concerns and to cooperate fully in any investigation of suspected violations of the Code. See the “*Seeking Guidance and Reporting Concerns or Violations*” Section of this Code for details on how to seek guidance or report concerns and violations.

### Waivers

Livongo will only waive application of the policies set forth in this Code where the circumstances warrant granting a waiver, the waiver is consistent with applicable law, and the waiver is in the best interests of Livongo and its stockholders. Any waiver pertaining to an employee must be approved by the Company’s Chief Executive Officer and General Counsel. Waivers of the Code for directors and executive officers may be made only by those members of the Board of Directors not involved in the possible waiver and must be promptly disclosed as required by law or regulation.

### Seeking Guidance and Reporting Concerns or Violations

If you have any questions about the Code, or if you suspect or know that someone has violated this Code, the Company’s policies, or any applicable laws or regulations, you have an obligation to report the violation. You may report a concern and/or violation to any of the following:

- Your manager or anyone on the Executive Leadership Team (the “ELT”)
- People Ops Team
- Legal Team
- Livongo Health Ethics and Compliance Hotline at <https://livongo.ethicspoint.com> or 1-844-222-1734.
  - o Reporting through the Hotline is anonymous and available 24/7/365.

No matter how you report a concern or violation, you can do so without worry of retaliation. Reports will be

investigated promptly and thoroughly. All employees are expected to cooperate with an investigation, refrain from interfering with an investigation, avoid misrepresenting information relevant to an investigation, and not attempt to discover the identity of anyone related to the matters under investigation. See Livongo’s “*Whistleblower Policy*” for additional details on reporting violations and related investigations.

### **Retaliation**

Livongo prohibits retaliation, in any form, against anyone who, in good faith, reports violations or suspected violations of this Code, Livongo policy, or applicable law, or who assists in the investigation of a reported violation. Acts of retaliation should be reported immediately as set forth in the *Seeking Guidance and Reporting Concerns or Violations* Section of this Code.

### **Penalties for Code of Conduct Violations**

Any employee who violates the Code, Company policies and procedures or the law, or knowingly permits a subordinate to do so, will be subject to disciplinary action, up to and including termination, civil prosecution, or claims for damages or losses. Disciplinary action for violations will be applied consistently and fairly throughout the Company.

### **Changes to the Code**

From time to time, changes may be made to the Code or the Company’s policies without advance notice. You’ll be informed when changes are made, and it is your responsibility to understand and uphold those changes.

### **Annual Acknowledgement of the Code of Conduct and Livongo Policies and Procedures.**

Upon commencement of employment, and at least once annually thereafter, as a condition of your employment, you will be required to sign a statement that you acknowledge the following:

- You have access to the Code and understand that you are required to comply with it.
- You have not acted contrary to the Code to the best of your knowledge, including compliance with policies and procedures.
- You comply with the Conflicts of Interest section of this Code and the *Livongo Compliance Policy* and have reported any potential conflicts of interest.
- You will report any questions or concerns about suspected or actual violations of the Code.

This certification is your pledge that all your actions will comply with our Code and its expectations and to promptly raise concerns about any situation that you think may violate our Code.

### **Compliance with the Law**

You must conduct business in accordance with applicable laws and regulations and the Code. Livongo operates within the context of federal and state laws, rules, and regulations. In addition, when Livongo operates in other countries, we are subject to the laws of those countries. That is why this Code requires us to comply with all applicable laws, rules, and regulations, in addition to all Company policies and procedures. This is mandatory and is not subject to business priorities or individual discretion. These laws, rules, and regulations include the following:

- *Employment Laws* - Concern for the personal dignity and individual worth of every person is an indispensable element in the standard of conduct that we have set for ourselves. The Company affords equal employment opportunity to all qualified persons without regard to any impermissible criterion or circumstance. This means equal opportunity in regard to each individual’s terms and conditions of employment and in regard to any other matter that affects in any way the working environment of the employee. We do not tolerate or condone any type of discrimination prohibited by law, including harassment.

Livongo strives to maintain a professional environment that is based on respect and tolerance. Therefore, any form of harassment or discrimination on the basis of race, color, religion, national origin, gender, age,

disability, marital status, sexual orientation, or veteran's status, will not be tolerated. Our zero-tolerance policy extends to all employees, as well as to related parties such as vendors, suppliers, contractors, consultants, and clients. Harassment may include but is not limited to:

- Verbally derogatory comments (e.g. jokes, threats, whistling)
- Physical harassment (e.g. pinching, gestures, unwelcome touching)
- Visual harassment (e.g. posters, email, calendars)
- Requests for sexual favors in exchange for preferential treatment (e.g. promotions, raises)
- Overt use of title or position to sexually or otherwise harass employees

If you believe you are being harassed, or if you have witnessed harassment of a colleague, you need to report this harassment as set forth in the *Seeking Guidance and Reporting Concerns or Violations* Section of this Code. Livongo will act promptly in investigating your concern and directly address the issue with the individuals involved. Livongo recognizes the sensitive nature of these claims and will work to ensure confidential treatment of the allegations in order to protect all involved. Retaliation against any employee who reports harassment will not be tolerated.

- *Health and Safety Laws* – Livongo's health and safety policies and procedures are designed to provide a safe and healthy work environment and meet applicable health and safety laws. Maintaining a safe and healthy work environment relies heavily on the choices and behavior of individuals. Each of us must be aware of the rules and procedures that apply to our workplace, diligently follow the rules, and encourage others to do the same. You should immediately report any unsafe situations or acts as set forth in the *Seeking Guidance and Reporting Concerns or Violations* Section of this Code.
- *Medical Records Privacy Laws* – As a provider of healthcare-related programs, we have access to patient-identifiable data of many of our clients and members. We will not use or disclose patient-identifiable data other than as authorized by our clients and/or members and we will comply with all applicable state and federal privacy laws, including the Health Insurance Portability and Accountability Act of 1996 (HIPAA) and the regulations promulgated thereunder. See the "*Livongo Privacy Policy and Procedure*" for additional details on Livongo and your use, access, or disclosure of patient-identifiable information.
- *Laws Governing our Relationships with Health Care Professionals* – As a provider of healthcare-related programs, we are potentially subject to various state and federal fraud and abuse laws, including the U.S. False Claims Act and the Anti-Kickback Statute. Livongo's policy is to comply with such laws by implementing and enforcing procedures to detect and prevent fraud, waste, and abuse regarding payments from U.S. federal or state healthcare programs (i.e. Medicare or Medicaid). See "*Livongo Fraud, Waste, and Abuse Policy*" and "*Livongo's Relationships with Federally-Funded Clients Policy*" for additional details on how you can ensure compliance. When interacting with healthcare professionals or clients who may accept federal or state funds, keep in mind two key laws:
  - The U.S. False Claims Act (FCA). The FCA prohibits companies and individuals from knowingly submitting to federally-funded healthcare programs a false claim for payment, creating a false record in support of a claim for payment, or knowingly retaining the proceeds of a false claim for payment submitted to the government. Violating the FCA may result in criminal liability. The law requires that you:
    - Ensure that all statements, documents, and data prepared for the federal, state, or local governments, and/or health systems are completely accurate and not misleading;
    - Direct other employees to record and report only information that is accurate, true, and complete;
    - Do not submit any records or documents intended for government agencies that you think may be inaccurate or incomplete; and

- Report employees who fail to correct inaccurate or incomplete information in documents prepared for government entities.
- The Anti-Kickback Statute (AKS). The AKS prohibits the offer, payment, solicitation, or receipt of anything of value if even one purpose is to induce the purchase, order, arrangement, or recommendation of a product or service which is payable in whole or in part by a government-funded program, such as Medicare or Medicaid. Employees should not offer or provide anything of value to clients who receive governmental funds with the intent of directly or indirectly influencing, encouraging, or rewarding the recipient for its purchase or recommendation of a Livongo Program.
  - *Patient Safety Laws* – The Livongo Programs may play a key role in member care. Employees should strive to ensure that our products and services deliver quality performance. Each employee should be vigilant about member safety and immediately report any potential member issue related to a Livongo Program they learn about from clients, members, and other concerned parties.
  - *Anti-Money Laundering Laws* – We take affirmative steps to detect and prevent unacceptable or illegal forms of payment and financial transactions. Complex commercial transactions may hide financing for criminal activity such as terrorism, illegal narcotics trade, bribery, and fraud. Anti-money laundering laws of the United States and other countries require transparency of payments and the identity of all parties to transactions. Livongo is committed to full compliance with anti-money laundering laws and will conduct business only with reputable clients involved in legitimate business activities and transactions.
  - *Antitrust Laws and Commitment to Fair Competition* – Antitrust laws generally prohibit agreements with competitors, suppliers, or clients that constitute unlawful restraint of trade or price discrimination. You should avoid contracts or other agreements with competitors that could create the appearance of improper arrangements or understandings, such as restricting the price of the Livongo Programs.

Livongo does not seek competitive advantages through illegal or unethical business practices. Each employee, officer and director should endeavor to deal fairly with the Company’s clients, service providers, suppliers, competitors, and employees. No employee, officer, or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice.

This is a complex area, and employees, such as those in sales, whose activities cause them to confront these issues and situations, should contact the Livongo Legal Team to help familiarize themselves with these laws.

- *Laws Governing International Activities* – Upholding the reputation of Livongo for the ethical conduct of business is important both within the United States as well as internationally. The United States has a number of laws, rules, and regulations regarding international transactions and importation and exportation of goods. The Foreign Corrupt Practices Act and other U.S. laws prohibit payment of any money or anything of value to a foreign official, foreign political party (or official thereof), or any candidate for foreign political office for the purposes of obtaining, retaining, or directing of business. You are expected to strictly abide by these laws. See Livongo’s “*Global Anti-Corruption Policy*” and “*OFAC Compliance Policy*” for additional details.

### **Conflicts of Interest**

A conflict of interest, or the appearance of one, occurs when an individual’s private interest (or the interest of a relative) interferes with or influences, or appears to interfere with or influence, the interests of Livongo as a whole. Employees should avoid conflicts of interest that occur when their personal interests may interfere in any way with

the performance of their duties or the best interests of Livongo. Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest are prohibited unless specifically authorized as described below.

Outside employment, activities, or service may not interfere with your work at Livongo. In carrying out your duties and responsibilities for Livongo, employees, officers, and directors should endeavor to advance the legitimate interests of the Company when opportunity to do so arises. Employees, officers, and directors should avoid:

- Taking for yourself personal opportunities that are discovered in carrying out your duties and responsibilities to the Company;
- Using Company property or information, or your position as employees, officers, or directors, for personal gain; and
- Competing with the Company, in each of the foregoing cases, to the material detriment of the Company.

If you have any questions about a potential conflict or if you become aware of an actual or potential conflict, and you are not an officer or director of Livongo, you should discuss the matter with your supervisor or the General Counsel. If you are an officer or director, you should discuss the matter with Livongo's Chief Executive Officer or General Counsel.

Factors that may be considered in evaluating a potential conflict of interest are, among others:

- Whether it may interfere with your job performance, responsibilities, or morale;
- Whether you have access to confidential information;
- Whether it may interfere with the job performance, responsibilities, or morale of others within the organization;
- Any potential adverse or beneficial impact on our business;
- Any potential adverse or beneficial impact on our relationships with our clients, suppliers, or other service providers;
- Whether it would enhance or support a competitor's position;
- The extent to which it would result in financial or other benefit (direct or indirect) to you;
- The extent to which it would result in financial or other benefit (direct or indirect) to one of our clients, suppliers, or other service providers; and
- The extent to which it would appear improper to an outside observer.

Although no list can include every possible situation in which a conflict of interest could arise, the following are examples of situations that may, depending on the facts and circumstances, involve problematic conflicts of interests:

- Employment by (including consulting for) or service on the board of a competitor, client, supplier, or other service provider.
- Owning, directly or indirectly, a significant financial interest in any entity that does business, seeks to do business, or competes with Livongo.
- Soliciting or accepting gifts, favors, loans, or preferential treatment from any person or entity that does business or seeks to do business with Livongo.
- Soliciting contributions to any charity or for any political candidate from any person or entity that does business or seeks to do business with Livongo, except with regard to charities that are officially sanctioned by Livongo (see below).
- Serving in an elected or appointed public office.
- Taking personal advantage of corporate opportunities.
- Conducting Livongo business transactions with your family member or a business in which you have a significant financial interest.
- Exercising supervisory or other authority on behalf of Livongo over a co-worker who is also a family member.

If you have or wish to acquire a significant financial interest in a transaction involving Livongo—including an indirect interest through, for example, a relative or significant other or a business entity—you must disclose that

interest to the General Counsel, and that interest must be approved by Livongo. We encourage you to seek guidance if you have any questions as to whether an interest in a transaction is significant. If it is determined that the transaction is required to be reported under U.S. Securities and Exchange Commission rules, the transaction will be subject to review and approval by the Audit Committee of the Board of Directors. Any dealings with a related party must be conducted in such a way that no preferential treatment is given to that business.

If you are an executive officer of Livongo and subject to the Section 16 reporting requirements of the Securities Exchange Act of 1934, as amended, you must obtain prior approval from the Board of Directors prior to serving on the board of directors or the advisory board or committee of any for-profit entity. If approved, such service shall be limited to service on not more than one (1) board of directors of a for-profit entity and service on not more than one (1) advisory board or committee of a for-profit entity (provided however, that the Board of Directors may make exceptions to such limitation).

### **Company Loans**

Loans from Livongo to directors and executive officers are prohibited. Loans from Livongo to other officers and employees must be approved in advance by the Board of Directors or its designated committee.

### **Gifts and Entertainment**

We believe that no gift, favor, or entertainment should be accepted or provided if it will obligate, or appear to obligate, the receiver. The giving or accepting of bribes, inappropriate, lavish, or repeated gifts or other benefits is strictly prohibited, even if acceptable by local custom. Similarly, requesting or soliciting gifts or services, or requesting contributions from vendors, suppliers, or other business partners for yourself or for the Company, is prohibited, except with regard to charitable organizations specifically sanctioned or supported by the Company. In general, providing or accepting normal sales promotion items, occasional meals, or other non-cash items of minimal commercial value is permitted. You should contact the Legal Team if you have any questions as to whether a payment or gift is proper or permissible.

### **Healthcare Providers.**

Your interactions with healthcare professionals, including providing anything of value to such healthcare professionals, must comply with Livongo's "*Relationships with Federally-Funded Clients Policy*". You may also contact the Livongo Legal Team if you have any questions or need guidance.

### **Foreign Officials.**

You may not give anything of value, no matter how small, pay for entertainment or meals, nor make an offer or a promise, to a foreign official, foreign political party, candidate for political office, or anyone associated with a foreign official with the intent to influence decisions related to Livongo's business.

### **Solicitation of Donations or Gifts from Outside Parties.**

Asking for donations or gifts in return for placement of business or other considerations is not allowed. This applies to purchasers, suppliers, customers, government officials, or others doing business with Livongo.

### **Client Relationships**

As laws and regulations governing interactions between vendors and clients grow more complex, and the consequences of noncompliance become more significant, there is a growing trend among health institutions and systems (as well as the associations that represent them) to implement policies and codes of ethics to ensure that all employees meet compliance requirements. These policies may include rules governing sales calls, gifts, meals, and procedures when visiting a client's place of business. Livongo respects these rules. Employees are responsible for becoming familiar with and abiding by any such rules when interacting with clients or prospective clients.

Employees are required to follow all client policies while they are on the client's site. These policies can include drug and health screening requirements, background checks, procedures, certifications, and adherence with client

code of conduct. When there is a discrepancy between Livongo’s guidelines and client policies, you should follow the stricter or more conservative policy or contact the Livongo Legal Team to obtain further guidance.

### **Proprietary and Confidential Information**

In carrying out Livongo’s business, you may learn confidential or proprietary information about the Company, its clients, prospective clients, members, or other third parties. You must maintain the confidentiality of all information so entrusted to you, except when disclosure is authorized or legally mandated. Confidential or proprietary information includes, among other things, any non-public information concerning Livongo, including its businesses, financial performance, results or prospects, and any nonpublic information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed. You are expected to comply with any non-disclosure agreement executed as part of your relationship with Livongo, and such obligation of confidentiality does not end when the relationship ends. You may not coerce or improperly induce past or present employees of other companies to disclose proprietary or nonpublic information of their former or other employers.

You should not knowingly accept information offered by a third party, including a client, supplier or business partner, that is represented as nonpublic, or that appears from the context or circumstances to be nonpublic, unless an appropriate nondisclosure agreement (“NDA”) has been signed with the party offering the information. You should contact the Legal Team to coordinate the appropriate execution of NDAs on behalf of Livongo.

Even after a nondisclosure agreement is in place, you should accept only the information that is necessary or appropriate to accomplish the purpose of receiving it, such as a decision on whether to proceed to negotiate an agreement. If more detailed or extensive information is offered and it is not necessary or appropriate for your immediate purposes, it should be refused. If any such information is inadvertently received, it should be transferred to the Legal Team for appropriate disposition. Notwithstanding the foregoing, if such information is protected health information, do not further transfer such information, rather follow the procedure outlined in the “*Livongo Privacy Policy and Procedure*.”

We also have a responsibility under data privacy laws and regulations to protect client and member information that is provided to us. If you do not have a business reason to access this information, you should not do so. If you have a business reason to access the information, you must also take steps to protect the information against unauthorized use or disclosure. Vendors or other outside parties who have authorized access to this information are also responsible for protecting this information and should be monitored for compliance.

Notwithstanding the foregoing, note that nothing in this Code prohibits you from engaging in any “Protected Activity.” “Protected Activity” means filing a charge, complaint, or report, or otherwise communicating with or participating in any investigation or proceeding that may be conducted by state, federal, local, or other governmental agency, including the Securities and Exchange Commission, the Occupational Safety and Health Administration, the Equal Employment Opportunity Commission, and the National Labor Relations Board (“Government Agencies”). In connection with such Protected Activity, you are permitted to disclose documents or other information as permitted by law, and without giving notice to, or receiving authorization from, the Company. In making any such disclosures or communications, you must take all reasonable precautions to prevent any unauthorized use or disclosure of any information that may constitute the Company’s nonpublic or confidential information to any parties other than the relevant Government Agencies. “Protected Activity” does not include the disclosure of any Company attorney-client privileged communications. Any language in any other agreements that you have entered into with the Company regarding your right to engage in Protected Activity that conflicts with, or is contrary to, this paragraph is superseded by the language in this paragraph.

### **Working with Governments**

You must cooperate with appropriate government inquiries and investigations in accordance with law. It is important, however, to protect the legal rights of Livongo with respect to its nonpublic information. All government

requests for company information, documents or investigative interviews should be referred to the Legal Team. You should work with the Legal Team in responding to requests by regulatory authorities to ensure appropriate responses and to avoid inappropriate disclosure of attorney-client privileged materials, trade secret information or other nonpublic information. This policy should not be construed to prevent an employee from engaging in Protected Activity (as defined above).

You may not offer any payment or business amenity to a public official or a government employee if doing so could reasonably be construed as having any connection with Livongo's business, even if it has a nominal value or no value at all. You should be aware that what may be permissible in dealings with commercial businesses may be deemed illegal and possibly criminal in dealings with the government. You should contact the Legal Team for guidance.

Whether you are located in the United States or abroad, you are also responsible for fully complying with the Foreign Corrupt Practices Act. The Foreign Corrupt Practices Act makes it illegal to offer, pay, promise to pay or authorize to pay any money, gift or other item of value to any foreign official, political party or candidate to assist Livongo or another to obtain or retain business. The Foreign Corrupt Practices Act forbids doing indirectly, such as through an agent, reseller, or consultant, what it would be illegal to do directly. All managers and supervisory personnel are expected to monitor continued compliance with the Foreign Corrupt Practices Act. If you have questions or concerns about the Foreign Corrupt Practices Act, please contact the Legal Team.

### **Maintaining and Managing Records**

Livongo is required by local, state, federal, foreign and other applicable laws, rules and regulations to retain certain records and to follow specific guidelines in managing its records. Records include paper documents, email, compact discs, computer hard drives (including USB drives), floppy disks, microfiche, microfilm and all other recorded information, regardless of medium or characteristics. Civil and criminal penalties for failure to comply with such guidelines can be severe for employees, agents, contractors and Livongo. Refer to the "*Livongo Records Management Policy*" for document retention and destruction guidelines. Do not destroy official Company documents or records before the retention time expires, but do destroy documents when they no longer have useful business purpose.

You should consult with the Legal Team regarding the retention of records in the case of actual or threatened litigation or government investigation. The Legal Team will notify you if a legal hold is placed on records for which you are responsible. A legal hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. The Legal Team determines and identifies what types of records or documents are required to be placed under a legal hold. If a legal hold is placed on records for which you are responsible, you must preserve and protect the necessary records in accordance with instructions from the Legal Team. **Records or supporting documents that are subject to a legal hold must not be destroyed, altered or modified under any circumstance.** A legal hold remains effective until it is officially released in writing by the Legal Team. If you are unsure whether a document has been placed under a legal hold, you should preserve and protect that document while you check with the Legal Team.

### **Intellectual Property**

A component of the Company's confidential information is its intellectual property rights. The Company's intellectual property is among its most valuable assets. Intellectual property refers to creations of the human mind that are protected by various national laws and international treaties. Intellectual property includes copyrights, patents, trademarks, trade secrets, design rights, logos, know-how, and other intangible industrial or commercial property. You must protect and, when appropriate, enforce the Company's intellectual property rights.

You must also respect the intellectual property belonging to third parties. It is Livongo's policy to not knowingly infringe upon the intellectual property rights of others. When preparing advertising or promotional materials, using the name or printed materials of another company, or operating a software program on a Livongo computer, you

must be sure that the use of any third-party intellectual property is proper. In addition, you may not copy software or bring in software programs from home. Only software properly licensed by Livongo is permitted on Livongo computers. You also may not copy third-party newsletters or periodicals for broad distribution unless Livongo has a license to do so. Employees must also comply with the Company's procedures regarding the use, contribution, and management of open source software. Contact Livongo's Chief Technology Officer for guidance on open source software use.

### **Trade Secrets**

You should not disclose to Livongo, or be asked by Livongo to disclose, confidential information or trade secrets of others (e.g., your former employer). Nothing in this Code is intended to conflict with 18 U.S.C. § 1833(b) or create liability for disclosures of trade secrets that are expressly allowed by 18 U.S.C. § 1833(b). Notwithstanding anything to the contrary in this Code, you have the right to disclose in confidence trade secrets to federal, state, and local government officials, or to an attorney, for the sole purpose of reporting or investigating a suspected violation of law. You also have the right to disclose trade secrets in a document filed in a lawsuit or other proceeding, but only if the filing is made under seal and protected from public disclosure.

### **Employee Privacy**

Livongo will respect the privacy of employees. Livongo will collect and handle employee personal information only for business reasons consistent with applicable law. Access to employee personal information is limited only to those who have a legal right to see the information, and then only on a need-to-know basis for the performance of their job. Those who handle employee personal information are advised on a regular basis of their duty to protect this information. All employees have the right to review and comment on information contained in their personnel records maintained by the Company, and may perform other actions with their records as allowed by applicable data privacy and employment laws.

### **Company Assets and Resources**

Livongo provides an array of information and technology resources intended to maximize your efficiency in carrying out your job such as: e-mail, computers, computer applications, networks, the Internet, facsimile machines, cell phones, pagers, other wireless communication devices, telephones, and voice mail systems. Please remember that these tools are Company property and must be used in a manner that reflects positively on Livongo and all who work here.

Occasional, limited personal use of these resources is permitted, but cannot interfere with your work performance, or the work performance of your colleagues. We cannot tolerate inappropriate or illegal use of these assets and reserve the right to take appropriate disciplinary actions, as needed, up to and including termination of employment. Such inappropriate use of these resources can include the following:

- Hacking
- Pirating software or video/audio files
- Soliciting
- Distributing literature for outside entities
- Sending inappropriate e-mail
- Accessing inappropriate web sites (such as those advocating hate, violence, sexually explicit material, or promoting illegal activities)
- Distributing confidential, proprietary or trade secret information of Livongo to third parties

Livongo reserves the right to monitor and inspect, without notice, the use of its information and technology resources.

### **Safeguarding Company Assets**

All employees, agents and contractors are responsible for the proper use of company assets. This responsibility applies to all of Livongo's assets, including your time, work and work product; cash and accounts; physical assets

such as inventory, equipment, vehicles, computers, systems, facilities and supplies; intellectual property, such as patents, copyrights, trademarks, inventions, technology and trade secrets; and other proprietary or nonpublic information.

- You should use all reasonable efforts to safeguard company assets against loss, damage, misuse or theft.
- You should be alert to situations that could lead to loss, damage, misuse or theft of company assets, and should report any loss, damage, misuse or theft as soon as it comes to your attention.
- You should not use, transfer, misappropriate, loan, sell or donate company assets without appropriate authorization.
- You must take reasonable steps to ensure that Livongo receives good value for company funds spent.
- You may not use company assets in a manner that would result in or facilitate the violation of law.

You should use and safeguard assets entrusted to Livongo’s custody by clients, suppliers and others in the same manner as company assets.

### **E-mail and the Internet**

Livongo has specific requirements concerning your use of Company e-mail, the Internet, Company intranet, and other electronic information sources while on Company time or using Company computers. All data stored on Livongo’s computers, including e-mail sent or received on the Livongo network, is Company property and is not private, except as required by local law. It is important to remember not to forward internal Livongo emails or emails stamped “Attorney-Client Privileged” to third parties.

Employees are not allowed to use Company resources to send, receive, access, or save electronic information that is sexually explicit, or promotes hate, violence, gambling, illegal drugs, or the illegal purchase or use of weapons. Employees must also not install or use computer files or software not licensed by the Company or approved by management, or use approved software in a way that goes against the license or copyright agreement.

### **Fair Purchasing**

We rely on suppliers, contractors, and consultants to help us accomplish our goals. They are part of the Livongo team and should be treated according to our values. To create an environment where our suppliers, contractors, and consultants have an incentive to work with Livongo, they must be confident that they will be treated in an ethical manner. We will give them a chance to compete fairly for our business.

You may not establish a business relationship with any supplier if you know or have reason to know that its business practices violate applicable laws.

### **Accurate Reporting**

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports, and other disclosures to the public and/or third parties, and are the source of essential data that guides our business decision-making and strategic planning. Company records include booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files, and all other records maintained in the ordinary course of our business. All Company records must be complete, accurate, and reliable in all material respects. There is never a reason to make false or misleading entries. Undisclosed or unrecorded funds, payments, or receipts are inconsistent with our business practices and are prohibited.

If you have responsibility for or any involvement in financial reporting or accounting, you should have an appropriate understanding of, and you should seek in good faith to adhere to, relevant accounting and financial reporting principles, standards, laws, rules and regulations and Livongo’s financial and accounting policies, controls and procedures. This includes ensuring that all bookkeeping and records comply with the Foreign Corrupt Practices Act where applicable. If you are a director level employee or higher, you should seek to ensure that the internal controls and procedures in your business area are in place, understood and followed.

Anyone involved in preparing financial or accounting records or reports, including financial statements and schedules, must be diligent in assuring that those records and reports are complete, accurate and timely. Anyone representing or certifying as to the accuracy of such records and reports should make an inquiry or review adequate to establish a good faith belief in their accuracy.

### **Intentional Misconduct**

You may not intentionally misrepresent Livongo's financial performance or otherwise intentionally compromise the integrity of Livongo's reports, records, policies and procedures. For example, you may not:

- report information or enter information in Livongo's books, records or reports that fraudulently or intentionally hides, misrepresents or disguises the true nature of any financial or non-financial transaction or result;
- establish any undisclosed or unrecorded fund, account, asset or liability for any improper purpose;
- enter into any transaction or agreement that accelerates, postpones or otherwise manipulates the accurate and timely recording of revenues or expenses;
- intentionally misclassify transactions as to accounts, business units or accounting periods; or
- knowingly assist others in any of the above.

Additionally, our auditors have a duty to review our records in a fair and accurate manner. You are expected to cooperate with independent and internal auditors in good faith and in accordance with law. In addition, you must not fraudulently induce or influence, coerce, manipulate or mislead our independent or internal auditors regarding financial records, processes, controls or procedures or other matters relevant to their engagement. You may not engage, directly or indirectly, any outside auditors to perform any audit, audit-related, tax or other services, including consulting, without written approval from the Chief Financial Officer and the Audit Committee of the Board of Directors.

### **Obligation to Investigate and Report Potential Violations**

You should make appropriate inquiries in the event you may see, for example:

- financial results that seem inconsistent with underlying business performance;
- inaccurate financial records, including travel and expense reports, time sheets or invoices;
- the circumventing of mandated review and approval procedures;
- transactions that appear inconsistent with good business economics;
- the absence or weakness of processes or controls; or
- persons within Livongo seeking to improperly influence the work of our financial or accounting personnel, or our external or internal auditors.

Dishonest or inaccurate reporting can lead to civil or even criminal liability for you and Livongo and can lead to a loss of public faith in Livongo. You are required to promptly report any case of suspected financial or operational misrepresentation or impropriety.

The Audit Committee plays an important role in ensuring the integrity of our public reports. If you believe that questionable accounting or auditing conduct or practices have occurred or are occurring, you should notify the Audit Committee of the Board of Directors. In particular, the Executive Chairman, Chief Executive Officer, General Counsel, and senior financial officers such as the Chief Financial Officer should promptly bring to the attention of the Audit Committee any information of which he or she may become aware concerning, for example:

- the accuracy of material disclosures made by Livongo in its public filings;
- material weaknesses or significant deficiencies in internal control over financial reporting;
- any evidence of fraud that involves an employee who has a significant role in Livongo's financial reporting, disclosures or internal controls or procedures; or
- any evidence of a material violation of the policies in this Code regarding financial reporting.

## **Insider Trading**

You may not directly or indirectly—through, for example, significant others, family members or controlled entities—buy or sell stocks or other securities of Livongo or any other company based on nonpublic information obtained from your work at Livongo. In addition, you may not “tip” others by providing them nonpublic information under circumstances that suggest that you were trying to help them make an investment decision. These obligations are in addition to your obligations with respect to nonpublic information generally, as discussed above.

Under U.S. securities laws, it is unlawful for any person who has “material” nonpublic information about a company to trade in the stock or other securities of that company or to disclose such information to others who may trade. Material nonpublic information is information about a company that is not known to the general public and that a typical investor would consider important in making a decision to buy, sell or hold securities. Violations of U.S. securities laws may result in civil and criminal penalties, including disgorgement of profits, civil judgments, fines and jail sentences.

You should be aware that stock market surveillance techniques are becoming increasingly sophisticated, and the probability that U.S. federal or other regulatory authorities will detect and prosecute even small-level trading is significant. Insider trading rules are strictly enforced, even in instances when the financial transactions seem small.

You may not make an unauthorized disclosure of any nonpublic information acquired in the course of your service with Livongo or misuse material nonpublic information in securities trading. Any such actions will be deemed violations of Livongo’s “*Insider Trading Policy*”. All employees should be familiar with Livongo’s policy regarding insider trading. If you have any questions at all regarding trading in Livongo’s securities, contact the Legal Team for guidance.

## **Marketing, Sales, and Advertising**

It is our responsibility to accurately represent the Company and its products and services in our marketing, advertising, and sales materials. Making false or misleading remarks about our products, services, individuals, competitors or their products, services, or employees is inconsistent with our values. Sometimes it is necessary to make comparisons between our products and services and those provided by our competitors. When we do so, we will make factual and accurate statements that can be easily verified or reasonably relied upon.

Since some of Livongo’s offerings are regulated by the Food and Drug Administration (FDA), you are not permitted to make custom marketing materials for FDA regulated products. You may only use materials and talking points provided by the Marketing Team as approved by the Clinical, Regulatory, and Legal teams.

## **Public Disclosures**

Livongo files reports and other documents with regulatory authorities, including the U.S. Securities and Exchange Commission and NASDAQ. In addition, from time to time Livongo makes other public communications, such as issuing press releases.

Depending upon your position with Livongo, you may be called upon to provide information to help assure that Livongo’s public reports and communications are complete, fair, accurate and understandable. You are expected to use all reasonable efforts to provide complete, accurate, objective, relevant, timely and understandable answers to inquiries related to Livongo’s public disclosures.

Individuals involved in the preparation of public reports and communications must use all reasonable efforts to comply with our disclosure controls and procedures, which are designed to ensure full, fair, accurate, timely and understandable disclosure in our public reports and communications.

If you believe that any disclosure is materially misleading or if you become aware of any material information that you believe should be disclosed to the public, it is your responsibility to bring this information to the attention of

the Legal Team or the Human Resources Department. If you believe that questionable accounting or auditing conduct or practices have occurred or are occurring, you should notify the Audit Committee of the Board of Directors.

### **Communication Procedures**

Livongo strives to communicate with the public in an accurate and consistent manner. To be sure that we comply with all public disclosure laws and regulations and protect the interests of our Company, statements to the public or media should only be made by those employees specifically authorized to do so. If you receive an inquiry, either verbal or written, from an outside contact about a Company matter, direct the inquiry to the Company's Vice President of Communications or the Livongo Legal Team.

If you are asked by a third party to complete a survey or questionnaire, or to participate in a study or focus group as a representative of Livongo, the request must be approved by the Livongo Legal Team.

### **Political Activities and Contributions**

You may support the political process through personal contributions or by volunteering your personal time to the candidates or organizations of your choice. These activities, however, must not be conducted on Company time or involve the use of any Company resources such as telephones, computers, or supplies. You may not make or commit to political contributions on behalf of Livongo.

You must obtain approval from the General Counsel for any work activity that requires lobbying communication with any member or employee of a legislative body or with any government official or employee in the formulation of legislation. Work activity covered by this policy includes meetings with legislators or members of their staffs or with senior executive branch officials on behalf of Livongo. Preparation, research and other background activities that are done in support of such lobbying communication are also covered by this policy even if the communication ultimately is not made.

### **Substance Abuse**

Livongo strives to maintain a workplace that is free from illegal use, possession, sale, or distribution of alcohol or controlled substances. Legal or illegal substances shall not be used in a manner that impairs a person's performance of assigned tasks. See the Livongo Employee Handbook for additional information, including restrictions on the use of legal controlled substances during business hours.

### **Disclosure of Exclusion or Criminal Behavior**

Acting ethically, maintaining high standards of integrity and respecting the law are fundamental to our identity as a company. If you're excluded from participation in a federal healthcare program, or have been found guilty or pleaded guilty or no contest to a criminal violation, you must notify your manager, People Ops, or the Legal Team immediately. The same applies if your name appears in the exclusions databases of the General Services Administration or the Office of Inspector General at the Department of Health and Human Services. Disclosure is not required if the criminal records have been expunged or are sealed juvenile offenses.

### **Violence**

We are committed to the protection of our employees and property. Threats, intimidation, and violence in our workplace will not be tolerated. You may not possess firearms, other weapons, explosive devices, or dangerous materials in the workplace unless you have prior authorization.

### **Environmental Commitment**

Livongo believes that being accountable means conducting our business in a manner that respects, protects, and improves the environment. We conduct our business in an environmentally responsible and sustainable manner. We use energy wisely and efficiently and employ technology to minimize the risk of environmental impact. These beliefs, along with our steadfast commitment to comply with all applicable environmental laws and regulations,

comprise our environmental ethics.

### **Trade Restrictions**

A number of countries maintain controls on the destinations to which products or software may be exported. Some of the strictest export controls are maintained by the United States against countries that the U.S. government considers unfriendly or as supporting international terrorism. The U.S. regulations are complex and apply both to deemed exports from the United States and to deemed exports of products from other countries when those products contain U.S.-origin components or technology. For example, software created in the United States is subject to these regulations even if duplicated and packaged abroad. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States or access by foreign nationals to certain technology may constitute a controlled export. The Legal Team can provide you with guidance on which countries are prohibited destinations for company products or whether a proposed technical presentation or the provision of controlled technology to foreign nationals may require a U.S. government license.

### **Immigration Laws**

The United States and other countries impose restrictions on non-citizens visiting or working in the country. In many instances visas or work permits must be obtained from the government. You are responsible for complying with all applicable immigration laws. If you have any uncertainty concerning the requirements of the law, you should consult with the Legal Team before working in, or travelling to, a country of which that person is not a citizen, or authorizing any person to do so.

## **ADDITIONAL INFORMATION**

Nothing in this Code of Conduct creates or implies an employment contract or term of employment. Employment at Livongo is employment at-will. Employment at-will may be terminated with or without cause and with or without notice at any time by the employee or Livongo. Nothing in this Code of Conduct shall limit the right to terminate employment at-will. No employee of Livongo has any authority to enter into any agreement for employment for a specified period of time or to make any agreement or representation contrary to Livongo's policy of employment at-will. Only the Chief Executive Officer of Livongo has the authority to make any such agreement, which must be in writing.

The policies in this Code of Conduct do not constitute a complete list of company policies or a complete list of the types of conduct that can result in discipline, up to and including discharge.

**ACKNOWLEDGMENT  
CODE OF CONDUCT**

- I acknowledge that I have received and read Livongo Health, Inc.’s Code of Conduct.
- I acknowledge that I understand the standards, policies and procedures contained in the Code of Conduct and understand that there may be additional standards, policies, procedures and laws relevant to my position.
- I agree to comply with the Code of Conduct.
- I acknowledge that if I have questions concerning the meaning or application of the Code of Conduct, any company policies, or the legal or regulatory requirements applicable to my position, it is my responsibility to seek guidance from my manager, the Human Resources Department, the Legal Team or other relevant individuals or departments.

I acknowledge that neither this Acknowledgement nor the Code of Conduct is meant to vary or supersede the regular terms and conditions of my employment by Livongo or to constitute an employment contract.

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Print Name

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Signature

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Date

**Please sign and return this form to the Human Resources Department.**