

CORPORATE GOVERNANCE GUIDELINES
ARRHYTHMIA RESEARCH TECHNOLOGY, INC.

I. Purpose

These Corporate Governance Guidelines have been adopted by the Board of Directors and reflect the Board's commitment to monitor the effectiveness of policy and decision-making by the Board with a view to enhancing long-term stockholder value.

II. Independence of the Board

The Board shall be comprised of at least a majority of directors who qualify as independent directors under the listing standards of the NYSE MKT or other exchange on which the Corporation's securities may be listed.

III. Role of Directors

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. A director is expected to regularly attend and participate in meetings of the Board and of committees on which the director serves, and to review material distributed in advance for such meetings. A director is also strongly encouraged to attend the annual meeting of stockholders.

IV. The Board's Goals

The Board's goals are to create long-term value for the Corporation's stockholders while maintaining the highest standards of ethical and lawful business conduct, and thereby to assure the vitality of the Corporation for its customers, employees and the other individuals and organizations that depend on the Corporation.

V. Chairman of the Board or Lead Director

The Board does not currently require the separation of the offices of the Chairman of the Board and the Chief Executive Officer. Where the Chairman is also the Chief Executive Officer, or is otherwise not an independent director, the independent directors shall designate an independent director as the Lead Director whose function and responsibilities will be in accordance with guidelines to be adopted concurrent with such designation.

VI. Size of the Board

The Corporation's By-laws provide that the number of directors which shall constitute the Board of Directors shall be fixed from time to time by a vote of a majority of the Board of Directors. The Board has established that the Board of Directors shall consist of no less than two and no more than seven members.

VII. Director Nominees

The Nominating and Corporate Governance Committee is responsible for assisting the Board in attracting and identifying qualified candidates and recommending nominees to the Board for election by the stockholders or appointment by the Board to fill vacancies on the Board. The Committee will consider candidates who are recommended by stockholders. The Committee is also responsible for conducting the appropriate inquiries into the backgrounds and qualifications of possible nominees as vacancies or newly created positions occur.

VIII. Board Membership Criteria

The Nominating and Corporate Governance Committee shall be responsible for assessing the appropriate balance of criteria required of Board members and shall consider such factors as it deems appropriate to assist in developing a board and committees that are diverse in nature and comprised of experienced and seasoned advisors. These factors may include, among other things, decision-making ability, judgment, personal integrity and reputation, experience with businesses and other organizations of comparable size, experience as an executive with a publicly traded company and the extent to which the candidate would be a desirable addition to the Board and any of its committees.

IX. Number of Boards

It is the general policy of the Corporation that no director who is a Chief Executive Officer of a public company sit on more than a total of three public company boards (including the board of the company of which he is Chief Executive Officer); and no director shall sit on more than a total of six public company boards.

X. Director Tenure

As set forth in the Corporation's By-laws, directors are classified with respect to the time they shall severally hold office. There are currently three classes with one class of directors elected each year to serve for a term expiring at the annual meeting of stockholders held in the third year following the year of their election and until their successors shall have been elected and qualified. The Board has not established a mandatory retirement age for directors or management.

XI. Board Compensation

Compensation for non-employee directors should be competitive and should encourage increased ownership of the Corporation's stock through the payment of a portion of director compensation as equity-based compensation. The Compensation Committee will annually review and recommend to the Board for approval the level and form of director compensation which may include additional compensation to the Chairman of the Board and chairpersons of committees. Such compensation is the only compensation a member of the Audit Committee may receive from the Corporation in accordance with applicable independence standards. A director who is also an employee of the Corporation shall not receive additional compensation for serving as a director or a member of a committee.

XII. Sessions of Non-Management Directors

The non-management directors shall meet in executive session without management on a regularly scheduled basis, but no less than once a year. The Chairman of the Board or, in such director's absence, another independent director designated by the non-management directors shall preside at such executive sessions.

XIII. Contacting Directors

Communications from stockholders should be in the form of written correspondence and sent via registered mail or overnight delivery to the Corporation's executive offices, care of the Secretary. Electronic submissions of security holder correspondence will not be accepted. The correspondence shall include supporting documentation evidencing the security holder's stock or other holdings. The Secretary shall pass on any such communication, other than a solicitation for a product or service or a request for copies of reports filed with the Securities and Exchange Commission, to the appropriate board member. Any security holder correspondence addressed generically to the Board of Directors will be forwarded to the Chairman of the Board.

XIV. Self-Evaluation by the Board

The Nominating and Corporate Governance Committee will oversee an annual self-assessment of the Board's performance as well as the performance of each standing committee, the results of which will be

discussed with the full Board and the relevant committee. The assessment should include a review of any areas in which the Board or management believes the Board or committees can make a better contribution to the Corporation. The Nominating and Corporate Governance Committee will utilize the results of this self-evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election or appointment to the Board and making recommendations to the Board with respect to assignments of directors to committees.

XV. Strategic Direction of the Corporation

It is management's responsibility to formalize, propose and implement strategic choices and it is the Board's responsibility to review and assess strategic direction and to evaluate strategic results.

XVI. Board Access to Management

Board members shall have access to the Corporation's management and to the Corporation's outside advisors.

XVII. Attendance of Management Personnel at Board Meetings

Corporate officers attend all general meetings for operational, financial and related presentations. The Board encourages the Chief Executive Officer to bring other members of management from time to time into Board meetings to provide management insight into matters being discussed by the Board.

XVIII. Board Materials Distributed in Advance

Information and materials that are important to the Board's understanding of the agenda items to be considered at a Board meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the directors.

XIX. Board Orientation and Continuing Education

The Corporation shall assure that each individual, upon joining the Board of Directors, is provided with a director orientation to familiarize such director with, among other things, the Corporation's operations, strategic plans, corporate governance guidelines and the like. Each director is expected to maintain the necessary level of expertise to discharge his or her responsibilities as a director.

XX. Frequency of Meetings

There shall be at least six regularly scheduled meetings of the Board each year, including four quarterly meetings and one or more meetings devoted to addressing the Corporation's strategy, business plan and annual budget, and matters relating to the Corporation's annual stockholders' meeting and filings with the Securities and Exchange Commission.

XXI. Selection of Agenda Items for Board Meetings

The Chairman of the Board or, if the Chairman is also the Chief Executive Officer, the Presiding Director, in consultation with members of management establishes the agenda for each board meeting. Each board member is free to suggest the inclusion of items on the agenda.

XXII. Board Committees

The Corporation has the following standing committees: Audit Committee, Compensation Committee, Executive and Finance Committee and Nominating and Corporate Governance Committee. The purpose and responsibilities for each of the Committees shall be as specified by the Board from time to time and may be contained in committee charters approved by the Board. The Board may form special committees from time to time as circumstances warrant, and determine the composition and authority of such committees.

XXIII. Independence of Board Committee Members

Each of the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee shall be composed entirely of Independent Directors satisfying applicable statutory, regulatory and NYSE Amex requirements for service on these committees.

XXIV. Assignment of Committee Members

The Nominating and Corporate Governance Committee shall be responsible for making recommendations to the Board with respect to the assignment of directors to committees, and shall annually review committee assignments and shall consider the rotation of the Chair and members with a view toward assessing the benefits of continuity in service against the benefits of introducing fresh viewpoints of qualified directors. The Board shall be responsible for appointing the Chair and members of the committees on at least an annual basis.

XXV. Selection and Evaluation of the Chief Executive Officer

In identifying potential candidates for, and selecting, the Chief Executive Officer, the Board shall consider, among other things, a candidate's experience, understanding of the Corporation's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community. The Compensation Committee shall evaluate the performance of the Chief Executive Officer annually, which shall annually review and recommend to the Board the Chief Executive Officer's compensation.

XXVI. Stock Option Grants

Stock options granted to any Employee, Consultant or Non-Employee Director pursuant to the Corporation's 2010 Equity Incentive Plan (the "Plan") should under ordinary circumstances provide for (a) a reasonable vesting period of at least one year, taking into consideration the nature and scope of the terms of the individual's engagement, the nature of the services and any similar factors and (b) an Exercise Price equal to, or greater than, the Fair Market Value of a share of the Corporation's stock on the date either a Qualified or Non-Qualified Option is granted.

XXVII. Corporate Governance Review

The Nominating and Corporate Governance Committee shall review these Guidelines at least annually and shall recommend any changes to the Board for its approval. These Guidelines shall be provided on the Corporation's website.