

MOVANO INC.

CORPORATE CODE OF ETHICS AND CONDUCT

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Movano Inc.

Corporate Code of Ethics and Conduct

1. General Policy

It is the policy of Movano Inc. (“Movano” or the “Company”) to conduct business in compliance with all applicable laws, rules and regulations. Further, it is our policy to conduct business with integrity. We make this commitment to our partners, to our shareholders, to our community, to those government agencies that regulate Movano and to ourselves.

Each Movano employee, officer and director, as well as agents and contractors working on behalf of the Company, must work to comply with the policies set forth in this Corporate Code of Ethics and Conduct (the “Code”). All employees, officer and directors should review the Code to ensure these policies guide their actions. Because of the complex and changing nature of legal requirements, each member of the Company must be constantly vigilant to ensure that their conduct complies with the Code. If any employee, officer or director becomes aware of an issue of legal compliance which is not adequately addressed in the Code, you should notify your supervisor or the Company’s Compliance Officer (as defined below).

Movano takes compliance with laws, regulations, rules and the Code seriously. Any such violation will result in disciplinary action. Disciplinary action may include an oral or written warning, disciplinary probation, suspension, reduction in salary, demotion or dismissal from employment. These disciplinary actions also may apply to an employee’s supervisor who directs or approves the employee’s improper actions or is aware of those actions but does not act appropriately to correct them or fails to exercise appropriate supervision.

If a question arises as to whether any action complies with the Company’s policies or applicable law, an employee, officer or director should present that question directly to the Company’s Chief Financial Officer (the “Compliance Officer”). The Compliance Officer’s telephone number is (415) 713-1034. The Compliance Officer may also be contacted at the following e-mail address: jcogan@movano.com. In raising an issue, you may remain anonymous, although you are encouraged to identify yourself. Simply ask your question or give any information you may have. Should you choose to identify yourself, your identity will be kept confidential to the extent feasible or permissible under the law. All employees, officers and directors and agents of the Company have the commitment of the Company and Company’s Board of Directors that they will be protected from retaliation. However, Movano reserves the right to discipline anyone who knowingly makes a false accusation, provides false information to the Company or has acted improperly. Failure to report known or suspected wrongdoing of which any member of the Company has knowledge may, by itself, subject that person to disciplinary action.

The Code generally highlights some of the more important legal principles with which employees, officers and directors and agents are expected to be familiar. The fact that the Code does not specifically reference other applicable laws (some of which may be covered in other Movano policies) does not diminish their importance or application.

2. Compliance with the Law

The Company seeks to comply with all applicable government laws, rules and regulations. We need the cooperation of all employees, officers and directors to do so and to bring lapses or violations to light. While some regulatory schemes may not carry criminal penalties, they control the licenses and certifications that allow Movano to conduct its business. Movano's continued ability to operate depends upon your help for compliance.

Some of the regulatory programs which employees may deal with in the course of their duties include, but are not limited to, the following:

- Labor laws;
- Occupational Safety and Health regulations;
- Building, safety, and fire codes;
- Wage and Hour Laws; and
- Laws and regulations pertaining to the development, manufacture and sale of medical devices, including, without limitation, the U.S. Food, Drug & Cosmetic Act and all applicable U.S. Food and Drug Administration ("FDA") regulations and guidance documents relating to the manufacture, promotion and sale of medical devices.

Each and every director, officer, and employee must comply with applicable laws. Questions or concerns about compliance issues should be raised by any of the means indicated under "Reporting and Enforcement Mechanisms" below.

The Company also maintains policies regarding such matters as fair employment practices, drugs and alcohol, and sexual and other harassment that can be obtained from the Company's Chief Compliance Counsel. These policies may also be found in the Movano Inc. Company Handbook.

3. Confidential Information and Third Party Communications

You will be entrusted with Movano's confidential business information. You are required to safeguard and use such information only for the Company's purposes. Confidential information includes all non-public information that might be of use to competitors, or harmful to Movano or its partners, if disclosed. You are expected to maintain the confidentiality of any and all such information entrusted to you by Movano or its partners. Examples of confidential business information include, but are not limited to: the Company's trade secrets, business trends, information on product development programs, detailed sales and cost figures, new product or marketing plans, research and development ideas or information, manufacturing processes, and information about potential acquisitions, divestitures and investments. Failure to observe this duty of confidentiality may compromise our competitive advantage over competitors and may additionally result in a violation of securities, antitrust or employment laws. It may also violate agreements providing for the protection of such confidential information. You should not discuss confidential Company information outside the Company, even with your own family.

You may also possess sensitive, privileged information about our partners. These parties properly expect that this information will be kept confidential. Movano takes very seriously any violation of a customer's or partner's confidentiality and will not tolerate such conduct.

4. Accuracy of Business Records

In order to support all our disclosure obligations, it is our policy to record and report our factual information honestly and accurately. Failure to do so is a grave offense and will subject an individual to severe discipline by the Company, as well as possible criminal and civil penalties.

Compliance with established accounting procedures, Movano's system of internal controls, and generally accepted accounting principles is necessary at all times. In order to achieve such compliance, the Company's records, books and documents must accurately reflect the transactions and provide a full account of Movano's assets, liabilities, revenues and expenses. Knowingly entering inaccurate or fraudulent information into the Company's accounting system is unacceptable and may be illegal. Any individual that has knowledge that an entry or process is false and material are expected to consult the Compliance Officer. In addition, it is the responsibility of each member of the Company to give their cooperation to the Company's authorized internal and external auditors.

Every individual should also be aware that almost all business records of the Company may become subject to public disclosure in the course of litigation or governmental investigation. Records are also often obtained by outside parties or the media. Employees should therefore attempt to be as clear, concise, truthful and accurate as possible when recording any information. They should refrain from making legal conclusions or commenting on legal positions taken by the Company or others. They should also avoid exaggeration, colorful language, and derogatory characterizations of people and their motives. Movano will not tolerate any conduct that creates an inaccurate impression of the Company's business operations.

5. Protection and Proper Use of Company Assets

a. In General

Employees, officers and directors should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used for legitimate business purposes.

b. Computers, the Internet and E-mail

Everyone who works with the Company's computer-based resources is responsible for their appropriate use and protection from theft, damage or loss. Employees should take care to understand the risks and protect and ensure that the security features of the computer-based resources are not compromised. Information created, transmitted or accessed on Company networks is Company property and Movano reserves the right to monitor or restrict access to

it. Individual supervisors are responsible for ensuring Company resources are used productively or to enhance employees' skills and job performance.

Computer software used in connection with Movano's business must be properly licensed and used only in accordance with that license. Using unlicensed software could constitute copyright infringement. If an employee has any questions as to whether his or her use of computer software is licensed, he or she should consult with the Company's Compliance Officer.

The same level of care should be taken when using Movano's e-mail, internet and voice mail systems as is used in written documents. For example, confidential information about the Company should not be disclosed on electronic bulletin boards, in chat rooms or posted on an internet website.

c. Cybersecurity

The Company has a strong commitment to information security and the prevention of cyber-attacks. This commitment is vitally important to sustaining compliance and competitiveness and protecting our reputation in the marketplace. Security controls are in place and reviewed continuously to protect against emerging cyber threats. The Company reserves the right, without notice, to monitor the use of the Company information systems in order to, among other things, ensure the integrity of the systems and identify unauthorized use, access or release of Company data and systems.

You are personally responsible for knowing and complying with the Company's information security policies and practices and those of third-parties that apply to the Company. The inappropriate use of information technology or data may expose the Company to risks, including cyber-attacks and security breaches of information technology. Do not intentionally compromise or subvert the Company's cybersecurity controls. You must be careful when handling information tools and systems in order not to inadvertently allow unauthorized access to confidential information. You must report any suspected cybersecurity exposures or incidents to your manager or the IT Department immediately.

6. Corporate Opportunities

Employees, officers and directors are prohibited from (a) taking for yourself personally opportunities that you discover through the use of Company property, information or position, (b) using Company property, information or position for personal gain and (c) competing with the Company. An employee, officer or director owes a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

7. Fair Dealing

Employees, officers and directors should endeavor to deal fairly with the Company's customers, partners, suppliers, competitors and employees. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practices.

8. Conflicts of Interest

Movano employees, officers and directors should avoid all potential conflicts of interest or situations that give the appearance of such conflict of interest, including having any direct or indirect material financial interest in any entity (a “Related Party”) that does business with the Company. A conflict of interest occurs when the private interest of a Movano employee (or an immediate family or household member or someone with whom you have an intimate relationship) interferes, in any way -- or even appears to interfere -- with the duties performed by the Company employee or with the interests of the Company as a whole. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, such persons are of special concern.

To this end, unless approved in accordance with the following paragraph, Movano employees, officers or directors may not be employed by, act as a consultant to, or have an independent business relationship with any of Movano’s customers, competitors or suppliers. Similarly, unless approved in accordance with the following paragraph, no employees, officers or directors may invest in any customer, supplier, or competitor (other than through mutual funds or through holdings of less than one percent of the outstanding shares of publicly traded securities) unless they first obtain written permission from the Compliance Officer. Employees, officers or directors should not have other outside employment or business interests that place them in the position of (i) appearing to represent Movano, (ii) providing goods or services substantially similar to those Movano provides or is considering making available or (iii) lessening their efficiency, productivity, or dedication to Movano in performing their everyday duties. Employees, officers and directors and any of their Related Party entities may not engage in transactions with Movano unless for the sole purpose of advancing Movano’s business interests and may only do so after approval from the Compliance Officer. Employees, officers and directors may not have an interest in or speculate in anything of value which may be affected by Movano’s business. Employees, officers or directors may not divulge or use Movano’s confidential information -- such as financial data, customer information, and computer programs -- for their own personal or business purposes.

Any personal or business activities by an employee, officer or director that may raise concerns along these lines must be disclosed to and approved in advance by the Compliance Officer. You should also obtain the approval of the Compliance Officer when accepting a board position with a not-for-profit entity, when there may be a Company business relationship with the entity or an expectation of financial or other support from the Company.

9. Scientific Integrity

The design, development, testing, verification and validation of products and services are at the core of the Company’s business. These processes require rigorous use of scientific methods and engineering principles. This work must be conducted with attention to detail and

the highest standard of professional care. No false or inaccurate data should ever be recorded as part of these processes.

10. Patient Privacy

As part of its business, the Company may obtain medical information and other information about patients. This information may be contained in records obtained as part of a clinical study, patient service and tracking records, vigilance records, records obtained while providing technical support or other records. All such records and information are to be treated as confidential and should be maintained and safeguarded in accordance with applicable laws, rules and regulations, including without limitation the Health Insurance Portability and Accountability Act (“HIPAA”). Only employees who need to use this information as part of their jobs are to be given access to it. Such information can be shared with the patient, the patient’s physician and, when required, government agencies such as the FDA and the courts. It is permissible to communicate the information to physicians through agents of the physician. In the event any other person requests such information, the request shall be forwarded to the Compliance Officer.

11. Health and Safety

The Company is committed to providing safe and healthful working conditions for its employees, contractors, and visitors. The Company will conduct all operations and activities in a manner that protects human health and the quality of life. The Company recognizes that the responsibilities for safe and healthful working conditions are shared in the following ways:

- The Company will establish and implement health and safety programs and policies and provide the safeguards required to ensure safe and healthful conditions;
- Supervisors and managers will create an environment where employees have genuine concern for safety and all operations are performed with the utmost regard for the safety and health of all personnel involved; and
- All employees are expected to conduct their work in a safe manner and comply with all health and safety programs, policies, procedures, and laws.

No employee may bring a firearm, weapon or explosive substance into the workplace. The prohibition on firearms and weapons does not apply to security guards who are licensed and expressly authorized to carry a firearm or weapon.

12. The Environment

The Company is committed to operating its businesses and facilities and to producing its products in a manner that respects and protects human health and the environment. The Company requires that its operations are in compliance with all national, regional, and local regulations relating to the environment, such as those affecting air emissions, water purity and waste disposal. Compliance with legal requirements is only a minimum standard. All employees are expected to be alert to environmental issues. Employees with responsibilities

in any of these areas are expected to inform themselves of all standards applicable to their activities and to inquire of management if they are unsure of the requirements affecting their responsibilities.

13. Discrimination and Harassment

The Company is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples of prohibited conduct include derogatory comments based on race, gender, ethnicity or sexual preference and unwelcome sexual advances.

More specific and detailed policies regarding discrimination, harassment and similar matters may be found in the Movano Inc. Company Handbook.

14. Gifts, Meals and Entertainment

a. Entertainment and Gifts

Movano recognizes that in some instances, gifts and entertainment can provide an entirely appropriate means of furthering a business relationship. However, no employee, officer or director should accept or provide gifts of more than \$150 in direct connection with their business dealings. The offer or receipt of any such gift over \$150 should be reported immediately to the Compliance Officer. Normal business courtesies involving no more than ordinary amenities (such as lunch, dinner, a spectator event, or a golf game) are permitted, as are token non-cash gifts of nominal value. The guiding principle and spirit of the Code is that no gift, favor or entertainment, whether a single event or a pattern of behavior, should be accepted or provided if it will obligate, or appear to obligate, the recipient. If you are uncertain about the propriety of a gift, you should contact the Compliance Officer for guidance.

b. Relationships with Government Personnel

Separate and more stringent gift, meals, and entertainment rules apply to dealings with government officials. Federal and state anti-kickback laws prohibit Movano and its representatives from knowingly and willfully offering, paying, requesting, or receiving any money or other benefit, directly or indirectly, in return for obtaining or rewarding favorable treatment in connection with the award of a government contract.

Any employee who becomes aware of any such conduct should immediately report it to the Compliance Officer.

The anti-kickback laws must be considered whenever something of value is given or received by Movano or its representatives or affiliates that is in any way connected to work performed for the government. There are many transactions that may violate the anti-kickback rules. As a result, no one acting on behalf of Movano may offer or accept gifts, loans, rebates, services, or payment of any kind to or from government suppliers and vendors without first consulting the Compliance Officer.

c. Business Dealings in Foreign Countries

Federal law prohibits U.S. companies, and those acting on their behalf, from bribing foreign officials to obtain or retain business. Foreign officials include officers and employees of a foreign government or of a foreign governmental department or agency. Indirect payments including those to agents or third parties with the knowledge that at least a portion of the payment will be given to a foreign official for an illegal purpose are prohibited. Movano will not tolerate any conduct that violates this law.

15. Interacting with the Government

Movano values its good relations with local, state, federal and foreign governments. We are committed to being a “good corporate citizen” and are proud of the contributions we have made to help the communities where we do business.

The Company’s policy is to deal honestly and fairly with government representatives and agents and to comply with valid and reasonable governmental requests and processes. Be truthful and straightforward in your dealings with governmental representatives and do not direct or encourage another Movano employee (or someone else) to provide false or misleading information to any government agent or representative. Do not direct or encourage anyone to destroy records relevant to a fact-finding process.

16. Privacy and Employee Relations

The Company recognizes and understands the importance of balancing work and family life. Even though an employee’s non-work-related activities outside of the Company are considered personal business, employees should always remember that they are a representative of the Company.

17. Market Competition

Movano is committed to complying with all state and federal antitrust laws. The purpose of the antitrust laws is to preserve the competitive free enterprise system. The antitrust laws in the United States are founded on the belief that the public interest is best served by vigorous competition, free from collusive agreements among competitors on price or service terms. The antitrust laws help preserve the country’s economic, political, and social institutions; Movano is firmly committed to the philosophy underlying those laws.

While the antitrust laws clearly prohibit most agreements to fix prices, divide markets, and boycott, they also proscribe conduct that is found to restrain competition unreasonably. This can include, depending on the facts and circumstances involved, certain attempts to tie or bundle services together, certain exclusionary activities, and certain agreements that have the effect of harming a competitor or unlawfully raising prices. Any questions that arise in this area should be addressed to the Compliance Officer.

18. Purchasing

Purchasing decisions must be made in accordance with applicable Company policy. In addition, the prohibitions discussed in Section 9 of the Code, entitled “Gifts, Meals and Entertainment” apply to purchasing decisions made on behalf of the Company. Purchasing decisions must in all instances be made free from any conflicts of interest that could affect the outcome. Movano is committed to a fair and objective procurement system, which results in the acquisition of quality goods and services for the Company at a fair price.

19. Political Contributions

Movano believes that our democratic form of government benefits from citizens who are politically active. For this reason, Movano encourages each of its employees to participate in civic and political activities in his or her own way.

Movano’s direct political activities are, however, limited by law. Corporations may not make any contributions -- whether direct or indirect -- to candidates for federal office. Thus, the Company may not contribute any money or products, or lend the use of vehicles, equipment, or facilities, to candidates for federal office. Nor may the Company make contributions to political action committees that make contributions to candidates for federal office. Neither Movano, nor supervisory personnel within Movano, may require any employees to make any such contribution. Finally, Movano cannot reimburse its employees for any money they contribute to political candidates or campaigns.

Many state laws also limit the extent to which corporations and individuals may contribute to political candidates. Any question about the propriety of political activity or contribution should be directed to the Compliance Officer.

20. Exports and Imports

There are many U.S. laws governing international trade and commerce which serve to limit the export of certain products to certain countries. Movano is committed to complying with those laws. Under no circumstances will Movano make sales contrary to U.S. export laws. Because these regulations are complicated and change periodically, employees and agents seeking to make a sale to a customer in a foreign country must first confirm the legal trade status of that country. If an employee or agent is uncertain about whether a foreign sale complies with U.S. export laws, he or she must contact the Compliance Officer for guidance. Movano employees and agents should be aware that there are also many U.S. laws that govern the import of items into the United States. Among other things, these laws control what can be imported into the United States, how the articles should be marked, and the amount of duty to be paid. Movano complies with all U.S. import laws. If an employee or agent is uncertain about whether a transaction involving the importation of items into the United States complies with these laws, he or she must contact the Compliance Officer for guidance.

21. Media/Public Relations and Governmental Inquiries

When Movano provides information to the news media, securities analysts or stockholders, it has an obligation to do so accurately and completely. In order to ensure that

Movano complies with its obligations, employees receiving inquiries regarding Movano's activities, results, plans or position on public issues should refer the request to the Company's Chief Executive Officer, Chief Financial Officer or the designated corporate spokesperson. Movano employees may not speak publicly for the Company unless specifically authorized by senior management.

You may not publish or post any material in written or electronic format (including articles, social media postings, blogs, videos or other media), give interviews or make public appearances that disclose confidential Company business-related information, such as information concerning the Company's customers, technologies, products or services without prior approval from your supervisor. Employees communicating in any public venue or forum without approval must not give the appearance of speaking or acting on the Company's behalf.

Although unlikely, a government representative may seek to interview an employee regarding Movano's business activities or an employee's work at the Company. If an employee is contacted by a government agent or representative and asked to provide information, contact the Compliance Officer.

Occasionally, someone will arrive unexpectedly or a government representative may seek to inspect Company property. If this happens, an employee should immediately notify his or her manager or supervisor and contact the Compliance Officer.

22. Response to Investigations or Government Inquiries

Numerous state and federal agencies have broad legal authority to investigate Movano and review its records. Movano will comply with subpoenas and respond to governmental investigations as required by law. The Compliance Officer is responsible for coordinating Movano's response to investigations and the release of any information.

If an employee or officer receives an investigative demand, subpoena, or search warrant involving the Company, it should be brought immediately to the Compliance Officer. No documents should be released or copied without authorization from the Compliance Officer.

If an investigator, agent or government auditor comes to Movano's corporate offices, the Chief Executive Officer and Compliance Officer should be contacted immediately. For FDA Federal, State, International, Notified Body, or other medical device regulatory audits, the Quality System Management Representative (QSMR) should also be notified immediately. The QSMR is responsible for and will conduct any regulatory investigations/audits in accordance with procedure 120-00006 Quality Audits. In all other cases, ask the investigator to wait until the contacted individual arrives before reviewing any documents or conducting any interviews. The Compliance Officer is responsible for assisting with any interviews. If Movano's employees are approached by government investigators and agents while they are away from Movano's premises and asked to discuss Company affairs, the employee is not required to speak to such government representative on the spot. The employee may either agree to be interviewed or refuse to be interviewed by the government representative. The employee has the right to insist that the interview take place in the office during normal

business hours as well has to have someone present during any interview with a government representative, which may include a supervisor, Company counsel or an attorney of the employee's own choosing at his or her own expense. If an employee chooses to speak with government personnel, it is essential that the employee be truthful. Questions may be directed to the Compliance Officer.

Movano employees are not permitted to alter, remove, or destroy documents or records of the Company except in accordance with regular document retention and destruction practices.

23. Reporting and Compliance

Among your most important responsibilities in this Company are the obligations to (1) comply with this Code and all applicable laws, including Securities Laws, and (2) report any situation or conduct you believe may constitute a possible violation of this Code or Applicable Laws.

If you should learn of a potential or suspected violation of this Code, you have an obligation to report the relevant information to one of the persons listed below. You may address questions about ethics issues and raise any concerns about a possible violation of this Code or Applicable Laws to:

- a supervisor or department head; and/or
- the Company's Chief Compliance Counsel

Frequently, a supervisor or department head will be in the best position to resolve the issue quickly. However, you may also raise any question or concern with any of the other persons listed above. You may do so orally or in writing and, if preferred, anonymously.

24. Amendments and Waivers

The Code applies to all Movano employees, officers and directors. There shall be no substantive amendment or waiver of any part of the Code affecting the directors, senior financial officers, or executives officers, except by a majority vote of the Board of Directors. Such vote will ascertain whether an amendment or waiver is appropriate and ensure that the amendment or waiver is accompanied by appropriate controls designed to protect the Company.

In the event that any substantive amendment is made or any waiver is granted, the amendment or waiver, as applicable, will be publicly reported as required by applicable SEC laws and regulations and listing requirements.

EMPLOYEE CERTIFICATION AND AGREEMENT OF COMPLIANCE

I certify that I have read Movano’s “Corporate Code of Ethics and Conduct” (the “Code”) and fully understand the obligations set forth in that document.

The Code includes a statement of Movano’s policies, which are designed to ensure that the Company and its employees conduct Movano’s business in compliance with all federal and state laws governing its operations and the conduct is consistent with the highest standards of business and professional ethics.

I understand that the Code obligates all employees to carry out their duties for Movano in accordance with these policies and with applicable laws. I further understand that any violation of these policies or applicable laws, or any deviation from appropriate ethical standards, will subject an employee to disciplinary action. Indeed, I understand that even a failure to report such a violation or deviation may, by itself, subject an employee to disciplinary action.

I am also aware that in the event that I have any question about whether an action complies with Movano’s policies or applicable law, I should present that question to my supervisor or, if appropriate, directly to the Company’s Compliance Officer.

With these understandings of my obligations, I agree to act in accordance with the Movano policies set forth in the Code. Having read the Code, I am not currently aware of any matter that should be brought to the attention of compliance personnel as a violation or suspected violation of the Code.

Signed: _____

Print Name: _____

Date: _____