



**POLICY NO. 50-0002**

**REVISION LEVEL D**

**DATE EFFECTIVE: 2/23/16**

**TITLE: INSIDER TRADING AND DISCLOSURE**

**AFFECTED LOCATIONS**

All Locations

**CHANGE HISTORY**

REV	ECO NO.	DESCRIPTION	APPROVAL / DATE		
			Responsible Corporate Officer	CFO	VP, Corporate Quality and Regulatory
B	28041	Update for name change and CFO change	M. Gorder 06/08/05	B. Kullback 06/21/05	---
C	42442	New Format	M. Gorder 10/30/14	S. Longval 10/28/14	---
D	50476	Compliance Changes	M. Gorder 2/17/16	S. Longval 2/26/16	N/A

**TABLE OF CONTENTS**

<b>SCOPE</b>	<u>Page</u> 1
<b>REFERENCE DOCUMENTS</b>	1
<b>DEFINITIONS</b>	1
<b>POLICIES</b>	2
A. Purpose	2
B. Restrictions on Trading	2
C. Special Restrictions for Directors & Officers	3
D. Restrictions on Disclosure	3
E. Sanctions	3
<b>ADDENDA</b>	3

**SCOPE**

Provides limits for disclosure of non-public material and insider trading.

**REFERENCE DOCUMENTS**

**DEFINITIONS**

**Company** – INTRICON Corporation and all subsidiaries.

**Director** - any member of the Board of Directors of the INTRICON Corporation.

**Officer** - any person who is considered an executive officer of the INTRICON Corporation for federal securities law purposes. Generally, this includes the president, chief financial officer and all other vice presidents and senior management.

**Employee** - any employee of the Company including all officers and including all directors who are also employees of the Company.

**Insider** - all of the Company's directors and officers and those employees and other persons who have knowledge of or access to non-public material information regarding the Company. Thus, employees, members of a director's, officer's or employee's family, consultants engaged by the Company, the Company's customers and suppliers, and

others may be considered insiders if and when they have knowledge of or access to non-public material information regarding the Company.

**Material Information** - any information that might influence a reasonable investor's decision to buy, sell, exercise and/or hold any INTRICON Corporation securities or that might otherwise affect the price of any INTRICON Corporation securities. Examples of material information include monthly, quarterly and annual revenues and earnings, the gain or loss of an important customer, a significant competitive development, a possible or pending sale or acquisition or strategic alliance, the filing or threat of material litigation, or a important change in management.

**Securities** - any publicly traded stock or other securities, and any options to purchase any publicly traded stock, debentures or other securities. With respect to the INTRICON Corporation, this currently includes its common stock and options to purchase its common stock.

## POLICIES

### A. PURPOSE

Under federal securities laws, corporate insiders cannot trade in their company's stock on the basis of non-public material information, nor can they "tip" material information to others who use it to trade in the company's securities. Anyone who has knowledge of non-public material information may be considered an insider for this purpose. These laws are designed to ensure that all investors are on an equal footing and are relying upon the same information in making their investment decisions.

The principal purposes of this Policy are to restrict the use and disclosure of non-public material information regarding the Company and to ensure that the Company's insiders fully comply with federal securities laws when trading in INTRICON Corporation securities.

INTRICON Corporation's Audit Committee, which consists of three members of the Board of Directors, is the final authority for resolving all questions and issues concerning this policy.

### B. RESTRICTIONS ON TRADING

All insiders are prohibited from buying, selling or otherwise trading in any INTRICON Corporation securities at any time while they have knowledge of non-public material information and for a period of two full business days after any material information becomes publicly available. The two-day restriction allows a reasonable period for the market to react to announced information.

All insiders are also prohibited from buying, selling or otherwise trading in any securities of another public corporation at any time while they have knowledge of non-public material information concerning a possible or pending transaction or relationship between the Company and the other public corporation and for a period of two full business days after any material information of that type becomes publicly available.

In order to avoid the appearance of impropriety and the risk of subsequent challenge, all of the above trading restrictions apply even if the proposed trade would, in fact, be based upon matters independent of the non-public material information known to the person involved.

The above trading restrictions are primarily intended to restrict discretionary open-market sales and purchases of INTRICON Corporation securities. Accordingly, all insiders are encouraged to consult with INTRICON Corporation's outside counsel or Chief Financial Officer before buying, selling or otherwise trading in any INTRICON Corporation securities. In addition, option exercises, stock pledges, gifts and other types of transactions also may be subject to restrictions at certain times. Therefore, insiders also are encouraged to consult with INTRICON Corporation outside counsel or Chief Financial Officer before exercising any option for any INTRICON Corporation securities, pledging or giving away any INTRICON Corporation securities, or engaging in any other transaction involving any INTRICON Corporation securities.

Exemptions from this policy may be approved only by INTRICON Corporation's Chief Financial Officer or Audit Committee Chairman.

No.	<b>50-0002</b>
Revision	<b>D</b>

### **C. SPECIAL RESTRICTIONS FOR DIRECTORS AND OFFICERS**

In addition to the trading restrictions stated above, all directors and officers are prohibited from buying, selling or otherwise trading in any INTRICON Corporation securities at any time other than the period beginning two business days after INTRICON Corporation has issued an annual or quarterly earnings release and ending on the last day of the second month of the quarter, referred to as the "window period". Trades by directors or officers during window periods are not restricted provided that (1) the director or officer does not then have knowledge of non-public material information, and (2) the proposed trade would not otherwise violate federal securities laws such as the short-swing profits rule, and (3) the director or officer first contacts INTRICON Corporation's outside counsel or Chief Financial Officer to ensure that there are no pending public announcements and no other current trading restrictions.

Directors and officers are required to consult with INTRICON Corporation's outside counsel or Chief Financial Officer before buying, selling or otherwise trading in any INTRICON Corporation securities. Directors and officers also are required to consult with INTRICON Corporation's outside counsel or Chief Financial Officer before exercising any option for any INTRICON Corporation securities, pledging or giving away any INTRICON Corporation securities, or engaging in any other transaction involving any INTRICON Corporation securities.

In the discretion of the Chief Financial Officer, other employees of the Company may be required to comply with the restrictions set forth in this Section.

### **D. RESTRICTIONS ON DISCLOSURE**

Insiders are prohibited from discussing non-public material information with any person outside of the Company or otherwise disclosing non-public material information outside of the Company, unless and only to the extent required in the normal performance of assigned responsibilities.

Special care must be taken to observe this disclosure restriction when responding to inquiries from the media, such as representatives of industry trade publications. If an employee receives an inquiry from an actual or potential stockholder, a financial reporter, an investment analyst, or another member of the financial community, he or she should decline comment and refer the inquiry to INTRICON Corporation's President or Chief Financial Officer.

Even within the Company, disclosure of and access to non-public material information must be strictly limited to those who have a need to know the information in order to perform their assigned responsibilities.

This restriction also applies to disclosure of information via the Internet. To avoid the appearance of impropriety, Employees and other Insiders should not participate in Internet "chat rooms," "message boards" or similar Internet venues concerning the Company or the Company's securities.

The above disclosure restrictions apply whether or not the disclosure would be intended to influence trading in any INTRICON Corporation securities.

All disclosures of material information, other than those contained in normal product announcements and similar marketing materials, will be made by corporate press release under the direction of INTRICON Corporation's President or Chief Financial Officer.

### **E. SANCTIONS**

Failure to comply with this Policy could result in very serious consequences both to the individual involved and to the Company. Any employee who violates this Policy will be subject to appropriate disciplinary and remedial sanctions. In serious cases, this may include immediate discharge and possible legal action by the Company.

No.	<b>50-0002</b>
Revision	<b>D</b>

**ADDENDA**