



## HEARTFLOW, INC.

### CODE OF CONDUCT AND ETHICS

Adopted on July 17, 2025

#### 1. Introduction.

This Code of Conduct and Ethics (this “**Code**”) has been adopted by the Board of Directors (the “**Board**”) of Heartflow, Inc. (the “**Company**”) and applies to every employee, including officers, members of the Board (each, a “**director**”) and contractors or consultants of the Company and its subsidiaries (each a “**Covered Party**” and, collectively, the “**Covered Parties**”).

##### 1.1 Compliance with the Code and Applicable Laws.

Each Covered Party is responsible for reading, understanding and acting in accordance with this Code. Covered Parties must uphold the standards in the Code and comply with all applicable policies and procedures at all times while working on behalf of the Company or otherwise while acting as an employee, officer, director, contractor or consultant of the Company.

Covered Parties also have a duty to comply with applicable laws and regulations and to act in an honest and ethical manner. Covered Parties are responsible for complying with all laws and regulations applicable to their conduct, regardless of where the Covered Party is located or engaged in business. This may include laws of other jurisdictions.

Nothing in this Code is intended to prevent any Covered Party from making a good faith report of an alleged violation of law or regulation to law enforcement officials. Any such report may be made instead of, or in addition to, a report directly to the Company.

To the extent there are any conflicts between the Code and any other Company policy or procedure or any other law or regulation, the more restrictive requirement shall apply. The Code is intended to be compliant with applicable legal requirements, but the Company recognizes that legal changes may occur. Therefore, to the extent any provisions of the Code conflict with applicable laws, the provisions of the applicable laws shall apply.

See Section 6. Compliance with Laws, Rules and Regulations below for additional information.

##### 1.2 Enforcement of the Code.

Covered Parties are required to help enforce this Code. Covered Parties must be alert to violations and, acting in good faith, promptly report any such violations or suspected violations. Covered Parties must cooperate with investigations into possible violations of the Code and be truthful and forthcoming in the course of these investigations. Failure to do so may result in disciplinary action, up to and including termination of employment, partnership or engagement.

##### 1.3 Reporting Violations of the Code and Investigations.

All Covered Parties are expected to report any known or suspected violation of this Code, including violations of the laws, rules, regulations or policies that apply to the Company. If a Covered Party knows of or suspects a violation of this Code, such Covered Party is expected to immediately report the conduct to a supervisor or the Chief Legal & Compliance Officer. The Chief Legal & Compliance Officer will work with the Covered Party and the Covered Party’s supervisor or other appropriate persons to investigate any reported

concern. Covered Parties are not required to report violations to any individual who is responsible for or involved in the known or suspected violation of this Code.

All reports of known or suspected violations of the law or this Code will be treated seriously and handled sensitively and with discretion. All whistleblower reports will be investigated and documented appropriately given the nature of the violation alleged. While absolute confidentiality cannot be assured, the Covered Party's supervisor, the Chief Legal & Compliance Officer and the Company will protect confidentiality to the extent possible, consistent with applicable laws and the Company's need to investigate the reported concern. Please see the Company's Whistleblower Policy for additional information.

Any Covered Party that violates this Code will be subject to appropriate discipline, which may include termination of employment or removal from the Board, as appropriate. This determination will be based upon the facts and circumstances of each particular situation. The Company may discipline any Covered Party for any inappropriate conduct discovered in connection with investigating reports made in connection with this Code, regardless of whether the conduct amounts to a violation of law or even a violation of this Code. If a Covered Party is accused of violating this Code, such Covered Party will be given an opportunity to present his or her version of the events at issue prior to any determination of appropriate discipline. Covered Parties who violate the law or this Code may expose themselves to substantial civil damages, criminal fines and prison terms.

Nothing in this Code or any other Company policy prevents Covered Parties from (a) communicating with the U.S. Securities and Exchange Commission or any other applicable regulatory agency, (b) exercising protected rights, including without limitation, as applicable, those rights granted under Section 7 of the U.S. National Labor Relations Act to engage in concerted activities for the purpose of collective bargaining or other mutual aid or protection or otherwise disclosing information as permitted by applicable law, regulation or order or (c) discussing or disclosing information about unlawful acts in the workplace, such as harassment or discrimination or any other conduct Covered Parties have reason to believe is unlawful.

The Company does not require prior authorization to engage in activity protected by the immediately preceding paragraph, and Covered Parties do not need to notify the Company if they have engaged in such activity. The Company does not, through this Code, waive any applicable privileges or the right to continue to protect its privileged attorney-client information, attorney work product or other privileged information.

#### **1.4 Policy Against Retaliation.**

The Company prohibits retaliation against a Covered Party who, in good faith, seeks help or reports known or suspected violations, assists another Covered Party in seeking help or reporting a known or suspected violation or cooperates in an investigation of a report of a known or suspected violation of this Code. Any reprisal or retaliation against a Covered Party because the Covered Party, in good faith, sought help or filed a report (or assists another in doing so), or cooperates in an investigation related to this Code will be subject to disciplinary action, including potential termination of employment. If a Covered Party experiences or witnesses any conduct he or she believes to be retaliatory, the Covered Party should immediately follow the reporting procedures stated above in Section 1.C.

#### **1.5 Seeking Help and Information.**

This Code should guide Covered Parties in the course of their work on behalf of the Company. While this Code does not cover every situation Covered Parties may face in their

daily work, it should be one of their first stops when they face an unclear or difficult decision.

If a Covered Party has any questions about the Code or any policies or procedures, it is his or her responsibility to seek guidance from a supervisor, Human Resources or the Company's Chief Legal & Compliance Officer.

## 2. **Conflicts of Interest.**

### 2.1 **General.**

Covered Parties must act in the best interests of the Company and must refrain from engaging in any activity or having a personal interest that presents a conflict of interest or even the appearance of a conflict of interest. A conflict of interest occurs when a Covered Party's personal interest interferes with the interests of the Company. Conflicts of interest can occur in numerous scenarios, including between different parties and customers. Covered Parties are expected to place the Company and its customers' interest above their own in business matters. A conflict of interest—or even the appearance of a conflict of interest—can occur whenever a Covered Party has a competing interest that could interfere with the Covered Party's ability to make an objective decision on behalf of the Company.

There are a variety of situations in which a conflict of interest may arise. A non-exhaustive list of such situations, including some of the most common, are discussed below. If a Covered Party has any questions about an actual or potential conflict, he or she should consult with a supervisor, Human Resources or the Chief Legal & Compliance Officer.

### 2.2 **Examples of Conflicts of Interest.**

- (a) **Outside Service.** A conflict of interest exists or may be perceived as existing when a Covered Party is employed by, serves as a director of or provides any services to a company that the individual knows or suspects is a material customer, material supplier or competitor of the Company (other than services to be provided as part of an employee's job responsibilities for the Company).
- (b) **Improper Personal Benefits.** A conflict of interest exists or may be perceived as existing when a Covered Party obtains any material (as to him or her) personal benefits or favors because of his or her position with the Company. Please see "Gifts and Entertainment" below for additional guidelines in this area.
- (c) **Financial Interests.** A conflict of interest exists or may be perceived as existing when a Covered Party has a "material interest" (ownership or otherwise) in any company that the individual knows or suspects is a material customer, material vendor or a competitor of the Company and uses his or her position to influence a transaction with such company. Whether a Covered Party has a "material interest" will be determined by the Chief Legal & Compliance Officer or, in the case of a director or executive officer, the Board in light of all the circumstances, including consideration of the relationship of the Covered Party to the customer, vendor or competitor, the relationship of the Covered Party to the specific transaction and the importance of the interest to the Covered Party having the interest.

- (d) **Loans or Other Financial Transactions.** A conflict of interest exists or may be perceived as existing when a Covered Party obtains loans or guarantees of personal obligations from, or enters into any other personal financial transaction with, any company that the individual knows or suspects is a material customer, material vendor or business partner or a competitor of the Company. This guideline does not prohibit arms-length transactions with banks, brokerage firms or other financial institutions.
- (e) **Service on Boards and Committees.** A conflict of interests exists or may be perceived as existing when a Covered Party serves on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably would be expected to conflict with those of the Company.
- (f) **Actions of Family Members.** The actions of family members outside the workplace may also give rise to the conflicts of interest described above or other conflicts of interests because they may influence a Covered Party's objectivity in making decisions on behalf of the Company. For purposes of this Code, "family members" include a Covered Party's spouse or domestic partner, siblings, parents, in-laws and children whether such relationships are by blood, marriage or adoption.

For purposes of this Code, a company is a "material" customer if the customer has made payments to the Company in the past year in excess of \$120,000 or 5% of the customer's gross revenues, whichever is greater. A company is a "material" vendor if the vendor has received payments from the Company in the past year in excess of \$120,000 or 5% of the supplier's gross revenues, whichever is greater. If a Covered Party is uncertain whether a particular company is a material customer or vendor or whether a certain transaction, activity or relationship constitutes a conflict of interest, such Covered Party should contact the Chief Legal & Compliance Officer for assistance.

### 2.3 **Disclosure of Conflicts of Interests.**

The Company requires Covered Parties to disclose any situation that reasonably would be expected to give rise to a conflict of interest. If a Covered Party suspects that he or she has a situation that could give rise to a conflict of interest, or something that others could reasonably perceive as a conflict of interest, the Covered Party must report it in writing to a supervisor or the Chief Legal & Compliance Officer, or if the Covered Party is a director or executive officer, to the Board. The Chief Legal & Compliance Officer or the Board, as applicable, will work with the Covered Party to determine whether there is a conflict of Interest and, if so, how best to address it.

## 3. **Gifts and Entertainment.**

The exchange of gifts and entertainment may create or appear to create a conflict of interest or trigger anti-corruption laws. No Covered Party may solicit or provide anything of value, directly or indirectly, to any third party in exchange for the referral of patients.

Additionally, gifts and entertainment may not be offered or exchanged under any circumstances to or with any employees of the U.S. government or state or local governments. If Covered Parties have any questions about this policy, they should contact their supervisor or the Chief Legal & Compliance Officer for additional guidance.

If Covered Parties conduct business in other countries, they must be particularly careful that gifts and entertainment are not construed as bribes, kickbacks or other improper payments.

See the “Avoiding Bribery and Corruption” section of this Code for a more detailed discussion of our policies regarding giving or receiving gifts related to business transactions in other countries.

#### 4. **Confidentiality.**

Covered Parties may have access to a variety of confidential information regarding the Company. Confidential information includes all nonpublic information that might be of use to competitors or, if disclosed, harmful to the Company or, for example, its customers, other healthcare providers, patients or business partners. Covered Parties have a duty to safeguard all confidential information of the Company or third parties with which the Company conducts business and only collect, use, store, handle and disclose personally identifiable information with appropriate notice and consent. Unauthorized disclosure of any confidential information is prohibited. Additionally, Covered Parties should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to Covered Parties who have a need to know such information to perform their responsibilities for the Company. A Covered Party’s obligation to protect confidential information continues after he or she leaves the Company. Unauthorized disclosure of confidential information could cause competitive harm to the Company or its customers or suppliers and could result in legal liability to the Covered Party and the Company.

Covered Parties should contact the Chief Legal & Compliance Officer if they have any questions about whether information constitutes nonpublic information and/or the applicability of any of the additional sections below.

##### 4.1 **Respecting Individual Privacy.**

The Company is subject to various privacy laws that protect personal information that the Company collects and processes both directly from individuals and/or indirectly from its customers. This can include personal information of the Company’s employees, contractors, vendors and customers, as well as personal information of individuals that use the Company’s products and services or whose personal information is inputted into the Company’s products and services.

The definition of “personal information” can vary widely but generally includes information that identifies, relates to, describes or is reasonably capable of being associated with or could reasonably be linked, directly or indirectly, with a particular individual. Examples of personal information include an individual’s name, mailing address, account username and password, government issued identifier, payment card number, credit history, internet browsing history, geolocation data, IP address or other online identifier (such as a device ID).

The Company is committed to complying with all applicable laws governing the privacy and security of personal information (“**Data Protection Laws**”). Every Covered Party is required to comply with applicable Data Protection Laws and shall only use personal information to the extent necessary to perform his or her obligations and duties. Please see the Company’s privacy policy and the Company’s internal data security policy for additional information. This includes, but is not limited to, keeping personal information secure, not transmitting personal information to third parties except as authorized and in a secure manner and escalating known or suspected incidents involving the actual or potential breach, unauthorized access, disclosure or misuse of personal information in accordance with the Company’s incident response procedures.

Any requests by any individual regarding their personal information should be directed to [privacycompliance@heartflow.com](mailto:privacycompliance@heartflow.com).

#### **4.2 Keeping Our Competitive Edge.**

Innovation is a key part of our Company. Keeping our products, technologies and trade secrets secure is essential to maintaining our competitive edge. Covered Parties are not permitted to draw on proprietary, nonpublic information or intellectual property used by or related to the Company and its businesses for their personal gain or in competition with the Company. This includes proprietary work developed by the Covered Party while employed at, or otherwise engaged with, the Company or using Company property, information, platforms or position. Proprietary trade secrets may include, among other items, Company business, scientific, technical, economic or engineering information, including plans, compilations, designs, methods, techniques, processes, procedures or programs. Unauthorized use or distribution of this information or intellectual property is prohibited and could also be illegal and result in civil or criminal penalties.

#### **4.3 Securing Our Secrets.**

Covered Parties should be mindful of how they store and view confidential information. Think of this information as anything that would be valuable to a competitor. Practices that should be followed include using screen protectors when working in public, locking computers when leaving one's desk and safely securing and concealing any confidential papers or information when Covered Parties are away from their work area.

#### **4.4 Cybersecurity.**

Cybersecurity vigilance is essential. While the Company has implemented policies, procedures and systems designed to mitigate the risk of security compromises, Covered Parties are the first line of defense. If a Covered Party sees something unusual, he or she should stop what he or she is doing and contact the Information Technology Department or Information Security Department or email [infosec@heartflow.com](mailto:infosec@heartflow.com) immediately for guidance.

#### **4.5 Protecting Our Information.**

Covered Parties need to be vigilant of people who appear to take an interest in the Company but may not have its interests at heart. Covered Parties should know who they are talking to and take care with what information they share. All media requests relating to Company business must be approved or handled by the Senior Director of Communications. If Covered Parties are approached by a reporter, they should refrain from comment and refer the reporter to the Senior Director, Communications. If Covered Parties are approached by someone asking them to be an advisor or consultant on any subject related to the Company's business (or the industry or market in general), they should treat this as a request from the media and refrain from any engagement or comments.

All requests from government entities and regulators and other third parties that are directed to the Company, including, but not limited to, requests made in connection with legal or regulatory proceedings, must be directed to the Chief Legal & Compliance Officer and approved prior to offering or providing any responsive information. If Covered Parties are approached by an employee of a government entity or regulatory, they must contact the Chief Legal & Compliance Officer.

### **5. Compliance with Laws, Rules and Regulations.**

The Company and all Covered Parties are obligated to comply with all applicable laws, rules and regulations. These include, without limitation, laws covering bribery and kickbacks, the development, testing, approval, marketing and sale of the Company's products, copyrights,

trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. It is the personal responsibility of each Covered Party to adhere to the standards and restrictions imposed by these laws, rules and regulations in the performance of his or her duties of the Company. A non-exhaustive list of laws, rules and regulations that Covered Parties must follow is included below.

**5.1. Keeping Accurate Records.**

The accuracy and completeness of Company business records and accounts are essential to the Company's business and legal compliance. The Company prohibits falsifying or altering Company records of any kind. The Company must be accurate in everything it does, including when recording and reporting information, and strive to maintain such records in accordance with all legal requirements. Covered Parties must document transactions in a timely manner. Agreements with customers, vendors, business partners and other third parties must be transparent and documented in written agreements and accurately reflect the terms and date of the arrangement. Following these practices helps support responsible business decisions and compliance with governing legal requirements.

**5.2. Regulation of Medical Devices.**

The Company's products are medical devices subject to extensive and ongoing regulation by the United States Food and Drug Administration (the "**FDA**"), the Centers for Medicare and Medicaid Services ("**CMS**"), the Department of Health and Human Services Office of Inspector General ("**OIG**") and regulatory bodies in the United States and other countries. These regulations govern virtually every critical aspect of the Company's operations, including preclinical and clinical testing, premarket clearance or approval, product manufacturing, contracting, reimbursement, product messaging, medical communications, sales, marketing and advertising. Violation of these laws and regulations can result in severe civil and criminal penalties, adverse publicity for the Company, operating restrictions, total or partial suspension of production of a Company product, withdrawal of a Company product from the market and disciplinary action by the Company against the responsible individuals, up to and including termination of employment.

Covered Parties with responsibilities in the areas governed by the FDA are expected to have a thorough understanding of the laws, regulations and other relevant standards applicable to their job positions and to comply with those requirements. If any doubt exists regarding whether a Covered Party's job position or a particular course of action is governed by these laws and regulations, the Covered Party should seek advice immediately from a supervisor or the Chief Legal & Compliance Officer.

**5.3. Interactions with Healthcare Professionals.**

The Company markets and sells products for the health care industry. Strict federal and state laws and regulations govern Company interactions with healthcare professionals. Healthcare professionals typically include physicians, physician assistants, nurses, pharmacists, medical office and hospital administrators and others involved in prescribing, dispensing, administering or purchasing the Company's products. Healthcare professionals also include those who are in a position to influence the use of, recommend or facilitate access to the Company's products.

The Company is committed to conducting its business with healthcare professionals with the highest standards of business ethics and integrity. The Company may not offer healthcare professionals or government officials an improper inducement

(including any payment, kickback, bribe or rebate) for the purpose of influencing prescribing behavior, purchases, recommendations or formulary decisions.

#### **5.4. Selecting Reputable Business Partners.**

The Company is committed to working with business partners that share Company values and a commitment to ethical conduct. The Company requires due diligence on high-risk business partners before engagement and periodically monitors their activity after onboarding. No one may direct, authorize, condone or ignore behavior by business partners that would violate the Code if directly engaged in by a Covered Party.

#### **5.5. Promoting Fair Competition and Trade.**

Each Covered Party must deal fairly with the Company's customers, vendors, other business partners, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job. No Covered Party may take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of factors or any other related practice.

The Company requires compliance with antitrust and other trade regulation laws to prohibit agreements or actions that eliminate or discourage competition, establish or create the intention of a monopoly, artificially maintain prices or otherwise illegally impact commerce.

#### **5.6. Avoiding Bribery and Corruption.**

The Company strictly prohibits bribery and corruption in all forms. The Company prohibits seeking any improper advantage in business dealings and is committed to avoiding even the appearance of impropriety in interactions with government officials, competitors, customers, vendors, business partners and other third parties. Covered Parties must comply with all applicable anti-corruption and anti-bribery laws.

The Company prohibits improper payments and benefits. Specifically, Covered Parties may not offer, promise, provide or authorize giving anything of value, directly or indirectly, to anyone in exchange for an improper business advantage. Similarly, Covered Parties may not request or accept anything of value in exchange for improperly obtaining or maintaining a business relationship or granting business or a business advantage.

Covered Parties may not use their own funds to engage in any activity that is otherwise directly prohibited by this Code, nor may they make, authorize or condone improper payments through anyone else, including family members, customers, vendors, business partners or other third parties.

#### **5.7. Avoiding Insider Trading.**

U.S. federal securities laws prohibit buying or selling securities based on material nonpublic information about a company. Insider trading laws also prohibit relaying material nonpublic information to others to enable them to trade on it. Material nonpublic information is information about a company that has not been broadly disseminated or made widely available to the public and that a reasonable person would consider important in making investment decisions. Examples of material information may include, but are not limited to, information about significant contracts or proposed contracts with customers or suppliers, proposed acquisitions or divestitures, cybersecurity events, financial results or regulatory approvals.

Covered Parties must never use material nonpublic information concerning the Company to trade in Company securities, derivatives or the equivalent, during or after their employment at the Company, or pass it along to others for that purpose.

See the Company's Insider Trading Policy for additional information.

**6. Political Involvement and Contributions.**

Covered Parties may participate in the political process as individuals on their own time. However, Covered Parties must make every effort to ensure that they do not create the impression that they speak or act on behalf of the Company with respect to political matters. Company contributions to any political candidate or party or to any other organization that might use the contributions for a political candidate or party are prohibited. A Covered Party may not receive any reimbursement from corporate funds for a personal political contribution.

**7. Discrimination and Harassment.**

The Company is an equal opportunity employer and will not tolerate discrimination or harassment of any kind. The Company is committed to providing a workplace free of discrimination and harassment based on race, color, religion, age, gender, national origin, ancestry, sexual orientation, disability, veteran status or any other basis prohibited by applicable law. Examples include derogatory comments based on a person's protected class and sexual harassment, including but not limited to unwelcome sexual advances. Similarly, offensive or hostile working conditions created by such harassment or discrimination will not be tolerated.

**8. Personal Conduct and Social Media.**

Covered Parties should take care when presenting themselves in public settings, as well as online and in web-based forums or networking sites. Each Covered Party is encouraged to conduct himself or herself in a responsible, respectful and honest manner at all times. Unless authorized by the Company, Covered Parties' online postings must not suggest that they are speaking on behalf of the Company or identify customers or vendors by name. Covered Parties must also not use these forums to disclose confidential information regarding the Company or otherwise unlawfully use or disclose Company logos, trademarks or other intellectual property. Covered Parties must not post any content that is vulgar, obscene, threatening, intimidating or that would violate the Company's workplace policies against discrimination or harassment.

Covered Parties should be aware that that even after a post is deleted, certain technology may still make that content available to readers.

**9. Public Statements and Disclosures.**

The information in the Company's public communications, including in all reports and documents filed with or submitted to the SEC, must be full, fair, accurate, timely and understandable.

To ensure the Company meets this standard, all Covered Parties (to the extent they are involved in the Company's financial reporting and disclosure processes) are required to maintain familiarity with the disclosure requirements, processes and procedures applicable to the Company commensurate with their duties. Covered Parties are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit material facts about the Company to others, including the Company's independent auditors, governmental regulators and self-regulatory organizations.

10. **Website Disclosure.**

This Code, as may be amended from time to time, shall be posted on the Company's website. The Company shall state in its annual proxy statement that this Code is available on the Company's website address as required by applicable law or regulation.

11. **Changes To and Annual Review of the Code.**

Any changes to this Code may only be made by the Nominating and Corporate Governance Committee and will be recommended to the Board for approval and effective upon approval by the Board. The Nominating and Corporate Governance Committee will review and reassess the adequacy of this Code at least annually and recommend to the Board any changes the Nominating and Corporate Governance Committee determines are appropriate. All changes must be promptly disclosed as required by applicable law or regulation.

12. **Waivers.**

Any waiver of this Code for our directors, executive officers or other principal financial officers (which shall include our principal accounting officer and controller if such persons are not executive officers of the Company) may be made only by our Board or a designated committee of the Board and will be disclosed to the public as required by law or the listing standards of The Nasdaq Stock Market LLC, when applicable. Waivers of this Code for other Covered Parties may be made only by the Chief Legal & Compliance Officer and will be reported to our Nominating and Corporate Governance Committee.