



**EKSO BIONICS HOLDINGS, INC.
PROFESSIONAL CONDUCT &
ETHICS POLICY (PCE)**

(Global)

APRIL 2014

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**EKSO BIONICS HOLDINGS, INC.
PROFESSIONAL CONDUCT AND
ETHICS POLICY**

Ekso Bionics Holdings, Inc. (the “Company” or “Ekso Bionics” and including Ekso Bionics, Inc., Ekso Bionics, Ltd. and any future subsidiaries) is committed to the highest standards of business, professional and ethical conduct. This requires that we conduct our business in accordance with all applicable laws and regulations as well as high ethical standards. The Ekso Bionics Holdings, Inc. Professional Conduct and Ethics Policy (the “PCE Policy”) helps each of us to do this by providing a statement of the fundamental principles, policies and procedures that govern our business.

The PCE Policy applies to all directors, officers and employees of the Company including any subsidiaries or international entities. We refer to all persons covered by this policy as “employees.” As our business depends on the reputation of all of us for integrity and principled business conduct, the policies referenced in this document go beyond the requirements of the law. The PCE Policy does not cover every situation that may arise, nor is it intended to be a comprehensive guide to all of Ekso Bionics’ employment and administrative policies. Consult the references that appear throughout this document, local regulations where applicable, the Ekso Team Handbook and other Company guidelines, practices and policies documentation for additional information.

Our Shared Responsibilities

Each of us is responsible for knowing and understanding the policies, practices and guidelines contained in the following pages, and each of us must certify in writing, on an annual basis, that we have read and understand these policies. If you have questions or ethical concerns, please discuss them with your supervisor or any member of the executive team. At all times, our conduct should reflect Ekso Bionics’ culture and values, demonstrate ethical leadership, and promote a work environment that upholds Ekso Bionics’ reputation of integrity, ethical conduct and trust and our values of courage, respect, and reliability. Employees should conduct business that is ethical at all times and in all situations and influence others to act ethically in accordance with this policy.

RESPONSIBILITY TO OUR ORGANIZATION**Conflicts of Interest**

Decisions made and actions taken by each and every one of us during our employment with Ekso Bionics should be based on the best interests of the Company, and not on personal relationships or benefits. A “conflict of interest” exists when a person’s private interests interfere, or appear to interfere, with the interests of the Company. We strive to avoid any private interest that may influence our ability to act in the best interest of the Company or that may make it difficult for us to perform our work objectively. There are many types of conflicts of interest. The following are some common examples:

- Outside Employment: Ekso Bionics strongly discourages outside employment, and prohibits outside employment of an employee in a business that competes with the Company or deprives it of any business. Ekso Bionics' employees are required to obtain approval from their respective functional executive and the CEO before accepting any outside employment opportunity or position that may conflict with the Company's interests.
- Financial Interests: Ekso Bionics employees may not obtain improper benefits or favors because of their position with the Company. This is discussed in greater detail under "Entertainment, Gifts and Gratuities," below. Further, an employee may not have a financial interest, either directly or indirectly, for example, through a family member, in a business enterprise if that interest affects the performance of the employee's duties or conflicts with the interests of the Company.
- Corporate Opportunity: Ekso Bionics' employees may not use Company property or information, or their respective position with the Company, to secure a personal business opportunity. If an employee discovers a business opportunity through the use of Company property, information, or through their position with the Company, they should first present the opportunity to the Company before pursuing the opportunity in another capacity.
- Service on Boards or Committees: No Ekso Bionics employee may serve on a board of directors or trustees or on a committee of any entity whose interests could be expected to conflict with those of the Company. Ekso Bionics employees must obtain approval from their respective functional executive and the CEO or CFO before accepting any such position.

A conflict of interest will sometimes develop accidentally and is not always easy to identify. If you feel you have a conflict, disclose it to your functional executive and the CEO or CFO immediately; further, any potential conflicts must be identified in connection with your annual review of this policy. Finally, if you observe a situation that you believe to be a conflict of interest, you must report this similarly.

Entertainment, Gifts and Gratuities

When you make business decisions on behalf of Ekso Bionics, decisions must be based on uncompromised, objective judgment. Never accept gifts or other benefits if your business judgment or decisions could be affected. Unsolicited gifts and business courtesies, including meals and entertainment, are permissible if they are customary and commonly accepted business courtesies, are not excessive in value, and are given and accepted without an understanding that you are in any way obligated by your acceptance of the gift. If you are uncertain as to whether acceptance of such a gift is appropriate, ask your manager or any member of the executive team.

When you provide a gift, entertainment or other accommodation in connection with Company business, do so in a manner that is appropriate, maintains the Company's reputation, and without excessive expense. You may not furnish any gift that is of more than token value, goes beyond the common courtesies associated with accepted business practices, or that is contrary to applicable law and regulation. You may not give or offer to give gifts that could be

viewed as an inducement to or a reward for any business decision. If you are uncertain as to whether such a gift is appropriate, ask your manager or a member of the executive team.

What is acceptable in a commercial business environment may be entirely unacceptable in dealings with the United States and various worldwide governments. There are strict laws that govern providing gifts, including meals, entertainment, transportation and lodging, to government employee(s). In the United States, you are prohibited from providing gifts or anything of value to government employees or their families in connection with Ekso Bionics' business without prior written approval from your functional executive and the CTO. In foreign jurisdictions, there may be additional requirements. Please seek approval from your functional executive if your planned action is in question.

Competition and Fair Dealing

At Ekso Bionics, we seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. To lawfully compete in the marketplace, we all must respect the rights of and deal fairly with Ekso Bionics' customers, suppliers, business partners and competitors. Do not take unfair advantage of anyone through deception, misrepresentation, manipulation, bribery, coercion, or abuse of privileged information.

Most countries have laws designed to encourage and protect fair competition. These laws are broad and far-reaching, regulating Ekso Bionics' relationships with its distributors, suppliers and customers, and addressing such areas as pricing practices, terms of sale, credit terms, promotional allowances, termination and many other practices. Should you have any questions or concerns respecting these types of issues, please contact a member of the executive team to discuss.

Ekso Bionics has strict rules concerning sales agreements. All sales terms must be incorporated into the relevant sales contract or purchase order and approved by the functional executive and finance. Informal commitments to customers, including commitments contained in emails or oral communications, are considered side agreements and are strictly prohibited.

Protection and Proper Use of Company Assets – Financial Integrity

Financial integrity is essential to the success of Ekso Bionics. We each have a duty to protect Ekso Bionics' assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our cash management and profitability. Each employee is responsible to safeguard Company property, including cash, resources, real property, and intellectual property and protect such property from theft or misuse. When leaving the Company, all Ekso Bionics' property must be returned to the Company.

Financial assets such as cash are one of the most important assets of the Company. Advances of such financial assets to employees for personal use are strongly discouraged. Any proposed exception must be approved by the functional executive and CFO, and be properly documented and tracked in the Company's financial system.

Accurate and reliable financial and business records are of critical importance in meeting Ekso

Bionics' financial, legal and business obligations. All employees must complete documents accurately, truthfully and in a timely manner, including all travel and expense reports. The making of false or misleading entries, records, reports or documentation is strictly prohibited.

We are often asked to disclose accurate and complete financial information and the results of our operations, especially when seeking future funding. It is Ekso Bionics' policy to make full, fair, accurate, timely and understandable reports and disclosures to regulatory authorities and the public, including in all documents that the Company files with or submits to all current and potential shareholders, the Securities and Exchange Commission (SEC) and in all other public communication made by the Company where applicable.

Employees must comply with all applicable laws and regulations and the requirements of other appropriate private and public regulatory authorities applicable to our financial and business records. This includes making sure that our financial statements comply with generally accepted accounting principles, the Company's accounting policies and its system of internal controls.

Dishonest or inaccurate reporting can lead to civil or even criminal liability for employees and the Company and can lead to a loss of public faith in the Company. Employees are expected to report any observed or suspected violations of law or regulation, Company policy or activity that might constitute financial fraud or financial misconduct. Any employee who believes that a violation of law or a failure of compliance has occurred, or is occurring, should report such information to a member of the executive team and a member of the Audit Committee of the Board of Directors.

Records Retention

In the course of its business, Ekso Bionics produces and receives large numbers of records. Numerous laws require the retention of certain records for various periods of time. Ekso Bionics is committed to compliance with all such laws. Under no circumstances should any employee selectively destroy Company records or maintain such records outside of Company premises or designated storage facilities.

Should you receive a subpoena or learn of a lawsuit or government investigation relating to documentation within your control immediately contact a member of the executive team. In such situations, employees must preserve ALL records that may be required in response to the subpoena or relevant to the litigation or that may pertain to the investigation until advised otherwise by Legal Counsel designated to represent the Company. All employees must also affirmatively preserve from destruction all relevant records that without intervention would automatically be destroyed or erased (such as emails and voicemail messages).

Confidential Information

In performing your duties, employees may learn facts about Ekso Bionics' business, plans or operations that are not known to the general public. Sensitive information such as customer data, the terms offered or prices charged to particular customers, marketing or strategic plans, product specifications and production techniques, and personal information and records of customers, vendors, employees, officers and directors are examples of confidential information. During the performance of your responsibilities, you may also obtain information concerning possible transactions with other companies or receive confidential information

concerning other companies, such as our customers, which Ekso Bionics may be under an obligation to maintain as confidential.

All employees must maintain the confidentiality of information entrusted to us by the Company or its customers. This obligation extends to information relating to the patients of our customers as well. Each employee is required to execute the Employee Inventions Assignment and Confidential Information Agreement (EIACIA) and to abide by that Agreement. If, in doing business with persons not employed by the Company, you foresee a potential need to disclose confidential information, please contact a member of the executive team to determine how to proceed. Should you learn of a lawsuit or government investigation relating to the Company or its activities, immediately contact a member of the executive team who will contact the Company designated Legal Counsel.

The obligation to treat information as confidential does not end when leaving the Company. Upon termination of employment, you must return everything that belongs to the Company, including all property and materials containing Company and customer confidential information. All exiting employees must not disclose confidential information to a new employer or to others after ceasing to be an Ekso Bionics employee per the EIACIA signed by each employee at the commencement of their employment with the Company.

Insider Trading

Ekso Bionics' policies and US securities laws prohibit insider trading. Insider trading means trading securities on the basis of material, non-public information or sharing material, non-public information with another person so they can trade. "Material" information is information that a reasonable investor would likely consider important when making a decision to buy, sell or hold securities. Some examples of material, non-public information would include the following if not otherwise publicly disclosed:

- Earnings, revenues or other financial information
- Business conditions or strategies, including sales volumes, margins and conditions affecting our industry
- Potential mergers, acquisitions, tender offers, joint ventures or changes in assets
- Introduction of significant new products or services or business development initiatives
- Developments regarding customers or suppliers, including the gain or loss of customers or suppliers
- Changes in the control or management of Ekso Bionics;
- Borrowing activities or issues related to liquidity
- Events related to our securities (e.g. stock splits, dividend changes, share repurchases)

It is unethical and illegal to buy or sell stock or other securities on the basis of material non-public information.

It is also illegal to "tip" or pass on inside information to any other person if you know or reasonably suspect that the person receiving such information from you will misuse such information by trading in securities or passing such information on further, even if you do not receive any monetary benefit from the tippee. This applies to information regarding Ekso Bionics, as well as material non-public information about other companies obtained in the performance of your duties as an employee of Ekso Bionics. In addition, these restrictions apply

to family members, friends, or associates, and are in addition to our obligations with respect to nonpublic information generally, as discussed above.

All employees are expected to comply fully with the insider trading and securities laws. Failure to comply with insider trading laws can result in substantial civil and criminal penalties. To help ensure that you do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, the Company has adopted an Insider Trading Policy, which is available from the Company's CFO.

If you are uncertain about the constraints on your purchase or sale of any Company securities or the securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the Company's CFO before making any such purchase or sale.

Communications with the Media

Only specifically designated representatives of the Company may communicate with the media, regulatory and government officials, securities analysts and investors about Ekso Bionics. Unless expressly authorized to make such communications, if you receive any inquiry about the Company from the media, a regulatory or government official, a securities analyst or an investor, please refer the inquiry to a member of the executive team.

Intellectual Property

Protection of Ekso Bionics' intellectual property – including its patents, trade secrets, copyrights, and trademarks, scientific and technical knowledge – is essential to maintaining our competitive advantage. The intellectual property generated while doing our jobs contributes to the strength of Ekso Bionics, and we all have a duty to protect these valuable assets from misuse and unauthorized disclosure.

Similarly, it is Ekso Bionics' policy not to infringe upon the intellectual property rights of others. When using the name, trademarks, logos or printed materials of another company, including any such uses on the Ekso Bionics website, please do so properly and in accordance with applicable law.

Questions about Ekso Bionics' intellectual property or that of another company should be directed to a member of the executive team. With regard to the proper use of Company trademarks, please seek advice from the Marketing team.

Computer and Communications Resources

Ekso Bionics' computer and communication resources, including computers, voicemail and email, provide substantial benefits, but they also present significant security and liability risks. It is extremely important that we take all necessary measures to secure our computers and any computer or voicemail passwords.

It is also important to remember that when using Company resources to send email, voicemail or to access Internet service or social media outlets, we are acting as representatives of the Company. Any improper use of these resources may reflect poorly on the Company, damage

its reputation, and expose both employees and the Company to liability.

The computing resources used to provide computing and network connections are the property of Ekso Bionics and are intended for use by employees to conduct Company business. Ekso Bionics allows incidental personal use of such resources, such as sending and receiving personal email, provided the use is truly incidental and does not interfere with work at the Company. All email, voicemail and personal files stored on Ekso Bionics' computers, including personal messages on the email and voicemail systems, are Ekso Bionics' property. Therefore, employees should have no expectation of personal privacy in connection with the use of these resources. Ekso Bionics may, from time to time and at its sole discretion, review any files stored or transmitted on its computer and communication resources, including email messages, for compliance with Company policy.

Use of Ekso Bionics' computer and communications resources must be consistent with all other Company policies, including those relating to harassment, privacy, copyright, trademark, trade secret and other intellectual property considerations. In particular, do not use personal software on Company computers unless that software is purchased, licensed and installed in accordance with Company guidelines regarding the Use of Software and Acceptable Use of Information Systems Resources. Please consult your manager or the IT team for additional information.

RESPONSIBILITY TO OUR PEOPLE

Respecting One Another

The way we treat each other and our work environment affects the way we do our jobs. All employees want and deserve a workplace where they are respected and appreciated, and everyone who works for the Company and its subsidiaries must contribute to the creation and maintenance of such an environment. Our core value of Respect is defined as follows: The regard by which all people are held, both within and outside the Company including a) showing compassion for others (empathy), b) communicating openly and sharing information, and c) making quality decisions.

Employee Data Privacy

We respect the privacy and dignity of all individuals. While Ekso Bionics collects and maintains personal information that relates to employment, including medical and benefits information, special care is taken to limit access to such information to personnel with a need to know such information for a legitimate purpose. Employees who are responsible for maintaining personal information and those who are provided access to such information must not disclose private information in violation of applicable law or Company policy.

Equal Employment Opportunity and Nondiscrimination

Ekso Bionics does not tolerate discrimination against any person on the basis of race, religion, creed, color, gender, medical condition, age, marital status, national origin, sexual orientation, citizenship status, and veteran status, physical or mental disability or on any other basis prohibited by law in recruiting, hiring, placement, promotion, compensation, benefits or any

other term or condition of employment.

All employees, customers, suppliers, investors, partners and others must be treated with respect and dignity.

Sexual and Other Forms of Harassment

Ekso Bionics strictly prohibits any form of harassment in the workplace on the basis of a protected characteristic, such as race, religion, creed color, gender, medical condition, age, marital status, national origin, sexual orientation, citizenship status, and veteran status, or physical or mental disability. Ekso Bionics will promptly take appropriate action to prevent and discipline behavior that violates this policy.

Harassment can include verbal comments (including slurs, jokes, insults, or derogatory comments), visual conduct (including offensive cartoons, drawings, computer displays, or emails), and physical conduct (including unwelcome touching, physical threats, and blocking someone's way). Conduct may be considered harassment even when the harasser does not realize his/her conduct is perceived by others to be offensive.

Sexual harassment consists of unwelcome verbal, visual or physical conduct toward any person because of or based upon his/her gender when:

- Submissions to such conduct is made either explicitly or implicitly a condition of that person's employment;
- Submission to or rejection of such conduct is used as the basis for an employment decision affecting him/her; or
- Such conduct interferes with that person's work performance or creates an intimidating, hostile or offensive work environment.

The following are examples of conduct that can be considered sexual harassment:

- Unwelcome sexual advances, propositions, gestures, flirtations, or leering;
- Unwelcome touching, pinching, impeding or blocking normal movement;
- Requests or demands for sexual favors in exchange for favorable treatment;
- Obscene or vulgar gestures, letters, pictures, or comments;
- Sexual jokes, sexually suggestive comments, comments about a person's body, sexual prowess or sexual deficiencies or comments about one's own or someone else's sex life;
- Sexually explicit email or voicemail; and
- Conduct consistently targeted at only one gender, even if the content is not sexual.

If you feel you are being harassed, immediately notify a manager, someone with whom you feel comfortable, or a member of the executive team. Every manager who witnesses any conduct that could be construed as harassment or who learns of any employee's concerns about harassment, whether in a formal complaint or informally, must immediately report the matter to the Chief Financial Officer or other member of the executive team.

All complaints will be investigated immediately. All such matters will be kept confidential to the extent possible. Ekso Bionics will not tolerate retaliation against any employee for making a complaint or report regarding harassment or for participating in the investigation of such a complaint or report.

Any employee found to be responsible for harassment, or for retaliating against any individual for reporting a claim of harassment or cooperating in an investigation, will be subject to disciplinary action, up to and including immediate termination of employment. For additional information, please review our Ekso Bionics Team Handbook. Health and Safety in the Workplace

Providing a safe and healthy work environment is an important Ekso Bionics objective. We all have a responsibility for maintaining a safe and healthy workplace for all employees and visitors by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Please consult with your manager, a member of the Safety team or the Illness and Injury Prevention Plan (IIPP) for further information.

Violence and threatening behavior are not permitted. We all should report to work in condition to perform our duties, free from the influence of alcohol or illegal drugs. The use of alcohol will not be tolerated in the workplace unless in connection with a Company-sponsored event. The use of illegal drugs in the workplace will not be tolerated under any circumstance.

INTERACTING WITH THE GOVERNMENT

Gifts to US Government Officials and Employees

The various branches of the United States (US) government have laws restricting gifts, including meals, entertainment, transportation and lodging that may be provided to government officials and employees. We all are prohibited from providing gifts, meals or anything of value to government officials or employees or members of their families without prior written approval from a functional executive and the CTO.

Gifts to Foreign Officials

The United States Foreign Corrupt Practices Act, together with the laws of many other countries and Ekso Bionics policy, prohibit any Ekso Bionics officer, employee or agent from giving or offering to give money or anything of value to a foreign official, a foreign political party, a party official or a candidate for political office in order to influence official acts or decisions of that person or entity, to obtain or retain business, or to secure any improper advantage. It is strictly prohibited to make illegal payments to government officials of any country.

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 (US) against countries that the US government considers unfriendly or as supporting international terrorism. The US regulations are complex and apply both to exports from the US and to exports of products from other countries when those products contain US-origin components or technology. Software created in the US 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 US or access by foreign nationals to certain technology may

constitute a controlled export.

Please contact a member of the executive team for guidance on which countries are prohibited destinations for Ekso Bionics' products or whether a proposed technical presentation or the provision of controlled technology to foreign nationals may require a US government license.

IMPLEMENTATION OF THIS POLICY

Raising Concerns and Reporting Violations

We all must work to ensure prompt and consistent action against violations of this PCE Policy. However, this PCE policy cannot anticipate every issue you may encounter. Situations in the workplace may arise where the proper course of action may not be clear or where you feel uncomfortable.

If you encounter a situation that does not feel quite right, you should stop and reflect. If something seems unethical or improper to you, it may very well be. Before taking action, ask yourself:

- Does something feel wrong about this situation?
- Would my action be consistent with this PCE Policy, applicable policies, procedures and laws?
- How might my decision impact others?
- Would my action or failure to act result in even the appearance of impropriety?
- What might be the consequences of my action or inaction?

If you have any questions regarding the best course of action in a particular situation, or if you suspect or become aware of a possible violation of a law, regulation, this PCE Policy or ethical standards, you should promptly contact any of the following:

- Your manager or another member of management or the executive team;
- Internal legal counsel;
- Ekso Bionics' compliance officer; or
- The Board of Directors.

If you prefer to submit your concerns in writing, please address them to:

Ekso Bionics Holdings, Inc.
Attn: Chief Financial Officer
1414 Harbour Way South, Suite 1201
Richmond, CA 94804

All contacts and investigations are treated as confidentially as possible, consistent with the need to investigate and address the matter, and subject to applicable laws and regulations. Ekso Bionics encourages you to communicate your concerns openly.

Ekso Bionics does not permit retaliation of any kind against anyone for good faith reports of violations of law, regulation, this PCE Policy or ethical standards.

Complaints Regarding Accounting and Auditing Matters

The Audit Committee of the Board of Directors has established specific procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees regarding questionable accounting or auditing matters.

The Audit Committee is responsible for overseeing the receipt, retention and investigation of and response to all reports related to accounting or auditing matters.

In connection with the investigation of a report related to accounting or auditing matters, the Audit Committee may consult with, and obtain the assistance of, any member of the Company's management who is not the subject of the report. In addition, the Audit Committee may, in its sole discretion, retain independent legal, accounting or other advisors as may be necessary or appropriate. Upon completion of the investigation of a report, the Audit Committee will take such prompt and appropriate corrective action, if any, as in its or his or her judgment is deemed warranted.

Reports can be made, at any time, confidentially and anonymously, by writing to the address set forth below:

Ekso Bionics Holdings, Inc.
Attn: Chairman of the Audit Committee
1414 Harbour Way South, Suite 1201
Richmond, CA 94804

Investigations of Suspected Violations

All reported violations of the PCE Policy will be promptly investigated and treated confidentially to the extent reasonably possible. Audits to monitor compliance will be conducted as reasonable and necessary or as required by applicable law or regulation.

Discipline for Violations

Ekso Bionics will use every reasonable effort to prevent conduct not in compliance with the PCE Policy and to halt any such conduct as soon as possible after its discovery. Subject to applicable law and agreements, employees who violate this policy and / or other Company policies and procedures may be subject to disciplinary action, up to and including termination of employment.

No Rights Created

This PCE Policy is a statement of the fundamental principles and key policies and procedures that govern the conduct of our business. It does not change the nature of an employment relationship with the Company. Ekso Bionics employees are employed at-will, except when covered by an express, written employment agreement (typically found in countries outside of the United States). This means that you may choose to resign your employment at any time, for any reason or for no reason at all. Similarly, Ekso Bionics may choose to terminate your

employment at any time, for any legal reason or for no reason at all, but not for an unlawful reason.

Remember

Ultimate responsibility to ensure that we as a Company comply with the many laws, regulations and ethical standards affecting our business rests with each of us. Please conduct yourself in accordance with Ekso Bionics' values, become familiar with and conduct yourself strictly in compliance with applicable laws, regulations and standards and our policies, practices and guidelines pertaining to these laws.

ACKNOWLEDGEMENT FORM

I have received and read the Ekso Bionics Holdings, Inc. Professional Conduct and Ethics Policy (“PCE Policy”), and I understand its contents. I agree to comply fully with the values, standards, policies, practices and procedures contained in the PCE Policy and the Company’s related policies, guidelines and procedures. I understand I have an obligation to report to a member of the Company’s executive team any suspected violations of the PCE Policy of which I am aware. I acknowledge that the PCE Policy is a statement of policies for business, professional and ethical conduct and does not, in any way, constitute an employment contract or an assurance of continued employment.

At this point in time, I am aware of circumstances that may constitute “conflicts of interest” or potential “conflicts of interest” as defined in the PCE Policy: Yes No

If yes, please identify the details or circumstances: _____

Print Name

Signature

Date