

**CHARTER OF THE
COMPENSATION & MANAGEMENT DEVELOPMENT
COMMITTEE OF THE BOARD OF DIRECTORS OF INTERPACE
BIOSCIENCES, INC.**

I. PURPOSE AND SCOPE

The primary purposes of the Compensation & Management Development Committee (the “Committee”) of the Board of Directors (the “Board”) of Interpace Biosciences, Inc. (the “Company”) are: (i) to establish and maintain executive compensation policies for the Company consistent with corporate objectives and stockholder interests, and (ii) to oversee the competency and qualifications of the Company’s senior management personnel and the provisions of senior management succession planning.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of three or more directors as determined from time to time by resolution of the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the Nasdaq Stock Market LLC (“Nasdaq”) and the rules and regulations promulgated by the Securities and Exchange Commission (the “SEC”). In particular, each member of the Committee shall be an independent director, as independence is defined in accordance with the rules, regulations and standards of Nasdaq, and as well as any additional applicable independence rules under applicable law, as determined in the business judgment of the Board.

Director’s fees (including any additional compensation to chairs of committees and to members of committees of the Board and the reimbursement of costs and expenses) are the only compensation a member of the Committee may receive from the Company; provided, however, that a member of the Committee may also participate in forms of deferred compensation from the Company for prior service so long as such compensation is not contingent in any way on continued service.

The members of the Committee shall be elected annually to one-year terms by majority vote of the Board at the first meeting of the Board following the annual meeting of stockholders. Any vacancy on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. No member of the Committee shall be removed except by majority vote of the directors of the Board. All elections and removals shall be made upon the recommendation of the Nominating and Corporate Governance Committee.

In addition, a person may serve on the Committee only if the Board determines that he or she is a “Non-Employee Director” as defined under applicable federal securities laws¹. Members of this Committee may be eligible for awards, including stock-based awards such as stock options, restricted stock, SARS, or deferred stock, available under the Company’s 2019 Equity Incentive Plan. In exercising its responsibilities, the Committee may consider the recommendations of senior management and the Committee’s executive compensation consultants.

III. DUTIES AND RESPONSIBILITIES

¹ See Rule 16b-3 under the Securities Exchange Act of 1934.

The Committee is responsible for a broad range of activities, including the following:

- Review and provide input to the Board regarding the Company's goals and objectives relevant to Chief Executive Officer compensation, including consideration of market data, internal salary relationships and such other factors as the Committee deems appropriate.
- Review and make recommendations to the Board regarding all compensation of the Chief Executive Officer, including but not limited to (1) annual base salary level, (2) annual incentive opportunity level, (3) long-term opportunity incentive level, and (4) any special or supplemental benefits or perquisites.
- Review and approve the Company's goals and objectives relevant to other executive officers' compensation, including consideration of market data, internal salary relationships and such other factors as the Committee deems appropriate.
- Review and approve all compensation of other executive officers and selected key management employees after reviewing the annual evaluation of the performance of such officers and the compensation recommendations made by the Chief Executive Officer.
- Review and approve the Company's peer companies and other data sources for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate competitive position of the levels and mix of compensation elements.
- Review and approve individual grants of incentive awards Company-wide, and any amendments thereto (other than grants to the Chief Executive Officer, with respect to which the Committee shall make recommendations to the Board); provided that the Committee may authorize a pool of equity awards from which the Chief Executive Officer may make grants of equity-based compensation to eligible individuals who are not executive officers.
- Review and approve annual compensation plans, incentive plans and benefit plans and review any changes to such plans which may result in a material change to executive compensation.
- Review and recommend to the Board equity plans for directors, executive officers, employees and other eligible service providers, including any material amendments thereto, which plans and/or amendments require the approval of the Company's stockholders.
- Review and approve all deferred compensation plans and defined contribution plans for employees and directors.
- Oversee management's decisions regarding Company-wide benefit plans as appropriate.
- Perform the administrative functions assigned to the Committee by the Board or the provisions of any incentive compensation plan, equity-based plan, employee stock purchase plan or other employee benefit plan.
- Review compensation arrangements Company-wide to confirm that the Company's

compensation plans, policies and practices for all employees do not create risks that are reasonably likely to have a material adverse effect on the Company.

- Review and approve the implementation of, and any material changes or modifications to, employee and director stock ownership guidelines.
- Review and approve general guidelines for senior and executive management employment and separation agreements and review and approve employment and separation agreements of the Company's executive officers.
- Review and discuss with management the Compensation Discussion and Analysis section (the "CD&A") required to be included in the Company's annual proxy statement by the rules and regulations of the SEC and, based on such review and discussion, make a recommendation to the Board as to whether the CD&A as proposed by the Company's management should be included in the Company's annual report and proxy statement.
- Prepare the annual Compensation Committee Report for inclusion in the Company's annual proxy statement in accordance with the applicable rules and regulations of the SEC.
- Ensure that any compensation consultant retained by the Committee is independent of the Company.
- Review and recommend to the Board compensation for non-employee directors, committees of the Board, and Chairman of the Board.
- Evaluate annually the adequacy of this Charter of the Compensation & Management Development Committee (the "Charter") and whether the Charter appropriately addresses the matters that are or should be within its scope.
- Evaluate, on an annual basis, its performance in fulfilling its duties and responsibilities under the Charter by addressing all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner and the adequacy of the reporting and information provided by management to support the Committee's responsibilities.
- Perform any other activities consistent with the Charter, the Company's Certificate of Incorporation and Bylaws and applicable laws and regulations of the SEC, Nasdaq or any other regulatory or governmental body, as the Committee deems appropriate or as requested by the Board.

IV. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee may fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and the Charter. The Committee shall meet once every fiscal quarter or more frequently as it shall determine is necessary to carry out its duties and responsibilities. The Committee will hold at least two executive sessions each year without members of management present. The Committee, in its discretion, may ask members of management or others to attend its meetings and to

provide pertinent information as necessary.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The Committee shall act by a majority vote of the Committee members in attendance at any meeting at which there is a quorum.

The Board shall designate one member of the Committee to act as the Chairperson of the Committee, after considering the recommendation of the Nominating and Corporate Governance Committee. The Committee member so designated shall (i) chair all meetings of the Committee; and (ii) perform such other activities as from time to time are requested by the other Committee members or as circumstances indicate. The Chairperson or any one or more members of the Committee, as designated by the Committee, may act on behalf of the Committee. The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided*, however, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

V. ACCOUNTABILITY

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting and shall review with the Board significant issues or concerns that arise at the Committee meetings. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

VI. OUTSIDE ADVISORS

The Committee has the authority to retain counsel and experts as deemed appropriate to be used to assist it in the evaluation of executive compensation, and shall have the authority to approve the consultant's fees and the other terms and conditions of the consultant's retention.

The Committee shall not select or obtain advice from any such expert, outside consultant, external legal, accounting, compensation or other advisor without first taking into consideration the factors relevant to such advisor's independence specified in Nasdaq Listing Rule 5605(d)(3) and considering and addressing any conflicts of interest between the Company and such advisor, which would require disclosure pursuant to Item 407(e)(3)(iv) of Regulation S-K (or any successor disclosure item).

VII. MANAGEMENT DEVELOPMENT

The Committee shall determine on an annual basis that a satisfactory system is in effect to review and evaluate the development and orderly succession of senior officers throughout the Company. The Committee, along with the Chief Executive Officer, shall present their findings of such a system to the Board.

As approved by the Board of Directors of Interpace Biosciences, Inc. (formerly known as Interpace Diagnostics Group, Inc.) on October 11, 2019