

COMPENSATION COMMITTEE CHARTER CANCER GENETICS, INC.

Purpose

The primary purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Cancer Genetics, Inc. (the “**Company**”) is to (i) facilitate the Board’s discharge of its responsibilities relating to the evaluation and compensation of the Company’s executives, (ii) oversee the administration of the Company’s compensation plans, (iii) review and determine director compensation and (iv) prepare any report on executive compensation required by the rules and regulations of the U.S. Securities and Exchange Commission (the “**SEC**”) and the listing standards of the NASDAQ.

Membership

The Committee shall be comprised of at least two members of the Board, the precise number to be determined from time to time by the Board. All Committee members will be non-employee directors. Members of the Committee shall be appointed by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of the director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this Committee.

Each member of the Committee shall be independent in accordance with the provisions of Rule 10C-1(b)(1) under Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and the rules of the NASDAQ Stock Market. Each member of the Committee must qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Exchange Act, and as “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code, as amended.

Committee Responsibilities and Powers

In furtherance of its purpose, the Committee shall have the following authority and responsibilities:

1. In consultation with senior management of the Company, the Committee shall establish, and periodically review, a general compensation strategy for the Company and its subsidiaries. The Committee shall also oversee the development and implementation of the Company’s compensation plans, including incentive and equity-based plans, to ensure that these plans are consistent with this general compensation strategy. The Committee shall administer all of the Company’s equity-based plans and such other plans as shall be designated from time to time by the Board.

2. The Committee shall at least annually (a) review and assess the corporate goals and objectives upon which the compensation of the Company’s chief executive officer (the “**CEO**”) is based, (b) evaluate the CEO’s performance in light of these goals and objectives and (c) report its assessment of the CEO’s performance and approve or make a recommendation to

the Board of appropriate compensation levels or other terms of employment for the CEO. In recommending the level of CEO compensation, the Committee shall consider all factors it deems relevant, including, without limitation, the Company's performance, relative stockholder return, the value of compensation packages of chief executive officers at comparable companies, and the incentive awards given to the Company's CEO in past years. The Committee shall review and make a recommendation regarding the approval of any employment agreements, consulting arrangements, severance and retirement arrangements involving the CEO. The CEO cannot be present during any voting or deliberations by the Committee on his compensation.

3. With input from the CEO (who shall not participate in deliberations regarding his or her own compensation), the Committee shall at least annually review and approve or make a recommendation to the Board of appropriate compensation levels or other terms of employment for each of the other executive officers of the Company. In recommending the level of compensation for such executive officers, the Committee shall consider all factors it deems relevant. The Committee shall review and make a recommendation regarding the approval of any employment agreements, consulting arrangements, severance and retirement arrangements involving such executive officers.

4. The Committee shall review, discuss with senior management of the Company and approve the compensation disclosure and analysis to be included in the Company's proxy statement as may be required by rules and regulations of the SEC and applicable listing standards of the NASDAQ. The Committee shall provide the Compensation Committee Report for inclusion in the Company's proxy statement as may be required by the rules and regulations of the SEC.

5. The Committee shall periodically review and recommend to the Board the form and amount of compensation (including perquisites and other benefits), and any additional compensation to be paid for service on the Board and Board committees and for service as a chairperson of a Board committee. In making its determinations, the Committee shall give due consideration to what is customary compensation for directors of comparable companies and any other factors it deems appropriate that are consistent with the policies and principles set forth in this charter and the Company's Corporate Governance Principles.

6. The Committee shall review and make recommendations to the Board with respect to the adoption of any incentive compensation plans and equity-based plans for the Company to be adopted or submitted to the Board for approval (subject, if necessary, to stockholder approval).

7. The Committee shall review and make recommendations to the Board with respect to any amendments to the compensation plans referred to above.

8. The Committee shall approve, or with respect to non-executive employees delegate the authority to approve, all individual awards of shares, share options and other benefits pursuant to the Company's (and to the extent consistent with the applicable plans, the Company's subsidiaries') equity-based plans. The Committee shall approve the form of all award documents utilized in connection with the Company's (and to the extent consistent with

the applicable plans, the Company's subsidiaries') equity-based plans.

9. In consultation with senior management of the Company, the Committee shall oversee regulatory compliance with respect to compensation matters affecting the Company.

10. The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities. The Committee shall have sole authority to retain such outside counsel, human resources experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms of such counsel, experts and advisors.

11. The Committee shall periodically review the adequacy of this charter and recommend any proposed changes to the Board for approval.

12. The Committee shall periodically conduct and present to the Board a performance evaluation of the Committee.

13. The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

14. In retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company's in-house counsel), the Committee must take into consideration the factors specified in NASDAQ listing standard 5605(d)(3). The Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the specified factors.] The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

Committee Structure and Operations

The Board shall designate one member of the Committee to act as its chairperson.

The Committee shall meet in person or telephonically at such times and places as shall be determined by the Committee chairperson. The chairperson, with input from the other members of the Committee, shall set the agendas for Committee meetings. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

The Committee shall maintain minutes containing a summary of the actions taken at each Committee meeting and shall make regular reports to the Board with respect to actions taken by the Committee and areas of the Committee's responsibilities.

The Committee shall have the authority to delegate matters to subcommittees of the Committee, subject to all laws and regulations applicable to the Committee (including without limitation regulations of the SEC and NASDAQ).