



**Interpace**  
**Biosciences™**

## **CODE OF BUSINESS CONDUCT**



Dear Colleagues:

The good name and reputation of Interpace Biosciences, Inc. and its affiliates and subsidiaries (collectively, “Interpace” or the “Company”) are a result of our shared dedication and hard work. Together we are responsible for preserving and enhancing Interpace’s culture and reputation, which are essential to our continued growth and success. We constantly strive not only to comply with the laws and regulations that apply to Interpace’s business and to maintain a culture of compliance but also to abide by the highest standards of business conduct.

This Code of Business Conduct (the “Code”), which has been approved by our Board of Directors, contains Interpace’s commitment to responsible and ethical business practices. In keeping with Interpace’s tradition of uncompromising ethical standards, this Code is regularly reviewed and updated to accord with evolving legal and ethical standards in our industry.

All officers, directors, employees, consultants and other representatives of Interpace are expected to comply with this Code and the Interpace policies and operating procedures that implement its guidance. Compliance with the Code is central to our collective well-being and Interpace’s continued success. If you have any questions, please speak to your supervisor, the Company’s Compliance Officer or Director, or anyone else in senior management at Interpace.

Of course, the Code and Interpace’s policies cannot address all the circumstances we face in our work. Ultimately, we rely on each of our good sense of what is right, when it is proper to seek guidance from others, and how to engage in appropriate conduct. Thank you for your cooperation in adhering to the Code and to Interpace’s high ethical standards.

Sincerely,

Jack Stover  
Chief Executive Officer

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## **About the Code of Business Conduct**

Interpace Biosciences, Inc. (“Interpace” or “the Company”) is committed to the highest standards of business conduct in our relationships with each other, our clients, stockholders, and others. The Code provides a statement of the fundamental principles guiding our conduct. Those principles are implemented in company policies and standard procedures that are set forth in the Code itself, the Interpace Employee Handbook, our corporate policies and procedures, and our daily practices.

Our business depends on the reputation of all of us for integrity and principled business conduct. Thus, Interpace’s policies may be more stringent than legal and regulatory requirements. As the Code is a statement of policies for individual and business conduct, it does not, in any way, constitute an employment contract or an assurance of continued employment.

## **Meeting Our Shared Obligations**

Our conduct must reflect the Company’s values, demonstrate ethical leadership, and promote a work environment that upholds the Company’s reputation for integrity, ethical conduct and trust. Accordingly, each of us is responsible for knowing, understanding, and following the policies and guidelines contained in the following pages, as well as the policies and procedures established by the Company. Our shared responsibilities include:

- Striving to act ethically and responsibly
- Asking for guidance and help when appropriate
- Promptly reporting concerns or misconduct
- Promptly responding to inquiries or reported violations
- Never retaliating in response to an inquiry or reported violation

Our Compliance and Human Resources departments share responsibility for compliance with this Code and are available to answer questions, provide guidance and receive or listen to your concerns about suspected misconduct. To facilitate oversight and implementation of the Code, moreover, the Company’s Compliance Department, Compliance Committee and subcommittees, comprising members of Company management, have been created and operate in accordance with Interpace’s policies and operating procedures.

## **Education and Training**

To ensure that our directors, officers, employees, and business partners fully understand the Code and the Company’s compliance program, the Company will engage in regular compliance training, covering overall Company compliance concerns and compliance issues specifically relevant to the individual’s position. All new employees, directors, and officers shall be trained on the Company’s compliance



program upon hire or upon becoming a director, as applicable, and all employees, directors, and officers shall be trained on the compliance program at least annually. Applicable business partners must also receive Company compliance training and agree to comply with applicable Company compliance policies.

## **RESPONSIBILITIES TO OUR ORGANIZATION**

### **Quality**

Interpace is committed to continuous quality improvement directed at improving patient care and services and fulfilling its mission. We strive to achieve best practices in the conduct of our business and laboratory affairs and we are committed to the highest level of integrity and ethical standards. All personnel are encouraged to observe and communicate their ideas and suggestions for quality improvement to their supervisors or the Interpace management team.

### **Confidential Information**

We all learn, to a greater or lesser degree, facts about the Company's business, plans, or "secrets of success" that are not known to the general public or to competitors. Confidential information may include, among other matters, trade secrets, know-how, inventions, technical data or specifications, patient data, customer information, business or financial information, research, development and manufacturing activities, product, sales, marketing and strategic plans, strategies or programs, operations, procedures, instructions, supplier information, communications with any governmental official or organization, and all related or similar information that is used in the Company's business and not generally known to the public. You may also obtain information concerning possible transactions with other companies or receive confidential information concerning other companies, which the Company may be under an obligation to maintain as confidential.

You must maintain the confidentiality of information entrusted to you by the Company or its clients, except when disclosure is authorized or legally mandated. If you possess or have access to confidential information or trade secrets, you must:

- Not use the information for your own benefit.
- Carefully guard against disclosure of the information to people outside the Company. For example, you should not discuss such matters with family members or business or social acquaintances or in places where the information may be overheard, such as taxis, public transportation, elevators or restaurants.
- Not disclose the information to another colleague unless he or she needs the information to carry out business responsibilities and is authorized to receive the information.



Your obligation to treat information as confidential does not end when you leave the Company. Upon the termination of your employment, you must return everything that belongs to the Company, including all documents and other materials containing Company and client confidential information. You must not disclose confidential information to a new employer or to others after ceasing to work for Interpace.

You may not disclose your previous employer's confidential information to the Company. Of course, you may use general skills and knowledge acquired during your previous employment. Questions about your obligations with respect to Confidential Information should be directed to the Company's Counsel or Compliance Officer.

### **Avoiding Conflicts of Interest**

A "conflict of interest" refers to a situation in which a personal financial interest or obligation to a third party conflicts with your obligations to the Company or to act in the Company's best interest. Conflicts of interest make it difficult for an employee to perform his or her work objectively and effectively. The appearance of a conflict of interest alone can adversely affect Interpace and its relations with customers, suppliers and employees. In some cases, conflicts of interest constitute a violation of state or federal law by the individual and the Company or require the Company to take additional actions to comply with the law. The Company may take any action that it deems necessary in its sole discretion to avoid or remedy an actual, prospective or perceived conflict of interest.

Conflicts of interest are not always clear cut. Questions about conflicts should be directed to your supervisor or the Compliance Officer. We must all handle actual or apparent conflicts of interest in an ethical manner, which may require either avoiding such conflicts or disclosing them. Although there are too many types of conflicts to list, some common examples are discussed below.

#### *Financial Interests in Other Businesses*

You may not own an interest in a company that competes directly or indirectly with Interpace and you must disclose, and obtain permission, to own an interest in a company that does business with Interpace (such as a Interpace client or supplier) from Interpace's Chief Financial Officer or Compliance Officer. Executive officers and members of the Board of Directors must obtain the written approval of the Chair of the Audit Committee of the Board of Directors (the "Audit Committee"), after securing the advice of the Company's Counsel, before making any such investment. Despite these rules, you are permitted acquire or own no more than 1% of the outstanding securities of competitors, clients or suppliers that are public companies (in other words, companies with stock listed on a national or international securities exchange), so long as the interest would not affect or impact your decisions on behalf of Interpace in any regard.

Without prior written approval from the Chief Executive Officer (“CEO”), you may not participate in a joint venture, partnership or other business arrangement with the Company. Executive officers and members of the Board of Directors must obtain the written approval of the Chair of the Audit Committee after securing the advice of the Company’s Counsel, before participating in such an arrangement.

#### *Outside Employment or Activities with a Competitor*

While working at Interpace, you are never allowed to work for a competitor of Interpace, whether as a consultant, board member, or in another role. You may not market products or services in competition with the Company’s current or potential business activities.

#### *Outside Employment with a Client or Supplier*

You may not be a client of, be employed by, serve as a director of, or represent a client of the Company. Similarly, without prior written approval from the Company’s Compliance Officer, you may not be a supplier or be employed by, serve as a director of or represent a supplier to the Company. Executive officers and members of the Board of Directors must obtain the written approval of the Chair of the Audit Committee before participating in any such arrangement.

#### *Corporate Opportunities*

We each owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. If you learn of a business or investment opportunity relevant to Interpace or its business, because of your position at the Company or while using Company facilities or resources, you must inform the Company about the opportunity. Further, you may not participate in the opportunity or make the investment yourself without the prior written approval of Company’s CEO or CFO.

#### *Family Members Working in the Industry*

We must all be cautious in circumstances in which a spouse or significant other, children, parents, or in-laws, or someone else with a familial or close personal relationship is a competitor, supplier or client of the Company or is employed by one. Such situations are not prohibited, but they call for extra sensitivity to security, confidentiality and conflicts of interest. You must disclose any such situation to your supervisor, or a member the Company’s Compliance Department to assess the nature and extent of any concern and how it can be resolved. In some instances, any risk to the Company’s interests is sufficiently remote that Company may decide only remind you to guard against inadvertently disclosing Interpace’s confidential information and not to be involved in decisions on behalf of Interpace that involve the other company.





## **Protection and Proper Use of Company Assets**

We each have a duty to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. You should take measures to prevent damage to and theft or misuse of Company property. Any suspected incidents of fraud or theft should be immediately reported to your supervisor or the Company's senior management for investigation.

When you leave the Company for any reason, all Company property must be returned to Interpace. Except as specifically authorized, Company assets, including Company time, equipment, materials, resources and proprietary information, must be used for legitimate business purposes only, though incidental personal use (such as, for example, of Company telephones) may be permitted.

### **Intellectual Property: Patents, Trademarks, Copyrights, Trade Secrets and Data**

Interpace is a technology-based company that has been built upon proprietary intellectual property. Interpace protects its own intellectual property, which may include copyrights, patents, trademarks, or trade secrets and respects intellectual property owned by others. If you create intellectual property in the course of your work or with Company resources or facilities, it will be owned by the Company. For example, writings and software that you develop at work are considered "work for hire" under the Copyright laws. Similarly, Company policy provides that all inventions by employees in the course of their work (or using company resources or facilities) are automatically assigned to the Company and that you will cooperate with Company's efforts to gain patent protection for such inventions, if it chooses to seek such protection. Questions about the Company's intellectual property or rights to use the intellectual property of others should be directed to the Company's Counsel.

#### *Patents and Trade Secrets*

Third parties may not use Company patents or trade secrets without a written license agreement executed by the Company's CEO or other authorized executive. Conversely, the Company may license patented technologies or trade secret technologies from third parties. Patented inventions or trade secrets owned by third parties and not licensed by the Company may not be used to perform, make or sell any of the Company's services or products. Interpace will not acquire or use the proprietary trade secret information of third parties without the written consent of the owner of such information.

#### *Trademarks*

Our logos and the name "Interpace" or "Interpace, Inc." are examples of Company trademarks. You must always properly use our trademarks and advise your supervisor or the Company's senior management of infringements by others. Similarly, the trademarks of third parties must be used properly, which typically requires the owner's written permission.

Works of authorship such as books, articles, computer software and other such materials may be covered by copyright laws. Copyright laws prohibit the unauthorized use, duplication or distribution of copyrighted works (which may include computer software; printed articles from publications; CDs/DVDs/videos; or photographs) by any means - whether written, electronic or oral. It is a violation of those laws and of Company policy to make unauthorized copies of or derivative works based upon copyrighted materials. The absence of a copyright notice does not necessarily mean that the materials are not copyrighted.

The Company licenses the use of much of its computer software from outside companies. In most instances, this computer software is protected by copyright. You may not make, acquire or use unauthorized copies of computer software.

### **Books and Records; Expenses**

You must record the Company's financial activities in compliance with all applicable laws and accounting practices and the Company's system of internal controls. The making of false or misleading entries, records or documentation is strictly prohibited. You must never create a false or misleading report or make a payment or establish an account on behalf of the Company with the understanding that any part of the payment or account is to be used for a purpose other than as described by the supporting documents.

You must complete all Company documents accurately, truthfully, and in a timely manner, including all travel and expense reports. When using business expense accounts, you must document and record all information accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or contact the Compliance Department.

### **Company Agreements and Business Communications**

Execution of documents on the Company's behalf is prohibited unless properly authorized by the Company. Business records and communications may become public or have legal significance. Accordingly, we must avoid false, misleading, deceptive or derogatory remarks, guesswork, inappropriate characterizations of people and companies, or other personal remarks that may be misunderstood or improper in a business setting. This applies to e-mail, internal memos, formal reports and all other business communications. All communications between an employee and anyone inside or outside Interpace can reflect upon Interpace's commitment to and compliance with its values and Code of Conduct. As such, all communications must be courteous and truthful and the means of communication (telephone, e-mail, letter, etc.) should be appropriate for the subject and to limit the risk of inadvertent or unauthorized disclosure of confidential information.

No employee shall use Company information, intellectual property, or assets other than in the performance of his or her employment duties and not for his or her own personal benefit or financial gain.

### **Records Retention**

In the course of its business, the Company produces and receives large numbers of records. Numerous laws and certain agreements require the retention of certain Company records for various periods of time. The Company is committed to compliance with applicable laws and regulations relating to the preservation of records and to agreed-upon arrangements with potential or existing clients. Under no circumstances are Company records to be destroyed selectively or maintained outside Company premises or designated storage facilities, and any Company policy to retain records, return records to clients or to destroy such records should be adhered to.

If you learn of a subpoena or a pending or contemplated litigation or government investigation, you should immediately contact your direct supervisor and/or senior management. You must retain and preserve ALL records that may be responsive to the subpoena or relevant to the litigation or that may pertain to the investigation until you are advised by the Company's Counsel or Compliance Officer as to how to proceed. You must not destroy or alter any such records in your possession or control. You must also affirmatively preserve from destruction all relevant records that without intervention would automatically be destroyed or erased (such as e-mails and voicemail messages). Destruction of such records, even inadvertently, could seriously prejudice the Company. If you have any questions regarding whether a particular record pertains to a pending or contemplated investigation or litigation or may be responsive to a subpoena or regarding how to preserve particular types of records, you should preserve the records in question and ask the Company's Counsel or Compliance Officer for advice. Interpace has a Document Retention Policy which you may access on the "Inside Interpace" website under the heading "Policies".

### **Computer and Communication Resources; Email and Internet**

Interpace's computer and communication resources, including computers, voicemail and e-mail, are important business tools, but they also present significant security and liability risks to you and the Company. It is extremely important that you take all necessary measures to secure your computer and any computer or voicemail passwords. If you have any reason to believe that your password or the security of a Company computer or communication resource has in any manner been compromised, you must change your password immediately and report the incident to your supervisor and to the Vice President, Information Technology.

When you are using Company resources to send e-mail, voicemail or to access Internet services, you are acting as a representative of the Company. Any improper use of



these resources may reflect poorly on the Company, damage its reputation, and expose you and the Company to legal liability.

All of the computing resources used to provide computing and network connections throughout the organization are the property of Interpace and are intended for use by Company employees to conduct the Company's business. All e-mail, voicemail and personal files stored on Company computers are Company property, and Interpace retains the right, from time to time and at its sole discretion, to review any files stored or transmitted on its computer and communication resources, including e-mail messages, for compliance with this Code and Company policy. Accordingly, you do not have any expectation of privacy with respect to your use of Company telephone, email and the internet. Use of the internet and incidental and occasional personal use of e-mail and telephones is permitted, but such use should be minimized and the length of the messages and activity on the internet should be kept as short as possible, as these actions and messages cost the Company in productivity, time and money.

You should not use Company resources in a way that may be unlawful or disruptive or offensive to others. At all times when sending e-mail or transmitting any other message or file, you should not transmit comments, language, images or other files that you would be embarrassed to have read by any person. Remember that your "private" e-mail messages are easily forwarded to a wide audience. In addition, do not use these resources in a wasteful manner. Unnecessarily transmitting messages and other files wastes not only computer resources, but also the time and effort of each person having to sort and read through his or her own e-mail.

Use of computer and communication resources must be consistent with all Company policies, including those relating to harassment, record retention, privacy, copyright, trademark, trade secret and other intellectual property considerations.

### **Insider Trading**

You are prohibited by Company policy and the law from buying or selling securities of the Company, directly or indirectly through your family or others, when in possession of "material nonpublic information." (There is, however, an exception for trades made pursuant to a pre-existing trading plan.) This conduct is known as "insider trading." Passing such information on to someone who may buy or sell securities – known as "tipping" – is also illegal. The prohibition applies to Company securities and to securities of other companies if you learn material nonpublic information about other companies, such as the Company's clients, in the course of your duties for the Company. Violations of insider trading laws may be punishable by fines and/or imprisonment under applicable laws.

Material information is any information which could reasonably be expected to affect the price of a stock. If you are considering buying or selling a stock because of inside information that you possess, you should assume that the information is material. It is also important to keep in mind that if any trade you make becomes the subject of an investigation by the government, the trade will be viewed after-the-fact with the benefit



of hindsight. Consequently, you should always carefully consider how your trades would look from this perspective.

Information is considered to be non-public unless it has been adequately disclosed to the public, which means that the information must be publicly disclosed, and adequate time must have passed for the securities markets to digest the information. Examples of adequate disclosure include public filings with securities regulatory authorities and the issuance of press releases, and may also include meetings with members of the press and the public. A delay of one or two business days is generally considered a sufficient period for routine information to be absorbed by the market. Nevertheless, a longer period of delay might be considered appropriate in more complex disclosures.

If you are not sure whether particular information is material or has been made generally available to the investing public, contact the Company's CFO and refrain from trading in the Company's (or other relevant company's) securities until you have been advised either that the information is not material or that it has been made generally available to the investing public and that the public has had an opportunity to evaluate it.

Do not disclose material nonpublic information to anyone, including co-workers, unless the co-worker receiving the information has a legitimate need to know the information for purposes of carrying out the Company's business and is authorized to receive that information. If your family or friends ask for advice about buying or selling Company stock, you should not provide it. You should be careful to avoid discussing sensitive Company information in any place where others may hear such information. If you leave the Company, you must maintain the confidentiality of such information until it has been adequately disclosed to the public by the Company.

For additional information on trading in the Company's securities and trading plans, consult the Interpace, Inc. Policy on Insider Trading and Unauthorized Disclosures.

### **Media and Other External Communications**

If you are not an official Company spokesperson, you may not speak with the press, securities analysts, other members of the financial community, stockholders or groups or organizations as a Company representative or about Company business unless specifically authorized to do so. If you receive a request for financial or other information about the Company from the media, the press, the financial community, stockholders or the public, you should decline to answer and refer the request to the CEO and/or the CFO (or their designee), in accordance with Interpace's Media Relations Policy. Requests for information from regulators or the government should be referred to the CEO and/or the CFO (or their designee).

Certain internet sites have bulletin boards or "chat rooms" devoted to discussions regarding specific public companies. Some of these bulletin boards relate to the Company. No Company employee should post confidential or other information relating



to the Company, or any of its personnel or clients, in any external forum, including without limitation, any blogs, websites or social media.

## **Special Ethics Obligations for Employees with Financial Reporting Responsibilities**

It is Company policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in all other public communications made by the Company. Depending on their position with the Company, employees may be called upon to provide information to assure that the Company's public reports are complete, fair, accurate and understandable. The Company expects all of its personnel to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to the Company's public disclosure requirements.

The Finance Department (this includes the CFO and all other individuals within the Company and its subsidiaries who work on financial matters) bears a special responsibility for promoting the integrity of the Company's financial statements. The CEO, the CFO and other Finance Department personnel have a special role both to adhere to these principles themselves and also to promote a culture throughout the Company of the importance of full, fair, accurate, timely and understandable reporting of the Company's financial results and conditions.

Because of this special role, the CEO, the CFO and all other members of the Company's Finance Department are bound, in addition to all applicable Company policies and procedures, by the following financial officer code of ethics (the "Financial Officer Code of Ethics"), and by accepting this Code, each agrees that he or she will:

- Act with honesty and integrity, and ethically handle actual or apparent conflicts of interest in personal and professional relationships.
- Comply with and promote those Company standards, policies and procedures designed to generate full, fair, accurate, timely and understandable public disclosures in compliance with applicable laws and regulations.
- Comply with applicable laws, rules and regulations of federal, state, provincial and local governments, and applicable rules and regulations of appropriate private and public regulatory agencies.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose.





Confidential information acquired in the course of one's work will not be used for personal advantage.

- Share knowledge and maintain skills important and relevant to stakeholders' needs.
- Proactively promote and be an example of ethical behavior as a responsible partner among peers, in the work environment and the community.
- Achieve responsible use of and control over all assets and resources employed by or entrusted to you.
- Promptly report to the Chair of the Audit Committee any conduct that the individual believes to be a violation of law or business ethics or any provision of the Code, including any transaction or relationship that reasonably could be expected to give rise to a conflict.

Subject to applicable law, violations of the Financial Officer Code of Ethics, including failures to report violations by others, will be viewed as a severe disciplinary matter that may result in personnel action, including termination of employment. If you suspect that a violation of the Financial Officer Code of Ethics has occurred, you must report the suspected violation in accordance with those procedures set forth in the section of this Code entitled "Implementation of the Code."

## **Fair Dealing and Competition**

The Company depends on its reputation for quality, service and integrity. The way we deal with our clients, competitors and suppliers molds our reputation, builds long-term trust and ultimately determines our success. While competing vigorously, we must never take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. Our competitive efforts must rely upon the merits of the products and services we provide our clients, not on unfair or unethical practices.

### *Antitrust Laws*

The Company competes vigorously in its business activities and in accordance with the letter and spirit of applicable antitrust and competition laws. While not able to fully review all antitrust and competition laws, the Code discusses some of the types of conduct that are particularly likely to raise antitrust and competition law concerns.

### *Conspiracies and Collaborations Among Competitors*

One of the primary goals of the antitrust laws is to promote and preserve each competitor's independence when making decisions on price, and other competitively sensitive factors. Some of the most serious antitrust offenses are agreements between



competitors that limit independent judgment and restrain trade, such as agreements to fix prices or to divide a market for clients, territories, products or purchases. You should not agree with any competitor on any of these topics, as these agreements are virtually always unlawful. (In other words, no excuse will absolve you and/or the Company of liability.)

Unlawful agreements need not take the form of a written contract or even express commitments or mutual assurances. Courts can -- and do -- infer agreements based on "loose talk," informal discussions, or the mere exchange between competitors of information from which pricing or other collusion could result. Any communication with a competitor's representative, no matter how innocuous it may seem at the time, may later be subject to legal scrutiny and form the basis for accusations of improper or illegal conduct. You should take care to avoid involving yourself in situations from which an unlawful agreement could be inferred. If you come into possession of any competitor's information, you should promptly inform your supervisor and/or the Company's Compliance Department.

By bringing competitors together, trade associations can raise antitrust concerns, even though such groups serve many legitimate goals. The exchange of sensitive information with competitors regarding topics such as prices, profit margins, output levels, or billing or advertising practices can potentially violate antitrust and competition laws, as can creating a standard with the purpose and effect of harming competition. You must notify your supervisor (who shall consult with the Company's Counsel) before joining any trade association.

Joint ventures with competitors are not illegal under antitrust and competition laws. However, like trade associations, joint ventures present potential antitrust concerns. The Company's Counsel should therefore be consulted before negotiating or entering into a joint venture.

### *Penalties*

Failure to comply with antitrust laws could result in jail terms for individuals and large criminal fines and other monetary penalties for both the Company and individuals. In addition, private parties may bring civil suits to recover three times their actual damages, plus attorney's fees and court costs.

The antitrust laws are extremely complex. Because antitrust lawsuits can be very costly, even when a company has not violated the antitrust laws and is cleared in the end, it is important to consult with the Company's Counsel before engaging in any conduct that even appears to create the basis for an allegation of wrongdoing. It is far easier to structure your conduct to avoid erroneous impressions than to have to explain your conduct in the future when an antitrust investigation or action is in progress. For that reason, when in doubt, consult the Company's Counsel with your concerns.



### *Receipt of Gifts and Entertainment*

When you are involved in making business decisions on behalf of the Company, your decisions must be based on uncompromised, objective judgment. When interacting with any person who has business dealings with the Company (including suppliers, clients, competitors, contractors and consultants), you must conduct such activities in the best interest of the Company, using consistent and unbiased judgment. You must never accept gifts or other benefits if your business judgment or decisions would be affected in any way or if offered for the purpose of affecting your business judgment or decisions.

You must never request or ask for gifts, entertainment or any other business courtesies from people doing business with the Company. Unsolicited gifts and business courtesies, including meals and entertainment, are permissible if they are customary and commonly accepted business courtesies; not excessive in value; and given and accepted without an express or implied understanding that you are in any way obligated by your acceptance of the gift. Gifts that are extravagant in value or unusual in nature should not be accepted.

Gifts of cash or cash equivalents (including gift certificates, securities, below-market loans, etc.) in any amount are prohibited and must be returned promptly to the donor.

### *Offering Gifts and Entertainment*

The purpose of business entertainment and gifts is to create good will and sound working relationships, not to gain unfair advantage with clients. When you are providing a gift or entertainment in connection with Company business, you must do so in a manner that is in good taste and which is normal and customary and in compliance with applicable laws specifically addressing gifts and entertainment in our industry. You may not furnish or offer to furnish any gift that is of more than token value or that goes beyond the common courtesies associated with accepted business practices.

Many of our clients and suppliers likely have gift and entertainment policies of their own. You must be careful never to provide a gift or entertainment that violates the other company's gift and entertainment policy or applicable laws specifically addressing gifts and entertainment in our industry.

What is acceptable in most commercial business environments may be entirely unacceptable in dealings with the government or health care providers. There are strict laws that govern providing gifts, including meals, entertainment, transportation and lodging, to government officials and employees. You are prohibited from providing gifts or anything of value to government officials or employees or members of their families in connection with Company business. For more information, see the section of this Code regarding Interacting with Government. Similarly, you may not provide gifts or anything of value to health care providers or organizations (other than paying for their services at fair market prices), except in strict compliance with the law, related regulations, and



Company policies directed at compliance with them. If you become aware that others are providing or receiving unacceptable gifts or entertainment, you must report it immediately to your supervisor, the Company's Compliance Department, or the Compliance Hotline.

Giving or receiving *any* payment or gift in the nature of a bribe or kickback is absolutely prohibited.

## **RESPONSIBILITY TO OUR PEOPLE**

### **Respecting One Another**

The way we treat each other and our work environment affects the way we do our jobs. We all want and deserve a work place where we are respected and appreciated. Everyone who works for the Company must contribute to the creation and maintenance of such an environment, and supervisors and managers have a special responsibility to foster a workplace that supports honesty, integrity, respect and trust.

### **Privacy**

Interpace respects the privacy and dignity of all individuals. The Company collects and maintains personal information that relates to your employment, including benefit information. We limit access to personal information to Company personnel with a need to know such information for a legitimate purpose. Employees and officers 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 in violation of the Company's policies.

You should not search for or retrieve items from another's workspace without prior approval of that person or management. Similarly, you should not use communication or information systems to obtain access to information directed to or created by others without the prior approval of management, unless such access is part of your job function and responsibilities at the Company. You should not share passwords, logins or other credentials for accessing Company materials with anyone, including other employees of the Company.

Personal items, messages, or information that you consider to be private, however, should not be placed or stored in telephone systems, computer or electronic mail systems, office systems, offices, work spaces, desks or file cabinets. You may not expect privacy with respect to information you create or store on such systems or in the office. The Company reserves all rights, to the fullest extent permitted by law, to inspect such systems and areas and to retrieve information or property from them when deemed appropriate in the judgment of the Company's senior management or required by law.



## **Equal Employment Opportunity and Nondiscrimination**

We value the diversity of the Company's employees. The Company is an equal opportunity employer in hiring and promoting practices, benefits and wages. Interpace will not tolerate discrimination against any person on the basis of race, religion, color, gender, age, marital status, national origin, sexual orientation, citizenship, Vietnam-era or disabled veteran status or disability (where the applicant or employee is qualified to perform the essential functions of the job with or without reasonable accommodation), or any other basis prohibited by law in recruiting, hiring, placement, promotion, or any other condition of employment.

### **Sexual and Other Forms of Harassment**

Company policy strictly prohibits any form of harassment in the workplace, including sexual harassment. Sexual harassment consists of unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature when:

- submission to such conduct is made a term or condition of employment; or
- submission to or rejection of such conduct is used as a basis for employment decisions; or
- such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, offensive or hostile work environment.

Forms of sexual harassment include, but are not limited to, the following:

- verbal harassment, such as unwelcome comments, jokes, or slurs of a sexual nature;
- physical harassment, such as unnecessary or offensive touching, or impeding or blocking movement; and
- visual harassment, such as derogatory or offensive posters, cards, cartoons, graffiti, drawings or gestures.

### **Other Forms of Harassment**

Harassment on the basis of other characteristics is also strictly prohibited. Under this policy, harassment is verbal or physical conduct that degrades or shows hostility or hatred toward an individual because of his or her race, color, national origin, citizenship, religion, sexual orientation, marital status, age, mental or physical handicap or disability, veteran status or any other characteristic protected by law, which

- has the purpose or effect of creating an intimidating, hostile, or offensive work environment;



- has the purpose or effect of unreasonably interfering with an individual's work performance; or
- otherwise adversely affects an individual's employment.

Harassing conduct includes, but is not limited to, the following: epithets; slurs; negative stereotyping; threatening, intimidating or hostile acts; and written or graphic material that ridicules or shows hostility or aversion to an individual or group and that is posted on Company premises or circulated in the workplace.

### **Reporting Responsibilities and Procedures**

If you believe that you have been subjected to harassment of any kind, you should promptly report the incident to your supervisor or the Human Resources department. Complaints of harassment, abuse or discrimination will be investigated promptly and thoroughly and will be kept confidential to the extent possible. The Company will not in any way retaliate against anyone for making a good faith complaint or report of harassment or participating in the investigation of such a complaint or report.

The Company encourages the prompt reporting of all incidents of harassment, regardless of who the offender may be, or the offender's relationship to the Company. This procedure should also be followed if you believe that a non-employee with whom you are required or expected to work has engaged in prohibited conduct. Supervisors must promptly report all complaints of harassment to the Human Resources department.

Remember that, regardless of legal definitions, we should interact with each other in a professional and respectful manner.

### **Safety in the Workplace**

Safety and security are of primary importance. You are responsible for maintaining our facilities free from recognized hazards and obeying all Company safety rules. Working conditions should be maintained in a clean and orderly state to encourage efficient operations and promote good safety practices.

### **Weapons and Workplace Violence**

No one may bring firearms, explosives, incendiary devices or any other weapons into the workplace or any work-related setting, regardless of whether or not the person is licensed to carry such weapons. Similarly, the Company will not tolerate any level of violence in the workplace or in any work-related setting. Violations of this policy must be referred to your supervisor, or the Human Resources department immediately. Threats or assaults that require immediate attention should be reported to the police. In the United States, you should call 911.

The Company generally maintains a strict drug and alcohol free work environment. Unless authorized and approved by the Company or at a sanctioned or sponsored Company event, you may not use, possess or be under the influence of drugs or alcohol on Company premises or while performing any services on behalf of the Company or its clients. Excessive consumption of alcoholic beverages on Interpace premises or in connection with any Interpace event is always prohibited.

Unlawful manufacture, distribution, possession or use of a controlled substance on Interpace premises, or while conducting Interpace business off premises is prohibited. Employees are also prohibited from working while impaired as the result of lawful prescription or over-the-counter medication.

Employees with a substance abuse problem are encouraged to seek assistance.

## **OUR RESPONSIBILITIES IN DEALING WITH GOVERNMENT OFFICIALS OR AGENCIES, HEALTHCARE PROVIDERS, AND PATIENTS**

### **Prohibition on Gifts to Government Officials and Employees**

Virtually all branches and levels of government have laws restricting gifts, including meals, entertainment, transportation and lodging that may be provided to government officials and government employees. You are prohibited from providing gifts, meals or anything of value to government officials or employees or members of their families. In many countries outside the United States, healthcare providers are considered government officials.

### **Protection of Personal Health Information**

In the course of your work, you may gain access to Protected Health Information (PHI) of patients. PHI is information, including demographic data, that identifies the individual or for which there is a reasonable basis to believe it can be used to identify the individual and that relates to:

- the individual's past, present or future physical or mental health or condition,
- the provision of health care to the individual, or
- the past, present, or future payment for the provision of health care to the individual,

Individually identifiable health information includes many common identifiers (e.g., name, address, birth date, Social Security Number).

In the United States, the Health Insurance Portability and Accountability Act of 1996 (HIPAA), requires health care organizations, including the Company, to protect the privacy and security of PHI, and we are committed to doing so in accordance with the law. In particular, you may use PHI only in connection with activities authorized by law



(or with the patient's express consent) and only to the extent that such information is necessary for the permitted activity. Such activities include only:

- **Treatment.** For example, PHI may be used to perform our testing services and disclosure of PHI, including laboratory test results, to physicians and other health care providers involved in patient care may be permitted.
- **Payment.** PHI may be used to obtain payment for the health care services we provide.
- **Health Care Operations.** We may use and disclose PHI for our health care operations, such as quality management and administrative functions.
- **Other Activities Specified by Law.**

HIPAA, moreover, requires PHI to be secured so as to prevent unauthorized disclosure or use. Accordingly, PHI must always be protected as Confidential Information and Interpace has adopted policies for the security and protection of PHI that you must understand and follow. For example, you must complete training with respect to the privacy and security of PHI each year and assure the security of any PHI that you acquire in the performance of your duties.

If you have any question about your privacy and security obligations with respect to PHI, contact the Interpace Compliance Officer, Privacy Officer, and/or Security Officer.

### **Prohibition on Waste, Fraud or Abuse**

Interpace does not tolerate fraud and abuse and other inappropriate activities and will not retaliate in any way against individuals (or whistleblowers) who report on activities that may raise concerns. Individuals who engage in any inappropriate activity alone or in collaboration with another employee or person are subject to immediate disciplinary action up to and including termination.

Inappropriate and unlawful waste, fraud, or abuse include (among other actions):

- "Fraud" refers to intentional deception or misrepresentation with the knowledge that the deception could result in some unauthorized benefit to individual or company. It includes any act that constitutes fraud under applicable federal or state law.
- "Abuse" refers to practices that are inconsistent with sound fiscal, business, or medical practices, and that result in an unnecessary cost or in reimbursement for services that are not medically necessary or that fail to meet professionally recognized standards of care.





- “Waste” refers to extravagant, careless, or needless expenditure of funds resulting from deficient practices, systems, controls, or decisions.

There are numerous state and federal laws that prohibit waste, fraud or abuse, including (among others)

- The Stark Law and The Omnibus Budget Reconciliation Act of 1989: The Stark law governs physician self-referral for Medicare and Medicaid patients for specific types of health services. Physician self-referral is the practice of a physician referring a patient to an entity providing health services in which he has a financial interest, be it ownership, investment, or a structured compensation agreement. The 1989 Act also bars self-referrals for clinical laboratory services under the Medicare program. Similar state laws apply to self-referral of Medicaid or other patients.
- Anti-Kickback Statute: Establishes criminal penalties for certain acts which impact Medicare and Medicaid or any other federally funded or State-funded program. In general, it makes it unlawful to offer, accept, solicit or receive any remuneration in return for referring an individual to a person (doctor, hospital, and provider) for a service, or for the lease or purchase of goods or services, for which payment may be made by a Federal health care program. Similar state anti-kickback statutes exist, which may be broader than the federal statute.
- False Claims Acts: Federal and state False Claims Acts make it unlawful for a person or company to
  - Knowingly present (or causes to be presented) to the government a false or fraudulent claim for payment
  - Knowingly use (or cause to be used) a false record or statement to get a claim paid by the federal government
  - Conspire with others to get a false or fraudulent claim paid by the federal government
  - Knowingly use (or cause to be used) a false record or statement to conceal, avoid, or decrease an obligation to pay or transmit money or property to the federal government.
  - Violations of the Stark Law or Anti-Kickback Statute, discussed above, can also result in violations of the False Claims Act.

Waste, fraud, or abuse may arise from improper billing or coding for medical tests, medically unnecessary or improper testing, or from improper relationships with sources of referral. The consequences of, and penalties for, waste, fraud or abuse may be severe and may include imprisonment or other criminal sanctions.

The prohibitions on waste, fraud, and abuse, make it critically important to maintain accurate financial, expense, and medical records, to assure that Interpace provides only medically necessary services and avoids offering any payments, benefits or other



inducements to providers that might be considered a kickback or bribe or create an improper “self-referral” arrangement. If you become aware of any instances of fraud, waste or abuse by the Company or any employee or contractor of the Company, you should report it immediately to your supervisor, the Compliance Department, or the Compliance Hotline. If you report to your supervisor but still have concerns after doing so, you should report your concern to the Compliance Department or the Compliance Hotline.

If you have any question about your obligations to prevent waste, fraud, or abuse, contact the Interpace Compliance Officer or the Company’s Counsel.

### **Political Contributions and Activities**

Laws of certain jurisdictions prohibit the use of Company funds, assets, services, or facilities on behalf of a political party or candidate. Payments of corporate funds to any political party, candidate or campaign may be made only if permitted under applicable law and approved in writing and in advance by both the CEO and CFO.

Your work time may be considered the equivalent of a contribution by the Company. Therefore, unless required by applicable law, you will not be paid by the Company for any time spent running for public office, serving as an elected official, or campaigning for a political candidate. Nor will the Company compensate or reimburse you, in any form, for a political contribution that you intend to make or have made.

You must notify your supervisor and the Company’s senior management before running for election or seeking appointment to any government-related position.

### **Bribery of Foreign Officials**

Company policy, the U.S. Foreign Corrupt Practices Act (the “FCPA”), and the laws of many other countries prohibit the Company and its officers, employees and agents 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. A foreign official is an officer or employee of a government or any department, agency, or instrumentality thereof, or of certain international agencies, such as the World Bank or the United Nations, or any person

acting in an official capacity on behalf of one of those entities. Officials of government-owned corporations are considered to be foreign officials. In many countries, healthcare providers are considered to be government officials.

Payments need not be in cash to be illegal. The FCPA prohibits giving or offering to give “anything of value.” Over the years, many non-cash items have been the basis of bribery prosecutions, including travel expenses, golf outings, automobiles, and loans with favorable interest rates or repayment terms. Indirect payments made through





agents, contractors, or other third parties are also prohibited. You may not avoid liability by “turning a blind eye” when circumstances indicate a potential violation of the FCPA.

The FCPA does allow for certain permissible payments to foreign officials. Specifically, the law permits “facilitating” payments, which are payments of small value to effect routine government actions such as obtaining permits, licenses, visas, mail, utilities hook-ups and the like. However, determining what a permissible “facilitating” payment is involves difficult legal judgments. Therefore, you must obtain permission from the Company’s CEO or CFO, who are responsible for ensuring appropriate legal counsel is obtained, before making any payment or gift thought to be exempt from the FCPA.

## **IMPLEMENTATION OF THE CODE**

Copies of this Code are available on the Company’s Intranet and Internet sites. A statement of compliance with the Code must be signed by all employees, officers and directors on an annual basis.

### **Seeking Guidance**

This Code cannot identify or address all circumstances or questions about appropriate and ethical business conduct. If you have questions regarding any of the policies discussed in this Code or if you are in doubt about the best course of action in a particular situation, you should seek guidance from your supervisor, the Company’s senior management, Compliance Department, or the other resources identified herein.

### **Reporting Violations**

If you know of or suspect a violation of applicable laws or regulations, the Code, or the Company’s related policies, you must immediately report that information. You may report such information to your supervisor, the Company’s Compliance Department, or Human Resources department. Possible violations by a director or an executive officer should be reported directly to the Company’s CEO, Compliance Officer, or Chair of the Audit Committee.

You may also report suspected fraudulent activities, criminal conduct or other violations of applicable law anonymously via a confidential and secure Internet and telephone based reporting system administered by an external vendor engaged by the Company (the “Compliance Hotline”). Further information concerning the Compliance Hotline, including instructions regarding its use, may be found on the Company’s private Intranet at <https://intranet.interpacedx.com/whistleblower-contact/> and the public Internet site <https://ir.interpace.com/governance-docs>

The procedure for the anonymous submission of complaints or concerns regarding financial statement disclosures, accounting, internal accounting controls or auditing matters is set forth in Annex A to the Audit Committee Charter which appears on the Company’s website and a copy of which is attached to this Code. *No one will be subject to retaliation because of a good faith report of suspected misconduct.*



## **Investigations of Suspected Violations**

All reported violations will be promptly investigated and treated confidentially to the extent reasonably possible, given the need to conduct an investigation. It is imperative that reporting persons not conduct their own preliminary investigations. Investigations of alleged violations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company. You are expected to cooperate in internal investigations of suspected misconduct.

### **Discipline for Violations**

The Company intends to use every reasonable effort to prevent the occurrence of conduct not in compliance with its Code and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Subject to applicable law, Company personnel who violate this Code and other Company policies and procedures may be subject to disciplinary action, up to and including termination.

### **A Framework for Approaching Questions and Problems**

Everyone must work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since it is impossible to anticipate every situation that will arise, it is important to have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- Seek help from Company resources. In the case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, ask the



Company's Human Resources department or Compliance Department, or address your concerns to: Interpace, Inc., Audit Committee of the Board of Directors, c/o Corporate Secretary, Morris Corporate Center 1, Building C, 300 Interpace Parkway, Parsippany, NJ 07054; or the Compliance Hotline.

### **Waivers of the Code**

Waivers of certain provisions of the Code for directors and executive officers may be made only by the Board of Directors and must be disclosed as required by law or regulation.

### **No Rights Created**

This Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of the Company's business. It is not intended to and does not create any rights for any employee, partner, officer, client, supplier, competitor, stockholder or any other person or entity.

### **Company Counsel**

In the event you need to reach Company Counsel, please contact: (i) your supervisor; (ii) the Compliance Officer, (iii) the Compliance Department, (iv) the CFO and/or (v) CEO, who shall provide you with appropriate guidance or procedures to follow.

## Annex A

### **PROCEDURES FOR THE ANONYMOUS SUBMISSION OF COMPLAINTS OR CONCERNS REGARDING FINANCIAL STATEMENT DISCLOSURES, ACCOUNTING, INTERNAL ACCOUNTING CONTROLS OR AUDITING MATTERS**

The following is the procedure for the confidential, anonymous submission by employees of Interpace Biosciences, Inc. and its subsidiaries (the “Company”) of concerns regarding questionable accounting, internal control, auditing or related matters (“Concerns”):

1. The Company shall forward to the Audit Committee of the Board of Directors (the “Audit Committee”) any complaints that it has received regarding Concerns.
2. Employees are expected to report any Concerns and may do so on a confidential, anonymous basis if the employee so desires, in either of the following manners: (i) by reporting such Concerns via a confidential and secure Internet and telephone based reporting system administered by an external vendor (the “Compliance Hotline”), which may be accessed via the Intranet at <https://intranet.interpacedx.com/whistleblower-contact/> or toll-free by telephone at 1-866-238-1324, or (ii) by setting forth such Concerns in writing and forwarding them in a sealed envelope to the Chair of the Audit Committee, in care of the Company’s Corporate Secretary, at the following mailing address: Interpace, Inc., Chair of the Audit Committee of the Board of Directors, c/o Corporate Secretary, Morris Corporate Center 1, Building C, 300 Interpace Parkway, Parsippany, NJ 07054. The sealed envelope should be labeled with a legend such as: “Anonymous Submission of Complaint or Concern.” The Compliance Hotline toll free telephone number and website address as well as the mailing address for receiving complaints regarding Accounting Issues from employees and others have also been published on the Company’s website: <https://ir.interpace.com/governance-docs>

If an employee would like to discuss any matter with the Audit Committee, the employee should indicate this in the submission made via the Compliance Hotline or in writing and include a telephone number at which he or she might be contacted if the Audit Committee deems it appropriate. Any such requests received by the Company’s Compliance or Human Resources department shall be forwarded promptly to the Chair of the Audit Committee.

Reports will be treated confidentially to the extent reasonably possible given the need to conduct an investigation. The Company has established a Whistleblower Policy and no one will be subject to retaliation because of a good faith report of a complaint or concern regarding Accounting Issues. A copy of the Whistleblower Policy may be obtained on the Company’s Intranet site under the documents section.



3. Regardless of whether a message is received on the Compliance Hotline through the telephone or internet, the Audit committee chairperson or another person designated by him or her will review messages received on the Compliance Hotline and, within 48 business hours of receipt of e-mail notification, will arrange for the Committee to meet to discuss the report. Such messages shall be recorded on a confidential log maintained by Company's independent Compliance Hotline vendor and shall contain at least the following data:
  - date submitted;
  - status;
  - supervisor or management involvement;
  - management's knowledge of the issue;
  - general nature of this matter;
  - name of reporter if identified
4. The Company shall prepare an executive summary of the contents of each with respect to Concerns and send it to the Chair of the Audit Committee. The Chair of the Audit Committee shall promptly investigate the subject of each such executive summary and report his or her findings in writing with recommendations, if any. The Chair of the Audit Committee will then communicate the complaint to other members of the Audit Committee. The Company's Compliance Officer shall send a copy of each submission with respect to Concerns that specifically allege participation in wrongdoing by the CEO to the Chair of the Audit Committee.
5. At least quarterly to coincide with each Audit Committee meeting, the Compliance Officer or designee will discuss all activity with the Chair of the Audit Committee. With respect to any issue that relates to disclosure controls and procedures, internal control over financial reporting or a related party transaction, the Compliance Officer or designee will communicate each such item.
6. The Audit Committee shall retain any such complaints or concerns for an appropriate period of time in accordance with legal requirements and any applicable document retention policies of the Company.
7. This Annex A shall appear on the Company's website as part of this Charter.

## Annex B

### **PROCEDURES FOR THE ANONYMOUS SUBMISSION OF COMPLAINTS OR CONCERNS REGARDING CORPORATE AND REGULATORY COMPLIANCE**

The following is the procedure for the confidential, anonymous submission by employees of Interpace Biosciences, Inc. and its subsidiaries (the “Company”) of concerns regarding questionable corporate, regulatory or related matters (“Concerns”):

1. The Company shall forward to the Audit Committee of the Board of Directors (the “Audit Committee”) any complaints that it has received regarding Concerns.
2. Employees are expected to report any Concerns and may do so on a confidential, anonymous basis if the employee so desires, in either of the following manners: (i) by emailing such Concerns to [compliance@interpace.com](mailto:compliance@interpace.com) (ii) by reporting such Concerns via a confidential and secure Internet and telephone based reporting system administered by an external vendor (the “Compliance Hotline”), which may be accessed via the Intranet at <https://intranet.interpacedx.com/whistleblower-contact/> or toll-free by telephone at 1-866-238-1324, or (iii) by setting forth such Concerns in writing and forwarding them in a sealed envelope to the Chair of the Audit Committee, in care of the Company’s Corporate Secretary, at the following mailing address: Interpace, Inc., Chair of the Audit Committee of the Board of Directors, c/o Corporate Secretary, Morris Corporate Center 1, Building C, 300 Interpace Parkway, Parsippany, NJ 07054. The sealed envelope should be labeled with a legend such as: “Anonymous Submission of Complaint or Concern.” The Compliance Hotline toll free telephone number and website address as well as the mailing address for receiving complaints regarding Accounting Issues from employees and others have also been published on the Company’s website: <https://ir.interpace.com/governance-docs>

If an employee would like to discuss any matter with the Audit Committee, the employee should indicate this in the submission made via the Compliance Hotline or in writing and include a telephone number at which he or she might be contacted if the Audit Committee deems it appropriate. Any such requests received by the Company’s Compliance or Human Resources department shall be forwarded promptly to the Chair of the Audit Committee.

Reports will be treated confidentially to the extent reasonably possible given the need to conduct an investigation. The Company has established a Whistleblower Policy and no one will be subject to retaliation because of a good faith report of a complaint or concern regarding compliance issues. A copy of the Whistleblower Policy may be obtained on the Company’s Intranet site under the documents section.

3. Regardless of whether a message is received on the Compliance Hotline through the telephone or internet, the Chair of Audit Committee or another person



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designated by him or her will review messages received on the Compliance Hotline and, within 48 business hours of receipt of e-mail notification, will arrange for the Committee to meet to discuss the report. Such messages shall be recorded on a confidential log maintained by Company's independent Compliance Hotline vendor and shall contain at least the following data:

- date submitted;
  - status;
  - supervisor or management involvement;
  - management's knowledge of the issue;
  - general nature of this matter;
  - name of reporter if identified
4. The Company shall prepare an executive summary of the contents of each with respect to Concerns and send it to the Chair of the Audit Committee. The Chair of the Audit Committee shall promptly investigate the subject of each such executive summary and report his or her findings in writing with recommendations, if any. The Chair of the Audit Committee will then communicate the complaint to other members of the Audit Committee. The Company's Compliance Officer shall send a copy of each submission with respect to Concerns that specifically allege participation in wrongdoing by the CEO to the Chair of the Audit Committee.
  5. At least quarterly to coincide with each Audit Committee meeting, the Compliance Officer or designee will discuss all activity with the Chair of the Audit Committee.
  6. The Audit Committee shall retain any such complaints or concerns for an appropriate period of time in accordance with legal requirements and any applicable document retention policies of the Company.
  7. This Annex B shall appear on the Company's website as part of this Charter.