

## **AMENDED AND RESTATED CODE OF BUSINESS CONDUCT AND ETHICS**

It is the general policy of Cancer Genetics, Inc. (“CGI” or the “Company”) to conduct its business activities and transactions with the highest level of integrity and ethical standards and in accordance with all applicable laws. While no code of business conduct and ethics can replace the thoughtful behavior of an ethical director, officer or employee, the Company’s Board of Directors has established this Code of Business Conduct and Ethics (the “Code”) to provide guidance to the Company’s directors, officers and employees to help them recognize and deal with ethical issues, provide mechanisms to report unethical or illegal conduct and contribute positively to the Company’s culture of honesty and accountability. Every director, officer and employee of the Company must acknowledge his or her review of, and agreement to comply with, this Code as a condition of his or her continued relationship with the Company. Where applicable, the Code also should be provided to and followed by the Company’s agents and representatives, including consultants.

The fundamental principle that underlies the way we do business at the Company is good judgment, and an understanding of the legal and ethical parameters that enhances that judgment. This Code serves as an overview of the Company’s guiding parameters. Because the Company’s business depends upon its reputation, and on the integrity and principled business conduct of its directors, officers and employees, in many instances this Code goes beyond the requirements of the law. The Code embodies such rules regarding individual and peer responsibilities as well as responsibilities to employees, customers, suppliers, shareholders, the public and other stakeholders and includes:

- prohibiting conflicts of interest (including protecting corporate opportunities);
- protecting the Company’s confidential and proprietary information;
- treating the Company’s employees, customers, suppliers, and competitors fairly;
- protection and proper use of Company assets;
- compliance with the law, rules and regulations (including insider trading laws);
- encouraging the reporting of any unlawful or unethical behavior.

While no Code or policy can anticipate every situation that may arise, the standards set forth in this Code are guidelines that should govern conduct of our business at all times. All directors, officers and employees are expected to exercise reasonable judgment when conducting the Company’s business and to seek to avoid even the appearance of improper behavior. If you are confronted with situations not covered by this Code or have questions regarding the matters

addressed in this Code, you are expected to speak with your supervisor, the Compliance Officer under this Code or any other member of management. The Compliance Officer under this Code is the Company's Chief Financial Officer.

While this Code is not intended to, and does not in any way constitute an employment contract or assurance of continued employment and does not create any rights in any employee, director, shareholder, or other person or entity, it does create obligations upon the employee, officer, director, shareholder or other person or entity that must be adhered to. Failure to adhere to the standards set forth herein will lead to disciplinary action including, but not limited to, termination of employment for cause and, if applicable, removal as an officer or director.

It is the obligation of each and every director, officer, and employee of the Company to become familiar with the goals and policies of the Company and to integrate them into every aspect of the business. The Company's standard has been and will continue to be that of the highest ethical conduct. Each director, officer and employee must comply with the letter and spirit of this Code.

#### **I. Maintain Fiduciary Duties and Obligations**

Directors and officers must be loyal to the Company and must act at all times in the best interest of the Company and its shareholders and subordinate self-interests to the corporate and shareholder good. Directors and officers should never use their position to make a personal profit. Directors and officers must perform their duties in good faith, with sound business judgment and with the care of a prudent person.

#### **II. Conflict of Interest**

All directors, officers, and employees owe a duty of loyalty to the Company and must avoid any business, financial, or other direct or indirect interests or relationships which conflict with or which divide his or her loyalty to the Company. A "conflict of interest" occurs when the private interest of a director, officer, or employee interferes in any way, or appears to interfere with the interests of the Company as a whole. Conflicts of interest also arise when a director, officer, or employee, or a member of his or her family receives improper personal benefits as a result of his or her position with the Company. Any activity which even appears to present such a conflict must be avoided or terminated unless, after full disclosure to the Chairman of the Board, it is determined by the Board that the activity is not harmful to the Company or otherwise improper.

Conflicts of interests may not always be obvious and clear-cut. This Code does not attempt to describe all possible conflicts of interest which could develop and, as such, those suspecting a conflict of interest should bring it to the attention of a supervisor, manager, or other

appropriate personnel. Some of the more common conflicts are set out below.

- Interest in other businesses. Employees and members of their families must avoid direct or indirect financial relationships with other businesses what could cause divided loyalties. This does not mean that family members are precluded from being employed by one of the Company's customers, competitors, or suppliers, but that employees must avoid conducting Company business with members of their families or others with whom they have a significant personal relationship unless they have prior authorization from the Company.
- Relationship of Company with third parties. Directors, officers, and employees may not engage in any conduct or activities that are inconsistent with the Company's best interests or that disrupt or impair the Company's relationship with any person or entity with which the Company has or proposes to enter into a business or contractual relationship. Ownership of, or an interest in a competitor or in a business with which the Company has or is contemplating a relationship may be a conflict of interest which requires disclosure.
- Investments in public companies. Passive investments of not more than one percent of the total outstanding shares of companies listed on a national securities exchange or quoted on the NASDAQ or other board are permitted without the Company's approval provided that the investment is not so large financially either in absolute dollars or percentage of the individual's total investment portfolio that it creates the appearance of a conflict of interest. Any such investment must not involve the use of confidential "inside" or proprietary information. Investments in diversified publicly traded mutual funds are not deemed subject to these conflict of interest guidelines.
- Compensation from non-Company sources. Directors, officers, and employees may not accept compensation, in any form, for services performed for the Company, from any source other than the Company. Any form of compensation, including, by way of example and not limitation, honorariums, appearance fees, jury duty fees, and the like, are reimbursable to the Company if the Company is providing compensation to you while you are away from your ordinary duties.
- Gifts or entertainment. Directors, officers, employees, and members of their families may not offer, give or receive gifts or entertainment from persons or entities who deal with the Company in those cases where any such gift or entertainment is

being made in order to influence the actions of a director as a member of the Board or the actions of an officer or employee in his or her position with the Company, or where acceptance of the gifts or entertainment would create the appearance of a conflict of interest. Social amenities customarily associated with legitimate business relationships are permissible including lunches, dinners, and gifts of modest value.

### **III. Corporate Opportunities**

A more specific form of conflict of interest is usurpation of a corporate opportunity. Directors, officers, and employees owe a duty to the Company to advance the Company's legitimate interests when the opportunity to do so arises. Directors, officers and employees are prohibited from: (a) taking for themselves personal opportunities that are discovered through the use of corporate property, information or their positions with the Company; (b) using the Company's property, information, time, or position for personal gain; or (c) competing with the Company, directly, or indirectly, for business opportunities, provided, however, that if the Company's disinterested directors determine that the Company will not pursue an opportunity that relates to the Company's business, a director, executive officer or employee may do so.

### **IV. Insider Trading**

Directors, officers and employees are not permitted to use, share or disseminate confidential information for stock trading purposes or for any other purpose except the conduct of our business. To use confidential information for personal benefit or to "tip" others who might make an investment decision on the basis of this information is prohibited. Directors, officers and employees are also required to comply with the Company's more specific Insider Trading Policy.

### **V. Confidential Information**

Confidential information generated and gathered through conduct of the Company's business must be safeguarded. Confidential information related to the Company can include a variety of materials and information regarding the ongoing operations and plans of the Company, and also includes information that customers or collaborators have provided to us. For example, confidential information can include product development plans, clinical and research results, regulatory matters, patents, trademarks, copyrights, laboratory processes, patient information, information regarding anonymous research participants, medical information regarding research participants, information regarding the financial health of the Company, salary and personnel information and marketing and sales plans.

Directors, officers and employees shall not disclose confidential information, whether intentionally or inadvertently, to any third party (including friends and family), unless such third party has a need to know the information for legitimate, business-related reasons and the third party has signed a nondisclosure agreement approved by the Company's management. In the case of information regarding patients or research participants, consent of the patient or research participants is required and the restrictions in the HIPAA Confidentiality Agreement apply. Additionally, all directors, officers and employees should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to employees who have a need to know such information to perform their job. This duty of confidentiality is important both as to the Company's competitive position and with respect to the securities laws applicable to the Company as a public company. Directors, officers and employees must also abide by any specific agreements, such as a Confidential Information and Invention Assignment Agreement, regarding confidentiality between such person and the Company.

Consistent with the foregoing, all directors, officers and employees should be discreet with respect to confidential information about the Company; directors, officers and employees should not discuss confidential information in public places, leave confidential documents unattended or transmit confidential documents using unsecured means of communication. All directors, officers and employees should refrain from sharing login identities or passwords because sharing login identities or passwords could result in granting unauthorized access via computers to confidential patient information, financial data, confidential research data or employee personal information.

## **VI. Patient Information**

Patient information must not be accessed, removed, discussed with, or disclosed to unauthorized persons, either within or outside the Company, without proper consent. All individuals having access to confidential information are bound by strict ethical and legal restrictions on the release of medical data. A separate HIPAA Confidentiality Agreement is provided to all employees. No individual therefore may disclose to a third party, including his/her own family, information learned from medical records, patient accounts, management information systems, or any other confidential sources during the course of his/her work. No individual may access confidential information which they do not have a "need to know" to carry out their job duties. Individuals may not access, release, or discuss the medical information of others without proper consent, unless the individual must do so to carry out specific assigned job functions.

## **VII. Individual Matters**

No one may access, remove, alter, or disclose information without the proper authorization. Falsification, destruction, or unauthorized access or release of confidential organizational and/or individual records is strictly prohibited. Confidential documents must be disposed of properly.

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

All Company assets should be used for legitimate business purposes. Directors, officers and employees must protect the Company's assets and ensure their efficient use. No secret or unrecorded fund of Company assets or cash shall be established or maintained for any purpose. Anyone spending or obligating Company funds should be certain that the transaction is properly and appropriately documented and that the Company receives appropriate value in return. Theft, loss, misuse, carelessness, and waste of assets have a direct impact on the Company's profitability. Company equipment, supplies, resources and other assets should not be used for non-Company business, though incidental personal use may be permitted.

The obligation of employees to protect the Company's assets includes its proprietary information which includes intellectual property such as trade secrets, patents, trademarks, copyrights, as well as business, marketing, and service plans, databases, records, salary information, and any unpublished financial data reports. Unauthorized use or distribution of this information would violate Company policy and could also be illegal and result in civil or criminal penalties.

## **IX. Competition and Fair Dealing**

The Company seeks to outperform its competition fairly and honestly. The Company seeks competitive advantages through superior performance, never through unethical or illegal business practices. Directors, officers, and employees shall deal fairly and oversee fair dealing by employees and officers with the Company's directors, officers, employees, customers, suppliers, and competitors. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practices.

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

Obeying the law, both in letter and in spirit, is the foundation on which this Company's ethical standards are built. Directors, officers, and employees shall comply, and oversee compliance by others, with all

laws, rules, and regulations applicable to the Company. Although not all employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers, or other appropriate personnel.

- A. **Equal Employment Opportunity.** In particular, the Company places a high value on diversity and strongly believes that all people are unique and should be respected for their individual abilities and, as such, recognizes its responsibility to provide equal employment opportunities to all qualified individuals. In support of this, the Company has established a corporate policy regarding discrimination or harassment on the basis of race, gender, age, color, religion, disability status, veteran status, sexual orientation, marital status, or ethnic, national or other characteristic protected by law. The policy applies to all personnel relationships including, but not limited to, promotions, transfers, training, job assignments, hours of work, rates of pay, terminations, and all terms and conditions of employment.
- B. **Harassment-Free Workplace.** It is the Company's policy to provide a work environment for its employees that is free from harassment, including any verbal or physical harassment regarding the racial, ethnic religious, physical or sexual characteristics or sexual orientation of another, and for all officers and employees to treat each other, customers and all other persons encountered in the course of business with respect. This policy extends to conduct that is made a condition of employment, used as a basis for employment decisions and/or performance or creating an intimidating, hostile or offensive working environment.
- C. **Drugs, Alcohol, and Tobacco Usage.** The Company wants to establish and maintain a work environment that is free from the effects of alcohol and drug abuse and that is congenial for all employees. The Company maintains a strict policy regarding the use of drugs, alcohol, and tobacco on premises. The occasional allowance of the use of alcohol on premises, for such as a Company party or celebration, conducted by, and under the auspices and control of management, should not be misconstrued as a waiver of the Company's policy on the use of alcohol on premises.
- D. **Health and Safety Matters.** It is the Company's policy to provide to each employee a safe and healthful work environment and each employee has the responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries, and unsafe equipment, practices, and conditions.

- E. Antitrust Matters. It is the Company's policy to compete fairly and legitimately and to comply with all antitrust laws. At a minimum, these laws require that there be no agreements or understandings between the Company and its competitors that affect prices, terms, or conditions of sale and that there be no other agreements reasonably restraining full and fair competition. There should be no discussions with competitors regarding prices to be charged by the Company or others. Similarly, agreements among competitors as to the territories or markets in which competitive products will be sold are illegal. The antitrust laws apply to many aspects of business behavior; it is therefore critical that employees raise any issues relating to these matters with the President.
- F. Payments to Government Personnel: The United States Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country. In addition, the United States government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor, or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules.

## **XI. Accuracy of Books and Records and Financial Reporting**

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. All Company business data, records and reports must be prepared truthfully and accurately. If you use a business expense account or a corporate credit card, expenses to be reimbursed must be documented and recorded accurately. If you are not sure whether an expense is appropriate, ask your supervisor. The Company's business records must be maintained for the periods specified in the Company's applicable record retention policies.

Employees who are responsible for accounting matters and/or contribute to or prepare the Company's financial statements, periodic reports filed with the Securities and Exchange Commission or other public disclosure

documents or communications should do so in accordance with the following guidelines:

- All accounting records, as well as reports produced from those records, must be prepared in accordance with the laws of each applicable jurisdiction.
- All records must fairly and accurately reflect the transactions or occurrences to which they relate.
- All records must fairly and accurately reflect, in reasonably detail, the Company's assets, liabilities, revenues and expenses.
- The Company's accounting records must not contain any false or intentionally misleading entries.
- No transactions should be intentionally misclassified as to accounts, departments or accounting periods.
- All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
- No information should be concealed from internal auditors or independent auditors.
- Compliance with the Company's system of internal accounting controls is required.

## **XII. Communications with the Press, Analysts and Shareholders and other Outside Entities**

As a public company, CGI must comply with certain legal and regulatory requirements in connection with the dissemination of information to the investing public. To ensure compliance with applicable legal and regulatory requirements, no officer, director or employee, other than an Authorized Spokesperson (as defined below), may discuss news or events concerning the CGI with shareholders, potential investors, investment companies, investment managers, broker-dealers, analysts, members of the press or general media or any other person who is not affiliated with CGI or is not otherwise subject to confidentiality obligations regarding CGI information. For purposes of this policy, Authorized Spokesperson shall mean the Chief Executive Officer (the "CEO"), the Chief Financial Officer (the "CFO") or persons specifically designated by the CEO or CFO to speak with respect to a particular topic or purpose. If any director, officer or employee who is not an Authorized Spokesperson receives an inquiry about CGI, they must refer the inquiry to an Authorized Spokesperson. Directors, officers and employees are also required to comply with any more specific policy on corporate communications that may be adopted by the Company.

## **XIII. Use of the Internet and Communications Systems:**

Access to the Internet and to all Company electronic communication systems, such as electronic mail (email) and voice mail, are made

available to employees solely for the purpose of carrying out legitimate business of the Company and incidental use. These systems are the property of the Company and all communications are subject to review by appropriate and authorized Company personnel at any time. Users have no expectation of personal privacy in their use of Company communications systems. Access to the Internet via modem puts both a user's computer and the entire Company's Internet at risk and, as such, users must use approved mechanisms, tools and procedures for these activities including the use of thumb drives. Use of Company computer resources or communications systems for any of the following is prohibited: abusive or otherwise objectionable language, information which is illegal or obscene, messages which defame or libel others, and use which interferes with the work of the employee or others, including sexual or other harassment violative of applicable Equal Employment Opportunity laws and Company policies. Personal use of email is discouraged, except of course, for emergency reasons which the employee must verify if questioned by management.

#### **XIV. Document Retention and Management**

Accurate business records must be maintained, retained, and stored in a consistent and reliable manner in order to comply with the requirements of various laws as well as to provide for effective operations. Officers and employees are expected to become familiar with the Company's policies regarding records management.

#### **XV. Restrictive Covenant of Senior Management and Directors**

The Company regards its business plan and platforms as invaluable assets, and much of the information with which senior management and directors and managers are provided may include trade secrets, which add value to the Company, and enhance shareholder equity. For this reason, those employees which the Company considers to be in possession of information, technologies, trade secrets and the like, are subject to certain restrictions and, therefore, for a period of one (1) year from separation of employment, no officer, laboratory director, or manager, shall accept employment from any other entity which competes directly, or indirectly, with the Company unless the Company, in writing, waives such restriction. This restriction does not apply to employees other than those enumerated above. However, any employee who becomes employed by an entity which competes directly, or indirectly, hereby agrees not to solicit directly or indirectly, on behalf of their new employer, any other CGI employee, or any CGI client, for a period of one (1) year from separation.

#### **XVI. Amendments to and/or Waivers of the Code of Business Conduct and Ethics:**

Any waiver of this Code for executive officers or directors may be made only by the Board, or the corporate governance committee thereof, and will be promptly disclosed as required by applicable law and/or rules and regulations of the NASDAQ, or such other exchange where the Company's securities may be listed. Any waivers of this Code for other employees may be made by the Board or the corporate governance committee thereof.

## **XVII. Implementation**

All directors, officers and employees must sign a statement certifying that they have read and understand this Code. Violations of this Code or of any direction given by management in order to effect the provisions, goals, and aims of this Code may result in disciplinary action, up to and including termination for cause of employment and, if applicable, removal as an officer or director.

## **XVIII. Reporting Violations of the Code**

Employees are responsible for being aware of the corporate policies applicable to their activities and to comply with them fully. If you become aware of a violation of this Code or believe that a violation may take place in the future, you must promptly report the matter. Failure to report a known violation allows misconduct to go unremedied and is itself grounds for discipline. Ordinarily, the report may be made to the employee's immediate supervisor who, in turn, must report it to the Compliance Officer. If the report pertains to concerns regarding questionable accounting or auditing matters, the employee should direct the report to the Compliance Officer or to the Chair of the Audit Committee of the Board of Directors as described in the Company's policy entitled "Employee Complaint Procedures for Accounting and Auditing Matters."

Reports concerning potential violations of this Code may also be made directly to the Compliance Officer, in person or in writing, and may be anonymous, at the employee's discretion, through the following:

- Contact the Compliance Officer by e-mail at [redacted text] or by mail at  
Cancer Genetics, Inc., 201 Route 17 North, Rutherford, NJ.
- Contact the Compliance Officer voicemail at the following extension number: [redacted text].

Employees submitting a report on an anonymous basis are strongly encouraged to keep a copy of the report (if made in writing) and a record of the time and date of their submission, as well as a description of the matter as reported if the report was not in writing.

Employees are encouraged to provide as much specific information as possible, including names, dates, places and events that took place, relevant documents and the employee's perception of why the incident(s) may be misconduct.

If possible, the employee should provide a means by which she/he can be contacted in the event that an investigator needs to follow-up or wants to report back to the employee.

We will not allow retaliation against an employee for reporting a possible violation of this Code unless it can be shown that the report was knowingly false. Retaliation for reporting a violation of this Code is illegal under federal law and prohibited under this Code. Such retaliation will result in discipline up to and including termination of employment and may also result in criminal prosecution. The employee is protected from retaliation even if the investigator does not agree that there has been a violation. However, if the employee making the report was involved in improper activity, the fact that he or she reported it will not necessarily prevent him or her from being disciplined for his or her participation in the violation. In these circumstances, the Company may consider the employee's conduct in promptly reporting the information as a mitigating factor in any disciplinary decision.

## **ACKNOWLEDGMENT**

I have read and understand Cancer Genetics, Inc.'s Code of Business Conduct and Ethics (the "Code"). I have obtained an interpretation of any provision about which I had a question. I will comply with the provisions of the Code.

In addition, I understand that I am required to report any suspected or actual violation of his Code, and that I may make such reports on an anonymous basis. I understand that I am required to cooperate fully with the company in connection with the investigation of any suspected violation. I understand that my failure to comply with the Code is a basis for disciplinary action, up to and including termination for cause of my employment.

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Date: \_\_\_\_\_