



**ONCOCYTE™**

WHERE TOMORROW LIVES.

# CODE OF BUSINESS CONDUCT & ETHICS

As of January 2021



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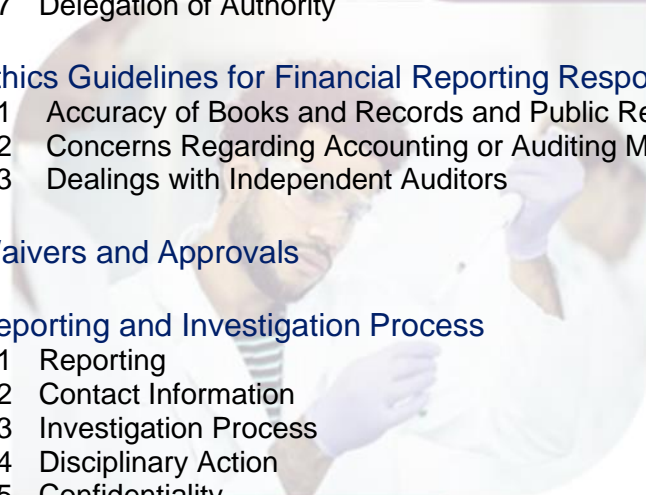


Exhibit A -- Code of Business Conduct and Ethics Annual Disclosure Statement  
Exhibit B -- Code of Business Conduct and Ethics Annual Certification

## Message from the Chief Executive Officer

Team Oncocyte:

At Oncocyte, we earn our reputation and the trust of others every day. It is the result of individual decisions made by each of us, in matters large and small. As our business and the world around us grow more complex, there are times when the right choice may seem neither simple nor apparent. To help guide each of us as we make those decisions, we have updated our Code of Business Conduct and Ethics (“Code of Conduct”) to ensure that as a Team we operate with the highest ethical, legal, and regulatory standards.

All Oncocyte employees, officers, directors, contractors and consultants are required to read, understand and abide by the standards set forth in the Code of Conduct, which makes it clear that we do not tolerate illegal or unethical behavior in any of our business dealings. I urge you to carefully review the Code of Conduct and discuss any questions that you may have with your manager or members of our Ethics and Compliance team, who can provide assistance and guidance.

Each of us, however, share in the responsibility “to own compliance.” We will only succeed if we do this together, both at an individual and Company level – Everyone, Every Day!

Thank you for safeguarding the trust others have placed in us through your efforts to make the right decisions every day. Earning and keeping that trust as an Oncocyte team built on integrity is the key to our success as we move forward in constant pursuit of new and better ways to help support the patients we serve.

Together in the fight,



**Ronald Andrews**  
*Chief Executive Officer*  
Oncocyte Corporation



## 2. Purpose of the Code and its Use

### 2.1. Introduction

This Code of Business Conduct and Ethics (the "Code") sets forth legal and ethical standards of conduct for directors, officers and employees of Oncocyte and its subsidiaries (collectively, the "Company"). The Code is intended to deter wrongdoing and to promote the conduct of all Company business in accordance with high standards of integrity and in compliance with all applicable laws and regulations. The Code is designed to promote, among other things:

- compliance with applicable governmental laws, rules, and regulations;
- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- the prompt internal reporting of any suspected violations of this Code to appropriate persons or through the Company's Compliance Hotline/Helpine;
- complete cooperation in the investigation of reported violations and the provision of truthful, complete and accurate information; and
- accountability for adherence to this Code.

Each director, officer, and employee of Oncocyte is responsible for understanding and following this Code. Oncocyte provides periodic training on the contents and importance of this Code and related policies as well as the manner in which violations must be reported and waivers or approvals must be requested.

The laws and suspected regulations addressed in this Code can be complex and are subject to change. If you have any questions regarding the Code or are unsure of how to conduct yourself in a particular situation, you should immediately discuss it with your manager, People & Culture, the Chief Compliance Officer, or through the Compliance Hotline/Helpine (see section 8.2 "*Contact Information*").

### 2.2. Responsibilities of Managers and Directors

This Code shall be distributed to each new employee, officer and director of the Company upon commencement of his or her employment or other relationship with the Company and shall also be distributed annually to each employee, officer and director of the Company, who shall certify that he or she has received, read and understood the Code and has complied with its terms.

The Company reserves the right to amend, alter or terminate this Code at any time for any reason. The most current version of this Code will be maintained on the "Corporate Governance" section of the Company's Website, which will supersede any prior versions.

This document is not an employment contract between the Company and any of its employees, officers or directors.



The Company requires that all employees, officers and directors comply with all laws, rules and regulations applicable to the Company wherever it does business. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

If you become aware of the violation of any law, rule or regulation by the Company, whether by its officers, employees, directors, or any third party doing business on behalf of the Company, it is your responsibility to promptly report the matter to your supervisor, or, if you are an executive officer or director, to the Chief Compliance Officer. While it is the Company's desire to address matters internally, nothing in this Code should discourage you from reporting any illegal activity, including any violation of the securities laws, antitrust laws, environmental laws or any other federal, state or foreign law, rule or regulation, to the appropriate regulatory authority. Employees, officers and directors shall not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee because he or she reports any such violation, unless it is determined that the report was made with knowledge that it was false. This Code should not be construed to prohibit you from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

All officers and managerial employees of Oncocyte are responsible for the enforcement of, and compliance with, this Code, including distribution of copies of this Code to ensure employees' knowledge of and familiarity with this Code. Officers and managerial employees are expected to promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Managerial employees may be disciplined if they condone misconduct, do not report misconduct, do not take reasonable measures to detect misconduct, or do not demonstrate the appropriate leadership to ensure compliance.

The Board of Directors is responsible for overseeing the implementation of this Code. The Board of Directors has designated Oncocyte's Chief Compliance Officer to be the responsible for the administration and enforcement of, the Code.

### 2.3. Certification

Upon joining the Company and annually thereafter, all employees, officers and directors must annually sign and return the Oncocyte Code of Business Conduct and Ethics Disclosure Statement (Exhibit A) verifying that he or she has read, understands, and will comply with this Code at all times. The annual certification (Exhibit B) must be signed and returned in January of each year as a condition of continuing employment or board service.



## 2.4. Review of Code

The Board of Directors shall review and evaluate this Code on a regular and periodic basis or as recommended by the Compliance Committee to ensure that the Code is up to date and appropriately reflects Oncocyte's commitment to conduct its business and affairs with integrity and mutual respect and in accordance with the highest ethical and legal standards.

## 3. Healthcare Compliance Principles

### 3.1. Healthcare Compliance

Healthcare in the United States and other jurisdictions in which Oncocyte conducts business is highly regulated. Laws and regulations governing clinical labs and diagnostic testing approval, promotion, and pricing exist to safeguard patient safety and privacy, optimize patient healthcare outcomes, and protect government programs and third-party insurers that purchase or pay for diagnostic tests.

Oncocyte is committed to performing and conducting its business with integrity as demonstrated by compliance with federal, state, and other applicable laws, regulations, and guidance, including the Life Sciences/Medical Device Laws, Regulations, and Guidance discussed in this policy. However, compliance is not just about rules and laws. Compliance encourages ethical behavior, fosters the right values, and instills a culture of integrity. Compliance empowers Oncocyte to operate within the laws, rules, and policies that regulate the medical device industry. Operating in compliance with these laws, rules, and policies protects Oncocyte, employees, third parties, shareholders, patients, and the products that Oncocyte offers to its customers. Preventing, identifying, and correcting non-compliant conduct is fundamental to Oncocyte.

### 3.2. Life Sciences/Medical Device Industry Laws, Regulations, and Guidance

The Life Sciences/Medical Device Laws, Regulations, and Guidance discussed in Section 4.1 set out key principles on which industry compliance programs are based. These principles are fundamental to the compliance and ethics programs of life sciences companies operating in the United States and other jurisdictions, including Oncocyte. They are embodied in this Code and in Oncocyte's related policy documents.

### 3.3. Guiding Principles

**Principle 1: Value the integrity of the healthcare system by, in part, respecting the judgment and experience of individual physicians.** Anti-bribery, anti-kickback and related laws and regulations have been enacted throughout the world to preserve the independence of medical decision-making and to prevent even the appearance of improper influence within the healthcare system. These laws govern a broad range of



activities including how we interact with healthcare providers and market access organizations as well as government payers. Our patients expect that the decisions made by healthcare professionals regarding their medical treatment, in addition to the healthcare system they depend on, will be free from improper influence from Oncocyte personnel.

**Principle 2: Do not pay people to prescribe or recommend Oncocyte products.** We do not offer remuneration (cash or anything of value) to improperly induce or reward the purchase, prescription, or recommendation of Oncocyte products. Buying business is a violation of any Oncocyte policy, this Code, and the laws of the United States and many other jurisdictions.

**Principle 3: Promote Oncocyte products consistent with their approved use, to an appropriate audience, in an accurate and balanced manner.** The laws of the United States and other jurisdictions require that we promote our products in a manner that is accurate, balanced and consistent with the approved product use. To help ensure that Oncocyte meets this obligation, employees and third parties may use promotional materials only if the materials have been approved by Oncocyte for product promotion, discussions and presentations.

**Principle 4: Respect people's privacy.** The United States and many other countries have implemented privacy and/or data protection laws that set requirements for the appropriate handling of personal data. Compliance with privacy laws is an essential business practice. This includes protecting the privacy of healthcare professionals and patients. Accordingly, Oncocyte will comply with all applicable privacy laws, as required.

**Principle 5: Maintain Oncocyte's entrepreneurial spirit and shared accountability for business performance through collaboration, open communication, and ethical decision-making.** Oncocyte empowers its employees with the tools and training they need to maintain a compliant, entrepreneurial business environment. Every Oncocyte colleague shares both the responsibility and personal accountability to conduct business operations in an ethical manner to uphold the principles set out in this Code. Compliance with the laws and regulations governing Oncocyte business operations requires collaboration and communication within and between business departments and functions. This ensures that compliance requirements necessitating multi-departmental participation are adhered to faithfully (for example, verifying that requisite spend data is identified, captured and reported as required by physician payment transparency laws).

#### 4. Compliance with Laws

Laws and regulations affect virtually every functional area of Oncocyte's business. These laws and regulations can be complex and difficult to interpret and can have both criminal and civil consequences for directors, officers, and employees and the





Company. As a result, it is imperative that you be vigilant in observing these laws and regulations.

Not every director, officer, and colleague is expected to be an expert in federal, state and other applicable healthcare laws and regulations, but all of us have the obligation to understand and be guided by the principles behind these laws and regulations. The standards and resources of Oncocyte's compliance and ethics program are intended to advance these principles and to provide employees, officers and directors with support in performing their job responsibilities.

This Code does not and cannot cover every possible arrangement or activity governed by the laws, regulations and ethical standards applicable to Oncocyte and our industry. Rather, it summarizes certain laws and principles of ethical business conduct. If you are in doubt about how to handle a situation or have a specific business conduct question, you should contact the Chief Compliance Officer, the Legal Department or your manager.

#### 4.1. Life Sciences/Medical Device Laws, Regulations, and Guidance

Oncocyte requires all employees to comply with applicable laws and regulations governing the life sciences/medical device industry, and to comply with Oncocyte's own policies and procedures at all times. Failure to follow applicable laws can lead to severe penalties and sanctions against responsible employees of the Company, including criminal prosecutions, large fines, ineligibility to receive reimbursement from government payors, and the exclusion of individuals from participation in government programs. Breaches may also lead to personal liability for prosecution, fines and potentially even imprisonment. Breaches of law or Oncocyte's own policies and procedures may also lead to severe disciplinary action, up to and including termination of employment.

##### 4.1.1. Fair Competition

Antitrust laws and laws prohibiting anti-competitive activity are designed to protect competition in the United States, Europe and other jurisdictions, and are implicated in many of the activities in which Oncocyte engages. Generally speaking, the following types of topics, and any others that may limit competition, should never be discussed with a competitor (including a *potential* or prospective competitor):

- prices, pricing policy, discounts or rebates (including competitive bidding practices);
- costs, profits, or profit margins;
- terms or conditions of sale, including credit terms and return policies;
- division of markets, market territories, customers or sales territories;
- market share of any products;
- marketing, advertising or promotional plans;



- controlling, preventing or reducing the supply of any product;
- pricing or promotional practices of wholesalers, dealers, distributors or customers;
- classifying, rejecting, terminating or allocating customers; or
- any other non-public and/or competitively sensitive information about Oncocyte or a competitor.

Each Oncocyte director, officer, and colleague is responsible for making sure that his or her actions on behalf of the Company do not in any way violate or appear to violate antitrust and anti-competitive laws or regulations. When in doubt, seek assistance from the Chief Compliance Officer, the Legal Department or your manager.

#### 4.1.2. Life Sciences/Medical Device Laws

Oncocyte is committed to complying fully with all applicable laws and regulations governing the development, commercialization, promotion and sale of medical device and diagnostic testing products, including, but not limited to, the federal Food Drug and Cosmetic Act, the Food And Drug Administration (“FDA”) Clinical Laboratory Improvement Amendments (“CLIA”) regulations that regulate laboratory testing and require clinical laboratories to be certified by the Center for Medicare and Medicaid Services (CMS) before they can accept human samples for diagnostic testing and similar laws and regulations implemented by regulatory authorities outside the United States where Oncocyte may do business. Compliance extends to all Company activities regarding our development and commercialization of products and product candidates, including research, development, manufacturing, marketing, sales and distribution. Company policies and procedures, with which all employees, officers and directors must comply, are designed to foster such compliance.

**In particular, Oncocyte must comply with the Food Drug and Cosmetic Act (“FDCA”) and all rules and regulations issued by and/or enforced and administered by the Food and Drug Administration (“FDA”) and similar requirements set by analogous regulatory authorities outside the United States where Oncocyte does business.** FDA regulations govern nearly every aspect of our industry, from the very start of research efforts and continuing through the sale and marketing of our tests and products.

#### 4.1.3. Anti-kickback, Bribery

*General.* In the United States and in many other countries it is illegal and/or contrary to applicable ethical codes to provide, offer, solicit, or accept a kickback or bribe. The United States Federal Anti-Kickback Statute specifically prohibits anyone from offering, paying, soliciting, or receiving anything of value (such as a kickback or bribe) in return for referring an individual for an item or service reimbursed under a federal health care program. A kickback or bribe may be defined as any money, fee, commission, credit, gift, gratuity, loan, reward, advantage, benefit, thing of value or compensation of any kind that is provided, directly or indirectly, and that has as one of its purposes, the



improper obtaining or rewarding of favorable treatment in a business transaction. Oncocyte's policy strictly prohibits all kickback and bribes.

Specifically, the use of Company funds or assets for gifts, gratuities or other favors to customers, suppliers, or government officials is prohibited, except to the extent such gifts are in compliance with applicable law, insignificant in amount and not given in consideration or expectation of any action by the recipient. Bribes and kickbacks are criminal acts, strictly prohibited by law. You must not offer, give, solicit or receive any form of bribe or kickback anywhere in the world.

Common sense and moderation should prevail in business entertainment engaged in on behalf of the Company. Employees, officers and directors should provide, or accept, business entertainment to or from anyone doing business with the Company only if the entertainment is infrequent, modest and intended to serve legitimate business goals.

Bribery, anti-kickback or similar laws are also applicable when an Oncocyte director, officer, or employee is offered payments, gifts or gratuities that might unduly influence Oncocyte's business judgment or practices. Accordingly, employees, officers and directors must review *section 5.1 "Conflicts of Interest"* of this Code and, if offered payments, gifts or other gratuities that might unduly influence the conduct of Oncocyte's business, should seek guidance from the Chief Compliance Officer, the Legal Department or his/her manager. Employees, officers and directors must not accept, or permit any member of his or her immediate family to accept, any gifts, gratuities or other favors from any customer, supplier or other person doing or seeking to do business with the Company, other than items of insignificant value. Any gifts that are not of insignificant value should be returned immediately and reported to your supervisor. If immediate return is not practical, they should be given to the Company for charitable disposition or such other disposition as the Company, in its sole discretion, believes appropriate.

**Healthcare Providers.** Anti-kickback laws implicate interactions with healthcare providers and provide that *anyone who knowingly and willfully offers remuneration or reward in any form to induce healthcare providers to use or recommend a product that is reimbursed by government* is guilty of a felony. Anti-kickback laws apply to both the party offering the remuneration or reward and the third party who receives it. Accordingly, there are strict limitations on when and how Oncocyte may offer gifts or rewards to physicians or any other health care providers or health care entities, or others who are in a position to influence how our products are used or to otherwise refer an individual for a health care item or service. All employees, officers and directors must be familiar with, and must comply with this Code as well as other Oncocyte policies that are incorporated by reference into this Code. No payments, gifts or anything else of value may be offered to healthcare professionals except as permitted by applicable law and in accordance with Oncocyte's written policies. Payments for services performed by healthcare professionals can be made only pursuant to a signed, written agreement in a form approved by the Legal Department.



Given the complexity of the applicable legal framework, you should closely review any payments you might consider with your manager and seek approval from the Chief Compliance Officer or Legal Department, as required.

#### 4.1.4. Foreign Corrupt Practices Act

Many countries, including the United States, the United Kingdom and others, have specific anti-corruption laws focused on bribery and on conducting business with foreign government officials. For example, under the United States Foreign Corrupt Practices Act (the “FCPA”), companies are prohibited from directly or indirectly offering, promising to pay, or authorizing the payment of money or anything of value to a foreign official in order to influence official acts or decisions of that person or entity, to obtain or retain business or to secure any improper advantage. This is particularly relevant because physicians in many foreign countries are government employees. This is an area of high-risk, and you must consult the Legal Department before making any payment that may implicate the FCPA or similar laws of a given country.

#### 4.1.5. False Claims Act

Federal and state laws prohibit the submission of false or fraudulent claims for reimbursement to the United States government. These laws also prohibit the provision of false information to customers that cause the submission of false claims to the federal health care programs. Oncocyte is committed to conducting its business in compliance with the federal False Claims Act and analogous state laws and requires that all information provided to any government agency be true and complete to our best knowledge in all material respects.

#### 4.1.6. Ineligible Persons

Oncocyte does not hire or do business with Ineligible Persons—individuals who are excluded, suspended, debarred or otherwise ineligible to participate in federal healthcare programs or in federal procurement or non-procurement programs; or who have been convicted of a criminal offense related to federal healthcare programs. Oncocyte may not bill federal health care programs for items or services furnished, ordered, or prescribed by an Ineligible Person.

#### 4.1.7. Regulatory and Industry Guidance

**Department of Justice (“DOJ”) Guidance.** In April 2019 and in June 2020, the Department of Justice issued updated guidance on evaluating Compliance Program “effectiveness.” The guidance focuses on three (3) “fundamental questions”:

1. Is the corporation’s compliance program well designed?
2. Is the program being applied earnestly and in good faith? In other words, is the program adequately resourced and empowered to function effectively?
3. Does the corporation’s compliance program work in practice?

Oncocyte’s Compliance Program is designed to follow the DOJ guidance.



**OIG Compliance Guidance.** The Office of Inspector General (“OIG”) for the United States Department of Health and Human Services is responsible for maintaining the integrity of United States federal healthcare programs, including Medicare and Medicaid. OIG has issued Compliance Program Guidance for pharmaceutical manufacturers that focuses on establishing and maintaining an effective compliance program, the integrity of pricing information provided to the government to establish payment amounts, and industry relationships with healthcare professionals, particularly related to practices that have the potential to corrupt physician judgment, and compliance with the laws regulating drug samples. Notably, this OIG guidance has been more broadly applied beyond pharmaceutical companies to include the life sciences and medical technology industry. Oncocyte is committed to conducting its business in compliance with OIG’s Compliance Program Guidance as applicable.

**The AdvaMed Code of Ethics.** The Advanced Medical Technology Association (AdvaMed) is a global trade association of companies that develop, produce, manufacture, and market medical technologies. AdvaMed has issued the AdvaMed Code on Ethics (the “AdvaMed Code”), which was updated in 2020. This voluntary code for member companies focuses on interactions between medical technology companies and healthcare professionals. The AdvaMed Code provides guidance on marketing medical technology to healthcare professionals and developing relationships focused on informing the healthcare professionals about products, providing scientific and education information, and supporting medical research and education. Oncocyte adheres to the principles within the AdvaMed Code. The principles within the AdvaMed Code reflect our intention that our interactions with healthcare professionals are to benefit patients and to enhance the practice of medicine.

#### 4.2. Employment Policies

Oncocyte is an equal opportunity employer. The Company supports and complies with all applicable laws regarding nondiscrimination in employment and does not discriminate on the basis of race, religion, color, national origin, ancestry, sex, marital status, sexual orientation, age or disability. Additionally, Oncocyte is committed to providing a workplace free of harassment, including but not limited to sexual harassment. The Company’s policy prohibiting harassment is incorporated by reference into this Code.

#### 4.3. Political Process

The Company’s policy is to comply strictly with all applicable laws and regulations relating to the making of corporate political contributions. No political contributions for any candidate for Federal office may be made for or on behalf of the Company by any Company employee.

Even in those jurisdictions where corporate contributions are legal, no employee



is authorized to make any political contribution, including the purchase of tickets to raise political funds and the furnishing of any goods or service, for or on behalf of the Company unless it has been reviewed and approved by the Legal Department.

Monetary contributions so approved shall be made only by corporate check payable to the candidate or political committee in question.

The Company believes that it is inadvisable to become involved in the internal political affairs of a foreign country. Accordingly, neither the Company nor any of its employees may make a foreign political contribution for or on behalf of the Company.

The Company encourages its employees at all levels to exercise their rights of citizenship by voting, making personal political contributions if they wish to do so with their own funds, and by being otherwise politically active in support of candidates or parties of the employee's own personal selection.

Such political activity by the Company's employees must be engaged in strictly in their individual and private capacities as responsible citizens, and not on behalf of the Company. No Company employee may receive any direct or indirect reimbursement or offsetting refund of any nature with respect to political contributions made by them in any form.

## 5. Integrity

### 5.1. Conflicts of Interest

Employees, officers and directors must act in the best interests of the Company. You must refrain from engaging in any activity or having a personal interest that presents a "conflict of interest." A conflict of interest occurs when your personal interest interferes, or appears to interfere, with the interests of the Company. A conflict of interest can arise whenever you, as an officer, director or employee, take action or have an interest that prevents you from performing your Company duties and responsibilities honestly, objectively and effectively.

For example:

- No employee, officer or director shall perform services as a consultant, employee, officer, director, advisor or in any other capacity for, or have a financial interest in, a direct competitor of the Company, other than services performed at the request of the Company, and other than a financial interest representing less than one percent (1%) of the outstanding shares of a publicly-held company.
- No employee, officer or director shall use his or her position with the Company to influence a transaction with a supplier or customer in which such person has any personal interest, other than a financial interest representing less than one



percent (1%) of the outstanding shares of a publicly-held company.

- Officers, employees and directors should not hold a financial interest in any customer or supplier of the Company, except that ownership of less than a 5% interest in a customer or supplier that is a publicly owned corporation will be permitted, subject to such policies as the Board of Directors may establish from time to time.
- No officer or employee of the Company may serve as a director of any other public company or of any competitor or potential competitor of the Company without obtaining prior approval from the Company's Board of Directors. Directors shall disclose to the Board of Directors any directorship they may hold of any other public company or of any competitor or potential competitor of the Company.
- The use of Company time, material, equipment, trade secrets and other intellectual property, and facilities for purposes not directly related to the Company's business is prohibited.
- In addition, the following activities require disclosure and constitute a reportable conflict of interest:
  - any Company loan to any director, officer, or colleague, or Company guarantee of any personal obligation;
  - directing Company business to any entity in which a director, officer, or colleague or close family member has a substantial interest;
  - owning, or owning a substantial interest in, any competitor, customer, supplier, business partner or collaborator of the Company;
  - using Company assets, intellectual property, or other resources for personal gain; and
  - accepting anything of more than nominal value – such as gifts, discounts, or compensation – from an individual or entity that does or seeks to do business with the Company.

It is your responsibility to disclose any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest to your supervisor, or, if you are an executive officer or director, to the Chief Compliance Officer.

Directors and officers must disclose any actual or apparent conflict situation to the Chief Compliance Officer and to the Board. Employees who are not officers must disclose all such situations of which they are aware to an appropriate manager or department head, or to the Chief Compliance Officer. All managers and department heads who receive such disclosure must forward them promptly to the Chief Compliance Officer.



Directors of the Company who are not employees of the Company must be sensitive to situations in which they may have business or financial interests in corporations or other business entities that, from time to time, have business dealings with the Company or that may compete with the Company. While these relationships are not strictly prohibited, they should be avoided where reasonably practicable. Any Company director who has or becomes engaged in such a relationship must promptly bring it to the attention of the Chief Compliance Officer and to the Chair of the Board. If a conflict cannot be avoided, it must be managed in an ethical and responsible manner in consultation with legal, financial or other counsel as appropriate.

Please see section 7. *Waivers and Approvals* for details on the waiver and approval process.

## 5.2. Corporate Opportunities

All employees, officers and directors have a duty to advance the legitimate interests of the Company. Therefore, you may not (i) take for yourself corporate opportunities that are discovered through the use of Company property, information or position, without first offering such opportunities to the Company; (ii) use corporate property, information, or position for personal gain; or (iii) compete with the Company.

Directors and officers must adhere to their fundamental duties of good faith, due care, and loyalty owed to all shareholders, and to act at all times with the Company's and its shareholders' best interests in mind.

## 5.3. Insider Trading

Employees, officers and directors who have material non-public information about the Company or other companies, including our suppliers and customers, as a result of their relationship with the Company are prohibited by law and Company policy from trading in securities of the Company or such other companies, as well as from communicating such information to others who might trade on the basis of that information. To help ensure that you do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, the Company has adopted an Insider Trading Policy, a copy of which has been previously provided to you and is also maintained on the Company website.

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

Each person who becomes an officer or director of the Company must file with the SEC a report on Form 3 disclosing their beneficial ownership of Company equity securities, including stock, stock options, and warrants, and any right or arrangement to acquire any of those securities. Officers and directors are reminded that they must





disclose each acquisition or disposition of Company securities by filing a report on Form 4 with the SEC no later than the second business day after the transaction, and that they must also file annual reports on Form 5 reporting their beneficial ownership of Company securities as of the end of the prior year and any transaction during the prior year that was not previously reported on a Form 4.

#### 5.4 Fair Dealing

Employees, officers and directors should endeavor to deal honestly, ethically and fairly with the Company's suppliers, customers, competitors and employees. Statements regarding the Company's products and services must not be untrue, misleading, deceptive or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

#### 5.5 Proper Use of Company Assets

Employees, officers and directors should seek to protect the Company's assets. Theft, carelessness and waste have a direct impact on the Company's financial performance. Employees, officers and directors must use the Company's assets and services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

Employees, officers and directors must advance the Company's legitimate interests when the opportunity to do so arises. You must not take for yourself business opportunities that are discovered through your position with the Company or the use of property or information of the Company.

#### 5.6 Confidential Information

All employees, officers and directors must maintain the confidentiality of sensitive business, technical, or other information entrusted to them by the Company, its customers, suppliers, business partners or collaborators, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors or harmful to the Company, its customers, suppliers, business partners or collaborators if disclosed. Of special sensitivity is financial information, which should be considered confidential under all circumstances, except where Oncocyte approves disclosure, or when it has been made public in a press release or a report filed with a governmental authority. The obligation to preserve such confidentiality continues even after employment ends.

#### 5.7 Delegation of Authority

Each Company colleague may delegate to his or her subordinates the authorities that have been granted to the colleague, provided that such delegation is in accordance with any delegation of authority policy of the Company. Compliance



obligations, however, are non-delegable, and each colleague, remains responsible for compliance, regardless of the substantive responsibilities that may be delegated. In addition, each delegation must be reasonable and appropriate considering applicable laws and regulations, Company policies and procedures, and the abilities and position of the subordinate. Each delegation should include reasonable monitoring of the subordinates carrying out delegated authorities.

## **6. Ethics Guidelines for Financial Reporting Responsibilities**

The Finance Department bears a special responsibility for promoting integrity throughout the organization, with responsibilities to Company shareholders. The Chief Executive Officer, Chief Financial Officer, and Finance Department personnel have the obligation not only to adhere to these principles themselves, but also to ensure that a culture exists throughout the Company as a whole that ensures the fair and timely reporting of Company financial results and condition, as well as other information that may be required by a governmental authority.

### **6.1. Accuracy of Books and Records and Public Reports**

Employees, officers and directors must honestly and accurately report all business transactions. You are responsible for the accuracy of your records and reports. Accurate information is essential to the Company's ability to meet legal and regulatory obligations.

All Company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. The financial statements of the Company shall conform to generally accepted accounting rules and the Company's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

It is the policy of the Company to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission and in other public communications.

### **6.2. Concerns Regarding Accounting or Auditing Matters**

Employees with concerns regarding questionable accounting or auditing matters or complaints regarding accounting, internal accounting controls or auditing matters may confidentially, and anonymously if they wish, submit such concerns or complaints in writing to the Chair of the Audit Committee of the Company's Board of Directors or may use the Whistleblower Hotline fax, email, or Web-based form shown below in "Reporting and Compliance Procedures." All such concerns and complaints will be reviewed by the Chair of Audit Committee of the Board of Directors. A record of all



complaints and concerns received will be provided to the full Audit Committee each fiscal quarter.

The Audit Committee will evaluate the merits of any concerns or complaints received by it and authorize such follow-up actions, if any, as it deems necessary or appropriate to address the substance of the concern or complaint.

The Company will not discipline, discriminate against or retaliate against any employee who reports a complaint or concern, unless it is determined that the report was made with knowledge that it was false.

### 6.3. Dealings with Independent Auditors

No employee, officer or director shall, directly or indirectly, make or cause to be made a materially false or misleading statement to an accountant in connection with any audit, review or examination of the Company's financial statements or the preparation or filing of any document or report with the Securities and Exchange Commission (the "SEC"). No employee, officer or director shall, directly or indirectly, omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading to, an accountant in connection with any audit, review or examination of the Company's financial statements or the preparation or filing of any document or report with the SEC.

No employee, officer or director shall, directly or indirectly, take any action to coerce, manipulate, mislead or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of the Company's financial statement.

## 7. Waivers and Approvals

The policies contained in this Code must be strictly adhered to by all employees, officers, and directors.

Any request for a waiver of a provision of, or approval required by, this Code must be submitted in writing to the Chief Compliance Officer for appropriate review. The Chief Compliance Officer will then forward the request and consult with the appropriate executive officer or the Board of Directors, as set forth below, who will decide the outcome.

- **Directors** – Any waiver of this Code for a Company director may only be granted by the Board of Directors or the Audit Committee.
- **Executive Officers** – Any waiver of this Code for a Company executive officer may only be granted by the Board of Directors or the Audit Committee.
- **Other Officers and Employees** – Any waiver of this Code for officers, other than executive officers, or other employees may only be granted by the Chief



Executive Officer.

- **Required Audit Committee Approval** – The Audit Committee must review and, if required by applicable law, regulation, rule or listing standard, approve any “related party” transaction as defined in Item 404(a) of Regulation S-K before it is consummated.

Statements in this Code to the effect that certain actions may be taken only with “Oncocyte’s approval” will be interpreted to mean that appropriate officers or the Board of Directors must give prior written approval before the proposed action may be undertaken.

## **8. Reporting and Investigation Process**

### **8.1. Reporting**

Every employee, officer and director has the responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code. Any employee, officer or director who knows or believes that any other employee or representative of the Company has engaged or is engaging in Company-related conduct that violates applicable law or this Code should report such information to his or her supervisor, or, if you are an executive officer or director, to the Chief Compliance Officer, the Chief Executive Officer, or the Chair of the Board. You may report such conduct without fear of retaliation. The Company will not discipline, discriminate against or retaliate against any employee who reports such conduct, unless it is determined that the report was made with knowledge that it was false, or who cooperates in any investigation or inquiry regarding such conduct. Any supervisor who receives a report of a violation of this Code must immediately inform the Chief Compliance Officer.

You may report violations of this Code, on a confidential basis, by telephone, fax, e-mail or Web-based form using the “Whistleblower Hotline” (provided by a third-party service provider, Lighthouse) as provided in 8.2 below.

Upon receipt of an alleged violation of this Code, the Company shall, as appropriate, (a) evaluate such information, (b) if the alleged violation involves an executive officer or a director, inform the Chief Executive Officer, or the Chief Financial Officer, or the Chair of the Board of the alleged violation as appropriate under the circumstances, to determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, initiate such inquiry or investigation and (c) report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to the Chief Executive Officer or Board for action. Employees, officers and directors are expected to cooperate fully with any inquiry or investigation by the Company regarding an alleged violation of this Code. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including termination of employment.



The Company shall determine whether violations of this Code have occurred and, if so, shall determine the disciplinary measures to be taken against any employee who has violated this Code. In the event that the alleged violation involves an executive officer or a director, the Chief Executive Officer and/or the Board of Directors shall determine whether a violation of this Code has occurred and, if so, shall determine the disciplinary measures to be taken against such executive officer or director.

Failure to comply with the standards outlined in this Code will result in disciplinary action including, but not limited to, reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, discharge and restitution. Certain violations of this Code may require the Company to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution. Moreover, any supervisor who directs or approves of any conduct in violation of this Code, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including termination of employment.

## 8.2. Contact Information

You may report violations of this Code, on a confidential basis, by contacting the Chair of the Nominating/Corporate Governance Committee of the Board of Directors by telephone, fax, e-mail or Web-based form using the “Whistleblower Hotline” (provided by a third-party service provider, Lighthouse):

- Tel.: (844) 420-0044
- Fax: (215) 689-3885 (must include company name with report)
- E-mail: [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (must include company name with report)
- Website: [www.lighthouse-services.com/oncocyte](http://www.lighthouse-services.com/oncocyte)

## 8.3. Investigation Process

Reports of violations will be investigated promptly under the supervision of the Chief Compliance Officer or the Board of Directors depending on the circumstances. All employees, officers and directors are required to cooperate fully in the investigation of reported violations and to provide truthful, complete and accurate information. The investigation will be handled as discreetly as reasonably possible, allowing for a fair investigation and any necessary corrective action. Appropriate corrective action will be taken whenever a violation of this Code is determined to have occurred. The Compliance Officer, in consultation with the Compliance Committee will be responsible for the investigation and management of reports of suspected violations of this Code for the Chief Executive Officer, Senior Financial Officers, and reports of questionable or improper accounting or auditing matters.

Unless otherwise restricted by federal, state or provincial law, rule or regulation, the Chief Compliance Officer may consult with any director, officer, colleague or consultant (including legal counsel) that he or she deems necessary or appropriate in his or her



administration of this Code, and may delegate his or her administrative duties under this Code to other employees of Oncocyte.

#### 8.4. Disciplinary Action

Depending on the nature of the violation, the offending individual can be subject to corrective action, such as training, or disciplinary action, which may include termination of employment. Failure to follow applicable laws can lead to severe penalties and sanctions against the Company, including large fines, criminal prosecutions, ineligibility to receive reimbursement from government payors, and the exclusion of individuals from participation in government programs. Violators may also be personally liable for prosecution, fines and potentially even imprisonment. In addition, anyone who violates Oncocyte's own policies or who interferes with an investigation or provides information in an investigation that the individual knows to be untrue or inaccurate, is subject to disciplinary action, which may include termination of employment.

#### 8.5. Confidentiality

Employees, officers and directors must maintain the confidentiality of confidential information entrusted to them by the Company or other companies, including our suppliers and customers, except when disclosure is authorized by a supervisor or legally mandated. Unauthorized disclosure of any confidential information is prohibited. Additionally, 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 responsibilities for the Company.

Third parties may ask you for information concerning the Company. Subject to the exceptions noted in the preceding paragraph, employees, officers and directors (other than the Company's authorized spokespersons) must not discuss internal Company matters with, or disseminate internal Company information to, anyone outside the Company, except as required in the performance of their duties for the Company and after an appropriate confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders. All responses to inquiries on behalf of the Company must be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to your supervisor or one of the Company's authorized spokespersons.

You also must abide by any lawful obligations that you have to your former employer. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work at the Company and non-competition obligations.



Except as may be required by law or by the requirements of the resulting investigation or corrective action, the Chief Compliance Officer and others conducting the investigation will not disclose the identity of anyone who reports a suspected violation if confidentiality is requested.

## 8.6. Protection Against Retaliation

**The Company prohibits any form of retaliation against employees who, for lawful purposes, report to the Company any conduct or activity that may violate this Code, any law or regulation applicable to the Company or any other suspected improper, unethical or illegal conduct or activities by anyone at the Company.** The Company also prohibits any form of retaliation against employees who provide information, cause information to be provided, or assist in an investigation conducted by the Company or any governmental body regarding a possible violation of any law or regulation relating to fraud, any labor law, or any rule or regulation of the SEC (the US Securities and Exchange Commission), the FCA (the UK Financial Conduct Authority) or equivalent authority in other jurisdictions, or who file, cause to be filed, or assist, participate or give testimony in any proceeding relating to an alleged violation of any such law, rule or regulation.

All Company officers and other managerial employees are responsible for ensuring adherence to this Section 8.6. In addition, each Company officer and managerial colleague is responsible for communicating the policy set forth in this Section 8.6 to employees under his or her supervision and for supporting programs and practices designed to develop understanding of, commitment to and compliance with this policy. In the event that any Company officer, other managerial colleague or manager believes that a violation of this Section 8.6 has occurred or receives a report of a violation, he or she must immediately contact the Chief Compliance Officer.

If an colleague believes that he or she has been retaliated against (including threatened or harassed) in violation of this Code, he or she should report the retaliation to the Chief Compliance Officer, unless the colleague believes that the Chief Compliance Officer has retaliated, in which event the colleague should report the retaliation to the Chief Executive Officer, and/or the Board of Directors. Once a colleague reports retaliation prohibited by this Code, the Company will promptly investigate the matter in accordance with the procedures described above.

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**Approved by the Oncocyte Corporation  
Board of Directors**



**Exhibit A**  
**Oncocyte Code of Business Conduct and Ethics Annual Disclosure Statement**

Oncocyte Code of Business Conduct and Ethics  
Initial Certification and Disclosure Statement

**I hereby certify that (*check which one applies*):**

- I am in compliance with the Oncocyte Code of Business Conduct and Ethics (“the Code”).
- I am not in compliance with the Code, but I have reported my non-compliance to the Chief Compliance Officer or the Compliance Hotline/Helpline.
- I am not in compliance with the Code, but I will report my non-compliance immediately to the Chief Compliance Officer or the Compliance Hotline/Helpline.

**I hereby disclose that (*check all that apply*):**

- I do not know of or suspect any violations of the Code.
- I am aware of a suspected violation of the Code, which I have already reported.
- I am aware of a suspected violation of the Code that I have not yet reported, but which I intend to report promptly.

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

**Print Name:** \_\_\_\_\_

**Date:** \_\_\_\_\_





**Exhibit B**  
**Oncocyte Code of Business Conduct and Ethics Annual Certification**

I certify that I have read, that I understand, and that I will comply with the Oncocyte Code of Business Conduct and Ethics.

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

**Print Name:** \_\_\_\_\_

**Date:** \_\_\_\_\_

