



# CODE OF ETHICAL BUSINESS CONDUCT



*This Code of Ethical Business Conduct is not, and may not be construed as, a contract of employment or any other type of contract. Employment at Biocept, Inc. or any of its affiliates or subsidiaries (collectively, "Biocept") is at all times "at will," and either the Employee or Biocept has the right to terminate the employment relationship at any time.*

Last updated December 2022

## I. Introductory Message

To all “Biocept Employees” (which includes all officers, directors, employees, agents, independent contractors, distributors, representatives) and other individuals or entities that conduct business with, or on behalf of Biocept, Inc. and its subsidiaries and affiliates (collectively, “Biocept” or the “Company”):

It is our mission to support physicians and patients battling metastatic cancer. In completing this mission, Biocept is committed to conduct all its business activities in accordance with the highest standards of ethics, and be accountable, committed, respectful, trustworthy, customer-focused, and work effectively in a team environment. This includes ensuring that each Employee’s actions are in full compliance with all applicable federal, state, and local laws, rules, and regulations, including compliance with the U.S. Department of Health and Human Services Office of Inspector General Laboratory Compliance Program Guidance.

No commercial objective is more important than complying with all applicable laws, rules and regulations. When the Company operates its business with integrity, we avoid many adverse consequences such as the loss of our reputation and goodwill, imposition of government fines, and criminal prosecution. Remember that it takes only one unlawful or unethical act to destroy the reputation that Biocept has earned from its customers, patients and the public.

Violation of any law is a serious matter and could subject the Company and the individual involved to civil and criminal proceedings, regulatory actions and private lawsuits. Employees who violate the law can have personal liability and be severely penalized, including monetary fines and a significant prison term. For the Company, a violation of the law can mean a fine of millions of dollars, loss of important customers, and exclusion from participation in government programs (e.g., Medicare and Medicaid).



## II. Purpose and Scope

The Board of Directors of Biocept, Inc. (the “Company”) has established this Code of Business Conduct (the “Code”) as a guide for all employees, officers and directors in making ethical and legal decisions when conducting the Company's business and performing day-to-day duties on behalf of the Company. This Code shall apply to all of the Company's employees, officers, and directors (collectively, “Employees”). Certain agents and contractors of the Company may also be required to read, understand and abide by this Code.

The Code is not the exclusive source of guidance and information regarding conduct of the Company's business. It is intended to supplement and not to replace existing Company policies and procedures, including the Employee Handbook. The Company may occasionally modify or update these more specific policies and procedures and adopt new Company policies and procedures in the future. Each Employee should consult applicable policies and procedures in specific areas as they apply. Nothing in this Code is intended to alter the existing legal rights and obligations of the Company or any of its Employees, including “at-will” employment arrangements or the terms of any employment or compensation-related agreements. The standards in this Code should be viewed as the minimum standards that the Company expects to be maintained by its Employees in the conduct of the Company's business and the performance of their day-to-day duties.

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## The Biocept Code of Ethical Business Conduct

An ethics and/or compliance program is a set of internal controls (e.g., policies, procedures, etc.) that a company develops, implements and maintains to prevent, detect, and resolve illegal or unethical conduct by an organization or its Employees. In order to ensure the Company operates in an ethical manner and complies with all appropriate laws, rules and regulations, including those related to healthcare fraud and abuse, the Company has implemented a comprehensive compliance program entitled Biocept Integrity Program (“Program”).

A Compliance Committee, composed of appropriate members of the Company’s management team, oversees the Program. A Compliance Officer has been appointed to administer and implement the day-to-day operations of the Program.

This Code of Ethical Business Conduct is an integral part of the Program and applies to the Company and any and all affiliates, whether operating inside or outside of the United States. Each Employee is provided a copy of this Code and given appropriate training concerning the legal and ethical requirements of the Employee’s particular position. Each Employee is required to comply with all applicable international, federal, and state laws (including those applicable to any government program), the Program, this Code and any other policy or procedure of the Company. Such compliance is a part of each Employee’s annual performance review and failure to comply will result in appropriate disciplinary action.

**Every Employee has an affirmative obligation to report any actual or suspected legal or ethical violation, including any violation of any applicable international, federal and state laws (including those applicable to any government healthcare program), the Program, this Code, and any other policy or procedure of the Company.**

The Company expects those in a leadership/supervisory capacity to set the example and to be in every respect a model. They must ensure that those on their team have sufficient information to comply with law, regulation, and policy, as well as the resources to resolve ethical dilemmas. They must also help to maintain a culture that promotes the highest standards of ethics and compliance.

The Company has created a confidential method to disclose any actual or suspected violations of any law, rule or regulation by the Company or any of its Employees, known as the ***Integrity Helpline***. An Employee may report such violation(s) by calling the ***Biocept Integrity Helpline, toll-free, at 1-833-4ETHICS (1-833-438-4427)***. The calls cannot be traced and if a caller desires to remain anonymous, the caller’s anonymity will be preserved up to the limits of the law.



All matters reported will be promptly investigated and, if necessary, all appropriate Corrective Action will be taken. The Company maintains a strict “no-retaliation” policy on all matters reported on the Integrity Helpline or by any other means.

*If you have any questions or concerns related to this topic, consult the Company’s policies and procedures on this topic or refer to the Business Ethics Questions and Reporting Concerns section on Page 7 of this Code.*

## Business Ethics Questions and Reporting Concerns

Biocept has developed an effective method for its Employees to seek information and advice on business ethical and compliance matters as well as a confidential and anonymous method to report or disclose suspected violations. No Employee should subordinate their professional standards or judgment to any individual if they believe that doing so would cause them to engage in illegal or unethical conduct.

Any Employee who suspects that the Company or another Employee (including a supervisory or managerial Employee) or independent contractor has violated this Code, any law, rule or regulation, or any Company policy or procedure, should immediately report their suspicions to the Employee's direct supervisor, the Human Resources Department, or the Biocept Compliance Officer. If, for any reason, an Employee is uncomfortable reporting the matter to any of the individuals or departments mentioned above or anyone else in the Company's management, the Employee may notify the Chairman of the Audit Committee.

If, for whatever reason, an Employee feels uncomfortable communicating their concerns as described above, the Employee can call the ***Integrity Helpline, toll-free, at 1-833-4ETHICS (1-833-438-4427)***. The calls will not be traced and if you wish to remain anonymous, your anonymity will be preserved up to the limits of the law. All reports of alleged violations will be promptly and thoroughly investigated with all appropriate Corrective Action taken. Any Employee may also submit a concern in writing to the following address:

Compliance Officer  
Biocept, Inc.  
9955 Mesa Rim Rd.  
San Diego, CA 92121  
(Please mark the envelope "Confidential")

**Employees may also submit a concern by email to [ComplianceOfficer@Biocept.com](mailto:ComplianceOfficer@Biocept.com).** Please note that anonymous correspondences may not be able to be investigated if sufficient information concerning the location or department where the violation occurred is not included.

It is against the Company's policy to retaliate against any Employee who, in good faith, reports an ethical or legal concern.

**Guidance For All Situations.** To assist them in dealing with ethical questions, Employees may wish to ask themselves the following questions regarding their proposed action:

- Is it honest and truthful?
- To the best of my knowledge, is such action compliant with all laws, rules, regulations, Company policy or procedure and this Code?
- Would my supervisor, co-workers, family, friends, or the media be proud of my actions?

If you cannot answer yes to each question, you need to find out the answer before you act. If you have any questions about the proper application of principles of the code or about what is required by the law in any given situation, you must consult with your supervisor or the Compliance Officer.

## Financial Reporting and Accounting

As a public company, it is critical that Biocept's filings with the U.S. Securities and Exchange Commission ("SEC") be accurate and timely and prepared according to U.S. Generally Accepted Accounting Principles and in compliance with Sarbanes-Oxley Act of 2002 ("SOX"). Certain Employees are required to certify that Biocept's public reports and other communications are accurate, complete, fair and understandable. All Employees must ensure that the Company maintains accurate books and records and financial documents, follow established internal controls in compliance with SOX, and provide prompt and accurate answers to inquiries related to its public disclosure requirements. Therefore, all Employees shall:

- Act at all times with honesty, integrity and independence, avoiding actual or apparent conflicts of interest between personal and professional relationships
- Provide full, fair, accurate, timely and understandable public disclosure, in reports and documents filled with, or submitted to the SEC and in other public communications made by Biocept
- Take all reasonable measures to protect the confidentiality of nonpublic information about Biocept, its subsidiaries, and their customers obtained or created in connection with financial activities, and to prevent the unauthorized disclosure of such information unless required by applicable law, rule, legal or regulatory process
- Comply with this Code and all applicable laws, rules and regulations of federal, state, provincial, and local governments, and other appropriate private and public regulatory agencies regarding accounting and financial reporting
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing independent judgment to be subordinated
- Not directly or indirectly take any action to coerce, manipulate, mislead or fraudulently influence the Company's independent external and internal auditors
- Promptly report any suspected violations of applicable government rules and regulations or this Code to Corporate Compliance or the Audit Committee of the Board of Directors (the "Audit Committee")

The Chief Executive Officer, Chief Financial Officer, and the Accounting Department staff have a special role both to adhere to these principles themselves and also to ensure that a culture exists throughout Biocept that ensures fair and timely reporting of the Company's financial results and condition in accordance with SOX.



The Audit Committee is responsible for establishing procedures for the receipt, retention and treatment of Employee complaints on internal accounting controls and auditing practices and the confidential, anonymous reporting by Employees of concerns regarding questionable accounting or auditing matters. In addition, the Chief Executive Officer, the Chief Financial Officer, and the staff of the Accounting Department are also responsible for notifying the Internal Auditor or the Audit Committee of any material information that affects the Company's disclosures in its public filings and otherwise assist the Audit Committee with its oversight responsibilities. Should the Internal Auditor receive complaints related to internal accounting controls and/or auditing practices, they will forward the complaints to the Audit Committee. Any Employee may submit a good faith concern or complaint regarding accounting, financial reporting, internal accounting controls or auditing matters ("Financial Matters") to Biocept without fear of retaliation of any kind. Examples of these types of concerns or complaints include, but are not limited to:

- Fraud or deliberate error in the (i) preparation, evaluation, review or audit; or (ii) recording and maintaining of any financial statement or record of Biocept
- Failure of or noncompliance with any of Biocept's internal accounting controls or
- A misrepresentation or false statement to or by any senior officer or accountant regarding a matter contained in the financial records, financial reports, or audit reports of Biocept

Complaints relating to Financial Matters will be reviewed by the Corporate Compliance/Internal Audit group and the Audit Committee and such other persons as the Audit Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.

### **Additional Ethical Obligations for Senior Financial Officers**

The following are additional ethical obligations of senior financial officers, defined as the Chief Executive Officer, Chief Financial Officer, and Principal Accounting Officer or Controller, and persons performing similar functions that have been promulgated by the Company under Section 406 of SOX and the rules of the SEC promulgated thereunder. These additional standards for Senior Financial Officers are reasonably necessary to promote: honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; full, fair, accurate, timely, and understandable disclosure in the periodic reports required to be filed by the issuer and in other public communications; and compliance with applicable government laws, rules and regulations. If you are a Senior Financial Officer, in addition to complying with all other terms of this Code, you must also comply with the Code of Ethics for the Chief Executive Officer and other Senior Financial Officers ("SOX Code"). By this reference all requirements of the SOX Code are hereby incorporated herein by reference to this Code and should there be any conflict between this Code and the SOX Code, the terms and conditions of the SOX Code shall prevail.



Any request by you for a waiver of any provision of this Code must be in writing and addressed to the Chairman of the Audit Committee. The Board will have the sole and absolute discretionary authority to approve any waiver from this Code. All waivers from this Code will be disclosed promptly on Form 8-K or any other means approved by the SEC. This Code is intended to constitute a “Code of Ethics” as defined in SEC Regulation S-K Item 406 and a “Code of Conduct” as defined in NASD Marketplace Rule 4350(n) or the rules of any other self-regulatory organization on which the Company’s securities are listed.

*If you have any questions or concerns related to this topic, consult the Company’s policies and procedures on this topic or refer to the Business Ethics Questions and Reporting Concerns section on Page 7 of this Code.*

**Financial interests in other companies:** An Employee should not have a direct or indirect financial interest in any organization if that interest would give or appear to give to the Employee a conflict of financial interest with the Company. In determining whether a conflict or potential conflict of financial interest exists, other factors to consider include: the size and nature of the interest, the nature of the Company's relationship with the other entity, whether the Employee has access to confidential Company information, and whether the Employee has an ability to influence Company decisions that would affect the other entity.

Any Employee who has or wishes to acquire a financial interest in a competitor, or in a customer, supplier, or service provider with whom they have direct business dealings, and that interest would give or appear to give that Employee a financial interest that conflicts with the Company's financial interest, must consult with their supervisor or the Compliance Officer prior to making any such acquisition. Similarly, any Employee who experiences a change of position that results in direct business dealings with a customer, supplier, or service provider in which they already have a significant financial interest must consult with their supervisor or the Compliance Officer.

**Related party transactions:** A “related party transaction” is any transaction that is required to be disclosed pursuant to Regulation S-K, Item 404, promulgated by the Securities and Exchange Commission (the “SEC”). A related party transaction includes any transaction, or series of similar transactions, since the beginning of the Company's last fiscal year, or any currently proposed transaction or series of similar transactions where: (i) the Company or any of its affiliates is a party, (ii) the amount involved exceeds \$120,000 in the aggregate, and (iii) in which any of the following persons had or will have a direct or indirect material interest: any director or director nominee, any executive officer, any holder of five percent or more of the Company's common stock, or any member of the immediate family of any of the foregoing persons. The Company will conduct a review of all related party transactions for potential conflicts of interest. Employees are required to comply with the Company’s corresponding written policies as procedures for related party transactions.

## Interaction with Healthcare Professionals and/or Referral Sources

There are multiple laws that regulate how Biocept may interact with Healthcare professionals and/or referrals sources. A “healthcare professional” or “referral source” (collectively, “HCP”) includes any individual or entity that may prescribe, purchase, lease, recommend, use, or arrange for the purchase or lease of, or prescription of, the Company’s products or services. Examples include, but are not limited to, (i) physicians or physician groups and their respective staffs and/or family members; (ii) nurses, physician assistants and other clinical staff; (iii) hospitals and medical centers and their respective employees, agents and contractors; and (iv) academic and research institutions and their respective employees, agents, and contractors.

The primary principle that must govern all Employees who interact with HCPs is that they should never engage in any activity or provide anything of value to any HCP to induce the HCP to purchase a product or service or refer or recommend the referral of any business to Biocept.

Many times, Biocept must interact with HCPs in order to inform and educate them regarding the products and services Biocept provides. There are also times when Biocept may need to retain the services of HCPs or provide financial support for legitimate purposes, such as:

- Contracting with an HCP to assist the Company in the development of new products or to oversee a clinical or research studies
- Contracting with an HCP to provide educational lectures or to conduct training courses for other HCPs regarding the Company’s products or services
- Providing grants to third-party educational conferences that educate HCPs regarding new advances in our industry
- Providing charitable grants to appropriate charitable organizations to support research and assistance



Under no circumstance should any Employee ever:

- Provide anything of value (cash, gifts, paying for expenses) to any HCP or their family members in order to induce the HCP to refer a patient or purchase a product or service of Biocept
- Enter into any contract or other arrangement with an HCP, unless the arrangement (i) is in writing signed by both parties; (ii) specifies the services to be provided; (iii) any compensation is set within the range of the fair market value and does not take into account the value and volume of the referrals and/or purchases; (iv) is for a term of at least one year; and (v) is reviewed and approved by the Biocept Compliance Officer

There may be additional situations in which the Company may provide an HCP with equipment or services (e.g., providing courier services, Company dedicated communication equipment, free test evaluation, etc.); such situations must be approved in advance by the Compliance Officer and the Compliance Officer.

*If you have any questions or concerns related to this topic, consult the Company's policies and procedures on this topic or refer to the Business Ethics Questions and Reporting Concerns section on Page 7 of this Code.*

## Interaction with Patients

It is the general policy of the Company that Employees should interact with a patient when necessary and required by the Employee's job description. In those situations, where an Employee may be required to interact with a patient, the Company requires each Employee to ensure that:

- Such interaction is conducted with compassion and respect and in compliance with any applicable federal, state, and local laws and regulations
- The Employee has all the proper licensure or credentials in performing their job responsibilities
- All services and duties rendered to, or on behalf of, the patient are done so in an honest and ethical fashion that promotes public trust in the Company and maintains the Company's integrity and reputation
- The patient receives any necessary information the Company is required to provide for the patient to make an intelligent and informed decision as to whether to consent to the procedure or treatment
- Any deficiency or error has been corrected and not covered up or ignored. All issues or problems should be brought to the attention of those who can properly assess and resolve the matter
- Any issues or problems raised by a patient to an Employee regarding services or products are brought to the attention of those who can properly assess and/or resolve the matter
- Any products and/or services are provided without discrimination based on race, color, religion, national origin, sex, age, disability, sexual orientation, marital status, payor source, ability to pay, or any other unlawful factor
- Any patient information obtained is maintained in accordance with the requirements of the Confidential Patient Information section on Page 23 of this Code

*If you have any questions or concerns related to this topic, consult the Company's policies and procedures on this topic or refer to the Business Ethics Questions and Reporting Concerns section on Page 7 of this Code.*



## Billing and Reimbursement

The Company is committed to prepare and submit accurate claims consistent with any and all legal and contractual requirements. Any Employee who is responsible for the billing and/or collection for Company products and/or services shall comply with all billing/collection-related laws, rules and regulations and the Company's policies and procedures, including, but not limited to, the following:

- Only bill for products or services actually provided or rendered, and which are appropriately documented
- If required to identify a billing and reimbursement code (e.g., CPT, ICD, etc.) on a bill or invoice, ensure that such code is correct and accurate as determined by a medical coding professional
- Act promptly to investigate and correct any problems or errors in any bill or claim that has been submitted, including making any appropriate refunds
- Bill in full compliance with all federal, state, and local laws, regulations, third-party payor requirements and the Company's policies and procedures
- Never submit a bill or claim to any customer, third-party payor that is knowingly false, fraudulent, inaccurate, duplicative or fictitious
- Never routinely waive or write off copayments or deductibles for services rendered

In general, discounts may be offered or received on a case-by-case basis, provided such discounts are offered or received in accordance with applicable law and the discount shall not be (and shall not give the appearance of being) tied to the volume or value of referrals or payor source. Writing off or providing a "professional courtesy" to HCPs or their family members is not permitted.

*If you have any questions or concerns related to this topic, consult the Company's policies and procedures on this topic or refer to the Business Ethics Questions and Reporting Concerns section on Page 7 of this Code.*



## Sales, Marketing, and Advertising

Employees must represent and honestly describe Company services and products at all times. All advertising, labeling, literature and public statements must be true. No Employee should ever misstate facts or create misleading impressions. All express claims, implied claims, testimonials and/or comparison claims must be true and accurate.

All marketing materials including advertisements, training materials, customer-facing materials (invitations, flyers, brochures, etc.) and presentations must be reviewed and approved by the appropriate marketing, medical, and legal/compliance personnel. This includes materials used internally, as well as externally. No Employee should develop or create their own marketing materials or advertisements or use unapproved materials obtained from the internet. All materials must follow appropriate the Company's standards and guidelines, including proper use of brand logos and trademarks.

When describing products or services, the Employee should consider the message's total impression and work with the appropriate marketing personnel to develop consistent and unified brand messaging. Omitting important facts, downplaying negative results or wrongly emphasizing material may be misleading.

Employees must not unfairly criticize a competitor's products or services.

*If you have any questions or concerns related to this topic, consult the Company's policies and procedures on this topic or refer to the Business Ethics Questions and Reporting Concerns section on Page 7 of this Code.*





## Reports and Record-Keeping

**Accurate Records.** The Company requires full, fair, accurate, timely and understandable recording and reporting of all Company information.

Each Employee is responsible to accurately record all information and data that they are required to record as a part of their job function and to ensure that any and all information that is presented to any party, whether within or outside the Company is true and correct, including, but not limited to, the number of hours worked, business expenses, etc.

It is very important that you do not create, or participate in the creation, or perpetuation of, any records that are intended to mislead anyone or conceal any improper act or conduct.

**Records Retention.** 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. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulations. No Employee has the right to destroy any records due to or because the Employee's employment is terminated.

Business records and communications often become public, and Employees should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to email, internal memos, and formal reports.

Records should always be retained or destroyed in accordance with the Company's records and retention policies and procedures, subject to any applicable litigation holds. At times, the Company may need to issue a "litigation hold" memo, which is meant to preserve Company records that may be relevant to a pending litigation or government investigation. In the event any record is related to any Company litigation or government investigation, you must contact the Compliance Officer for approval prior to any destruction of the records.

*If you have any questions or concerns related to this topic, consult the Company's policies and procedures on this topic or refer to the Business Ethics Questions and Reporting Concerns section on Page 7 of this Code.*



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- No Employee may take or authorize any action that would cause the Company's financial records or financial disclosures to fail to comply with the rules and regulations of the SEC or other applicable laws, rules and regulations
- All Employees must cooperate fully with the Company's independent public accountants and legal counsel, respond to their questions promptly and honestly and provide them with records, the reports filed with the SEC and the other documents it makes available publicly, and accurate and complete and
- No Employee shall knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of the Company's reports filed with the SEC or any other documents in makes available publicly, or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of such reports or documents accurate in all material respects.

The Audit Committee plays an important role in ensuring the integrity of our public reports and communications. If an Employee believes that questionable accounting or auditing conduct or practices have occurred or are occurring, the Employee should notify the Audit Committee Chair and the Compliance Officer. Particularly, the Chief Executive Officer and other senior financial officers, should promptly bring to the attention of the Audit Committee Chair any information of which they may become aware in regard to the accuracy and completeness of disclosures made by the Company in its public filings and communications; significant deficiencies in the design or operation of internal controls or procedures; any evidence of fraud that involves an Employee who has a significant role in the Company's financial reporting, disclosures or internal controls or procedures; or any evidence of a violation of the policies in this Code regarding financial reporting.

## Company Confidential and “Insider” Information

Confidential Company information is an important corporate asset that merits the same protection as the Company’s physical assets. It is very important for you to safeguard the Company’s confidential information and to refuse any improper access to such information entrusted to you or any Employee for whatever purpose. You have entered into a non-disclosure or confidentiality agreement detailing your obligations regarding the Company’s confidential information, and you must adhere to this agreement.

You also have an obligation to protect the confidential information provided to the Company by its customers and suppliers and your fellow workers during the course of the Company’s business. They expect your confidentiality—just as the Company expects theirs.

Employees who obtain, through their employment, or contracting with, the Company, any Company confidential information, its customers, suppliers, patients, other Employees, or others may not disclose or use the information for their own or others personal advantage, including friends and family members. Each Employee shall respect and protect the confidentiality of confidential information entrusted to them by Biocept or a customer, supplier, patient, etc. Confidential information includes all nonpublic information that may be of use to competitors, or harmful to Biocept or its customers, suppliers, or patients, if disclosed.

**Proprietary Business and “Insider” Information.** This type of information includes any important information that has not been made available to the public, that provides an insight into the Company’s current or anticipated business activities, or that investors may consider helpful in deciding whether to buy or sell stock or other securities. Examples of such information include (i) potential mergers, acquisitions, joint ventures or restructurings; (ii) financial information, such as earnings announcements or projections; (iii) any new, existing, or loss of arrangements/contracts between the Company and a third party; and, (iv) changes in management or control of the Company. This type of information may not be discussed with anyone outside of the Company. Within Biocept, this information should only be discussed on a “need-to-know” basis with those Employees who require this information to perform their jobs.



## Insider Trading

Employees may not buy or sell the stock of Biocept on the basis of this type of information or “tip” others who might trade on such information. For further information regarding Insider Information and insider trading, each Employee should consult Biocept’s Insider Trading Policy that each Employee is provided upon onboarding.

**Intellectual Information.** Intellectual property developed by you or by others for the Company, or for which the Company has secured rights from others, should be used only for the benefit of the Company. Accordingly, all intellectual property rights derived from confidential information or other materials made, originated or developed by Employees shall belong exclusively to the Company, and the Employee(s) who are the inventors or developers of such intellectual property rights shall have no rights or benefits therein or deriving therefrom, unless specifically granted in writing by the Company.

In the course of doing business for the Company, Employees may have access to “material nonpublic information” about the Company (including information about other companies with which the Company does, or may do, business). The purchase or sale of securities while possessing material nonpublic information the disclosure of inside information (“tipping”) to others who may trade in such securities is referred to as “insider trading” and is prohibited by federal and state securities laws. Information is considered “material” if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, hold, or sell securities or if disclosure of the information would be expected to significantly alter the total mix of the information in the marketplace about the Company. Additionally, information is “nonpublic” if it has not been widely disclosed to the general public through filings with the SEC or other acceptable methods.

The penalties for violating insider trading laws include, but are not limited to, disciplinary action or termination of employment with the Company, imprisonment, disgorgement of profits gained or losses avoided, civil fines, and criminal fines. Because of the sensitive nature of, and severe penalties associated with, insider trading and tipping, Employees must exercise the utmost care when in possession of material nonpublic information. All Employees are required to review and certify to their receipt of the Company’s Insider Trading Policy.

Keeping Company information confidential not only means Employees must not disclose such information but also that Employee must adhere to and follow all policies and procedures regarding all security measures taken by the Company to keep its information confidential and to safeguard such data from loss, theft, compromised integrity, or reduced availability.

As a condition of employment with the Company, each Employee is required to sign a Proprietary Information and Inventions Agreement. This agreement confers an obligation upon each and every Employee to protect the Company's proprietary information, as described above. Employees are subject to the Company's corresponding written policies and procedures regarding confidential information, including the Company's Sanctions Policy for any violation of the Company's privacy practices.

*If you have any questions or concerns related to this topic, consult the Company's policies and procedures on this topic or refer to the Business Ethics Questions and Reporting Concerns section on Page 7 of this Code.*





## Confidential Patient Information

The Company is committed to protecting the confidentiality of all patient information it creates or receives in full compliance with all federal, state, and local laws, including, but not limited to, the Health Insurance Portability and Accountability Act of 1996 (“HIPAA” and other applicable privacy laws in any country outside of the United States where the Company conducts business. Patient information, sometimes referred to as “protected health information” or “PHI,” includes information that can identify a patient, such as:

- Name
- All elements of dates (except year) for all dates directly related to an individual (e.g., birth date, services date, etc.)
- Telephone numbers, fax numbers, and email addresses
- Social security numbers, medical record/account numbers or Health Plan beneficiary numbers
- Full face photographic images or any other unique identifying number, characteristic, or code
- Any information that the Company has actual knowledge could be used, alone or in combination with, other information to identify an individual

Each Employee who has access to or uses PHI is required to become familiar with the Company’s policies and procedures regarding the proper use and disclosure of PHI. All requests for accountings, amendments, or restrictions of PHI or complaints should be directed to the Company’s Privacy Officer. No Employee may access, use, or disclose any PHI unless:

- Authorized by the patient in writing
- The use or disclosure is necessary for the treatment of the patient, to obtain payment for the services, or is necessary for the healthcare operations of the Company
- Permitted by law (e.g., valid subpoenas, court orders, etc.)
- The use or disclosure is permitted by the Company’s policies and procedures

If a disclosure is permitted, the disclosure should be limited to the minimum necessary information to comply with the request. Disclosures pursuant to subpoena, court order, or other legal document must be approved by the Privacy Officer.

Prior to any disclosure, an Employee should also verify with their supervisor, or the Compliance Officer that such disclosure is also permitted by the state law where the patient information is maintained. All PHI must be retained and not destroyed unless permitted by applicable law and the Company’s policies and procedures. Prior to the destruction of any PHI, regardless of the form (electronic, written, etc.), an Employee should consult the Company’s record retention policies and procedures or contact the Compliance Officer for assistance.

PHI must be maintained in a secure location, locked and/or password protected, to avoid unauthorized access. PHI should not be left out in the open in the Company's workspace. Each Employee has the responsibility to ensure that the confidentiality of any and all PHI is maintained and therefore should ensure that PHI is only accessible by those who are authorized to access it, which includes the Employee protecting their password from use by others and securing PHI for access to unauthorized individuals.

*If you have any questions or concerns related to this topic, consult the Company's policies and procedures on this topic or refer to the Business Ethics Questions and Reporting Concerns section on Page 7 of this Code.*

## Conflicts of Interest

The Company knows that it can only be truly successful through the diligence and loyalty of its Employees. Therefore, Employees must put the best interests of the Company at the forefront of any work-related activity or decision and scrupulously avoid conflicts of interest. Employees are strictly prohibited from engaging in any activity, practice or act, business-related or personal, that conflicts with, or appears to conflict with, the interest of the Company or its customers.



Employees must use their best judgment in determining whether a conflict of interest exists and then avoid any conduct, activity, relationship, or other situation that would create or cause an actual or potential conflict of interest. Therefore, Employees must not:

- Engage, directly or indirectly, in conduct that is disloyal, disruptive, competitive, or damaging to the Company or any Employee
- Have any outside activity of any type that is so substantial as to call into question their ability to devote appropriate time and attention to their duties and responsibilities to the Company, including work for, in any capacity, any customer, supplier or competitor that interferes with the Employee's ability to perform their duties for the Company
- Have any ownership interest in any supplier, customer or competitor (other than nominal amounts of stock in publicly traded companies), unless approved by the Compliance Officer
- Place any business with any firm if there is an ownership interest, family, personal or other relationship that may constitute a conflict, unless approved in advance by the Compliance Officer
- Have any direct supervisory influence on the job evaluation, pay, or benefits of any close relative
- Become involved, directly or indirectly, in outside commercial activities that may influence their actions, such as becoming an owner, officer, director, manager, or consultant of a potential competitor, customer, or supplier of the Company
- Have any sales or purchases of anything of material value to or from the Company (unless it is pursuant to a routine program of disposal of surplus property that is offered to all Employees in general)

Any potential or actual conflict of interest must be reported to the Employee's immediate supervisor. Conflicts of interest are only permitted upon the prior written approval of the Compliance Officer. Employees who fail to disclose an actual or potential conflict of interest will be disciplined, up to and including termination.

The Company reserves the right to determine when actual or potential conflicts of interest exist. The Company may take any action, that, in the Company's sole judgment, is needed to prevent the conflict from continuing, including disgorging the benefit or gain received, realigning an Employee's duties and responsibilities, or disciplinary action, up to and including immediate termination of employment.

*If you have any questions or concerns related to this topic, consult the Company's policies and procedures on this topic or refer to the Business Ethics Questions and Reporting Concerns section on Page 7 of this Code.*



## Responsible Use of Assets

All Employees are personally responsible for the proper and appropriate use of Company assets (e.g., all property, equipment, computers, electronic devices, funds, information resources whether tangible or intangible). You may only use Company assets to advance the Company's legitimate interests when the opportunity to do so arises. Such responsibility includes, but is not limited to, the following:

- All Employees must obtain proper authorization before committing or spending Company funds, including, but not limited to, charitable donations or political contributions
- Employees may not misuse the Company assets of the Company, a customer, or supplier for or personal gain, improper purposes, or permit others to do so
- The Company's computers, electronic devices, cell phones, computer systems, networks and software may only be used in accordance with the Company's license(s) and/or rights. Employees may not download any non-business-related programs, files, or other matters onto the Company's computer system from any source (personal disks, the Internet, etc.) unless authorized by the Employee's immediate supervisor and the IT Department. Accessing or downloading pornographic or other offensive materials on the Company's computer system or other Company owned computer is strictly prohibited
- Use of the Company's phone system and email system is intended for Company-related business and personal use should be limited
- Company business is to be conducted using Company's computer systems and networks, which maintain appropriate safeguards to protect the confidentiality of Company information transmitted over the networks. Company information should not be transmitted via personal email account
- All the Company assets, including, but not limited to, computers, office furniture, or equipment that are no longer used by the Company shall be disposed of in accordance with Company policy

For a further description of an employee's obligations regarding the responsible use of assets, please consult the Company's Employee Handbook and the IT Department's policies and procedures. It is important that each Employee understand that there is no right of privacy and that they are not entitled to an expectation of privacy when using any Company asset, including, but not limited to, computers, email, telephone, Company-owned cell phones, copiers, etc. The Company reserves the right to review an Employee's use of any Company asset, including reading all communications and all contact information. Employees are required to report any observed misuse of the Company's assets to management.

**Copyrighted Materials.** Employees may sometimes need to use third-party copyrighted or licensed material (e.g., software) to perform their job. Copyrighted materials may include print, photographic, video, or digital/electronic forms and may not need identification with the copyright symbol (“©”). Examples of copyrighted materials may include published articles, television, internet or radio broadcasts, training materials, software programs, databases, items listed on the worldwide web, etc. No Employee shall copy, reproduce, scan, digitize, broadcast, or modify third-party copyrighted material, without prior written permission from the copyright holder. Employees may not use the Company’s facilities for the purpose of making or distributing unauthorized copies of third-party copyrighted materials for personal use or for use by others. Before any Employee uses third-party materials, please speak to the Compliance Officer to verify that the Company has appropriate permission from the copyright owner.

*If you have any questions or concerns related to this topic, please refer to the Business Ethics Questions and Reporting Concerns section on Page 7 of this Code.*



## Fair Competition and Compliance with Antitrust Laws



The Company intends to succeed in the marketplace through superior performance, not by unethical or manipulative practices. Antitrust laws are designed to protect the free enterprise system and provide consumers with quality goods and services at economical prices. The criminal provisions of the antitrust laws prohibit arrangements between competitors to agree on bidding, prices, or geographic markets to be served. Examples include agreeing with competitors on:

- Prices for services
- Allocating markets or customers
- Fixing discounts, rebates, or payment terms
- Exchanging bid information

While it is common to have discussions with competitors regarding industry-related topics at trade shows, etc., each Employee must realize that any contact with competitors is potentially hazardous. Even “small talk” or “casual conversation,” regardless of where it takes place, can be considered evidence of an agreement. Participation in industry associations is permitted; however, any discussions regarding joint action by companies must be avoided unless permitted by advice of legal counsel.

If a competitor raises such a topic or any other matter that the Employee thinks may violate an antitrust law, the Employee must decline to discuss the matter. The Employee should then promptly report the matter to the Compliance Officer.

Each Employee must respect the rights of and deal fairly with the Company’s customers, suppliers, competitors, and other Employees. No Employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice. Stealing proprietary information, possessing trade secret information obtained without the owner’s consent, or inducing such disclosures by past or present Employees is prohibited.

Do not make false or misleading remarks to customers, suppliers or competitors, their products, or their services. Employees must avoid deprecation and criticism of competitors, their products or services, but may state truthful descriptions of specifications and/or shortcomings of such products or services.

*If you have any questions or concerns related to this topic, please refer to the Business Ethics Questions and Reporting Concerns section on Page 7 of this Code.*



## Interaction with the Government/ Government Investigations

The Company has significant dealings with many government entities, both nationally and internationally, and seeks to maintain a positive relationship with all government agencies. Special requirements often apply when contracting with any government body (including national, state, provincial, municipal, or other similar government divisions in local jurisdictions). Because government officials are obligated to follow specific codes of conduct and laws, Employees must take special care in government procurement. Key requirements for Employees to follow in doing business with a government body include the following:

- Be honest and forthright in any representation made to any government agency
- Ensure all reports, contracts, bids, or other information required to be provided to any government agency are accurate, complete, and filed in a timely manner
- Never offer or accept kickbacks, bribes, gifts, gratuities, or anything else of value with the intent of obtaining favorable treatment from the recipient
- Do not improperly solicit or obtain confidential information, such as sealed competitors' bids, from government officials prior to the award of a contract

**Government Investigations.** It is the Company's policy to cooperate with every reasonable request of a government agency or government investigators. At the same time, the Company is entitled to all safeguards provided by law for the benefit of persons under investigation or accused of wrongdoing, including legal representation.

If a representative of any government or government agency seeks an interview with an Employee or requests access to a Company location, data, or documents, the Employee should immediately contact the Company's Compliance Officer. Should a government subpoena or other written demand be served at any of the Company's locations, the Employee should contact the Compliance Officer for instructions.

**During a government inspection or investigation, never conceal, destroy, or alter any documents, lie, or make misleading statements to a government representative or any other party. No Employee should instruct or attempt to cause another Employee to fail to provide accurate information or obstruct, mislead, or delay the communication of information or records relating to a possible violation of law.**

*If you have any questions or concerns related to this topic, consult the Company's policies and procedures on this topic or refer to the Business Ethics Questions and Reporting Concerns section on Page 7 of this Code.*

## Interaction with the Media and/or Public

### Public Relations and Press Releases

Requests from the media or by any third party made to any Employee for financial or business information concerning the Company or its business must be directed to the Chief Executive Officer and may not be responded to by an Employee without prior approval from the Chief Executive Officer and the Company's Chief Legal Officer.

If an Employee receives any request for an interview, comment, article development, feature, media program, etc., from any third party (e.g., media, trade organization, etc.), it should be directed to Chief Executive Officer of the Company. Any and all press releases or statements to be made on behalf of the Company must be approved in advance by the Chief Executive Officer and the Chief Legal Officer.

No Employee should comment on or respond to external requests for information on rumors, even if the inquirer assures the Employee it is "off the record." Any inappropriate or inaccurate response, even a denial or disclaimer of information, may result in adverse publicity and could seriously affect the Company's market and legal position.

If an Employee is permitted to speak to the media and/or the public on any matter on behalf of the Company, the Employee shall limit their comments and/or responses, to the best of their ability, in accordance with the direction given to the Employee by the Company. In general, an Employee should never guess or speculate, but should focus on the known facts and omit any personal opinion.

### Social Media

Any Employee who intends to participate in any social media (e.g., Facebook, Twitter, personal or industry blogs, RSS/syndicated feeds, wiki/collaborative websites, podcasts, YouTube/video sharing, etc.) is prohibited from making any statement or comment regarding the Company unless the Employee is merely passing on an already approved media publication regarding the Company.

When participating in any social media for personal reasons, Employees need to ensure that, when communicating information about the Company, they indicate that they are not communicating on behalf of, or as an agent or representative of, the Company, but are expressing their own personal views and may not use their Company email address in any social media account.



Any and all posts, comments, articles, statements, etc. made on social media may only be made by those individuals approved by the Company to post such items and all such items must be reviewed and approved by the Company's Chief Legal Officer.

Employees must adhere to the policies concerning Company Confidential Information on page 23 of this Code and the confidentiality provision of any agreement between the Company and an Employee. Each Employee is reminded that in the use of Company assets, the Employee has no individual rights of privacy (e.g., using a Company computer to access a social media site).

*If you have any questions or concerns related to this topic, consult the Company's policies and procedures on this topic or refer to the Business Ethics Questions and Reporting Concerns section on Page 7 of this Code.*

## Environment, Health, and Safety

**Environment.** The Company is committed to maintaining Environmental, Health and Safety (EHS) excellence and therefore, each Employee is responsible to do their part in maintaining such excellence. Each Employee must strictly comply with all laws, rules and regulations that protect the environment. Violation of these laws, rules and regulations may constitute a crime subjecting the Company and the individual violator to fines and imprisonment.

All Employees are expected to:

- Handle, and correctly dispose of, all biohazardous, chemical, medical and other waste material in accordance with established disposal procedures
- Safely store, secure, and inventory all materials, chemicals, and controlled substances
- Immediately report any spill or accidents involving hazardous materials, chemicals, or medical waste and report any missing supplies
- Prevent pollution by reducing the use of hazardous materials and chemicals; conserve, recover and recycle materials
- Assess EHS impact before starting a new activity
- Follow the site's EHS rules

**Health and Safety.** The Company maintains a health and safety program and it is each Employee's responsibility to prevent accidents by complying with the requirements of that program and maintaining a safe environment, including:

- Using all required personal protective equipment
- Maintaining, transporting and dispensing all materials, in conformity with all applicable laws and regulations
- Complying with all policies, procedures, laws and regulations intended to make the work environment healthy and safe
- Not reporting to work or engaging in any Company activity while "under the influence" of a controlled substance, alcohol, or any substance including prescription drugs that could compromise job performance or safety
- Not engaging in violent or threatening behavior and not bringing in or possessing a firearm or any other weapon while on Company property or engaged in Company business
- Take steps to avoid injury and illness



Each Employee is required to promptly advise their immediate supervisor or any EHS team member of any concerns about unsafe conditions, activities, or policy violations. It is the supervisor's responsibility to address the injury or situation until resolved.

For additional obligations and information concerning the Company's and individual Employee's responsibilities concerning the environment and health and safety, please consult the Company's General Safety Program.

*If you have any questions or concerns related to this topic, consult the Company's policies and procedures on this topic or refer to the Business Ethics Questions and Reporting Concerns section on Page 7 of this Code.*

## Political Activities and Public Affairs

There are specific Employees within the Company who have responsibility for government relations and public affairs activities on the Company's behalf. No Employee should interact with any elected or appointed officials on a matter related to the Company's business without first securing appropriate approval from the Compliance Officer.



The political activities of the Company must be kept separate from the individual political activities of its Employees. Therefore, no Employee may use corporate funds or other assets—including work time, Company premises, or Company equipment—to make political contributions of any kind to any candidate, political party, or in support of any referendum or initiative, including the purchase of tickets to special dinners and/or other fundraising events, and the furnishing of any other goods, services, or equipment to political parties or committees, unless approved in advance by the head of the Employee's department.

Employees may, but are not required to, participate in any political activities supported by the Company (e.g., attending fundraisers where the Company is paying for the dinner or participation). Employees may wish to be actively involved in public affairs. Personal political activity might include:

- Supporting and/or contributing to candidates and/or political parties
- Volunteering personal time to a political campaign
- Seeking public office
- Contacting an elected official on an issue of personal importance

If an Employee chooses to participate in such personal, civic affairs, the Employee must always make it clear their views and actions are their own and not those of the Company. An Employee who plans to seek elective office or accept appointed office must notify their supervisor and explain how these activities might affect their work.

Any Company contribution that might be considered a political donation must be reviewed and approved by the Compliance Officer.

*If you have any questions or concerns related to this topic, consult the Company's policies and procedures on this topic or refer to the Business Ethics Questions and Reporting Concerns section on Page 7 of this Code.*



## Receipts of Gifts, Entertainment and Other Benefits

In order to ensure that all business decisions are based on the best interest of the Company, Employees should refrain from accepting personal gifts, personal entertainment, or other personal benefits from the Company's customers, vendors, suppliers, or others wishing to do business with the Company ("Vendors").



When an Employee or a member of their family receives improper personal benefits as a result of their position with the Company, a conflict of interest may arise, particularly when they are making decisions on the Company's behalf that involve a Vendor. Examples of improper personal benefits include:

- Gift cards, cash, gifts having a value of more than \$10.00
- Loans to, or guarantees of obligations of, an Employee or their family members
- Vacations, weekend getaways, use of automobiles or recreational vehicles
- Discounts not available to the general public
- Tickets to shows, concerts, movies, sporting events for strictly personal use

An Employee may accept personal gifts of nominal value that are (i) ordinarily used for business purposes (e.g., calendars, appointment books, pens, mugs, baseball caps, t-shirts, etc.); or (ii) consumables (e.g., cookies, flowers, candies, etc.); or (iii) meals that are incidental to conducting business (e.g., business lunches, receptions, etc.). However, all such gifts must remain on the Company's premises.

Gifts given to the Company (e.g., fruit baskets, flowers, coffee mugs, etc.) should not be accepted for individual personal use (i.e., used by the individual and their family members), but these types of gifts may be used by the Company.

Any other gift may only be accepted upon the approval of the Compliance Officer. If an Employee receives a gift that does not fall within these guidelines, they must report it to their supervisor and return the gift if so directed. If return of the gift is not practical, the Employee should give it to the Company for such disposition as the Company deems appropriate.

*If you have any questions or concerns related to this topic, consult the Company's policies and procedures on this topic or refer to the Business Ethics Questions and Reporting Concerns section on Page 7 of this Code.*



## International Business

Biocept observes the highest ethical standards in all of its business transactions, including those involving foreign countries. No Employee may take any action in any international transaction or with any foreign country that would be illegal or improper in the United States. Employees must observe all applicable foreign laws to which the Employee and Biocept are subject, including foreign tax laws, customs duties and regulations, drug testing, licensing, marketing laws, rules and regulations, and currency restrictions. No Employee should take any action that is intended to improperly circumvent the application of such laws. The Company's policies regarding international business are detailed below.

**Anti-Corruption/Foreign Corrupt Practices Act.** Biocept does not participate in any corrupt practices. To ensure this, each Employee must keep accurate business records worldwide to ensure the Company's records reflect actual transactions and payments; all Employees must follow the laws of the country in which they operate, applicable U.S. laws, and the standards described in this manual. No Employee is authorized to pay money or anything of value, directly or indirectly, to (i) illegally influence the judgment or conduct or ensure a desired outcome or action of any individual, customer, corporate entity or its representative; (ii) win or retain business or to influence any act or decision of any government official, political party or candidate for political office; or (iii) gain an improper advantage.

In addition, the U.S. Foreign Corrupt Practices Act ("FCPA") prohibits each Employee and Biocept from making payments to officials of governments outside of the United States for the purpose of obtaining favorable government action or keeping government business, even if such payment is permitted by the laws of the country in which such payment is made. The law also prohibits any agent or intermediary (e.g., consultant, distributor, etc.) from making such payments on behalf of the Company. A "government official" includes not only elected officials, but also consultants who hold government positions and Employees of companies owned by a foreign (non-U.S.) government as well as the spouses and/or other immediate family members of the government official. HCPs may also be deemed a government official if working for a foreign (non-U.S.) government agency such as a government or public academic institution or a government or public hospital.



**Trade Restrictions and Boycotts.** Biocept is prohibited from doing business with certain countries, individuals, groups, or organizations in both domestic and export markets. In addition, Biocept is restricted regarding the export of certain products, software and technologies and may require an export license even when they are shipped to a legitimate company in a friendly country for peaceful use. All Employees must screen transactions with potential “end-user” customers who may be involved in chemical or biological weapons development, missile technology or sensitive nuclear activities. In addition to these restrictions, the United States also has anti-boycott laws that prohibit or severely restrict the Company from participating in boycotts against countries friendly to the United States and require the Company to report both legal and illegal boycott requests to the U.S. government. Employees who are involved in selling the Company’s products internationally may contact the Compliance Officer for further information.

**Export/Import.** In general, any goods that the Company sells to a customer in a foreign country must be covered by an export license. The definition of “export” is quite broad and can include conversations of a technical nature with a citizen of another country even if that conversation takes place entirely within the United States. Another example of a possible export would include tours of the Company’s facilities where foreign visitors could obtain technical information. There are certain statutory licenses that allow exporting of certain products—generally nonmilitary or non–high-technology goods—to the United States’ allies without any further license. Export control regulations are, however, quite complex, and if an Employee is involved in any export transaction, the Employee must ensure that no product is exported unless all appropriate regulations are complied with, or any specific required export license is obtained. All goods imported into the United States must pass through customs and, except in some limited cases where there are exemptions, a duty must be paid. The amount of that duty is based upon the classification of the goods and the value of the merchandise. Employees must furnish truthful and accurate information to any customs official or to any agent that Biocept hires to facilitate its imports.

**Classification of Goods and Valuation.** Countries assess and collect import duties on goods that cross their borders. In order to determine the appropriate duty owed, imported goods must be classified accurately and assigned the correct tariff number. The description, use, and contents of the imported material determine the tariff classification. Undervaluing goods on commercial documents in an attempt to pay less duty is prohibited. Any post-entry charges (e.g., volume discounts, rebates, currency risk sharing, assets and royalties) must be communicated to the appropriate agency or official to ensure compliance with import regulations.

If an Employee is involved in the Company’s export or import business, the Employee must be reasonably alert to situations in which inaccurate information may have been furnished, either to the Company or to any of the Company’s agents, involving the ultimate destination or use of the goods. This is particularly important for goods of the type that are not permitted to be shipped to certain countries.

Any Employee who has doubts regarding whether a situation involves an “export” within the meaning of the applicable export control laws, or about the truth or accuracy of the information being furnished to the Company regarding the ultimate destination or use of products the Company exports, should contact an attorney in the Company’s Legal Department or the Compliance Officer.

**Bioterrorism.** Every Employee must report any request to manufacture or sell any drug or other product that could be used in an act of terrorism to the Company’s Chief Legal Officer.

**Initiating Business in a New Foreign Country.** The decision to expand the Company’s distribution or to establish an operation in any other country, besides those in which it is already qualified to do business, may carry many important legal and tax implications. No Employee may undertake to expand the Company’s operations into any country outside the United States without prior consultation with the Company’s Chief Legal Officer.

*If you have any questions or concerns related to this topic, consult the Company’s policies and procedures on this topic or refer to the Business Ethics Questions and Reporting Concerns section on Page 7 of this Code.*

## **Employment** (please also refer to the Employee Handbook)

The Company is an equal opportunity employer and is committed to providing a work environment free of harassment, discrimination, retaliation, and disrespectful or other unprofessional conduct based on:

- Race
- Religion (including religious dress and grooming practices)
- Color
- Sex/gender (including pregnancy, childbirth, breastfeeding or related medical conditions), sex, stereotype, gender identity/gender expression/transgender (including whether or not they are transitioning or have transitioned), and sexual orientation
- National origin
- Ancestry
- Physical or mental disability
- Medical condition
- Genetic information/characteristics
- Marital status/registered domestic partner status
- Age
- Military or veteran status
- Any other basis protected by federal, state, or local law or ordinance or regulation

The Company also prohibits discrimination, harassment, and disrespectful or unprofessional conduct based on the perception that anyone has any of the above characteristics or is associated with a person who has or is perceived to have any of the above characteristics. In addition, the Company prohibits retaliation against individuals who raise complaints of discrimination or harassment or who participate in workplace investigations.

The Company prohibits harassment and disrespectful or unprofessional conduct by any Employee of the Company, including supervisors, and managers, directed toward coworkers, vendors, customers, independent contractors, volunteers, and persons providing services pursuant to a contract, and other persons with whom the Employee comes into contact while working. Sexual harassment may be defined as unwelcome sexual advances, requests for sexual favors, sexually based verbal, physical, or visual harassment; threats and/or demands for sexual requests and/or sexual advances, and/or retaliation for reporting a complaint of harassment.

Supervisors may not threaten or imply that an Employee's response to sexual advances will in any way influence an Employee's continued employment or career development.



Sexual harassment does not need to be motivated by sexual desire to be unlawful or violate Company policy. Hostile acts toward an Employee because of their gender or protected category is also considered harassment.

Any Employee who believes they are the subject of harassment, discrimination, retaliation, or other prohibited conduct should report the matter to their supervisor, Human Resources, Compliance Officer, the Company's Chief Legal Officer, or any officer of the Company.

### **Anti-Violence**

The Company is committed to providing a violence-free workplace for its Employees and will not tolerate acts and/or threats of violence against the life, health, well-being, family, or property of its Employees. Threats of violence are taken seriously and include, but are not limited to:

- Making verbal threats to harm a person or property
- Robbery and/or commercial crimes
- Stalking and/or displaying an intense or obsessive interest that exceeds the normal bounds of interpersonal interaction
- Attempting to harass or intimidate; making menacing gestures
- Possessing firearms, weapons, explosive devices, or other dangerous material on Company property
- Terrorism and/or hate crimes

Any threats of workplace violence must be reported to the Employee's manager, Human Resources, the Compliance Officer, the Company's Chief Legal Officer, or any officer of the Company. In the event of imminent violence, contact law enforcement by dialing 911.

Employees must disclose to the Human Resources Department the existence of any relationship, beyond a platonic friendship, with another Employee, candidate for employment, customer, or Vendor of the Company and must adhere to any and all policies and procedures, such as dating policies, that the Company has in effect at the time regarding such relationships.

## Background Checks

The Company reserves the right to verify prior employment history, personal references, and educational background as well as other relevant information during the hiring process. The Company also reserves the right to obtain and to review an applicant's or Employee's criminal conviction record, and/or related information, and to use such information when making employment decisions, but only to the extent permissible under applicable law.

The Company performs an Office of Inspector General (OIG) search during the pre-employment and potential Vendor selection to identify individuals or entities who have been excluded from participation in Medicare, Medicaid, or other federal healthcare programs. As a best practice, the Company performs periodic re-screening to determine exclusion status post hire.

All Employees will be supplied with a copy of the Code upon the latter of their beginning service at the Company and a date soon after the adoption of the Code. Amendments to the Code may be prepared from time to time. A copy of the Code, as amended, will be available to all Employees by requesting one from the Compliance Officer or by accessing the Company's website at [www.biocept.com](http://www.biocept.com).

Every Employee is encouraged to talk to their supervisor or the Compliance Officer when in doubt about the application of any provision of this Code. The best starting point for an Employee seeking advice on ethics-related issues or reporting potential violations of the Code will usually be their supervisor. However, if the conduct in question involves their supervisor, if the Employee has reported the conduct in question to their supervisor and they do not believe that their supervisor has dealt with it properly, or if the Employee does not feel that they can discuss the matter with their supervisor, the Employee may raise the matter with the Compliance Officer. In addition to fielding questions with respect to interpretation or potential violations of this Code, the Compliance Officer is responsible for:

- Investigating possible violations of this Code
- Training or supervising the training of new Employees with respect to the Code
- Amending this Code, with approval of the Board of Directors, to reflect changes in the law, Company operations, best corporate governance practices, and the Company's experience with this Code
- Otherwise promoting an atmosphere of responsible and ethical conduct

## Compliance Reporting

### Employee Reporting

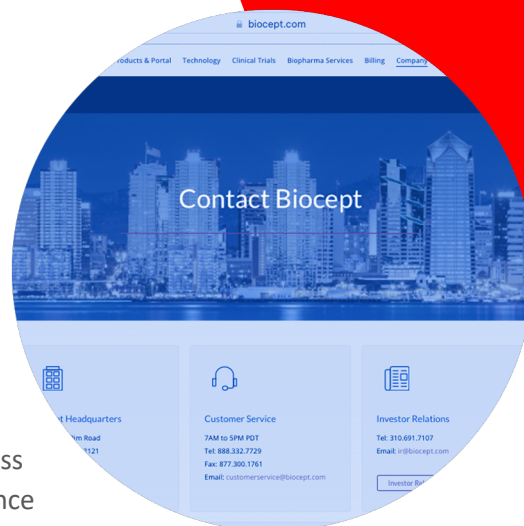
If an Employee becomes aware of or suspects that unethical or illegal conduct has occurred or is about to occur, the Employee should discuss the matter promptly with their supervisor or the Company's Compliance Officer. Even the appearance of impropriety could be very damaging to the Company. Employees who are aware of a suspected or actual violation of Code standards by others have a responsibility to report it. Failure to report it could result in violation of this Code and other Company policies.

All information regarding suspected ethical violations or unlawful activity will be received on a confidential basis. While complete confidentiality cannot be guaranteed, confidentiality will be maintained to the extent possible in conducting internal investigations and, where action is warranted, in carrying out disciplinary measures. Employees are assured that they may report unethical conduct without fear of retaliation. The Company will not tolerate adverse actions being taken against an Employee for reporting actual or potential violations of law or Company policies, or for participating in internal investigations.

### Reporting Procedures

The Company has established the following procedures for: (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential anonymous submission by Company Employees of concerns regarding questionable accounting or auditing matters:

- The Company's website (<http://www.biocept.com/>) lists the contact email address and toll-free telephone number for receiving complaints, including complaints for accounting, internal accounting controls, or auditing matters
- Copies of all complaints regarding accounting, internal accounting controls, or auditing matters received will be sent directly to the Compliance Officer
- Copies of all complaints regarding accounting, internal accounting controls or auditing matters will be provided on a quarterly basis to members of the Audit Committee; provided, however, that any such complaints received in respect of any of the Company's Executive Officers will be brought to the Audit Committee's attention as soon as practicable
- The Audit Committee may request special treatment, including the retention of outside counsel or other advisors, for any complaint addressed to it



Employees are responsible for promptly reporting any issue or concern that they believe in good faith may constitute a violation of this Code or any other Company policy. To report a violation of this Code, or of any other Company policy, Employees should contact the Audit Committee Chair at [whistleblower@biocept.com](mailto:whistleblower@biocept.com). Anonymous letters may be sent to: Biocept, Inc. Audit Committee, Attn: Audit Committee Chair, 9955 Mesa Rim Road, San Diego, CA 92121.

To address any concerns regarding accounting, internal accounting controls, or auditing matters relating to the Company or other issues that should be brought to the attention of the Audit Committee, Employees may contact the Audit Committee directly at [whistleblower@biocept.com](mailto:whistleblower@biocept.com) or Biocept, Inc. Audit Committee, Attn: Audit Committee Chair, 9955 Mesa Rim Road, San Diego, CA 92121, or by telephone at (858) 320-8200.

### **Compliance Officer Investigation**

Employees must promptly report any complaints or observations of Code violations to the Compliance Officer. The Compliance Officer may investigate all reported possible Code violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances. All Employees are expected to cooperate with any investigation. In conducting any investigation, the Compliance Officer may consult with outside counsel, the Human Resources Department, and the full Board of Directors or any of its committees, each to the extent deemed necessary by the Compliance Officer. The Compliance Officer may designate one or more individuals to perform the Compliance Officer's duties in the event that the Compliance Officer is unable or unavailable to perform such duties, including, but not limited to, if the Compliance Officer is the subject of a reported possible Code violation.

*If you have any questions or concerns related to this topic, consult the Company's policies and procedures on this topic or refer to the Business Ethics Questions and Reporting Concerns section on Page 7 of this Code.*



## Corrective Action

The Company will take appropriate corrective, disciplinary, or remedial action (collectively, “Corrective Action”) against any officer, manager, or other Employee who fails to comply with this Code, the Company policies or procedures, the requirements of any law or regulation, or who has otherwise engaged in wrongdoing, which has the potential to impair the Company’s status as a reliable, honest and trustworthy company.

Corrective Action is applied by the Company on a consistent basis and the appropriate discipline is determined based on the nature and severity of the violation. Depending on the circumstances, Corrective Action may include a verbal reprimand, written warning, performance improvement plan, suspension, or termination. Intentional or reckless noncompliance will subject the violator to more significant sanctions, up to and including immediate termination.

Corrective Action is also appropriate when an Employee fails to identify a violation due to the Employee’s negligence or reckless conduct.

Any Employee in a leadership/supervisory capacity will follow the appropriate Corrective Action for any Employee in an appropriate and consistent manner. Supervisors must consult with the Human Resources Department and Compliance Officer any time an Employee fails to comply with the Code or applicable laws, Company policies, rules, and regulations. The Human Resources Department, upon consultation with the Compliance Officer, advises the Employee’s supervisor as to the appropriate Corrective Action. All Corrective Action is administered on a fair and consistent basis to all Employees.

The following is a list of some, but not all, examples of conduct that result in Corrective Action:

- Authorizing or participating directly or indirectly in the violation of the law, this Code, or any other Company policy or procedure
- Withholding or failing to report information about such violations or making a false report
- Providing inadequate supervision or displaying a lack of commitment to assuring compliance with the legal and ethical obligations of the Company
- Misuse of the Company’s assets, including accessing or downloading unauthorized materials or misuse of the Company’s email or other communication systems (e.g., cell phones, instant messaging, etc.), falsifying timesheets and/or theft of company property
- Attempting to retaliate against anyone who reports a suspected violation and/or complaint of harassment or discrimination



## Response to Violations

The Company will take appropriate action against any Employee whose actions are found to violate the Code. Disciplinary actions may include, at the Company's sole discretion, oral or written reprimand, suspension of employment with or without pay, immediate termination of employment, or any other disciplinary action or combination of disciplinary actions deemed appropriate under the circumstances. A record of the disciplinary action will be retained in the Employee's personnel file.

Certain violations of this Code may be subject to civil or criminal prosecution by government and other authorities. Where laws have been violated, the Company will report violators to the appropriate authorities.

Where the conduct that resulted in a violation of the Code has also resulted in harm or damage to the Company, the Company reserves the right to pursue all remedies against the responsible party or parties.

## Enforcement and Discipline Guidelines

The Company has adopted a written policy statement included in the Code, setting forth the disciplinary action for Employees who fail to comply with the (i) Code; (ii) applicable international, federal, state, or local law or regulation; or (iii) who have otherwise engaged in wrongdoing, which has the potential to impair Company's status as a reliable, honest, and trustworthy medical device manufacturer.

The Chief Commercial Officer, in conjunction with the Human Resources Department, has developed appropriate sanctions and disciplinary guidelines setting forth the degrees of disciplinary action that may be imposed upon Employees for failing to comply with the Code. Intentional or reckless noncompliance subjects the transgressor to significant sanctions, ranging from oral warnings to suspension, financial penalties, or termination, as appropriate. Disciplinary action is warranted in situations where, due to an Employee's negligence or reckless disregard, the Employee fails to detect a violation. The consequence of noncompliance is consistently applied and enforced and may be immediate termination.



## Dealing with Excluded or Convicted Persons or Entities

The Company does not knowingly employ or contract with, with or without compensation, an individual or entity who (i) is listed by a U.S. government agency as debarred, suspended, excluded, or otherwise ineligible to participate in government healthcare programs or non-procurement programs; (ii) has been convicted of a criminal offense that falls within the ambit of 42 U.S.C. § 1320a-7(a), but has not yet been excluded, debarred, suspended, or otherwise declared ineligible; (iii) appears on any inclusion list, including, but not limited to the HHS/OIG List of Excluded Individuals/Entities (available at <http://www.oig.hhs.gov>); or the General Services Administration's List of Parties Excluded from Federal Programs (available at <http://www.epls.gov>); or (iv) Company is otherwise prohibited from employing due to any applicable law, rule, or regulation.

For all new Employees who have discretionary authority to make decisions that may involve compliance with the law or compliance oversight, the Company conducts a reasonable reference check, as a part of every employment application. The employment application specifically requires the applicant to disclose any criminal conviction, as defined by 42 U.S.C. Section 1320a-7(i), or exclusion action. Pending the resolution of any criminal charges or proposed debarment or exclusion, any individual who is the subject of such actions is removed from direct responsibility for or involvement in any government healthcare or procurement program. The Company terminates the employment of any current Employee or terminates its contractual arrangement with any individual or contractor who is convicted, debarred, suspended, or excluded.

The Company shall verify the information contained herein prior to the hire or engagement of any Employee within ninety (90) days after hire and/or engagement and shall verify such information on an annual basis.

Should an Employee who, subsequent to employment or engagement, becomes ineligible or faces pending charges that may result in an Employee becoming ineligible as described above, the Company shall remove such Employee from responsibility for, or involvement with, the Company's business operations related to the government healthcare programs and shall remove such Employee from any position for which the Employee's compensation or the items or services furnished, ordered, or prescribed by the Employee are paid in whole or part, directly or indirectly, by a government healthcare program or otherwise with government funds at least until such time as the Employee is reinstated into participation in the government Healthcare programs. This Code of Ethical Business Conduct has been approved by the Biocept executive staff and adopted by the Board of Directors of Biocept, Inc. This Code is to be read in conjunction the Company's Employee Handbook and any and all policies and procedures. If an Employee has questions about any of the Codes, or believes that there is a conflict between this Code and any other Company document, they should contact the Biocept Compliance Officer for clarification.

Please read this Code carefully; it is your responsibility to understand and follow these policies.

Darrell Taylor  
Chief Legal/Compliance Officer, Privacy Officer – Biocept, Inc.



## Clinical and Regulatory Affairs

The products designed, manufactured, and/or sold by the Company are regulated by environmental agencies and regulatory authorities. Every Employee must be aware of the laws and regulations, especially those that affect the Employee's specific job responsibilities and has a responsibility to comply with all such laws and regulations. Each Employee is responsible for reporting any violations or potential violations of applicable laws and regulations to their supervisor or the Compliance Officer. The Company is committed to providing timely and accurate reporting to regulators and to maintaining open, honest, and professional relationships with regulators.

### Other Company Policies

Employees are expected to comply with all of the Company's written policies and procedures, including, but not limited to, the Employee Handbook, policies regarding the quality of our products, safety and health in the workplace, and environmental protections.

### Waiver and Amendment

Any waiver or amendment of this Code that applies to any of the Company's directors or executive officers must be in writing, may only be authorized by the Board of Directors or the Nominating and Corporate Governance Committee, and must be promptly disclosed to stockholders, along with the reasons for the waiver. Any such amendment or waiver will be disclosed as required by applicable laws, rules, regulations, and listing standards.

### No Rights Created

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

### Revisions to Code

The Company may change this Code from time to time. The Company will notify Employees of any significant changes.

*If you have any questions or concerns related to this topic, consult the Company's policies and procedures on this topic or refer to the Business Ethics Questions and Reporting Concerns section on Page 7 of this Code.*

## Certification

I acknowledge that I have received and read a copy of the Company's Code of Ethical Business Conduct and understand that it contains important information which applies to my obligations as an officer, director, Employee (collectively, "Employee"), agent, or independent contractor of the Company.

I agree that if I have any questions or concerns regarding the meaning of this Code as it applies to my job responsibilities, I will consult one or more of the following: my immediate supervisor, an individual in the Company's Human Resources Department, the Compliance Officer, or an officer of the Company.

I agree to abide by the standards and guidelines set forth in this Code as they apply to my job responsibilities.

I also agree that as of this date, I am unaware of any violation of any of the policies contained in this Code and I agree to report any suspected violations immediately to my immediate supervisor, or through any of the other disclosure methods as outlined on Page 7 of this Code.

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Signature

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Name (Print)

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Date