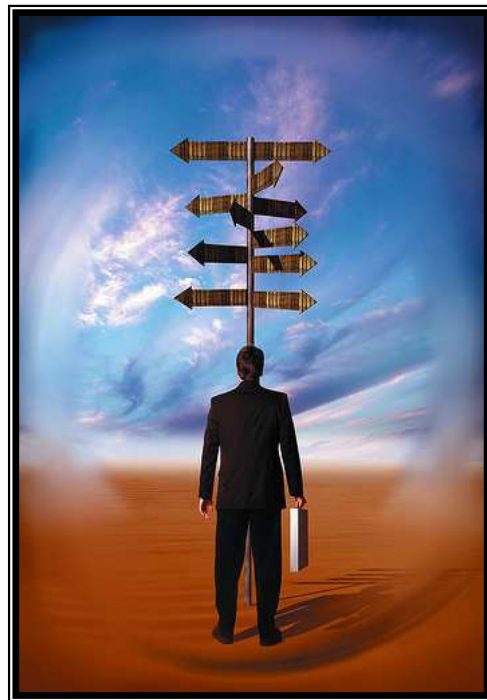




## CODE OF ETHICAL BUSINESS CONDUCT



.....  
***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.***  
.....

## 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”):

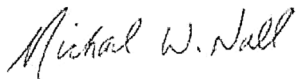
It is our mission to provide superior patient care. In completing this mission, Biocept is committed to conduct all its business activities in accordance with the highest standards of ethics, and be accountable, committed, respectful, trustworthy, customer-focused and work effectively in a team environment. 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 Compliance Program Guidance for Small Physician Practices.

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 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. Every Employee has a responsibility to act in a legal and ethical manner. This obligation includes reporting actual or suspected violations of the law or this Code to the Compliance Officer or as provided on Page 2 of this Code.

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 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).

This Code of Ethical Business Conduct has been approved by Biocept’s 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. Should you have questions about any of the Codes, or believe that there is a conflict between this Code and any other Company document, please contact the Biocept’s Compliance Officer for clarification.**

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



Michael Nall  
President and Chief Executive Officer  
Biocept, Inc.



Michael W. Brown  
General Counsel, Compliance &  
Privacy Officer

**TABLE OF CONTENTS**

<b><u>Section</u></b>	<b><u>Page</u></b>
Introductory Message .....	i
Business Ethics Program.....	1
Business Ethics Questions and Concerns.....	2
Financial Reporting and Accounting.....	3
Interaction with Health Care Professionals.....	4
Interactions with Patients.....	5
Billing and Reimbursement.....	6
Sales, Marketing and Advertising.....	7
Reports and Recordkeeping.....	8
Company Confidential and “Insider” Information.....	9
Confidential Patient Information.....	10
Conflict of Interest.....	11
Responsible Use of Assets.....	12
Fair Competition and Compliance with Antitrust Laws.....	13
Interacting with Government/Government Investigations.....	14
Interacting with the Media or Public.....	15
Quality Assurance .....	16
Environment, Health and Safety.....	17
Political Activities and Public Affairs.....	18
Receipt of Gifts, Entertainment and Other Benefits .....	19
Employment .....	20
Corrective Action .....	21
Certification.....	22

## The Biocept Integrity Program

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, oversee 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 health care 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 health care program), the Program, this Code, and any other policy or procedure of the Company.**

We expect 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 (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 Business Ethics Questions & Concerns on Page 2 of this Code.*

## Business Ethics Questions & 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 his or her professional standards or judgment to any individual if they believe to do 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 his or her suspicions to the Employee's direct supervisor, the Human Resources Department, or the Biocept's 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 his or her concerns as described above, the Employee can call the **Integrity Helpline, toll free, at 1 (833) 4ETHICS (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.  
5810 Nancy Ridge Drive, Suite 150  
San Diego, CA 92121  
(Please mark the envelope "Confidential")

**Employees may also submit a concern by e-mail 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.

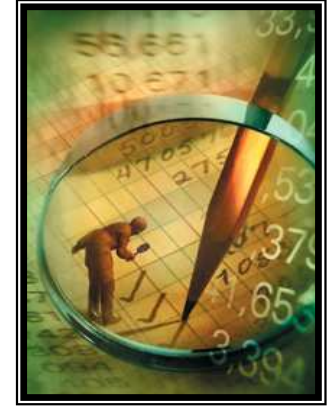
**Guidance For All Situations.** To assist you in dealing with ethical questions, you may wish to ask yourself the following questions regarding your proposed action:

- Is it honest and truthful?
- To the best of your 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. As such 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 non-public 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; and
- Promptly report any suspected violations of applicable governmental 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, he/she 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 governmental 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 Business Ethics Questions & Concerns on Page 2 of this Code.*

## Interactions with Health Care Professionals and/or Referral Sources



There are multiple laws that regulate how Biocept may interact with health care professionals and/or referrals sources. A “health care 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 HCP is that we 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 health care professionals in order to inform and educate them regarding the products and services we provide. There are also times when Biocept may need to retain the services of health care professionals or provide financial support for legitimate purposes, such as:

- Contracting with a health care professional to assist the Company in the development of new products or oversee a clinical or research studies.
- Contracting with a health care professional to provide educational lectures or conduct training courses for other healthcare professionals regarding the Company’s products or services.
- Providing grants to third party educational conferences that educate health care professionals 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 health care professional or his/her family members in order to induce the health care professional to refer a patient or purchase a product or service of Biocept.
- Enter into any contract or other arrangement with a health care professional, 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 Business Ethics Questions & Concerns on Page 2 of this Code.*



## Interactions 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 his or her 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;
- Correct any deficiency or error and not cover it up or ignore it. All issues or problems should be brought to the attention of those who can properly assess and resolve the matter;
- Any issue or problems raised by a patient to an Employee either regarding services or products are brought to the attention of those who can properly assess and 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; and
- Any patient information obtained is maintained in accordance with the requirements of the Confidential Patient Information section on page 10 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 Business Ethics Questions & Concerns on Page 2 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 healthcare professionals or his/her 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 Business Ethics Questions & Concerns on Page 2 of this Code.*

## Sales, Marketing and Advertising

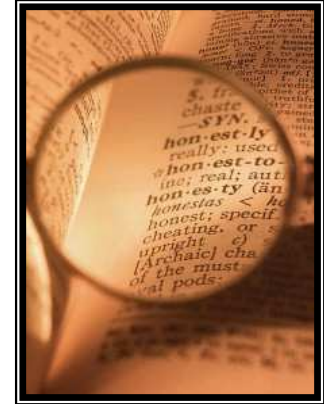
Employees must represent and honestly describe Company services and products at all times. All advertising, labeling, literature and public statements must be true. No Employee should ever misstate facts or create misleading impressions. All express claims, implied claims, testimonials and/or comparison 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 his/her 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 Business Ethics Questions & Concerns on Page 2 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 he or she is required to record as a part of his or her 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 e-mail, 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 governmental investigation. In the event any record is related to any Company litigation or governmental 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 Business Ethics Questions & Concerns on Page 2 of this Code.*

## 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, Company, any Company confidential information, its customers, suppliers, patients, other Employees or others may not disclose or use the information for their own or other’s 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 non-public 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 which 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. 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.

**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.

Keeping Company information confidential, not only means Employees must not disclose such information but also that Employee must adhere and follow all policies and procedures regarding and 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.

*If you have any questions or concerns related to this topic, consult the Company’s policies and procedures on this topic or refer to Business Ethics Questions & Concerns on Page 2 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 e-mail 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.); or
- 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 his/her 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 procedure. 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 as such each Employee should ensure that PHI is only accessible by those who are authorized to access it, which includes the Employee protecting his or her 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 Business Ethics Questions & Concerns on Page 2 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, 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. As such Employees must not:

- Engage, directly or indirectly, in conduct which 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 your ability to devote appropriate time and attention to your 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; and
- 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 your 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, which 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 Business Ethics Questions & Concerns on Page 2 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 e-mail 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 accounts.
- 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 he/she is not entitled to an expectation of privacy when using any Company asset, including but not limited to computers, e-mail, 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 asset 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 do not require to be identified by the copyright symbol ("©"). Examples of copyrighted materials would include published articles, television, internet or radio broadcasts, training materials, software programs, data bases, 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.*

*If you have any questions or concerns related to this topic, please refer to Business Ethics Questions & Concerns on Page 2 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; or
- 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 you think may violate an antitrust law, you must decline to discuss the matter. You 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 shortcomings of such products or services.

*If you have any questions or concerns related to this topic, please refer to Business Ethics Questions & Concerns on Page 2 of this Code.*



## Interacting 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 governmental 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. Some key requirements for Employees to follow in doing business with a government are:

- 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 timely filed.
- 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, you should immediately contact the Company's Compliance Officer. Should a government subpoena or other written demand be served at any the Company location, you 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 Business Ethics Questions & Concerns on Page 2 of this Code.*

## Interacting 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 General Counsel.

If an Employee receives any request for an interview, comment, article development, feature, media program, etc., for 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 General Counsel

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 his or her comments and/or responses, to the best of his or her 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 Company, unless the Employee is merely passing on an already approved media publication regarding the Company.

Employees, when participating in any social media for personal reasons need to ensure that, when communicating information about the Company, the Employee indicates that he/she is not communicating on behalf of, or as an agent or representative of, the Company, but expressing his or her own personal views and may **not** use their Company e-mail 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 General Counsel.

Employees must adhere to the policies concerning Company Confidential Information on page 10 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 to 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 Business Ethics Questions & Concerns on Page 2 of this Code.*



## Environment, Health and Safety

**Environment.** The Company is committed to maintaining Environmental, Health and Safety (EHS) excellence and as such 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 & 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; and
- Take steps to avoid injury and illness.

Each Employee is required to promptly advise his or her 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 Business Ethics Questions & Concerns on Page 2 of this Code.*

## Political Activities and Public Affairs

There are specific Employees within the Company who have the 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. As such, 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 or other fund-raising 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 fund raisers 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 contributing to candidates and political parties.
- Volunteering personal time to another's 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 his/her views and actions are his/her 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 their official duties 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 Business Ethics Questions & Concerns on Page 2 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 our customers, vendors, suppliers or others wishing to do business with the Company (“Vendors”).

When an Employee or a member of his/her family receives improper personal benefits as a result of his/her position with the Company a conflict of interest may arise, particularly when you are making decisions (on the Company’s behalf) that involve a Vendor. Examples of improper personal benefits would 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.). But all such gifts must remain on the Company’s premises.

Gifts given to the Company (e.g., fruit basket, flowers, coffee mugs, etc.) should not be accepted for individual personal use (i.e., used by the individual and his/her family members), but may be used by the appropriate Employees of the Company.

Any other gift may only be accepted upon the approval of the Compliance Officer. If you receive a gift that does not fall within these guidelines, you must report it to your supervisor and return the gift if so directed. If return of the gift is not practical, you 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 Business Ethics Questions & Concerns on Page 2 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 U.S. 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. In conducting any international business, Biocept's policies regarding international business include:



**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 our records reflect actual transactions and payments; all Employees must follow the laws of the country in which they operate, applicable United States 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 governmental 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 U.S. 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 other immediate family members of the government official. Health care professionals may also be deemed a government official if working for foreign (non-U.S.) government agency, such as a government or public academic institution or 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 U.S. also has anti-boycott laws that prohibit or severely restrict the Company from participating in boycotts against countries friendly to the U.S., and require the Company to report both legal and illegal boycott requests to the U.S. government. If you are involved in selling the Company's products internationally, please 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 though that conversation takes place entirely within the U.S. 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 which 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 U.S. 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 that has doubts whether a situation involves an "export" within the meaning of the applicable export control laws, or as to 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 Legal Department, or the Compliance Officer.

**Bioterrorism.** Every Employee must report any requests to manufacture or sell any drug or other product that could be used in an act of terrorism to the Company's General Counsel.

**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 U.S. without prior consultation with the General Counsel.

*If you have any questions or concerns related to this topic, consult the Company's policies and procedures on this topic or refer to Business Ethics Questions & Concerns on Page 2 of this Code.*



## Employment

The Company provides equal employment opportunities for all Employees and applicants for employment. The Company encourages and supports diversity in its work force and in its contracting practices and is committed to equal opportunity. The Company shall not discriminate in any respect on the basis of race, color, religion, national origin, sex, gender, gender identification/transgender status, age, disability, sexual orientation, marital status or any other unlawful factor.



The Company will not tolerate abusive, threatening, insubordinate, violent, or obscene behavior by any Employee. As such, the Company prohibits all forms of harassment, including sexual harassment. Sexual harassment may be defined as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature. It can occur between supervisor and an Employee, between coworkers or between an Employee and someone outside the Company, such as a vendor or a customer. Sexual harassment also includes sexually-based verbal, physical or visual harassment of such a nature and intensity that it creates an intimidating, hostile, or offensive working environment.

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. Harassment also includes incidents of workplace violence. Workplace violence includes robbery and other commercial crimes, stalking cases, violence directed at the Company, terrorism, and hate crimes committed by current or former Employee.

Any Employee who believes he or she has been the victim of, or has observed another Employee be a victim of, discrimination or harassment should immediately report the matter to any supervisor outside the Employee's Department. If the Employee is uncomfortable with that, the Employee may report the matter to the head of the Human Resources Department, the Compliance Officer, the Company's General Counsel or any officer of the Company.

As part of our commitment to a safe workplace for our Employees, we prohibit colleagues from possessing firearms, other weapons, explosive devices, or other dangerous materials on Company premises.

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.

*If you have any questions or concerns related to this topic, consult the Company's policies and procedures on this topic or refer to Business Ethics Questions & Concerns on Page 2 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 oral reprimand, written warning, suspension or termination. Intentional or reckless noncompliance will subject the violator to more significant sanctions, up to including termination.

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

Any Employee in a leadership/supervisory capacity shall institute appropriate Corrective Action to any Employee in an appropriate and consistent manner. Supervisors should consult with the Human Resources Department and Compliance Officer any time an Employee fails to comply with the Code or applicable laws, 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 the 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 e-mail or other communication systems (e.g., cell phones, instant messaging, etc.).
- Attempting to retaliate against anyone who reports a suspected 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 Business Ethics Questions & Concerns on Page 2 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 2 of this Code.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name (Print)

\_\_\_\_\_  
Date