



CODE of CONDUCT



AGENDIA®

Illuminating Your Path Forward

POL-018 V5

Table of Contents

A MESSAGE FROM OUR CEO	3
OUR MISSION / OUR CORE VALUES	4
ABOUT OUR CODE OF CONDUCT	5
OUR RESPONSIBILITIES	6
CODE GUIDANCE	6
Reporting Concerns.....	6
Consequences for Code Violations	6
CONDUCTING BUSINESS	7
Competition and Fair Dealing.....	7
Securing Shareholder Assets.....	7
Accurate Books and Recordkeeping.....	7
Safeguarding Information.....	7
Integrity in Patient Care.....	8
PRIVACY.....	8
HIPAA	9
GDPR.....	9
Employee Privacy	9
Social Media Representation.....	9
CONFLICTS OF INTEREST.....	10
What Are Conflicts of Interest and Why Do They Matter?	10
When Does a “Conflict of Interest” Occur?	10
Personal Investments, Transactions, and Outside Business Interests.....	10
Insider Trading.....	10
Close Personal Relationships.....	11
Business Gifts	11
COMPLIANCE WITH LAWS AND INTERACTING WITH HEALTHCARE PROFESSIONALS	12
Promoting a Positive Workplace Culture	13
Non-harassment	13
Maintaining a Safe Workplace	13
Diversity and Inclusion	14
AROUND THE WORLD	14
Anti-Corruption and Anti-Bribery.....	14
Caring for the Community	15
Charitable Contributions	15
INTEGRITY IN DECISION MAKING.....	15
CODE OF CONDUCT RESOURCES	16

A Message from our CEO

Dear Colleagues,

In our dedication to acting with integrity, Agendia is consciously and intentionally making decisions that reflect our commitment to ethical, honest and authentic answers for patients. Not only does integrity align with our values, but more importantly, integrity means doing the right thing.

As a partner to patients and healthcare providers, we must strive to go above and beyond in our work, knowing that our actions impact the lives of cancer patients, who benefit from our leading cancer tests and solutions. Their confidence in Agendia requires our reputation to be responsive, accessible, clear and transparent. Building this reputation requires every employee, every minute of the day, to act with integrity and conduct business with high ethical standards.

We recognize that rules and laws can often be complicated and that is why Agendia has this Code of Conduct. This Code will provide us with the direction needed to guide our actions, facilitate understanding of the applicable laws that govern our organization, and help each of us in representing our Core Values. It is with these Core Values, strong leadership and a robust culture of compliance that we best represent Agendia, achieve our mission and build our reputation as an ethical leader in the treatment of breast cancer.

Thank you for doing your part to ensuring that Agendia's passion for Integrity is as important as the solutions we bring for our patients and partners. I hope that you will join me in dedicating your efforts to building our compliance and ethical culture in our journey.

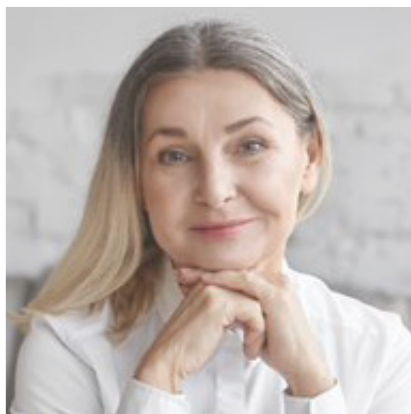
Sincerely,

Mark R. Straley
CEO, Agendia



Our Mission

Agendia is committed to improving the quality of life for cancer patients through molecular diagnostics, one patient at a time.



Our Core Values



Integrity

Consciously and intentionally making decisions that reflect Agendia's commitment to ethical, honest and authentic answers for patients



Accessibility

Purposefully seeking ways to break down barriers that impede communication and embracing alternate perspectives which may result in ground-breaking ideas



Excellence

Striving to go above and beyond in our work, knowing that our actions impact the life of a patient with breast cancer



Clarity

Providing certain and transparent actions and communication understanding that clear communication affects a patient's experience



Responsiveness

Promptly responding to requests and issues in a calm and thoughtful manner, providing the timeliness needed for important decisions

About Our Code of Conduct

Navigating today's business landscape can sometimes be a challenge. While our mission, values and responsibilities are clear, this Code of Conduct will demonstrate how they relate to standards of professional conduct. Our Code of Conduct articulates the values our organization hopes to foster in our leaders, employees and representatives, defining our desired behavior and expectations. The objectives of our Code of Conduct are to be a central guide and reference to support day-to-day decision making, encourage discussions around compliance and ethics, and help solve ethical dilemmas we may encounter in everyday business operations.

Laws and regulations that impact our business can change and be difficult to understand. We might face a situation where the right thing to do is not obvious. That is where our Code of Conduct can help. It will guide your decisions and ensure we are preserving our reputation and living our values. Our Code of Conduct will help you exercise sound judgment and make the best choices for our company, our patients, our customers, and our personnel. Our competitive advantages are not only derived from our innovative products, but also from how we work and the integrity of our actions. Our integrity can inspire and strengthen our reputation for doing extraordinary things to change the lives of our patients and doing it in an ethical manner.

Agendia is committed to the highest standards of legal and ethical conduct. While this Code cannot cover all conceivable situations or answer every question, it will show you where to go for guidance when the answer is not clear. Ethical conduct is paramount in building and maintaining our good reputation and the trust and confidence of our patients, customers, payors, personnel, stockholders, and the public.



Our Responsibilities

This Code applies to all of Agendia's directors, officers, personnel, agents and representatives. Everyone must read and understand the Code and know that compliance with the Code is a condition of employment or qualification to contract with Agendia in any capacity.

We are committed to understanding and following the principles set forth in this Code. In addition, we must:

- be familiar with and follow all laws, regulations, policies and procedures that apply to our jobs;
- conduct business according to the highest ethical and legal standards; and,
- report concerns and known or suspected misconduct immediately.

Our leaders also have additional responsibilities, including:

- acting as role models, holding ourselves to the highest standards of ethical business conduct;
- reinforcing our Code through communications that emphasize the importance of ethics and compliance;
- creating a positive work environment where everyone is comfortable raising questions and concerns;
- monitoring employees' business conduct to ensure compliance with our Code; and,
- never retaliating or ignoring acts of retaliation against others.

Code Guidance

Duty to Report

Agendia personnel are required to promptly report actual or potential matters of non-compliance with laws or regulations, Agendia policies or our Code of Conduct. We have established processes by which anonymous reports can be submitted through various channels. Personnel are encouraged to use the channel with which they are most comfortable, starting with their Agendia manager. Other channels include:

- another manager or supervisor within Agendia
- directly to the Compliance Officer or other members of the Compliance Team
- Human Resources at Agendia
- the Agendia ICARE Helpline at www.agendia.com/ICARE or by phone at 844-539-2248 (US & Canada)

Why doesn't everybody report misconduct when they see it? Some people don't want to get involved while others think the misconduct they observe is known and accepted by the company.

Agendia prohibits any party to be subject to disciplinary or retaliatory action as a result of reporting a compliance concern in good faith, whether internally or to any external government or law enforcement agency, or for participation in any investigation or other proceeding related to such a report. Retaliatory acts will be subject to disciplinary action up to and including termination and/or criminal or civil sanctions.

Consequences for Code Violations

Violations of our Code may carry serious consequences including disciplinary action up to and including termination. Depending on the violation, individuals may also face civil or criminal liability. Violations can include directing others to violate the Code, not reporting a known violation, or failing to cooperate in an investigation.

Conducting Business

Competition and Fair Dealing

Competition laws, also referred to as antitrust laws, are designed to protect competition. Competitive marketplaces are the foundation of the global business landscape. Success in a competitive marketplace is achieved through fairness and integrity and drives us to perfect our tests and provide patients the exceptional care they deserve.

To do our part, Agendia personnel should be cautious when interacting with competitors and avoid even the appearance of inappropriate collaboration that may damage our reputation and legal standing. Our organization will act in accordance with competition and antitrust laws that address topics such as price-fixing, predatory business practices, restraints on competition, or other illegal dealing arrangements and practices that restrict competition and fair dealing.

Securing Shareholder Assets

As we strive to serve our patients, we must start by properly protecting Agendia's assets. Such assets can include physical assets like company equipment, documents and records, and other tangible property. Other assets are less concrete such as proprietary information, intellectual property, electronic assets such as emails, and ideas. We are all obligated to maintain the integrity of our assets, which means the protection, maintenance and proper use of these assets. Please inform us any suspected incident of fraud, theft or misappropriation of these assets.

Accurate Books and Recordkeeping

Agendia personnel have an obligation to follow internal accounting controls to ensure our books and records are accurate, complete and reflect all company transactions, including how our funds and other assets are used. Agendia personnel will never falsify or alter any financial record. All transactions must be reported promptly and accurately in the recording and maintenance of Agendia's books and records. The image of Agendia is directly tied to how we treat company information. We should never falsify or otherwise intend to deceive through the alteration any of our records.

Safeguarding Information

Certain types of Agendia-held information need to be given more due diligence than others. The first step to preserve our information is to be aware of what is and what is not considered confidential. If the information at hand is not publicly available and



could harm ourselves, our third-party partners, or our patients if revealed, then it is confidential. Confidential information should be safeguarded from public use as required by Agendia's confidentiality agreements, policies and procedures, and conveying confidential information is only allowed when necessary, expressly authorized or legally required. Avoid sharing non-public information in casual conversation with friends and family or on social media and remember

that your duty to maintain confidentiality extends beyond your employment with Agendia.

Of particular importance, the patient information that we store also acts as an extension of how we treat our patients themselves because they are entrusting some of their most private information to us. It is not only our ethical obligation to protect their information but in many cases this is legally required. Each of our personnel, whether employee or representatives, that handles patient information should have an exceptional understanding of our processes around such information.

Integrity in Patient Care

Everything we do should advance our commitment to deliver the highest quality of care to our patients. We make every effort to provide each patient with the best possible care.

We are committed to providing clear, accurate, honest, and transparent information about the quality of care we offer to all our patients so they can make informed health care decisions. As health care providers it is important for us to report our errors or deficiencies, even those that seem small or insignificant, in order to improve future care or rectify a situation.



Privacy

HIPAA

As every business in the healthcare sector is expected to, Agendia adheres to the instruction laid out by the Health Insurance Portability and Accountability Act of 1996, better known as HIPAA (pronounced hip-uh). HIPAA required the US Department of Health and Human Services to set a national standard for the privacy of health information. That standard is known as the HIPAA Privacy Rule.

A second rule, known as the Security Rule, was issued to create a set of security standards to protect health information in electronic form. Subsequently, the Health Information Technology for Economic and Clinical Health Act (HITECH) strengthened HIPAA's Security Rule and expanded it to regulate additional organizations. The final HITECH rule gave increased protection for protected health information and establishes a new category of regulated organizations. HIPAA has a wide range of elements that it covers, but the most important aspect of HIPAA in terms of how we serve our patients is related to the confidential transmission of Protected Health Information or PHI. PHI is anything created, used, or disclosed to us or our third parties within our patients' medical records that can be used to identify the patient.

We routinely utilize this information as a part of our work, and so it is up to us to properly handle the vulnerable information that our patients have entrusted us with. PHI should only be relayed to third parties and to employees within Agendia if that information is categorically needed. Healthcare organizations are typically required to keep patient records for six years from the last time the record was used. If a breach were to take place, that breach needs to be investigated and potentially reported to the patient and to Office of Civil Rights within 60 days.

GDPR

The EU has enacted a similar law of their own known as the Global Data Protection Regulation (GDPR). It is considered one of if not the most comprehensive data privacy law in the world today, and it applies to any organization that collects data on people in the EU. Any information that is considered personally identifiable information (PII) is covered under the GDPR. As was the case with HIPAA, information must be processed fairly, transparently, and only as necessary for each specific patient. Furthermore, whenever information is gathered, both HIPAA and the GDPR require that only the minimum amount of data necessary should be used to minimize the risk of any leak or breach. Unlike HIPAA, a patient in the EU can request that their medical records be destroyed in many cases, so there is no required minimum length

of maintenance of patient records. The GDPR is significantly more stringent in its breach policy than HIPAA, requiring breaches to be reported within 72 hours of discovery.

Employee Privacy

Just as we do with patients, Agendia recognizes the importance of our employees' privacy. We will only gather and retain personal information about our employees that is necessary for our regular business practices or that is required by law. Personal information pertains to any material that could be used to identify an employee similarly to a patient's protected health information. Only those who have a valid reason will be given access to our employees' information. To protect your own privacy, do not distribute personal information through unprotected channels.



Social Media Representation

Social media is a near ubiquitous and inextricable piece of our society. Social media use includes any sort of digital content communication made by an individual or entity on a social media platform. On an individual level, social media use can be made on a personal account but still affect Agendia due to an employee's inferred or direct association with the company. For this reason, employees should be mindful of what they post because of

the impression that it will not only give themselves but potentially Agendia as well. We should always maintain a respectful attitude when interacting online. Information that is considered confidential cannot be disclosed, and we do not reference our products unless explicit permission has been given by Agendia. Any content related to the company should be treated with care, reviewed by Agendia and improper social media posts can lead to legal implications to those involved.

Conflicts of Interest

What Are Conflicts of Interest and Why Do They Matter?

While our work can represent a major portion of our self-image, a line must be drawn between our personal and professional lives if we hope to run an unbiased operation for the sake of what's best for our patients. Personal interests are also broad in scope, encompassing our social, financial, and political interests. This is important to keep in mind because, although our own interests are the most apparent and palpable to us, Agendia needs to operate as a singular, independent entity. That notion can be even more difficult to reconcile if it looks like our own interests align with what will benefit Agendia at large. It is crucial that we remain mindful of our personal allegiances and self-aware enough to determine when those allegiances may be impacting our decision making.



When Does a “Conflict of Interest” Occur?

Conflicts of interests occur when the personal/professional line becomes blurred, and we act disproportionately in favor of our own self interests. Examples could include aiding a competitor, placing personal investments in a third-party supplier, having a family member with an ownership stake in one of our suppliers, and receiving gifts. An easy rule of thumb is that, if you feel your personal interests are interfering with how you might make a business decision, it is likely due to a conflict of interest. If it becomes

evident that a conflict applies to you, it should be reported to your supervisor and/or Compliance.

Personal Investments, Transactions, and Outside Business Interests

Even in your own personal financial investments, it is important to steer clear of any investments that overlap with Agendia's business interests, including those of our partners, suppliers, customers and competitors. Aside from formal investments, our employees must also keep record of any sorts of gifts or business entertainment, as an example in many cases compensated meals with healthcare professionals are reportable. Investments with these groups are rife with conflict because information you learn at work would unfairly inform you of how to trade on those investments, which is considered insider trading. Incidents of or questions about conflicts of interests should be reported or discussed with our Legal Department or Compliance Department.

Insider Trading

Insider trading is the act of buying or selling securities based on non-public information. It is illegal to leverage non-public and sensitive information you may have learned from Agendia

in any trading, whether by you or anyone you know, of our securities. Doing so, could result in significant liability to you and the company.

Close Personal Relationships

It is possible that some of our employees could have relatives or close friendships who work for or are invested in our suppliers, partners, customers or competitors. Those close relationships could induce our employees to show favoritism towards their friends and families which, in turn, would give preferential treatment to those suppliers, partners, or competitors. To an outside party, even the appearance of preferential treatment in these scenarios could constitute a conflict of interest. It is important to consider whether you foresee a relationship altering your decision making on behalf of Agendia, report to your supervisor, and recuse yourself from the decision if you feel incapable of being impartial.



Business Gifts

Whether or not to give or accept a business gift and deciding whether a gift is appropriate are decisions deserving careful thought. Relationships and reputations can be damaged if a gift is ill-timed, extravagant, or unsuitable or if a gift carries with it an appearance of being unprofessional. Business gifts will not always be allowed or appreciated. At times, they can even be illegal. So how does someone tell the difference between a gift that is appropriate and one that is not?

Appropriate business gifts comply with relevant policies. Before giving or accepting a gift make sure that gift is allowed. A significant number of businesses and not for profit organizations have “no gift” policies, policies that limit the value of gifts given to employees or policies that place conditions on a gift’s acceptance. These policies help ensure that decisions are made for the right reasons. They limit the risk of a gift improperly influencing a decision-maker. Often, due to the Anti-Kickback Statute, Agendia employees will be unable to give gifts to our referring physicians.

Compliance with Laws and Interacting with Healthcare Professionals

Agendia's mission is to provide patients with results that improve their health and well-being. To achieve that goal, we strive to provide accurate information and assistance to healthcare professionals (HCPs) about the approved uses of our products. That information can take many forms including in-office meetings, professional conferences, continuing education courses, seminars, promotional materials, and sample products. Regardless of the form our interactions take, they must always be conducted ethically and in compliance with relevant laws, regulations and industry standards.



Meeting the ethical standards we set for our organization requires that we understand the numerous legal and ethical risks that surround the ways in which we work with HCPs.

- **Fraud, Waste and Abuse:** Agendia is committed to preventing fraud, waste and abuse by ensuring timely, complete, and accurate coding and billing practices. We will only bill for services that we actually provide, document, and are medically necessary and ordered by a licensed physician or healthcare provider.

- **The False Claims Act (FCA)** prohibits submission of fraudulent claims for payment from federal or state government and healthcare programs including Medicare, Medicaid and TRICARE. FCA violations can

occur even though our company does not directly submit an invoice for reimbursement. Recent enforcement actions have been triggered by off-label promotional activities, inaccurate coding or pricing information provided to customers, and the provision of medically unnecessary services of products.

- **The Anti-Kickback Statute (AKS)** prohibits anyone from offering, paying, soliciting, or receiving anything of value in return for referring an item, service or medical treatment that is reimbursed by a federal or state healthcare program. The purpose of the law is to prevent improper payments that might influence a physician's judgment based on his or her financial interest. "Anything of value" can include cash bribes, remuneration, gifts, and in-kind consideration.

- **The Physician Self-Referral Law, also known as Stark Law**, prohibits physicians from referring patients to any facility or practice in which they have a financial or other vested relationship. A financial interest includes ownership, investments and other compensation agreements held by the physician and the physician's immediate family. There are forms of non-monetary compensation such as modest meals that are considered exceptions to Stark but only up to a defined limit.
- **The Sunshine Law** is a provision of the Patient Protection and Affordable Care Act in the U.S. It requires applicable manufacturers to report on an annual basis to the Centers for Medicare and Medicaid (CMS) any payment or transfer of value

given to certain licensed HCPs. These payments will be listed in a database that is publicly accessible through the CMS' Open Payments website. As a result, our employees and representatives must track any expenditures for these HCPs for reporting and disclosure.

- **The Federal Food, Drug and Cosmetics Act (FD&C Act)** prohibits the promotion of medical products for any use not approved by the US Food and Drug Administration (FDA). This "off-label use" can apply to unapproved dosages, diseases or medical conditions. It is essential that all employees understand the approved uses of our products prior to interacting with an HCP and avoid promoting any product for any use not stated on its label.

Promoting a Positive Workplace Culture

Agendia is committed to creating an environment of trust and respect that promotes a positive workplace culture where employees feel appreciated, valued, and secure throughout our global organization.

Non-harassment

As part of our commitment to our employees, Agendia strives to promote a workplace culture that is free from any form of harassment. Every one of us is responsible for respecting each other's boundaries and individual differences. To prevent a hostile or offensive work environment, Agendia has a zero tolerance for harassment or bullying of any kind, including but not limited to, objectionable comments, behaviors, or acts that intimidate or threaten another. Our managers will actively strive to prevent these behaviors through reporting and cultivating an atmosphere of positive treatment.

For more information, contact your local Human Resource Department or refer to our Employee Handbook.

Maintaining a Safe Workplace

Our organization aims to provide a safe and healthy workplace for our employees, visitors, and customers. We continually strive to reduce risk through training, reporting and the implementation of best practices to prevent incidents. Employees are responsible for observing all safety and health practices and regulations that apply to their job responsibilities and take any necessary precautions to protect themselves and others. Employees also have responsibility for immediately reporting any unsafe or hazardous work conditions to their supervisor, Human Resources or Facilities. This includes any incident or potential incident they are witness to, even if they are not directly involved. Such incidents may include illness or injury of an employee or ignoring of safety protocols.

Diversity and Inclusion

Here at Agendia, we pledge to respectfully observe each person's opinions, qualities, and culture. As an Equal Opportunity Employer, we will hire and treat our employees based on merit, achievement, and skills without discrimination of race, ethnicity, national origin, religion, gender, physical or mental disability, color, veteran status, sex, or age. We celebrate one another's differences and aim to promote those differences throughout our business. This serves a dual benefit to both our employees and to our patients by having a wider array of personal experiences to draw from. This will help us to better empathize with unique perspectives and reduce healthcare disparities in differing patient populations.



Around the World

Anti-Corruption and Anti-Bribery

Reflecting upon our core value of integrity, Agendia stands in utter opposition to any form of corruption or bribery occurring within our practices and observes global laws related to anti-corruption and anti-bribery. We will not tolerate any such activities related to fraud, bribes, kickbacks, illegal payments, or corruption. This applies to interactions with government officials, patients, healthcare providers, and business partners without exception. In no way will we offer anything of value to induce a desired behavior or to achieve an unfair advantage from any of these



parties. If any of us have such an offer made to us, we ask that it be resolutely denied and reported. This is a major red flag and indicative of a business or person that we want no part of. Any sort of value transfer made must be within fair market value for the products or services rendered and with a justifiable need.

- **The Foreign Corrupt Practices Act (FCPA)** regulates interactions between companies with foreign government officials.

Under the law, US companies and their personnel are prohibited from offering, promising, or authorizing – either directly or indirectly through third parties acting on their behalf – the payment of money or ‘anything of value’ to a foreign government official. This law applies to companies in any industry; however, pharmaceutical, medical device and biologics companies have been singled out by the US Department of Justice and the US Securities and Exchange Commission for scrutiny. Any time any Agendia representative is dealing with foreign government officials (and often times physicians working within foreign state-owned hospitals are public officials), they should consult with the Legal or Compliance department.

Caring for the Community

Environmental sustainability is linked to business ethics through the concept of stewardship. A good steward carefully and wisely manages the property of another. Like responsible trustees, good stewards maintain or increase the value of the resources entrusted to them. Put another way, stewardship looks a lot like what parents do for their kids in caring for both their immediate needs and future well-being.

Every community has a vital interest, of course, in maintaining a safe and healthy environment for both the current generation and those to come. Companies committed to stewardship ethics recognize that acting in the long-term interests of the wider community is at least equal in importance to pursuing short-term shareholder value. Stewardship is a core value widely shared across many different societies. It thus provides an ethical "common ground" and shared motivation for the practice of both environmental sustainability and social responsibility. It calls upon businesses to consider their long-term impact on the communities in which they operate and upon which they depend for support. Responsible stewardship is at the heart of what being a good corporate citizen is all about.

Charitable Contributions

To aid our community beyond our patients, Agendia expects to make regular charitable contributions to worthwhile causes. We encourage employees to do the same with whatever time is reasonably available to commit to volunteering hours.

Although we hope our business partners will do the same on their end, we cannot ask our partners to donate to any of Agendia's fundraising efforts. At no point should our partners feel coerced into donating to preserve our professional relationship.



Integrity in Decision Making

Agendia's Code of Conduct helps us to make ethical business decisions. However, it is not designed to address every issue. You may face a situation where the right course of is unclear. Ask yourself the following questions when you are unsure of what to do?

- Is it inconsistent with our mission and values?
- Is it illegal?
- Is it unethical?
- Could it harm patients?
- Could it harm our co-workers?
- Could it harm government programs?
- Could it harm our financial health?
- Would our organization be compromised or embarrassed if it became public knowledge?
- Is it unfair or inappropriate?
- Could it adversely impact our organization?
- Is it inconsistent with our policies or Code of Conduct?

If you are still unsure what decision to make or what action to take, speak with your supervisor or the Compliance Department.

Code of Conduct Resources



CORPORATE COMPLIANCE & PRIVACY DEPARTMENT

For general inquiries, or to report a possible violation of our Code of Conduct, contact Compliance@agendia.com.

ICARE Helpline

- **By phone** using a special toll-free telephone number based on the country from which you are calling.
In the United States and Canada, call **844-539-2248**.
For a list of international country phone numbers, see our "By Phone > Other" section at www.agendia.com/ICARE.
- **By web** available at www.agendia.com/ICARE.
- **By QR code** by scanning the QR code below with your mobile device.

