



## **Code of Conduct**

## Important Contact Information

Anonymous Hotline	<a href="https://veracyte.ethicspoint.com">veracyte.ethicspoint.com</a> <b>(877) 813-7431</b> <b>0 800 90 86 86</b>  <p>The Corporate Hotline provides a direct way to report a compliance or Code of Conduct concern. The Hotline is managed by an independent third party and is available 24 hours a day, 7 days a week, 365 days a year. <b>To reach the Hotline from the US or Canada, call toll-free (877) 813-7431 or visit <a href="https://veracyte.ethicspoint.com">veracyte.ethicspoint.com</a> to report your issue or concern. To reach the hotline from France, call 0 800 90 86 86.</b></p>
Privacy	<b>Erika Britt, HIPAA Privacy Officer and Chief Privacy and Data Officer</b> 6925 Lusk Blvd., Ste 200 San Diego, CA 92121 Email: <a href="mailto:Privacy@veracyte.com">Privacy@veracyte.com</a>
Human Resources	<b>Jennifer Harvey; Sr. Director, Human Resources</b> 6000 Shoreline Ct., Ste 300 South San Francisco, CA 94080
Cybersecurity	<b>Steven French; Chief Information Officer</b> 6925 Lusk Blvd., Ste 200 San Diego, CA 92121 Email:
Finance	<b>Rebecca Chambers; Chief Financial Officer</b> 6925 Lusk Blvd., Ste 200 San Diego, CA 92121
Legal and Compliance	<b>Annie McGuire; General Counsel and Chief Compliance Officer</b> 6925 Lusk Blvd., Ste 200 San Diego, CA 92121 Email: <a href="mailto:generalcounsel@veracyte.com">generalcounsel@veracyte.com</a> <a href="mailto:Compliance@veracyte.com">Compliance@veracyte.com</a>

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# VERACYTE, INC.

## Code of Business Conduct and Ethics

### Introduction

It is the general policy of Veracyte, Inc. to conduct its business activities and transactions with the highest level of integrity and ethical standards and in accordance with all applicable laws. It is also important that everyone employed by, or doing business with, Veracyte embody the Veracyte Values:



In carrying out this policy and to further our efforts to live the Veracyte Values, Veracyte has adopted the following Code of Business Conduct and Ethics (the “Code”).

This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees, officers and directors of Veracyte and its affiliates. For purposes of this policy only, “employees” shall also include temporary employees and independent contractors assigned this policy. Those persons designated as Veracyte’s senior financial officers under the Code of Ethics for Senior Financial Officers shall also be required to comply with the provisions thereof. All such persons must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. Those who violate the standards in this Code, fail to provide required information when participating in an investigation, or provide false information in connection with an investigation about a violation of the Code, or retaliate against a person who reports, in good faith, a suspected violation may be subject to disciplinary action, up to and including termination of employment. Veracyte has a no tolerance policy for lying or falsification, both of which may result in immediate termination.

Note that because a specific law or statute is not mentioned, it should not be taken as a sign that compliance with that law or regulation is not important; in fact, compliance with all laws and regulations is required and the examples listed in this Code are merely examples. Please reach out to the appropriate Veracyte contact if you have any questions or require assistance in reporting your concerns.

For guidance with respect to issues not addressed in this Code, employees should follow Veracyte’s internal policies and procedures, including the applicable Veracyte Employee Handbook(s).

### Basic Principles and Practices

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

Veracyte policy requires that our business activities comply with both the letter and the spirit of all applicable laws, rules and regulations. Although not all employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from the legal department, managers or other appropriate personnel.

## **Confidentiality**

Employees who come into possession of non-public information regarding Veracyte and its business must safeguard the information from the public and not intentionally or inadvertently communicate it to any person (including family members and friends) unless the person has a need to know the information for legitimate, Veracyte -related reasons. This duty of confidentiality is important both as to Veracyte's competitive position and with respect to the securities laws applicable to Veracyte as a public company. Confidential information cannot be disclosed by any employee to any third party unless the third party has signed a nondisclosure agreement approved by Veracyte's management and should be divulged only to persons having a need to know the information in order to carry out their job responsibilities.

Further you may not use any confidential information other than for legitimate, Veracyte-related reasons. You must also abide by any specific agreements, such as a Confidential Information and Invention Assignment Agreement, and Veracyte policies regarding confidentiality between you and Veracyte.

Consistent with the foregoing, all employees should be discreet with respect to confidential information about Veracyte and not discuss it in public places.

Confidential information related to Veracyte can include a variety of materials and information regarding the ongoing operations and plans of Veracyte, and also includes information that customers, collaborators or vendors have provided to us. For example, confidential information can include product development plans, clinical and research results, regulatory matters, patents, trademarks, copyrights, laboratory processes, patient information, significant new contracts, information regarding the financial health and performance of Veracyte, salary and personnel information, plans regarding significant acquisitions or divestitures, plans to raise additional capital, and marketing and sales plans.

## **Conflicts of Interest**

A "conflict of interest" arises when a person's loyalties or actions are divided between the interests of Veracyte and those of another, such as a competitor, supplier or customer, or personal business. A conflict of interest can arise when an employee takes actions or has interests that may make it difficult to perform his or her work for Veracyte objectively and effectively. A conflict of interest may also arise when an individual, or a member of his or her family, receives an improper personal benefit as a result of his or her position or relationship with Veracyte. Breach of confidentiality obligations can also give rise to a conflict of interest. Moreover, the appearance of a conflict of interest alone can adversely affect Veracyte and its relations with customers, suppliers and employees.

Employees are expected to use good judgment, to adhere to high ethical standards and to avoid situations that create an actual or potential conflict of interest. A “conflict of interest” may occur when your private interest in any way interferes – or even appears to interfere – with the interests of Veracyte. A conflict situation can arise when a person has interests that may impair the objective performance of their duties to Veracyte. Conflicts of interest may also arise when a person (or their family member) receives improper personal benefits as a result of their position in the company. Veracyte may take any action that it deems necessary in its sole discretion to avoid or remedy an actual, prospective or perceived conflict of interest, including a reassignment of some or all of the employee’s duties or change of the employee’s position.

You must disclose any matter that you believe might raise doubt regarding your ability to act objectively and in Veracyte’s best interest including, for example:

- any company loan to any employee, officer, or director, or company guarantee of any personal obligation;
- employment by or acting independently as a consultant to a Veracyte competitor, customer, or supplier;
- directing Veracyte business to any entity in which an employee or close family member has a substantial interest;
- owning, or owning a substantial interest in, any competitor, customer, or supplier of Veracyte;
- using Veracyte assets, intellectual property, or other resources for personal gain; and
- accepting anything of more than nominal value – such as gifts, discounts, or compensation – from an individual or entity that does or seeks to do business with Veracyte, other than routine entertainment and meals that are business related.

A conflict of interest may not always be clear; therefore, you should consult with higher levels of management if you have any questions. Any employee who becomes aware of a conflict or a potential conflict should bring it to the attention of the Chief Compliance Officer. Directors and officers shall disclose any actual or apparent conflict situation to the General Counsel and to the Nominating and Corporate Governance Committee.

## **Corporate Opportunities**

You must not take for yourself personally opportunities that are discovered through the use of Veracyte property or confidential information or your position with Veracyte without the consent of the Board of Directors or its designees. No employee may use corporate property, information or their position for improper personal gain, and no employee may compete with Veracyte directly or indirectly while they are employed by Veracyte. You owe a duty to Veracyte to advance its legitimate interests when the opportunity to do so arises.

You may be asked to participate in professional activities or complete market research or investor surveys that are related to Veracyte or our business interests based on your knowledge, work experience, or position in the company. In addition, you may be asked to serve on a committee or deliver a presentation at a conference. You may not be paid a fee (often referred to as an honorarium) for this work. In general, it is permissible for a conference host or meeting

organizer to cover reasonable travel and lodging costs as long as other committee members or speakers who are not Veracyte employees are treated equally. Such activities (and materials if presenting) must be approved in advance by your manager, Investor Relations, the Legal Department, and Human Resources, as well as be consistent with the above section on Conflict of Interest, and scheduled at times so as not to interfere with Veracyte business. Any questions directed to you by Investor Relations firms or the Media regarding Veracyte business should be escalated to Investor Relations and Corporate Communications.

### **Fair Dealing**

Although the prosperity of our Veracyte depends on our ability to outperform our competitors, Veracyte is committed to achieving success by fair and ethical means. We seek to maintain a reputation for honesty and fair dealing among our competitors and the public alike. In light of this aim, dishonest, unethical or illegal business practices are prohibited. An exhaustive list of unethical practices cannot be provided. Instead, Veracyte relies on the judgment of each individual to avoid such practices. Furthermore, each employee should endeavor to deal fairly with Veracyte's customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair business practice.

### **Antitrust and Competition**

Antitrust and competition laws protect free competition and consumers, and Veracyte supports the principles and philosophy embodied in these laws in any location where we do business. Described in general terms, antitrust and competition laws are designed to prevent unfair, restrictive, or collusive practices and, thus, to promote healthy competition in open markets within the free enterprise system and enhance the benefits of product innovation. Antitrust and competition laws of the United States, the European Union, and other countries abroad reflect these policies.

Below are examples of certain areas in which antitrust and competition laws may limit permissible conduct and you should consult with the General Counsel for guidance in advance in any area (not just these) where there are potential antitrust concerns:

- Discussions or other contacts with competitors
- Refusals to do business with others
- Tying of services or other products (i.e., where the sale of one type is conditioned on the purchase of a second type)
- Selling commercially below cost
- Practices that could foreclose competition in areas where Veracyte has significant market share
- Price discrimination (e.g., selling to two or more competing purchasers at different prices)
- Conduct or arrangements that may make it difficult for competitors to obtain needed inputs or sell their own services or other products

Joint activity or joint projects with competitors or others should be closely monitored, with the advice of legal counsel, to ensure the legality of the operation. Review by counsel must be obtained before undertaking any such project, and also as it develops.

## **Payments or Gifts from and to Others**

Receipt of certain gifts and business entertainment in the appropriate setting can be part of longstanding working relationships, and not be to gain unfair advantage with customers or others. It is Veracyte policy that gifts of reasonable value, normal business meals and entertainment involving reasonable cost and frequency, and similar customary and reasonable expenditures to promote general business goodwill are permissible unless they are of the type that could create an appearance of impropriety, and any expenditures in this regard must be correctly recorded on the books of the paying entity. Gifts or entertainment should never be offered, provided, solicited or accepted by any Veracyte director, officer, employee, or agent (or any family member of a director, officer or employee or agent) unless it:

- (1) is not a cash gift,
- (2) is consistent with customary business practices,
- (3) is not excessive in value (not to exceed \$200/pp),
- (4) cannot be construed as a bribe or payoff, and
- (5) does not violate any laws or regulations.

While there are certain situations where it may be permissible to provide a gift to one external to Veracyte, gifts or gratuities to government officials or healthcare professionals may be inappropriate and, in some cases, impermissible. Each employee should always be sensitive to potential unlawful activities, such as kickbacks or bribes (payment for giving business to, or receiving business from, an organization); these activities are always unethical and often illegal. The provision of a Veracyte product or service is never an appropriate gift. Questions regarding whether a particular payment or gift violates this policy are to be directed to the Chief Compliance Officer.

## **Health and Safety**

Veracyte strives to provide a safe and healthy work environment in the following ways:

1. Managers and managers create an environment where all employees have genuine concern for safety and all operations are performed with the utmost regard for the safety and health of all personnel involved; and
2. All employees have responsibility for maintaining a safe and healthy workplace for all other employees by following Veracyte's safety and health rules, policies and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

It is also against Veracyte policy to bring a firearm, weapon or explosive substance into the workplace. We do not tolerate acts or threats of violence, either verbal or physical, or any behavior that amounts to unlawful discrimination or harassment. For further information on this, please refer to the applicable Veracyte Employee Handbook(s).



## **Insider Trading**

Insider trading refers to the illegal practice of trading securities while possessing “material nonpublic information” about a company. Related illegal acts include tipping others to trade based on material non-public information. “Material” information is information that a reasonable investor would think is important when making a decision about buying, holding or selling a company’s securities. Information that affects the price of another company’s stock may be “material.”

You are not permitted to use, share or disseminate confidential information for stock trading purposes or for any other purpose except the conduct of our business. To use confidential information for personal financial benefit or to “tip” others who might make an investment decision on the basis of this information is not only unethical but also illegal. This policy also applies to information relating to any other company, including our collaborators, suppliers, obtained in the course of employment. You are also required to comply with, and should consult, Veracyte’s Insider Trading Policy. For questions, employees, officers, and directors should contact the General Counsel or CFO.

## **Payments to Government Personnel**

The Foreign Corrupt Practices Act (FCPA) is a U.S. federal law that prohibits corrupt or improper payments to non-U.S. government officials. The definition of “government official” includes any officer or employee of, or acting on behalf of, a non-U.S. government (any department, agency, or instrumentality) or public international organization. HCPs at foreign government-owned hospitals, for example, may qualify as foreign officials under the FCPA.

The FCPA contains both anti-bribery and accounting provisions. Violations of the FCPA may result in criminal prosecution and/or civil sanctions against Veracyte and any of its individual employees, including for the misconduct of third parties acting on Veracyte’s behalf.

The anti-bribery section of the FCPA prohibits U.S.-based companies from, directly or indirectly, offering, paying, promising to pay, or authorizing payment of anything of value to a non-U.S. government to improperly or corruptly influence that official to take any governmental act or decision to assist a company in obtaining or retaining business, or gaining an improper advantage (examples of such decisions could include influencing clinical trials, writing prescriptions, awarding business contracts or regulatory approvals, or not enforcing requirements such as mandatory inspections). The FCPA contains no minimum threshold and “anything of value” can be considered a bribe (e.g., gifts, a contract, meals, employment for a family member). Additionally, a bribe need not actually be paid in order to violate the law.

**The accounting provision requires companies with securities listed on U.S. stock exchanges to make and keep books and records that accurately and fairly reflect the transactions of the corporation and to devise and maintain an adequate system of internal accounting controls.**

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

No secret or unrecorded fund of Veracyte assets or cash shall be established or maintained for any purpose. Anyone spending or obligating Veracyte funds should be certain that the transaction is properly and appropriately documented and that Veracyte receives appropriate value in return.

All employees should endeavor to protect Veracyte's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on Veracyte's profitability. Any suspected incident of fraud or theft should be immediately reported to the Chief Compliance Officer for investigation. Veracyte equipment should not be used for non-company business, though incidental personal use may be permitted.

## **Record Keeping**

Veracyte requires honest and accurate recording and reporting of information in order to make responsible business decisions. If you record expenses for business purposes, expenses to be reimbursed must be documented and recorded accurately. If you are not sure whether an expense is appropriate, ask your manager. Receipts should be submitted in accordance with Veracyte's expense policies in their original form, and employees should be able to verify any expense upon request.

All of Veracyte's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect Veracyte's transactions and must conform both to applicable legal requirements and to Veracyte's system of internal controls. All Veracyte business data, records and reports must be prepared truthfully and accurately. Veracyte's business records must be maintained for the periods specified in Veracyte's applicable record retention policies.

Employees who contribute to or prepare Veracyte's financial statements, public filings, submissions or communications should do so in accordance with the following guidelines:

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

- No information should be concealed from internal auditors or independent auditors.
- Compliance with Veracyte's system of internal accounting controls is required.

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.

### **Implementation**

Violations of this Code or of any direction given by management in order to effect the provisions, goals, and aims of this Code may result in disciplinary action, up to and including termination of employment.

### **Waiver**

**Veracyte's Nominating and Corporate Governance Committee of the Board of Directors may waive application of any provision of this Code for any persons other than a member of the Company's Board of Directors or an executive officer. Only the Board of Directors may waive application of this Code for a director or an executive officer. Any waiver for a director or an executive officer shall be disclosed as required by SEC and Nasdaq Stock Market rules.**

### **Reporting Violations of this Code**

Employees are responsible for being aware of the corporate policies applicable to their activities and to comply with them fully. If you become aware of a known or suspected violation of this Code or Veracyte policy or believe that a violation may take place in the future, you must promptly report the matter. Many issues can be resolved before they become problems for Veracyte, employees, or the public. Failure to report a known violation allows misconduct to go unremedied and is itself grounds for discipline. Ordinarily, the report may be made to the employee's immediate manager who, in turn, must report it to the Chief Compliance Officer. All managers are responsible for supporting this policy by maintaining an "open door" for those reporting matters and treating such reports and discussions with respect. In our commitment to open communication, we provide different avenues for you to raise issues in good faith, while being protected from any retaliation for doing that.

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

- Contact the Chief Compliance Officer by e-mail at [compliance@veracyte.com](mailto:compliance@veracyte.com) or by mail at Veracyte, Inc., Attn: Compliance Officer, 6000 Shoreline Court, Suite 300, South San Francisco, CA 94080.
- The Corporate Hotline provides a direct way to report a compliance or Code of Conduct concern. The Hotline is managed by an independent third party and is available 24 hours a day, 7 days a week, 365 days a year. **To reach the Hotline from the US or Canada, call toll-free (877) 813-7431, from France dial 0 800 90 86 86, or visit [veracyte.ethicspoint.com](https://www.veracyte.ethicspoint.com) to report your issue or concern.**

Employees submitting a report on an anonymous basis are strongly encouraged to keep a copy of the report (if made in writing) and a record of the time and date of their submission, as well as a description of the matter as reported if the report was not in writing. Employees are encouraged to provide as much specific information as possible, including names, dates, places and events that took place, relevant documents and the employee's perception of why the incident(s) may be misconduct. If possible, the employee should provide a means by which she/he can be contacted in the event that an investigator needs to follow-up or wants to report back to the employee.

We are sensitive to and prioritize confidentiality and will make every effort to protect the identity of those who wish to file reports anonymously. However, in certain cases, due to the facts and circumstances involved in carrying out an internal investigation, or even specific legal requirements, it may not always be possible to protect your identity to the fullest extent. You have our guarantee that your comments will be heard.

### **Retaliation Prohibited**

We will not tolerate retaliation in any form against any person who in good faith reports suspected violations of the Code, voices other ethical concerns, or who is involved on the Company's behalf in investigating or helping to resolve any such issue. Veracyte will not discharge, demote, suspend, threaten, harass, or in any other manner discriminate against any employee for providing information, causing information to be provided, or otherwise assisting in an investigation of any conduct that such person reasonably and in good faith believes constitutes a violation of this Code. Any acts of retaliation against an employee for any such conduct will be treated as a serious violation of this Code and may result in discipline, including immediate termination by the Veracyte and/or criminal or civil sanctions. Note however, if the employee making the report was involved in improper activity, the fact that they reported it will not necessarily prevent the employee from being disciplined for their participation in the violation. In these circumstances, Veracyte may consider the employee's conduct in promptly reporting the information as a mitigating factor in any disciplinary decision.

### **What to Do if You Have Questions or Are Unsure About a Transaction**

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations, it is difficult to know right from wrong. Since we cannot anticipate

every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance from your manager or the Chief Compliance Officer before you act.
- Make sure you have all the facts. In order to reach the right solutions, you must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Discuss the problem with your manager. This is the basic guidance for all situations. In many cases, your manager will be more knowledgeable about the question and will appreciate being brought into the decision-making process.
- Seek help from Veracyte resources. In the event it is inappropriate to discuss an issue with your manager, or if you do not feel comfortable approaching your manager with your question, you may also call the Chief Compliance Officer.
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected.
- **If you have any questions or uncertainties regarding this Code or are unsure as to whether a transaction is consistent with this Code, please contact the Chief Compliance Officer.**

### **Accountability for Adherence to this Code**

The Board of Directors has appointed the Chief Compliance Officer, in coordination with the Veracyte Executive Team, as the appropriate person(s) to determine appropriate actions to be taken in the event of violations of this Code. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code, and may include written notices to the individual involved that there has been a violation, and may include censure, demotion or re-assignment of the individual involved, suspension with or without pay (as determined by the Chief Compliance Officer, in coordination with the Veracyte Executive Team) and termination of the individual's employment or other service.

## EMPLOYEE ACKNOWLEDGEMENT

I have received and read the Code of Business Conduct, and I understand its contents. I agree to comply fully with the standards, policies and procedures contained in the Code and Veracyte's related policies and procedures, including Veracyte's applicable Employee Handbook(s). I also understand that I am responsible for reporting any known or suspected violations of the Code either to my manager or to the Chief Compliance Officer. I acknowledge that the Code is a statement of policies for employees' conduct and does not, in any way, alter the "at-will" nature of the employment, create an obligation to terminate employment only for a specified cause, constitute an employment contract or an provide assurance of continued employment.

Printed Name \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_