

Code of Business Conduct and Ethics

Vibrant America Clinical Lab (“Vibrant” or the “Company”) is committed to providing quality clinical laboratory and pathology services to its customers while observing the highest standards of legal and business ethics. The Company’s reputation for providing the highest quality laboratory and pathology diagnostic services, as well as conducting business with integrity, is of the utmost importance.

Vibrant’s Code of Business Conduct and Ethics (the “Code”) forms the foundation of the Company’s overall compliance efforts which seek to ensure continuing compliance with all applicable laws, rules and regulations that govern our business operations. The Code applies to all employees, independent contractors, vendors, and suppliers and serves as a guide for our day-to-day activities. It does not, however, address every situation that may arise. Specific guidance is available from the Corporate Compliance Officer, Human Resources, Legal Department and senior management. Employees have the responsibility of initiating action to seek counsel for activities that may be violating the Code or Company policies and procedures.

Below is the Company’s Code, which all employees and selected contractors are required to sign and a condition of employment or engagement.

Mission

The Company is committed to providing high quality of clinical diagnostic services to its customers through:

- A total commitment to the delivery of high quality patient care;
- Technical and operational leadership in the delivery of our service;
- Prompt, accurate, and thorough responses to customer requests;
- Innovative uses of technology to facilitate diagnostics
- A work environment that fosters open communication, creativity, individual initiative, and personal achievement.

Commitment to Ethics & Compliance

Creating a workplace culture that values integrity, a commitment to honesty, equity, and compliance with the law is a team effort. To achieve our mission, the Company has established an Ethics and Compliance Program, which includes a Code of Business Conduct and Ethics. The Company’s Code of Conduct is designed to assist its management, employees, contractors, business partners and affiliated providers in complying with applicable state and federal laws and conducting business in an ethical manner. All employees and selected contractors and business partners must be familiar with and committed to abiding by these standards of conduct.

Conduct Requirements

In the performance of my job and assigned tasks and duties as an employee and or representative of the Company, I agree to:

- 1) **Honesty** - Deal honestly and ethically in all Company matters, both internally and externally.

Code of Business Conduct and Ethics

- 2) **Integrity** - Comply with all laws, rules and regulations applicable to my work responsibilities.
- 3) **Commitment** - Advance the Company's business interests whenever the opportunity arises.
- 4) **Conflict of Interest** - Avoid actual or apparent dealings that may conflict with the Company's interests.
- 5) **Trustworthiness** - Protect the Company's assets and promote their efficient and legitimate business use.
- 6) **Confidentiality** - Protect the Company's confidential information and the confidential information of the Company's customers, patients and others.
- 7) **Health and Safety** - Protect the health and safety of all Company employees.
- 8) **Honor & Respect** – Strive to create an enthusiastic work environment that fosters teamwork, creativity, individual initiative, and personal achievement, with honor, respect, and fairness for fellow employees and the customers we serve.
- 9) **Communication & Reporting** - Report to a Company manager and or Compliance Officer, any actual or possible wrongdoing, misconduct, or violation of the Code.

It is important to remember these Conduct Requirements apply even while traveling on business, conducting business at social gatherings, and working with other employees outside of the office environment.

Conflicts of Interests

A conflict of interest may arise when an employee's personal or business interests are, to some degree, are incompatible with the interests of the Company. All such conflicts should be avoided. The Company requires absolute integrity from all its employees and expects that no employee will knowingly place himself or herself in a position that would of being in conflict with the interests of the Company.

Accepting any gift from a supplier or customer of more than nominal value, or entertainment that is more than a routine social amenity can appear to be an attempt to influence the recipient into favoring a particular customer, vendor, consultant, or the like.

A gift of cash or the equivalent may not be accepted. Gifts such as merchandise or personal services or favors may not be accepted unless they have a value of less than \$100. Gifts of any amount may never be solicited.

An employee may be a guest at a normal business entertainment function such as lunch, dinner, theater, a sporting event, and the like, if of a reasonable nature and in the course of a meeting or another occasion, the purpose of which is to hold bona fide business discussions or to foster better business relations. All such entertainment should be reported (in advance, if practical) by the employee to his or her supervisor/manager.

Code of Business Conduct and Ethics

Interests in Other Businesses

Unless approved in advance by an employee's supervisor/manager, neither an employee or any other member of the employee's immediate family may directly or indirectly have a material financial interest (whether as an investor, lender, employee, or service provider) in a competitor, or in a customer or supplier if that employee deals directly or indirectly with that customer or supplier in the course of his or her job with the Company.

Bribery, Kickback and Fraud:

No funds or assets of the Company shall be paid, loaned, or otherwise disbursed as bribes, "kickbacks", or other payments designed to influence or compromise the conduct of the recipient. No employee shall accept any funds or other assets for assisting in obtaining business or for securing special concessions from the Company.

Any employee found to be receiving, accepting, or condoning a bribe, kickback, or other unlawful payment, or attempting to initiate such activities, will be subject to termination and possible criminal proceedings. Any employee found to be attempting fraud or engaging in fraud will be subject to termination and possible criminal proceedings. All employees have a responsibility to report any actual or attempted bribery, kickback, or fraud to the Company.

Employee's Obligation

If there is any situation that you believe may be or is in violation of the provisions of the Code, this Manual or any other Company policies or procedures, you should immediately contact your supervisor, another member of the management team, or the Compliance Officer.

If you feel uncomfortable reporting to any of the above, you may contact the Company's Compliance Hotline Reporting System at (650) 808-5824. Each employee is responsible for ensuring compliance.

Non-Retaliation Policy

Any employee who reports a violation can be assured that no retaliation will be taken against them for reporting possible violations of Company policies, including the Code. Each employee is responsible for ensuring compliance.

Non- Compliance Disciplinary Corrective Action

The Company strongly encourages dialogue among employees and their supervisors/managers to make everyone aware of situations that give rise to ethical questions and to formulate acceptable ways of handling those situations. The Code of Conduct reflects general principles to guide employees in making ethical decisions and cannot and is not intended to address every specific situation. As such, nothing in this Code of Conduct prohibits or restricts the Company from taking any disciplinary action on any matters pertaining to employee conduct, whether or not they are expressly discussed in this code. Violations of the Code, Manual or other Company rules, policies, practices or procedures may subject employees to disciplinary corrective action, up to and including suspension or termination.

Acknowledgement

Code of Business Conduct and Ethics

Please review the Code thoroughly and address any questions you may have with your supervisor or the Compliance Officer. You must sign the certification page stating that you understand the policies and procedures contained in the Code.

Adherence to the provisions of the Code is a mandatory condition of employment or affiliation with the Company.

Certification

This signed acknowledgement certifies that I have done the following:

- 1) Attended the Company's Ethics & Compliance Fundamentals Training;
- 2) Read and understand the Company's Code of Conduct;
- 3) Committed, to the best of my ability, to adhere to the Company's Code of Conduct.

Date: _____

Signature: _____

Print Name: _____

Title/Position: _____