

**AUDIT COMMITTEE
of the
BOARD OF DIRECTORS
of
GENOMIC HEALTH, INC.**

**Procedures for the
Reporting of Questionable Accounting and Auditing Matters**

Effective July 21, 2015

Purpose

To establish procedures for the receipt, retention and treatment of complaints regarding questionable accounting and auditing matters and procedures that encourage the reporting of such questionable matters as mandated by the Sarbanes-Oxley Act of 2002.

Policy

The Audit Committee believes it is the obligation of employees of Genomic Health, Inc. (the “Company”) and its subsidiaries to report any questionable accounting, auditing or financial practices, procedures or activities to (1) the Compliance Officer of the Company or (2) the chairman of the Audit Committee. Reports or complaints may be submitted on a confidential basis either in person or anonymously.

The Company will not allow retaliation against an employee for reporting a possible violation unless it can be shown that the report was knowingly false. Retaliation for reporting a federal offense is illegal under federal law and prohibited under these procedures. Such retaliation will result in discipline up to and including termination of employment and may also result in criminal prosecution. The employee is protected from retaliation even if the investigator does not agree that there has been a violation. However, if the employee making the report was involved in improper activity, the fact that she/he reported it will not necessarily prevent him or her from being disciplined for his or her participation in the violation. In these circumstances, the Company may consider the employee’s conduct in promptly reporting the information as a mitigating factor in any disciplinary decision.

Procedures

1. The Audit Committee directs the Company and its subsidiaries to communicate to all current and future employees the process by which an employee may submit a complaint or report irregularities or questionable financial practices substantially as set forth in Annex A, the Company’s Global Code of Business Conduct.

2. Any complaint or disclosure of questionable financial practices made to an executive of the Company will be immediately reported to the Chairman of the Audit Committee for review and investigation.
3. The Audit Committee will investigate complaints reported directly or referred to it. In its investigation it may interview employees, request and review all relevant Company documents, and/or request that an auditor or counsel (which auditor or counsel may be other than one usually engaged by the Company) investigate the complaint at the Company's expense. A written record of the complaint or disclosure and its disposition will be prepared by or at the direction of a member of the Audit Committee.
4. Upon the completion of an investigation, the Audit Committee will, if appropriate, make recommendations for any changes in financial practices, procedures and reporting and recommend to the Board of Directors of the Company any disciplinary actions for wrongful acts up to and including termination of employment, and if necessary, reports to the appropriate governmental authorities.
5. The Compliance Officer of the Company will maintain a log of all complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary thereof for the Audit Committee. Copies of complaints and such log will be maintained in accordance with the Company's document retention policy.

Genomic Health, Inc. Global Code of Business Conduct

Genomic Health, Inc. and its subsidiaries and affiliates worldwide (collectively “GHI”) have made a commitment to perform our business in an ethical, legal, and responsible manner in full compliance with all applicable laws, regulations, and guidelines, as well as our own policies and procedures. To assist in meeting these objectives, we have developed this Global Code of Business Conduct (“Code”) as general guidance on what is expected of those who are a part of our business.

The Code applies to all employees, consultants, officers and directors (collectively “you” or “we”) worldwide. No one, regardless of position, will be allowed to compromise adherence to the Code, regulations, business standards, policies, or procedures. While it is impossible to define in complete detail all conduct expected of you, the Code has been adopted as a set of principles to guide you in your business conduct and to provide you with examples that illustrate these principles. We expect you to comply with the Code and to report any instances of non-compliance with the Code or any other GHI policy or procedure. Failure to comply with this Code can result in serious damage to our standing in the community, regulatory action against GHI or you, and disciplinary action up to and including immediate termination of employment. GHI reserves the right to revise this Code as it deems appropriate. You will be advised of any changes to the Code.

If you have any questions about the Code or about any of our policies or procedures, you should ask your supervisor, the Chief Compliance Officer, or Human Resources, as appropriate. You may also use the anonymous hotline as set forth below in the "Asking Questions and Reporting Concerns" section of this Code.

General Compliance with Laws, Regulations and our Policies

We must:

1. Conduct business ethically and competently and in compliance with all applicable laws and regulations.
2. Promptly report concerns of a possible or suspected violation of the Code, law, regulation, policy or procedure according to the reporting channels described in the "Asking Questions and Reporting Concerns" section of this Code.
3. Not retaliate nor tolerate any retaliation or other negative action against anyone who reports a concern or suspected compliance violation in good faith.
4. Regardless of position, to be familiar with applicable laws, regulations, policies and procedures affecting your areas of responsibilities.
5. Not provide money or anything of value in order to influence the ordering of GHI products or the referral of business.

6. Maintain the confidentiality of GHI proprietary information, protected patient and client information and confidential information of our business partners.
7. Ensure that all records, reports, statements, communications, and representations are accurate, complete, and truthful and comply with applicable laws and regulations.
8. Ensure claims for payments are supported by proper documentation that the services contracted for were, in fact, provided.
9. Ensure that billings for payments for GHI healthcare services to government programs and private payers are accurate and appropriate within applicable laws and regulations.
10. Maintain a high level of integrity in business conduct and avoid any conduct that could reasonably be expected to reflect adversely upon GHI's business reputation.
11. Not pursue business opportunities that require unethical or illegal activity.
12. Employ and contract only with properly licensed and credentialed professionals with the requisite experience and expertise to carry out their duties.
13. Ensure that all financial reports, including expense reports and other information, are filed timely, accurately, and in conformance with applicable laws and regulations.
14. Maintain all business data, records, and reports completely, accurately, and truthfully. All accounting books and records shall be maintained according to generally accepted accounting principles (GAAP), established accounting policies, and internal control procedures.
15. Be familiar with and follow our social media policy when participating on social media sites, such as Facebook, Twitter, LinkedIn and any other public websites.

Antitrust

In our efforts to be successful, we seek competitive advantage only through lawful means. Antitrust laws are designed to protect the competitive process and to promote fair and open competition by prohibiting certain agreements among competitors and others. Such unlawful agreements may include, but are not limited to, price fixing, monopolies, territorial or customer allocations, boycotts of customers or suppliers, limits on output and tying agreements. GHI fully supports the goals of protecting free markets and giving everyone the opportunity to succeed on the basis of best products. We expect strict adherence to antitrust, competition or similar applicable state, federal and international laws.

Conflicts of Interest

A conflict of interest arises when a person's loyalties or actions are divided between the interests of the Company 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 objectively and effectively. A conflict may also arise when an individual, or members of his or her family, receives an improper personal benefit as a result of his or her position in, or relationship with, the Company.

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. It is almost always a conflict of

interest for employees to work or consult simultaneously for the Company and a competitor, customer or supplier.

You should refer to SOP-CO-RG-01-008, Employee Conflicts of Interest for a more detailed explanation of the Company's definition of conflict of interest. Additionally, a conflict of interest may not always be clear; therefore, you should consult with the Chief People Officer or the Chief Compliance Officer if you have any questions.

Employee Conduct

We adhere to fair treatment for all employees by complying with equal opportunity employment principles. Our human resources Employee Handbook provides greater detail of our employment policies and practices (See Inside GHI employee intranet for the Employee Handbook). Generally, we must:

1. Not engage in nor tolerate verbal or physical harassment (including sexual harassment), bullying, intimidation and violence.
2. Exercise sound judgment and objectivity in the performance of your duties.
3. Work to maintain open lines of communication so that the views of others may be considered and their opinions given proper respect.
4. Complete professional training opportunities when reasonable to build and maintain professional skills.
5. Respect others' right to confidentiality, including privacy of an individual's personal activities, such as religious, political, civil and charitable affiliations.
6. Show respect and consideration for one another, regardless of status or position.
7. Complete all required periodic training on the Code and GHI policies and procedures.
8. Comply with all employment policies.

Financial Integrity and Reporting

GHI is committed complying with laws, regulations and industry standards regarding the treatment of financial information by a publicly-traded company, such as the Sarbanes Oxley Act of 2002, tax laws and regulations, and generally accepted accounting principles. You must do your part to ensure that GHI's financial information is accurate and complete. This means all information in GHI's public communications must be fair, accurate, timely and complete. You shall not enter any false or misleading information in GHI's books and records (including expense reports) or create an undisclosed or unrecorded fund or asset, for any purpose.

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

1. All accounting records, as well as reports produced from those record, must be prepared in accordance with the laws of each applicable jurisdiction.
2. All records must fairly and accurately reflect the transactions or occurrences to which they relate.
3. All records must fairly and accurately reflect, in reasonable detail, the Company's assets, liabilities, revenues and expenses.
4. The Company's accounting records must not contain any false or intentionally misleading entries.

5. No transactions should be intentionally misclassified as to accounts, departments or accounting periods.
6. All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
7. No information should be concealed from internal auditors or independent auditors.
8. Compliance with the Company's system of internal accounting controls is required.

You are responsible for complying with the Company's disclosure policies and procedures, and internal controls for financial reporting. If you have any questions regarding proper disclosure or records management, consult the applicable finance policies or contact the Chief Financial Officer.

If you have any concerns about financial integrity, accounting matters or the reporting of Company financial information, you may directly contact the Chair of the Audit Committee or anonymously report it as set forth in the "Asking Questions and Reporting Concerns" section below.

Gifts and Entertainment in Commercial and Government Business

Reasonable and appropriate business gifts and entertainment are designed to build goodwill and sound working relationships among business partners. However, GHI strictly forbids giving, soliciting and accepting bribes, kickbacks and other prohibited payments by its employees, directors, business partners and third parties. We abide by anti-corruption laws everywhere we do business in the world, without exception. These laws include, but are not limited to, the U.S. Anti-kickback Statute and applicable state laws, the U.S. Foreign Corrupt Practices Act and the UK Bribery Act of 2012, which apply to our global operations, as well as all applicable anti-corruption laws in each country in which we do business. Some key requirements for doing business in compliance with applicable laws and GHI policy are as follows:

1. Do not offer, accept, or provide gifts or favors, such as meals, transportation or entertainment, which might be interpreted as creating a conflict of interest either for the provider or the recipient.
2. Do not accept a gift or thing of value that is inappropriate in value or not consistent with customary business practice.
3. Do not accept a gift or thing of value with the intent of obtaining or retaining business or otherwise improperly influencing a company's business affairs.

In addition, special requirements often apply when interacting with U.S. and other country's government employees, consultants, agents and their immediate family members ("Government Official"). For GHI's business, these Government Officials will include physicians and healthcare providers who are part of nationalized hospital systems outside of the U.S. See the "Healthcare Compliance" section below for specific information on interactions with healthcare professionals (HCP) and the prohibition of providing gifts and entertainment to HCPs.

You are prohibited from directly or indirectly giving anything of value to any Government Official in exchange for an official act (i.e., any decision or action on any matter before a government official). Subject to certain minor and limited exceptions, government officials are prohibited from soliciting or accepting any favor, discount, entertainment, hospitality, loan,

forbearance, or other item having monetary value. Do not engage in any transaction that makes you uncomfortable, or that you think could possibly be construed as improper. In addition, you are not permitted to do through a third party (e.g. distributors and vendors) that which you are prohibited from doing directly. Bribery or improperly influencing of a Government Official is a serious crime, subject to fines, imprisonment and termination of employment.

Healthcare Compliance

In GHI's interactions with healthcare professionals ("HCPs"), medical payers and the medical community, GHI is committed to following the highest ethical principles while improving patient care through the effective use and delivery of our products. GHI's interactions with HCPs is based on the standard that an HCP's care of patients should be based solely on each patient's medical needs and the HCP's medical knowledge and experience.

Numerous healthcare compliance laws, regulations and industry guides are applicable to GHI's business. As a result, GHI has developed and implemented policies to govern its interactions with HCPs and to ensure compliance with these applicable laws. Each employee is trained on, and agrees to adhere to, the policies that pertain to his/her particular job duties and responsibilities. The major laws, regulations and guidance that impact healthcare compliance and for which GHI has developed and implemented its healthcare compliance policies are listed below. The following list is not exhaustive, but is intended to provide an overview of the most impactful regulations.

- Anti-kickback Statute (US). The anti-kickback laws of the US, both federal and state, prohibit payments and transfers of anything of value intended to induce someone to purchase, prescribe, endorse or recommend GHI products that may be reimbursed under federal or state healthcare programs.

Due to the implications of the anti-kickback statutes, GHI has policies and procedures in place to limit interactions with HCPs to be informational and educational in nature. Meals with HCPs are limited, gifts are restricted to educational purposes and must be approved by the Promotional Review Committee ("PRC") prior to use and entertainment is strictly prohibited. (See POL-CO-RG-01-008, Policy on Interactions with Healthcare Professionals)

- AdvaMed Code of Conduct. The Advanced Medical Technology Association ("AdvaMed") Code of Ethics on Interactions with HCPs was developed and adopted by many of the country's leading medical device and medical technology, and in some states in the US has been enacted into law. The AdvaMed Code is intended to protect patients from undue influences on healthcare decision-making and reaffirms that interactions between the GHI and HCPs should be focused on information and education about the benefits and risks of medicines and disease states to help enhance patient care. In following the AdvaMed Code, the Company is reducing risk in areas covered by the anti-kickback statutes.
- EucoMed Code of Ethical Business Practice ("EucoMed Code"). EucoMed adopted this Code as its guideline on interactions with HCPs. Like the AdvaMed Code, the EucoMed Code focuses industry interactions with HCPs on advancing medical science or improving

patient care. In following the EucoMed Code, we are reducing risk of illegal payments and undue influence of HCPs located in the European Union.

- False Claims Act. The False Claims Act (“FCA”) prohibits entities and individuals from submitting, or inducing another to submit a false claim for reimbursement from the federal government. The federal government has used the FCA to investigate and prosecute pharmaceutical and medical device companies for falsely reporting best price, making kickbacks to HCPs, and encouraging physicians to seek reimbursement from the government for free samples of regulated products.
- Federal Trade Commission Act (“FTCA”). The FTCA governs GHI’s promotional materials requiring them to be truthful, accurate, not misleading and based on substantiated scientific evidence. GHI follows this standard and has established a Promotional Review Committee to review and approve all promotional materials and programs prior to any use.
- The French Sunshine Act. This Act requires disclosure to the appropriate French regulators of amounts spent by GHI for consulting services and hospitality with respect to French HCPs.
- Privacy Laws. The U. S. Healthcare Insurance Portability and Accountability Act of 1996 (HIPAA) and Health Information Technology for Economic and Clinical Health Act of 2009 (HITECH), the European Union Data Privacy Directive and the European Union Data Privacy Law are U.S and international laws which, among others, are aimed at protecting the privacy and confidentiality of individually identifiable data. GHI complies with these laws and has policies to govern its access, use and disclosure of protected health information (PHI) and other private data. (See POL-CO-RG-01-009, Data Privacy Policy)
- OIG Compliance Guidance for Clinical Laboratories. The U.S. Office of the Inspector General’s guidance for clinical laboratories states that the following seven elements are fundamental to an effective compliance program: (1) Implementing written policies and procedures; (2) Designating a compliance officer and compliance committee; (3) Conducting effective training and education; (4) Developing effective lines of communication; (5) Conducting internal monitoring and auditing; (6) Enforcing standards through well-publicized disciplinary guidelines; and (7) Responding promptly to detected problems and undertaking corrective action. All seven elements are embedded in GHI’s compliance program and implementing policies and procedures.
- Stark Laws. The Stark Laws prohibit a physician from referring a patient for healthcare treatment to a facility, including a clinical laboratory such as GHI, with which the physician or his/her family member has a financial relationship. These laws also limit the amount of non-monetary compensation (such as meals and educational gifts) that GHI can provide to an HCP. GHI tracks expenditures related to HCPs to ensure that we are in compliance with this spending limitation. (See POL-CO-RG-01-008 Policy on Interactions with HCPs)

Health and Safety

We must:

1. Comply with all safety and health requirements whether established by GHI policies and applicable laws or GHI's accrediting organizations.
2. Comply with all applicable environmental laws.
3. Take all reasonable precautions and follow all safety rules and regulations to maintain a safe environment for our employees, clients, customers, patients, vendors, and visitors.
4. Follow all applicable laws regarding the disposal of medical waste and hazardous material.
5. Promptly report any accidents involving injury to anyone on our premises.
6. Promptly report all spills or accidents involving hazardous materials.
7. Complete all applicable required training in healthy and safe work practices to reduce hazards to health and safety and become familiar with health and safety procedures.
8. Ensure regular inspection of your work area for health and safety risks to eliminate or report.
9. Not permit the manufacture, sale, possession, distribution, or use of illegal drugs or alcohol at work.
10. Not report to work while under the influence of illegal drugs or alcohol.
11. Exercise good judgment with regard to the environmental regulations impacting the use of buildings, property, laboratory processes, and medical products.
12. Promptly report to your local manager any practice or condition that may violate any health and safety rule, regulation, procedure or standard, or report issues as described below in the "Asking Questions and Reporting Concerns" section of this Code.

Insider Trading

You are prohibited from using "insider" or material nonpublic information about GHI, or any company with which we do business (including clients and vendors) in connection with buying or selling any securities (e.g., stock, bonds, options, etc.). You may only use Company confidential information to conduct our business. All non-public information about GHI and its business should be considered confidential information. You are required to comply with, and should consult, GHI's more specific Insider Trading Policy (SOP-CO-RG-01-007) in this regard.

Information Security and Privacy

We must:

1. Properly use information stored and produced on GHI's computer systems. Computers, Internet access, email, and other office communications systems are intended for business-related purposes only and not for uses that may be disruptive, offensive, harassing, or harmful to others.
2. Information must be maintained, stored and secured in accordance with GHI security policies and will be responsibly archived or destroyed based on document retention policies.
3. Not share system user names or passwords with another person or allow another to access the computer with your password.

4. Not have an expectation of privacy related to use of GHI's computer and communication systems. GHI reserves the right to inspect equipment and systems, including email, at its discretion.
5. Comply with GHI's information technology policies and procedures, including not sending GHI information to any personal email addresses such as, for example, gmail and yahoo.

Protection and Use of Information, Property, and Assets

We must:

1. Correctly use and care for all property and equipment.
2. Protect confidential and proprietary information and not use or reveal such information except in the proper performance of duties and subject to the appropriate contractual protections, or as otherwise permitted or required under applicable laws. Confidential and proprietary information could include, but is not limited to:
 - Non-public information
 - Research plans and non-published study information
 - Financial information
 - Trade secrets about our proprietary laboratory and business processes
 - Litigation and other legal matters

 - Confidential information of our customers and business partners
 - Business, marketing and sales plans, projections and strategies
3. Ensure GHI supplies and assets are maintained and secured in accordance with GHI policies.
4. Think carefully about email messages before you send them. Be brief, factual and limit recipients to those who have a need to know the information.
5. Not communicate or transfer any information or documents to any unauthorized persons.
6. Be personally responsible and accountable for the proper expenditure of funds and for the proper use of property.
7. Follow established internal control procedures in handling and recording all funds and property.

For more detailed information regarding GHI's information protection and security, see POL-OP-IT-01-001 Information Security Policy.

Waiver

Any waiver of this Code for executive officers or directors may be made only by the Board, or a Board committee responsible for corporate governance, and will be promptly disclosed as required by law.

Asking Questions and Reporting Concerns

ASKING QUESTIONS

We have a responsibility to ourselves, our colleagues and GHI to conduct business legally and ethically. This means, from time to time, you may have questions about the law, this Code, or GHI policies. If you have a question about the Code, a GHI policy or whether an activity is unethical, illegal, or improper, you may always ask your supervisor, the Chief Compliance Officer or Human Resources. You may also use the anonymous hotline as set forth below.

REPORTING CONCERNS

We recognize that in addition to having questions, there are times when you may become aware of or in good faith suspect that a violation of applicable law, this Code, or GHI policies has occurred. Your most immediate resource for reporting good faith concerns of suspected violations is always your local supervisor or any member of local management, as appropriate. There may, however, be times when you prefer not to go to your supervisor. You may always contact the Chief Compliance Officer or you may use the anonymous hotline we have established for this purpose.

Reports of your concerns may be made through GHI ReportIt, a hotline administered by an independent, third-party. The hotline may be reached at 1-877-778-5463 and the website accessed at www.reportit.net (User: GHDX, Password: Hotline). If you are calling about a matter that should be handled locally in accordance with local legal requirements, ReportIt will direct you back to local management. Reports to the hotline or website will not be traced or recorded. You may use ReportIt to report concerns about financial and accounting matters or you may directly contact the chair of the Audit Committee.

Any information you provide will be treated as confidentially as possible. Sharing your identity when you report will help GHI conduct the most thorough investigation possible, because it may be more difficult to thoroughly investigate anonymous reports. However, if you are uncomfortable identifying yourself, you may remain anonymous. If you provide your identity, no disciplinary action or retaliation will be taken against you for using the reporting hotline or website in good faith.

Investigations

All calls made to the hotline and reports through the reporting website will be elevated to the appropriate level management and will be responded to appropriately. All allegations of wrongdoing will be carefully investigated by the Compliance Department and appropriate action will be taken. Reports with respect to auditing and accounting matters will be reviewed, under the Board of Director Audit Committee direction and oversight, by the Chief Compliance Officer or such other persons as the Audit Committee determines to be appropriate. Additionally, the Chief Compliance Officer will provide regular reports to the Audit Committee regarding GHI compliance matters.

The rights of all staff, including anyone who is the subject of a hotline or website report, will be respected and protected. All participants in any investigation will be expected to keep information confidential to the extent permissible by law. If you submit a report on an anonymous basis, you are strongly encouraged to keep a copy of the report (if made in writing) and a record of the time and date of its submission, as well as a description of the matter reported if the report was not in writing. You are encouraged to provide as much specific information as possible, including names, dates, places, events that took place, and your perception of why the incident(s) may be misconduct.

Non-Retaliation Policy

No disciplinary action or retaliation against you will be allowed when you make a good faith report about a perceived issue, problem, concern, or violation to human resources, a member of management, the compliance officer, or the hotline/website. The “in good faith” requirement means you reasonably believe or perceive the information reported to be true.