

GENOPTIX, INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “**Board**”) of Genoptix, Inc. (the “**Company**”) has established the following Corporate Governance Guidelines (“**Governance Guidelines**”) for the conduct and operation of the Board. The basic responsibility of the Board is to exercise its business judgment to act in what it believes to be the best interests of the Company and its stockholders. The Board believes that sound governance practices and policies provide an important framework to assist it in fulfilling its duty to stockholders. The Board will rely on the following guidelines to provide that framework. These guidelines are not absolute rules. Actual practice can be modified to reflect changes in the Company’s organization or business environment. They should be interpreted in the context of applicable law, the Company’s Certificate of Incorporation and Bylaws, and other governance documents such as committee charters.

1. BOARD COMPOSITION AND SELECTION

1.1 Size and Classes of the Board

The number of directors shall be established by the Board in accordance with the Bylaws of the Company. The Board currently consists of nine directors. The Board and/or Nominating and Corporate Governance Committee periodically reviews the appropriate size of the Board, which may vary to accommodate the availability of suitable candidates and the needs of the Company. In accordance with the Bylaws and the Company’s Certificate of Incorporation, the Board is divided into three classes that are as nearly equal as possible, with each class serving a staggered three-year term.

1.2 Independence of Directors

It is the policy of the Company that the Board be composed of not less than a majority of independent directors, subject to any exceptions permitted by The Nasdaq Stock Market, Inc. (“**Nasdaq**”) listing standards. In determining independence, the Board will consider the definition of independence set forth in the Nasdaq listing standards, as well as other factors that will contribute to effective oversight and decision-making by the Board.

1.3 Management Directors

The Board anticipates that the Company’s Chief Executive Officer will be nominated to serve on the Board. The Board may also appoint or nominate other members of the Company’s management whose experience and role at the Company are expected to assist the Board in fulfilling its responsibilities.

1.4 Selection of Chief Executive Officer and Chairman of the Board

The Board will select the Company’s Chief Executive Officer and Chairman of the Board (“**Chairman**”) in the manner that it determines to be in the best interests of the Company’s stockholders. It is the policy of the Company that the positions of Chief Executive Officer and

Chairman be held by different individuals, except in unusual circumstances as determined by the Board.

1.5 Selection of Directors

The Board will be responsible for nominating members for election to the Board by the Company's stockholders at the annual meeting of stockholders. The Board is also responsible for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Corporate Governance Committee is responsible for identifying, reviewing and evaluating and recommending to the Board candidates to serve as directors of the Company, in accordance with its charter and consistent with the criteria set by the Board in Section 1.6 below. The invitation to join the Board should be extended by the Chairman.

1.6 Board Membership Criteria

The Board will determine the appropriate characteristics, skills and experience for the Board as a whole and for its individual members. The Board considers recommendations for nominees from the Nominating and Corporate Governance Committee. In selecting candidates and existing directors for service on the Board, the minimum general criteria set forth below will be considered and specific additional criteria may be added with respect to specific searches. An acceptable candidate may not fully satisfy all of the criteria, but is expected to satisfy nearly all of them. The Board believes that candidates for director should have certain minimum qualifications, including being able to read and understand basic financial statements, being over 21 years of age and having the highest personal integrity and ethics. In considering candidates recommended by the Nominating and Corporate Governance Committee, the Board intends to consider such factors as possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to the affairs of the Company, demonstrated excellence in his or her field, having the ability to exercise sound business judgment and having the commitment to rigorously represent the long-term interests of the Company's stockholders. Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, and should be committed to serve on the Board for an extended period of time.

Candidates for director nominees are reviewed in the context of the current composition of the Board, the operating requirements of the Company and the long-term interests of stockholders. In conducting this assessment, the Board considers diversity, age, skills, and such other factors as it deems appropriate given the current needs of the Board and the Company, to maintain a balance of knowledge, experience and capability. In the case of incumbent directors whose terms of office are set to expire, the Board reviews such directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair such directors' independence. In the case of new director candidates, the Board also determines whether the nominee must be independent for Nasdaq purposes.

1.7 Changes in Board Member Criteria

The Board and the Company wish to maintain a Board composed of members who can productively contribute to the success of the Company. From time to time, the Board may change the criteria for Board membership to maximize the opportunity to achieve this success. When this occurs, existing members will be evaluated according to the new criteria. A director who no longer meets the complete criteria for board membership may be asked to adjust his or her committee assignments or resign from the Board.

1.8 Term Limits

Directors currently serve for three year terms in accordance with the Company's Bylaws and Certificate of Incorporation. The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide continuity and valuable insight into the Company, its operations and prospects based on their experience with, and understanding of, the Company's history, policies and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new ideas and viewpoints through the director nomination process described in these Governance Guidelines.

1.9 Limits on Board Memberships

The Board does not believe that its members should be prohibited from serving on boards or committees of other companies, and the Board has not adopted any guidelines limiting such activities. Directors should advise the Chairman and the Chairman of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on the board or board committee of another company. The Board and the Nominating and Corporate Governance Committee will take into account the nature and time involved in a directors' service on other boards in evaluating the suitability of directors. Service on boards and board committees of other companies should be consistent with the Company's conflict-of-interest policies.

1.10 Retirement Age

The Board does not believe that a fixed retirement age for directors is appropriate.

1.11 Directors Who Change Their Job Responsibility

A director who retires from his or her present employment or who materially changes his or her position should promptly notify the Board and the Nominating and Corporate Governance Committee. The Board does not believe any director who retires from his or her present employment, or who materially changes his or her position, should necessarily leave the Board; however, there should be an opportunity for the Board, through the Nominating and Corporate Governance Committee, to review the continued appropriateness of Board membership under these circumstances.

2. ROLE OF THE BOARD OF DIRECTORS

The Board is selected by the stockholders to provide oversight of, and strategic guidance to, senior management. The core responsibility of a Board member is to fulfill his or her fiduciary duties of care and loyalty and otherwise to exercise his or her business judgment in the best interests of the Company and its stockholders. Service on the Board requires significant time and attention on the part of directors. More specifically, the Board has responsibilities to review, approve and monitor fundamental financial and business strategies and major corporate actions, assess major risks facing the Company and consider ways to address or mitigate those risks, select and oversee management and determine its composition, oversee management succession planning, and oversee the establishment and maintenance of processes and conditions to maintain the integrity of the Company, including the integrity of the financial statements, the integrity of compliance with law and ethics, the integrity of relationships with customers and suppliers, and the integrity of relationships with other stakeholders. Directors must participate in Board meetings, review relevant materials, serve on committees and prepare for meetings and discussions with management. Directors are expected to maintain an attitude of constructive involvement and oversight; they are expected to ask relevant, incisive and probing questions and require honest and accurate answers. Directors must act with integrity and are expected to demonstrate a commitment to the company, its values and its business and to long-term stockholder value. Directors are encouraged to attend the Company's annual meeting of stockholders.

3. DIRECTOR EDUCATION

Each director is expected to maintain the necessary level of expertise to perform his or her responsibilities as a director. The Company may, from time to time, offer continuing education programs to assist the directors in maintaining such level of expertise.

4. DIRECTOR COMPENSATION

Any Company executive officer that serves as a director shall not receive additional compensation for service as directors. The form and amount of director compensation for Board and committee service for non-employee directors shall be reviewed by the Compensation Committee in accordance with the principles set forth in its charter and applicable legal and regulatory guidelines and recommended to the Board for approval. The amount of compensation for non-employee directors and committee members should be consistent with market practices of similarly situated companies. In determining compensation, the Compensation Committee and Board will consider the impact on the director's independence and objectivity.

5. BOARD MEETINGS

5.1 Number of Meetings.

The Board expects to have at least four regular meetings each year. In addition, special meetings may be called from time to time as determined by the needs of the business.

5.2 Attendance.

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Board members are expected, to the extent possible, to attend in person all meetings of the Board and all committees on which they serve. Directors must notify the Chairman or CEO Board member of circumstances preventing attendance or attendance in person at a meeting.

5.3 Preparation and Commitment.

The Company will provide directors with appropriate preparatory materials sufficiently in advance of a meeting to allow for meaningful review of such materials by the directors. Directors are expected to adequately prepare for, attend, and participate in all Board and committee meetings. Each director is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as a director.

5.4 Agenda.

The Chairman will establish, or shall create a process for establishing, a schedule of subjects to be discussed during the year (to the extent this can be foreseen), in consultation with the appropriate members of management, and an agenda for each Board meeting. Each Board member is encouraged to suggest the inclusion of items on the agenda at any time. Management may also propose the inclusion of appropriate items for Board meeting agendas. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

5.5 Executive Session.

The independent directors of the Board will meet periodically in executive session. Executive session discussions may include such topics as the independent directors determine. Executive sessions will be chaired by the Chairman.

5.6 Committee Reports

At each regular Board meeting, each committee that held a meeting subsequent to the last Board meeting and prior to the current Board meeting generally will present a brief summary of its committee meeting to the Board, including the principal subjects discussed and the conclusions and actions of the committee. In general, the Chairman of the appropriate committee will present such report.

5.7 Operating Plan

Every year the Board will review and approve an operating plan for the Company.

6. BOARD COMMITTEES

6.1 Number of Committees; Independence of Members

The committee structure of the Board will consist of at least (a) an Audit Committee, (b) a Compensation Committee, (c) a Nominating and Corporate Governance Committee and (d) a Compliance Committee. The Board may form, merge or dissolve committees as it deems appropriate from time to time. The Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee and the Compliance Committee shall be composed entirely of independent directors except to the extent allowed under applicable Nasdaq listing standards. From time to time, *ad hoc* committees may be established for special assignments.

6.2 Committee Functions

Audit Committee. The Audit Committee oversees the Company's corporate accounting and financial reporting process. For this purpose, the Audit Committee performs several functions. The Audit Committee evaluates the performance of and assesses the independence and qualifications of the independent auditors; determines and approves the scope of the engagement and compensation of the independent auditors; determines whether to retain or terminate the existing independent auditors or to appoint and engage new independent auditors; reviews and approves the retention of the independent auditors to perform any proposed permissible non-audit services; reviews and provides oversight with respect transactions between the Company and any related persons; monitors the rotation of partners of the independent auditors on the Company's audit engagement team as required by law; confers with management and the independent auditors regarding the effectiveness of internal controls over financial reporting; establishes procedures, as required under applicable law, for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters; reviews reports from management, the independent auditors and the Compliance Committee regarding the Company's procedures to monitor and ensure compliance with the Company's Code of Business Conduct and Ethics and our compliance with legal and regulatory requirements; reviews the financial statements to be included in the Company's Annual Report on Form 10-K; reviews the Company's investment policy on a periodic basis; and discusses with management and the independent auditors the results of the annual audit and the results of the Company's quarterly financial statements.

Compensation Committee. The Compensation Committee reviews and approves the overall compensation strategy and policies for the Company. The Compensation Committee reviews and approves corporate performance goals and objectives relevant to the compensation of the Company's executive officers and other senior management and assesses their performance against these goals and objectives; reviews and approves the terms of any employment agreements, severance arrangements, change in control protections and any other compensatory arrangements for the Company's executive officers; reviews the competitiveness of the Company's executive compensation programs and evaluates the effectiveness of the Company's compensation policy and strategy in achieving expected benefits to the Company; evaluates and makes recommendations to the Board with respect to the type and amount of

compensation to be paid or awarded to the Company's board members; evaluates, approves and administers the Company's equity incentive plans, compensation plans and similar programs, as well as modification or termination of existing plans and programs; prepares the Compensation Committee Report to be included in the Company's proxy statements; and reviews with management the Company's Compensation Discussion and Analysis and considers whether to recommend that it be included in proxy statements and other filings.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee identifies, reviews and evaluates candidates to serve on the Board consistent with criteria approved by the Board; determines the minimum qualifications for service on the Board; evaluates director performance on the Board and applicable committees of the Board and determines whether continued service on the Board is appropriate; interviews, evaluates, nominates and recommends individuals for membership on the Board; assists the members of the Compensation Committee in reviewing and recommending to the Board the compensation arrangements for our non-employee directors; evaluates nominations by stockholders of candidates for election to the Board; considers and assesses the independence of members of the Board; develops, as appropriate, a set of corporate governance policies and principles, including a Code of Business Conduct and Ethics and reviews and recommends to the Board any changes to such policies and principles; considers questions of possible conflicts of interest of directors as such questions arise.

Compliance Committee. The Compliance Committee oversees, monitors, and evaluates the Company's compliance with all regulatory obligations (with the exception of obligations relating to tax, financial reporting and securities-related laws); reviews the Company's applicable standards, policies, and procedures with a focus on the Company's efforts towards continuous improvement in the quality of laboratory and other healthcare-related services and the Company's effort to be honest and ethical with laws governing financial relationships between the Company and physician customers or other potential sources of referrals (e.g., anti-kickback and anti-referral laws), Medicare reimbursement, and conflicts of interest; reviews the Company's efforts relating to employee education of regulatory and compliance requirements; appoints, oversees, and reviews the activities of the chief compliance officer and reviews periodic reports from the chief compliance officer; recommends actions or measures be adopted by the Board as it deems appropriate to improve the effectiveness of the Company's compliance program.

6.3 Committee Charters

All standing committees will operate pursuant to a written charter, which sets forth the responsibilities of the committee and procedures that the committee will follow. Unless otherwise directed by the Board, new committees formed by the Board will develop a written charter delineating their responsibilities. The charters of all committees will be subject to annual review and assessment by each committee and each committee shall recommend any proposed charter changes to the Board.

6.4 Board Committee Membership

The Nominating and Corporate Governance Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of Nasdaq, the rules and regulations of the Securities and Exchange Commission and applicable law, recommends to the Board annually the chairmanship and membership of each committee.

6.5 Committee Meetings and Agenda

The committee Chairman, in consultation with committee members and management, will determine the frequency and length of the meetings of the committee, consistent with any requirements set forth in the committee's charter. The Chairman of each committee, in consultation with the appropriate members of the committee and management, will generally develop the committee's agenda.

7. BOARD ACCESS TO MANAGEMENT; USE OF INDEPENDENT ADVISORS

Board members have complete and open access to the Company's management. It is assumed that Board members will use judgment to ensure that this contact is not distracting to the operations of the Company or to the managers' duties and responsibilities and that such contact, to the extent reasonably practical or appropriate, will be coordinated with the Chief Executive Officer. Written communications to management should, whenever appropriate, be copied to the Chief Executive Officer. Furthermore, the Board encourages Management to, from time to time, bring executives and managers into meetings of the Board who can provide additional insight to the issues being discussed by the Board.

The Board and each committee shall have the power to hire at the expense of the Company, independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

8. CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVE OFFICER EVALUATIONS; SUCCESSION PLANNING

The Board should conduct an annual review of the Chief Executive Officer's performance. The evaluation should be based on objective criteria including performance of the business, accomplishment of long-term strategic objectives, the development of management and such other criteria as may be determined by the Board and/or the Compensation Committee. The evaluation will be used by the Compensation Committee in the course of its deliberations when considering the compensation of the Chief Executive Officer. The Chief Executive Officer shall not be present during such annual review or deliberations.

The Chief Executive Officer should present to the Compensation Committee an annual evaluation of each of the Company's executive officers for review by the Compensation Committee. The evaluation should be based on objective criteria established by the Board and/or the Compensation Committee. The evaluation will be used by the Compensation Committee in the course of its deliberations when considering the compensation of such executive officers.

The Nominating and Corporate Governance Committee should periodically review with the Chief Executive Officer, and from time to time approve, the Company's plan for succession to the offices of the Company's executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions. The Chief Executive Officer should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

9. BOARD ASSESSMENT

The Board and each committee will conduct an annual self-evaluation to determine whether the Board and its committees are functioning effectively. The assessment should include an evaluation of (a) the Board's and each committee's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, (b) specific areas in which members of the Board and each committee believe that the performance of the Board and its committees could be improved and (c) overall Board composition and makeup. The results of these evaluations should be provided to the Board for further discussion as appropriate.

10. BOARD INTERACTION WITH INSTITUTIONAL INVESTORS, THE PRESS AND CUSTOMERS

The Board believes that management speaks for the Company. Each director should refer all inquiries from institutional investors, the press or customers to management. Individual Board members may, from time to time at the request of management, meet or otherwise communicate with various constituencies that are involved with the Company. Board members will comply with the Company's Corporate Disclosure Policy. Stockholders may communicate with members of the Board by writing to them through the Secretary in accordance with the Policy for Stockholder Communications with the Board of Directors.

11. CONFLICTS OF INTEREST; RELATED-PERSON TRANSACTIONS

A director's business or family relationships may occasionally give rise to that director's material personal interest on a particular issue. Each director is responsible for disclosing situations that he or she reasonably believes give rise to a potential conflicts of interest to the Board or management for review by the Audit Committee (or, where review by our Audit Committee would be inappropriate, to another independent body of the Board) in accordance with the Company's Code of Business Conduct and Ethics and the Company's Related-Person Transactions Policy. If a director has a personal interest in a matter before the Board, the director will disclose the interest to the Board, and generally, will excuse himself or herself from discussion on the matter and will not vote on the matter. The Board shall take appropriate steps to identify such potential conflicts and to assure that all directors voting on an issue are disinterested with respect to that issue. The Board, after consultation with the Company's outside counsel, requires that all directors complete an annual questionnaire to, among other purposes, assist in identification of conflicts or potential conflicts.

12. REVIEW AND AVAILABILITY OF GOVERNANCE GUIDELINES

The Nominating and Corporate Governance Committee will review and assess the adequacy of these Governance Guidelines at least annually and recommend any proposed

changes to the Board for approval. The Governance Guidelines shall be made available on the Company's website at www.genoptix.com and to any stockholder upon a request submitted to the Company Secretary.