

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD
OF DIRECTORS OF INTERPACE DIAGNOSTICS**

I. PURPOSES OF THE COMMITTEE

The purposes of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Interpace Diagnostics Group, Inc (the "Company") shall be:

- i. to recommend to the Board the nomination of individuals who are qualified to serve as directors of the Company and on committees of the Board, for election by the stockholders or appointment by the Board, as the case may be;
- ii. to advise the Board with respect to the Board's composition, size, structure and procedures;
- iii. to advise the Board with respect to the composition, size and membership of the Board's committees;
- iv. to advise the Board with respect to the corporate governance principles applicable to the Company; and
- v. to oversee the evaluation of the Board as a whole and the evaluation of its individual members standing for reelection.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of three or more directors, who qualify as independent directors ("Independent Directors") under the listing standards of the NASDAQ Stock Market LLC ("NASDAQ").

The members of the Committee shall be elected annually to one-year terms by majority vote of the Board at the first meeting of the Board following the annual meeting of stockholders. Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. No member of the Committee shall be removed except by majority vote of the Board.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee may establish its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. The Committee shall meet at least four times annually, or more frequently as circumstances require. The Committee shall recommend to the Board one member of the Committee as its Chairperson. The Chairperson of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The Committee shall act by a majority vote of the Committee members in attendance at any meeting at which there is a quorum.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

Following each of its meetings, the Committee shall deliver a report to the Board, including a description of all actions taken by the Committee at such meeting. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

IV. DUTIES OF THE COMMITTEE

A. Board Candidates and Nominees

The Committee shall have the following goals and responsibilities with respect to Board candidates and nominees:

- i. To establish procedures for evaluating the suitability of potential director nominees proposed by management or shareholders.
- ii. To gather names of candidates for director nominees, retain search firms as and to the extent necessary, to screen and interview potential nominees, to conduct the appropriate and necessary inquiries into the backgrounds and qualifications of such nominees, and to select one or more finalists for consideration by the Board.
- iii. To make recommendations to the Board of director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the Bylaws of the Company, which selections shall be consistent with the Board's criteria for selecting new directors. Such criteria include the possession of such knowledge, experience, skills, expertise and diversity so as to enhance the Board's ability to manage and direct the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation or NASDAQ listing requirement.
- iv. To review the suitability for continued service as a director of each Board member when his or her term expires, and to recommend to the Board for consideration whether or not the director should be re-nominated.

- v. To review the suitability for continued service as a director of each Board member when he or she has a significant change in status, including but not limited to an employment change, and to recommend to the Board whether or not such director should be re-nominated and/or whether the resignation of any director should be requested or accepted by the Board.
- vi. To identify for each director or director nominee, as the case may be, the specific experiences, qualifications, attributes or skills that lead to the conclusion that such individual should be a director of the Company, in conjunction with the preparation of the Company's annual Proxy Statement.

B. Board Composition and Procedures

The Committee shall have the following goals and responsibilities with respect to the composition and procedures of the Board as a whole:

- i. To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of Independent Directors required by NASDAQ.
- ii. To review periodically the size of the Board and to recommend to the Board any appropriate changes.
- iii. To make recommendations on the frequency and structure of Board meetings.
- iv. To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted.

C. Board Committees

The following shall be the goals and responsibilities of the Committee with respect to the committee structure of the Board:

- i. To make recommendations to the Board regarding the size of each standing committee of the Board of Directors and the annual assignment of Board members to each committee (including the Committee), and to recommend individual directors to fill any vacancy that might occur on a committee (including the Committee).
- ii. To monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees and the adoption or modification of Board committee charters.

- iii. To review annually the policy with respect to the rotation of committee memberships and/or chairpersonships and the tenure of chairpersonships, and to report any recommendations to the Board.
- iv. To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

D. Corporate Governance

The following shall be the goals and responsibilities of the Committee with respect to corporate governance:

- i. To review, at least annually, the Company's Guidelines on Corporate Governance, to ensure that they are consistent with any applicable laws, regulations and listing standards and that they are appropriate for the Company, and to recommend to the Board any desirable changes to the Guidelines. At a minimum, the Company's Guidelines on Corporate Governance shall address the following:
 - a. Director qualification standards. The qualification standards established by the Committee must reflect at a minimum the independence requirements of NASDAQ. The Committee shall also develop policies regarding director tenure, retirement, removal and succession, and shall consider whether it is in the best interest of the Company to limit the number of corporate boards on which a director may serve.
 - b. Director responsibilities.
 - c. Director access to management and, as necessary and appropriate, independent advisors.
 - d. Director compensation, including principles for determining the form and amount of director compensation, and for reviewing those principles, as appropriate.
 - e. Director orientation and continuing education.
 - f. Management succession, including succession in the event of an emergency or the retirement or resignation of the chief executive officer.

- g. Goals and objectives for the performance review of the chief executive officer.
- ii. To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

E. Evaluation of the Board and Individual Directors

The Committee shall be responsible for overseeing the evaluation of the Board as a whole. The Committee shall establish procedures to allow it to exercise this oversight function, including: (i) preparing an annual assessment of the Board's performance based on the results of an annual questionnaire provided to the members of the Board, (ii) reviewing its assessment with the Board following the end of each fiscal year, and (iii) making recommendations for increasing the effectiveness of the Board, as appropriate.

The Committee shall also be responsible for individual director assessments of each director once every three years before the reelection of such directors. The Committee shall establish procedures to allow it to exercise this oversight function, including: (i) collecting input for such assessments from all directors other than the directors being evaluated, (ii) reviewing the results of such individual assessments with the Board, and (iii) reviewing the results of such individual assessments with the directors being assessed, where appropriate.

F. Related Party Transactions and Conflicts of Interest

The Committee will review and approve or disapprove all proposed related party transactions (including all transactions required to be disclosed by Item 404 of Regulation S-K of the SEC).

V. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.