

GLOBAL ANTI-CORRUPTION POLICY

A. Introduction

Guardant Health strictly prohibits bribery or other improper payments in any of its business operations. This prohibition applies to all business activities, anywhere in the world, whether they involve government officials or are wholly commercial. A bribe or other improper payment to secure a business advantage is never acceptable and can expose individuals and Guardant Health to possible criminal prosecution, reputational harm or other serious consequences.

This Policy applies to all employees of Guardant Health, Inc. and its subsidiaries and affiliates (collectively, “**Guardant Health**” or “**Company**”). This Policy applies to all of the Company’s officers, directors, employees (whether full-time, part-time, fixed-term or temporary), consultants, agents, joint venture partners and other intermediaries or third parties acting on behalf of Guardant Health, wherever located. All individuals acting on behalf of Guardant Health have a personal responsibility and obligation to conduct Guardant Health’s business activities ethically and in compliance with the law. Failure to do so can result in significant civil and criminal penalties for Guardant Health and for you personally, including multi-million dollar fines and imprisonment.

Improper payments prohibited by this Policy include bribes, kickbacks, excessive gifts, hospitality or entertainment, or any other payment made or offered to obtain an undue business advantage to an employee, official or representative of any government or any department, agency, or instrumentality thereof; any person acting in an official capacity for or on behalf of such government or department, agency or instrumentality thereof; any politician or representative of any political party (each, a “**Foreign Official**”); or any other third party. These payments should not be confused with reasonable and limited expenditures for gifts, business entertainment and other legitimate activities directly related to the conduct of Guardant Health’s business, which are explained in more detail below.

As a U.S. company, Guardant Health is subject to the U.S. Foreign Corrupt Practices Act (“**FCPA**”), which prohibits a company or its representative from corruptly making, paying or offering anything of value to any Foreign Official to persuade that official to help the company obtain or keep business or other benefits. The FCPA bars payments or other offerings of value even if: (1) the benefit flows to someone other than the party making the payment; (2) the business desired is not with the government; (3) the payment does not result in an award of business; or (4) the recipient or beneficiary of the prohibited payment initially suggested the payment.

Bribery involving commercial parties also is prohibited under this Policy. While the text of the FCPA focuses on interactions with Foreign Officials, other U.S. laws penalize commercial bribery under certain circumstances. Moreover, with global operations, Guardant Health is subject to other anti-corruption laws, including the UK Bribery Act of 2010, which prohibit commercial bribery.

Guardant Health employees and agents also shall not request, agree to receive, or accept anything of value from any employee, agent, or representative of another company or entity as an inducement or reward for the improper performance of any function or business-related activity.

The following rules are intended to help you recognize issues of concern. If any question exists as to the propriety of any proposed transaction or payment, contact Guardant Health’s Chief Legal Officer prior to proceeding.

B. General Rules

1. **Bribery.** Company employees and representatives are prohibited from directly or indirectly making, promising, authorizing or offering anything of value to a foreign government official on behalf of the Company to secure an improper advantage, obtain or retain business, or direct business to any other person or entity. This prohibition includes payments to third parties knowing, or with reason to know, that the third party will use any part of the payment for bribes.
2. **Gifts, Hospitality and Entertainment.** Gifts, hospitality and entertainment must be modest, reasonable and infrequent, so far as any individual recipient is concerned, and must be permitted under local laws. Do not offer or provide a gift, hospitality or entertainment with the intent of causing the recipient to do something favoring Guardant Health or to refrain from doing something disadvantaging Guardant Health. Cash, cash-equivalents and payment for any side or extended trips must never be offered or given. Before proceeding with any offer or provision of a gift, hospitality or entertainment, consider whether it is reasonable and justifiable and consider the intention of the gift.
3. **Special Rules Relating to Foreign Officials.** Regulators interpret the term “Foreign Officials” broadly. It is important to remember that Foreign Official includes medical and scientific personnel working at or affiliated with a government-owned hospital, clinic, university or other similar facility. In some countries, doctors, pharmacists, investigators and other health care practitioners are Foreign Officials. Any fees, commissions, profit sharing agreements or other improper payments to health care practitioners to encourage the use of Company products are prohibited. Foreign Officials are the focus of the FCPA’s prohibitions and are often subject to special rules and restrictions under local laws.
 - Do not offer or provide a gift, hospitality or entertainment to any Foreign Official without the prior approval of Guardant Health’s Chief Legal & Regulatory Officer, unless such gift, hospitality or entertainment is not extravagant and is permitted by local laws. Examples of permitted gifts and hospitality for Foreign Officials (as may be permitted by local laws), include:
 - Modest holiday gift, where such gift is customary.
 - Reasonable travel expenses for the Foreign Official who, in the performance of official duties, visits corporate installations or otherwise incurs expenses in connection with the Guardant Health’s business operations. This may arise if, for example, the Foreign Official needs training on how Guardant Health operates and needs to travel to a corporate location to receive that training. Do not, however, pay for any individual (e.g., spouse or relative) accompanying the Foreign Official, or any side trips, recreational endeavors or extensions of travel.

Examples of prohibited activity:

- Entertaining a Foreign Official or his/her friends, family or co-workers, to convince that official to award or renew a contract or research collaboration with the Company.
- Giving goods or services to a manager of a government-affiliated enterprise to encourage that manager to do business with the Company.

- Giving a gift or travel expenses to a Foreign Official or their friends, family or co-workers, in return for awarding a contract or providing tax relief.
 - Giving a campaign contribution to a political candidate in return for that candidate's promise to vote for legislation that will benefit the Company.
- 4. **Dealings with Third Parties.** Guardant Health may only engage with third parties where there is a legitimate need for the goods and/or services provided, and where the goods and/or services are priced at no more than fair market value. A written contract or other detailed documentation is required for all transactions with third parties, and Guardant Health must have documentation of receipt of the goods and/or services. Avoid cash transactions. This rule is intended to prevent Guardant Health's payment to any person or entity which may, in turn, make an improper payment to a Foreign Official or other third party. You can violate the FCPA by making a payment to a third party when you know *or even have reason to know* that all or part of that payment will or may be channeled to a Foreign Official to help obtain business or any other benefit.
- 5. **Facilitation Payments.** Facilitation payments are payments made to certain Foreign Officials to expedite the performance of non-discretionary duties. For example, payments to expedite visa issuance or clearance of goods through customs (but not affect the outcome). Facilitation payments are illegal in many jurisdictions, including in the United Kingdom. A facilitation payment is not permitted under this Policy unless it is pre-approved in writing by Guardant Health's Chief Legal Officer and accurately recorded in the Company's books and records.
- 6. **Grants, Donations and Charitable Contributions.** Grants, donations and charitable contributions, whether in the form of in-kind services or direct financial contributions, must be pre-approved in writing by Guardant Health's Chief Legal Officer.
- 7. **Political Contributions.** Any political contribution by Guardant Health, whether in cash or kind, in support of any political parties or candidates requires the prior approval of Guardant Health's Chief Legal Officer in writing.
- 8. **Books and Records/Internal Controls.** Each Guardant Health entity must maintain complete and accurate records sufficient to show compliance with this Policy, applicable laws – including the FCPA – generally, and any other Guardant Health policies. Each entity is responsible for the design and maintenance of an adequate system of internal accounting control. “Off the book” accounts and false or deceptive entries into Guardant Health's books and records are prohibited. Accordingly, you must keep complete and accurate records of all transactions, including those that relate in any way to a Foreign Official, and follow all relevant financial controls and approval procedures. You must not make any payment for any purpose other than that described by the contract or other documentation supporting the payment.

C. Reporting Potential Misconduct/Non-Retaliation

All officers and employees of the Company and third party representatives are responsible for being aware of any issues which may implicate anti-corruption laws, including reviewing guidance issued by the legal department regarding the identification of anti-corruption issues. If you learn of a potential violation of applicable laws or this Policy, you must report your suspicion promptly to Guardant Health's Chief Legal Officer.

D. Violation of this Policy

Violation of this Policy will not be tolerated and can lead to disciplinary action including termination.

E. Compliance Program

It is the Company's policy that all appropriate action be taken to ensure that the Guardant Health and its officers, employees and agents comply with applicable laws this Policy. In furtherance of this Policy, Guardant Health may require any officer, employee (whether full-time, part-time, fixed-term or temporary), consultant, and agent or other intermediary acting on Guardant Health's behalf to sign periodically a **Certificate of Compliance with Guardant Health Global Anti-Corruption Policy** (a form of which is attached hereto as Exhibit A).

F. Conclusion

It is your responsibility to avoid any activity that could harm Guardant Health's ability to compete legally and ethically in the international marketplace. When in doubt about the appropriateness of any conduct, the Company requires that you seek additional guidance from Guardant Health's Chief Legal Officer before taking any action that may subject the Company to potential FCPA liability.

EXHIBIT A
GUARDANT HEALTH, INC.

**CERTIFICATE OF COMPLIANCE WITH GUARDANT HEALTH
GLOBAL ANTI-CORRUPTION POLICY**

I, _____, certify the following:

(i) I have received a copy of the Guardant Health, Inc. Anti-Corruption Policy (the "**Policy**"), and I have read and understood the Policy.

(ii) I acknowledge that it is my responsibility to comply with the Policy and to assure that those reporting to me also comply.

(iii) I have not violated any domestic or foreign law in connection with the Guardant Health's business, and I am not aware of any Guardant Health activities which violate the Policy or any applicable law.

(iv) All questions or possible violations of the Policy which have arisen since my last certification have been discussed with the Guardant Health's Chief Legal Officer.

Date: _____

Signature: _____

Name: _____