

# ROKA BIOSCIENCE, INC.

## Policy on Related Person Transactions

### 1. Policy Statement

Roka Bioscience, Inc. (the "**Company**") recognizes that Related Person Transactions (as defined below) can present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of the Company and its stockholders. While as a general matter, it is the Company's preference to avoid Related Person Transactions, the Company recognizes that there are situations where Related Person Transactions may be in, or may not be inconsistent with, the best interests of the Company and its stockholders, including, but not limited to, situations where the Company may obtain products or services of a nature, quantity or quality, or on other terms, that are not readily available from alternative sources or when the Company provides products or services to Related Persons (as defined below) on an arm's length basis on terms comparable to those provided to unrelated third parties. Accordingly, it is the Company's policy to enter into or ratify Related Person Transactions only when the Board of Directors of the Company (the "**Board**"), acting through the Audit Committee of the Board of Directors (the "**Audit Committee**") or as otherwise described herein, determines that the Related Person Transaction in question is in, or is not inconsistent with, the best interests of the Company and its stockholders, and the Company has adopted the procedures set forth below for the review, approval or ratification of Related Person Transactions.

This Policy on Related Person Transactions (this "**Policy**") has been approved by the Audit Committee. The Audit Committee will review this Policy annually and may recommend amendments for consideration by the Board.

### 2. Related Person Transactions

For purposes of this Policy, a "**Related Person Transaction**" is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company (including any of its subsidiaries) was, is or will be a participant and the aggregate amount involved will or may be expected to exceed \$100,000, and in which any Related Person had, has or will have a direct or indirect material interest.

For purposes of this Policy, a "Related Person" means:

- (i) any person who is, or at any time since the beginning of the Company's last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;
- (ii) any person who is known to be the beneficial owner of more than 5% of any class of the Company's voting securities;

(iii) any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the director, executive officer, nominee or more than 5% beneficial owner, and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee or more than 5% beneficial owner; and

(iv) any firm, corporation or other entity in which any of the foregoing persons is employed or is a partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest.

### **3. Reporting of Related Person Transactions**

Each director and executive officer of the Company, each person nominated to stand for election as a director and each person who beneficially owns more than 5% of any class of the Company's voting securities shall provide the Company's [Principal Financial Officer] (within the meaning of the rules promulgated by the U.S. Securities and Exchange Commission (the "SEC")) with prior written notice of any proposed Related Person Transaction and such Related Person Transaction shall be approved in accordance with this Policy.

### **4. Approval Procedures**

Related Person Transactions that are identified as such prior to the consummation thereof and any amendment, supplement or modification thereto shall be consummated or amended, supplemented or modified only if the following steps are taken:

1. Prior to entering into a transaction (or any amendment, modification or supplement thereto) with a Related Person, (a) the Related Person or (b) the business unit or function/department leader responsible for the potential Related Person Transaction shall provide notice to the Principal Financial Officer of the facts and circumstances of the proposed Related Person Transaction, including: (i) the Related Person's relationship to the Company and interest in the transaction; (ii) the material facts of the proposed Related Person Transaction, including the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved; (iii) the benefits to the Company of the proposed Related Person Transaction; (iv) if applicable, the availability of other sources of comparable products or services; and (v) an assessment of whether the proposed Related Person Transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally. In the event the notice is provided to the Principal Financial Officer by someone other than the business unit or function/department leader responsible for the potential Related Person Transaction, the Principal Financial Officer shall meet with the relevant business unit or function/department leader to confirm and supplement the information provided in the original notice. The Principal Financial Officer will assess whether the proposed transaction is a Related Person Transaction for purposes of this Policy.

2. If the Principal Financial Officer determines that the proposed transaction is a Related Person Transaction, the proposed Related Person Transaction shall be submitted to the Audit Committee for consideration at the next Audit Committee meeting or, in those instances in which the Principal

Financial Officer, in consultation with the Chief Executive Officer of the Company, determines that it is not practicable or desirable for the Company to wait until the next Audit Committee meeting, to the Chairperson of the Audit Committee (who will possess delegated authority to act between Committee meetings).

3. The Audit Committee, or where submitted to the Chairperson of the Audit Committee, the Chairperson of the Audit Committee, shall consider all of the relevant facts and circumstances available to them, including (if applicable) but not limited to: (a) the benefits to the Company; (b) the impact on a director's independence in the event the Related Person is a director, an immediately family member of a director or an entity in which a director is a partner, shareholder or executive officer; (c) the availability of other sources for comparable products or services; (d) the terms of the transaction; and (e) the terms available to unrelated third parties. No member of the Audit Committee shall participate in any review, consideration or approval of any Related Person Transaction with respect to which such member or any of his or her immediate family members is the Related Person. The Audit Committee (or the Chairperson) shall approve only those Related Person Transactions that are in, or are not inconsistent with, the best interests of the Company and its stockholders, as the Audit Committee (or the Chairperson) determines in good faith. The Audit Committee (or the Chairperson) shall convey the decision to the Principal Financial Officer, who shall convey the decision to the appropriate persons within the Company.

4. The Chairperson of the Audit Committee shall report to the Audit Committee at the next Audit Committee meeting any approval under this policy pursuant to delegated authority.

## **5. Ratification Procedures**

The Company's finance personnel, under the supervision of the Principal Financial Officer, shall produce quarterly reports of any amounts paid or payable to, or received or receivable from, any Related Person, and those reports shall be provided to the Principal Financial Officer to determine if there are any Related Person Transactions that were not previously approved or previously ratified under this Policy. In the event the Company's Chief Executive Officer or Principal Financial Officer becomes aware, as a result of such reports described above or otherwise, of a Related Person Transaction that has not been previously approved or previously ratified under this Policy, then the following procedures should be followed:

1. If the transaction is pending or ongoing, it will be submitted to the Audit Committee or the Chairperson of the Audit Committee promptly, and the Audit Committee (or the Chairperson) shall consider all of the relevant facts and circumstances available to the Audit Committee (or the Chairperson), including (if applicable) but not limited to: (a) the benefits to the Company; (b) the impact on a director's independence in the event the Related Person is a director, an immediately family member of a director or an entity in which a director is a partner, shareholder or executive officer; (c) the availability of other sources for comparable products or services; (d) the terms of the transaction; and (e) the terms available to unrelated third parties or to employees generally. Based on the conclusions reached, the Audit Committee (or the Chairperson) shall consider whether to ratify the Related Person Transaction or recommend that the Related Person Transaction be amended, terminated or otherwise modified.

2. If the transaction is completed, the Audit Committee shall evaluate the transaction, taking into account the same factors described above, to determine if rescission of the transaction and/or any disciplinary action is appropriate, and shall request that the Principal Financial Officer evaluate the Company's controls and procedures to ascertain the reason the transaction was not submitted to the Audit Committee (or the Chairperson) for prior approval and whether any changes to these procedures are recommended.

## **6. Review of Ongoing Transactions**

At the Audit Committee's first meeting of each fiscal year, the Audit Committee shall review any previously approved or ratified Related Person Transactions that remain ongoing and have a remaining term of more than six months. Based on all relevant facts and circumstances, taking into consideration the Company's contractual obligations, the Audit Committee (or the Chairperson) shall determine if it is in the best interests of the Company and its stockholders to continue, modify or terminate the Related Person Transaction.

## **7. Disclosure**

All Related Person Transactions that are required to be disclosed in the Company's filings with the SEC, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

The material features of this Policy shall be disclosed in the Company's annual report on Form 10-K or in the Company's proxy statement, as required by applicable laws, rules and regulations.

This Policy on Related Person Transactions of Roka Bioscience, Inc. was adopted by the Board of Directors on June 26, 2014 and shall become effective upon consummation of the Company's initial public offering.