



**POLICY REGARDING SECURITYHOLDER
RECOMMENDATIONS OF DIRECTOR NOMINEES**

04.07.14

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Precipio, Inc. (“Precipio”) will consider director candidates recommended by Precipio securityholders. The Committee does not intend to alter the manner in which it evaluates a candidate for nomination to the Board based on whether or not the candidate was recommended by a Precipio securityholder.

Securityholders who wish to recommend individuals for consideration by the Committee to become nominees for election to the Board at an annual meeting of stockholders must do so by delivering a written recommendation to the Committee c/o Precipio, Inc., 4 Science Park, New Haven, CT 06511, Attn: Corporate Secretary, (1) in the case of an annual meeting, such written recommendation must be received no later than 35 days prior to the date of the annual meeting; provided, however, that if less than 35 days’ notice of a meeting of stockholders is given to the stockholders, such written recommendation must be received not later than the close of business on the seventh day following the day on which the notice of a meeting was mailed; and (2) in the case of a special meeting of stockholders, such written recommendation must be received not later than the close of business on the tenth day following the day on which notice of the date of the meeting was mailed. Each written recommendation must also meet the deadlines and other requirements set forth in Precipio’s Amended and Restated Bylaws and the rules and regulations of the Securities and Exchange Commission and must set forth, among other information as described more fully in Precipio’s Amended and Restated Bylaws:

- the name and address of the Precipio securityholder(s) on whose behalf the recommendation is being made;
- the class or series and number of shares of Precipio capital stock that are, directly or indirectly, owned of record or beneficially owned by such securityholder(s) on whose behalf the recommendation is being made as of the date of the written recommendation;
- the proposed director candidate’s full legal name, age, business address and residential address;
- a description of the proposed director candidate’s principal occupation or employment and business experience for at least the previous five years;
- complete biographical information for the proposed director candidate;
- a description of the proposed candidate’s qualifications as a director;
- the class and number of shares of Precipio capital stock that are beneficially owned by the proposed director candidate as of the date of the written recommendation; and
- any other information relating to the proposed director candidate that is required to be disclosed in solicitations for proxies for election of directors pursuant to Regulation 14A promulgated under the Securities Exchange Act of 1934, as amended.

Each submission must be accompanied by the written consent of the proposed candidate to be named as a nominee and to serve as a director if elected.



If a proposed director candidate is recommended by a securityholder in accordance with the procedural requirements discussed above, the Corporate Secretary will provide the foregoing information to the Committee. The Committee will evaluate the proposed director's candidacy and recommend whether the Board should nominate the proposed director candidate for election by Precipio's securityholders.

Last Updated: April 7, 2014