



**CHARTER OF THE COMPENSATION COMMITTEE OF THE
BOARD OF DIRECTORS**
7.31.17

PURPOSE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Precipio, Inc., a Delaware corporation (the “Company”), shall be to act on behalf of the Board in fulfilling the Board’s responsibilities to oversee the Company’s compensation policies, plans and programs, and to review and determine, as appropriate, the compensation to be paid to the Company’s executive officers and directors, as well as to review, discuss with management and approve the Company’s disclosures contained under the caption “Compensation Discussion and Analysis” (“CD&A”) for use in any of the Company’s annual reports on Form 10-K, registration statements, proxy statements or information statements and prepare and review the Committee report on executive compensation included in the Company’s annual proxy statement in accordance with applicable rules and regulations of the Securities and Exchange Commission (the “SEC”), as in effect from time to time. For purposes of this Charter, the term “compensation” shall include salary, long-term incentives, bonuses, performance-based cash incentive plans, perquisites, equity incentives, severance arrangements, change of control-related arrangements, retirement benefits, tax gross up provisions and other related benefits and benefit plans.

COMPOSITION

The Committee shall consist of at least two members of the Board. All members of the Committee shall satisfy the independence requirements of The Nasdaq Stock Market LLC (“Nasdaq”) applicable to compensation committee members, as in effect from time to time, including any exceptions permitted by these requirements. At least two of the members of the Committee shall satisfy the “non-employee director” standard within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended from time to time (the “Exchange Act”) and the “outside director” standard within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended from time to time (the “Code”). The members of the Committee shall be appointed by the Board, based on recommendations from the Nominating and Corporate Governance Committee of the Board, and shall serve at the discretion of the Board. The Board may remove any member of the Committee at any time with or without cause, and vacancies occurring on the Committee shall be filled by the Board. The Chairperson of the Committee (the “Chairperson”) shall be appointed by the Board and shall preside at all meetings of the Committee. If a Chairperson is not designated or present at a meeting, the members of the Committee may designate a Chairperson by majority vote of the Committee membership.

MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate. Special meetings of the Committee may be called by the Chairperson of the Committee or the Chairperson of the Board. A majority of the Committee members constitute a quorum. In addition to the members of the Committee, the executive officers and other employees of the Company, as well as outside advisors, may be invited to participate in Committee meetings, or portions thereof.



The Committee will maintain written minutes of its meetings and copies of its actions by unanimous written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The minutes of the Committee and actions by unanimous written consent of the Committee members will be made available to the other members of the Board. The Committee, through the Chairperson, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board.

AUTHORITY

Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder, including human resources, legal counsel or other personnel assisting in the preparation of the CD&A for the Company's filings with the SEC. The Committee shall have the authority, in its sole discretion, to select, retain and obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors and consultants. In addition, the Committee shall have sole authority to retain and terminate any compensation consultant to assist in the evaluation of director, chief executive officer or senior executive compensation, including sole authority to approve such consultant's reasonable fees and other retention terms, all at the Company's expense. Other reasonable expenditures for external resources that the Committee deems necessary or appropriate in the performance of its duties are permitted, and the Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to internal or external legal, accounting or other advisors and consultants retained by the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any internal or external legal, accounting or other advisors and consultants retained by the Committee. The Committee shall select an internal or external legal, accounting or other advisor or consultant only after taking into consideration the independence of such internal or external legal, accounting or other advisor or consultant using factors established by law, the rules and regulations of the SEC and the requirements of Nasdaq or the SEC, including without limitation the following factors:

- the provision of other services to the Company by the person that employs the adviser;
- the amount of fees received from the Company by the person that employs the adviser, as a percentage of such person's total revenue;
- the policies and procedures of the person employing the adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the adviser with a Committee member;
- any stock of the Company owned by the adviser; and
- any business or personal relationship of the adviser or the person employing the adviser with an executive officer of the Company.

The Committee may form and delegate authority to subcommittees as appropriate, including, but not limited to, a subcommittee composed of one or more members of the Board to grant stock awards under the Company's equity incentive plans to persons who are not (a) "Covered Employees" under Section 162(m) of the Code; (b) individuals with respect to whom the Company wishes to comply with



Section 162(m) of the Code or (c) then subject to Section 16 of the Exchange Act. The operation of the Committee shall be subject to the provisions of the Bylaws of the Company and Section 141 of the General Corporation Law of the State of Delaware, each as in effect from time to time. The approval of this Compensation Committee Charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

RESPONSIBILITIES

To implement the Committee's purposes and policies, the Committee shall be charged with the following duties and responsibilities, with the understanding, however, that the Committee may supplement and, unless prohibited by applicable law or the requirements of Nasdaq or the SEC, deviate from these activities as appropriate under the circumstances:

1. Overall Compensation Strategy. The Committee shall be responsible for reviewing, modifying (as needed) and approving (or, if it deems appropriate, making recommendations to the full Board regarding) the overall compensation strategy and policies for the Company, including, as appropriate:
 - reviewing, modifying (as needed) and approving (or, if it deems appropriate, making recommendations to the full Board regarding) corporate performance goals and objectives relevant to the compensation of the Company's executive officers and other senior management, as appropriate;
 - evaluating and approving (or, if it deems appropriate, making recommendations to the full Board regarding) the compensation plans and programs advisable for the Company, as well as the modification or termination of existing plans and programs;
 - establishing policies with respect to equity compensation arrangements and the timing and pricing of equity awards for newly hired employees, promotions and annual grants for executives and non-executive employees and directors;
 - establishing policies for allocating between long-term and currently paid-out compensation, between cash and non-cash compensation and the factors used in deciding between the various forms of compensation;
 - establishing elements of corporate performance for purposes of increasing or decreasing compensation;
 - reviewing regional and industry-wide compensation practices and trends to assess the propriety, adequacy and competitiveness of the Company's executive compensation programs among comparable companies in the Company's industry; however, the Committee shall exercise independent judgment in determining the appropriate levels and types of compensation to be paid;
 - establishing and periodically assessing the adequacy of director compensation;
 - reviewing and approving (or, if it deems appropriate, making recommendations to the full Board regarding) the terms of any employment agreements, severance arrangements, change-of-control protections and any other compensatory arrangements (including, without limitation, any material perquisites and any other form of compensation) for the Company's executive officers and other senior management, as appropriate;



- considering and, if appropriate, establishing a policy designed to encourage executive officers and directors to acquire and hold a meaningful equity interest in the Company; and
- evaluating the efficacy of the Company's compensation policy and strategy in achieving expected benefits to the Company and otherwise furthering the Committee's policies.

2. Review of Executive Officer Performance. The Committee shall review the performance of the Company's executive officers and other senior management on at least an annual basis.

3. Compensation of Chief Executive Officer. The Committee shall determine and approve (or, if it deems appropriate, recommend to the Board for determination and approval) the compensation and other terms of employment of the Company's Chief Executive Officer and shall evaluate the Chief Executive Officer's performance in light of relevant performance goals and objectives, taking into account, among other things, the policies of the Committee and the Chief Executive Officer's performance in:

- fostering a corporate culture that promotes the highest levels of integrity and the highest ethical standards;
- developing and executing the Company's long-term strategic plan and conducting the business of the Company in a manner appropriate to enhance long-term stockholder value;
- achieving any other corporate performance goals and objectives deemed relevant to the Chief Executive Officer as established by the Committee; and
- achieving the Chief Executive Officer's individual performance goals and objectives established by the Committee.

In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall seek to achieve an appropriate level of risk and reward, taking into consideration the Company's performance and relative stockholder return, the potential benefits and costs to the Company of the award, the value of similar incentive awards given to chief executive officers of comparable companies, the awards given to the Company's Chief Executive Officer in past years, other elements of the Chief Executive Officer's compensation, including total compensation and such other criteria as the Committee deems advisable, including the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act (the "Say on Pay Vote"), if applicable. The Company's Chief Executive Officer may not be present during the voting or deliberations regarding his or her compensation.

4. Compensation of Other Executive Officers. The Committee shall review and approve (or, if it deems appropriate, recommend to the Board for determination and approval) the individual and corporate performance goals and objectives of the Company's other executive officers (as that term is defined in Rule 3b-7 of the Exchange Act) and other senior management, as appropriate, that are periodically established. The Committee shall determine and approve (or, if it deems appropriate, recommend to the Board for determination and approval) the compensation and other terms of employment of each such executive officer and other member of senior management, as applicable, taking into consideration the executive officer's or senior manager's success in achieving his or her individual performance goals and objectives and the corporate performance goals and objectives deemed relevant to the executive



officer or senior manager as established by the Committee, and taking into consideration the evaluation of the executive's performance by the Chief Executive Officer. In evaluating the compensation of the Company's other executive officers, the Committee shall consider the results of the most recent Say on Pay Vote, if applicable.

5. Non-Employee Director Compensation. The Committee shall review and approve (or if it deems appropriate, make recommendations to the full Board regarding) the type and amount of compensation to be paid or awarded to non-employee members of the Board, including consulting, retainer, Board meeting, committee and committee chairperson fees, equity incentives and any deferred compensation arrangements or similar programs.

6. Administration of Benefit Plans. The Committee shall review and approve (or, if it deems appropriate, make recommendations to the full Board regarding) the adoption, amendment and termination of the Company's stock option plans, stock appreciation rights plans, pension and profit sharing plans, incentive plans, stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans, supplemental retirement plans and similar programs. The Committee shall have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, and exercise such other power and authority as may be permitted or required under such plans. The Committee may delegate to one or more officers designated by the Committee the authority to make grants of options and restricted stock to eligible individuals other than directors and executive officers; provided that the Committee shall have fixed the exercise price or a formula for determining the exercise price for each grant, approved the vesting schedule, authorized any alternative provisions as are necessary or desirable to facilitate legal compliance or to ensure the effectiveness or tax-qualified status of the award under the laws of countries outside the U.S. when grants are made to non-U.S. service providers, approved the form of documentation evidencing each award, and determined the number of shares or the basis for determining such number of shares by position, compensation level or category of personnel. Any officer to whom such authority is delegated must regularly report to the Committee the grants so made.

7. Risk Management. The Committee shall be directly responsible for reviewing the Company's incentive compensation arrangements to determine whether they encourage excessive risktaking, and shall review and discuss at least annually the relationship between the Company's risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.

8. Frequency of Say on Pay Vote. The Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on the frequency of Say on Pay Votes, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in each annual meeting proxy statement of the Company.

9. Compensation Discussion and Analysis. The Committee shall review and discuss with management the Company's disclosures contained under the caption "Compensation Discussion and Analysis" for use



in any of the Company's annual reports on Form 10-K, registration statements, proxy statements or information statements and make recommendations to the Board that the CD&A be approved for inclusion in the Company's annual reports on Form 10-K, registration statements, proxy statements or information statements, in accordance with applicable SEC rules and regulations.

10. Committee Report. The Committee shall prepare and review the Committee report on executive compensation to be included in each annual meeting proxy statement of the Company in accordance with applicable SEC rules and regulations.

11. Insurance Coverage. The Committee shall review and establish appropriate insurance coverage for the Company's directors and executive officers.

12. Compensation Arrangements Involving Subsidiaries. The Committee shall review and approve any compensation arrangement for any executive officer involving any subsidiary, special purpose or similar entity of the Company.

13. Committee Self-Assessment. The Committee shall review, discuss and assess its own performance and composition at least annually. The Committee shall also periodically, and at least annually, review and assess the adequacy of this Charter, including the Committee's role and responsibilities as outlined in this Charter, and shall recommend any proposed changes to the Board for its consideration and approval.

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