



Code of Business Conduct and Ethics

Introduction

Purpose and Scope

The Board of Directors of MDxHealth S.A. (together with its subsidiaries existing from time to time, “MDxHealth”) established this Code of Business Conduct and Ethics to aid MDxHealth’s directors, officers and employees in making ethical and legal decisions when conducting MDxHealth’s business and performing their day-to-day duties.

MDxHealth expects its directors, officers and employees to exercise reasonable judgment when conducting its business. MDxHealth encourages its directors, officers and employees to refer to this Code frequently to ensure that they are acting within both the letter and the spirit of this Code. MDxHealth also understands that this Code will not contain the answer to every situation you may encounter or every concern you may have about conducting MDxHealth’s business ethically and legally. For guidance with respect to issues not addressed in this Code, you should follow MDxHealth’s internal policies and procedures, including MDxHealth’s Dealing Code, Corporate Governance Charter and any applicable MDxHealth Compliance Program, Privacy or HIPAA policy and Employee Manual.

If you have any questions regarding this Code, you should address these questions to your supervisor or to the Compliance Officer.

Contents of this Code

This Code has two sections that follow this Introduction. The first section, “*Standards of Conduct*,” contains the actual guidelines that our directors, officers and employees are expected to adhere to in the conduct of MDxHealth’s business. The second section, “*Compliance Procedures*,” contains specific information about how this Code functions, including who administers the Code, who can provide guidance under the Code and how violations may be reported, investigated and punished. This section also contains a discussion about waivers of and amendments to this Code.

A Note About Other Obligations

MDxHealth’s directors, officers and employees generally have other legal and contractual obligations to MDxHealth. This Code is not intended to reduce or limit the other obligations that you may have to MDxHealth. Instead, the standards in this Code should be viewed as the *minimum standards* that we expect from our directors, officers and employees in the conduct of our business.

Standards of Conduct

Conflicts of Interest

MDxHealth recognizes and respects the right of its directors, officers and employees to engage in outside activities which they may deem proper and desirable, provided that these activities do not impair or interfere with the performance of their duties to MDxHealth or their ability to act in MDxHealth's best interests. In most if not all cases, this will mean that our directors, officers and employees must avoid situations that present a potential or actual conflict between their personal interests and our interests.

A "conflict of interest" occurs when a director's, officer's or employee's personal interest interferes with our interests. Conflicts of interest may arise in many situations. For example, conflicts of interest can arise when you take an action or have an outside interest, responsibility or obligation that may make it difficult for you to perform the responsibilities of your position objectively and/or effectively in MDxHealth's best interests. Conflicts of interest may also occur when you or your immediate family member receives some personal benefit (whether improper or not) as a result of your position with MDxHealth. Each individual's situation is different and in evaluating your own situation, you will have to consider many factors.

Any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest should be reported promptly to the Compliance Officer. The Compliance Officer may notify the Board of Directors or a committee thereof as he or she deems appropriate.

Corporate Opportunities

Employees, officers and directors owe a duty to MDxHealth to advance its legitimate business interests when the opportunity to do so arises. As an employee, officer and director, you are prohibited from:

- diverting to yourself or to others any opportunities that are discovered through the use of MDxHealth's property or information as a result of your position with MDxHealth unless such opportunity has first been presented to, and rejected by, MDxHealth;
- using MDxHealth's property or information or your position for improper personal gain; or
- competing with MDxHealth.

Confidentiality

Confidential information generated and gathered by MDxHealth plays a vital role in our business, prospects and ability to compete. "Confidential information" includes all non-public information that might be of use to competitors or harmful to MDxHealth or its customers or partners if disclosed. Directors, officers and employees may not disclose or distribute MDxHealth's confidential information, except when disclosure is authorized by MDxHealth or required by applicable law, rule or regulation or pursuant to an applicable legal proceeding. You may use confidential information solely for legitimate MDxHealth business purposes. You must return all of MDxHealth's confidential and/or proprietary information in your possession to MDxHealth when you cease to be employed by or to otherwise serve MDxHealth.

Protection and Proper Use of MDxHealth's Assets

Loss, theft and misuse of MDxHealth's assets has a direct impact on MDxHealth's business and its profitability. Employees, officers and directors are expected to protect MDxHealth's assets that are entrusted to them and to protect MDxHealth's assets in general. You are also expected to take steps to ensure that MDxHealth's assets are only used for legitimate business purposes.

Compliance with Laws, Rules and Regulations

MDxHealth seeks to conduct its business in compliance with applicable laws, rules and regulations. No director, officer or employee shall engage in any unlawful activity in conducting MDxHealth's business or in performing his or her day-to-day company duties, nor shall any director, officer or employee instruct others to do so.

Anti-Kickback Laws and Regulations

Most countries in which MDxHealth does or may do business have anti-kickback laws and regulations that prohibit certain payments and donations to physicians and customers, or any similar conduct that, directly or indirectly, is intended to induce business that is reimbursable under any national health care program. One set of examples is the United States Anti-Kickback Statute (42 USC § 1320a-7b(b)), Stark Law (42 USC § 1395nn) and False Claims Act (31 USC § 3729(a)). MDxHealth's policy is to comply with all such laws and regulations. For guidance with respect to anti-kickback laws and regulations not addressed in this Code, you should refer to MDxHealth's internal policies and procedures, including MDxHealth's Compliance Program.

Diagnostic Product Laws and Regulations

Certain of MDxHealth's products and services are heavily regulated by governmental agencies, health ministries, and other regulatory authorities in the various countries in which MDxHealth does business. Every employee is responsible for compliance with applicable legal and regulatory requirements, including marketing approvals, conduct of clinical studies, design controls, labeling and advertising controls, and any other product regulations and controls promulgated by any such governmental agencies. Violation of these laws and regulations can result in severe civil and criminal penalties, adverse publicity for MDxHealth, total or partial suspension of testing of an MDxHealth product, withdrawal of an MDxHealth product from the market, and disciplinary action by MDxHealth against the responsible individuals, up to and including termination of employment or service. You are expected to promptly report any significant issues related to regulatory affairs to your supervisor or the Compliance Officer.

Anti-Bribery Laws and Regulations

Most countries in which MDxHealth does or may do business have laws and regulations that prohibit the payment of bribes, kickbacks or other inducements to government officials. One example is the U.S. Foreign Corrupt Practices Act (the "FCPA") which prohibits MDxHealth and its employees, directors and agents from offering or giving money or any other item of value to win or retain business or to influence any act or

decision of any governmental official, political party, candidate for political office or official of a public international organization. MDxHealth's policy is to comply with all such laws and regulations.

No payment shall be made to any government official for the purpose of influencing any of the official's acts or decisions, or inducing the official to use personal influence to affect any governmental act or decision. "Payment" means a transfer of money, a gift, or an offer or promise to give anything of value, whether made directly or indirectly, through trade associations, agents, consultants, or others. "Government Official" includes an officer or employee or any person acting for or on behalf of a government or a government unit.

Government Interactions. If your job responsibilities include interacting with the government, you are expected to understand and comply with the special laws, rules and regulations that apply to your job position as well as with any applicable standard operating procedures that MDxHealth has implemented. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from your supervisor and the Compliance Officer. In addition to the above, you must obtain approval from the Compliance Officer for any work activity that requires communication with any member or employee of a legislative body or with any government official or employee. Work activities covered by this policy include meetings with legislators or members of their staffs or with senior executive branch officials on behalf of MDxHealth. Preparation, research and other background activities that are done in support of lobbying communication are also covered by this policy even if the communication ultimately is not made. If any doubt exists about whether a given work activity would be considered covered by this provision, you should seek advice immediately from your supervisor and the Compliance Officer.

Political & Volunteer Activities. Directors, officers and employees may participate in the political process as individuals and on their own time. In all such instances, you should be careful to make it clear that your views and actions are your own, and not made on behalf of MDxHealth. For instance, MDxHealth letterhead should not be used to send out personal letters in connection with political activities. MDxHealth's facilities generally may not be used for political activities (including fundraisers or other activities related to running for office). It is MDxHealth policy that MDxHealth funds or assets not be used to make a political contribution to any political party or candidate, unless prior approval has been given by our Chief Executive Officer, or our Board of Directors, in each case after consultation with legal counsel. These guidelines are intended to ensure that any political activity you pursue is done voluntarily and on your own resources and time.

Antitrust Laws and Regulations

Antitrust laws are designed to protect consumers and competitors against unfair business practices and to promote and preserve competition. Our policy is to compete vigorously and ethically while complying with all antitrust, monopoly, competition or cartel laws in all countries, states or localities in which MDxHealth conducts business. You should

promptly consult the Compliance Officer with any questions you may have concerning compliance with these laws.

Employees should exercise caution in meetings with competitors. Any meeting with a competitor may give rise to the appearance of impropriety. As a result, if you are required to meet with a competitor for any reason, you should obtain the prior approval of the Compliance Officer. You should try to meet with competitors in a closely monitored, controlled environment for a limited period of time. You should create and circulate agendas in advance of any such meetings, and the contents of your meeting should be fully documented. Specifically, you should avoid any communications with a competitor regarding prices, costs, profits and profit margins, terms and conditions of sale, market share or strategies, allocation of sales territories, customers or suppliers, or other subjects relating to or affecting the production or sale of products to existing or prospective customers.

If you participate in a meeting with a competitor in which any of the above topics are broached, you should affirmatively end the discussion, and you should state your reasons for doing so. During meetings with competitors, avoid sharing or obtaining confidential information from the competitor. Also avoid statements that could be construed as unfair acts such as harassment, threats or interference with the competitors' existing contractual relationships.

Trade Association Meetings. Employees are permitted to attend trade association meetings. These include associations of customers as well as trade associations of the industries in which MDxHealth is involved. However, trade association meetings are a favorite area of examination by antitrust enforcement officials. It is important that employees be particularly careful to conduct themselves in a manner that is above suspicion when attending these meetings.

Securities Laws and Regulations

Directors, officers and employees are prohibited from engaging in insider trading. Insider trading is trading in MDxHealth's securities while aware of confidential information about MDxHealth that could, if it became public, affect the price of such securities. Disclosure of any information to another person, such as a family member or friend, which would enable them to gain a trading benefit not available to the general public, is prohibited as well. Similar restrictions apply to trading in the stock of other companies using confidential information that a director, officer or employee has access to because of his or her employment or position. This conduct is illegal and could subject any such person and MDxHealth to civil liability and criminal penalties. MDxHealth's policy is to comply with all such laws and regulations. For guidance with respect to securities laws and regulations not addressed in this Code, you should refer to MDxHealth's internal policies and procedures, including MDxHealth's Dealing Code.

Analyst, Media and Government Inquiries. MDxHealth must be made aware of any inquiries from the financial analyst community, the media or the government, so that it can properly and thoroughly respond. If any employee of MDxHealth is contacted by a representative of a governmental agency seeking an interview or making a non-routine

request for documents, that employee should immediately contact the Compliance Officer so that appropriate arrangements can be made to fully comply with MDxHealth's legal obligation. All inquiries from the financial analyst community should be referred to MDxHealth's Chief Executive Officer, Chief Financial Officer or Compliance Officer. All media inquiries should be referred to an authorized spokesperson for MDxHealth according to MDxHealth's external communications policy.

Quality of Public Disclosures. MDxHealth is committed to providing its shareholders with information about its financial condition and results of operations as required by the securities laws of Belgium. It is MDxHealth's policy that the reports and documents it files with or submits to the FSMA (the Belgian Financial Services and Markets Authority), and its earnings releases and similar public communications made by MDxHealth, include fair, timely and understandable disclosure. Officers and employees who are responsible for these filings and disclosures, including MDxHealth's principal executive, financial and accounting officers, must use reasonable judgment and perform their responsibilities honestly, ethically and objectively in order to ensure that this disclosure policy is fulfilled. MDxHealth's senior management is primarily responsible for monitoring MDxHealth's public disclosure.

Patient Privacy

As part of its business, MDxHealth may obtain medical information and other information about patients. This information can be contained in records obtained as part of a clinical study, patient tracking records, vigilance records, records obtained while providing technical support or other records. All such records and information are to be treated as confidential. Only employees who need to use this information as part of their jobs are to be given access to it. In appropriate circumstances and following MDxHealth procedures, such information can be shared with the patient, the patient's physician (directly or through agents of the physician) and, when required, government agencies such as the U.S. Food and Drug Administration (FDA) and the courts. MDxHealth's policy is to comply with all laws and regulations regarding the protection and use of patient information. For guidance with respect to patient privacy issues not addressed in this Code, you should refer to MDxHealth's internal policies and procedures, including MDxHealth's Privacy and HIPAA Policy.

Accuracy of Records

The integrity, reliability and accuracy in all material respects of MDxHealth's books, records and financial statements is fundamental to MDxHealth's continued and future business success. No director, officer or employee may cause us to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner. In addition, no director, officer or employee may create any false or artificial documentation or book entry for any transaction entered into by MDxHealth. Similarly, officers and employees who have responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets and transactions on our books and records.

The Environment, Health and Safety

MDxHealth is committed to providing a safe and healthy working environment for its employees and to avoiding adverse impact and injury to the environment and the communities in which it does business. MDxHealth employees, officers and directors must comply with all applicable environmental, health and safety laws, regulations and MDxHealth standards. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with environmental, health and safety laws and regulations can result in civil and criminal liability against you and MDxHealth, as well as disciplinary action by MDxHealth, up to and including termination of employment. You should contact your supervisor or the Compliance Officer if you have any questions about the laws, regulations and policies that apply to you.

Environment.

All MDxHealth employees, officers and directors should strive to conserve resources and reduce waste and emissions through recycling and other energy conservation measures. You have a responsibility to promptly report any known or suspected violations of environmental laws or any events that may result in a discharge or emission of hazardous materials.

Health and Safety.

MDxHealth is committed not only to comply with all relevant health and safety laws, but also to conduct business in a manner that protects the safety of its employees. All employees, officers and directors are required to comply with all applicable health and safety laws, regulations and policies relevant to their positions. If you have a concern about unsafe conditions or tasks that present a risk of injury to you, please report these concerns immediately to your supervisor, the Human Resources Department or the Compliance Officer.

Fair Dealing

Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is a part of the foundation for long-term success. However, unlawful and unethical conduct, which may lead to short-term gains, may damage a company's reputation and long-term business prospects. Accordingly, it is MDxHealth's policy that directors, officers and employees must endeavor to deal ethically and lawfully with MDxHealth's customers, suppliers, competitors and employees in all business dealings on MDxHealth's behalf. No director, officer or employee should take unfair advantage of another person in business dealings on our behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts.

Compliance Procedures

Communication of Code

All directors, officers and employees will be supplied with a copy of the Code upon beginning service at MDxHealth and will be asked to review and sign an acknowledgment regarding the Code on a periodic basis. Updates of the Code will be provided from time to time. A copy of the Code is also available to all directors, officers and employees by requesting one from the human resources department or by accessing our website at <http://www.mdxhealth.com>.

Monitoring Compliance and Disciplinary Action

MDxHealth's management, under the supervision of its Board of Directors or a committee thereof or, in the case of accounting, internal accounting controls, auditing or securities law matters, the Audit Committee, shall take reasonable steps from time to time to (i) monitor compliance with the Code, and (ii) when appropriate, impose and enforce appropriate disciplinary measures for violations of the Code.

The Board of Directors has delegated day-to-day responsibility for administering and interpreting the Code to a Compliance Officer. Our General Counsel has been appointed as our **Compliance Officer** under this Code.

It is MDxHealth policy that any employee, officer or director who violates this Code (which would include any violation of laws, rules or regulations applicable to MDxHealth) will be subject to appropriate discipline, which may include termination of employment or removal from the Board of Directors, as appropriate. This determination will be based upon the facts and circumstances of each particular situation. If you are accused of violating this Code, you will be given an opportunity to present your version of the events at issue prior to any determination of appropriate discipline. Persons who violate this Code may expose themselves to substantial civil damages, criminal fines and prison terms. MDxHealth may also face substantial fines and penalties and may incur damage to its reputation and standing in the community. Disciplinary measures for violations of the Code will be determined in MDxHealth's sole discretion and may include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service, and restitution.

MDxHealth's management shall periodically report to the Board of Directors or a committee thereof on these compliance efforts including, without limitation, periodic reporting of alleged violations of the Code and the actions taken with respect to any such violation.

Reporting Concerns/Receiving Advice

Communication Channels

Be Proactive. Every employee is expected to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of MDxHealth, as well as any violation or suspected violation of applicable law, rule or regulation

arising in the conduct of MDxHealth’s business or occurring on its property. **If any employee believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code or any law, rule or regulation applicable to MDxHealth, he or she must bring the matter to the attention of MDxHealth.**

Seeking Guidance. The best starting point for seeking advice on ethics-related issues or reporting potential violations of the Code will usually be your supervisor. However, if the conduct in question involves your supervisor, if you have reported the conduct in question to your supervisor and do not believe that he or she has dealt with it properly, or if you do not feel that you can discuss the matter with your supervisor, you may raise the matter with the Compliance Officer.

You may also report known or suspected violations of the Code on the Compliance Hotline that is available 24 hours a day, 7 days a week at [redacted text]. You may remain anonymous and will not be required to reveal your identity in calls to the Compliance Hotline, although providing your identity may assist MDxHealth in investigating your concern. All reports of known or suspected violations of the law or this Code will be handled sensitively and with discretion. Your supervisor, the Compliance Officer and MDxHealth will protect your confidentiality to the extent possible, consistent with applicable laws and MDxHealth's need to investigate your concern.

Communication Alternatives. Any officer or employee may communicate with the Compliance Officer by any of the following methods:

- In writing (which may be done anonymously as set forth below under “Reporting; Anonymity; Retaliation”), addressed to the Compliance Officer, by mail to:

In the United States:
 Compliance Officer
 MDxHealth
 15279 Alton Pkwy, Suite 100
 Irvine, CA 92618, USA

In Belgium:
 Compliance Officer
 MDxHealth
 CAP Bus Ctr, Rue d’Abhooz, 31
 B-4040 Herstal, BELGIUM

- By e-mail to the Compliance Officer [redacted text] (anonymity cannot be maintained).
- Anonymously using MDxHealth’s Compliance Hotline, available at [redacted text].

Reporting Accounting, Securities Law and Similar Concerns. Any concerns or questions regarding potential violations of the Code, any other MDxHealth policy or procedure or applicable law, rules or regulations involving accounting, internal accounting controls, auditing or securities law (including FCPA) matters should be directed to the Audit Committee or a designee of the Audit Committee. Directors, officers and employees may communicate with the Audit Committee or its designee: in writing to: Audit Committee, MDxHealth, CAP Business

Center, Rue d'Abhooz, 31, B-4040 Herstal, BELGIUM. Alternately, you may use the above Compliance Hotline to communicate anonymously with the Audit Committee.

Cooperation. Directors, officers and employees are expected to cooperate with MDxHealth in any investigation of a potential violation of the Code, any other MDxHealth policy or procedure, or any applicable law, rule or regulation.

Misuse of Reporting Channels. Directors, officers and employees must not use these reporting channels in bad faith or in a false or unreasonable manner.

Reporting; Anonymity; Retaliation

When reporting suspected violations of the Code, MDxHealth prefers that directors, officers and employees identify themselves in order to facilitate its ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, we also recognize that some people may feel more comfortable reporting a suspected violation anonymously.

If you wish to remain anonymous, you may do so, and MDxHealth will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, MDxHealth may not have sufficient information to look into or otherwise investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should provide as much detail as possible to permit MDxHealth to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

No Retaliation

MDxHealth expressly forbids any retaliation against any director, officer or employee who, acting in good faith on the basis of a reasonable belief, reports suspected misconduct. Specifically, MDxHealth will not discharge, demote, suspend, threaten, harass or in any other manner discriminate against, an employee in the terms and conditions of his or her employment. Any person who participates in any such retaliation is subject to disciplinary action, including termination.

Waivers and Amendments

Any waiver of this Code for our directors or executive officers (including our principal financial officers) may be made only by the Board of Directors and will be disclosed to the public as required by law or under applicable listing rules. Waivers of this Code for other employees may be made only by our Chief Executive Officer or Compliance Officer and will be reported to our Audit Committee.

All amendments to the Code must be approved by the Board of Directors or a committee thereof and, if applicable, shall be promptly disclosed to the public as required by law or under applicable listing rules.

Disclaimer

This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing MDxHealth policy. MDxHealth reserves the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time.

Adopted February 25, 2015
[ver CBCE Internal 2015-02.01]