Exhibit (d)(2)  
CONFIDENTIALITY AGREEMENT  
This Confidentiality Agreement (“Agreement”) is entered into as of February 19, 2020 (“Effective Date”) by and between Roche Holdings, Inc., a Delaware corporation having its principal address at 0 XXX Xxx, Xxxxx Xxx Xxxxxxxxx, XX 00000 (“Recipient”), and GenMark Diagnostics, Inc., a Delaware corporation having its principal place of business at 0000 Xx Xxxxx Xxxxx, Xxxxxxxx, Xxxxxxxxxx 00000 (together with its wholly owned subsidiaries, “Discloser”). The parties wish to protect and preserve the confidential and/or proprietary nature of information and materials that may be disclosed or made available to each other in connection with certain discussions, negotiations or dealings between the parties relating to Discloser’s exploration of certain business development and/or strategic initiatives (the “Purpose”). For purposes of this Agreement, references to each of Recipient and Discloser herein shall include the respective subsidiaries, affiliates and other entities controlled, directly or indirectly by Recipient and Discloser, as the case may be; provided, however, with respect to Recipient, the foregoing provision shall exclude Chugai Pharmaceutical Co., Ltd, 1-1 Xxxxxxxxxx-Xxxxxxxxx 0-xxxxx, Xxxx-xx, Xxxxx, 000-0000 (“Chugai”) unless Recipient opts for such inclusion of Chugai and their respective subsidiaries by giving written notice to Discloser. In consideration of the foregoing and the rights and obligations set forth herein, both parties hereby agree as follows:  
1. PROPRIETARY INFORMATION.  
“Proprietary Information” means any and all information and/or material disclosed by the Discloser to the Recipient or obtained by Recipient through inspection or observation of Discloser’s property or facilities (whether in writing, or in oral, graphic, electronic or any other form) that obviously is or is marked as (or provided under circumstances reasonably indicating it is) confidential or proprietary, or if disclosed orally or in other intangible form or in any form that is not so marked, that obviously is or is identified as confidential at the time of such disclosure. Proprietary Information, includes, without limitation, any (a) items set forth on Exhibit A and any other trade secret, know-how, idea, invention, process, technique, algorithm, program (whether in source code or object code form), hardware, device, design, schematic, drawing, formula, data, plan, strategy or forecast, and (b) technical, engineering, manufacturing, product, marketing, servicing, financial, personnel and other information and materials of Discloser and its employees, affiliates, licensors, suppliers, vendors, customers, clients. For the avoidance of doubt, “Proprietary Information” hereunder does not include information and/or material disclosed by the Discloser to the Recipient prior to the Effective Date.