



## **Nominating and Governance Committee Charter**

### **I. PURPOSE**

The purpose of the Nominating and Governance Committee (the "Committee") of the Board of Directors of Myriad Genetics, Inc. (the "Company"), is: (1) to assist the Board by identifying qualified candidates for director, and to recommend to the Board the director nominees for election, including nominees for election for the annual meeting of shareholders; (2) to lead the Board in its annual review of the Board's performance; (3) to recommend to the Board director nominees for each Board Committee and the Chairperson of each Committee; (4) to review and approve, as appropriate, potential or actual conflicts of interests between the Company and its executive officers or members of the Board; and (5) to develop and recommend to the Board corporate governance guidelines applicable to the Company.

### **II. MEMBERSHIP AND PROCEDURES**

#### **A. Membership and Appointment**

The Committee shall be comprised of not fewer than three members of the Board, as shall be determined from time to time by the Board. The members shall be elected by the Board, on the recommendation of the Nominating and Governance Committee, and generally at the annual organizational meeting of the Board, and shall hold office until their resignation or until their successors shall be duly elected and qualified.

All members of the Committee shall qualify as "independent directors" for purposes of the listing rules of The NASDAQ Stock Market, LLC, as such rules may be changed from time to time; provided, that any non-independent director serving on the Committee pursuant to the "exceptional and limited circumstances" exception available under NASDAQ listing rules may not serve on the Committee for more than two years; and provided, further, that such non-independent director may not be permitted to serve as chairperson of the Committee.

#### **B. Removal**

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Chairman of the Nominating and Governance Committee, or the Secretary of the Company (unless the notice specifies a later time for the effectiveness of such resignation). The Nominating and Governance Committee may recommend and the Board may elect a successor to assume the available position on the Committee when the resignation becomes effective.

#### **C. Chairperson**

Upon recommendation of the Committee, the Board may designate a chairperson of the Committee (the "Chairperson"). In the absence of such designation by the Board, the members of the Committee may designate a Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda for and the length of meetings and shall have unlimited access to management and to information relating to the Committee's purposes. The Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

#### **D. Meetings, Minutes, and Reporting**

The Nominating and Governance Committee shall meet at least twice a year and at such other times as it deems necessary to carry out its responsibilities. The Chair of the Committee and/or the Board may call such meetings. All Committee members are expected to attend each meeting, in person or via tele- or video-conference. An agenda and other briefing materials, as appropriate, will be prepared and provided to Committee members in advance of the meeting.

The Committee shall keep minutes of the proceedings of the Committee. In addition to the specific matters set forth herein requiring reports by the Committee to the full Board, the Committee shall report such other significant matters as it deems necessary concerning its activities to the full Board. The Committee may appoint a Secretary whose duties and responsibilities shall be to keep records of the proceedings of the Committee for the purposes of reporting Committee

activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a member of the Committee or a director and shall have no membership or voting rights by virtue of the position.

#### E. Delegation

The Committee may, by resolution passed by a majority of the Committee members, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee, to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board when required.

#### F. Authority to Retain Advisors

In the course of its duties, the Committee shall have the authority, at the Company's expense and without needing to seek approval from the Board for the retention of such advisors or consultants, to retain and terminate consultants, legal counsel, or other advisors, as the Committee deems advisable, including the sole authority to approve any such advisors' fees and other retention terms.

### III. DUTIES AND RESPONSIBILITIES

The following shall be recurring duties and responsibilities of the Committee in carrying out its purposes. These duties and responsibilities are set forth below as a guide to the Committee, with the understanding that the Committee may alter or supplement them as appropriate under the circumstances, to the extent permitted by applicable law.

1. Evaluate the current composition, organization and governance of the Board of Directors and its Committees, determine future requirements, and make recommendations to the Board for approval.
2. Determine desired Board member skills and attributes and conduct searches for prospective directors whose skills and attributes reflect those desired. Evaluate and propose nominees for election to the Board of Directors. At a minimum, nominees for service on the Board must meet the threshold requirements set forth in the Company's Policy Regarding Qualifications of Directors and be well-regarded and experienced participants in their field(s) of specialty, familiar at the time of their appointment with the Company's business, willing to devote the time and attention necessary to deepen and refine their understanding of the Company and the issues facing it, and must have an understanding of the demands and responsibilities of service on a public company board of directors. In making such recommendations, the Committee will also consider such qualities as independence from the Company, as the definition of "independence" may be revised from time to time. Each nominee will be considered both on his or her individual merits and in relation to existing or other potential members of the Board, with a view to establishing a well-rounded, diverse, knowledgeable, and experienced Board.
3. Consider shareholder recommendations for the nomination of directors for election to the Board submitted in accordance with the Company's Procedures for Security Holders Submitting Nominating Recommendations. The Committee will consider such candidates in accordance with the Company's Policy on Security Holder Recommendation of Candidates for Election as Directors.
4. Administer the annual Board of Directors performance evaluation process including conducting surveys of director observations, suggestions and preferences.
5. Oversee and assess the effectiveness of the relationship between the Board and management.
6. Evaluate and make recommendations to the Board of Directors concerning the appointment of directors to Board committees as members and as Chairpersons.
7. Review and maintain oversight of matters relating to the independence of Board members and Board Committee members.
8. Evaluate and make recommendations to the Board of Directors concerning the nomination of directors for election, including nominations for election for the annual meeting of the shareholders.
9. Evaluate and recommend termination of membership of individual directors, in accordance with the Board of Directors' governance principles, for cause or for other appropriate reasons.
10. Review, evaluate and approve, as appropriate, any transaction, relationship or other circumstance or situation involving a member of the Board or an executive officer of the Company which presents a potential or actual conflict of the

personal interests of the Board member or executive officer with the interests of the Company.

11. Consider those Security Holder communications received in accordance with the Company's Policy on Security Holder Communications with Directors and addressed to the Board at the next Committee following receipt.
12. Undertake and perform the Committees responsibilities specified in the Company's Policy on Plurality Vote for Director Elections for any matter referred to the Committee in the case a nominee for director in an uncontested election receives a greater number of votes "withheld" from his or her election than votes "for" such election.
13. Annually evaluate the Committee's own performance.
14. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
15. Annually review and reassess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval.
16. Annually review for each director and nominee, the particular experience, qualifications, attributes or skills that contribute to the Board's conclusion that the person should serve or continue to serve as a director for the Company.
17. Perform any other activities consistent with this Charter, the Company's by-laws, and governing law, as the Committee or the Board deems necessary or appropriate.

#### **IV. COMPENSATION**

Committee members shall be compensated by the Company solely in the form of directors' fees, which may be paid in cash or equity of the Company. Committee members may, however, receive different compensation than that received for Board service by other Board members, in light of the nature of their responsibilities to the Company.

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