



Corporate Governance Principles

The following Corporate Governance Principles (the “Principles”) have been adopted by the Board of Directors (the “Board”) of Myriad Genetics, Inc. (the “Company” or “Myriad”). These Principles, along with the charters of the individual committees of the Board, the Company’s Code of Conduct, as well as the Company’s Restated Certificate of Incorporation, as amended, and Restated By-laws, as amended (the “By-Laws”), provide the framework for the corporate governance of Myriad.

1. Role of the Board and Management.

The role of the Board and management is to promote and enhance the long-term value of the Company for its shareholders. The business and affairs of the Company are managed by and under the direction of the Board, except for those matters reserved to the shareholders. The day to day affairs of Myriad are conducted by the Company’s employees, managers and officers under the direction of the President and Chief Executive Officer.

2. Functions of the Board

The Board regularly meets to review and discuss the reports of management on the performance of the Company and on Company plans, both short-term and long-term. Each member of the Board is expected to prepare for, attend and participate in all meetings of the Board, and applicable Board committee meetings, and to be available as needed to advise the Chief Executive Officer and executive officers on matters of importance to the Board. Additionally, all members of the Board are expected to attend the Company’s annual meeting of shareholders. In addition to its general oversight responsibilities, the Board and its committees also perform various specific functions, including:

- Selecting the President and CEO.
- Approving the executive officers of the Company.
- Evaluating the performance of the executive officers, including the President and CEO, and determining their compensation.
- Succession planning for the President and CEO and oversight for succession planning of the executive officers of the Company.
- Providing advice and oversight on the compensation of Company employees.
- Reviewing and approving fundamental financial and business strategies of the Company, as well as reviewing and approving major corporate actions.
- Assessing major risks facing the Company, and reviewing alternatives for the mitigation of such risks.
- Nominating directors and establishing Board committees.
- Ensuring processes are in place for maintaining the integrity of the Company, including the integrity of its financial reports, compliance with laws and regulations, and compliance with the Company Code of Conduct.

3. Board Qualifications

A director should possess the highest personal and professional standards of integrity and ethical values. Each director must be committed to promoting and enhancing the value of the Company for its shareholders. Directors should possess mature and objective business judgment and expertise. The goal is to have a diverse Board representing various business experience and acumen in a variety of disciplines, with particular experience in those areas that are material and relevant to the Company's business activities.

4. Board Independence

A majority of the Board shall be independent directors under the rules of the Nasdaq Stock Market.

5. Code of Conduct

The Board and the employees of the Company are governed by a Code of Conduct and Ethics which sets forth the principles of business conduct and ethics expected to be followed. The Company has adopted a policy establishing procedures for handling complaints regarding Code of Conduct matters, including the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters.

6. Board Meetings

The Board generally meets four times a year in regularly scheduled meetings, and in additional special meetings as needed. The Board regularly meets in executive sessions of the independent directors.

7. Agenda for Meetings

The Board Chair and President and CEO of the Company set the agenda for Board meetings. Any member of the Board may request an item to be included on the agenda of the Board.

8. Board Evaluations

Under the direction of the Nominating, Environmental, Social and Governance Committee, the Board conducts board performance evaluations.

9. Authority to Hire Advisors

The Board, and each of its committees, has the authority to hire independent advisors to assist in carrying out Board and committee responsibilities.

10. Access to Management

Management provides regular reports to the Board regarding the activities and business plans and strategies of the Company. The Board has free access to management and Company employees.

11. Retirement; Tenure; Change of Responsibility of Director; Unsuccessful Incumbent Director

Any director who reaches the age of 75 while serving as a director will retire from the Board effective at the end of his or her then current term, although the Board may waive this limitation if it determines such waiver to be in the best interests of the Company.

The Board does not believe it should establish term limits. Term limits could result in the loss of directors who have developed over a period of time increasing insight into the Company and its operations and an institutional memory that benefits the entire membership of the Board as well as management. As an alternative to term limits, the Nominating, Environmental, Social and Governance Committee shall review each director's continuation on the Board at least once every three years. The Nominating, Environmental, Social and Governance Committee shall consider the issue of continuing director tenure and take appropriate steps to ensure that the membership of the Board is suitably diverse and periodically refreshed.

Directors who retire or change their employment or position while they are a member of the Board should promptly advise the Board Chair of such change. The Board shall then review the continued appropriateness of Board membership under such circumstances.

The Board believes that the continuation of a former Chief Executive Officer of the Company on the Board is a matter to be decided in each individual instance by the Board, upon recommendation of the Nominating, Environmental, Social and Governance Committee. Accordingly, when the Chief Executive Officer ceases to serve in that position, he or she will resign from the Board unless the Nominating, Environmental, Social and Governance Committee recommends and the Board decides that he or she should continue to serve as a director.

An incumbent director who fails to receive a majority of the votes cast (as defined in the By-Laws) in an election that is not a contested election (as defined in the By-Laws) and who has tendered his or her resignation pursuant to the By-Laws shall remain active and engaged in Board activities while the Nominating, Environmental, Social and Governance Committee considers and the Board decides whether to accept or reject such resignation, or whether other action should be taken; provided, however, it is expected that such incumbent director shall not participate in any proceedings by the Nominating, Environmental, Social and Governance Committee or the Board regarding whether to accept or reject such director's resignation, or whether to take other action with respect to such director.

12. Board Committees

From time to time, the Board may establish committees to assist the Board in carrying out its responsibilities. Presently, there are four committees of the Board: Audit and Finance, Compensation and Human Capital, Nominating, Environmental, Social and Governance and Research and Product Innovation. The Board has established a charter for each of these committees. Each committee regularly reports to the full Board on its activities. The Nominating, Environmental, Social and Governance Committee, Compensation and Human Capital Committee and Audit and Finance Committee shall be composed entirely of independent directors under the rules of the Nasdaq Stock Market. The Board has established a process for

the assignment of committee members, but the Board does not have a requirement for rotation of Committee memberships.

13. Security Holder Communications

The Company encourages communication between its security holders and the Board. The Company has adopted a policy under which Company security holders may communicate with the Board or any of its individual members. The Company has also adopted a policy under which certain Company security holders may make recommendations for the nomination of directors to the Nominating, Environmental, Social and Governance Committee.

14. Service on Public Company Boards

In order to facilitate that members of the Company's Board devote adequate time and attention to their responsibilities as a member of the Board, no Director shall serve on more than five public company boards (including the Company's Board), and no Director who is an executive officer of a public company shall serve on more than two public company boards (including the Company's Board).

15. Miscellaneous

Board orientation is provided for new members of the Board.

16. Amendment of Principles

These Corporate Governance Principles may be amended by the Board from time to time as deemed appropriate to best serve the interests of the Company.

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