



## **EXACT SCIENCES CORPORATION**

### **CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

#### **Purpose**

The primary purposes of the Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Exact Sciences Corporation (the "Company") are to (1) recommend to the Board persons to serve as members of the Board, (2) assist the Board in evaluating the performance of the Board and (3) review and make recommendations to the Board on corporate governance matters.

In addition, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

#### **Composition**

The members of the Committee and its chairperson shall be appointed by, and will serve at the discretion of, the Board. The Committee shall be comprised of at least two members of the Board, and each member of the Committee shall meet the independence requirements of the Securities and Exchange Commission and the Nasdaq Stock Market. At any time that the Company does not have an independent chairman of the board, the chairperson of the Committee shall also serve as the Company's Lead Independent Director with the duties set forth on Exhibit A attached hereto.

#### **Authority and Responsibilities**

The Board delegates certain responsibilities and duties to the Committee to assist the Board in fulfilling its oversight responsibilities. The responsibilities of the Committee shall include:

1. Identify the skill set, qualifications and other criteria which should be present in the Board and identify gaps between the current and desired skill set, qualifications and other criteria.
2. Develop a Board recruitment strategy and oversee search activity, including reviewing the qualifications of potential candidates and interviewing candidates.
3. Formulate and recommend for adoption to the Board a policy regarding the qualifications, skills and other attributes the Company seeks in nominees for election to the Board.
4. Recommend to the Board:
  - the persons to be nominated by the Board for election to the Board by stockholders at each annual meeting of stockholders and

- the persons to be appointed to fill any vacancy on the Board which shall occur for any reason.
5. Formulate and recommend for adoption to the Board a policy regarding consideration of nominees for election to the board of directors who are recommended by security holders of the Company and consider the recommendation of Board candidates submitted from the stockholders of the Company in accordance with such policies.
  6. Recommend appointments to committees of the Board and chairpersons for such committees.
  7. Review the appropriateness of Board committees and the need for additional committees.
  8. Review from time to time the size and composition of the Board and recommend any changes it deems advisable.
  9. Annually review the status of each member of the Board as independent or not independent and submit a report on the subject to the Board.
  10. Review any meaningful change in the professional circumstances or job responsibilities of each of the directors and recommend appropriate action, if any, to the Board.
  11. Facilitate an annual assessment by Board members of the performance of the Board and the Board committees.
  12. Develop and recommend a CEO succession plan to the Board.
  13. Advise the Board regarding the appropriate board leadership structure for the Company, including whether the Board should have an independent chairman.
  14. Review and assess corporate governance guidelines for the Company, including the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics, and recommend any proposed changes to the Board for approval.
  15. Be available to the Board and members of the Company's senior management team to consult with and to resolve reported violations or instances of non-compliance with the Company's Corporate Governance Guidelines or Code of Business Conduct and Ethics.
  16. Exercise authority to hire and terminate any search firm or other advisor to be used to help the Committee carry out its responsibilities.
  17. Develop an orientation program for each new director which is designed to familiarize the new director with the Company's business and strategic plans, key policies and practices, principal officers and management structure, auditing and compliance processes and its Code of Business Conduct and Ethics, and otherwise monitor the orientation and training needs of directors and recommend action to the Board and management where appropriate.
  18. Review and assess the adequacy of the Corporation's director and officer liability insurance coverage, and make recommendations to the Board thereon.

19. Maintain practices and procedures to ensure Committee members receive adequate continuing education concerning significant governance developments and topics that impact the functions of the Committee.
20. Report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
21. Perform other responsibilities reasonably related to the responsibilities specified above or otherwise delegated to the Committee by the Board.

### **Meetings; Action by Written Consent**

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than once annually. As it deems appropriate, the Committee will meet with and receive reports from members of the Company's management team. One-third of the members of the Committee shall constitute a quorum unless the Committee shall consist of one or two members, in which event one member shall constitute a quorum. All matters shall be determined by a majority vote of the members present. Action may be taken by the Committee without a meeting if all members consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Committee.

### **External Advisors; Delegation**

To the extent deemed necessary by the Committee, it shall have the authority to engage outside counsel, independent consultants and other experts at the Company's expense to review any matter under its responsibility. The Committee may form, and delegate authority to, subcommittees when it deems appropriate.

### **Evaluation and Charter Review**

The performance of the Committee shall be evaluated annually by the Committee. The Committee shall review and assess the adequacy of this Charter annually and at such other intervals as the Committee determines.

### **Other**

Any amendment or other modification of this Charter shall be made and approved by the Board. This Charter shall be made available to the public on the Company's web site.

Adopted Effective October 25, 2012

## **Exhibit A**

### POSITION DESCRIPTION

#### LEAD INDEPENDENT DIRECTOR

The Lead Independent Director is responsible for coordinating the activities of the Board's independent directors. Specific responsibilities are as follows:

1. Counsel the CEO on issues of interest/concern to the independent directors;
2. Coordinate, develop the agenda for and chair executive sessions of the Board's independent directors; act as principal liaison between the independent directors and the CEO on sensitive issues;
3. Lead the Committee's annual CEO review process and meet with the CEO to discuss the evaluation;
4. Review recommendations for retention of consultants who report directly to the Board;
5. Provide the Board's chairperson with input as to the preparation of the agenda for Board meetings; and
6. Advise the Board's chairperson as to the quantity, quality and timeliness of the flow of information from management to the independent directors.