



EXACT SCIENCES CORPORATION

INNOVATION, TECHNOLOGY & PIPELINE COMMITTEE CHARTER

Purpose

The primary purposes of the Innovation, Technology & Pipeline Committee (the “Committee”) of the Board of Directors (the “Board”) of Exact Sciences Corporation (the “Company”) are to (1) assist the Board in providing counsel to the Company’s senior management on strategic innovation and technology matters, including pipeline product development, mergers and acquisitions, and related personnel development and (2) assist the Board and management in implementing appropriate advisory and thought-leader interactions.

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 made up of at least three members of the Board.

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. Interacting with management and external advisors to develop insights and recommendations regarding the Company’s approach to pipeline development and technical and commercial innovation including:
 - Maintaining alignment between strategic commercial objectives and the Company’s product development pipeline, new technology innovations consistent with the strategic direction of the Company;
 - Assisting management in the identification, evaluation and oversight of appropriate pipeline, technology, and product development investments;
 - Working with management to prioritize medical, clinical innovative technology needs that can effectively be addressed by the Company;
 - Development of measurement and tracking methods for significant pipeline, product development and other innovation projects;

- Development, oversight and review of key product development and other technical personnel;
 - Establishment of practices and procedures to ensure that the Company's existing and new product technologies are developed and commercialized according to proper safety, health and regulatory compliance principles; and
 - Assessment of new and existing intellectual property assets and risks.
2. Supporting the recruitment and development of, and interacting with, the Company's scientific advisory board.
 3. Providing an early assessment of, and acting as a sounding board to management with regard to, merger and acquisition opportunities that would expand the Company's pipeline or product/service offerings.
 4. Providing feedback and input regarding the Company's development of innovative new business models, strategies and tactics.

The Committee shall regularly consult with management and the Board concerning identified risks related to the development, acquisition, management and commercialization of the Company's product technologies.

The Committee shall 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.

External Advisors; Thought Leaders

The Committee may, at the Company's expense, engage external advisors and thought-leaders to help guide its efforts.

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, provided that the Committee shall meet not less than twice a year with the Company's pipeline leadership team at the Company's headquarters in Madison, Wisconsin. The Committee may invite members of management and others to attend meetings and provide pertinent information. 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.

Delegation

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 the adequacy of this Charter annually or 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, 2018