

**EXACT SCIENCES CORPORATION**  
**Code of Business Conduct and Ethics**

**A MESSAGE FROM THE BOARD OF DIRECTORS**

At Exact Sciences Corporation (collectively with its subsidiaries, the “Company”), we believe that conducting business ethically is critical to our long-term success. Ethics, integrity, and honesty are the foundations upon which we build our reputation and our competitive excellence. We expect every director, officer, and employee to practice the highest standards of conduct in every business relationship – within the Company and with our customers, business partners, and competitors.

It is important that each officer, director and employee of the Company clearly understands and abides by the Company’s commitment to ethics, integrity, and honesty. We must comply with applicable laws, rules and regulations in all aspects of our operations. Our steadfast commitment to the highest professional standards is essential to our continued success.

To that end, the Board of Directors of the Company has adopted this Code of Business Conduct and Ethics.

**INTRODUCTION**

This Code of Business Conduct and Ethics (the “Code”) applies to all directors, officers, and employees of the Company. The Company has issued this Code to deter wrongdoing and to promote:

- honest and ethical conduct by everyone associated with the Company, including the ethical handling of actual or apparent conflicts of interest;
- full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company submits to the United States Securities and Exchange Commission (“SEC”) and in the Company’s other public communications;
- compliance with all governmental laws, rules, and regulations (collectively, “Applicable Laws”), including all federal securities laws, rules and regulations (collectively, “Securities Laws”);
- the prompt internal reporting of any violations of this Code to the appropriate person at the Company; and
- accountability for adherence to the Code.

The effectiveness of this Code depends in part on the cooperation of all directors, officers, and employees in promptly disclosing to the designated persons within the Company any conduct believed to violate the standards described in this Code. The Company has established procedures to ensure that you may report any suspected violations anonymously. The Company expressly prohibits retaliation of any kind against anyone who in good faith reports suspected misconduct.

The Company seeks to foster a culture of compliance with Applicable Laws and the highest standards of business conduct. Everyone at the Company shall promote this culture of compliance. Suspected violations of this Code or Applicable Laws must be reported, and the Company will take appropriate steps to investigate them internally. Violators shall be subject to discipline, as deemed appropriate by the Company in its sole discretion, including immediate termination. This Code is neither a contract nor a comprehensive manual that covers every situation you might encounter. This Code creates no contractual rights. If you have any questions about the provisions of this Code, or about how you should conduct yourself in a particular situation, you should consult your supervisor or department head, the Company’s Chief Compliance Counsel or the Company’s General Counsel.

## STANDARDS OF CONDUCT

### **Conflicts of Interest and Corporate Opportunities**

You must ensure that any financial, business, or other activities in which you are involved outside the workplace are free of conflicts with your responsibilities to the Company. A “conflict of interest” may occur when your private interest in any way interferes – or even appears to interfere – with the interests of the Company. A conflict situation can arise when a person has interests that may impair the objective performance of his or her duties to the Company. Conflicts of interest may also arise when a person (or his or her family member) receives improper personal benefits as a result of his or her position in the Company.

You must disclose any matter that you believe might raise doubt regarding your ability to act objectively and in the Company’s best interest. The following is a non-exhaustive list of examples of situations involving potential conflicts of interest that should be disclosed:

- any Company loan to any employee, officer, or director, or Company guarantee of any personal obligation;
- employment by or acting independently as a consultant to a Company competitor, customer, or supplier;
- directing Company business to any entity in which an employee or close family member has a substantial interest;
- owning, or owning a substantial interest in, any competitor, customer, or supplier of the Company;
- using Company assets, intellectual property, or other resources for personal gain; and
- accepting anything of more than nominal value – such as gifts, discounts, or compensation – from an individual or entity that does or seeks to do business with the Company, other than routine entertainment and meals that are business related.

Directors and officers shall disclose any actual or apparent conflict situation to the Chief Compliance Counsel and to the Audit and Finance Committee. Employees who are not officers shall disclose all such situations of which they are aware to an appropriate supervisor or department head, or to the Chief Compliance Counsel. All supervisors and department heads who receive such reports must forward them promptly to the Chief Compliance Counsel.

You owe a duty to the Company to advance its legitimate interests. Thus you may not (i) take for yourself corporate opportunities that are discovered through the use of Company property, information or position, without first offering such opportunities to the Company; (ii) use corporate property, information, or position for personal gain; or (iii) compete with the Company. Further, you must comply with all your obligations under any non-competition, non-solicitation and no-interference (or similar arrangement) between you and the Company.

Directors and officers of the Company must adhere to their fundamental duties of good faith, due care, and loyalty owed to the Company and its stockholders, and to act at all times with the Company’s and its stockholders’ best interests in mind. Any business arrangements or transactions with the Company in which any directors or officers of the Company have a direct or indirect material financial interest must be approved in accordance with the Company’s Policy and Procedures with Respect to Related Person Transactions.

## **Confidentiality**

You must maintain the confidentiality of business, technical, or other information entrusted to you by the Company, its customers or business partners, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors or harmful to the Company, its customers or business partners if disclosed. This obligation is in addition to the requirements of any confidentiality agreement that you may have entered into with the Company.

Notwithstanding the foregoing, nothing in this Code, any other Company policy or code, or in any agreement between you and the Company prevents you from reporting possible violations of federal law or regulation to any governmental agency or entity, including but not limited to the Department of Justice, the Securities and Exchange Commission, the Congress, and any agency Inspector General, or making other disclosures that are protected under the whistleblower provisions of federal law or regulation. Further, you do not need prior authorization from the Company to make any such reports or disclosures, nor are you required to notify any party that you have made such reports or disclosures.

## **Fair Dealing**

You must act fairly, honestly, and in good faith in any dealings on behalf of the Company with any of its customers, suppliers, competitors, employees, and all others. You may not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

## **Protection and Proper Use of Company Assets**

You must protect and seek to ensure the efficient use of Company assets. You should protect against the improper disclosure, theft, or misuse of the Company's intellectual and physical property. Unauthorized or improper disclosure, theft, or misuse of any such Company property is strictly prohibited. The Company's assets, including e-mail and all computer systems, should be used only for the Company's legitimate business purposes. The content of the Company's electronic communication infrastructure (e-mail, voicemail, Internet access) is not protected by any right of personal privacy, and the Company can access and monitor it at any time without notice.

## **Cybersecurity**

The Company has a strong commitment to information security and the prevention of cyber-attacks. This commitment is vitally important to sustaining compliance and competitiveness and protecting our reputation in the marketplace. Security controls are in place and reviewed continuously to protect against emerging cyber threats. The Company reserves the right, without notice, to monitor the use of the Company information systems in order to, among other things, ensure the integrity of the systems and identify unauthorized use, access or release of Company data and systems.

You are personally responsible for knowing and complying with the Company's information security policies and practices and those of third-parties that apply to the Company. The inappropriate use of information technology or data may expose the Company to risks, including cyber-attacks and security breaches of information technology. Do not intentionally compromise or subvert the Company's cybersecurity controls. You must be careful when handling information tools and systems in order not to inadvertently allow unauthorized access to confidential information. You must report any suspected cybersecurity exposures or incidents to your manager or the IT Department immediately.

## **Compliance with Laws, Rules, and Regulations**

The Company is committed to compliance with Applicable Laws. The Company also maintains policies regarding such matters as insider trading, fair employment practices, drugs and alcohol, and sexual and other harassment that can be obtained from the Company's Chief Compliance Counsel. These policies may also be found in the Exact Sciences Employee Handbook.

Each and every director, officer, and employee must comply with Applicable Laws. Questions or concerns about compliance issues should be raised by any of the means indicated under "Reporting and Enforcement Mechanisms" below.

### *Compliance with Antitrust and Competition Laws*

The Company supports the principles and philosophy embodied in antitrust and competition laws in any location where the Company does business. It is the Company's policy to comply with the laws that apply to its operations in the United States and throughout the world. This brief commentary is not intended to provide employees with all answers to antitrust questions. Rather, it is designed to help employees recognize situations that have antitrust implications so that they will know when to seek advice.

Described in general terms, antitrust and competition laws are designed to prevent unfair, restrictive, or collusive practices and, thus, to promote healthy competition in open markets within the free enterprise system and enhance the benefits of product innovation. Antitrust and competition laws of the United States, the European Union, and other countries abroad reflect these policies. Because the antitrust and competition laws are very technical and vary from country to country, it is essential that employees obtain legal advice before considering any activities of the type described in the following paragraphs. In many countries, agreements with competitors to fix prices, to make collusive bids, to allocate markets or customers, or to refuse to do business violate the law. In addition, certain cooperative activities in the area of pricing, such as the exchange of current or future price information or marketing plans with competitors, should be avoided.

The following practices are prohibited:

1. Any understanding, plan, or agreement with a competitor regarding:
  - prices
  - price changes
  - bids
  - discounts
  - promotions
  - rebates
  - terms and conditions of sales
  - profits
  - any other matter relating to or affecting price
2. Discussions with a competitor or exchanging information with a competitor about any of the previously listed matters.
3. Discussions, plans, or agreements with competitors to allocate customers, divide territories, or control or limit production or research.

4. Discussions, plans, or agreements with competitors to refrain from doing business with a particular company or to limit doing business with a particular company.

Joint activity or joint projects with competitors or others should be closely monitored, with the advice of legal counsel, to ensure the legality of the operation. Review by counsel must be obtained before undertaking any such project, and also as it develops.

Employees are permitted to attend trade association meetings. These include associations of customers as well as trade associations of the industries in which the Company is involved. However, trade association meetings are a favorite area of examination by antitrust enforcement officials. It is important that employees be particularly careful to conduct themselves in a manner that is above suspicion when attending these meetings. The following rules should be followed:

1. Attend only meetings of legitimate trade and professional associations held for proper business, medical, scientific, or professional purposes.

2. Apart from purely social affairs, never attend informal gatherings of representatives of competitors before, during, or after the formal business sessions of a trade association meeting. Such informal meetings are always suspect.

3. Take no part in, or even listen to, any discussions of price, terms of sales, boycotts, or blacklists at an association meeting. However, discussions of general economic trends and government restrictions and programs may be proper. If the discussion at an association meeting turns to the subject of competitors' pricing or other prohibited topics, leave the room and notify the Company's Chief Compliance Counsel immediately.

4. If the agenda of an upcoming association meeting indicates questionable subjects, check in advance with the Company's Chief Compliance Counsel before attending.

5. Advise the Company's Chief Compliance Counsel promptly of any activity of an association that may appear to be illegal or even suspicious.

#### *Diagnostic Product and Laboratory Service Laws and Regulations*

The Company's products and services are subject to a variety of complex federal, state, local and foreign laws and regulations that govern diagnostic products and laboratory services. These laws and regulations include, but are not limited to, United States Food and Drug Administration ("FDA") regulations. Some of the Company's products and services may be subject to the strictest level of such laws and regulations. Each employee must be familiar with those laws and regulations that affect his or her responsibilities. The Company is committed to complying with all such laws and regulations.

#### *Relationships with Physicians and Customers*

Most countries in which the Company does business have laws and regulations that prohibit certain payments and donations to physicians and customers. One example is the United States Medicare/Medicaid Antifraud Statute. The Company's policy is to comply with all such laws and regulations. These are too complicated to be summarized in this Code. In addition to complying with such laws and regulations, Company directors, officers and employees must comply with the Company's Code of Conduct on Interactions with Health Care Professionals (the "Company Interactions Code") as well as all Company compliance policies (the "Compliance Policies"). The Company Interactions Code incorporates the terms and requirements of the AdvaMed Code of Ethics on Interactions with Health Care

Professionals (the “AdvaMed Code”). Each director, officer and employee must be familiar with and comply with the Company Interactions Code, including the AdvaMed Code, and the Compliance Policies.

#### *Dealing with Government Employees*

Directors, officers and employees of the Company must respect the laws and regulations that affect government employees in any dealings with them. In dealing with U.S. government employees or U.S. state government employees, this means not providing or offering to provide anything of value—even normal business courtesies such as paying for lunch. Directors, officers and employees must always be honest when dealing with government employees. This means not guessing or speculating if asked a question. No director, officer or employee will make any false certification to a government employee. The Company’s Chief Compliance Counsel will be consulted prior to offering employment to anyone who is a government employee.

#### *Payments to Government Officials*

No payment shall be made by the Company to any government official for the purpose of influencing any of the official’s acts or decisions, or inducing the official to use personal influence to affect any governmental act or decision. “Payment” means a transfer of money, a gift, or an offer or promise to give anything of value, whether made directly or indirectly, through trade associations, agents, consultants, or others. “Government Official” includes an officer or employee or any person acting for or on behalf of a government or a government unit.

#### *U.S. Foreign Corrupt Practices Act*

Many countries have laws that prohibit the payment of bribes to government officials. The U.S. Foreign Corrupt Practices Act (“FCPA”) also prohibits the Company from making payments to officials of governments outside the U.S. for the purpose of obtaining favorable government action or keeping government business. Specifically, this law prohibits the Company from directly or indirectly offering, promising to pay, or paying money or anything of value to government officials for the purpose of:

- Influencing the acts or decisions of the official.
- Inducing the official to act or failing to act in violation of his or her duties.
- Inducing the official to use his or her influence to assist in obtaining or retaining business for or directing business to any person.

The law also prohibits using intermediaries (for example, foreign affiliates, agents, and consultants) to channel payments to government officials for the same purposes. This law applies to the Company and all employees and agents of the Company, regardless of their residence or nationality.

To promote compliance with the FCPA and similar laws, the Company has adopted a Foreign Corrupt Practices Act Compliance Policy, which applies to all of the Company’s directors, officers and employees as well as “Business Partners” as defined therein.

#### *Compliance with Securities Laws*

The primary objective of the Securities Laws is to ensure that the public has accurate and complete information on which to base investment decisions. In furtherance of the commitment of the Company to furnish full, fair, accurate, timely and understandable disclosure in accordance with the Securities Laws, the Company has adopted Disclosure Controls and Procedures which incorporate the Company’s policies and procedures concerning internal financial controls. These policies and procedures must be strictly

adhered to. If you obtain information causing you to believe that the Company's books or records are not being maintained, or that its financial condition or results of operations are not being disclosed, in accordance with these controls and procedures, you must report the matter directly as required by the Company's Whistleblower Policy.

Regulation FD restricts the selective disclosure of material non-public information concerning the Company. In order to promote compliance with Regulation FD, the Company has adopted a Corporate Communications Fair Disclosure Policy which applies to all of the Company's directors, officers, employees, consultants and contractors and limits to a select group of executives the responsibility of communicating with investors and securities analysts.

To promote compliance with applicable securities trading laws, the Company has adopted an Insider Trading Policy, which applies to all of the Company's directors, officers, employees, consultants and contractors and governs transactions involving the Company's securities.

### **Scientific Integrity**

The design, development, testing, verification and validation of molecular diagnostic products and services are at the core of the Company's business. These processes require rigorous use of scientific methods and engineering principles. This work must be conducted with attention to detail and the highest standard of professional care. No false or inaccurate data should ever be recorded as part of these processes.

### **Patient Privacy**

As part of its business, the Company may obtain medical information and other information about patients. This information may be contained in records obtained as part of a clinical study, patient service and tracking records, vigilance records, records obtained while providing technical support or other records. All such records and information are to be treated as confidential and should be maintained and safeguarded in accordance with applicable laws, rules and regulations, including without limitation the Health Insurance Portability and Accountability Act ("HIPAA"). Only employees who need to use this information as part of their jobs are to be given access to it. Such information can be shared with the patient, the patient's physician and, when required, government agencies such as the FDA and the courts. It is permissible to communicate the information to physicians through agents of the physician. In the event any other person requests such information, the request shall be forwarded to the Company's Chief Compliance Counsel.

### **Health and Safety**

The Company is committed to providing safe and healthful working conditions for its employees, contractors, and visitors. The Company will conduct all operations and activities in a manner that protects human health and the quality of life. The Company recognizes that the responsibilities for safe and healthful working conditions are shared in the following ways:

1. The Company will establish and implement health and safety programs and policies and provide the safeguards required to ensure safe and healthful conditions;
2. Supervisors and managers will create an environment where employees have genuine concern for safety and all operations are performed with the utmost regard for the safety and health of all personnel involved; and

3. All employees are expected to conduct their work in a safe manner and comply with all health and safety programs, policies, procedures, and laws.

No employee may bring a firearm, weapon or explosive substance into the workplace. The prohibition on firearms and weapons does not apply to security guards who are licensed and expressly authorized to carry a firearm or weapon.

### **The Environment**

The Company is committed to operating its businesses and facilities and to producing its products in a manner that respects and protects human health and the environment. The Company requires that its operations are in compliance with all national, regional, and local regulations relating to the environment, such as those affecting air emissions, water purity and waste disposal. Compliance with legal requirements is only a minimum standard. All employees are expected to be alert to environmental issues. Employees with responsibilities in any of these areas are expected to inform themselves of all standards applicable to their activities and to inquire of management if they are unsure of the requirements affecting their responsibilities.

### **Discrimination and Harassment**

The Company is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples of prohibited conduct include derogatory comments based on race, gender, ethnicity or sexual preference and unwelcome sexual advances.

More specific and detailed policies regarding discrimination, harassment and similar matters may be found in the Exact Sciences Employee Handbook.

### **Media Relations and Speaking Publicly**

Since the Company's reputation is one of its most important assets and because of the need to provide honest and consistent responses to the media, all inquiries and contacts from the media must be directed to one of the following officers (each a "Designated Media Contact"): (i) Chief Executive Officer, (ii) Chief Financial Officer, (iii) President, Cologuard or (iv) Senior Director, Corporate Communications. Unless a Designated Media Contact specifically authorizes an employee to speak on behalf of the Company, employees must refer members of the media to a Designated Media Officer and may not make any comments on behalf of the Company, whether officially or "off the record." All press releases concerning the Company are to be issued only with the approval of a Designated Media Contact.

Employees communicating in any public venue or forum (whether by publishing or posting any material in written or electronic format (including articles, social media postings, blogs, videos or other media), giving interviews or making public appearances) must not give the appearance of speaking or acting on the Company's behalf without the prior approval of a Designated Media Contact.

No employee may disclose any confidential Company business-related information in connection with any such communication, such as information concerning the Company's customers, technologies, products or services without the prior approval of the Chief Executive Officer, Chief Financial Officer or General Counsel.

For policies with respect to communications with investors and securities analysts, rather than members of the media, please refer to the Company's Corporate Communications Fair Disclosure Policy. To assist

employees in making compliant and responsible decisions about their use of social media, the Company has adopted a Social Media Policy.

### **REPORTING AND ENFORCEMENT MECHANISMS**

Among your most important responsibilities in this Company are the obligations to (1) comply with this Code and all Applicable Laws, including Securities Laws, and (2) report any situation or conduct you believe may constitute a possible violation of this Code or Applicable Laws.

If you should learn of a potential or suspected violation of this Code, you have an obligation to report the relevant information to one of the persons listed below. You may address questions about ethics issues and raise any concerns about a possible violation of this Code or Applicable Laws to:

- a supervisor or department head;
- the Company's Chief Compliance Counsel; and/or
- the Company General Counsel.

Frequently, a supervisor or department head will be in the best position to resolve the issue quickly. However, you may also raise any question or concern with any of the other persons listed above. You may do so orally or in writing and, if preferred, anonymously.

***If the issue or concern relates to the Company's financial statement disclosures, accounting practices, internal controls or auditing matters or possible violations of the federal securities laws or the rules or regulations promulgated thereunder, you are required to promptly report it pursuant to the procedures set forth in the Company's Whistleblower Policy. In accordance with the Company's Whistleblower Policy, such report may be anonymous.***

### **POLICY AGAINST RETALIATION**

The Company will not tolerate retaliation in any form against any person who in good faith reports suspected violations of the Code, voices other ethical concerns, or who is involved on the Company's behalf in investigating or helping to resolve any such issue. The Company will not discharge, demote, suspend, threaten, harass, or in any other manner discriminate against any employee for providing information, causing information to be provided, or otherwise assisting in an investigation of any conduct that such person reasonably and in good faith believes constitutes a violation of this Code. Any acts of retaliation against an employee for any such conduct will be treated as a serious violation of this Code and may result in discipline, including immediate termination by the Company and/or criminal or civil sanctions. If you believe you have been subjected to such retaliation, you should report the situation as soon as possible to the Company's Chief Compliance Counsel or to the Company's legal counsel.

### **PENALTIES FOR VIOLATIONS**

The Company is committed to taking prompt and consistent action in response to violations of this Code. Any covered person who violates the Code is subject to disciplinary action, including immediate termination. The Company will promptly investigate internally reports of suspected violations. It will evaluate suspected violations on a case-by-case basis and apply an appropriate sanction, including, in its sole discretion, reporting the violation to authorities.

## **WAIVER/AMENDMENTS**

Any of the Chief Executive Officer, General Counsel, Chief Compliance Counsel or the Company's Board of Directors may waive application of any provision of this Code for any persons other than a member of the Company's Board of Directors or an executive officer. Only the Company's Board of Directors may amend any provision of this Code or waive application of this Code for a director or an executive officer. Any waiver for a director or an executive officer shall be disclosed as required by SEC and Nasdaq Stock Market rules.

Adopted Effective October 25, 2018

### **Receipt of Code of Business Conduct and Ethics**

I have received a copy of Exact Sciences Corporation's Code of Business Conduct and Ethics (the "Code") and acknowledge I have read and understand its contents. I understand my obligation to comply with this Code and with the law, and my obligation to report to appropriate personnel within the Company any and all suspected violations of this Code or of applicable laws, rules, or regulations. I understand that the Company expressly prohibits any director, officer, or employee from retaliating against any other such person for reporting suspected violations of the Code or of any laws, rules or regulations. I am familiar with all the resources that are available if I have questions about specific conduct, Company policies, or applicable laws, rules, or regulations.

I understand that nothing contained in this Code may be construed as creating a promise of future benefits or a binding contract with the Company for benefits or for any other purpose.

Printed Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Position: \_\_\_\_\_

Date: \_\_\_\_\_

Please sign and date this receipt and return it to the Chief Compliance Counsel.