

Policy Governing Director Nominations

The Board of Directors (the “Board”) of Exact Sciences Corporation (the “Corporation”) has adopted this Policy Governing Director Nominations in accordance with the proxy disclosure requirements set forth in the rules adopted by the Securities and Exchange Commission (“SEC”) and the corporate governance rules adopted by the Nasdaq Stock Market, Inc. (“Nasdaq”). The Corporation recognizes that its security holders desire increased insight into the Corporation’s director nominations process, and the Corporation endeavors to apply this Policy Governing Director Nominations to that end.

A. IDENTIFYING AND EVALUATING DIRECTOR NOMINEES

1. Responsible Committee.

The Corporate Governance and Nominating Committee (the “Committee”) is responsible for identifying individuals qualified to become members of the Board, and recommending candidates for the Board’s selection as director nominees for election at the next annual or other properly convened meeting of security holders. The Committee shall also recommend candidates for the Board’s committees.

2. Process for Consideration of Nominees.

a. Identification of Candidates. The Committee shall identify candidates for director nominees in consultation with the Chief Executive Officer and Chairman of the Board, through the use of search firms or other advisers or through such other methods as the Committee deems to be helpful to identify candidates, including the processes identified herein. The Committee will also consider director candidates recommended by stockholders.

b. Evaluation Process. Once candidates have been identified, the Committee shall review the qualifications of the director nominees in accordance with Sections B.1 and B.2 below. The Committee may gather information about the candidates through interviews, detailed questionnaires, background checks, or any other means that the Committee deems to be helpful in the evaluation process. The Committee shall then meet as a group to discuss and evaluate the qualities and skills of each candidate, both on an individual basis and taking into account the overall composition and needs of the Board. There shall be no difference in the manner by which the Committee evaluates director nominees, whether nominated by the Board or by a nominating stockholder.

c. Recommendation of Nominees to the Board. Based on the results of the evaluation process, the Committee shall recommend candidates for the Board’s selection as director nominees for election to the Board.

d. Recommendation of Nominees to Board Committees. In consultation with the Chairman of the Board and the Chief Executive Officer, and subject to Section A.1, the Committee shall also recommend candidates for the Board’s selection as nominees for appointment to the committees of the Board.

3. Procedures for Recommendation of Nominees by Stockholders.

The Committee will consider director candidates who are properly recommended by stockholders of the Corporation. Stockholders, in submitting recommendations to the Committee for director candidates, shall follow the following procedures:

a. The Secretary must receive any such recommendation for nomination by a date not later than the close of business on the 120th day nor earlier than the close of business on the 150th day prior to the first anniversary of the date of the proxy statement delivered to stockholders in connection with the preceding year's annual meeting of stockholders; provided, however, that with respect to a special meeting of stockholders called by the Corporation for the purpose of electing directors to the Board of Directors, the Secretary must receive any such recommendation not earlier than the 90th day prior to such special meeting nor later than the later of (x) the close of business on the 60th day prior to such special meeting or (y) the close of business on the 10th day following the day on which a public announcement is first made regarding such special meeting. The Secretary will promptly forward any such recommendation to the Committee.

b. Such recommendation for nomination shall be in writing and shall include the following information:

- i. Name and address of the stockholder making the recommendation, as they appear on the Corporation's books and records, and of such record holder's beneficial owner, if any;
- ii. The class and number of shares of the Corporation's equity that are owned beneficially and held of record by such stockholder and such beneficial owner including all "synthetic equity instruments" (e.g., derivatives, swaps, hedges, etc.), voting rights, rights to fees, dividends, or other material rights;
- iii. A description of the material terms of any agreements, arrangements or understandings (whether or not in writing) entered into between such stockholder or such beneficial owner and any other person for the purpose of acquiring, holding, disposing or voting of any shares of any class of the Corporation's equity;
- iv. Name of the individual recommended for consideration as a director nominee;
- v. A written statement from the security holder making the recommendation stating why such recommended candidate meets the Corporation's criteria for nomination as a director and would be able to fulfill the duties of a director;

- vi. A written statement from the stockholder making the recommendation stating how the recommended candidate meets the independence requirements established by the SEC and Nasdaq;
- vii. A written statement disclosing the recommended candidate's beneficial ownership of the Corporation's securities;
- viii. A written statement disclosing any relationship between the recommended candidate and the Corporation which may constitute a conflict of interest and
- ix. All other information relating to the recommended candidate that would be required to be disclosed in solicitations of proxies for the election of directors or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, including the recommended candidate's written consent to being named in the proxy statement as a nominee and to serving as a director if approved by the Board and elected.

c. Recommendations for nominations may be sent to the attention of the Committee via the method listed below:

U.S. Mail or Expedited Delivery Service:

Exact Sciences Corporation
Chairman of the Corporate Governance and Nominating Committee
c/o Secretary
441 Charmany Drive
Madison, WI 53719

d. Once the Committee receives the recommendation of a candidate, such recommended director nominee shall be evaluated and if appropriate may be recommended to the Board pursuant to Sections A.2.b and A.2.c above.

A stockholder wishing to formally nominate a candidate (as opposed to recommending a candidate for nomination by the Board) must do so by following the procedures described in Article I of the Corporation's Amended and Restated By-laws.

B. DIRECTOR QUALIFICATIONS AND SKILLS

The Corporation seeks directors who possess the qualifications and skills described in this Section B. Moreover, the Corporation evaluates each individual candidate in the context of the overall composition and needs of the Board, with the objective of recommending a group that can best manage the business and affairs of the Corporation and represent security holder interests using its diversity of experience. In addition, nominees for director are selected to have

complementary, rather than overlapping, skill sets. The Committee will consider these and other qualifications, skills and attributes when recommending candidates for the Board's selection as nominees for the Board and as candidates for appointment to the Board's committees.

1. Board Qualifications.

a. Independence. A majority of the members of the Board shall meet the independence requirements promulgated by the SEC, the National Association of Securities Dealers, any exchange upon which securities of the Corporation are traded or any governmental or regulatory body exercising authority over the Corporation (each a "Regulatory Body" and collectively the "Regulatory Bodies"), as in effect from time to time.

b. Qualifications. The Corporation desires that its directors possess certain qualifications, including the following:

- i. Substantial or significant business or professional experience or an understanding of technology, finance, marketing, financial reporting, international business or other disciplines relevant to the business of the Corporation.
- ii. Free from any relationship that, in the opinion of the Board, would interfere or conflict, or appear to interfere or conflict, with the exercise of his or her independent judgment as a member of the Board or of a Board committee.
- iii. Leadership or substantial achievement in his or her particular field;
- iv. Demonstrated ability to exercise sound business judgment;
- v. Integrity and high moral and ethical character;
- vi. Potential to contribute to the diversity of viewpoints, backgrounds, or experiences of the Board as a whole;
- vii. Capacity and desire to represent the balanced, best interests of the Corporation as a whole and not primarily a special interest group or constituency;
- viii. Ability to work well with others;
- ix. High degree of interest in the business of the Corporation;
- x. Dedication to the success of the Corporation;
- xi. Concern for long-term stockholder interests;
- xii. Available time to devote to the activities of the Board; and

xiii. Commitment to responsibilities of a director.

2. Committee Qualifications.

a. Audit Committee. All members of the Audit Committee shall meet the independence and audit committee requirements promulgated by the Regulatory Bodies, as in effect from time to time. All members shall be financially literate and at least one member of the Audit Committee shall qualify as being a “financial expert” as set forth in such committee’s charter.

b. Compensation Committee. All members of the Compensation Committee shall meet the independence and compensation committee requirements promulgated by the Regulatory Bodies, as in effect from time to time.

c. Corporate Governance and Nominating Committee. All members of the Corporate Governance and Nominating Committee shall meet the independence and nominating committee requirements promulgated by the Regulatory Bodies, as in effect from time to time.

d. Other Committees. Members of other committees shall meet such requirements as set forth by the Regulatory Bodies and the Board as the Board deems necessary.

3. Limits on Other Board Memberships and Commitments. The Corporation expects that a director’s existing and future commitments will not materially interfere with such director’s obligations to the Corporation.

The Corporation recognizes that directors should limit the number of boards on which they serve so that they can give proper attention to each board responsibility. However, the philosophy of the Corporation is not to set an invariant limit on the number of boards on which a director may serve. In the event a director wishes to join the board of another company, it is expected that the director will advise the Committee of his or her intention and the Committee will update the Board.

4. Incumbents. For a candidate who is an incumbent director, the Corporation considers the following factors, among others, when considering such individual as a director nominee: such director’s past attendance at meetings and participation in and contributions to the activities of the Board. If such incumbent director has had a significant change in status, such as an employment change, the Corporation shall also take this event into consideration.

5. Amendments. The Committee shall review and assess the adequacy of this Policy Governing Director Nominations, as well as in response to rules promulgated by the Regulatory Bodies. The Corporation will disclose any material changes to this Policy Governing Director Nominations as required by the Regulatory Bodies in the Corporation’s SEC filings.

Adopted Effective April 28, 2011