



## **EXACT SCIENCES CORPORATION**

### **COMPENSATION COMMITTEE CHARTER**

#### **Purpose**

The primary purposes of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Exact Sciences Corporation (the “Company”) are to (1) discharge the Board’s responsibilities relating to compensation of the Company’s executive officers, including approving individual executive officer compensation, (2) advise the Board concerning non-employee director compensation and (3) review and recommend to the Board compensation plans, policies and programs, intended to attract, retain and appropriately reward employees in order to motivate their performance in the achievement of the Company’s business objectives and align their interests with the long-term interests of the Company’s shareholders.

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 (1) meet the independence requirements of the Securities and Exchange Commission and the Nasdaq Stock Market, (2) meet the requirements for a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (3) meet the requirements for an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

#### **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. Establish the Company’s executive compensation philosophy, oversee the Company’s processes and procedures for consideration and determination of executive and director compensation and review and approve all executive compensation and submit it to the Board for its information. In considering and reviewing executive compensation, the Committee shall take into account the objectives of the Company’s compensation programs and all factors it deems relevant to the determination of executive compensation including:
  - What the Company’s compensation program is designed to reward;
  - Each element of compensation and why the Company pays each element;

- How the Company determines the amount to pay for each element;
  - How each compensation element and the Company's decisions regarding that element fit into the Company's overall compensation objectives and affect decisions regarding other elements; and
  - The results of the stockholder advisory votes on executive compensation.
2. Annually, with the independent Chairman or Lead Independent Director, review and evaluate the CEO's performance relative to Company goals and objectives, establish the individual elements of the CEO's total compensation based, in part, on this evaluation and review and approve CEO compensation.
  3. Administer and implement the Company's incentive compensation plans and equity-based plans, including, but not limited to:
    - establishing the performance objectives and weightings utilized in such plans and reviewing achievement of such performance objectives;
    - determining the form of payouts under such plans;
    - approving form award agreements to be used to document awards;
    - approving option grants and restricted share or other awards;
    - interpreting the plans;
    - determining rules and regulations relating to the plans, including establishing grant processes and procedures;
    - approving the modification or cancellation of existing grants or awards; and
    - imposing limitations, restrictions and conditions upon any grant or award as the Committee deems necessary or advisable.
  4. Review and monitor the Company's employee benefit plans and policies, provide oversight of any employee benefit plan, and review and approve adoptions of, and any material amendments to such plans.
  5. Advise on the setting of compensation for officers whose compensation is not subject to Committee approval.
  6. Review and approve, for the CEO and other executive officers of the Company, employment agreements, severance agreements and change in control agreements.
  7. Periodically evaluate and recommend to the Board appropriate compensation for the Company's directors, including compensation and expense reimbursement policies for attendance at Board and committee meetings.

8. Review and discuss with management the Compensation Discussion and Analysis required by Securities and Exchange Commission regulations and, based on such review and discussions, recommend to the Board whether such Compensation Discussion and Analysis should be included in the Company's annual proxy statement.
9. Provide the Compensation Committee Report required to be included in the Company's annual proxy statement.
10. Advise the Board in connection with the Board's recommendation regarding the stockholder advisory vote on the compensation of the Company's executive officers.
11. Evaluate and recommend to the Board the frequency with which the Company's annual proxy statement should solicit a stockholder advisory vote on the compensation of the Company's executive officers.
12. Review and consider the results of the stockholder advisory vote on the compensation of the Company's executive officers.
13. Review incentive compensation arrangements to confirm that incentive pay does not encourage unnecessary risk taking and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and executive compensation.
14. Review and recommend to the Board policies with regard to executive officer and director stock ownership and review compliance with such policies.
15. Maintain practices and procedures to ensure Committee members receive adequate continuing education concerning significant executive compensation and governance developments and topics that impact the functions of the Committee.
16. 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.
17. Perform other responsibilities reasonably related to the responsibilities specified above or otherwise delegated to the Committee by the Board or required under the provisions of any compensation or benefit plan maintained by the Company.

### **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 twice annually. 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 independent legal counsel, independent consultants and other advisors at the Corporation's expense to review any matter under its responsibility. The Committee shall have the sole authority to retain and terminate any independent legal counsel, compensation consultants and other advisors engaged by it, including sole authority to approve fees and other retention terms. With respect to any advice received from a compensation consultant, legal counsel or other adviser the Committee shall take into account independence considerations as required by applicable laws and rules. 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 website.

Adopted Effective October 24, 2014