



**MYRIAD GENETICS, INC.**

**COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER**

**I. PURPOSE**

The purpose of the Compensation and Human Capital Committee (the "Committee") of the Board of Directors of Myriad Genetics, Inc. (the "Company") is:

- (a) To discharge the responsibilities of the Board of Directors of the Company (the "Board of Directors" or "Board") relating to compensation of the Company's directors and executive officers;
- (b) To assist the Board of Directors in establishing appropriate incentive compensation and equity-based plans and to administer such plans;
- (c) To oversee the annual process of evaluation of the performance of the Company's management; and
- (d) To perform such other duties and responsibilities as enumerated in and consistent with this Charter.

**II. COMPOSITION AND DELEGATION**

The Committee shall be comprised of three or more directors as determined by the Board, each of whom shall be independent directors, and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. Committee members shall qualify as "independent directors" for purposes of the listing standards of The Nasdaq Stock Market LLC, as such standards may be changed from time to time. In addition to the general independence standard required for membership on the Committee, the Board must consider all factors relevant to determining whether the director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a Committee member, including the source of compensation of such director, and any affiliate relationships between the director and the Company or any of its subsidiaries. In addition, the director may not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof (other than director fees). To the extent that the Board deems practicable and advisable, all members of the Committee shall also qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as such standards and definitions may be revised or amended from time to time; provided, however, that notwithstanding anything contained herein to the contrary, if not all members of the Committee qualify as non-employee directors, any grant of equity compensation to directors and officers (as defined by Rule 16a-1(f) of the Exchange Act) shall be made by the full Board or a sub-committee of the

Committee comprised of at least two members who qualify as non-employee directors.

Committee members shall be elected by the Board on the recommendation of the Nominating and Governance Committee, and shall hold office until their death, resignation or removal or until their successors shall be duly elected and qualified. Committee members may be removed without cause by the affirmative vote of a majority of the Board. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. The Chair shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

The Committee may, by resolution passed by a majority of the Committee members, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee, to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board when required.

### **III. MEETINGS**

The Committee shall meet at least two times a year and at such other times as it deems necessary to carry out its responsibilities. The Chair of the Committee and/or the Board may call such meetings. The Committee shall keep minutes of the proceedings of the Committee. The Committee may appoint a Secretary whose duties and responsibilities shall be to keep records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a member of the Committee or a Director and shall have no membership or voting rights by virtue of the position. The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases, the President and Chief Executive Officer ("CEO") shall not be present at meetings at which his or her compensation is discussed or determined.

### **IV. RESPONSIBILITIES AND DUTIES**

The following shall be recurring duties and responsibilities of the Committee in carrying out its purposes. These duties and responsibilities are set forth below as a guide to the Committee, with the understanding that the Committee may alter or supplement them as appropriate under the circumstances, to the extent permitted by applicable law.

- (a) Establish a compensation policy for executive officers designed to (i) enhance the profitability of the Company and increase stockholder value, (ii) reward

executive officers for their contribution to the Company's growth and profitability, (iii) recognize individual initiative, leadership, achievement, and other contributions, (iv) provide competitive compensation that will attract and retain qualified executive officers and (v) encourage progress in the area of corporate responsibility, including employee retention, satisfaction, engagement and attrition rates.

- (b) Establish a compensation policy for executive officers which, subject to variation where appropriate, includes (i) base salary, which shall be set on an annual or other periodic basis, (ii) annual or other time- or project-based incentive compensation, to be awarded in cash and/or equity in the Company, which shall be awarded for the achievement of predetermined financial, project, research or other designated objectives of the Company as a whole and of the executive officers individually, and (iii) long-term (multi-year) incentive compensation in the forms of cash, equity in the Company and/or other awards with the goal of aligning, where appropriate, the long-term interests of executive officers with those of the Company's stockholders and otherwise encouraging the achievement of superior results over an extended time period.
- (c) Annually review and approve individual and corporate goals and objectives relevant to each executive officer's compensation, including the President and CEO. Annually report to the independent members of the Board the approved individual and corporate goals and objectives relevant to each executive officer's compensation, including the President and CEO.
- (d) Annually review and evaluate the executive officers' performance, including the President and CEO, in light of their goals and objectives, and determine the executive officers' salary and bonus compensation levels, including the President and CEO, based on this evaluation.
- (e) Periodically, but not less than annually, review and determine incentive compensation in the form of cash and/or equity in the Company, including the award of stock options and restricted stock units, for the executive officers of the Company, including the President and CEO.
- (f) Periodically review and recommend to the Board the compensation of directors and any changes to the Company's Non-Employee Director Compensation Policy.
- (g) Approve employment contracts, retention agreements, severance arrangements, change in control provisions and other agreements for executive officers.
- (h) Approve and administer cash and/or equity awards in the Company's incentive and deferred compensation plans, as they may exist from time to time, for executive officers (including any modification to such plans) and oversight of performance objectives and funding for executive incentive plans.

- (i) Periodically review and make recommendations to the Board with respect to equity-based plans that are subject to approval by the Board. The Committee shall oversee the Company's compliance with the requirement under Nasdaq rules that, with limited exceptions, stockholders approve equity compensation plans. Subject to such stockholder approval, or as otherwise required by the Exchange Act, or other applicable law, the Committee shall have the power to manage all equity-based plans.
- (j) Periodically, but not less than annually, review and determine incentive compensation in the form of equity in the Company, including the award of stock options and restricted stock units, for the employees of the Company who are not executive officers and who are eligible to receive incentive compensation in the form of equity in the Company.
- (k) Hire experts in the field of executive compensation to assist the Committee with its evaluation of director or executive officer compensation. In its sole discretion, the Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such advisors retained by the Committee.
- (l) The Committee may select, or receive advice from, a compensation consultant, legal counsel, or other advisor to the Committee, other than in-house counsel, only after taking into consideration the following factors:
  - (i) the provision of other services to the Company by the compensation consultant, legal counsel or other adviser or the person employing the consultant, counsel or adviser;
  - (ii) the amount of fees received from the Company by the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the compensation consultant, legal counsel or other adviser or the person employing the consultant, counsel or adviser;
  - (iii) the policies and procedures of the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest or the person employing the consultant, counsel or adviser;
  - (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser, or the person employing the consultant, counsel or adviser, with a member of the Committee;
  - (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser, or the person employing the consultant, counsel or adviser; and

- (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser, or the person employing the consultant, counsel or adviser, with an executive officer of the Company.
- (m) Review all compensation policies and practices for all employees to determine whether such policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.
- (n) Prepare annual reports summarizing executive officers' compensation levels and explaining the relationship between executive compensation and the organization's performance, as required by the Securities and Exchange Commission (the "SEC").
- (o) Review the Compensation Discussion and Analysis ("CD&A") prepared by management, discuss the CD&A with management and, based on such review and discussions, recommend to the Board of Directors that the CD&A be included in the Company's Annual Report on Form 10-K, proxy statement, and any other applicable filing as required by the SEC.
- (p) Prepare the Compensation Committee Report, as required by Item 407(e)(5) of Regulation S-K, and approve the report for inclusion in the Proxy Statement or Annual Report on Form 10-K, as applicable, in accordance with applicable rules and regulations.
- (q) Periodically review the executive compensation programs and practices of the Company's peer group as well as industry practices and trends against the Company's executive compensation programs and practices to ensure that the Company's programs are competitive and supportive of its strategy and objectives.
- (r) Periodically review executive supplementary benefits and, as appropriate, the organization's retirement, benefit, and special compensation programs involving significant cost.
- (s) Review the Company's strategy, objectives, policies and practices in the areas of compensation, benefits, management and leadership development, diversity and equal opportunity, human resource planning, and other areas of human capital management, and advise and make recommendations to the full Board on such issues.
- (t) To the extent delegated by the Board, administer the Company's Clawback Policy and report to the Board regarding any actions taken pursuant to such policy.
- (u) Delegate to the CEO, to the executive officers or to any other person or body the authority to carry out all of the powers of the Committee to grant equity awards under the Company's stock plans to employees or consultants of the Company or any subsidiary thereof who are not members of the Board, the CEO, or other executive officers, provided that such grants or awards shall be

made within the limits required by applicable law and set forth in a policy or one or more resolutions of the Board and/or the Committee, as applicable.

- (v) Make regular reports to the Board, including reports of the Committee's determinations of compensation for the executive officers, including the President and CEO.
- (w) Oversee engagement with stockholders and proxy advisor firms on executive compensation matters.
- (x) Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- (y) Annually evaluate the Committee's own performance.
- (z) Recommend to the Board that the stockholders of the Company approve, on an advisory basis, the compensation of the named executive officers of the Company, as disclosed in the Company's proxy statement.
- (aa) Recommend to the Board the frequency of holding a vote on the compensation of the Company's named executive officers.
- (bb) Receive and review an annual report from the Company concerning compliance with the Company's Director and Executive Officer Stock Ownership Guidelines.
- (cc) Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board and/or the Chair of the Board.

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