Corporate Governance Principles

The following Corporate Governance Principles (the "Principles") have been adopted by the Board of Directors (the "Board") of Myriad Genetics, Inc. (the "Company" or "Myriad"). These Principles, along with the charters of the individual committees of the Board, the Company's Code of Conduct, as well as the Company's Restated Certificate of Incorporation, as amended ("Certificate of Incorporation"), and Restated By-laws, as amended (the "By-Laws"), provide the framework for the corporate governance of Myriad.

1. Role of the Board and Management.

The role of the Board and management is to promote and enhance the long-term value of the Company for its shareholders. The business and affairs of the Company are managed by and under the direction of the Board, except for those matters reserved to the shareholders. The day-to-day affairs of Myriad are conducted by the Company's employees, managers and officers under the direction of the President and Chief Executive Officer.

2. Functions of the Board

The Board regularly meets to review and discuss the reports of management on the performance of the Company and on Company plans, both short-term and long-term. Each member of the Board is expected to prepare for, attend and participate in all meetings of the Board, and applicable Board committee meetings, and to be available as needed to advise the Chief Executive Officer and other executive officers on matters of importance to the Board. In addition to its general oversight responsibilities, the Board and its committees also perform various specific functions, including:

- Selecting the President and Chief Executive Officer.
- Approving the appointment of the executive officers of the Company.
- Evaluating the performance of the executive officers, including the President and Chief Executive Officer, setting performance goals, and determining their compensation.
- Succession planning for the President and Chief Executive Officer and oversight for succession planning of the other executive officers of the Company.
- Providing advice and oversight on the compensation of Company employees.
- Reviewing and approving fundamental financial and business strategies of the Company, as well as reviewing and approving major corporate actions.
- Assessing major risks facing the Company and reviewing alternatives for the mitigation of such risks.
- Nominating directors and establishing Board committees, evaluating the overall effectiveness and performance of the Board as a whole, the Board committees, and individual directors, including the evaluation of the qualifications and performance of

directors eligible for reelection at the next annual meeting of shareholders, and providing appropriate feedback to directors as needed.

- Ensuring processes are in place for maintaining the integrity of the Company, including the integrity of its financial reports, compliance with laws and regulations, and compliance with the Company's Code of Conduct.

3. Board Qualifications

A director should possess the highest personal and professional standards of integrity and ethical values. Each director must be committed to promoting and enhancing the long-term value of the Company for its shareholders. Directors should possess mature and objective business judgment and expertise, along with an understanding of the role of governance versus management. Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively and should be committed to serving on the Board for an extended period. The goal is to have a diverse Board representing various business experience and acumen in a variety of disciplines, with experience in those areas that are material and relevant to the Company's business activities. All directors of the Company should possess the minimum qualifications described in the Company's Policy Regarding Director Nominations and Qualifications. The Nominating and Governance Committee is responsible for identifying, evaluating, and recommending qualified candidates to the Board for nomination or election. In selecting director candidates and nominees, the Nominating and Governance Committee shall consider all factors it deems appropriate, which may include such factors as diversity, including difference in viewpoints, background, education, gender, race or ethnicity, age, and tenure on the Board (in connection with the consideration of the renomination of an existing director), a candidate's commitment to upholding good governance practices, the ability of the candidate to devote sufficient time and attention to the affairs of the Company, and other individual qualifications and attributes.

4. Board Independence

A majority of the Board shall be comprised of independent directors under the rules of the Nasdaq Stock Market.

5. Board Leadership

The Board appoints the Chair of the Board (the "Board Chair") and Chief Executive Officer of the Company. The Board does not have a policy regarding the separation of the roles of the Board Chair and the Chief Executive Officer. The Board may separate or combine the roles of the Board Chair and Chief Executive Officer when and if it deems it advisable and in the best interests of the Company and its stockholders to do so. If and when the offices of Board Chair and Chief Executive Officer are combined, or if the Board Chair is otherwise not an independent director, the independent members of the Board shall designate a lead independent director to provide, in conjunction with the Board Chair and Chief Executive Officer, leadership and guidance to the Board.

6. Code of Conduct

The Board and the employees of the Company are governed by a Code of Conduct which sets forth the principles of business conduct and ethics expected to be followed. The Company has adopted a policy establishing procedures for handling complaints regarding Code of Conduct matters, including the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters.

7. Board Meetings; Executive Sessions

The Board meets at least four times a year in regularly scheduled meetings. The Board also holds additional meetings or informational sessions each year, called periodically by the Board Chair, as required for the Board to review and act upon important operational and other material events and as otherwise needed. The Board regularly meets in executive sessions of the independent directors without management present.

8. Agenda for Meetings

The Board Chair and President and Chief Executive Officer of the Company set the agenda for Board meetings, taking into account suggestions of other directors. Directors are encouraged to suggest the inclusion of agenda items or revisions to meeting materials. Each director is free to raise at any Board meeting items that are not on the agenda for that meeting.

9. Board Compensation

The Compensation and Human Capital Committee shall periodically review the compensation of non-employee directors and is responsible for recommending to the Board changes in compensation for non-employee directors. Directors who are employees of the Company shall receive no additional remuneration for serving on the Board. A director shall notify the Board Chair, the Chair of the Nominating and Governance Committee or the Chief Executive Officer if they receive any compensation, whether in cash, securities or otherwise, from third parties other than from the Company in consideration for his or her service on the Board or any Board committees.

10. Board Evaluations

Under the direction of the Nominating and Governance Committee, the Board conducts board performance evaluations annually. Each of the Board's standing committees also conduct an annual self-evaluation. Additionally, the ability of individual directors to contribute to the Board shall be assessed in connection with the renomination process. As part of the evaluation process, the Nominating and Governance Committee will provide feedback to the Board and the Board's committees, along with any relevant individual director feedback.

11. Annual Meeting Attendance

All members of the Board are expected to attend the Company's annual meeting of shareholders.

12. Authority to Hire Advisors

The Board, and each of its committees, has the authority to hire independent outside financial, legal, or other advisors to assist in carrying out Board and committee responsibilities and to cause the Company to pay the fees and expenses of such outside advisors.

13. Access to Management

Management provides regular reports to the Board regarding the activities and business plans and strategies of the Company. The Board has complete and open access to management and Company employees. In addition, the Company's executive officers will attend Board and committee meetings when requested. The Board encourages its executive officers to bring other officers and managers into Board or committee meetings or other scheduled events from time to time to provide additional insight into matters being considered or to expose the Board to individuals with high potential for significant leadership roles in the Company.

14. Retirement; Tenure; Change of Responsibility of Director; Unsuccessful Incumbent Director

Any director who reaches the age of 75 while serving as a director will retire from the Board effective at the end of his or her then current term, although the Board may waive this limitation if it determines such waiver to be in the best interests of the Company.

The Board does not believe it should establish term limits. Term limits could result in the loss of directors who have developed over a period of time increasing insight into the Company and its operations and an institutional memory that benefits the entire membership of the Board as well as management. As an alternative to term limits, the Nominating and Governance Committee shall review each director's continuation on the Board at least once every three years. The Nominating and Governance Committee shall consider the issue of continuing director tenure and take appropriate steps to ensure that the membership of the Board is suitably diverse and periodically refreshed.

Directors whose professional circumstances, employment, position, or business affiliation changes substantially while they are a member of the Board should promptly advise the Board Chair of such change and of any actual or potential conflict that may arise by reason of any new responsibilities or affiliations that the director may have assumed. The Board, together with the Nominating and Governance Committee, shall then review the continued appropriateness of Board membership as a result of any such change or conflict. If the Board determines that it is appropriate for such director to resign as a result of any such change or conflict, the director will, on the request of the Board, tender his or her resignation.

The Board believes that the continuation of a former Chief Executive Officer of the Company or other executive officer on the Board is a matter to be decided in each individual instance by the Board, upon recommendation of the Nominating and Governance Committee. Accordingly, when the Chief Executive Officer or other executive officer ceases to serve in that position, he or she will resign from the Board unless the Nominating and Governance Committee recommends and the Board decides that he or she should continue to serve as a director.

An incumbent director who fails to receive a majority of the votes cast (as defined in the By-Laws) in an election that is not a contested election (as defined in the By-Laws) and who has tendered his or her resignation pursuant to the By-Laws shall remain active and engaged in Board activities while the Nominating and Governance Committee considers and the Board decides whether to accept or reject such resignation, or whether other action should be taken; provided, however, it is expected that such incumbent director shall not participate in any proceedings by the Nominating and Governance Committee or the Board regarding whether to accept or reject such director's resignation, or whether to take other action with respect to such director.

15. Board Committees

From time to time, the Board may establish committees to assist the Board in carrying out its responsibilities. The size, membership and chairs of each committee will be determined by the Board, which should consider the recommendation of the Nominating and Governance Committee as well as input from the other directors, and will comply with Nasdaq Stock Market and legal requirements and any requirements set forth in the applicable committee charter, including with respect to independence, provided that the Board may delegate to a committee the selection of its chair. Board members who chair Board committees must have the capacity, knowledge, and ability to effectively engage with members of management who support those committees. Committee chairs must also devote adequate time and attention to attend to the committee's duties and responsibilities. Each Board committee, through its chairperson or otherwise, will regularly communicate and coordinate with other committees regarding matters where committee responsibilities overlap or that require the involvement of multiple committees, such as corporate responsibility matters and risk management oversight. Inter-committee coordination may be accomplished through overlapping committee memberships, cross-attendance of Board members at committee meetings and/or regular meetings of committee chairs. In addition, each committee regularly reports to the full Board on its activities. Presently, there are four committees of the Board: Audit and Finance, Compensation and Human Capital, Nominating and Governance and Research and Product Innovation. The Board has established a charter for each of these committees. The Board has established a process for the assignment of committee members, but the Board does not have a requirement for rotation of Committee memberships.

16. Security Holder Communications

The Company encourages communication between its security holders and the Board as a whole and with individual directors on the Board. Security holder communications must be in writing and mailed, or hand delivered, to the following address: Attention: Security Holder

Communication, Board of Directors or, if applicable, designate an individual director, Myriad Genetics, Inc., 322 North, 2200 West, Salt Lake City, Utah 84116. Security holder communications so marked and received by the Company will initially be reviewed by the Company's Chief Legal Officer and/or Corporate Secretary, who shall maintain a log of all security holder communications sent to the Board or to any individual Board member. All security holder communication addressed to the Board will be forwarded to the Nominating and Governance Committee of the Board for consideration at its next committee meeting. Security holder communications addressed to individual directors shall be forwarded to the designated director. However, the Chief Legal Officer and/or Corporate Secretary will not forward security holder communications that are not relevant to the duties and responsibilities of the Board, including spam, junk mail, individual grievances or other interests that are personal, mass mailings, product or service inquiries, advertisements, solicitations, resumes and other forms of job requests, surveys, or other frivolous communications as well as any material that is unduly hostile, threatening or illegal in nature. The Company's acceptance and forwarding of a communication to the Board, or any member or members of the Board, does not imply that the directors owe or assume any fiduciary duty to the person submitting the communication, all such duties being only as prescribed by law. The Company has also adopted a policy under which certain Company security holders may make recommendations for the nomination of directors to the Nominating and Governance Committee.

17. Service on Public Company Boards

In order to facilitate that members of the Company's Board devote adequate time and attention to their responsibilities as a member of the Board, no director shall serve on more than four public company boards (including the Company's Board), and no director who is an executive officer of a public company shall serve on more than two public company boards (including the Company's Board). If a member of the Board seeks or is requested to serve simultaneously as (1) chair of more than three public company board committees, (2) chair of more than one public company board of directors, or (3) chair of one public company board of directors and more than two public company board committees (in each case, inclusive of any Company chair positions), then the director should seek and obtain a determination from the Board or the Nominating and Governance Committee, in advance of accepting such service, that such service will not impair the ability of such director to serve effectively on the Board and any Board committee on which such director serves.

18. Director Orientation Program and Continuing Education

A new director orientation program is provided for new members of the Board. The program is designed to familiarize the new director with the Company's business and strategic plans, industry trends, key policies, corporate governance practices, and the Company's principal officers and management structure. The program will vary depending on the background, expertise, and experience of the new director, but it may consist of a review of the Company's business plans, financial statements, budgets and forecasts, interviews with the Company's executive officers, and a review of the Company's governance principles and policies. Each new director will receive copies of the Certificate of Incorporation, By-Laws, directors' contact

information, Board committee memberships, Board committee charters, the Company's Code of Conduct and Insider Trading Policy, and other relevant Company governance materials and policies.

Each director is expected to be involved in continuing director education on an ongoing basis to enable the director to function effectively on the Board and committees on which the director serves. Such education may include trainings and/or other education programs to help the director better understand the operations of the Company, the industry in which the Company operates, corporate governance "best practices" and the roles and responsibilities of a board of directors of a publicly traded company. The Company will reimburse each director for the cost, including reasonable travel-related expenses, related to such continuing education.

19. Evaluation and Amendment of Principles

The Nominating and Governance Committee will review from time to time these Corporate Governance Principles and recommend any proposed changes to the Board. The Corporate Governance Principles may be amended by the Board from time to time as deemed appropriate to best serve the interests of the Company.

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