



## **Policy Regarding Qualifications of Directors**

The Nominating and Governance Committee (the "Committee") of Myriad Genetics, Inc. (the "Company") believes that members of the Company's Board of Directors (the "Board") must possess certain basic personal and professional qualities to properly discharge their fiduciary duties to shareholders, provide effective oversight of the management of the Company and monitor the Company's adherence to principles of sound corporate governance. It is therefore the policy of the Committee that all persons nominated to serve as a director of the Company should possess the minimum qualifications described in this Policy. These are only threshold criteria, however, and the Committee will also consider the contributions that a candidate can be expected to make to the collective functioning of the Board based upon the totality of the candidate's credentials, experience and expertise, the composition of the Board at the time, and other relevant circumstances. 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. This Policy may be modified by the Committee from time to time.

1. **Integrity and Ethical Values.** Candidates should possess the highest personal and professional standards of integrity and ethical values.
2. **Commitment.** Candidates must be committed to promoting and enhancing the long-term value of the Company for its shareholders, including the prioritization of the Company among other professional commitments.
3. **Absence of Conflicts of Interest.** Candidates should not have any interests that would materially impair his or her ability to (i) exercise independent judgment, or (ii) otherwise discharge the fiduciary duties owed as a director to the Company and its shareholders. Board members should seek the counsel of the Board chair if they are uncertain about the presence of a conflict of interest.
4. **Fair and Equal Representation.** Candidates must be able to represent fairly and equally all shareholders of the Company without favoring or advancing any shareholder or other constituency of the Company.
5. **Achievement.** Candidates must have demonstrated achievement in one or more fields of business, professional, governmental, community, scientific or educational endeavor, and possess mature and objective business judgment and expertise. The scope of the candidate's knowledge in their area of expertise will also factor into the Board's judgement of their candidacy.
6. **Oversight.** Candidates are expected to have sound judgment, derived from management or policy-making experience (which may be as an advisor or consultant), that demonstrates an ability to function effectively in an oversight role.
7. **Business Understanding.** Candidates must have a general appreciation regarding major issues facing public companies of a size and operational scope similar to the Company. These include:

- contemporary governance concerns;
  - regulatory obligations of a public issuer;
  - strategic business planning;
  - competition in a global economy; and
  - basic concepts of corporate accounting and finance, compliance, risk management and internal audit.
8. **Available Time.** Candidates must have, and be prepared to devote, adequate time to the Board and its committees. It is expected that each candidate will be able to arrange their business and professional commitments, including service on the boards of other companies and organizations, so that they are available to attend the meetings of the Company's Board and any committees on which they serve, as well
- as the Company's annual meeting of shareholders. Candidates must be willing to comply with the Company's overboarding restrictions set forth in the Company's Corporate Governance Principles, including that Board members may serve on only four public company boards of directors. The Board shall also assess candidate's non-public board commitments in an effort to ensure the candidate has sufficient time to carry out their duties.
9. **Board Policies.** The candidate's election must not conflict with any applicable Board policies.
10. **Limited Exceptions.** Under exceptional and limited circumstances, the Committee may approve the candidacy of a nominee who does not satisfy these requirements if it believes the service of such nominee is in the best interests of the Company and its shareholders.
11. **Additional Qualifications.** In approving candidates for election as director, the Committee will also assure that:
- at least a majority of the directors serving at any time on the Board are independent, as defined under the rules of the NASDAQ stock market;
  - at least three of the directors satisfy the financial literacy requirements required for service on the Audit and Finance Committee under the rules of the NASDAQ stock market;
  - at least one of the directors qualifies as an audit committee financial expert under the rules of the Securities and Exchange Commission;
  - at least some of the independent directors have experience as senior executives of a public or substantial private company;
  - the independent directors should have general familiarity with an industry or industries in which the Company conducts a substantial portion of its business or in related industries; and
  - only independent directors may serve on the Audit and Finance, Compensation and Human Capital, and Nominating and Governance Committees, subject to any additional requirements or available exemptions under the applicable rules of the NASDAQ stock market or the federal securities laws or the rules that the Board deems appropriate under the circumstances.