



Policy Regarding Director Nominations and Qualifications

The Board of Directors (the "Board") of Myriad Genetics, Inc. (the "Company") has adopted this Policy Regarding Director Nominations and Qualifications (the "Policy"), upon the recommendation of the Nominating and Governance Committee (the "Committee"), in furtherance of the Company's Corporate Governance Principles and the duties and responsibilities of the Committee as set forth in its written charter. This Policy may be modified by the Committee from time to time.

1. **Identifying and Evaluating Director Nominees.** The Committee is responsible for identifying, evaluating, and recommending qualified candidates to the Board for nomination or election. The Committee identifies candidates for director nominees in consultation with the Chair of the Board, or the lead independent director, as applicable, and the Chief Executive Officer, through the use of search firms or other advisors or through such other methods as the Committee deems advisable in its discretion. The Committee will also consider director candidates recommended by stockholders as described below. In evaluating and recommending director candidates, the 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, 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.
2. **Procedures for Recommendation of Nominees by Shareholders.** It is the Company's policy that the Committee consider recommendations for the nomination of directors submitted by holders of the Company's shares entitled to vote generally in the election of directors. The Committee will only consider recommendations of nominees (a) who satisfy the minimum qualifications set forth in Section 3 of this Policy regarding director qualifications and (b) whose submission complies with the procedural requirements set forth below. Acceptance of a recommendation for consideration does not imply that the Committee will nominate the recommended candidate. Shareholders, in submitting recommendations for the nomination of director candidates, shall follow the following procedures:
 - a. **Timing.** A shareholder may submit nominating recommendations to the Committee at any time. The Committee, however, will not consider nominating recommendations received from shareholders for consideration by the Committee for the nomination of a proposed nominee for election at an annual meeting of shareholders unless the recommendation is received by the Company no later than 120 calendar days prior to the first anniversary of the date of the proxy statement for the prior year's annual meeting of shareholders or in the event that the date of the annual meeting of shareholders for the current year is more than 30 days following the first anniversary date of the annual meeting of shareholders for the prior year, unless the recommendation is received by the Company a reasonable time in advance of the mailing of the Company's proxy statement for the annual meeting of shareholders for the current year.

- b. **Manner and Address for Submission.** All shareholder nominating recommendations must be in writing and delivered (i) by mail, courier or personal delivery, and addressed to the Committee care of the Company's Corporate Secretary at the Company's principal headquarters: 322 North 2200 West Salt Lake City, Utah 84116; and (ii) by email to corpsec@myriad.com.
- c. **Information Concerning the Recommending Shareholders.** A nominating recommendation must include the following information concerning each recommending shareholder: (i) the name and address, including telephone number, of the recommending shareholder; (ii) the number of the Company's shares owned by the recommending shareholder and the time period for which such shares have been held; (iii) evidence of the recommending shareholder's ownership of Company securities; and (iv) a statement from the shareholder as to whether the shareholder has a good faith intention to continue to hold the reported shares through the initial term of the proposed nominee as a director of the Company.
- d. **Information Concerning the Proposed Nominee.** A nominating recommendation must be accompanied by the following information concerning the proposed nominee: (i) the name, address, qualifications and business experience of the proposed nominee; (ii) the proposed nominee's ownership of securities of the Company; (iii) the proposed nominee's business relationship with the Company, including any transactions between the Company and the proposed nominee valued in excess of \$120,000; (iv) the proposed nominee's relationship with the recommending shareholder, and any agreements or understandings regarding the nomination, including those between the recommending shareholder and the nominee; (v) relationships between the proposed nominee and any of the Company's competitors, customers, suppliers, or other persons with special interests regarding the Company; and (vi) all other information relating to the proposed nominee that is required to be disclosed in solicitations of proxies for election of director under all applicable laws, rules and regulations.
- e. **Ability to Represent All Shareholders.** The recommending shareholder must state whether, in the view of the shareholder, the nominee, if elected, would represent all shareholders and not serve for the purpose of advancing or favoring any particular shareholder or other constituency of the Company.
- f. **Consent to be interviewed by the Committee and, if nominated and elected, to serve.** The nominating recommendation must be accompanied by the written consent of the proposed nominee: (i) to be considered by the Committee and interviewed if the Committee chooses to do so in its discretion, (ii) if requested by the Committee, to complete and sign a questionnaire with respect to the background and qualifications of the proposed nominee in the form to be provided by the Committee, and (iii) if nominated and elected, to serve as a director of the Company.

A shareholder wishing to formally nominate a candidate for election to the Board at a meeting of the shareholders of the Company (as opposed to recommending a candidate for consideration and potential nomination by the Committee and the Board) must do so by following the procedures

described Article I, Section 7 of the Company's Restated By-Laws.

3. **Director Qualifications.** The Committee believes that members of 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 below.
- a. **Integrity and Ethical Values.** Candidates should possess the highest personal and professional standards of integrity and ethical values.
 - b. **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.
 - c. **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.
 - d. **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.
 - e. **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 Committee's judgement of their candidacy.
 - f. **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 understanding of the role of governance versus management and an ability to function effectively in an oversight role.
 - g. **Business Understanding.** Candidates must have a general appreciation regarding major issues facing public companies of a size and operational scope similar to the Company, including 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.
 - h. **Available Time.** Candidates must have, and be prepared to devote, adequate time to the Board and its committees and be committed to serving on the Board for an extended period. 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 or two such boards of directors if the Board member is an executive officer of a public company. The Committee shall also assess candidate's non-public board commitments in an effort to ensure the candidate has sufficient time to carry out their duties.

- i. **Board Policies.** The candidate's election must not conflict with any applicable Board policies.
- j. **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.
- k. **Additional Qualifications.** In recommending and approving candidates for election as director, the Committee will also assure that:
 - i. 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, Inc. (the "Nasdaq");
 - ii. 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;
 - iii. at least one of the directors qualifies as an audit committee financial expert under the rules of the Securities and Exchange Commission;
 - iv. at least some of the independent directors have experience as senior executives of a public or substantial private company;
 - v. 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
 - vi. only independent directors may serve on the Committee and the Audit and Finance and Compensation and Human Capital Committees, subject to any additional requirements or available exemptions under the applicable rules of the Nasdaq or the federal securities laws or the rules that the Board deems appropriate under the circumstances.

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