

# EXACT SCIENCES CORPORATION

## AGENDA FOR 2020 ANNUAL MEETING OF STOCKHOLDERS

July 23, 2020

- A. Call the Meeting to Order
  - 1. Call to Order by Chairman; Introductions
  - 2. Record Date; Quorum
- B. Opening of the Polls
- C. Proposals
  - 1. Election of Class II directors
  - 2. Ratification of appointment of PricewaterhouseCoopers, LLP as independent registered public accounting firm
  - 3. Approval, on an advisory basis, of the compensation paid to our named executive officers
  - 4. Approval of an amendment to the Exact Sciences Corporation Certificate of Incorporation increasing the number of authorized shares of common stock from 200,000,000 to 400,000,000.
- D. Closing of Polls and Results of Voting
  - 1. Closing of Polls
  - 2. Results of Voting
- E. Adjournment
- F. Company Q&A

## EXACT SCIENCES CORPORATION

### RULES OF CONDUCT OF ANNUAL MEETING OF STOCKHOLDERS

July 23, 2020

We welcome you to the Annual Meeting of Stockholders of Exact Sciences Corporation (the “Company”). In order to provide a fair and orderly meeting, we have established the following rules and procedures for the meeting. Your cooperation in observing these rules and procedures will be greatly appreciated:

1. Commencement of Meeting. The Annual Meeting of Stockholders will commence promptly at 10:00 a.m., Central Time, on July 23, 2020.
2. Admission to and Participation in the Meeting. The Annual Meeting is a virtual-only meeting. The live audio webcast of the Annual Meeting will be available for listening by the general public, but participation in the Annual Meeting, including voting shares and submitting questions, will be limited to stockholders. Each stockholder of record as of June 1, 2020 may log into the webcast by entering the 16-digit control number included on the Notice of Internet Availability of Proxy Materials or proxy card received from the Company. Participants may access a live webcast of the Annual Meeting, and stockholders may submit questions and vote their shares, at [www.virtualshareholdermeeting.com/EXAS2020](http://www.virtualshareholdermeeting.com/EXAS2020). If you have voted your shares prior to the start of the Annual Meeting, your vote has been received by the Company’s inspector of elections and there is no need to vote those shares during the Annual Meeting, unless you wish to revoke or change your vote.
3. Statements and Questions by Stockholders. For each item of business, the presiding officer of the meeting will ask whether there is any discussion of that item. Stockholders who have logged into the webcast by entering their 16-digit control number may submit via the web portal a statement or question relevant to the items of business under consideration at the meeting.

Following the adjournment of the formal business of the Annual Meeting, the Company will address appropriate questions from stockholders regarding the Company. Such questions may be submitted in the field provided in the web portal during the Annual Meeting. To allow us to answer questions from as many stockholders as possible, we will limit each stockholder to two questions. Questions should be succinct and cover only one topic per question. The Company will not address questions at the Annual Meeting that are:

- irrelevant to the business of the Company or to the business of the Annual Meeting;
- related to material non-public information of the Company;
- related to personal grievances;
- derogatory references to individuals or that are otherwise in bad taste;
- repetitious statements already made by another stockholder;
- in furtherance of the stockholder’s personal or business interests; or
- out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by the Chair or Secretary in their reasonable judgment.

The presiding officer of the meeting reserves the right to determine the relevancy of a stockholder question or statement and limit the amount of time that questions are taken from stockholders.

4. Election of Directors. The four nominees receiving the highest number of votes will be elected to serve three-year terms as Class II directors subject to the terms of the majority voting policy contained in the Company's Corporate Governance Guidelines. No more than four directors will be elected.

The Company's By-laws require advance notice of any nomination to be made at the meeting. This is done so that all stockholders have a chance to fairly consider matters to be voted on. The Company did not receive the required notice concerning nominations in accordance with these requirements. Therefore, stockholders cannot propose nominations at this meeting.

5. Ratification of Appointment of Independent Registered Public Accounting Firm. The ratification of the Audit Committee's appointment of PricewaterhouseCoopers, LLP as our independent registered public accounting firm for 2020 will be approved if a majority of stockholders present or represented and voting on this matter are cast in favor of the proposal.

6. Advisory Vote on Executive Compensation. The compensation paid to our named executive officers will be considered approved if a majority of the votes of stockholders present or represented and voting on this matter are cast in favor of the proposal.

7. Approval of an Amendment to the Exact Sciences Corporation Certificate of Incorporation. The Amendment to the Exact Sciences Corporation Certificate of Incorporation will be considered approved if holders of a majority of the issued and outstanding shares of common stock as of the record date vote in favor of the proposal.

8. Stockholder Proposals. Any proposal that is raised by a stockholder today and not on the Agenda for the meeting is inappropriate for discussion at this meeting and accordingly will be ruled out of order. The Company's By-laws require advance notice of any proposals, nominations, or business to be raised at the meeting. This is done so that all stockholders have a chance to fairly consider matters to be voted on. The Company did not receive any notices pursuant to its By-laws. Therefore stockholders cannot raise any new business at this meeting.

9. Miscellaneous. Recording of the Annual Meeting is prohibited. A webcast playback will be available at [www.virtualshareholdermeeting.com/EXAS2020](http://www.virtualshareholdermeeting.com/EXAS2020) 24 hours after the completion of the Annual Meeting.

10. Administration and Interpretation. The presiding officer of the meeting will have sole authority to preside over the meeting and make any and all determinations with respect to the conduct of the meeting, including, without limitation, the administration and interpretation of the rules and procedures specified herein. The presiding officer will also have sole authority to create such additional rules and procedures and to waive full or partial compliance with any rule or procedure as the presiding officer may determine. Please note that parliamentary rules designed for deliberative bodies, such as Robert's Rules of Order, do not apply to the meeting.