

**EXACT SCIENCES CORPORATION**  
**AGENDA FOR 2022 ANNUAL MEETING OF SHAREHOLDERS**

**June 9, 2022**

- 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 I 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 Amendment No. 1 to the Exact Sciences Corporation 2019 Omnibus Long-Term Incentive Plan
  - 5. Approval of the Amended and Restated Exact Sciences Corporation 2010 Employee Stock Purchase Plan
  - 6. Consideration of a shareholder proposal concerning proxy access, if properly presented
- D. Closing of Polls and Preliminary Results of Voting
  - 1. Closing of Polls
  - 2. Preliminary Results of Voting
- E. Adjournment
- F. Company Q&A

## EXACT SCIENCES CORPORATION

### RULES OF CONDUCT OF ANNUAL MEETING OF SHAREHOLDERS

June 9, 2022

We welcome you to the Annual Meeting of Shareholders 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 Shareholders will commence promptly at 10:00 a.m., Central Time, on June 9, 2022.
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 shareholders. Each shareholder of record as of April 14, 2022 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 shareholders may submit questions and vote their shares, at <http://www.virtualshareholdermeeting.com/EXAS2022>. 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. Questions by Shareholders. During the presentation of the items of business, shareholders who have logged into the webcast by entering their 16-digit control number will have the opportunity to submit questions via the web portal with respect to each item of business under consideration at the meeting. The Company will address appropriate questions regarding the items of business following the presentation thereof.

Following the adjournment of the formal business of the Annual Meeting, the Company will address appropriate questions from shareholders 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 shareholders as possible, we will limit each shareholder 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 shareholder;
- in furtherance of the shareholder’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 shareholder question or statement and limit the amount of time that questions are taken from shareholders.

4. Election of Directors. The three nominees receiving the highest number of votes will be elected to serve three-year terms as Class I directors subject to the terms of the majority voting policy contained in the Company's Corporate Governance Guidelines and By-laws. No more than three 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 shareholders 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, shareholders 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 2022 will be approved if a majority of the votes of shareholders present or represented in person or by proxy 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 shareholders present or represented in person or by proxy and voting on this matter are cast in favor of the proposal.

7. Amendment No. 1 to the 2019 Omnibus Long-Term Incentive Plan. Approval of the Amendment No. 1 to the 2019 Omnibus Long-Term Incentive Plan to increase the number of shares reserved for issuance thereunder by 14,000,000 shares will be considered obtained if a majority of the votes of shareholders present or represented in person or by proxy and voting on this matter are cast in favor of the proposal.

8. Amended and Restated 2010 Employee Stock Purchase Plan. The Amended and Restated 2010 Employee Stock Purchase Plan will be approved if a majority of the votes of shareholders present or represented in person or by proxy and voting on this matter are cast in favor of the proposal.

9. Shareholder Proposal Concerning Proxy Access. If properly presented at the meeting, the shareholder proposal concerning proxy access will be approved if a majority of the votes of shareholders present or represented in person or by proxy and voting on this matter are cast in favor of the proposal. During the presentation of the shareholder proposal, the presenter will have three minutes to present the proposal. The presenter should restrict his/her comments to the shareholder proposal being presented.

10. Shareholder Proposals Not on Agenda. Any proposal that is raised by a shareholder 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 shareholders have a chance to fairly consider matters to be voted on. Except for any

shareholder proposal on the Agenda, the Company did not receive any notices pursuant to its By-laws. Therefore shareholders cannot raise any new business at this meeting.

11. Miscellaneous. Recording of the Annual Meeting is prohibited. If you have difficulty accessing the Annual Meeting, please call (804) 986-0822 (U.S.) or (303) 562-9302 (International). Technicians will be available to assist you. A webcast playback will be available at <http://www.virtualshareholdermeeting.com/EXAS2022> 24 hours after the completion of the Annual Meeting.

12. 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 may adjourn the meeting or call a recess at any time for any reason, including disorder, technical malfunction or any other problem that disrupts the meeting. 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.