VERACYTE, INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors ("**Board**") of Veracyte, Inc. (the "**Company**") has adopted these Corporate Governance Guidelines (these "**Guidelines**") to reflect the Board's strong commitment to sound corporate governance practices and to encourage effective policy and decision-making at both the Board and management level, with a view to enhancing long-term value for our stockholders. These Guidelines are intended to assist the Board in the exercise of its governance responsibilities and serve as a framework within which the Board may conduct its business.

ROLE OF OUR BOARD

Our stockholders elect our Board, and it is the principal duty of the Board to exercise its powers in accordance with its fiduciary duties to the Company and its stockholders and in a manner it reasonably believes to be in the best interests of the Company and its stockholders. In doing so, our Board oversees our business affairs and works with the Company's Chief Executive Officer ("**CEO**") and other senior management to determine our strategy and mission. In fulfilling its responsibilities, our Board is involved in strategic and operational planning, financial reporting, governance, compliance and risk management. More specifically, our Board has responsibility for, among other things:

- *Annual Review of Our CEO and Other Executive Officers*: Our Compensation Committee and the independent members of our Board share responsibility for compensation matters involving our executive officers and stock-based compensation plans for all employees as set forth in more detail in the charter of our Compensation Committee. In conjunction with the other independent members of our Board, the Compensation Committee will conduct an annual review of our CEO's performance. In consultation with our CEO, the Compensation Committee and the independent members of our Board will also annually review the performance of each of our other executive officers. Our Compensation Committee and the independent members of our Board will determine the evaluation process and specific criteria for this annual review.

- *Succession Planning*: We periodically review and update our senior management succession plans to prepare for an orderly transition should we experience an unanticipated event such as the death, disability or unexpected departure of a member of our management team. Working with our Nominating and Corporate Governance Committee (the "**NCGC**"), our Board will review our succession plans and provide guidance as appropriate.

- *Annual Board and Committee Performance Evaluation*: Our Board and each of its committees will perform annual self-evaluations to ensure that each is functioning effectively and adhering to its charter and to the Company's policies. Our NCGC will oversee this evaluation process and report to the Board regarding the performance and effectiveness of the Board, each committee and each director.

- *Risk Oversight*. The Board, as a whole and through its standing committees, has responsibility for the oversight of the Company's risk management. The Board has delegated to each of its committees the responsibility for the oversight of specific risks that fall within the committee's areas of responsibility.

OUR BOARD'S STRUCTURE AND COMPOSITION

Size of Board and Vacancies

The Company's Amended and Restated Bylaws ("**Bylaws**") empower our Board to set by resolution the size of the Board. The NCGC and the Board shall periodically review the size of the Board, which may be increased or decreased if determined to be appropriate by the Board.

Our Board may wish to fill vacancies on our Board that occur between annual meetings of stockholders outside the usual election process held at our annual meeting of stockholders. In that case, our Board will comply with the requirements set forth in the charter of our NCGC, our Certificate of Incorporation and Bylaws to nominate candidates for election to our Board to fill the vacancy.

Director Qualifications and Selection Process

The Board shall be responsible for nominating persons for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. Our NCGC has primary responsibility for setting the qualifications as to who can sit on our Board. The NCGC is tasked with identifying individuals who meet those qualifications and periodically reviewing our Board's structure. As part of this process, the NCGC will consider the size and breadth of our business and the composition of the Board and will recommend candidates with the goal of developing an experienced and highly qualified Board with a range of backgrounds, perspectives and skills.

Director nominees will be selected based on criteria such as character, independence, integrity, judgment, financial skills and other expertise, education, business acumen, breadth of experience, understanding of our business and industry, willingness and ability to devote adequate time and effort to our Board, potential conflicts of interest, ability to contribute to our Board's overall effectiveness, and the needs of our Board and its committees. If helpful, the NCGC may retain outside consultants to assist in identifying candidates and also will consider advice and recommendations from stockholders, management and others. The role of the Board in terms of including a nominee of a stockholder for election to the Board in our proxy card in accordance with the Securities and Exchange Commission's ("**SEC**") Rule 14a-19 is to assess such nominee's eligibility for inclusion in such proxy card based on the stockholder and nominee satisfying the requirements specified in our Certificate of Incorporation and Bylaws and SEC Rule 14a-19, rather than the Board's determination with respect to such nominee's suitability to serve on the Board.

The Board shall not nominate any person for election or appoint any person to the Board without the prior favorable recommendation of the NCGC.

Independence of Our Board

At all times, a majority of our directors will be independent, which means, generally, that they will not have any connections to us that could affect their ability to provide impartial oversight. Specifically, these directors will meet the independence requirements of The Nasdaq Stock Market LLC (the "**Nasdaq Rules**"), except as may otherwise be permitted by such Nasdaq Rules. The NCGC will make recommendations to the Board for approval at least annually of determinations regarding a director's independence. A director will be deemed "independent" only if our Board affirmatively determines that the director has no material relationship with us that affects the director's independence from management (be it directly, through a Family Member, as defined by the Nasdaq Rules, or as a partner, stockholder or officer of an organization that has a relationship with us), or that would interfere with the director exercising independent judgment in carrying out the director's responsibilities.

Chairperson of Our Board; Lead Independent Director (as applicable)

Our Board does not require that the Chair of our Board (the "**Chairperson**") and our CEO be different individuals. Our Board is free, in accordance with our Bylaws, to choose its Chairperson in any way that the Board considers to be in our best interests. However, if the Chairperson is not an independent director, the Board, by a majority vote of the independent directors, will designate a Lead Independent Director. The Lead Independent Director may be removed or replaced at any time with or without cause by a majority vote of the independent directors. The Chairperson or the Lead Independent Director, if one is designated, and as applicable, will be responsible for:

Board Meetings and Executive Sessions

- Calling separate meetings of the independent directors; and
- Facilitating discussion and open dialogue among the independent directors during meetings of the Board, executive sessions and outside of meetings of the Board.

Liaison with the Chairperson and Management

- Serving as the principal liaison between the CEO and the independent directors;
- Communicating to the CEO and management, as appropriate, any decisions reached, suggestions, views or concerns expressed by the independent directors in executive sessions or outside of meetings of the Board; and
- Providing the CEO with feedback and counsel concerning the CEO's interactions with the Board.

Oversight of Agendas and Information Provided to the Board; Retention of Advisors

- Coordinating with the CEO to set the agenda for meetings of the Board,

taking into account input from other independent directors;

- Providing the CEO and management with feedback on meeting schedules and the appropriateness, including the quality and quantity, and timeliness of information provided to the Board; and
- Recommending the retention of advisors and consultants who report directly to the Board when appropriate.

Conflicts

- In the case of a Lead Independent Director, if applicable, providing leadership to the Board if circumstances arise in which the role of the Chairperson may be, or may be perceived to be, in conflict.

Stockholder Communications

- If appropriate, and in coordination with management, being available for consultation and direct communication with major stockholders.

The Chairperson or the Lead Independent Director, if one is appointed, shall also perform such other functions and responsibilities as requested by the Board from time to time or as set forth in the Bylaws.

Number and Composition of Board Committees

Our NCGC periodically will consider and make recommendations to our Board regarding the size, structure and composition of Board committees. The purpose and responsibilities of each committee will be outlined in committee charters adopted by our Board and made available on our website. Each of the NCGC, Compensation Committee, Audit Committee, and the Regulatory and Compliance Committee will be comprised entirely of directors who satisfy the independence requirements of the Board, as well as any additional independence requirements applicable to a particular committee. Each committee will review its charter at least annually and recommend to our Board any changes the committee deems necessary. Our Board also may establish standing or special committees as it deems appropriate.

Term Limit; Retirement

Our Board has not established tenure and term limits for our directors or a retirement age in light of the substantial benefits that result from having a group of directors maintain a sustained focus on our business, strategy and industry over a significant period of time. However, our NCGC and Board will periodically review director tenure and term limits in connection with the Board's procedures for selecting and nominating directors to ensure the beneficial presence of a range of viewpoints and ideas.

RESPONSIBILITIES OF OUR DIRECTORS

Conflicts of Interest

Our Board expects that our directors will act ethically at all times and will adhere to the requirements of our Code of Business Conduct and Ethics and our Related Person Transaction Policy. Directors are expected to avoid any action, position or interest that conflicts, or even appears to conflict, with the Company's interests. If an actual or potential conflict of interest arises for a director, the director will report the conflict in accordance with the procedures provided in our Code of Business Conduct and Ethics and our Related Person Transaction Policy.

Simultaneous Service on Other Boards or Committees

We expect our directors to be willing and able to devote sufficient time and attention to carrying out their board responsibilities effectively. Although our Board acknowledges the value of having directors with significant experience in other businesses and activities, the Board understands as well that effective service requires substantial commitment. To that end, while our Board recognizes that the demands of other business activities vary substantially, the Board has imposed limitations on director activities to include no more than five (including the Company) public directorships and does not impose a limit on private or philanthropic activities so long as directors are sufficiently attentive and available to fulfill their duties to the Company, and so long as directors comply at all times with our conflict of interest policies. Upon or prior to nomination to the Board, each director should inform the NCGC of any other boards (public, private or philanthropic) on which they currently serve, including board committees, to identify potential conflicts of interest, prohibitive interlocking issues or other governance concerns. A director seeking to serve on an additional board (public, private or philanthropic) should notify the Chair of the NCGC in writing in advance of accepting such service and should defer final acceptance of such a position until advised by such Chair, as advised by the Company's legal counsel, that such service does not present a legal, competitive, or other issue of significance for the Company. In that regard, the NCGC shall consider the nature of the director's potential service on such other board to determine whether such additional service conflicts with the current and contemplated business of the Company and thus the director's ability to serve effectively on the Board. The NCGC will consider that outside service when reviewing Board and committee composition and during the Board's annual self-evaluation.

Directors Who Change Their Principal Occupation

Our Board does not believe that directors who retire from or change their principal occupation must therefore leave the Board. Nonetheless, prior to or immediately following any such event, directors are expected to tender a written offer of resignation to the Chair of the NCGC upon a change in major job responsibilities, employer or title. The NCGC will review the appropriateness of the director's continued service on the Board and recommend to the Board whether the director's continued service is in the best interest of the Company's stockholders, at which time the Board (without the director in question) will consider such recommendation and decide whether to accept the director's resignation.

Director Elections

Prior to any meeting of stockholders at which directors are elected, each director nominee shall submit a resignation of such nominee's directorship in accordance with the Company's Director Resignation Policy.

Attendance at Annual Meeting of Stockholders

We invite and encourage our directors to attend our annual stockholder meetings.

Interaction with Outside Interested Parties

Individual directors may, from time to time at the request of management, meet or otherwise communicate with various constituencies and stakeholders.

Board Confidentiality and Communications

Consistent with their fiduciary duties, directors shall maintain the confidentiality of any non-public information received in their capacities as directors, including Board and Board committee communications, discussions and materials. In addition, directors shall not speak with the media or consent to an interview regarding the Company without receiving prior approval from the Company's communications team.

BOARD LOGISTICS

Board Meetings

The Board will meet periodically at such times and places as the Board determines. In addition, special Board meetings may be called from time to time in accordance with our Bylaws. We expect each director to attend all meetings of our Board and the Board committees on which that director sits (and in no event fewer than 75% of the meetings), and to review prior to each meeting the advance materials distributed. Each director is expected to ensure that other commitments do not interfere with the director's service. The NCGC will consider other commitments when reviewing Board and committee composition and during the Board's annual self- evaluation.

Executive Sessions of Independent Directors

Our Board's policy is to reserve time before and/or after our regularly scheduled Board meetings (and in any event, no less than two times per year) for our independent directors to meet in executive session without our management. Any independent director can request that an additional executive session be scheduled. Executive sessions will be led by: (i) the Chairperson (if an independent director), (ii) the Lead Independent Director (if any), or (iii) another independent director selected by a majority of the independent directors.

Director Compensation

Our non-employee directors are eligible to receive compensation for their service on our Board and its committees. The form and amount of such compensation will be determined by our Board based upon the recommendation of the Compensation Committee. Our non-employee directors are also eligible to receive compensation for their service on our Scientific and Technology Advisory Board.

Director and Senior Executive Stock Ownership

The Compensation Committee will periodically assess the appropriateness of stock ownership guidelines for directors and executive officers, including whether and to what extent directors and executive officers should be restricted from selling stock acquired through equity compensation.

New Director Orientation and Director Education

We will provide an orientation process for new directors designed to familiarize them with the full scope of our business and its key challenges, and to assist them in developing and maintaining the skills necessary to perform their Board responsibilities. The Board also believes that continuing education is important for maintaining a current and effective Board. Accordingly, the Board encourages directors to participate in continuing education, as well as participation in accredited director education programs, subject to such reimbursement and other policies as adopted by the NCGC.

Board Authority to Retain and Access Officers, Employees and Independent Advisors

We want our Board to have all the information it needs to fulfill its responsibilities. For that reason, we give our Board full and free access to our officers and employees, as well as to our independent advisors such as auditors, compensation consultants, outside legal counsel and any other advisors the Board considers necessary or advisable to retain in order to help it perform its duties.

STOCKHOLDER COMMUNICATIONS WITH OUR BOARD

We value our relationships and seek meaningful collaboration and engagement with our stockholders. If you are a stockholder, you are invited to contact our Board by email to our Secretary at secretary@veracyte.com or by mailing your request to the following address: Attn: Secretary, Veracyte, Inc., 6000 Shoreline Court, Suite 300, South San Francisco, California 94080.

Each communication should specify the applicable addressee or addressees to be contacted, the general topic of the communication, and information about your share ownership. The Company will initially receive and process communications before forwarding them to the addressee. The Company generally will not forward to the directors a communication that it determines to be primarily commercial in nature or related to an improper or irrelevant topic, or that requests general information about the Company.

CHANGES TO THESE GUIDELINES

The NCGC periodically reviews these Guidelines and may recommend future amendments to these Guidelines for consideration by our Board. Our Board reserves the right in its sole discretion to modify or grant waivers to these Guidelines. Any amendments or waiver may be publicly disclosed if required by applicable laws, rules and regulations.

PUBLICATIONS

The Company shall make these Guidelines freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, shall publish them on the Company's website.

Effective date: October 22, 2026