VERACYTE, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Veracyte, Inc. (the "**Company**") shall be to review and make recommendations to the Board on matters concerning corporate governance and Board composition; to identify, evaluate and nominate director candidates; to recommend directors for appointment to Board committees; to oversee the evaluation of the Board; to review any potential conflicts of interest; and to assist the Board in overseeing the Company's Environmental, Social and Governance ("**ESG**") programs.

In furtherance of these purposes, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

MEMBERSHIP

The Committee members shall be appointed by, and shall serve at the discretion of, the Board. The Committee members shall serve until their successors are duly appointed and qualified or until their earlier removal by the Board, resignation, or retirement. The Committee shall consist of no fewer than two members of the Board, with the exact number determined from time to time by the Board. The Board may designate one member of the Committee as its chair (the "**Chair**"). Members of the Committee shall not have a relationship with the Company or its affiliates that may interfere with the exercise of their independence, and shall otherwise be deemed "Independent Directors" as defined by the applicable rules of The Nasdaq Stock Market LLC (the "**Nasdaq Rules**"), except as may otherwise be permitted by such Nasdaq Rules. Each member will meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee shall include:

Corporate Governance Generally

- Periodically reviewing the Company's Corporate Governance Guidelines and ensuring that they remain relevant and are being complied with, and from time to time or as necessary recommending to the Board for approval any revisions that the Committee deems appropriate;

- Reviewing changes proposed by management to the Company's Certificate of Incorporation and Bylaws (other than those relating to capital structure of the Company) and making recommendations to the Board for approval any changes that the Committee deems appropriate;

- Reviewing periodically, in consultation with the Chief Executive Officer, the succession planning for the Chief Executive Officer, in the Committee's discretion, other senior management, reporting its findings and recommendations to the Board, and working with the Board in evaluating potential successors to these executive management positions. The Committee shall approve and maintain a process regarding the Chief Executive Officer succession in the event of an emergency or the retirement or other temporary or permanent absence of the Chief Executive Officer;

- Reviewing and discussing with management the disclosure regarding corporate governance matters to be included in any filing with the Securities and Exchange Commission ("**SEC**"), including, without limitation, in response to the requirements of Item 407(h) of Regulation S-K (Board leadership structure and role in risk oversight) promulgated by the SEC (or any successor disclosure item);

- Reviewing requests made by members of the Board, the Chief Executive Officer and other executive officers to join a board of directors or other governing body of another organization, including public and private companies and charitable organizations, identifying potential conflicts of interest, prohibitive interlocking issues or other governance concerns, and approving such requests that the Committee deems appropriate;

- Reviewing governance-related stockholder proposals properly made in accordance with the Company's Bylaws and recommending responses to the Board for approval; and

- Making such recommendations to the Board and its committees as the Committee may consider necessary or appropriate and consistent with its purpose, and taking such other actions and performing such other services as may be referred to it from time to time by the Board or required under the federal securities laws, the rules and regulations promulgated by the SEC (the "**SEC Rules**") under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and the Nasdaq Rules.

Board Composition, Evaluation and Nominating Activities

- Overseeing the Board evaluation process, including conducting periodic evaluations of the performance of the Board as a whole and each Board committee, and evaluating the performance of Board members eligible for re-election;

- Reviewing and making recommendations to the Board for approval regarding the composition and size of the Board, including recommending to the Board for approval all nominees to the Board, including the slate of nominees at each annual meeting of stockholders, and determining the relevant criteria (including any minimum qualifications) for Board membership, including as set forth in the Company's Corporate Governance Guidelines;

- Overseeing inquiries into the backgrounds and qualifications of potential candidates for membership on the Board, including annual review of the independence of the non-employee directors and members of the Committee and the Audit Committee, Compensation Committee, this Committee and any other independent committees of the Board in accordance with applicable Nasdaq Rules and SEC Rules;

- Establishing procedures for the submission of candidates for election to the Board (including recommendations by stockholders of the Company);

- Establishing procedures for identifying and evaluating nominees for director;

- Periodically reviewing 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;

- Reviewing and evaluating any stockholder nominees and any candidates for the Board recommended by stockholders, each in compliance with the Company's Bylaws and policies and

procedures for consideration of Board candidates;

- Considering the Board's leadership structure, including the separation of the Chairperson of the Board and Chief Executive Officer roles or appointment of a lead independent director of the Board, either permanently or for specific purposes, and making such recommendations to the Board with respect thereto as the Committee deems appropriate;

- Reviewing and discussing with management the narrative disclosure regarding the director nomination process to be included in any SEC filing by the Company, including, without limitation, in response to the requirements of Item 401(e)(1) and Item 407(c)(2) of Regulation S-K promulgated by the SEC (or any successor disclosure item);

- Periodically considering and assessing the desirability of a formal policy regarding director attendance at annual and special meetings of stockholders; and

- Overseeing the implementation of any continuing education program for directors, including an orientation program for new directors, and overseeing and maintaining any such program that is implemented.

Board Committees

- Periodically reviewing the charter and composition of each Board committee and making recommendations to the Board for approval regarding the size, structure and composition of Board committees, taking into consideration outside service, including for the creation of additional Board committees or the change in mandate or dissolution of Board committees; and

- Recommending to the Board for approval persons to be members of the various Board committees.

Code of Business Conduct and Ethics

- Periodically reviewing the Company's Code of Business Conduct and Ethics applicable to members of the Board, officers and employees of the Company, and from time to time or as necessary recommending to the Board any revisions to such code that the Committee deems appropriate;

- Considering and approving waivers of the Code of Business Conduct and Ethics (other than transactions that are subject to review by the Board as a whole), provided, that, any waivers of the Code of Business Conduct and Ethics for directors or executive officers must be approved by the Board;

Conflicts of Interest

- Considering questions of possible conflicts of interest of Board members and of executive officers; and

- Reviewing actual and potential conflicts of interest of Board members and executive officers, other than related party transactions reviewed by the Audit Committee or the Board, and approving or prohibiting any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity.

ESG

- Overseeing the Company's programs and objectives relating to corporate responsibility and sustainability programs, including ESG matters;

- Reviewing and assessing with management, and coordinating with the Audit Committee, as appropriate, the Company's performance, risks, controls, and procedures relating to ESG matters; and

- Overseeing and periodically reviewing the Company's public disclosures on ESG matters and related metrics applicable to the Company.

MEETINGS

The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities. The Committee may meet either in person or via telephonic- or video-conference, and at such times and places as the Chair, in consultation with the other member(s) of the Committee, determines. The Chair or any other member of the Committee may call meetings of the Committee by notice in accordance with the Company's Bylaws. A quorum of the Committee for the transaction of business will be a majority of its members. The Committee may establish its own meeting schedule, which it will provide to the Board. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chair will designate a secretary for each meeting, who need not be a member of the Committee. The Secretary of the Company shall provide the Committee such staff support as it may require.

MINUTES AND CONSENTS

The Committee will maintain written minutes of its meetings and copies of its actions by unanimous written consent, which minutes and written consents will be filed with the minutes of the meetings of the Board. The minutes of the Committee and actions by the unanimous written consent of the Committee members will be made available to the other members of the Board.

REPORTS

The Committee shall make regular reports to the full Board on the actions and recommendations of the Committee.

DELEGATION OF AUTHORITY

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Nasdaq Rules, the SEC Rules, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees. Subcommittees of the Committee will consist of one or more members of the Committee who will regularly report on their activities to the Committee.

COMPENSATION

Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof. Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.

STUDIES AND ADVISORS

The Committee, in discharging its responsibilities, may conduct, direct, supervise or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full and unrestricted access to all books, records, documents, facilities and personnel of the Company. The Committee has the sole authority and right, at the expense of the Company, to retain (and terminate) search firms, legal and other consultants, accountants, experts and advisors of its choice to assist the Committee in connection with its functions, including any studies or investigations, and shall have direct oversight of the work performed by such advisors. The Committee will have the sole authority to approve the fees and other retention terms of such advisors and to oversee the establishment of guidelines and procedures related to the accrual and accounting of such compensation and expenses. The Company will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any search firms, legal and other consultants, accountants, experts and other advisors retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

Irrespective of the retention of search firms, legal and other consultants, accountants, experts and other advisors to assist the Committee, the Committee shall exercise its own judgment in the fulfillment of its functions.

REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER

The Committee will evaluate the Committee's composition and performance on a periodic basis. The Committee also will review and reassess the adequacy of this Charter annually and recommend to the Board for approval any changes the Committee determines are appropriate.

PUBLICATIONS

The Company shall make this Charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Exchange Act, shall publish it on the Company's website.

Effective date: October 22, 2026