VERACYTE, INC.
COMPENSATION COMMITTEE CHARTER

PURPOSE

The purpose of the Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Veracyte, Inc. (the "**Company**") shall be to:

- Provide oversight of the Company's compensation policies, plans, and benefits programs;

- Assist the Board in discharging its responsibilities relating to (i) oversight of the compensation of the Company's Chief Executive Officer (the "**CEO**") and other "executive officers" as defined under Rule 3b-7 and "officers" as defined under Rule 16a-1(f), in each case, promulgated under the Securities Exchange Act of 1934, as amended, (the "**Exchange Act**"), other than the CEO (collectively with the CEO, the "**Executive Officers**"), and (ii) reviewing, recommending, approving and evaluating the Executive Officer and director compensation arrangements, plans, policies and programs of the Company; and

- Assist the Board in administering the Company's cash-based and equity-based compensation plans.

The compensation programs for the Company's Executive Officers shall be (i) designed to attract, motivate, and retain talented executives responsible for the success of the Company, (ii) determined within a competitive framework and (iii) based on the achievement of the Company's overall financial results, individual contributions and a compensation philosophy of "pay for performance".

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 must meet the following criteria (as well as any criteria required by rules and regulations promulgated by the Securities and Exchange Commission (the "**SEC**", and such rules and regulations, the "**SEC Rules**")):

- The independence requirements of applicable rules of The Nasdaq Stock Market LLC (the "**Nasdaq Rules**"), except as may otherwise be permitted by such Nasdaq Rules;

- The independence requirements of other rules and regulations promulgated by the SEC under the Exchange Act, except as may otherwise be permitted by SEC Rules;

- The non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Exchange Act;

- Be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member; and

- Any other laws, rules, regulations, or requirements that may come into force or otherwise become applicable.

RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee shall include:

Executive Officer and Other Compensation

- Annually reviewing, consulting with outside consultants / the Human Resources department when the Committee deems appropriate, and approving, for the Executive Officers other than the CEO (for the CEO, annually reviewing, consulting with outside consultants / the Human Resources department when the Committee deems appropriate, and recommending to the independent members of the Board for approval): (i) the annual base salary, (ii) the annual incentive bonus, (iii) equity compensation, (iv) perquisites or any other personal benefits, and (v) any other significant benefits, compensation, or arrangements not available to employees generally. One of the Committee's objectives shall be to use compensation to align the interests of the Executive Officerswith the long-term interests of the Company's stockholders, thereby incentivizing management to increase stockholder value. For the CEO compensation, the CEO may not be present during voting or deliberations regarding CEO compensation. For the Executive Officer compensation other than the CEO, the Committee also may take account of the recommendations of the CEO with respect to such compensation;

- Annually reviewing and approving, or recommending to the independent members of the Board for approval, corporate goals and objectives relevant to the compensation of the Executive Officers, evaluating performance in light thereof, and considering factors related to the performance of the Company, including accomplishment of the Company's long-term business and financial goals;

- Administering and interpreting the Company's cash-based and equity-based compensation plans for its employees and consultants; to the extent not otherwise delegated by the Board, the Committee may delegate to the CEO or to the other Executive Officers (the latter only with respect to employees of the Company or any

subsidiary thereof) the authority to carry out all of the powers of the Committee to grant options and issue awards under the Company's equity-based compensation plans to employees or consultants of the Company or any subsidiary thereof who are not members of the Board or Executive Officers; provided, that no such grant or award shall exceed the maximum number of shares that may be awarded to individuals and/or in the aggregate in any fiscal quarter or year as the Committee shall direct from time to time, and all grants or awards shall be at an exercise or grant price per share at least equal to fair market value on the date of such grant or award;

- Providing oversight of the Company's overall compensation plans and benefits programs, including the Company's cash-based and equity-based compensation plans, and making recommendations to the Board with respect to improvements or changes to such plans or the adoption of new plans when appropriate;

- Reviewing and recommending to the independent members of the Board for approval policies and procedures relating to perquisites and expense accounts of the CEO;

- Reviewing and approving, or recommending to the independent members of the Board for approval, policies and procedures relating to perquisites and expense accounts of the Executive Officers;

- Evaluating, on a periodic basis, the Company's compensation strategy, including base salary, incentive compensation, and equity-based grants, including competitiveness of (i) the compensation of the Executive Officers and (ii) the Company's overall compensation plans;

- Periodically reviewing and revising a peer group of companies against which to assess the Company's compensation programs and practices to help ensure they remain competitive and supportive of the Company's strategy and objectives;

- Oversee the Company's engagement with stockholders and proxy advisory firms regarding executive compensation matters, including reviewing and considering the results of any stockholder advisory votes on executive compensation and taking such results into account, as appropriate, in connection with the Committee's review of executive compensation programs and decisions;

- Reviewing and discussing with management the risks arising from the Company's compensation policies and practices for all employees that are reasonably likely to have a material adverse effect on the Company;

- Annually evaluating director compensation, consulting with outside consultants and/or with the Human Resources department when the Committee deems appropriate, and making recommendations to the Board for approval regarding director compensation;

- Reviewing and making recommendations to the Board with respect to the directors' equity awards under the Company's equity compensation plans and any proposed amendments thereto, subject to obtaining stockholder approval of any amendments as required by applicable law or the Nasdaq Rules;

- Reviewing and approving or recommending to the Board for approval any equity award granting policy, including overseeing equity grant timing practices and related disclosure, in each case, pursuant to the Company's equity-based compensation plans; and

- Periodically reviewing and approving, or making recommendations to the Board for approval, with respect to any Executive Officer, any employment agreement, separation arrangement, change in control agreement, severance protection plan, change in control provision affecting any element of compensation and benefits and other compensatory agreements or plans, including any supplemental retirement benefits and the perquisites provided during and after employment. The CEO may not be present during voting or deliberations regarding CEO compensation.

Related Duties and Authority

- For so long as the Company is subject to the periodic reporting requirements of the Exchange Act and only to the extent required under the SEC Rules: (i) reviewing and discussing with management the Company's Compensation Discussion and Analysis disclosure and the narrative disclosure related to compensation consultants in determining or recommending the amount or form of executive and director compensation whose work has raised any conflict of interest in response to the requirement of Item 407(e)(3)(iv) of Regulation S-K promulgated by the SEC (or any successor disclosure items), (ii) based on such review and discussion, recommending to the Board whether such disclosure should be included in the Company's annual report on Form 10-K, proxy statement, information statement or similar document and (iii) producing a report on executive compensation for inclusion in the Company's annual proxy statement that complies with the SEC Rules and any other applicable rules and regulations;

- Overseeing the Company's compliance with any regulatory requirements associated with compensation of its directors, Executive Officers and employees, and reviewing and approving the Company's compliance program relating to restrictions on and reporting of securities transactions by the Company and its Executive Officers, other officers and directors;

- Overseeing the administration of the Company's stock ownership guidelines and the compliance with such guidelines by the Company's non-employee directors and Executive Officers, and periodically assessing the appropriateness of these stock ownership guidelines, including whether and to what extent directors and Executive Officers should be restricted from selling stock acquired through equity compensation;

- Reviewing and approving the implementation or revision of any compensation recoupment, incentive-based compensation recovery, "clawback," or similar policy and being responsible for the oversight and administration of any such policy, including making any determinations required or contemplated therein;

- Periodically reviewing the Company's procedures with respect to employee loans. The Committee will not approve any arrangement in which the Company, directly or indirectly, extends or maintains credit, arranges for the extension of credit or renews an extension of credit, in the form of a personal loan to or for any director of the Company or Executive Officer (or equivalent thereof). The Committee will assist the Board and management of the Company in complying with this prohibition;

- Performing any other activities required by applicable law, rules, or regulations, including the Nasdaq Rules and SEC Rules, and taking such other actions and performing and carrying out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose; and

- Providing oversight relating to the Company's talent management practices, including initiatives and programs relating to the development, attraction, engagement, and retention of its employees, as well as initiatives and programs relating to its efforts to foster and maintain the culture of inclusivity and collaboration.

MEETINGS

The Committee shall 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 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. The CEO may not be present during voting or deliberations regarding CEO compensation.

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. By delegating an issue to a subcommittee, the Committee does not surrender any authority over that issue, and the Committee may act on any issue that has been delegated to a subcommittee without limiting or restricting future action by the subcommittee on any matters delegated to it.

COMPENSATION

Members of the Committee shall receive such compensation, if any, for 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) compensation and other consultants, legal counsel, 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. In connection with the retention of such advisors (other than in-house legal counsel), the Committee shall consider the factors related to the independence of such advisors, including the factors specified in Nasdaq Rule 5605(d)(3), or any successor provision, and, including with respect to each such advisor (or the advisor's employer): (1) the provision of other services to the Company by such advisor (or their employer); (2) the amount of fees received from the Company, as a percentage of the total revenue of such advisor (or their employer); (3) the policies and procedures of such advisor (or their employer) that are designed to prevent conflicts of interest; (4) any business or personal relationship of such advisor (or their employer) with a member of the Committee or an Executive Officer; (5) any shares of Company capital stock or other Company securities owned by such advisor (or their employer); and (6) such other factors as the Committee deems relevant or may be required from time to time by SEC Rules or Exchange Act rules; provided that nothing herein requires that compensation advisors must be independent – rather that the enumerated independence factors be considered before selecting or otherwise receiving advice from such an advisor.

The Committee shall assess, no less frequently than annually, the nature of any conflicts of interest raised by the work of any compensation advisor retained by the Committee who had any role in

determining or recommending the amount or form of compensation of the Executive Officers and/or directors during the applicable fiscal year.

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 compensation and other consultants, legal counsel, accountants, experts and other advisors retained by the Committee;
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions; and
- the commission of any necessary studies or surveys concerning the levels of executive compensation payable in the industry in which the Company is engaged and in other related industries or obtaining recommendations from outside/independent consultants concerning comparable compensation programs.

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

The Committee is not required to assess the independence of any in-house legal counsel or any consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of Executive Officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

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