

VERACYTE, INC.

REGULATORY AND COMPLIANCE COMMITTEE CHARTER

Adopted on October 2, 2013 and effective as of
the closing of the Company's initial public offering

PURPOSE

The purpose of the Regulatory and Compliance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Veracyte, Inc. (the "**Company**"), shall be to assist the Board in oversight of the Company's compliance with healthcare legal and regulatory requirements.

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.

The Committee's responsibility is one of oversight. The members of the Committee are not employees of the Company and may not be experts on regulatory and compliance matters, and they do not perform, or represent that they perform, the functions of management. The Committee relies on the expertise and knowledge of management in carrying out its oversight responsibilities. The management of the Company is responsible for developing, implementing and monitoring the Company's programs and policies designed to promote compliance with applicable laws and regulations and company policies. The Audit Committee of the Board shall continue to assist the Board with its oversight responsibilities regarding the integrity of the Company's financial statements and the Company's compliance with legal and regulatory requirements generally.

MEMBERSHIP

The Committee members shall be appointed by, and shall serve at the discretion of, the Board. The Committee shall consist of at least two members of the Board. The Board may designate one member of the Committee as its chair. The Committee may form and delegate authority to subcommittees when appropriate. Each member of the Committee shall meet the independent requirements of applicable rules of The NASDAQ Stock Market LLC.

RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee shall include:

- Reviewing the results of management's efforts to monitor compliance with the Company's programs and policies designed to promote adherence to applicable healthcare laws and regulations, including those relating to product and service promotional activities, Medicare reimbursement and provision of laboratory services;
- Ensuring proper communication of significant healthcare regulatory compliance issues to the full Board and, as appropriate, the Audit Committee;
- Receiving at least annually a report of the Company's Chief Compliance Officer regarding significant compliance investigations;

- Reviewing and assessing the adequacy of this charter on a periodic basis and recommending any proposed changes to the Board.

In performing its duties, the Committee shall have the sole authority, at the Company's expense, to retain, hire, terminate outside legal, regulatory consulting or other advisors as the Committee may deem appropriate, and shall have the sole authority to approve any such consultant or advisor's fees and other retention terms.

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 telephonically, and at such times and places as the Committee determines. The Committee may establish its own meeting schedule, which it shall 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.

MINUTES

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

REPORTS

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

COMPENSATION

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.