

# EXACT SCIENCES CORPORATION

## COMPENSATION COMMITTEE CHARTER

### Purpose

The primary purposes of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Exact Sciences Corporation (the “Company”) are to (1) discharge the Board’s responsibilities relating to compensation of the Company’s directors and executive officers, including approving individual executive officer compensation, and (2) review and recommend to the Board compensation plans, policies and programs, intended to attract, retain and appropriately reward employees in order to motivate their performance in the achievement of the Company’s business objectives and align their interests with the long-term interests of the Company’s shareholders.

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

### Composition

The members of the Committee and its chairperson shall be appointed by, and will serve at the discretion of, the Board. The Committee shall be comprised of at least two independent members of the Board who meet the independence requirements of the Securities and Exchange Commission and the Nasdaq Stock Market and who meet the requirements for an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

### Authority and Responsibilities

The Board delegates certain responsibilities and duties to the Committee to assist the Board in fulfilling its oversight responsibilities. The responsibilities of the Committee shall include:

1. Establish the Company’s executive compensation philosophy, oversee the Company’s processes and procedures for consideration and determination of executive and director compensation and review and approve all executive compensation and submit it to the Board for its information. In considering and reviewing executive compensation, the Committee shall take into account the objectives of the Company’s compensation programs and all factors it deems relevant to the determination of executive compensation including:
  - What the Company’s compensation program is designed to reward;
  - Each element of compensation and why the Company pays each element; and
  - How each compensation element and the Company’s decisions regarding that element fit into the Company’s overall compensation objectives and affect decisions regarding other elements.
2. Annually, while meeting without the CEO present, review and evaluate the CEO’s performance relative to Company goals and objectives, establish the individual elements of

the CEO's total compensation based, in part, on this evaluation and review and approve CEO compensation.

3. Administer and implement the Company's incentive compensation plans and equity-based plans, including, but not limited to:
  - establishing the performance objectives and weightings utilized in such plans;
  - determining the form of payouts under such plans;
  - approving option grants and restricted share or other awards;
  - interpreting the plans;
  - determining rules and regulations relating to the plans, including establishing grant processes and procedures;
  - approving the modification or cancellation of existing grants or awards; and
  - imposing limitations, restrictions and conditions upon any grant or award as the Committee deems necessary or advisable.
4. Review and monitor the Company's employee benefit plans and policies, provide oversight of any employee benefit plan, and review and approve adoptions of, and any material amendments to such plans.
5. Advise on the setting of compensation for officers whose compensation is not subject to Committee approval.
6. Review and approve, for the CEO and other executive officers of the Company, employment agreements, severance agreements and change in control agreements.
7. Evaluate and recommend to the Board appropriate compensation for the Company's directors, including compensation and expense reimbursement policies for attendance at Board and committee meetings.
8. Review and discuss with management the Compensation Discussion and Analysis required by Securities and Exchange Commission regulations and, based on such review and discussions, recommend to the Board whether such Compensation Discussion and Analysis should be included in the Company's annual proxy statement.
9. Provide the Compensation Committee Report required to be included in the Company's annual proxy statement.
10. Report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.

11. Perform other responsibilities reasonably related to the responsibilities specified above or otherwise delegated to the Committee by the Board or required under the provisions of any compensation or benefit plan maintained by the Company.

### **Meetings**

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than twice annually

### **External Advisors; Delegation**

To the extent deemed necessary by the Committee, it shall have the authority to engage outside counsel, independent consultants and other experts at the Corporation's expense to review any matter under its responsibility. The Committee shall have the sole authority to retain and terminate compensation consultants to assist in the evaluation of director, CEO or executive officer compensation, including sole authority to approve the consultants' fees and other retention terms. The Committee may form, and delegate authority to, subcommittees when it deems appropriate.

### **Evaluation and Charter Review**

The performance of the Committee shall be evaluated annually by the Committee. The Committee shall review the adequacy of this Charter annually or at such other intervals as the Committee determines.

Adopted Effective October 14, 2009