

EXACT SCIENCES CORPORATION

INNOVATION AND TECHNOLOGY COMMITTEE CHARTER

Purpose

The primary purposes of the Innovation & Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of Exact Sciences Corporation (the “Company”) are to (1) assist the Board in providing counsel to the Company’s senior management on strategic management of basic technology, innovation, medical affairs, and regulatory issues, including the portfolio of development projects, management and tracking systems for critical projects, technology development and acquisition plans, and technical personnel development and (2) assist the Board and the Company in implementing appropriate advisory and thought-leader interactions.

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 made up of at least two members of the Board.

Authority and Responsibilities

The Committee shall use its in-depth interaction with the Company and external advisors to develop insights and recommendations, which it will provide to the Board, on major strategies and other subjects related to:

1. The Company’s approach to technical and commercial innovation including:
 - Alignment between strategic commercial objectives and the Company’s technology and product development plans;
 - Identification, evaluation and oversight of appropriate technology investments;
 - Prioritization of medical needs that can effectively be addressed by the Company;
 - Measurement and tracking of significant innovation projects;
 - Development, oversight and review of key technical personnel; and
 - Assessment of underlying intellectual property assets and liabilities.
2. The Company’s approach in assuring the Company’s existing and new product technologies are commercialized according to proper safety, health, and regulatory compliance principles.

The Committee shall 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.

External Advisors; Thought Leaders

The Committee may choose to engage external advisors or thought-leaders to help guide its efforts.

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. The Committee may invite members of management and others to attend meetings and provide pertinent information.

Delegation

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