



## **Strategic Committee Charter**

### **I. PURPOSE**

The purpose of the Strategic Committee (the "Committee") of the Board of Directors (the "Board") of Myriad Genetics, Inc. (the "Company") is to advise and consult with senior management on a broad range of strategic initiatives or projects and to make recommendations to the Board regarding such opportunities.

### **II. MEMBERSHIP PROCEDURES**

#### **A. Membership and Appointment**

The Committee shall be comprised of not fewer than three members of the Board as shall be determined from time to time by the Board. The members shall be elected by the Board, on the recommendation of the Nominating and Governance Committee, and shall hold office until their resignation or until their successors shall be duly elected and qualified.

#### **B. Removal**

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Chairman of the Nominating and Governance Committee, or the Secretary of the Company (unless the notice specifies a later time for the effectiveness of such resignation). The Nominating and Governance Committee may recommend and the Board may elect a successor to assume the available position on the Committee when the resignation becomes effective.

#### **C. Chair of the Committee**

The Chairman of the Board will serve as the Chair of the Committee. In the absence of the Chairman of the Board, the Committee will select one of its members to act as the Chair. The Chair of the Committee shall determine the agenda for and the length of meetings and shall have unlimited access to management and information relating to the Committee's purposes. The Chair of the Committee shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

#### **D. Meetings, Minutes and Reporting**

The Committee shall meet at such times and places as the Chair shall determine. The Committee shall keep minutes of the proceedings of the Committee. The Committee shall report significant matters as it deems necessary concerning its activities to the full Board. The Committee may appoint a Secretary whose duties and responsibilities shall be to keep records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a member of the Committee or a director and shall have no membership or voting rights by virtue of the position.

### **III. COMPENSATION**

Based on the recommendation of the Compensation Committee, Committee members shall be compensated by the Company in the form of directors' fees, which may be paid in cash or equity of the Company. Committee members may, however, receive different compensation than that received for Board service by other Board members, in light of the nature of their responsibilities to the Company. No compensation shall be paid to any Committee member who also serves as an officer of the Company.