

**PERSONALIS, INC.**

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS**

Adopted by the Board of Directors: August 4, 2020

Last Amended by the Board of Directors: October 26, 2022

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**PURPOSE AND POLICY**

The primary purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Personalis, Inc. (the “**Company**”) is to (i) oversee the Company’s corporate governance functions on behalf of the Board; (ii) make recommendations to the Board regarding corporate governance issues; (iii) identify and evaluate candidates to serve as directors of the Company consistent with the criteria approved by the Board and review and evaluate the performance of the Board; (iv) serve as a focal point for communication between director candidates, non-committee directors and the Company’s management; (v) select or recommend to the Board for selection candidates to serve as nominees for director for the annual meeting of stockholders; and (vi) make other recommendations to the Board regarding affairs relating to the directors of the Company.

**COMPOSITION**

The Committee shall consist of at least two (2) members of the Board. The members of the Committee shall satisfy the independence requirements imposed by the listing requirements of the Nasdaq Stock Market as in effect from time to time (“**Nasdaq Rules**”), including any exceptions permitted by such requirements, as determined by the Board. The members of the Committee shall be appointed by and serve at the discretion of the Board. Resignation or removal of a Committee member from the Board for any reason shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s chairperson shall be appointed by the Board.

**MEETINGS AND MINUTES**

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate. Any member of the Committee may call a meeting of the Committee. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company after each meeting. The chairperson of the Committee shall report to the Board from time to time, or whenever so requested by the Board.

The Committee will periodically meet in executive session without management present, as the Committee deems appropriate.

A majority of the members shall represent a quorum of the Committee, and, if a quorum is present, any action approved by a majority of the members present shall represent the valid action of the Committee. Any actions taken by the Committee during any period in which one or more

members fail for any reason to meet the membership requirements set forth under “Composition” above shall be nonetheless duly authorized actions of the Committee for all corporate purposes.

## **AUTHORITY**

Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have access to and shall communicate with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable. The Committee has the authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors and consultants, as well as authority to retain and terminate executive search firms to help identify director candidates. The Committee has the authority to approve fees, costs and other terms of engagement of such outside resources. The Committee also has authority to pay, at the expense of the Company, ordinary administrative expenses (including expenditures for external resources) that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Committee has authority to require that any of the Company’s personnel, counsel, accountants or investment bankers, or any other consultant or advisor to the Company, attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting or other, advisors or consultants.

The Committee may form and delegate authority to one or more subcommittees as appropriate. Delegation by the Committee to any subcommittee shall not limit or restrict the Committee on any matter so delegated, and, unless the Committee alters or terminates such delegation, any action by the Committee on any matter so delegated shall not limit or restrict future action by such subcommittee on such matters. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law. The approval of this Nominating and Corporate Governance Committee Charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

## **RESPONSIBILITIES**

To implement the Committee’s purpose, the Committee shall have the following responsibilities. The Committee may supplement and, except as otherwise required by applicable law or the requirements of the Nasdaq Rules, deviate from these activities as appropriate under the circumstances:

- 1. *Director Nominations.*** The Committee shall identify and evaluate candidates to serve on the Company’s Board consistent with the criteria approved by the Board, including consideration of the potential conflicts of interest as well as applicable independence and other requirements. The Committee shall also have responsibility for reviewing and evaluating the qualifications and performance of incumbent directors and for considering the recommendation for their nomination for re-election to the Board, as well as monitoring the size of the Board. The Committee shall also recommend to the Board for selection candidates to serve as nominees for director for the annual meeting of stockholders. The Committee shall also have the power and

authority to consider recommendations for Board nominees and proposals submitted by any director or management of the Company, or by the Company's stockholders, and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.

**2. *Board and Director Assessment.*** At least annually, the Committee shall review the performance of the Board (including Board committees and individual directors) and assess its contribution to the Company and shall make recommendations to the Board for areas of improvement as it deems appropriate. The assessment shall include the Board's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup, including the reelection of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment (including having sufficient time to devote to the Company and level of participation), skills, diversity, age, and such other factors as it deems appropriate, given the current needs of the Board to maintain a balance of knowledge, experience, and capability and expertise. The Committee further will review and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by the Nasdaq Rules. The results of these reviews shall be provided to the Board for further discussion as appropriate.

**3. *Other Board Memberships.*** In accordance with the Company's Corporate Governance Guidelines, the Committee shall evaluate any director's proposal to serve on another for-profit company, and after considering the nature of the director's potential service on such other board or board committee and assessing whether such additional service conflicts with the current and contemplated business of the Company and thus the director's ability to serve effectively on the Board, the Chair of the Committee shall advise such director as to whether such service presents a legal, competitive or other issue of significance for the Company.

**4. *Board Committee Nominations.*** The Committee shall oversee the Board's committee structure and operations, including authority to delegate to subcommittees and committee reporting to the Board. The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of the Nasdaq Rules, the rules and regulations of the U.S. Securities and Exchange Commission and applicable law, shall recommend to the entire Board annually the chairmanship and membership of each committee.

**5. *Continuing Education/Orientation.*** The Committee shall maintain, or institute new plans as deemed appropriate, such plans or programs as it may deem appropriate for the continuing education of directors and orientation of new directors.

**6. *Corporate Governance Guidelines.*** The Committee shall at least annually review and assess the Company's Corporate Governance Guidelines and related principles, including

review of directors' potential service on other boards and whether such additional service conflicts with the current and contemplated business of the Company and is acceptable under the Company's Corporate Governance Guidelines and shall recommend any changes deemed appropriate to the Board for its consideration. The Committee shall at least annually review Company policy statements to determine their adherence to the Company's Code of Business Conduct and Ethics.

**7. *Management Succession.*** The Committee shall periodically review with the Chief Executive Officer and the Board the plans for succession for the Company's executive officers, including the Chief Executive Officer, as it sees fit, and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions

**8. *Management and Leadership Structure Assessment.*** Periodically the Committee shall review the performance of management and assess its contribution to the Company and shall make recommendations to the Board for areas of improvement as it deems appropriate. The Committee shall review and consider the Board's leadership structure, including the separation of the chair of the Board and Chief Executive Officer roles, whether the chair of the Board is also an employee director or a non-independent director, and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

**9. *Environmental, Social and Governance ("ESG") Policies.*** The Committee shall periodically review and discuss with management ESG matters pertaining to the Company, including ESG policies and initiatives.

**10. *Procedures for Information Dissemination.*** The Committee shall periodically review the processes and procedures used by the Company to provide information to the Board and its committees and make recommendations to the Board and management for improvement as appropriate. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

**11. *Annual Committee Evaluation.*** To conduct an annual evaluation of the performance of the Committee.

**12. *Annual Charter Review.*** To review and assess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

**13. *General Authority.*** The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the discharge of the foregoing.