

GRAIL, Inc.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Adopted June 11, 2024

Purpose and Scope

The Nominating and Governance Committee (the “Committee”) is created by the Board of Directors (the “Board”) of GRAIL, Inc. (“GRAIL”) to discharge the responsibilities set forth in this charter (this “Charter”). The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

Membership

The Committee shall consist of at least three members, comprised solely of directors deemed by the Board to be independent and who meet the independence requirements of Nasdaq, subject to any available exception. Committee members shall be appointed by the Board and may be removed, with or without cause, by the Board at any time. The Board shall designate the Chair of the Committee.

Responsibilities

In addition to any other responsibilities that may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Board/Committee Nominees

- The Committee shall recommend the Board director nominees for election at the next annual or special meeting of stockholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings.
- The Committee shall oversee searches for and identify qualified individuals for membership on the Board.
- The Committee shall recommend to the Board criteria for Board and Board committee membership and shall recommend individuals for membership on the Board and its committees. In making its recommendations for Board and committee membership, the Committee shall:
 - review candidates’ qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy, and financial expertise standards that may be required under applicable law and Nasdaq rules for Audit Committee or other committee membership purposes);

- in evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors;
- periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, GRAIL, and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background, and experience; and
- consider rotation of committee members and committee chairs, as appropriate.

Evaluating the Board and its Committees

- The Committee shall develop a periodic self-evaluation plan to determine whether the Board and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.

Corporate Governance Matters

- The Committee shall develop and recommend to the Board the Code of Business Conduct and Ethics for GRAIL. Periodically, the Committee shall review and reassess the adequacy of such Code of Business Conduct and Ethics and recommend any proposed changes to the Board.
- The Committee shall also review and consider any requests for waivers of the Code of Business Conduct and Ethics, and shall make a recommendation to the Board with respect to such request for a waiver.
- Periodically, the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board.
- The Committee shall review potential conflicts of interest involving directors, including whether such director or directors may vote on any issue as to which there may be a conflict.
- The Committee will review any notification by a director of his or her resignation or material changes in employment or of circumstances that may adversely reflect upon the director or GRAIL, in accordance with the Corporate Governance Guidelines. Based on this review, the Committee may recommend that the Board request such director to resign from the Board.
- The Committee will periodically review, and provide oversight with respect to, GRAIL's strategy, initiatives, policies, and risks concerning environmental and social matters.

Reporting to the Board

- The Committee shall report to the Board periodically.
- The Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Authority and Delegations

The Committee has sole authority to retain and terminate any advisers, including search firms to identify director candidates and legal counsel, including authority to approve all such advisers' fees and other retention terms. GRAIL shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such adviser retained by the Committee.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems it to be appropriate and in the best interests of GRAIL.

Procedures

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of GRAIL's bylaws that are applicable to the Committee. The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter.