

GRAIL, Inc.

COMPENSATION COMMITTEE CHARTER

Adopted June 11, 2024

Purpose and Scope

The Compensation 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.

The purpose of the Committee is to oversee the responsibilities of the Board relating to compensation of the Company’s directors and executive officers, the Company’s overall compensation structure, policies and programs.

Membership

The Committee shall consist of at least two members, comprised solely of directors deemed by the Board to be independent and who meet the independence requirements of the Nasdaq Stock Market LLC (the “Nasdaq”), except as otherwise permitted by applicable Nasdaq rules. In addition, the Board may require that members must also qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934. 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.

Duties and 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.

Executive Compensation

- The Committee shall (i) determine the compensation of the Chief Executive Officer and each of GRAIL’s other executive officers and (ii) recommend to the full Board for approval the compensation provided to each non-employee member of the Board of Directors for such person’s service on the Board and any committees thereof. In determining, or recommending for determination, compensation of the individuals listed in the preceding sentence, the Committee shall, among other things:
 - identify, review and approve corporate goals and objectives relevant to the Chief Executive Officer and executive officer compensation;
 - evaluate the Chief Executive Officer’s and each executive officer’s performance in light of such goals and objectives and determine compensation

based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of GRAIL; and

- determine any long-term incentive component of the Chief Executive Officer's and each executive officer's compensation, including reviewing and approving any employment and severance agreements or arrangements for GRAIL's executive officers.

Director Compensation

- The Committee will review and make recommendations to the Board regarding director compensation.

Management Succession

- The Committee will oversee the Company's succession planning for the Chief Executive Officer, Executive Vice Chairman and other executive officer roles.

Clawback Policy

- The Committee will administer and oversee GRAIL's compliance with the compensation recovery policy required by applicable SEC and Nasdaq rules.

Compensation Policies, Plans and Disclosure

- The Committee shall review and evaluate GRAIL's executive compensation and benefits policies generally (subject, if applicable, to stockholder approval), including the review and recommendation of any incentive-compensation and equity-based plans of GRAIL that are subject to Board approval. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of executive officers and other employees of GRAIL and any other factors that it deems appropriate.
- The Committee has the authority to administer GRAIL's equity plans and to make grants of cash-based and equity-based awards under such equity plans.
- The Committee shall establish stock ownership guidelines applicable to GRAIL's executive officers and recommend stock ownership guidelines applicable to the non-employee Board members to the Board for approval.
- The Committee shall prepare the Compensation Committee Report required by Securities and Exchange Committee (the "SEC") rules to be included in GRAIL's annual proxy statement or Form 10-K, and the Committee shall review and discuss GRAIL's Compensation Disclosure and Analysis (if and when required by SEC rules) ("CD&A") with management and provide a recommendation to GRAIL's Board regarding the inclusion of the CD&A within GRAIL's proxy statement or Form 10-K, as applicable.

In addition to the duties and responsibilities expressly authorized in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, GRAIL's bylaws and applicable Nasdaq rules.

Reporting to the Board

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

Authority and Delegations

The Committee has the sole authority to retain or obtain the advice of a compensation consultant, legal counsel or other adviser and shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee. The Committee has sole 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 select such advisers, or receive advice from any other adviser, only after taking into consideration those independence factors enumerated by the Nasdaq rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains.

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

The Committee may delegate to one or more officers of GRAIL the authority to make grants and awards of stock rights or options to any non-Section 16 officer of GRAIL under such of GRAIL's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.

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 the Company'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.

No executive officer should attend that portion of any meeting where such executive's performance or compensation is discussed, unless specifically invited by the Committee. The Chief Executive Officer may not be present during voting or deliberations related to his or her compensation.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request

any officer, employee or adviser of GRAIL to meet with the Committee or any advisers engaged by the Committee.