

Policies and Procedures for Director Candidates



A. Stockholder Recommendations

It is the policy of the board of directors (the “**Board**”) of Natera, Inc. (the “**Company**”) to consider recommendations for candidates to the Board from stockholders.

Stockholder recommendations for candidates to the Board must:

1. be received by December 31st of the year prior to the year in which the recommended candidates will be considered for nomination;
2. be directed both (i) by email to corpsec@natera.com and (ii) in writing to

Natera, Inc.
13011 McCallen Pass
Building A, Suite 100
Austin, TX 78753
Attention: Corporate Secretary

3. include
 - (i) the candidate’s name, home and business contact information, detailed biographical data and qualifications;
 - (ii) information regarding any relationships between the candidate and the Company within the last three years, and
 - (iii) evidence of the recommending person’s ownership of Company stock; and
4. include a statement from the recommending stockholder in support of the candidate, particularly within the context of the criteria for membership on the Board, including issues of character, judgment, diversity, age, independence, expertise, experience, length of service, other commitments and the like, personal references, and an indication of the candidate’s willingness to serve.

The Committee may request additional information regarding recommended candidates.

B. Stockholder Nominations

Stockholder nominations to the Board must meet the requirements set forth in the Company’s bylaws. Under these requirements, nominations for election to the Board may be made at a meeting of stockholders by any stockholder entitled to vote in the election of directors who provides timely written notice to the Secretary of the Company. This notice must contain specified information concerning the nominee and concerning the stockholder proposing the nomination. In order to be timely, a stockholder’s notice must be delivered to or mailed and received by the Secretary of the Company at the principal executive offices of the Company within the time period specified in the bylaws.

C. Identifying and Evaluating Nominees for Director

The Nominating, Corporate Governance and Compliance Committee’s (the “Committee”) general criteria and process for evaluating and identifying the candidates that it selects, or recommends to the full Board for selection, as director nominees, are as follows:

1. The Committee reviews the current composition and size of the Board.
2. The Committee oversees an annual evaluation of the performance of the Board as a whole and of individual directors, and evaluates the qualifications and performance of Board members eligible for reelection at the annual meeting of stockholders.
3. In its evaluation of director candidates, including the members of the Board eligible for reelection, the Committee seeks to achieve a balance of knowledge, experience, and capability on the Board and considers the following:
 - the current size and composition of the Board and the needs of the Board and the respective committees of the Board;
 - the range and diversity of expertise and perspective of the Board in areas relevant to the Company’s business;
 - such issues as character, judgment, diversity, age, independence, expertise, experience, length of service, other commitments and the like; and
 - such other factors as the Committee may consider appropriate.
4. While the Committee has not established specific minimum qualifications for director candidates, the Committee believes that candidates and nominees should reflect a Board that is comprised of directors who (i) are predominantly independent, (ii) are of high integrity, (iii) have broad, business related knowledge and experience at the policy-making level in business, government, healthcare or technology, including their understanding of the Company’s industry and business in particular, (iv) have individual qualifications, relationships, and experience that would increase the overall effectiveness of the Board, (v) meet other requirements as may be required by applicable rules, such as financial literacy or financial expertise with respect to audit committee members, (vi) are committed to enhancing stockholder value, and (vii) have sufficient time to carry out their duties and to provide insight and practical wisdom based on experience.
5. In evaluating the candidates, the Committee does not assign any particular weighting or priority to various factors.
6. With regard to candidates who are properly recommended by stockholders or by other means, the Committee will review the qualifications of any such candidate, which review may, in the Committee’s discretion, include interviewing references for the candidate, performing background checks, direct interviews with the candidate, or other actions that the Committee deems necessary or proper.
7. The Committee will apply these same principles when evaluating candidates to the Board who may be elected initially by the full Board to fill vacancies or add additional directors prior to the annual meeting of stockholders at which directors are elected.
8. After completing its review and evaluation of director candidates, the Committee selects, or recommends to the full Board for selection, the director nominees.