

CAREDX, INC.

COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER

Last Updated: October 22, 2025

1. PURPOSE

The purpose of the Compensation and Human Capital Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of CareDx, Inc. (the “**Company**”) shall be to discharge the Board’s responsibilities relating to compensation of the Company’s executives officers and directors and human capital matters. The Committee has overall responsibility for evaluating and approving the executive officer compensation plans, policies and programs of the Company, and specifically the compensation of the Company’s Chief Executive Officer (the “**CEO**”), and evaluating and making recommendations to the Board with respect to the director compensation plans, policies and programs of the Company.

The Committee is also responsible for administering the Company’s various equity-based plans and the issuance of stock options, restricted stock units and other stock-related awards under such plans and for reviewing an annual report on executive compensation for inclusion in the Company’s annual meeting proxy statements (as required under the rules and regulations of the Securities and Exchange Commission (the “**SEC**”).

The Committee shall also provide oversight of the Company’s general compensation policies, plans and benefit programs.

In furtherance of these purposes, the Committee will undertake those specific duties and responsibilities listed below, and such other duties as the Board may from time to time prescribe.

2. MEMBERSHIP AND ORGANIZATION

The Committee and its chairperson will be appointed by, and will serve by designation and at the discretion of, the Board. The Committee shall consist of at least two members of the Board. The members of the Committee shall meet the (i) independence requirements of the listing standards of The Nasdaq Stock Market LLC, the securities exchange on which the Company’s common stock is currently listed (“**Nasdaq**”) and (ii) non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the “**Act**”). If a chairperson of the Committee has not been designated by the Board, the Committee may designate a chairperson by majority vote of the full Committee membership. The chairperson will set the agenda for, preside over and conduct the proceedings of Committee meetings.

3. RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee may include (and shall include if required by applicable law, rule or regulation) the following:

(a) The Committee shall determine the salary, bonus, equity compensation, severance arrangements, change-of-control protections and any other compensatory arrangements (including, without limitation, perquisites and any other form of compensation) of the CEO, based on evaluating his or her performance and other relevant criteria as determined by the Committee. The CEO may not be present during voting or deliberations regarding his or her compensation.

(b) In consultation with the CEO, the Committee shall determine the salary, bonus, equity compensation, severance arrangements, change-of-control protections and any other compensatory arrangements (including, without limitation, perquisites and any other form of compensation) for any individual who is, or is soon expected to be, designated an “officer” of the Company under Rule 16a-1(f) of the Act (an “**Executive Officer**”).

(c) The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

(d) The Committee shall annually review its own performance and report to the Board or the Governance and Nominating Committee of the Board on the results of the review.

(e) The Committee shall have the sole authority to retain, oversee and terminate any compensation consultant or other advisor, including external counsel, accounting, or other related advisors, to be used by the Committee. The Committee shall have the sole authority to approve the consultant’s or advisor’s fees, which shall be paid by the Company, and other retention terms. Prior to retaining any such consultant or advisor, as well as on an annual basis, the Committee shall evaluate the independence of such consultant or advisor in accordance with the rules of the SEC and Nasdaq to the extent applicable, and as it otherwise deems appropriate in its sole discretion.

(f) The Committee shall review the “Compensation Discussion and Analysis” and prepare the Committee Report for inclusion in the Company’s annual meeting proxy statements, as required and in accordance with the rules and regulations of the SEC.

(g) The Committee shall review the results of any advisory stockholder votes on executive compensation (the “**Say on Pay Vote**”) and consider whether to recommend adjustments to the Company’s executive compensation policies and practices as a result of such vote.

(h) The Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct the Say on Pay Vote taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company’s annual meeting proxy statements.

(i) The Committee shall consider, from time to time as the Committee deems appropriate, whether risks arising from the Company’s compensation plans, policies and programs for its employees are reasonably likely to have a material adverse effect on the Company, including whether the Company’s incentive compensation plans encourage excessive or inappropriate risk taking.

(j) The Committee shall develop and implement policies with respect to the recovery or “clawback” of any excess compensation (including, but not limited to, stock options or other equity awards) paid to any of the Executive Officers based on erroneous data, in each case as required by applicable SEC and Nasdaq rules.

(k) The Committee shall act as Administrator (as defined therein) of the Company’s cash- and equity-based incentive compensation plans and agreements. In its administration of the equity plans, the Committee may (i) grant stock options, restricted stock units and other equity-based awards to individuals eligible for such grants (including the CEO and the Executive Officers) and (ii) approve amendments to any awards outstanding under such plans. The Committee shall determine, or recommend to the Board for determination, amendments to such plans and changes in the number of shares available for awards issuable under such plans (subject to stockholder approval when required).

(l) At least annually, the Committee shall consider the Company’s equity incentive plans, performance goals and incentive awards, and the overall coverage and composition of the Company’s compensation plans.

(m) The Committee shall make recommendations to the Board regarding director compensation.

(n) The Committee shall oversee and review the Company’s human capital management practices, including talent management, development and acquisition; demographics; and employee engagement, retention and attrition; in the context of the Company’s compensation plans, programs and pay equity practices.

(o) The Committee shall periodically review the Company’s procedures with respect to employee loans. The Committee will not approve any arrangement in which the Company, directly or indirectly, extends or maintains credit, arranges for the extension of credit or renews an extension of credit, in the form of a personal loan to or for any director or Executive Officers.

(p) In addition to the authority to delegate to a subcommittee as set forth below, the Committee may delegate to the CEO (either alone or acting together with one or more officers of the Company), within the limits imposed by applicable law and the Exchange Rules, the authority to make equity grants to service providers of the Company or of any subsidiary of the Company who are not the Executive Officers or directors of the Company, subject to guidelines or limits specified by the Committee; *provided that*, in the case of grants of stock options and stock appreciation rights, the price per share of any grant made pursuant to this delegated authority is no less than the fair market value of the Company’s common stock on the date of grant.

(q) The Committee may make recommendations to the Board regarding adoption of stock ownership guidelines and, if the Board adopts stock ownership guidelines for the Executive Officers and, if applicable, directors, assess compliance with such guidelines.

4. MEETINGS AND ACTIONS WITHOUT A MEETING

The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines. The Committee may establish its own meeting schedule. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. A quorum of the Committee for the transaction of business will be a majority of its members. The Committee also may act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws.

5. MINUTES

The Committee will maintain written minutes of its meetings. Such minutes, as well as any actions by unanimous written consent adopted by the Committee, will be filed with the minutes of the meetings of the Board.

6. REPORTS

The Committee, or the chairperson of the Committee on behalf of the Committee, shall make regular reports to the full Board on the actions and recommendations of the Committee.

7. COMPENSATION

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Committee (or the Board) in its sole discretion; *provided that* members of the Committee may not receive any compensation from the Company that would result in such member failing to meet the applicable independence requirements of the Nasdaq and the SEC.

8. DELEGATION OF AUTHORITY

The Committee may form and delegate its authority to one or more subcommittees, as it deems appropriate in its sole discretion unless prohibited by applicable laws or regulations. The Committee may terminate any such subcommittee and revoke any such delegation at any time.

9. RESOURCES

The Committee is authorized to obtain at the Company's expense data, advice, consultation and documentation as the Committee considers appropriate and to retain at the Company's expense consultants, independent counsel or other advisers selected by the Committee to advise or assist the Committee in the performance of any of the responsibilities and duties set forth above, or for any other matter related to the Committee's purposes, including, without limitation, one or more compensation consultants to the Committee.

10. COMMITTEE ACCESS; RELIANCE ON INFORMATION AND OTHERS

The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, executive officers, management and personnel to carry out the Committee's purposes. In discharging his or her responsibilities, a member of the Committee is entitled to rely in good faith on reports, advice or other information provided by the Committee's consultants and advisors, the consultants and advisors retained by the Board or any other Board committee, and the Company's management, legal counsel and independent auditors, and other persons as to matters the member reasonably believes to be within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company, the Board or any committee of the Board. Nothing in this Charter is intended to preclude or impair the protection provided under the General Corporation Law of the State of Delaware for good faith reliance by members of the Committee on any such reports, advice or other information.

11. GENERAL FRAMEWORK

The policies and procedures set forth in this Charter are not intended to create inflexible requirements, and are not intended to interpret applicable laws and regulations, or to modify the Company's Certificate of Incorporation or the Company's Bylaws.