

CAREDX, INC.

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Last Updated: October 22, 2025

1. PURPOSE

The purpose of the Governance and Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of CareDx, Inc. (the “**Company**”) shall be to review and make recommendations to the Board on matters concerning governance; Board and Board committee composition; identification, evaluation and nomination of director candidates; evaluation of the Board and its committees; conflicts of interest; regulatory matters; any corporate governance related matters required by the federal securities laws; and other significant corporate governance matters that impact the Company’s workforce, patients, and the broader community.

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

All members of 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. Each member of the Committee must meet the 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**”). 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.

3. RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee are set forth below. These responsibilities and duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given the Company’s needs and circumstances. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations, as the Board may request or prescribe, or as the Committee deems necessary or appropriate consistent with its purpose.

Governance Generally

- Annually reviewing compliance with and the relevance of any corporate governance guidelines and other Company policies approved by the Board and recommending revisions to the Board as necessary;
- Determining the manner in which stockholders may send communications to the Board (as a whole or individually), as well as the process by which stockholder communications will be relayed to the Board and what the Board’s response, if any, should be;
- Reviewing governance-related stockholder proposals and recommending Board responses;

- Overseeing compliance by the Board and its committees with applicable laws and regulations, including those promulgated by the Securities and Exchange Commission (the “SEC”) and Nasdaq rules and regulations;
- Overseeing and providing input to management on the Company’s risks, policies, strategies and programs related to matters of sustainability, corporate social responsibility, corporate culture, corporate governance, and other important governance matters that impact the Company’s workforce, patients, and the broader community;
- Overseeing the Company’s compliance program, including policies and practices designed to ensure the Company’s compliance with applicable legal, regulatory and ethical requirements, except with respect to matters of financial compliance (i.e., accounting, auditing and financial reporting), which are the responsibility of the Audit and Finance Committee;
- Overseeing the Company’s response to regulatory actions and investigations (except with respect to financial, accounting and internal control matters, which are the responsibility of the Audit and Finance Committee) and investigating any matter within the scope of its responsibilities that it determines appropriate;
- Annually reviewing its own performance and reporting to the Board on the results of the review; and
- Annually reviewing and reassessing the adequacy of this Charter and recommending any proposed changes to the Board for approval.

Board Composition, Evaluation and Nominating Activities

- Overseeing the Board evaluation process, including conducting annual evaluations of the performance of the Board as a whole and each Board committee, and evaluating the performance of Board members eligible for re-election;
- Reviewing and making recommendations to the Board regarding the composition and size of the Board and determining the relevant criteria (including any minimum qualifications) for Board membership, including issues of character, integrity, judgment, age, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company’s business, and other commitments;
- Establishing procedures for the submission of candidates for election to the Board (including recommendations by stockholders of the Company);
- Establishing procedures for identifying and evaluating nominees for election to the Board;
- Reviewing and recommending candidates for election to the Board (including candidates proposed by stockholders of the Company) at the annual meeting of stockholders in compliance with the Company’s policies and procedures for consideration of Board candidates;
- Identifying, considering and recommending candidates to fill new positions or vacancies

on the Board; in performing these duties, the Committee shall have the authority, at the Company's expense, to retain and terminate any search firm to be used to identify Board candidates and shall have authority to approve the search firm's fees and other retention terms;

- Reviewing the disclosure included in the Company's annual reports or annual meeting proxy statements regarding the Company's director nomination process and other corporate governance matters; and
- Making recommendations for continuing education of Board members.

Conflicts of Interest

- Considering questions of possible conflicts of interest of Board members and of corporate officers; and
- Reviewing actual and potential conflicts of interest of Board members and corporate officers, other than related-party transactions reviewed by the Audit and Finance Committee of the Board, and approving or prohibiting any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity.

4. MEETINGS

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. The Committee will regularly report to the Board on its activities.

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 Compensation Committee of the Board (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 Nasdaq.

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, regulations, the Company's Certificate of Incorporation or the Company's Bylaws. Subcommittees of the Committee will consist of one or more members of the Committee who will regularly report on their activities to the Committee. 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.

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.