Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2022

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. . . . . ▶ [ ]

Part II Basic Plan Information—enter all requested information

1a Name of plan
EXACT SCIENCES CORPORATION 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1998

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
EXACT SCIENCES CORPORATION

5505 ENDEAVOR LN
MADISON, WI 53719-8803

2b Employer Identification Number (EIN)
02-0478229

2c Plan Sponsor's telephone number
608-284-5700

2d Business code (see instructions)
621510

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	07/06/2023	LYN-MARIE PILGRIM
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☐ Same as Plan Sponsor

EXACT SCIENCES BENEFITS COMMITTEE
EXACT SCIENCES CORPORATION
5505 ENDEAVOR LANE
MADISON, WI 53719-8803

3b Administrator's EIN: 02-0478229

3c Administrator's telephone number: 608-284-5700

4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:
a Sponsor's name
c Plan Name

4b EIN
4d PN

5	Total number of participants at the beginning of the plan year	**5**	7326
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	6194
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	5918
b	Retired or separated participants receiving benefits	**6b**	3
c	Other retired or separated participants entitled to future benefits	**6c**	1974
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	7895
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	7
f	Total. Add lines **6d** and **6e**.	**6f**	7902
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	7766
h	Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	200
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2F 2G 2J 2K 2S 2T 2E 3H 3I 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	☒	**R** (Retirement Plan Information)
(2)	☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	☐	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	☒		**H** (Financial Information)
(2)	☐		**I** (Financial Information – Small Plan)
(3)	☐	0	**A** (Insurance Information)
(4)	☒		**C** (Service Provider Information)
(5)	☒		**D** (DFE/Participating Plan Information)
(6)	☐		**G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2022 Form M-1 annual report. If the plan was not required to file the 2022 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2022** **This Form is Open to Public Inspection.**

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

A Name of plan	**B** Three-digit plan number (PN) ▶
EXACT SCIENCES CORPORATION 401(K) PLAN	001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
EXACT SCIENCES CORPORATION	02-0478229

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65 71	RECORDKEEPER	522022	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DE IVY MID CP GR I - DELAWARE INVE P.O BOX 29217 SHAWNEE MISSION, KS 66201	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2022

This Form is Open to Public Inspection.

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

A Name of plan
EXACT SCIENCES CORPORATION 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
EXACT SCIENCES CORPORATION

D Employer Identification Number (EIN)
02-0478229

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: TRP RETIRE 2065 F

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
85-1763138-001	C	1078509

a Name of MTIA, CCT, PSA, or 103-12 IE: TRP RETIRE 2030 F

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
38-7010946-001	C	30619135

a Name of MTIA, CCT, PSA, or 103-12 IE: TRP RETIRE 2055 F

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
35-6941728-001	C	30824397

a Name of MTIA, CCT, PSA, or 103-12 IE: TRP RETIRE 2045 F

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
32-6199848-001	C	36237156

a Name of MTIA, CCT, PSA, or 103-12 IE: TRP RETIRE 2050 F

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
30-6303214-001	C	35397155

a Name of MTIA, CCT, PSA, or 103-12 IE: TRP RETIRE 2060 F

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
47-1088316-001	C	15405051

a Name of MTIA, CCT, PSA, or 103-12 IE: TRP RETIRE 2025 F

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
37-6495447-001	C	18671849

a Name of MTIA, CCT, PSA, or 103-12 IE: TRP RETIRE 2040 F

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 35-6941729-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 39054844

a Name of MTIA, CCT, PSA, or 103-12 IE: TRP RETIRE 2035 F

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 36-7595013-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 37858028

a Name of MTIA, CCT, PSA, or 103-12 IE: WT FKLN GROWTH R

b Name of sponsor of entity listed in (a): WILMINGTON TRUST, N.A.

c EIN-PN 82-3341628-360	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10649603

a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM STABLE VALUE

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

c EIN-PN 04-3159710-202	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10476490

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2022

This Form is Open to Public Inspection

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

A Name of plan
EXACT SCIENCES CORPORATION 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EXACT SCIENCES CORPORATION

D Employer Identification Number (EIN)
02-0478229

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	29397430	35777197
(2) Participant contributions	1b(2)	125841	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	2831374	3500958
(9) Value of interest in common/collective trusts	1c(9)	269956143	266272217
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	115834980	107972370
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	54045423	50180767
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	472191191	463703509
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	472191191	463703509

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	35707155	
(B) Participants	2a(1)(B)	63221219	
(C) Others (including rollovers)	2a(1)(C)	12711590	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		111639964
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	168481	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		168481
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	3777167	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		3777167
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	8593916	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	13307930	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-4714014
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	-24266491	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-24266491

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-49520390
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-25183751
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		11900966
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	40909648	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		40909648
f Corrective distributions (see instructions)	2f		83543
g Certain deemed distributions of participant loans (see instructions)	2g		11462
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	522122	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		522122
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		41526775
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-29625809
l Transfers of assets:			
(1) To this plan	2l(1)		21138127
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [X] Unmodified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) [ ] DOL Regulation 2520.103-8 **(2)** [ ] DOL Regulation 2520.103-12(d) **(3)** [X] neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PRICEWATERHOUSECOOPERS LLP **(2)** EIN: 13-4008324

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		125978

		Yes	No	Amount
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2022

This Form is Open to Public Inspection.

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

A Name of plan
EXACT SCIENCES CORPORATION 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EXACT SCIENCES CORPORATION

D Employer Identification Number (EIN)
02-0478229

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	**14a**	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**14b**	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

20 **PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation_____

Exact Sciences Corporation
401(k) Plan

Financial Statements and Supplemental Schedules

December 31, 2022 and 2021

EXACT SCIENCES CORPORATION 401(K) PLAN
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Report of Independent Auditors

To the Administrator of Exact Sciences Corporation 401(k) Plan

Opinion

We have audited the accompanying financial statements of Exact Sciences Corporation 401(k) Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets available for benefits as of December 31, 2022 and December 31, 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, including the related notes (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2022 and December 31, 2021, and the changes in its net assets available for benefits for the year ended December 31, 2022, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (US GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditors' Responsibilities for the Audit of the Financial Statements

PricewaterhouseCoopers LLP, One North Wacker, Chicago, IL 60606
T: (312) 298 2000, www.pwc.com/us



Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with US GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Supplemental Schedules Required by ERISA

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions for the year ended December 31, 2022 and Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) as of December 31, 2022 ("supplemental schedules"), are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with US GAAS.



In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion, the information in the accompanying supplemental schedules is fairly stated, in all material respects, in relation to the financial statements as a whole, and the form and content are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

PricewaterhouseCoopers LLP

Chicago, Illinois
June 27, 2023

EXACT SCIENCES CORPORATION 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2022 AND 2021

	December 31,	
	2022	**2021**
Assets		
Mutual funds	$ 107,972,370	$ 115,834,980
Common collective trusts	266,272,217	269,956,143
Exact Sciences Corporation common stock	50,180,767	54,045,423
Investments, at fair value	424,425,354	439,836,546
Employer contributions receivable	35,777,197	29,397,430
Participant contributions receivable	—	125,841
Participant loans receivable	3,500,958	2,831,374
Total assets	463,703,509	472,191,191
Liabilities	—	—
Net assets available for benefits	$ 463,703,509	$ 472,191,191

See accompanying notes to the financial statements.

EXACT SCIENCES CORPORATION 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2022

	2022
Additions	
Investment income (loss)	
Interest and dividend income	$ 3,981,126
Net depreciation in fair value of investments	(103,888,605)
Total investment income (loss)	(99,907,479)
Interest from participant loans receivable	168,481
Contributions	
Participant	63,221,219
Employer	35,707,155
Rollover	12,711,590
Total contributions	111,639,964
Total additions	11,900,966
Deductions	
Benefits paid directly to participants	41,004,653
Administrative expenses	522,122
Total deductions	41,526,775
Transfers into Plan related to plan merger (Note 1)	21,138,127
Net decrease	(8,487,682)
Net assets available for benefits, beginning of year	472,191,191
Net assets available for benefits, end of year	$ 463,703,509

See accompanying notes to the financial statements.

1. Description of Plan

The following description of the Exact Sciences Corporation 401(k) Plan and its related trust (collectively, the "Plan") is provided for general information purposes only. Participants should refer to the current Plan document for a complete description of the Plan's provisions.

General

The Plan is a defined contribution plan, which was established by Exact Sciences Corporation (the "Company") on January 1, 1998, and provides for elective contributions on the part of the participating employees and employer matching contributions in a discretionary amount, generally up to 6% of employees' eligible compensation within limits established by the Internal Revenue Code of 1986 ("IRC"). The Plan extends coverage to each U.S. employee of the Company and participating subsidiaries. Independent contractors are excluded from coverage. The Plan has designated the Company as the Plan Administrator, and the Company has delegated administrative responsibilities to the Exact Sciences Benefits Committee and investment responsibilities to the Exact Sciences 401(k) Investment Committee. The Plan Administrator is responsible for the operations of the Plan in accordance with prevailing government requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and provisions of the IRC as it pertains to plans intended to qualify under IRC Section 401(a).

The PreventionGenetics 401(k) Plan was merged with and into the Plan, so that the PreventionGenetics 401(k) Plan existed until the last minute of December 31, 2022, and the merged Plan existed as of the first minute of January 1, 2023. As a result, assets totaling approximately $21,138,127 were transferred into the Plan.

Plan Amendments and Addendums

The Plan was restated effective July 1, 2022, as required for pre-approved plans in Cycle 3 of the remedial amendment cycle. The Internal Revenue Service has established a staggered remedial amendment system with six-year amendment cycles for pre-approved plans that are qualified under section 401(a) of the IRC. Under this system, pre-approved plans apply for new opinion letters every six years. As part of the submission for a new opinion letter, pre-approved plan providers must restate their plans for the qualification requirements on the applicable cumulative list of changes in plan qualification requirements. For Cycle 3, employers who adopted a newly approved plan by July 31, 2022, were considered to have adopted the plan within Cycle 3 of the six-year remedial amendment cycle.

Effective as of January 1, 2023, the Plan Mergers Addendum was updated to add the PreventionGenetics 401(k) Plan, and the Plan was amended to reflect frozen after-tax employee contributions that merged into the Plan. The January 1, 2023, amendment also updated the Participating Employers Addendum to include PreventionGenetics LLC, updated the Eligibility, Service and Vesting Addendum to reflect the PreventionGenetics 401(k) Plan vesting schedules, and updated the Additional Provisions Addendum to preserve the definition of disability that applies to participants whose assets transferred into the Plan from the PreventionGenetics 401(k) Plan for vesting and distribution of those assets. The Plan defines the January 1, 2023, merger "Effective Date" to mean that the Plan and the PreventionGenetics 401(k) Plan existed separately until the last minute of December 31, 2022, and the merged plan existed on the first minute of January 1, 2023.

Contributions

Plan participants are permitted to make contributions, either pre-tax or Roth contributions, in specified percentages of their annual eligible compensation, subject to certain additional limitations under the IRC. Participants can suspend their contributions at any time and still remain in the Plan. Participants can resume contributions and can change their elected contribution rate, on a prospective basis, at any time. The Plan permits an eligible participant to make pre-tax contributions in excess of the IRC 402(g) limit. These contributions are known as "catch-up contributions." A participant who attains age 50 during a Plan year is permitted to make catch-up contributions to the Plan, subject to the legal limit on these contributions. The legal limit on catch-up contributions was $6,500 during 2022.

Effective March 1, 2018, the Plan activated automatic enrollment. Under the automatic enrollment provision, an initial pre-tax deferral contribution of 6% is made for (a) newly eligible employees 30 days after such employee's date of hire, but no sooner than such employee's entry date and (b) each eligible employee having a reemployment commencement date on the later of 30 days from the date of rehire or their entry date. Employees are permitted to opt out of automatic enrollment.

The Company may make matching contributions in a discretionary amount determined each year. For the year ended December 31, 2022, matching contributions were made in shares of the Company's common stock equal to 100% of an eligible participant's pre-tax elective contributions and Roth elective deferrals up to a maximum of 6% of the participant's annual eligible compensation, and within limits established by ERISA and the IRC. Matching contributions are made once a year following the Plan year to the participant's account, provided that, the participant is employed by the Company as of the last day of the Plan year or meets any applicable exceptions to continuing eligibility requirements. In addition to the matching contributions, the Company made a discretionary non-elective employer contribution for the year ending December 31, 2022, in the amount of $175,549. The discretionary non-elective contribution was allocated in the ratio that each eligible participant's compensation bore to the total compensation paid to all eligible participants for the Plan year. Participants were eligible for the discretionary non-elective employer contribution if they were employed by the Company as of the last day of the Plan year, earned at least 1,000 hours of service during the Plan year, or met any applicable exceptions to the continuing eligibility requirements.

Participants' Accounts

Each participant's account is credited with the elective contributions made by that participant and the employer matching contributions made by the Company with respect to the participant. The participating employees direct the investment of their elective contributions credited to their account into one or more of the investment choices which have been made available to them. Matching contributions are made in the Company's common stock but the participants have the option to redirect the investment of the matching contributions credited to their accounts into one or more of the investment choices which have been made available to them. Voting rights are retained by the participants holding the Company's common stock. Each participant's account will be credited with its share of the net investment earnings of the funds in which that account is invested. The employees individually enroll in the investment funds of their choice and the investment results directly affect their investment balances. The benefit to which a participant is entitled is the amount that can be provided from the participant's vested account. The Plan also accepts rollover contributions (i.e., amounts which can be rolled over into a tax qualified plan from another employer's tax qualified plan).

Vesting

The portion of a participant's account attributed to elective contributions, qualified non-elective contributions and rollover contributions is fully vested at all times. Vesting of other amounts (e.g., fully vested rights to the portion of a participant's account arising from employer matching contributions) occurs after the participant's period of service reaches one year, except as otherwise provided in the Eligibility, Service and Vesting Addendum for participants whose accounts were merged into the Plan. A period of service is measured from an employee's employment or reemployment commencement date and ends on an employee's termination date. Notwithstanding the number of years in an employee's period of service, a participant is considered fully vested in the event of retirement, death or disability while employed.

Forfeitures

Forfeitures of terminated participants' non-vested accounts may be used to pay permissible Plan expenses in accordance with the rules under ERISA and the IRC, and any excess may be applied as a reduction to employer matching contributions, discretionary non-elective contributions or profit sharing contributions. Forfeitures occur in any Plan year in which a terminated participant receives the vested portion of his or her account and consequently forfeits the non-vested balance or in which a terminated participant who does not elect to receive distribution incurs a five-year break in service. If a terminated participant resumes employment with the employer within five years subsequent to the termination date, forfeited amounts may be restored to his or her account. For the year ended December 31, 2022, $160,772 was forfeited from participants' non-vested accounts. In 2022, $342,262 was used from the forfeiture account to pay permissible Plan expenses. As of December 31, 2022, and 2021, $207,821 and $368,846 remained in the forfeiture account, respectively.

Payment of Benefits

Benefits are generally payable following a participant's termination of employment, death or disability. Benefits are generally payable in a lump sum but may also be paid in installments or through partial withdrawals. Upon demonstration of substantial hardship, and in accordance with specific rules set forth by the Internal Revenue Service ("IRS") concerning hardship withdrawals, a participant may withdraw elective deferrals, which have not previously been withdrawn, subject to certain limitations.

Administrative Expenses

All of the Plan's administrative expenses, primarily comprised of the costs related to printing and mailing communications to participants, and audit and legal fees, are paid by the Company to the extent not paid with forfeitures, with the exception of administrative expenses for terminated employees. All investment related expenses are paid by the participants.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan invests in various investment securities including mutual funds, common collective trusts and Company common stock. Investment securities are exposed to various risks, such as interest rate, market, equity price and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Investment Valuation and Income Recognition

All investments are carried at fair value or an approximation of fair value. Dividends are recorded on the ex-dividend date and interest is accrued as earned. Purchases and sales of securities are recorded on a trade-date basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Participant Loans Receivable

The Plan allows participants to borrow up to the lesser of half of his or her vested account balance or $50,000. Loans are repaid via after-tax payroll deductions over a period of 60 months. If the loan is for the purchase of a principal residence, the participant may extend to a period of 120 months. Interest rates are set at the date of the loan at the prime rate plus 2% on the first day of the month in which the loan is taken. Interest rates range from 4.25% to 9.00% for loans outstanding at December 31, 2022. Upon termination, participants may contact the Plan's recordkeeper to make arrangements to continue to make loan payments. Any default in repayment will result in a taxable distribution to the participant. Participant loans receivable are measured at their unpaid principal balance plus any accrued but unpaid interest.

Fair Value Measurements

The following provides a description of the three levels of input that may be used to measure fair value under Accounting Standards Codification 820, the types of Plan investments that fall under each category, and the valuation methodologies used to measure these investments at fair value.

Level 1 — Quoted prices available in active markets for identical assets or liabilities;

Level 2 — Inputs other than Level 1 inputs that are directly or indirectly observable;

Level 3 — Unobservable inputs in which little or no market data exists

The following table presents the financial assets the Plan measures at fair value on a recurring basis, based upon fair value hierarchy as of December 31, 2022, and 2021:

	Fair Value Measurement at December 31, 2022			
Description	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Fair Value at December 31, 2022**
Mutual funds	$ 107,972,370	$ —	$ —	$ 107,972,370
Exact Sciences Corporation common stock	50,180,767	—	—	50,180,767
Total investments at fair value	$ 158,153,137	$ —	$ —	$ 158,153,137
Investments at net asset value*				266,272,217
Total investments				$ 424,425,354

	Fair Value Measurement at December 31, 2021			
Description	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Fair Value at December 31, 2021**
Mutual funds	$ 115,834,980	$ —	$ —	$ 115,834,980
Exact Sciences Corporation common stock	54,045,423	—	—	54,045,423
Total investments at fair value	$ 169,880,403	$ —	$ —	$ 169,880,403
Investments at net asset value*				269,956,143
Total investments				$ 439,836,546

* *The investment in common collective trusts are measured at fair value using the net asset value per share (or its equivalent) practical expedient and has not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statements of net assets available for benefits.*

The following are descriptions of the composition and valuation of Plan assets measured at fair value:

Mutual Funds — Mutual funds consist of publicly traded funds of registered investment companies. The fair value of these investments is determined by reference to the fair value of the underlying securities of the mutual funds. The net asset value of the mutual fund's shares is quoted on the exchange where the fund is traded in an active market.

Common Collective Trusts - Valued at the net asset value (NAV) of the units held by the Plan which are based on the quoted market prices of the underlying securities of the funds. The NAV, as provided by the trustee, is used as a practical expedient to estimating fair value. The NAV is based on the value of the underlying investment assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The Common Collective Trusts have (1) no unfunded commitments, and (2) generally permit a daily redemption frequency but may require a redemption notice period of up to 12 months as of December 31, 2022 and 2021.

Exact Sciences Corporation Common Stock - The Exact Sciences Corporation common stock fund contains the Plan's investment in the Company's common stock and is based on the unadjusted quoted market price. As a result, the fair value of the stock is classified in its entirety as Level 1 within the valuation hierarchy.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Benefits

Benefits are recorded when paid.

Party-in-Interest Transactions

Some of the registered investment companies the Plan invests in are managed by affiliates of the Fidelity Management Trust Company. Fidelity Management Trust Company acts as trustee for investments of the Plan. The Plan also invests in shares of the Company's common stock. Therefore, Plan transactions involving these investment securities qualify as party-in-interest transactions. All of these transactions are exempt from the prohibited transaction rules of ERISA.

The Plan issues loans to participants, which are secured by the balances in the participants' accounts. These transactions qualify as party-in-interest transactions.

Concentration of Investments

Included in investments at December 31, 2022, and 2021 are 1,013,514 and 694,383 shares of the Company's common stock amounting to $50,180,767 and $54,045,423, respectively. This investment represents 12% and 12% of total investments at December 31, 2022, and 2021, respectively. A significant decline in the market value of the Company's common stock would significantly affect the net assets available for benefits. During the year ended December 31, 2022, purchases of Exact Sciences common stock by the Plan totaled $33,709,765 and sales of Exact Sciences common stock by the Plan totaled $8,593,916.

3. Income Tax Status

The Plan has adopted the Fidelity Volume Submitter Profit Sharing Plan with CODA. The Fidelity Volume Submitter Profit Sharing Plan received a favorable opinion letter from the Internal Revenue Service ("IRS") on June 30, 2020, stating that the Fidelity Volume Submitter Profit Sharing Plan is qualified, under the Internal Revenue Code ("IRC") and, therefore, the related trust is exempt from taxation. The Plan has been amended since the aforementioned date of the opinion letter. However, the Plan administrator believes that the Plan is currently designed, and being operated in, compliance with the applicable requirements of the IRC. The plan administrator is taking action consistent with the Employee Plans Compliance Resolution System (EPCRS) correction methods to correct certain operational errors. Therefore, they believe that the Plan was qualified, and the related trust was tax-exempt as of the financial statement date and no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate uncertain tax positions. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. We believe the Plan is no longer subject to income tax examinations for years prior to 2018.

4. Trustee and Custodian

The funds of the Plan are maintained under a Trust with the Fidelity Management Trust Company as Trustee. The duties and authority of the Trustee are defined in the related Trust Agreement.

The Custodian of the Plan for the year ended December 31, 2022, and 2021 was Fidelity Management Trust Company. The duties of the Custodian include administration of the trust fund (including income) at the direction of the Trustee, the payment of benefits and loans to plan participants and the payment of expenses incurred by the Plan in accordance with instructions from the Plan Administrator and Trustee (with the option given to participants to individually direct the investment of their interest in the Plan). The Custodian is also responsible for the maintenance of the individual participant records and required to render statements to the participants as to their interest in the Plan.

5. Termination

Although it has not expressed any intent to do so, the Company has the right, in accordance with the Plan document, to terminate its participation in the Plan, subject to the provisions of ERISA and the IRC. If the Plan is fully or partially terminated, all amounts credited to the affected participants' accounts will become fully vested. Upon termination, the Plan Administrator will take steps necessary to have the assets of the Plan distributed among the affected participants.

6. Subsequent Events

The Company has evaluated subsequent events through June 27, 2023, the date the financial statements were issued. Effective May 1, 2023, the Plan provides participants the opportunity to transfer amounts, including earnings, from the vested portion of certain non-Roth accounts under the Plan into a Roth In-Plan Conversion Account. This transfer, called a Roth In-Plan Conversion, converts non-Roth amounts into Roth amounts. Generally, participants may transfer vested amounts, including earnings.

Exact Sciences Corporation 401(k) Plan
Schedule H, Part IV, Line 4a - Schedule of Delinquent Participant Contributions
For the Year Ended December 31, 2022

EIN 02-0478229
Plan # 001

	Total That Constitute Nonexempt Prohibited Transactions				
Plan Year	Participant Contributions and Loan Repayments Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
2022 (1)	$ —	$ —	$ —	$ 125,978	$ —

(1) Withheld deferral in December 10 and 24, 2021 for Thrive Earlier Detection Corporation employees. Subsequent to the merger of the Thrive Earlier Detection Corp. 401(k) Plan, the contributions were remitted to the Exact Sciences Corporation 401(k) Plan, the surviving plan, on January 6 and 7, 2022.

Exact Sciences Corporation 401(k) Plan
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2022

EIN 02-0478229
Plan # 001

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Mutual funds			
*	Fidelity Investments	FA Diversified Stk O	**	$ 5,672
*	Fidelity Investments	Fid US Bond Idx	**	3,160,979
*	Fidelity Investments	Fid Mid Cap Idx	**	10,475,386
*	Fidelity Investments	Fid Real Est Idx	**	2,414,508
*	Fidelity Investments	Fid Sm Cap Idx	**	7,440,619
*	Fidelity Investments	Fid Total Mkt Idx	**	35,523,602
*	Fidelity Investments	Fid Infl PR BD Idx	**	1,945,925
*	Fidelity Investments	Fid Total Bond K6	**	2,243,618
*	Fidelity Investments	Fid Govt Mmkt K6	**	7,828
	Goldman Sachs Asset	GS Emerg Mkts EQ R6	**	2,928,238
	Delaware Investments	DE Ivy Mid CP Gr I	**	4,385,984
	T. Rowe Price	TRP Retire I BAL I	**	159,364
	T. Rowe Price	TRP Retire I 2005 I	**	282,139
	T. Rowe Price	TRP Retire I 2010 I	**	556,998
	T. Rowe Price	TRP Retire I 2015 I	**	2,163,173
	T. Rowe Price	TRP Retire I 2020 I	**	6,035,086
	Federated Investors, Inc.	Fed IS HighYLD BD R6	**	1,673,962
	T. Rowe Price	TRP Overseas Stock I	**	4,258,585
	Goldman Sachs Asset	GS Intl SM CP Ins R6	**	1,708,157
	BlackRock	Blkrk Global Alloc K	**	988,590
	Invesco	Invs Comstock R6	**	4,927,950
	J.P. Morgan Asset Management	UM Behavioral Val R6	**	2,497,357
	Columbia Threadneedle	Col Contran Core I3	**	4,023,906
	Columbia Threadneedle Investments	Col SEL Mid CP VL I3	**	3,017,515
	American Funds U.S. Government Securities Fund	AF US Govt SEC R6	**	1,000,111
	Clearbridge Investments	CBA SM CAP GR IS	**	4,147,118

	Common collective trusts			
	Putnam Investments	Putnam Stable Value Fund	**	10,476,491
	T. Rowe Price	TRP Retire 2065 F	**	1,078,509
	T. Rowe Price	TRP Retire 2025 F	**	18,671,849
	T. Rowe Price	TRP Retire 2030 F	**	30,619,135
	T. Rowe Price	TRP Retire 2035 F	**	37,858,028
	T. Rowe Price	TRP Retire 2040 F	**	39,054,844
	T. Rowe Price	TRP Retire 2045 F	**	36,237,155
	T. Rowe Price	TRP Retire 2050 F	**	35,397,155
	T. Rowe Price	TRP Retire 2055 F	**	30,824,397
	T. Rowe Price	TRP Retire 2060 F	**	15,405,051
	Franklin Templeton Investments	WT Franklin Growth R	**	10,649,603
	Company stock			
*	Exact Sciences Corporation Common Stock	Company stock	**	$ 50,179,054
*	Exact Sciences Corporation	Stock Purchase Account	**	1,713
	Investments, at fair value			$ 424,425,354
*	**Loans to participants**	Interest rates ranging from 4.25% to 9.0% due between 2022 and 2039	—	$ 3,500,958
	Total			$ 427,926,312

* *Party-in-interest to the Plan*

** *Participant directed investment, cost not required to be reported.*

See accompanying notes to the financial statements.

Exact Sciences Corporation
401(k) Plan

Financial Statements and Supplemental Schedules

December 31, 2022 and 2021

EXACT SCIENCES CORPORATION 401(K) PLAN
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Report of Independent Auditors

To the Administrator of Exact Sciences Corporation 401(k) Plan

Opinion

We have audited the accompanying financial statements of Exact Sciences Corporation 401(k) Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets available for benefits as of December 31, 2022 and December 31, 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, including the related notes (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2022 and December 31, 2021, and the changes in its net assets available for benefits for the year ended December 31, 2022, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (US GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditors' Responsibilities for the Audit of the Financial Statements

PricewaterhouseCoopers LLP, One North Wacker, Chicago, IL 60606
T: (312) 298 2000, www.pwc.com/us



Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with US GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Supplemental Schedules Required by ERISA

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions for the year ended December 31, 2022 and Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) as of December 31, 2022 ("supplemental schedules"), are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with US GAAS.



In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion, the information in the accompanying supplemental schedules is fairly stated, in all material respects, in relation to the financial statements as a whole, and the form and content are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

PricewaterhouseCoopers LLP

Chicago, Illinois
June 27, 2023

EXACT SCIENCES CORPORATION 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2022 AND 2021

	December 31,	
	2022	**2021**
Assets		
Mutual funds	$ 107,972,370	$ 115,834,980
Common collective trusts	266,272,217	269,956,143
Exact Sciences Corporation common stock	50,180,767	54,045,423
Investments, at fair value	424,425,354	439,836,546
Employer contributions receivable	35,777,197	29,397,430
Participant contributions receivable	—	125,841
Participant loans receivable	3,500,958	2,831,374
Total assets	463,703,509	472,191,191
Liabilities	—	—
Net assets available for benefits	$ 463,703,509	$ 472,191,191

See accompanying notes to the financial statements.

EXACT SCIENCES CORPORATION 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2022

	2022
Additions	
Investment income (loss)	
Interest and dividend income	$ 3,981,126
Net depreciation in fair value of investments	(103,888,605)
Total investment income (loss)	(99,907,479)
Interest from participant loans receivable	168,481
Contributions	
Participant	63,221,219
Employer	35,707,155
Rollover	12,711,590
Total contributions	111,639,964
Total additions	11,900,966
Deductions	
Benefits paid directly to participants	41,004,653
Administrative expenses	522,122
Total deductions	41,526,775
Transfers into Plan related to plan merger (Note 1)	21,138,127
Net decrease	(8,487,682)
Net assets available for benefits, beginning of year	472,191,191
Net assets available for benefits, end of year	$ 463,703,509

See accompanying notes to the financial statements.

1. Description of Plan

The following description of the Exact Sciences Corporation 401(k) Plan and its related trust (collectively, the "Plan") is provided for general information purposes only. Participants should refer to the current Plan document for a complete description of the Plan's provisions.

General

The Plan is a defined contribution plan, which was established by Exact Sciences Corporation (the "Company") on January 1, 1998, and provides for elective contributions on the part of the participating employees and employer matching contributions in a discretionary amount, generally up to 6% of employees' eligible compensation within limits established by the Internal Revenue Code of 1986 ("IRC"). The Plan extends coverage to each U.S. employee of the Company and participating subsidiaries. Independent contractors are excluded from coverage. The Plan has designated the Company as the Plan Administrator, and the Company has delegated administrative responsibilities to the Exact Sciences Benefits Committee and investment responsibilities to the Exact Sciences 401(k) Investment Committee. The Plan Administrator is responsible for the operations of the Plan in accordance with prevailing government requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and provisions of the IRC as it pertains to plans intended to qualify under IRC Section 401(a).

The PreventionGenetics 401(k) Plan was merged with and into the Plan, so that the PreventionGenetics 401(k) Plan existed until the last minute of December 31, 2022, and the merged Plan existed as of the first minute of January 1, 2023. As a result, assets totaling approximately $21,138,127 were transferred into the Plan.

Plan Amendments and Addendums

The Plan was restated effective July 1, 2022, as required for pre-approved plans in Cycle 3 of the remedial amendment cycle. The Internal Revenue Service has established a staggered remedial amendment system with six-year amendment cycles for pre-approved plans that are qualified under section 401(a) of the IRC. Under this system, pre-approved plans apply for new opinion letters every six years. As part of the submission for a new opinion letter, pre-approved plan providers must restate their plans for the qualification requirements on the applicable cumulative list of changes in plan qualification requirements. For Cycle 3, employers who adopted a newly approved plan by July 31, 2022, were considered to have adopted the plan within Cycle 3 of the six-year remedial amendment cycle.

Effective as of January 1, 2023, the Plan Mergers Addendum was updated to add the PreventionGenetics 401(k) Plan, and the Plan was amended to reflect frozen after-tax employee contributions that merged into the Plan. The January 1, 2023, amendment also updated the Participating Employers Addendum to include PreventionGenetics LLC, updated the Eligibility, Service and Vesting Addendum to reflect the PreventionGenetics 401(k) Plan vesting schedules, and updated the Additional Provisions Addendum to preserve the definition of disability that applies to participants whose assets transferred into the Plan from the PreventionGenetics 401(k) Plan for vesting and distribution of those assets. The Plan defines the January 1, 2023, merger "Effective Date" to mean that the Plan and the PreventionGenetics 401(k) Plan existed separately until the last minute of December 31, 2022, and the merged plan existed on the first minute of January 1, 2023.

Contributions

Plan participants are permitted to make contributions, either pre-tax or Roth contributions, in specified percentages of their annual eligible compensation, subject to certain additional limitations under the IRC. Participants can suspend their contributions at any time and still remain in the Plan. Participants can resume contributions and can change their elected contribution rate, on a prospective basis, at any time. The Plan permits an eligible participant to make pre-tax contributions in excess of the IRC 402(g) limit. These contributions are known as "catch-up contributions." A participant who attains age 50 during a Plan year is permitted to make catch-up contributions to the Plan, subject to the legal limit on these contributions. The legal limit on catch-up contributions was $6,500 during 2022.

Effective March 1, 2018, the Plan activated automatic enrollment. Under the automatic enrollment provision, an initial pre-tax deferral contribution of 6% is made for (a) newly eligible employees 30 days after such employee's date of hire, but no sooner than such employee's entry date and (b) each eligible employee having a reemployment commencement date on the later of 30 days from the date of rehire or their entry date. Employees are permitted to opt out of automatic enrollment.

The Company may make matching contributions in a discretionary amount determined each year. For the year ended December 31, 2022, matching contributions were made in shares of the Company's common stock equal to 100% of an eligible participant's pre-tax elective contributions and Roth elective deferrals up to a maximum of 6% of the participant's annual eligible compensation, and within limits established by ERISA and the IRC. Matching contributions are made once a year following the Plan year to the participant's account, provided that, the participant is employed by the Company as of the last day of the Plan year or meets any applicable exceptions to continuing eligibility requirements. In addition to the matching contributions, the Company made a discretionary non-elective employer contribution for the year ending December 31, 2022, in the amount of $175,549. The discretionary non-elective contribution was allocated in the ratio that each eligible participant's compensation bore to the total compensation paid to all eligible participants for the Plan year. Participants were eligible for the discretionary non-elective employer contribution if they were employed by the Company as of the last day of the Plan year, earned at least 1,000 hours of service during the Plan year, or met any applicable exceptions to the continuing eligibility requirements.

Participants' Accounts

Each participant's account is credited with the elective contributions made by that participant and the employer matching contributions made by the Company with respect to the participant. The participating employees direct the investment of their elective contributions credited to their account into one or more of the investment choices which have been made available to them. Matching contributions are made in the Company's common stock but the participants have the option to redirect the investment of the matching contributions credited to their accounts into one or more of the investment choices which have been made available to them. Voting rights are retained by the participants holding the Company's common stock. Each participant's account will be credited with its share of the net investment earnings of the funds in which that account is invested. The employees individually enroll in the investment funds of their choice and the investment results directly affect their investment balances. The benefit to which a participant is entitled is the amount that can be provided from the participant's vested account. The Plan also accepts rollover contributions (i.e., amounts which can be rolled over into a tax qualified plan from another employer's tax qualified plan).

Vesting

The portion of a participant's account attributed to elective contributions, qualified non-elective contributions and rollover contributions is fully vested at all times. Vesting of other amounts (e.g., fully vested rights to the portion of a participant's account arising from employer matching contributions) occurs after the participant's period of service reaches one year, except as otherwise provided in the Eligibility, Service and Vesting Addendum for participants whose accounts were merged into the Plan. A period of service is measured from an employee's employment or reemployment commencement date and ends on an employee's termination date. Notwithstanding the number of years in an employee's period of service, a participant is considered fully vested in the event of retirement, death or disability while employed.

Forfeitures

Forfeitures of terminated participants' non-vested accounts may be used to pay permissible Plan expenses in accordance with the rules under ERISA and the IRC, and any excess may be applied as a reduction to employer matching contributions, discretionary non-elective contributions or profit sharing contributions. Forfeitures occur in any Plan year in which a terminated participant receives the vested portion of his or her account and consequently forfeits the non-vested balance or in which a terminated participant who does not elect to receive distribution incurs a five-year break in service. If a terminated participant resumes employment with the employer within five years subsequent to the termination date, forfeited amounts may be restored to his or her account. For the year ended December 31, 2022, $160,772 was forfeited from participants' non-vested accounts. In 2022, $342,262 was used from the forfeiture account to pay permissible Plan expenses. As of December 31, 2022, and 2021, $207,821 and $368,846 remained in the forfeiture account, respectively.

Payment of Benefits

Benefits are generally payable following a participant's termination of employment, death or disability. Benefits are generally payable in a lump sum but may also be paid in installments or through partial withdrawals. Upon demonstration of substantial hardship, and in accordance with specific rules set forth by the Internal Revenue Service ("IRS") concerning hardship withdrawals, a participant may withdraw elective deferrals, which have not previously been withdrawn, subject to certain limitations.

Administrative Expenses

All of the Plan's administrative expenses, primarily comprised of the costs related to printing and mailing communications to participants, and audit and legal fees, are paid by the Company to the extent not paid with forfeitures, with the exception of administrative expenses for terminated employees. All investment related expenses are paid by the participants.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan invests in various investment securities including mutual funds, common collective trusts and Company common stock. Investment securities are exposed to various risks, such as interest rate, market, equity price and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Investment Valuation and Income Recognition

All investments are carried at fair value or an approximation of fair value. Dividends are recorded on the ex-dividend date and interest is accrued as earned. Purchases and sales of securities are recorded on a trade-date basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Participant Loans Receivable

The Plan allows participants to borrow up to the lesser of half of his or her vested account balance or $50,000. Loans are repaid via after-tax payroll deductions over a period of 60 months. If the loan is for the purchase of a principal residence, the participant may extend to a period of 120 months. Interest rates are set at the date of the loan at the prime rate plus 2% on the first day of the month in which the loan is taken. Interest rates range from 4.25% to 9.00% for loans outstanding at December 31, 2022. Upon termination, participants may contact the Plan's recordkeeper to make arrangements to continue to make loan payments. Any default in repayment will result in a taxable distribution to the participant. Participant loans receivable are measured at their unpaid principal balance plus any accrued but unpaid interest.

Fair Value Measurements

The following provides a description of the three levels of input that may be used to measure fair value under Accounting Standards Codification 820, the types of Plan investments that fall under each category, and the valuation methodologies used to measure these investments at fair value.

Level 1 — Quoted prices available in active markets for identical assets or liabilities;

Level 2 — Inputs other than Level 1 inputs that are directly or indirectly observable;

Level 3 — Unobservable inputs in which little or no market data exists

The following table presents the financial assets the Plan measures at fair value on a recurring basis, based upon fair value hierarchy as of December 31, 2022, and 2021:

	Fair Value Measurement at December 31, 2022			
Description	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Fair Value at December 31, 2022**
Mutual funds	$ 107,972,370	$ —	$ —	$ 107,972,370
Exact Sciences Corporation common stock	50,180,767	—	—	50,180,767
Total investments at fair value	$ 158,153,137	$ —	$ —	$ 158,153,137
Investments at net asset value*				266,272,217
Total investments				$ 424,425,354

	Fair Value Measurement at December 31, 2021			
Description	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Fair Value at December 31, 2021**
Mutual funds	$ 115,834,980	$ —	$ —	$ 115,834,980
Exact Sciences Corporation common stock	54,045,423	—	—	54,045,423
Total investments at fair value	$ 169,880,403	$ —	$ —	$ 169,880,403
Investments at net asset value*				269,956,143
Total investments				$ 439,836,546

* *The investment in common collective trusts are measured at fair value using the net asset value per share (or its equivalent) practical expedient and has not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statements of net assets available for benefits.*

The following are descriptions of the composition and valuation of Plan assets measured at fair value:

Mutual Funds — Mutual funds consist of publicly traded funds of registered investment companies. The fair value of these investments is determined by reference to the fair value of the underlying securities of the mutual funds. The net asset value of the mutual fund's shares is quoted on the exchange where the fund is traded in an active market.

Common Collective Trusts - Valued at the net asset value (NAV) of the units held by the Plan which are based on the quoted market prices of the underlying securities of the funds. The NAV, as provided by the trustee, is used as a practical expedient to estimating fair value. The NAV is based on the value of the underlying investment assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The Common Collective Trusts have (1) no unfunded commitments, and (2) generally permit a daily redemption frequency but may require a redemption notice period of up to 12 months as of December 31, 2022 and 2021.

Exact Sciences Corporation Common Stock - The Exact Sciences Corporation common stock fund contains the Plan's investment in the Company's common stock and is based on the unadjusted quoted market price. As a result, the fair value of the stock is classified in its entirety as Level 1 within the valuation hierarchy.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Benefits

Benefits are recorded when paid.

Party-in-Interest Transactions

Some of the registered investment companies the Plan invests in are managed by affiliates of the Fidelity Management Trust Company. Fidelity Management Trust Company acts as trustee for investments of the Plan. The Plan also invests in shares of the Company's common stock. Therefore, Plan transactions involving these investment securities qualify as party-in-interest transactions. All of these transactions are exempt from the prohibited transaction rules of ERISA.

The Plan issues loans to participants, which are secured by the balances in the participants' accounts. These transactions qualify as party-in-interest transactions.

Concentration of Investments

Included in investments at December 31, 2022, and 2021 are 1,013,514 and 694,383 shares of the Company's common stock amounting to $50,180,767 and $54,045,423, respectively. This investment represents 12% and 12% of total investments at December 31, 2022, and 2021, respectively. A significant decline in the market value of the Company's common stock would significantly affect the net assets available for benefits. During the year ended December 31, 2022, purchases of Exact Sciences common stock by the Plan totaled $33,709,765 and sales of Exact Sciences common stock by the Plan totaled $8,593,916.

3. Income Tax Status

The Plan has adopted the Fidelity Volume Submitter Profit Sharing Plan with CODA. The Fidelity Volume Submitter Profit Sharing Plan received a favorable opinion letter from the Internal Revenue Service ("IRS") on June 30, 2020, stating that the Fidelity Volume Submitter Profit Sharing Plan is qualified, under the Internal Revenue Code ("IRC") and, therefore, the related trust is exempt from taxation. The Plan has been amended since the aforementioned date of the opinion letter. However, the Plan administrator believes that the Plan is currently designed, and being operated in, compliance with the applicable requirements of the IRC. The plan administrator is taking action consistent with the Employee Plans Compliance Resolution System (EPCRS) correction methods to correct certain operational errors. Therefore, they believe that the Plan was qualified, and the related trust was tax-exempt as of the financial statement date and no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate uncertain tax positions. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. We believe the Plan is no longer subject to income tax examinations for years prior to 2018.

4. Trustee and Custodian

The funds of the Plan are maintained under a Trust with the Fidelity Management Trust Company as Trustee. The duties and authority of the Trustee are defined in the related Trust Agreement.

The Custodian of the Plan for the year ended December 31, 2022, and 2021 was Fidelity Management Trust Company. The duties of the Custodian include administration of the trust fund (including income) at the direction of the Trustee, the payment of benefits and loans to plan participants and the payment of expenses incurred by the Plan in accordance with instructions from the Plan Administrator and Trustee (with the option given to participants to individually direct the investment of their interest in the Plan). The Custodian is also responsible for the maintenance of the individual participant records and required to render statements to the participants as to their interest in the Plan.

5. Termination

Although it has not expressed any intent to do so, the Company has the right, in accordance with the Plan document, to terminate its participation in the Plan, subject to the provisions of ERISA and the IRC. If the Plan is fully or partially terminated, all amounts credited to the affected participants' accounts will become fully vested. Upon termination, the Plan Administrator will take steps necessary to have the assets of the Plan distributed among the affected participants.

6. Subsequent Events

The Company has evaluated subsequent events through June 27, 2023, the date the financial statements were issued. Effective May 1, 2023, the Plan provides participants the opportunity to transfer amounts, including earnings, from the vested portion of certain non-Roth accounts under the Plan into a Roth In-Plan Conversion Account. This transfer, called a Roth In-Plan Conversion, converts non-Roth amounts into Roth amounts. Generally, participants may transfer vested amounts, including earnings.

Exact Sciences Corporation 401(k) Plan
Schedule H, Part IV, Line 4a - Schedule of Delinquent Participant Contributions
For the Year Ended December 31, 2022

EIN 02-0478229
Plan # 001

	Total That Constitute Nonexempt Prohibited Transactions				
Plan Year	Participant Contributions and Loan Repayments Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
2022 (1)	$ —	$ —	$ —	$ 125,978	$ —

(1) Withheld deferral in December 10 and 24, 2021 for Thrive Earlier Detection Corporation employees. Subsequent to the merger of the Thrive Earlier Detection Corp. 401(k) Plan, the contributions were remitted to the Exact Sciences Corporation 401(k) Plan, the surviving plan, on January 6 and 7, 2022.

Exact Sciences Corporation 401(k) Plan
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2022

EIN 02-0478229
Plan # 001

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Mutual funds			
*	Fidelity Investments	FA Diversified Stk O	**	$ 5,672
*	Fidelity Investments	Fid US Bond Idx	**	3,160,979
*	Fidelity Investments	Fid Mid Cap Idx	**	10,475,386
*	Fidelity Investments	Fid Real Est Idx	**	2,414,508
*	Fidelity Investments	Fid Sm Cap Idx	**	7,440,619
*	Fidelity Investments	Fid Total Mkt Idx	**	35,523,602
*	Fidelity Investments	Fid Infl PR BD Idx	**	1,945,925
*	Fidelity Investments	Fid Total Bond K6	**	2,243,618
*	Fidelity Investments	Fid Govt Mmkt K6	**	7,828
	Goldman Sachs Asset	GS Emerg Mkts EQ R6	**	2,928,238
	Delaware Investments	DE Ivy Mid CP Gr I	**	4,385,984
	T. Rowe Price	TRP Retire I BAL I	**	159,364
	T. Rowe Price	TRP Retire I 2005 I	**	282,139
	T. Rowe Price	TRP Retire I 2010 I	**	556,998
	T. Rowe Price	TRP Retire I 2015 I	**	2,163,173
	T. Rowe Price	TRP Retire I 2020 I	**	6,035,086
	Federated Investors, Inc.	Fed IS HighYLD BD R6	**	1,673,962
	T. Rowe Price	TRP Overseas Stock I	**	4,258,585
	Goldman Sachs Asset	GS Intl SM CP Ins R6	**	1,708,157
	BlackRock	Blkrk Global Alloc K	**	988,590
	Invesco	Invs Comstock R6	**	4,927,950
	J.P. Morgan Asset Management	UM Behavioral Val R6	**	2,497,357
	Columbia Threadneedle	Col Contran Core I3	**	4,023,906
	Columbia Threadneedle Investments	Col SEL Mid CP VL I3	**	3,017,515
	American Funds U.S. Government Securities Fund	AF US Govt SEC R6	**	1,000,111
	Clearbridge Investments	CBA SM CAP GR IS	**	4,147,118

	Common collective trusts			
	Putnam Investments	Putnam Stable Value Fund	**	10,476,491
	T. Rowe Price	TRP Retire 2065 F	**	1,078,509
	T. Rowe Price	TRP Retire 2025 F	**	18,671,849
	T. Rowe Price	TRP Retire 2030 F	**	30,619,135
	T. Rowe Price	TRP Retire 2035 F	**	37,858,028
	T. Rowe Price	TRP Retire 2040 F	**	39,054,844
	T. Rowe Price	TRP Retire 2045 F	**	36,237,155
	T. Rowe Price	TRP Retire 2050 F	**	35,397,155
	T. Rowe Price	TRP Retire 2055 F	**	30,824,397
	T. Rowe Price	TRP Retire 2060 F	**	15,405,051
	Franklin Templeton Investments	WT Franklin Growth R	**	10,649,603
	Company stock			
*	Exact Sciences Corporation Common Stock	Company stock	**	$ 50,179,054
*	Exact Sciences Corporation	Stock Purchase Account	**	1,713
	Investments, at fair value			$ 424,425,354
*	**Loans to participants**	Interest rates ranging from 4.25% to 9.0% due between 2022 and 2039	—	$ 3,500,958
	Total			$ 427,926,312

* *Party-in-interest to the Plan*

** *Participant directed investment, cost not required to be reported.*

See accompanying notes to the financial statements.

Exact Sciences Corporation
401(k) Plan

Financial Statements and Supplemental Schedules

December 31, 2022 and 2021

EXACT SCIENCES CORPORATION 401(K) PLAN
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Report of Independent Auditors

To the Administrator of Exact Sciences Corporation 401(k) Plan

Opinion

We have audited the accompanying financial statements of Exact Sciences Corporation 401(k) Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets available for benefits as of December 31, 2022 and December 31, 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, including the related notes (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2022 and December 31, 2021, and the changes in its net assets available for benefits for the year ended December 31, 2022, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (US GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditors' Responsibilities for the Audit of the Financial Statements

PricewaterhouseCoopers LLP, One North Wacker, Chicago, IL 60606
T: (312) 298 2000, www.pwc.com/us



Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with US GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Supplemental Schedules Required by ERISA

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions for the year ended December 31, 2022 and Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) as of December 31, 2022 ("supplemental schedules"), are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with US GAAS.



In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion, the information in the accompanying supplemental schedules is fairly stated, in all material respects, in relation to the financial statements as a whole, and the form and content are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

PricewaterhouseCoopers LLP

Chicago, Illinois
June 27, 2023

EXACT SCIENCES CORPORATION 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2022 AND 2021

	December 31,	
	2022	**2021**
Assets		
Mutual funds	$ 107,972,370	$ 115,834,980
Common collective trusts	266,272,217	269,956,143
Exact Sciences Corporation common stock	50,180,767	54,045,423
Investments, at fair value	424,425,354	439,836,546
Employer contributions receivable	35,777,197	29,397,430
Participant contributions receivable	—	125,841
Participant loans receivable	3,500,958	2,831,374
Total assets	463,703,509	472,191,191
Liabilities	—	—
Net assets available for benefits	$ 463,703,509	$ 472,191,191

See accompanying notes to the financial statements.

EXACT SCIENCES CORPORATION 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2022

	2022
Additions	
Investment income (loss)	
Interest and dividend income	$ 3,981,126
Net depreciation in fair value of investments	(103,888,605)
Total investment income (loss)	(99,907,479)
Interest from participant loans receivable	168,481
Contributions	
Participant	63,221,219
Employer	35,707,155
Rollover	12,711,590
Total contributions	111,639,964
Total additions	11,900,966
Deductions	
Benefits paid directly to participants	41,004,653
Administrative expenses	522,122
Total deductions	41,526,775
Transfers into Plan related to plan merger (Note 1)	21,138,127
Net decrease	(8,487,682)
Net assets available for benefits, beginning of year	472,191,191
Net assets available for benefits, end of year	$ 463,703,509

See accompanying notes to the financial statements.

1. Description of Plan

The following description of the Exact Sciences Corporation 401(k) Plan and its related trust (collectively, the "Plan") is provided for general information purposes only. Participants should refer to the current Plan document for a complete description of the Plan's provisions.

General

The Plan is a defined contribution plan, which was established by Exact Sciences Corporation (the "Company") on January 1, 1998, and provides for elective contributions on the part of the participating employees and employer matching contributions in a discretionary amount, generally up to 6% of employees' eligible compensation within limits established by the Internal Revenue Code of 1986 ("IRC"). The Plan extends coverage to each U.S. employee of the Company and participating subsidiaries. Independent contractors are excluded from coverage. The Plan has designated the Company as the Plan Administrator, and the Company has delegated administrative responsibilities to the Exact Sciences Benefits Committee and investment responsibilities to the Exact Sciences 401(k) Investment Committee. The Plan Administrator is responsible for the operations of the Plan in accordance with prevailing government requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and provisions of the IRC as it pertains to plans intended to qualify under IRC Section 401(a).

The PreventionGenetics 401(k) Plan was merged with and into the Plan, so that the PreventionGenetics 401(k) Plan existed until the last minute of December 31, 2022, and the merged Plan existed as of the first minute of January 1, 2023. As a result, assets totaling approximately $21,138,127 were transferred into the Plan.

Plan Amendments and Addendums

The Plan was restated effective July 1, 2022, as required for pre-approved plans in Cycle 3 of the remedial amendment cycle. The Internal Revenue Service has established a staggered remedial amendment system with six-year amendment cycles for pre-approved plans that are qualified under section 401(a) of the IRC. Under this system, pre-approved plans apply for new opinion letters every six years. As part of the submission for a new opinion letter, pre-approved plan providers must restate their plans for the qualification requirements on the applicable cumulative list of changes in plan qualification requirements. For Cycle 3, employers who adopted a newly approved plan by July 31, 2022, were considered to have adopted the plan within Cycle 3 of the six-year remedial amendment cycle.

Effective as of January 1, 2023, the Plan Mergers Addendum was updated to add the PreventionGenetics 401(k) Plan, and the Plan was amended to reflect frozen after-tax employee contributions that merged into the Plan. The January 1, 2023, amendment also updated the Participating Employers Addendum to include PreventionGenetics LLC, updated the Eligibility, Service and Vesting Addendum to reflect the PreventionGenetics 401(k) Plan vesting schedules, and updated the Additional Provisions Addendum to preserve the definition of disability that applies to participants whose assets transferred into the Plan from the PreventionGenetics 401(k) Plan for vesting and distribution of those assets. The Plan defines the January 1, 2023, merger "Effective Date" to mean that the Plan and the PreventionGenetics 401(k) Plan existed separately until the last minute of December 31, 2022, and the merged plan existed on the first minute of January 1, 2023.

Contributions

Plan participants are permitted to make contributions, either pre-tax or Roth contributions, in specified percentages of their annual eligible compensation, subject to certain additional limitations under the IRC. Participants can suspend their contributions at any time and still remain in the Plan. Participants can resume contributions and can change their elected contribution rate, on a prospective basis, at any time. The Plan permits an eligible participant to make pre-tax contributions in excess of the IRC 402(g) limit. These contributions are known as "catch-up contributions." A participant who attains age 50 during a Plan year is permitted to make catch-up contributions to the Plan, subject to the legal limit on these contributions. The legal limit on catch-up contributions was $6,500 during 2022.

Effective March 1, 2018, the Plan activated automatic enrollment. Under the automatic enrollment provision, an initial pre-tax deferral contribution of 6% is made for (a) newly eligible employees 30 days after such employee's date of hire, but no sooner than such employee's entry date and (b) each eligible employee having a reemployment commencement date on the later of 30 days from the date of rehire or their entry date. Employees are permitted to opt out of automatic enrollment.

The Company may make matching contributions in a discretionary amount determined each year. For the year ended December 31, 2022, matching contributions were made in shares of the Company's common stock equal to 100% of an eligible participant's pre-tax elective contributions and Roth elective deferrals up to a maximum of 6% of the participant's annual eligible compensation, and within limits established by ERISA and the IRC. Matching contributions are made once a year following the Plan year to the participant's account, provided that, the participant is employed by the Company as of the last day of the Plan year or meets any applicable exceptions to continuing eligibility requirements. In addition to the matching contributions, the Company made a discretionary non-elective employer contribution for the year ending December 31, 2022, in the amount of $175,549. The discretionary non-elective contribution was allocated in the ratio that each eligible participant's compensation bore to the total compensation paid to all eligible participants for the Plan year. Participants were eligible for the discretionary non-elective employer contribution if they were employed by the Company as of the last day of the Plan year, earned at least 1,000 hours of service during the Plan year, or met any applicable exceptions to the continuing eligibility requirements.

Participants' Accounts

Each participant's account is credited with the elective contributions made by that participant and the employer matching contributions made by the Company with respect to the participant. The participating employees direct the investment of their elective contributions credited to their account into one or more of the investment choices which have been made available to them. Matching contributions are made in the Company's common stock but the participants have the option to redirect the investment of the matching contributions credited to their accounts into one or more of the investment choices which have been made available to them. Voting rights are retained by the participants holding the Company's common stock. Each participant's account will be credited with its share of the net investment earnings of the funds in which that account is invested. The employees individually enroll in the investment funds of their choice and the investment results directly affect their investment balances. The benefit to which a participant is entitled is the amount that can be provided from the participant's vested account. The Plan also accepts rollover contributions (i.e., amounts which can be rolled over into a tax qualified plan from another employer's tax qualified plan).

Vesting

The portion of a participant's account attributed to elective contributions, qualified non-elective contributions and rollover contributions is fully vested at all times. Vesting of other amounts (e.g., fully vested rights to the portion of a participant's account arising from employer matching contributions) occurs after the participant's period of service reaches one year, except as otherwise provided in the Eligibility, Service and Vesting Addendum for participants whose accounts were merged into the Plan. A period of service is measured from an employee's employment or reemployment commencement date and ends on an employee's termination date. Notwithstanding the number of years in an employee's period of service, a participant is considered fully vested in the event of retirement, death or disability while employed.

Forfeitures

Forfeitures of terminated participants' non-vested accounts may be used to pay permissible Plan expenses in accordance with the rules under ERISA and the IRC, and any excess may be applied as a reduction to employer matching contributions, discretionary non-elective contributions or profit sharing contributions. Forfeitures occur in any Plan year in which a terminated participant receives the vested portion of his or her account and consequently forfeits the non-vested balance or in which a terminated participant who does not elect to receive distribution incurs a five-year break in service. If a terminated participant resumes employment with the employer within five years subsequent to the termination date, forfeited amounts may be restored to his or her account. For the year ended December 31, 2022, $160,772 was forfeited from participants' non-vested accounts. In 2022, $342,262 was used from the forfeiture account to pay permissible Plan expenses. As of December 31, 2022, and 2021, $207,821 and $368,846 remained in the forfeiture account, respectively.

Payment of Benefits

Benefits are generally payable following a participant's termination of employment, death or disability. Benefits are generally payable in a lump sum but may also be paid in installments or through partial withdrawals. Upon demonstration of substantial hardship, and in accordance with specific rules set forth by the Internal Revenue Service ("IRS") concerning hardship withdrawals, a participant may withdraw elective deferrals, which have not previously been withdrawn, subject to certain limitations.

Administrative Expenses

All of the Plan's administrative expenses, primarily comprised of the costs related to printing and mailing communications to participants, and audit and legal fees, are paid by the Company to the extent not paid with forfeitures, with the exception of administrative expenses for terminated employees. All investment related expenses are paid by the participants.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan invests in various investment securities including mutual funds, common collective trusts and Company common stock. Investment securities are exposed to various risks, such as interest rate, market, equity price and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Investment Valuation and Income Recognition

All investments are carried at fair value or an approximation of fair value. Dividends are recorded on the ex-dividend date and interest is accrued as earned. Purchases and sales of securities are recorded on a trade-date basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Participant Loans Receivable

The Plan allows participants to borrow up to the lesser of half of his or her vested account balance or $50,000. Loans are repaid via after-tax payroll deductions over a period of 60 months. If the loan is for the purchase of a principal residence, the participant may extend to a period of 120 months. Interest rates are set at the date of the loan at the prime rate plus 2% on the first day of the month in which the loan is taken. Interest rates range from 4.25% to 9.00% for loans outstanding at December 31, 2022. Upon termination, participants may contact the Plan's recordkeeper to make arrangements to continue to make loan payments. Any default in repayment will result in a taxable distribution to the participant. Participant loans receivable are measured at their unpaid principal balance plus any accrued but unpaid interest.

Fair Value Measurements

The following provides a description of the three levels of input that may be used to measure fair value under Accounting Standards Codification 820, the types of Plan investments that fall under each category, and the valuation methodologies used to measure these investments at fair value.

Level 1 — Quoted prices available in active markets for identical assets or liabilities;

Level 2 — Inputs other than Level 1 inputs that are directly or indirectly observable;

Level 3 — Unobservable inputs in which little or no market data exists

The following table presents the financial assets the Plan measures at fair value on a recurring basis, based upon fair value hierarchy as of December 31, 2022, and 2021:

	Fair Value Measurement at December 31, 2022			
Description	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Fair Value at December 31, 2022**
Mutual funds	$ 107,972,370	$ —	$ —	$ 107,972,370
Exact Sciences Corporation common stock	50,180,767	—	—	50,180,767
Total investments at fair value	$ 158,153,137	$ —	$ —	$ 158,153,137
Investments at net asset value*				266,272,217
Total investments				$ 424,425,354

	Fair Value Measurement at December 31, 2021			
Description	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Fair Value at December 31, 2021**
Mutual funds	$ 115,834,980	$ —	$ —	$ 115,834,980
Exact Sciences Corporation common stock	54,045,423	—	—	54,045,423
Total investments at fair value	$ 169,880,403	$ —	$ —	$ 169,880,403
Investments at net asset value*				269,956,143
Total investments				$ 439,836,546

* *The investment in common collective trusts are measured at fair value using the net asset value per share (or its equivalent) practical expedient and has not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statements of net assets available for benefits.*

The following are descriptions of the composition and valuation of Plan assets measured at fair value:

Mutual Funds — Mutual funds consist of publicly traded funds of registered investment companies. The fair value of these investments is determined by reference to the fair value of the underlying securities of the mutual funds. The net asset value of the mutual fund's shares is quoted on the exchange where the fund is traded in an active market.

Common Collective Trusts - Valued at the net asset value (NAV) of the units held by the Plan which are based on the quoted market prices of the underlying securities of the funds. The NAV, as provided by the trustee, is used as a practical expedient to estimating fair value. The NAV is based on the value of the underlying investment assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The Common Collective Trusts have (1) no unfunded commitments, and (2) generally permit a daily redemption frequency but may require a redemption notice period of up to 12 months as of December 31, 2022 and 2021.

Exact Sciences Corporation Common Stock - The Exact Sciences Corporation common stock fund contains the Plan's investment in the Company's common stock and is based on the unadjusted quoted market price. As a result, the fair value of the stock is classified in its entirety as Level 1 within the valuation hierarchy.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Benefits

Benefits are recorded when paid.

Party-in-Interest Transactions

Some of the registered investment companies the Plan invests in are managed by affiliates of the Fidelity Management Trust Company. Fidelity Management Trust Company acts as trustee for investments of the Plan. The Plan also invests in shares of the Company's common stock. Therefore, Plan transactions involving these investment securities qualify as party-in-interest transactions. All of these transactions are exempt from the prohibited transaction rules of ERISA.

The Plan issues loans to participants, which are secured by the balances in the participants' accounts. These transactions qualify as party-in-interest transactions.

Concentration of Investments

Included in investments at December 31, 2022, and 2021 are 1,013,514 and 694,383 shares of the Company's common stock amounting to $50,180,767 and $54,045,423, respectively. This investment represents 12% and 12% of total investments at December 31, 2022, and 2021, respectively. A significant decline in the market value of the Company's common stock would significantly affect the net assets available for benefits. During the year ended December 31, 2022, purchases of Exact Sciences common stock by the Plan totaled $33,709,765 and sales of Exact Sciences common stock by the Plan totaled $8,593,916.

3. Income Tax Status

The Plan has adopted the Fidelity Volume Submitter Profit Sharing Plan with CODA. The Fidelity Volume Submitter Profit Sharing Plan received a favorable opinion letter from the Internal Revenue Service ("IRS") on June 30, 2020, stating that the Fidelity Volume Submitter Profit Sharing Plan is qualified, under the Internal Revenue Code ("IRC") and, therefore, the related trust is exempt from taxation. The Plan has been amended since the aforementioned date of the opinion letter. However, the Plan administrator believes that the Plan is currently designed, and being operated in, compliance with the applicable requirements of the IRC. The plan administrator is taking action consistent with the Employee Plans Compliance Resolution System (EPCRS) correction methods to correct certain operational errors. Therefore, they believe that the Plan was qualified, and the related trust was tax-exempt as of the financial statement date and no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate uncertain tax positions. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. We believe the Plan is no longer subject to income tax examinations for years prior to 2018.

4. Trustee and Custodian

The funds of the Plan are maintained under a Trust with the Fidelity Management Trust Company as Trustee. The duties and authority of the Trustee are defined in the related Trust Agreement.

The Custodian of the Plan for the year ended December 31, 2022, and 2021 was Fidelity Management Trust Company. The duties of the Custodian include administration of the trust fund (including income) at the direction of the Trustee, the payment of benefits and loans to plan participants and the payment of expenses incurred by the Plan in accordance with instructions from the Plan Administrator and Trustee (with the option given to participants to individually direct the investment of their interest in the Plan). The Custodian is also responsible for the maintenance of the individual participant records and required to render statements to the participants as to their interest in the Plan.

5. Termination

Although it has not expressed any intent to do so, the Company has the right, in accordance with the Plan document, to terminate its participation in the Plan, subject to the provisions of ERISA and the IRC. If the Plan is fully or partially terminated, all amounts credited to the affected participants' accounts will become fully vested. Upon termination, the Plan Administrator will take steps necessary to have the assets of the Plan distributed among the affected participants.

6. Subsequent Events

The Company has evaluated subsequent events through June 27, 2023, the date the financial statements were issued. Effective May 1, 2023, the Plan provides participants the opportunity to transfer amounts, including earnings, from the vested portion of certain non-Roth accounts under the Plan into a Roth In-Plan Conversion Account. This transfer, called a Roth In-Plan Conversion, converts non-Roth amounts into Roth amounts. Generally, participants may transfer vested amounts, including earnings.

Exact Sciences Corporation 401(k) Plan
Schedule H, Part IV, Line 4a - Schedule of Delinquent Participant Contributions
For the Year Ended December 31, 2022

EIN 02-0478229
Plan # 001

	Total That Constitute Nonexempt Prohibited Transactions				
Plan Year	Participant Contributions and Loan Repayments Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
2022 (1)	$ —	$ —	$ —	$ 125,978	$ —

(1) Withheld deferral in December 10 and 24, 2021 for Thrive Earlier Detection Corporation employees. Subsequent to the merger of the Thrive Earlier Detection Corp. 401(k) Plan, the contributions were remitted to the Exact Sciences Corporation 401(k) Plan, the surviving plan, on January 6 and 7, 2022.

Exact Sciences Corporation 401(k) Plan
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2022

EIN 02-0478229
Plan # 001

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Mutual funds			
*	Fidelity Investments	FA Diversified Stk O	**	$ 5,672
*	Fidelity Investments	Fid US Bond Idx	**	3,160,979
*	Fidelity Investments	Fid Mid Cap Idx	**	10,475,386
*	Fidelity Investments	Fid Real Est Idx	**	2,414,508
*	Fidelity Investments	Fid Sm Cap Idx	**	7,440,619
*	Fidelity Investments	Fid Total Mkt Idx	**	35,523,602
*	Fidelity Investments	Fid Infl PR BD Idx	**	1,945,925
*	Fidelity Investments	Fid Total Bond K6	**	2,243,618
*	Fidelity Investments	Fid Govt Mmkt K6	**	7,828
	Goldman Sachs Asset	GS Emerg Mkts EQ R6	**	2,928,238
	Delaware Investments	DE Ivy Mid CP Gr I	**	4,385,984
	T. Rowe Price	TRP Retire I BAL I	**	159,364
	T. Rowe Price	TRP Retire I 2005 I	**	282,139
	T. Rowe Price	TRP Retire I 2010 I	**	556,998
	T. Rowe Price	TRP Retire I 2015 I	**	2,163,173
	T. Rowe Price	TRP Retire I 2020 I	**	6,035,086
	Federated Investors, Inc.	Fed IS HighYLD BD R6	**	1,673,962
	T. Rowe Price	TRP Overseas Stock I	**	4,258,585
	Goldman Sachs Asset	GS Intl SM CP Ins R6	**	1,708,157
	BlackRock	Blkrk Global Alloc K	**	988,590
	Invesco	Invs Comstock R6	**	4,927,950
	J.P. Morgan Asset Management	UM Behavioral Val R6	**	2,497,357
	Columbia Threadneedle	Col Contran Core I3	**	4,023,906
	Columbia Threadneedle Investments	Col SEL Mid CP VL I3	**	3,017,515
	American Funds U.S. Government Securities Fund	AF US Govt SEC R6	**	1,000,111
	Clearbridge Investments	CBA SM CAP GR IS	**	4,147,118

	Common collective trusts			
	Putnam Investments	Putnam Stable Value Fund	**	10,476,491
	T. Rowe Price	TRP Retire 2065 F	**	1,078,509
	T. Rowe Price	TRP Retire 2025 F	**	18,671,849
	T. Rowe Price	TRP Retire 2030 F	**	30,619,135
	T. Rowe Price	TRP Retire 2035 F	**	37,858,028
	T. Rowe Price	TRP Retire 2040 F	**	39,054,844
	T. Rowe Price	TRP Retire 2045 F	**	36,237,155
	T. Rowe Price	TRP Retire 2050 F	**	35,397,155
	T. Rowe Price	TRP Retire 2055 F	**	30,824,397
	T. Rowe Price	TRP Retire 2060 F	**	15,405,051
	Franklin Templeton Investments	WT Franklin Growth R	**	10,649,603
	Company stock			
*	Exact Sciences Corporation Common Stock	Company stock	**	$ 50,179,054
*	Exact Sciences Corporation	Stock Purchase Account	**	1,713
	Investments, at fair value			$ 424,425,354
*	**Loans to participants**	Interest rates ranging from 4.25% to 9.0% due between 2022 and 2039	—	$ 3,500,958
	Total			$ 427,926,312

* *Party-in-interest to the Plan*

** *Participant directed investment, cost not required to be reported.*

See accompanying notes to the financial statements.