

INVITAE CORPORATION
NOMINATING AND GOVERNANCE
COMMITTEE CHARTER

(As amended by the Board of Directors effective as of January 26, 2023)

Purpose

The purpose of the Nominating and Governance Committee, and its subcommittees, as applicable (the “**Committee**”), of the Board of Directors (the “**Board of Directors**”) of Invitae Corporation (the “**Company**”) shall be:

- (a) to identify, evaluate, recruit and recommend to the Board of Directors for consideration and approval of individuals qualified to be members of the Board of Directors;
- (b) to develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Company; and
- (c) to oversee matters of corporate governance, including the monitoring of a process to assess the effectiveness of the Board of Directors.

Membership and Organization

The Committee shall consist of at least three members of the Board of Directors, with the exact number being determined by the Board of Directors and subject to any exceptions or transition periods for committee composition compliance available under the New York Stock Exchange (“**NYSE**”) and the Securities and Exchange Commission (the “**SEC**”) rules as deemed appropriate or necessary. Committee members shall be appointed from time to time by the Board of Directors having given consideration to the recommendations, if any, from the Committee, but not less than annually at its first meeting following the Annual Meeting of Stockholders. Also having given consideration to the recommendation, if any from the Committee, the Board of Directors shall designate a Chair of the Committee (the “**Chair**”), provided that if the Board of Directors does not so designate a Chair, the members of the Committee, by a majority vote, may designate a Chair. The Chair (or in his or her absence a member designated by the Chair) shall preside at all meetings of the Committee.

Committee members may be removed, without cause, by the affirmative vote of a majority of the Board of Directors at any time. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Corporate Secretary or the Board of Directors (unless the notice specifies a later time for the effectiveness of such resignation).

Each member of the Committee shall meet the independence standards that may be established from time to time by the NYSE or the SEC, including such independence standards or exemptions that may be established to apply specifically to the Committee, as well as any independence standards that may be established from time to time by the Board of Directors or the Committee.

The Committee shall meet periodically, as deemed necessary by the Chair of the Committee. All meetings shall be held at the call of the Chair of the Committee. Except as the Board may otherwise determine, the Committee may make rules for the conduct of its business, but unless otherwise provided by the Board or in such rules, the business of the Committee shall be conducted as nearly as possible in the same manner as is provided in the bylaws of the Company.

Resources and Authority

The Committee shall have the resources and appropriate authority, without seeking the approval of the Board of Directors, to discharge its duties and responsibilities, including the authority, in its sole discretion, to select, retain, terminate, and approve the fees and other retention terms of outside search firms and other consultants or advisors (collectively, “*Advisors*”) to assist the Committee or a member of the Committee engaged in conducting the Committee’s duties and responsibilities as it deems appropriate. The Committee shall be directly responsible for the appointment, compensation, oversight, and termination of the work of any Advisor retained by the Committee. The Committee shall ensure that any disclosure required by the rules and regulations of the SEC or NYSE related to the foregoing is included in the Company’s proxy statement. The Committee may request any director, officer or employee of the Company, the Company’s outside counsel or independent auditors or such other persons as it deems appropriate to attend a meeting of the Committee or to meet with any members of, or consultants or Advisors to, the Committee. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. The Committee shall have full access to all books, records, facilities and personnel of the Company in connection with the discharge of its responsibilities.

Delegation to Subcommittee

The Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee when appropriate, as are provided in the resolutions of the Committee, except to the extent such delegation is limited by applicable law, regulation or listing standard. The actions of any such subcommittee shall be presented to the full Committee at the next scheduled Committee meeting.

Duties and Responsibilities

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight function, which duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law, regulation or listing standard.

Nominations and Appointments

- Evaluate and make recommendations regarding the size and composition of the Board of Directors.

- Make recommendations to the Board of Directors regarding the composition of committees of the Board of Directors and the chair for each committee, with consideration of the desires of individual members of the Board of Directors.
- Monitor compliance with Board of Directors and Board of Directors' committee membership criteria, including compliance with applicable SEC and NYSE requirements.
- Identify, evaluate, recruit, recommend and screen candidates for nomination to the Board of Directors, including those recommended by stockholders, based on criteria set forth in the Company's Corporate Governance Guidelines.
- Establish procedures for the submission and consideration of candidates for nomination to the Board of Directors recommended by stockholders.
- Develop and recommend to the Board of Directors the qualification standards for directors and committee members, including defining specific criteria for independence, and from time to time or as necessary recommend to the Board of Directors any changes deemed appropriate by the Committee.

Governance

- Assume a leadership role for the development of the Company's approach to corporate governance issues.
- Develop and recommend to the Board of Directors the Company's Corporate Governance Guidelines and thereafter periodically review and recommend to the Board of Directors any changes deemed appropriate by the Committee.
- Annually review and make recommendations to the Board of Directors regarding the Certificate of Incorporation and Bylaws of the Company and the charters of other committees of the Board of Directors as may then be in effect.
- Evaluate service by a member of the Board on other boards and approve any such services if and to the extent it would result in such member serving on more than four public company boards (or more than two public company boards for directors who are CEOs of public companies).
- Develop and recommend to the Board of Directors a code of business conduct and ethics applicable to members of the Board of Directors, officers and employees of the Company that complies with applicable securities laws and regulations and stock exchange rules, and from time to time or as necessary recommend to the Board of Directors any revisions to such code that the Committee deems appropriate or to ensure compliance with such laws, regulations and rules.
- Review the overall adequacy of, and provide oversight with respect to, the Company's CSR (Corporate Social Responsibility) and ESG (Environmental, Social and Governance) strategy, initiatives and policies, including communications with

employees, investors and other stakeholders of the Company with respect to such CSR and ESG matters.

- Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence, and the director nominations process, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

Compliance and Evaluation

- Oversee the self-evaluation process of the Board of Directors and each of its committees.
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors. The Committee also shall undertake an annual evaluation assessing its performance with respect to its duties and responsibilities set forth in this Charter, which evaluation shall be reported to the Board of Directors. The self-assessment shall be conducted in such manner as the Committee deems appropriate.
- Review and reassess annually the adequacy of the Audit Committee and Compensation Committee charters, the Insider Trading and Communications Policy, and any such other charters and policies as the Board of Directors shall determine and recommend any proposed changes to the Board of Directors.
- Make regular reports on the activities of the Committee to the Board of Directors.