

**GENOMIC HEALTH, INC.**  
**BOARD POLICY ON MAJORITY VOTING IN DIRECTOR ELECTIONS**

The Nominating and Corporate Governance Committee shall recommend to the Board for nomination or election, and the Board shall nominate or elect, only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as director, irrevocable resignations that will be effective upon (i) the failure of the candidate to receive the required vote at the next annual meeting at which he or she faces re-election and (ii) Board acceptance of such resignation. The Board expects each director to have tendered such an irrevocable resignation.

If an incumbent director fails to receive the required vote for re-election in an uncontested election, the Nominating and Corporate Governance Committee will act on an expedited basis to determine whether the director's resignation should be accepted and to make a recommendation to the Board. The Board shall promptly consider that recommendation and make the final determination whether to accept the resignation. The Nominating and Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept such resignation, including, as they deem appropriate, any stated reasons why stockholders withheld votes from such director, whether the underlying cause or causes for the withheld votes are curable, the total number of shares voting and the number of broker non-votes, the director's tenure, the director's qualifications, the director's past and expected future contributions to the Company, and the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable requirements of The NASDAQ Stock Market or the federal securities laws or rules thereunder.

The Board will act on the Nominating and Corporate Governance Committee's recommendation within 90 days from the date of the certification of election results.

The Board expects the incumbent director whose resignation is under consideration to abstain from participating in any decision regarding such resignation. If such incumbent director is a member of the Nominating and Corporate Governance Committee and does not agree to abstain from participating in the Committee's deliberations and decision regarding such resignation, then the Committee shall act through a sub-committee consisting of one or more members who did not fail to receive the required vote in the election. If such incumbent director does not agree to abstain from participating in the Board's deliberations and decision regarding such resignation, then the Board shall act through a special committee consisting entirely of directors who did not fail to receive the required vote in the election.

If a director's resignation is accepted by the Board, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill the resulting vacancy pursuant to the provisions of Section 3.2 of Article III of the Company's Bylaws or may decrease the size of the Board pursuant to the provisions of Section 3.1 of Article III of the Company's Bylaws.