

GRAIL, Inc.

AUDIT COMMITTEE CHARTER

Adopted June 11, 2024

Purpose and Scope

The Audit Committee (the “Committee”) is created by the Board of Directors (the “Board”) of GRAIL, Inc. (“GRAIL”) to discharge the responsibilities set forth in this Charter, including overseeing the accounting and financial reporting processes of GRAIL and the audits of the financial statements of GRAIL. The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

Membership

The Committee shall consist of at least three members, subject to any available exception. The Committee shall be comprised solely of directors deemed by the Board to be independent and who meet the independence and experience requirements of the Nasdaq Stock Market LLC (“Nasdaq”) and the independence rules for members of the Audit Committee issued by the Securities and Exchange Commission (the “SEC”), subject to any available exception. Accordingly, each member shall, in the judgment of the Board, have the ability to read and understand GRAIL’s basic financial statements. At least one member of the Committee shall, in the judgment of the Board, be an “audit committee financial expert” in accordance with the rules and regulations of the SEC. Committee members shall be appointed by the Board and may be removed, with or without cause, by the Board at any time. The Board shall designate the Chair of the Committee.

Responsibilities

The basic responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of GRAIL and its stockholders. The Committee’s responsibilities are limited to oversight. GRAIL’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with generally accepted accounting principles (“GAAP”) and other applicable reporting and disclosure standards and for preparing GRAIL’s financial statements. GRAIL’s independent auditors are responsible for auditing and reviewing those financial statements. In discharging that obligation, members should be entitled to rely on the honesty and integrity of GRAIL’s senior executives and its outside advisers and auditors, to the fullest extent permitted by law. In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Independent Auditor

- The Committee shall be directly responsible for the appointment, compensation, retention, termination, and oversight of the work of the independent auditor and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for

GRAIL (subject, if applicable, to stockholder ratification). The independent auditor and such other registered public accounting firm shall report directly to the Committee.

- The Committee shall pre-approve the audit services and non-audit services (including the fees and terms thereof) to be provided by GRAIL's independent auditor pursuant to pre-approval policies and procedures established by the Committee. The Committee may delegate its authority to pre-approve services to one or more Committee members, provided that such designees present any such approvals to the full Committee at the next Committee meeting.
- The Committee shall discuss with the independent auditor its responsibilities under generally accepted auditing standards, review and approve the planned scope and timing of the independent auditor's annual audit plan(s) and discuss significant findings from the audit and any problems or difficulties encountered, including any restrictions on the scope of the auditor's activities or on access to requested information, and any significant disagreements with management.
- The Committee shall evaluate the independent auditor's qualifications, performance and independence, and shall present its conclusions with respect to the independent auditor to the full Board on at least an annual basis. As part of such evaluation, at least annually, the Committee shall:
 - obtain and review a report or reports from GRAIL's independent auditor:
 - describing the independent auditor's internal quality-control procedures;
 - describing any material issues raised by (i) the most recent internal quality-control review, peer review, or Public Company Accounting Oversight Board ("PCAOB") review, of the independent auditing firm, or (ii) any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the auditing firm; and any steps taken to deal with any such issues;
 - describing all relationships between the independent auditor and GRAIL consistent with applicable requirements of the PCAOB regarding the independent auditor's communications with the audit committee concerning independence; and
 - assuring that Section 10A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), has not been implicated.
 - confirm and evaluate the rotation of the audit partners on the audit engagement team as required by law.

The Committee must actively engage the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor, and, if the Committee determines that further inquiry is advisable, must take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.

Financial Statements; Disclosure and Other Risk Management and Compliance Matters

- The Committee shall meet to review and discuss with management and the independent auditor, the annual audited financial statements and unaudited quarterly financial statements, including reviewing GRAIL's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to the filing of GRAIL's Form 10-K or Form 10-Q with the SEC;
- The Committee shall review with management and the independent auditor, whenever the Committee deems appropriate:
 - any analyses or other written communications prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and
 - the critical accounting policies and practices of GRAIL.
- The Committee, or the Chair of the Committee, may review GRAIL's earnings press releases and financial guidance, if any.
- The Committee shall, in conjunction with the Chief Executive Officer and Chief Financial Officer of GRAIL, review GRAIL's disclosure controls and procedures and internal control over financial reporting. The review of internal control over financial reporting shall include whether there are any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to affect GRAIL's ability to record, process, summarize and report financial information and any fraud involving management or other employees with a significant role in internal control over financial reporting.
- The Committee shall review and discuss with the independent auditor any audit problems or difficulties and management's response thereto, including those matters required to be discussed with the Committee by the auditor pursuant to established auditing standards, as amended.
- In connection with its oversight responsibilities, the Committee shall be directly responsible for the resolution of disagreements between management and the auditor regarding GRAIL's financial reporting.

- The Committee shall review GRAIL’s policies and practices with respect to risk assessment and risk management, including discussing with management GRAIL’s major financial risk exposures and the steps that have been taken to monitor and control such exposures.
- The Committee shall review GRAIL’s cybersecurity and other information technology risks, controls, and procedures, including GRAIL’s plan to mitigate cybersecurity risks and respond to data breaches. The Committee shall also review with management any specific cybersecurity issues that could affect the adequacy of GRAIL’s internal controls.
- The Committee shall review GRAIL’s policies and practices with respect to related party transactions and review such transactions subject to the requirements of such policies.
- The Committee shall oversee the enforcement of the Code of Business Conduct and Ethics.
- The Committee shall cause GRAIL to implement, maintain, and monitor an ethics hotline that is designed to receive anonymous reports of any known or suspected violations of the GRAIL’s Code of Business Conduct and Ethics or any applicable laws and regulations. The Chief Compliance Officer will investigate any reports received through the ethics hotline and report to the Audit Committee and the Board periodically with respect to the information received through the ethics hotline and any related investigations.
- The Committee shall establish procedures for:
 - the receipt, retention, and treatment of complaints received by GRAIL regarding accounting, internal accounting controls, or auditing matters; and
 - the confidential, anonymous submission by employees of GRAIL of concerns regarding questionable accounting or auditing matters.
- The Committee shall prepare the Committee report that the SEC rules require to be included in GRAIL’s annual proxy statement.
- The Committee shall review GRAIL’s compliance with laws and regulations, including major legal and regulatory initiatives.

Reporting to the Board

- The Committee shall report to the Board periodically. This report shall include a review of any issues that arise with respect to the quality or integrity of GRAIL’s financial statements, GRAIL’s compliance with legal or regulatory requirements, the independence and performance of GRAIL’s independent auditor, and any other

matters that the Committee deems appropriate or is requested to include by the Board.

- The Committee shall review and assess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

Compliance Matters

The Committee shall have oversight of the Company's compliance program and policies related to compliance with laws and regulations, and shall ensure the Chief Compliance Officer has sufficient independence, access and resources to encourage ethical conduct and compliance with laws and regulations and implementation of an effective compliance program. Such oversight will include the review, with the Chief Compliance Officer and management, of the organizational structure, staffing, and implementation of the Company's compliance programs relating to the Company's principal legal and regulatory compliance risks, the related policies and procedures, training processes, and the adequacy of the resources for these programs.

- *Compliance Program.* The Committee will oversee the activities of, and meet regularly with, the Company's Chief Compliance Officer, and receive reports from the Chief Compliance Officer regarding the structure and activities of the Company's compliance program, including updates on training, policies, auditing and monitoring, investigations and any corrective and preventive actions. The Committee may also meet separately with the Chief Compliance Officer to discuss any matters that the Committee or the Chief Compliance Officer believes should be discussed privately. The Committee shall provide such guidance and support as the Chief Compliance Officer may request from time to time.
- *Governmental Agreements.* The Committee will oversee, monitor, and evaluate the Company's compliance with and implementation of the terms of any settlement agreements that may be entered into with governmental authorities.
- *Regulatory and Enforcement Developments.* The Committee will periodically receive information from the Chief Compliance Officer and/or management about current and emerging risks and regulatory and enforcement trends, governmental inquiries, or third party claims that are likely to affect the Company's business operations, performance, or strategy.

Authority and Delegations

The Committee has the sole authority to retain special legal, accounting, or other advisers and may request any officer or employee of GRAIL or GRAIL's outside counsel or independent auditor to meet with any members of, or advisers to, the Committee.

The Committee shall have available appropriate funding from GRAIL as determined by the Committee for payment of:

- compensation to any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for GRAIL;
- compensation to any advisers employed by the Committee; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of GRAIL.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, GRAIL's bylaws, and applicable Nasdaq rules.

Procedures

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of GRAIL's bylaws that are applicable to the Committee. The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, but not less frequently than quarterly. The Chair of the Committee shall preside at each meeting and, in the absence of the Chair, one of the other members of the Committee shall be designated as the acting chair of the meeting. The Chair of the Committee, in consultation with the other committee members, shall determine the frequency and length of the committee meetings and shall set meeting agendas consistent with this charter.

The Committee may conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee.

The Committee shall meet separately, periodically, with management and with the independent auditor.