

Filed by Exact Sciences Corporation  
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and deemed filed pursuant to Rule 14a-12  
under the Securities Exchange Act of 1934

Filer: Exact Sciences Corporation  
Subject Company: Genomic Health, Inc.  
SEC File No.: 000-51541

Date: August 1, 2019

**The following are forms of letters sent to Exact Sciences Corporation partners:**

Dear [Valued Exact Sciences Partner / INSERT CUSTOMARY GREETING],

Hi XX. Just wanted to take a moment to explain some news you may or may not have heard from earlier this week about Exact Sciences. We have announced an agreement to combine with Genomic Health, creating a leading global cancer diagnostics company.

Genomic Health is a leading provider of diagnostic tests that help inform cancer care decisions. Its tests, known as Oncotype, have guided personalized treatment decisions for more than a million cancer patients worldwide. Exact Sciences and Genomic Health are highly complementary, with similar missions and cultures.

We are excited to unite the minds and molecular diagnostic capabilities from both companies to advance the fight against cancer and enable us to be a better partner to you as we improve patient outcomes together.

The combination of Exact Sciences and Genomic Health joins two of the strongest organizations in cancer diagnostics, Cologuard and Oncotype DX®, into one entity. Some of the benefits are that together, we will have a best-in-class commercial, research, development and clinical organization with enhanced scale and scope in cancer diagnostics, as well as the strength to support continued high level of R&D investment. With our collective resources and enhanced platform, including a presence in more than 90 countries, we expect to continue to increase adoption of current tests and accelerate our ability to provide new innovative cancer diagnostics to more patients around the world. We are excited about joining our two teams, who are united in their dedication to making a positive impact on patients' lives.

Having said all that, between now and closing, which we expect to occur by the end of 2019, it remains business as usual, and both Exact Sciences and Genomic Health will continue to operate independently. How you work with Exact Sciences and your company contact will remain the same. Upon closing of the transaction, we are committed to a seamless transition for you, patients, and both companies' combined stakeholders.

As always, if you have any questions, please feel free to reach out to me.

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We look forward to continuing our partnership to help patients detect cancer earlier and improve how it is treated, and hope you share our enthusiasm about Exact Sciences' exciting future. Thank you for your continued support.

Sincerely,

NAME  
TITLE, Exact Sciences

### **Cautionary Statement**

This letter contains statements, including statements regarding the proposed acquisition of Genomic Health, Inc. ("Genomic Health") by Exact Sciences Corporation ("Exact Sciences") that are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that are intended to be covered by the "safe harbor" created by those sections. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies, expectations and events, can generally be identified by the use of forward-looking terms such as "believe," "expect," "may," "will," "should," "would," "could," "seek," "intend," "plan," "goal," "project," "estimate," "anticipate" or other comparable terms. All statements other than statements of historical facts included in this letter regarding strategies, prospects, financial condition, operations, costs, plans, objectives and the proposed acquisition of Genomic Health by Exact Sciences are forward-looking statements. Examples of forward-looking statements include, among others, statements regarding expected future operating results, anticipated results of sales and marketing efforts, expectations concerning payer reimbursement, the anticipated results of product development efforts, the anticipated benefits of the proposed acquisition of Genomic Health, including estimated synergies and other financial impacts, and the expected timing of completion of the transaction. Forward-looking statements are neither historical facts nor assurances of future performance or events. Instead, they are based only on current beliefs, expectations and assumptions regarding future business developments, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Actual results, conditions and events may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause actual results, conditions and events to differ materially from those indicated in the forward-looking statements include, among others, the following: the ability to successfully and profitably market our products and services; the acceptance of our products and services by patients and healthcare providers; the ability to meet demand for our products and services; the willingness of health insurance companies and other payers to cover our products and services and adequately reimburse us for such products and services; the amount and nature of competition from other cancer screening and diagnostic products and services; the effects of the adoption, modification or repeal of any law, rule, order, interpretation or policy relating to the healthcare system, including without limitation as a result of any judicial, executive or legislative action; the effects of changes in

pricing, coverage and reimbursement for our products and services, including without limitation as a result of the Protecting Access to Medicare Act of 2014; recommendations, guidelines and quality metrics issued by various organizations such as the U.S. Preventive Services Task Force, the American Cancer Society, and the National Committee for Quality Assurance regarding cancer screening or our products and services; the ability of Exact Sciences and Genomic Health to successfully develop new products and services; the ability to effectively utilize strategic partnerships, such as through Exact Sciences' Promotion Agreement with Pfizer, Inc., and acquisitions; success establishing and maintaining collaborative, licensing and supplier arrangements; the ability of Exact Sciences and Genomic Health to maintain regulatory approvals and comply with applicable regulations; the ability of Exact Sciences and Genomic Health to receive the required regulatory approvals for the proposed merger with Genomic Health and approval of Genomic Health's stockholders and to satisfy the other conditions to the closing of the transaction on a timely basis or at all; the occurrence of events that may give rise to a right of one or both of Exact Sciences and Genomic Health to terminate the merger agreement; negative effects of the announcement or the consummation of the transaction on the market price of Exact Sciences' and/or Genomic Health's common stock and/or on their respective businesses, financial conditions, results of operations and financial performance; risks relating to the value of the Exact Sciences shares to be issued in the transaction; significant transaction costs and/or unknown liabilities; the possibility that the anticipated benefits from the proposed acquisition of Genomic Health cannot be realized in full or at all or may take longer to realize than expected; risks associated with contracts containing consent and/or other provisions that may be triggered by the proposed acquisition of Genomic Health; risks associated with transaction-related litigation; the possibility that costs or difficulties related to the integration of Genomic Health's operations with those of Exact Sciences will be greater than expected; and the ability of Genomic Health and the combined company to retain and hire key personnel. There can be no assurance that the proposed acquisition of Genomic Health will in fact be consummated in the manner described or at all. For additional information on identifying factors that may cause actual results, conditions or events to vary materially from those stated in forward-looking statements, please see Exact Sciences' and Genomic Health's reports on Forms 10-K, 10-Q and 8-K filed with or furnished to the U.S. Securities and Exchange Commission (the "SEC") and other written statements made by Exact Sciences and/or Genomic Health from time to time. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

### **Additional Information**

In connection with the proposed transaction, Exact Sciences will file with the SEC a registration statement on Form S-4, which will include a document that serves as a prospectus of Exact Sciences and a proxy statement of Genomic Health (the "proxy statement/prospectus"), and each party will file other documents regarding the proposed transaction with the SEC. **INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT, PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** A definitive proxy statement/prospectus will be sent to Genomic Health's stockholders when it becomes available. Investors and security holders will be able to obtain the registration statement and the proxy

statement/prospectus free of charge from the SEC's website or from Exact Sciences or Genomic Health when it becomes available. The documents filed by Exact Sciences with the SEC may be obtained free of charge at Exact Sciences' website at [www.exactsciences.com](http://www.exactsciences.com) or at the SEC's website at [www.sec.gov](http://www.sec.gov). These documents may also be obtained free of charge from Exact Sciences by requesting them by mail at Exact Sciences Corporation, 441 Charmany Drive, Madison, Wisconsin 53719, or by telephone at 608-535-8815. The documents filed by Genomic Health with the SEC may be obtained free of charge at Genomic Health's website at [www.genomichealth.com](http://www.genomichealth.com) or at the SEC's website at [www.sec.gov](http://www.sec.gov). These documents may also be obtained free of charge from Genomic Health by requesting them by mail at Genomic Health, Inc., 301 Penobscot Drive, Redwood City, California 94063, or by telephone at (650) 556-9300.

### **Participants in the Solicitation**

Exact Sciences, Genomic Health and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in connection with the proposed transaction. Information about Exact Sciences' directors and executive officers is available in Exact Sciences' proxy statement for its 2019 Annual Meeting of Stockholders, which was filed with the SEC on April 30, 2019, and Exact Sciences' Current Report on Form 8-K, which was filed with the SEC on July 26, 2019. Information about Genomic Health's directors and executive officers is available in Genomic Health's proxy statement for its 2019 Annual Meeting of Stockholders, which was filed with the SEC on April 25, 2019, and Genomic Health's Annual Report on Form 10-K for the year ended December 31, 2018, which was filed with the SEC on February 28, 2019. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the registration statement, the proxy statement/prospectus and other relevant materials to be filed with the SEC regarding the proposed transaction when they become available. Stockholders, potential investors and other readers should read the proxy statement/prospectus carefully when it becomes available before making any voting or investment decisions. You may obtain free copies of these documents from Exact Sciences or Genomic Health as indicated above.

### **No Offer or Solicitation**

This letter shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

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Dear [Valued Exact Sciences Partner / INSERT CUSTOMARY GREETING],

I am reaching out to share some exciting news. We have announced an agreement to combine with Genomic Health, creating a leading global cancer diagnostics company.

Uniting the best minds and molecular diagnostic capabilities from both companies will advance the fight against cancer and enable us to be a better partner to you as we improve patient outcomes together.

As you may know, Genomic Health is a leading provider of diagnostic tests that help improve cancer care. Its tests, known as Oncotype, have guided personalized treatment decisions for more than a million cancer patients worldwide. Exact Sciences and Genomic Health are highly complementary, with similar missions and cultures.

The combination of Exact Sciences and Genomic Health joins two of the strongest and fastest growing brands in cancer diagnostics, Cologuard and Oncotype DX®, into one entity, providing a robust platform for continued growth. Together, we will have a best-in-class commercial, research, development and clinical organization with enhanced scale and scope in cancer diagnostics, as well as the financial strength to support a high level of R&D investment. With our collective resources and enhanced platform, including a commercial presence in more than 90 countries, we expect to continue to increase adoption of current tests and accelerate our ability to provide new innovative cancer diagnostics to more patients around the world. We are excited about joining our two teams, who are united in their dedication to making a positive impact on patients' lives.

Between now and closing, which we expect to occur by the end of 2019, it remains business as usual, and both Exact Sciences and Genomic Health will continue to operate independently. How you work with Exact Sciences and your company contact will remain the same. Upon closing of the transaction, we are committed to a seamless transition for you, patients, and both companies' combined stakeholders.

As always, if you have any questions, please feel free to reach out to me [EMAIL].

We look forward to building upon our partnership to help patients detect cancer earlier and improve how it is treated, and hope you share our enthusiasm about Exact Sciences' exciting future. Thank you for your continued support.

Sincerely,

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