

# HOLOGIC, INC.

## CORPORATE GOVERNANCE GUIDELINES

### 1. INTRODUCTION

The Board of Directors (the “Board”) of Hologic, Inc. (the “Company”) has adopted these guidelines as a general framework to assist the Board in carrying out its responsibilities. These guidelines, together with the articles of incorporation, bylaws and charters of the committees of the Board, form the framework for governance of the Company. These guidelines are not intended as binding legal obligations or inflexible requirements, and are not intended to interpret applicable laws and regulations, or to modify the Company’s certificate of incorporation or bylaws, or the charters of the committees of the Board.

### 2. ROLE OF THE BOARD

The Board, on behalf of the Company and its stockholders, oversees and provides general direction to the management of the Company. The Company’s senior officers, under the direction of the Chief Executive Officer, are responsible for the operations of the Company, implementation of the strategic, financial, and management policies of the Company, preparation of financial statements and other reports that accurately reflect requisite information about the Company, and timely reports which inform the Board about the foregoing matters.

### 3. BOARD COMPOSITION

(a) Size of the Board. The Board, with the assistance of its Nominating and Corporate Governance Committee, periodically reviews the appropriate size of the Board. Each member of the Board is subject to election annually by the stockholders.

(b) Independent Directors. At least a majority of the directors serving on the Board will meet the standards of director independence set forth in the applicable Nasdaq listing standards as the same may be amended from time to time (the “listing standards”), as well as other factors not inconsistent with the listing standards that the Board considers appropriate for effective oversight and decision making by the Board.

(c) Affirmative Determination of Independence. The Board will affirmatively determine annually, and at other times required by the applicable listing standards, that the directors designated as independent by it have no material relationships to the Company (either directly or through an organization in which the director is a partner, stockholder or officer or otherwise financially interested) that may interfere with the exercise of their independence from management and the Company.

(d) Management Directors. The Board may appoint or nominate to serve on the Board members of the Company’s management whose experience and role at the Company are expected to help the Board fulfill its responsibilities.

(e) Selection of Board Members. The Company's shareholders elect Board members annually, except for Board action to fill vacancies. The Nominating and Corporate Governance Committee is responsible for recommending to the Board director candidates for nomination and election, and may rely on input provided by a number of sources, including the Nominating and Corporate Governance Committee members, the Company's other directors or officers, the Company's shareholders, and third parties such as professional search firms. In making its recommendations to the Board, the Nominating and Corporate Governance Committee annually reviews the applicable skills and characteristics required of Board nominees in the context of current Board and committee composition, and Company circumstances. The Nominating and Corporate Governance Committee considers skills, experience and industry backgrounds, along with independence, character, reputation, personal integrity and diversity, as factors in the process, as well as the ability of members (and candidates for membership) to devote sufficient time to performing their duties in an effective manner.

Shareholders wishing to suggest director candidates should submit their suggestions in writing to the attention of the Secretary of the Company, providing the candidate's name and qualifications for service as a Board member, a document signed by the candidate indicating the candidate's willingness to serve, if elected, and evidence of the shareholder's ownership of Company stock. A shareholder wishing to formally nominate a candidate for election to the Board must do so by following the procedures set forth in the Company's bylaws.

(f) Length of Board Service. The Board and the Nominating and Corporate Governance Committee may review the length of service of the Board's members when a director is eligible to be re-nominated for Board membership, including an assessment of individual director performance, number of other public and private company Boards on which the individual serves, composition of the Board at that time, and other relevant factors.

(g) Retirement. No person may stand for election as a director after reaching age 75, unless the Board determines, based on the recommendation of the Nominating and Corporate Governance Committee, that it is in the best interests of the Company to request that the director stand for election at the next annual shareholder meeting.

(h) Change in Director Occupation. When a director's principal employment, occupation or business association materially changes (other than for a promotion or change to a similar position at the director's then-current employer) during his or her tenure as a director, that director shall promptly offer to resign from the Board. The Nominating and Governance Committee will recommend to the Board the action, if any, to be taken with respect to the resignation.

(i) Chairman and Lead Independent Director. The Board does not have a firm policy as to whether the position of the Chairman and the position of the Chief Executive Officer should be separate. Rather, the Board believes it should retain the flexibility to decide what is in the best interest of the Company at any point in time. While, as a general practice, combining these positions can bolster an effective and efficient leadership structure, separating the positions during a period of Company transition, for example, might be appropriate.

In the event the position of Chairman of the Board is held by the Chief Executive Officer or another non-independent director, an independent Lead Director will be appointed by the independent directors. The Board of Directors, in conjunction with the Nominating and Governance Committee, reviews the role and designation of Lead Director annually. The Board believes that in the absence of an independent Chairman, an independent Lead Director is an integral part of a governance structure that promotes strong, independent oversight of the Company's management and affairs. The designation of an independent Lead Director is not intended to inhibit communication among the directors or between any director and the Chairman. The responsibilities of the Chairman and of a Lead Director, if any, are set forth on Exhibit A to these Corporate Governance Guidelines.

(j) Board Compensation. The Board, through its Compensation Committee, will review or request outside consultants to review, appropriate compensation policies or changes in compensation policies for the directors serving on the Board and its committees. This review may consider the Board compensation practices of other comparable public companies, contributions of the directors to Board functions, time commitments expected for Board and committee service, and other appropriate factors.

#### **4. BOARD MEETINGS**

(a) Scheduling of Full Board Meetings. The Board will generally hold at least four regularly scheduled meetings per year and will hold additional special meetings as necessary. In addition, the Board typically has an informal meeting each quarter to review and discuss the Company's business performance. Each director is also encouraged to attend the Company's annual meeting of shareholders.

(b) Meetings of Independent Directors. The independent directors will meet in executive session without members of management present, at such times and for such purposes as the independent directors consider to be appropriate. For the convenience of the directors, these meetings may, but need not, be scheduled to coincide with the dates of regular Board meetings. The independent directors may invite the Company's officers, employees, and professional advisers to attend portions of these meetings.

(c) Agenda. The Chairman of the Board or Lead Independent Director, as applicable, working with management, will have primary responsibility for establishing the agenda for each meeting and arranging for the agenda to be sent in advance of the meeting to the directors. Each committee of the Board, and each individual director, is encouraged to suggest items for inclusion on the agenda.

(d) Access to Employees and Independent Advisors. The Company's management will afford each director access to the Company's officers, employees, and professional advisers for any purpose reasonably related to the Board's responsibilities.

(e) Independent Inquiries and Advisors. The Board is authorized to conduct investigations, and to retain, at the expense of the Company, independent legal, accounting,

investment banking, or other professional advisers selected by the Board, for any matters relating to the purpose or responsibilities of the Board.

## 5. COMMITTEES OF THE BOARD

(a) Committees. The committees of the Board are the Audit and Finance Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. The Board may from time to time establish additional committees.

(b) Committee Member Selection. Subject to the recommendations of the Nominating and Corporate Governance Committee, the Board will designate the members and the chairperson of each committee. Each member of the Audit and Finance Committee and the Compensation Committee will be independent as defined in the listing standards and applicable laws and regulations.

(c) Committee Functions. Each standing committee of the Board will have a written charter approved by the Board in compliance with the listing standards and applicable laws and regulations. The number and content of committee meetings and means of carrying out committee responsibilities will be determined by each committee in light of the committee's charter, if applicable, the authority delegated by the Board to the committee, and legal, regulatory, accounting or governance principles applicable to that committee's function. The Company will afford access to the Company's officers, employees, professional advisers, and other resources, as necessary, to enable committee members to carry out their responsibilities.

## 6. BOARD MEMBER RESPONSIBILITIES

(a) Director Responsibilities.

(i) Generally. A director is expected to discharge his or her director duties, including duties as a member of a committee on which the director serves, in good faith and in a manner the director reasonably believes to be in the best interests of the Company.

(ii) Disclose Relationships. Each director is required to promptly update the Nominating and Corporate Governance Committee of any material change to the director's employment status or the acceptance of a position as an executive officer or director of any public or private company. Each independent director is further expected to disclose promptly to the Board any existing or proposed relationships with the Company (other than service as a Board member or on committees of the Board) that could affect the independence of the director under the listing standards or any additional standards as may be established by the Board of directors from time to time.

(iii) Attendance. Board members are expected to devote sufficient time and attention to prepare for, attend and participate in Board meetings and meetings of the committees on which they serve, including advance review of meeting materials that may be circulated prior to each meeting.

(iv) Reliance on Information. In discharging responsibilities as a director, a director is entitled to rely in good faith on reports or other information provided by Company management, the Company's independent registered public accounting firm, and other persons as to matters the director reasonably believes to be within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

(b) Policy on Stockholder Rights Plans. The Company does not have a stockholder rights plan (often referred to as a "poison pill"). If the Company were to adopt a stockholder rights plan, the Board would seek prior stockholder approval unless the Board, including a majority of the independent directors, in its exercise of its fiduciary duties under circumstances then existing, determines that it would be in the best interests of the Company and the stockholders to adopt a rights plan before obtaining stockholder approval. If the Board were to adopt a rights plan without prior stockholder approval, the plan must provide that it will expire within one year of adoption unless ratified by stockholders. The Nominating and Corporate Governance Committee will review this Policy on at least an annual basis and report to the Board with any recommendations it may have in connection therewith.

(c) Director Orientation and Continuing Education. The Company provides new directors with materials and educational opportunities to permit them to become familiar with the Company and to enable them to effectively perform their duties. In addition, directors are encouraged to attend director education programs.

(d) Review of Governance Guidelines. The guidelines memorialized herein have developed over a period of years. The Board expects to review these guidelines periodically, generally no more than once a year, as appropriate.

## **7. MANAGEMENT RESPONSIBILITY**

(a) Financial Reporting and Legal Compliance. The Board's governance and oversight functions do not relieve the primary responsibilities of the Company's management for (1) preparing financial statements that accurately and fairly present the Company's financial results and condition, and (2) maintaining systems, procedures and a corporate culture that promote compliance with legal and regulatory requirements and the ethical conduct of the Company's business.

(b) Corporate Communications. Executive management has the primary responsibility to establish policies concerning the Company's communications with investors, the press, customers, suppliers and employees.

## **8. STOCK OWNERSHIP BY OFFICERS AND DIRECTORS**

(a) Purpose. The Board believes that significant stock ownership by Board members and members of senior management, designated by the Nominating and Corporate Governance Committee from time to time, further aligns their interests with the interests of the Company's stockholders.

(b) Ownership Goal. Accordingly, the Board has established a goal that (i) within five years after joining the Board, each non-employee Board member own Company stock valued at five times his or her annual base cash retainer fee, (ii) within five years after being appointed to his or her position, the Chief Executive Officer own Company stock valued at five times his or her base salary, and (iii) within five years after being appointed to his or her position, each executive officer own Company stock valued at two times his or her base salary.

(c) Measurement. For purposes of meeting this ownership goal, only shares of Company stock issued and outstanding shall be credited toward the stock ownership goal; provided, however, that equity which has vested but as to which settlement has been deferred under a Company deferred equity plan shall be credited toward the stock ownership goal. Stock ownership does not include unexercised stock options, or the unvested or unearned portion of any restricted stock units, performance stock units, or similar rights.

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**Hologic, Inc.**  
**Chairman of the Board and Lead Director**  
**Roles and Responsibilities**

**Chairman of the Board**

The Chairman of the Board provides leadership to the Board and works with the Board to define its structure and activities in the fulfillment of its responsibilities. In discharging his or her duties, the Chairman of the Board:

- presides at meetings of the Board of Directors and shareholders;
- establishes processes to assist the Board in the efficient discharge of its duties;
- organizes and presents agendas for Board meetings based on advice from the Lead Director, Committee Chairs, directors and members of senior management;
- facilitates the proper flow of information to the Board and works to see that meetings are efficient and informative;
- works with the Nominating and Corporate Governance Committee to develop processes for structuring Committees and overseeing their functions, including assignments of Committee members and Chairs;
- works with the Nominating and Corporate Governance Committee to develop processes for management development and succession planning for senior executives; and
- performs such other duties as may be properly requested by the Board.

**Lead Director**

The Lead Director works with the Chairman and Chief Executive Officer and other Board members to provide strong, independent oversight of the Company's management and affairs. The responsibilities of the Lead Director include:

- presiding at all meetings of the Board of Directors when the Chairman is not present;
- convening meetings of the independent directors, including executive sessions of the independent directors held in conjunction with each regularly scheduled Board meeting;
- serving as the principal liaison between the Chairman and the independent directors, including with respect to matters arising in executive sessions of the independent directors;
- working with the Chairman and the Nominating and Governance Committee to establish processes to assist the Board in the efficient discharge of its duties;
- approving Board meeting agendas as well as the quality, quantity and timeliness of information sent to the Board;
- approving Board meeting schedules to assure that there is sufficient time for discussion of all agenda items;
- recommending to the Chairman the retention of outside advisors, as appropriate, who report directly to the Board on board-wide matters;
- being available, if requested by shareholders and when appropriate, for consultation and direct communication; and
- coordinating with the other independent directors in respect of each of the foregoing and performing such other duties as may be properly requested by the Board.