

**DERMTECH, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**  
*EFFECTIVE March 29, 2021*

## **Introduction**

The Board of Directors (the “**Board**”) of DermTech, Inc. (the “**Company**”) has the responsibility to organize its functions and conduct its business in the manner it deems most effective and efficient, consistent with its duties of good faith, due care and loyalty. The Board has adopted these Corporate Governance Guidelines to guide its governance practices that serve the best interests of the Company and its stockholders. The Board intends that these Corporate Governance Guidelines serve as a flexible framework which the Board may use to conduct its business, not as a set of binding legal obligations. These Corporate Governance Guidelines should be interpreted in the context of all applicable laws, the Company’s charter documents and other governing legal documents. These guidelines will be regularly re-evaluated by the Board’s Nominating and Corporate Governance Committee and amended by the Board as needed in order to continue serving the best interests of the stockholders.

## **Role of Board and Management**

Role of the Board of Directors. The Board, which is elected by the stockholders, is the ultimate decision-making body of the Company except with respect to those matters reserved to the stockholders. It is the principal duty of the Board to exercise its powers in accordance with its fiduciary duties and in a manner it believes to be in the best interests of the Company and its stockholders. The Board’s duties include selection of the Chief Executive Officer and senior management, and oversight and monitoring of management’s performance to ensure that the Company operates in an effective, efficient and ethical manner. The Board is also responsible for oversight of the Company’s program to prevent and detect violations of law, regulation or the Company policies and procedures.

Role of Senior Management. Senior management, led by the Chief Executive Officer, is responsible for running the Company’s operations on a day-to-day basis and appropriately informing the Board of the status of such operations.

## **Director Qualifications and Selection**

Director Qualifications. The Nominating and Corporate Governance Committee is responsible for reviewing with the Board from time to time the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board. This assessment should include issues of diversity, age, and professional experience in genomic diagnostics, medical technology, finance, marketing, financial reporting and other areas relating to the perceived needs of the Board for directing the Company at that point in time. Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the Company and its stockholders. We seek to have a Board representing diverse experience at policy-making levels in areas that are relevant to the Company’s activities, and to develop a Board that reflects diverse backgrounds, experiences, expertise, skill sets and viewpoints. Each Board member is expected to ensure that other commitments do not conflict or materially interfere with their service and loyalty to the Company.

Selection of New Directors. The Nominating and Governance Committee will be responsible for the selection of nominees for election or appointment to the Board and shall

recommend candidates for election or appointment to the Board. The Nominating and Governance Committee considers potential nominees recommended by directors, officers, employees, stockholders and others using the same criteria to evaluate all candidates. Evaluations of candidates generally involve a review of background materials, internal discussions and interviews with selected candidates as appropriate. Upon selection of a qualified candidate, the Nominating and Governance Committee would recommend the candidate for consideration by the full Board. The Nominating and Governance Committee may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees. To recommend a prospective nominee for the Nominating and Governance Committee's consideration, submit the candidate's name and qualifications to the Company's Secretary in writing to the following address: DermTech, Inc., Attn: Secretary, 11099 N. Torrey Pines Road, La Jolla, CA 92037. When submitting candidates for nomination to be elected at a meeting of the stockholders, stockholders must follow the notice procedures and provide the information required by the Company's Bylaws.

Selection of Chairman and Chief Executive Officer. The Board elects its Chairman of the Board and appoints the Company's Chief Executive Officer. At times when the Chief Executive Officer is not the Chairman of the Board, the Board does not believe that it is either necessary or desirable to establish a lead director. The Chairman of the Board, who presides at all meetings of the Board, takes the lead role in the boardroom.

Separation of Chairman and Chief Executive Officer. The Board does not believe there should be a fixed rule as to whether the offices of Chairman and Chief Executive Officer should be vested in the same person or two different people, or whether the Chairman should be an employee of the Company or should be elected from among the non-employee directors. The needs of the Company and the individuals available who are best suited to meet these needs may dictate different outcomes at different times, and the Board believes that retaining flexibility in these decisions is in the best interest of the Company.

## **Board Composition and Term Limits**

Size of the Board. The authorized number of directors is established by the Board of Directors and divided into three classes. The Board reviews from time to time (and at least annually) the appropriate size of the Board. Subject to any limitations in the Company's Certificate of Incorporation, Bylaws or Delaware law, the Board may consider changing its size to accommodate the election of outstanding candidates or to address specific governance or business needs.

Proportion of Independent Directors. The Board believes that a majority of directors on the Board should be independent as defined by the listing standards of The Nasdaq Stock Market LLC. The Board also believes it is often in the best interests of the Company and its stockholders to have non-independent directors, including current and former members of management, serve as directors. Consistent with the listing standards of The Nasdaq Stock Market LLC, the Board will continue to consist of a majority of independent directors.

Term Limits. Directors stand for reelection every three years. The Board does not believe it should establish term limits. While term limits could help make fresh ideas and viewpoints available to the Board, they have the disadvantage of causing the Company to forfeit the contributions of directors who have been able to develop, over a period of time, increasing insight

into the Company and its operations and therefore provide increased contributions to the Board as a whole. As an alternative to term limits, the Nominating and Governance Committee reviews each director's continuation on the Board prior to nomination for reelection. This also allows each director the opportunity to confirm his or her desire to continue as a Board member.

Retirement Age. The Board does not believe that a fixed retirement age for directors is appropriate.

## **Director Nomination and Voting Process**

The Nominating and Corporate Governance Committee will review the results of the self-evaluation of the Board and its committees annually, and the needs of the Board for various skills, experience, expected contributions and other characteristics in determining the director candidates to be nominated at the annual meeting. The Nominating and Corporate Governance Committee will evaluate candidates for directors proposed by directors, stockholders or management in light of the Committee's views of the current needs of the Board for certain skills, experience or other characteristics, the candidate's background, skills, experience, other characteristics and expected contributions and the qualification standards established from time to time by the Nominating and Corporate Governance Committee and the Board. In making recommendations regarding a person's nomination for service or continued service on the Board, the Nominating and Corporate Governance Committee and the Board will take into account the nature of and time involved in the person's principal job responsibilities, other activities, and service on other boards. If the Nominating and Corporate Governance Committee and the Board believe that the Board requires additional candidates for nomination, the Committee may engage, as appropriate, a third-party search firm to assist in identifying qualified candidates. The process may also include interviews and additional background and reference checks for non-incumbent nominees, at the discretion of the Nominating and Corporate Governance Committee. In making the determinations regarding nominations of directors, the Nominating and Corporate Governance Committee may take into account the benefits of diverse viewpoints as well as the benefits of constructive working relationships among directors.

## **Board Procedures**

Limits on Director Outside Activities. Directors must be willing to devote sufficient time to carry out their duties and responsibilities effectively, and should be committed to serve on the Board for an extended period of time. Each Board member is expected to ensure that other existing and planned future commitments do not conflict with or materially interfere with the member's service as a director. Directors are expected to avoid any action, position or interest that conflicts with an interest of the Company, or gives the appearance of a conflict. Non-employee directors will serve on no more than five public company boards and the Chief Executive Officer will serve on no more than two public company boards in addition to the Company's Board. Board members must receive prior approval from the Nominating and Corporate Governance Committee prior to joining the board of any company.

Change in Director Responsibilities. A Director who experiences any significant change in his or her personal circumstances including but not limited to a change in the director's principal occupation or job responsibilities, shall inform the Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee and consult with them regarding the impact (if

any) of such change on the director's ability to continue to carry out his or her duties and responsibilities effectively and, if there is a perceived adverse impact, whether continued Board service is appropriate. Where appropriate, the Nominating and Corporate Governance Committee shall review such change in circumstances and make its recommendation to the Board. The Board in its discretion will determine whether such member should continue to serve as a Director.

Board Meetings. Board meetings are scheduled in advance and typically held each quarter, in addition to special meetings as required. Board members are expected to rigorously prepare for, attend and participate in all Board and applicable committee meetings.

Meeting Materials. The Chairman of the Board, together with the corporate secretary, sets the agenda for each Board meeting and distributes it in advance to the Board. An agenda for each Board and committee meeting, along with materials to facilitate the members' understanding of the business to be conducted at such meeting, shall be distributed to the members in advance of such meeting. Additional matters may be discussed at a meeting without advance distribution of written materials, as appropriate.

Executive Sessions. The independent directors of the Board shall regularly convene executive sessions, without the members of the Company's management present, at regularly scheduled Board meetings and at any other time requested by any independent director.

Attendance at Annual Meeting of Stockholders. The Board strongly encourages its members to attend the Company's annual meeting of the stockholders.

Corporate Communications. The Board believes that management (meaning for these purposes the Chief Executive Officer, Chief Financial Officer, Chief Commercial Officer and certain other employees who have been designated by these individuals as spokespersons) speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that a Board member would do this with the prior knowledge of management and, in most instances, at the request of management. Board members should not communicate directly with stockholders or others outside of the Company without prior authorization from the Chief Executive Officer or as otherwise specifically authorized by the Board of Directors.

Board Access to Management and Information. The Board expects to have complete, unfettered access to any information about the Company that it deems necessary or appropriate to carry out its duties. This includes, among other things, access to the Company's employees, documents and facilities. The Board also encourages management to schedule employees to present at Board meetings who: (A) can provide additional insight into items being discussed because of personal involvement in these areas, or (B) have management potential and management believes they should be given exposure to the Board.

Retention of Advisors and Consultants. The Board and its committees shall have the authority to retain (at the Company's expense) outside legal, accounting, investment banking, and any other advisors as it determines necessary to carry out its duties.

Director Orientation and Education. The Nominating and Corporate Governance Committee shall develop and provide an orientation program for new directors which shall include materials, briefings, educational opportunities and meetings with senior management. In addition,

the Board receives periodic updates on regulatory and other developments relevant to the Board from management and third-party service providers. Board members are also encouraged to attend accredited director education programs. All directors will comply with any continuing education requirements developed by The Nasdaq Stock Market LLC.

## **Committees**

The Board will at all times have at least three committees to assist it in discharging its responsibilities: Audit, Compensation and Nominating and Governance. From time to time the Board may form new committees depending upon the circumstances. Each committee shall comply with the independence and other requirements established by applicable law and regulations, including those of the Securities Exchange Commission and The Nasdaq Stock Market LLC. The Audit, Compensation and Nominating and Governance Committees each have their own charter. The charters will set forth the purposes of the committees as well as qualifications for committee membership. These charters shall be posted on the Company's website.

Committee members will be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee.

The Chair of each committee, in consultation with committee members and senior management, will determine the frequency and length of the committee meetings and aid in developing committee agendas. The agendas and meeting minutes of the committees will be available to the full Board. All independent Board members are welcome to attend committee meetings. Each committee will regularly report to the Board on significant matters discussed by the committee.

## **Board and Committee Evaluation**

The Board and each committee will perform an annual self-evaluation. Each of the directors will be requested to provide their assessments of the effectiveness of the Board, the committees on which they serve, and the other directors (blinded) to the Nominating and Corporate Governance Committee. The individual assessments will be summarized by the Committee and reported for discussion to the full Board and the respective committees. The Nominating and Corporate Governance Committee should also report its assessment of the Board's compliance with these principles set forth in these guidelines as well as identification of areas in which the Board or committees could improve performance.

## **Director Compensation**

The Compensation Committee shall periodically review and provide recommendations to the Board with respect to the Company's compensation program for non-employee directors.

## **Executive Officer Evaluations**

The Compensation Committee shall conduct an evaluation at least annually, (which shall include the review and approval of corporate goals and objectives) in connection with the determination of the base salary, incentive compensation and equity-based grants of all executive officers (including the Chief Executive Officer).

## **Succession Planning**

The Board, working with the Nominating and Governance Committee and Compensation Committee shall engage in succession planning on at least an annual basis. In addition, the Board shall review from time to time contingency plans for a successor to assume the role of Chief Executive Officer should he or she become unable to continue to serve in that capacity, including policies and principles for Chief Executive Officer selection and succession.

## **Amendments**

The Board may amend these Corporate Governance Guidelines, or grant waivers in exceptional circumstances, provided that any such modification or waiver may not be a violation of any applicable law, rule or regulation and further provided that any such modification or waiver is appropriately disclosed.