

# **ORASURE TECHNOLOGIES, INC.**

## **Corporate Governance Guidelines**

As Revised November 14, 2023

The Board of Directors (“Board”) of OraSure Technologies, Inc. (the “Company”) has adopted the following governance guidelines to reflect the principles by which the Company operates. These guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, the Nasdaq Stock Market LLC (“Nasdaq”) and the Certificate of Incorporation and Bylaws of the Company. The Board will review these guidelines from time to time and make such changes as it deems necessary and appropriate.

### **Responsibilities**

#### **1. Role of the Board**

The Board of Directors is elected by stockholders to provide oversight and strategic guidance to senior management. The core responsibility of the Board of Directors is to exercise their fiduciary duty to act in the best interest of the Company and its stockholders. In discharging that obligation, the directors should be entitled to rely on the honesty and integrity of the Company’s senior management and its outside advisors and auditors. The Board selects and oversees the members of senior management to whom the Board delegates the authority and responsibility for the conduct of the day-to-day operations of the Company’s business. The Board has an oversight role and is not expected to perform or duplicate the tasks of the Chief Executive Officer of the Company (the “CEO”) or senior management.

#### **2. Role of Each Director**

Directors are expected to attend Board meetings and meetings of committees on which they serve, as well as the Company’s annual meeting of stockholders, to ask questions and engage in discussion, and to spend the time needed to properly prepare for the meetings and discharge their responsibilities, acting on behalf of the stockholders.

### **Board Composition**

#### **3. Selection of Directors**

The Board is divided into three classes, with approximately one-third of directors up for election each year at the annual meeting of stockholders, as provided in the Company’s Certificate of Incorporation. The Board recommends a slate of nominees for the class to be elected at the annual meeting of stockholders. Between annual meetings of stockholders, the Board may appoint directors to fill any vacancies or to add additional directors, if it is in the best interests of the Company and its stockholders. Nominees for directorship will be recommended by the Nominating and Corporate Governance Committee (the “NCG Committee”) and nominated for election by the Board.

#### **4. Selection of Chairman**

The Board will be free to select the Chairman of the Board (the “Chairman”) any way that seems best to assure the success of the Company so as to provide appropriate leadership at a given point in time. Whether the role of the CEO and Chairman should be separate shall be determined by the Board after consideration of the NCG Committee’s recommendations relating thereto.

#### **5. Membership Criteria**

The NCG Committee is responsible for reviewing, on an annual basis, the requisite skills and characteristics of individual Board members, as well as the composition of the Board as a whole, in the context of the needs of the Company. The NCG Committee will review all proposed nominees for director in accordance with its charter and recommend those nominees whose attributes it believes would be most beneficial to the Company. This assessment will include such factors as independence, integrity, knowledge, judgment, character, leadership skills, education, experience, financial literacy, technical background, potential conflicts of interest, specific industry or market experience, standing in the community and such other factors as may be deemed applicable by the NCG Committee. In evaluating director nominee recommendations from the NCG Committee or otherwise, the Board will consider the minimum general criteria as set forth in the paragraph below and may add any specific additional criteria with respect to specific searches. There is no requirement that an acceptable candidate fully satisfy all of the criteria and the assessment of the degree to which a candidate does so is in the Board’s sole judgment and discretion. The Board believes that director candidates should have certain minimum qualifications, including being able to read and understand basic financial statements and having the highest personal integrity and ethics. The Board also believes that diversity, including differences in backgrounds, qualifications, and personal characteristics, is important to the effectiveness of the Board’s oversight of the Company and should be considered in evaluating nominees for director.

In considering candidates recommended by the NCG Committee and otherwise, the Board intends to consider such factors as: (i) the candidate possessing relevant experience and expertise to enable him or her to be able to offer germane advice and guidance to management; (ii) proven achievement and competence in his or her field; (iii) the ability to exercise sound business judgment; (iv) the candidate having an understanding of the fiduciary responsibilities required of a director; (v) commitment to devoting time and energy to the affairs of the Company; (vi) the candidate having a diverse personal background, perspective and experience; and (vii) commitment to vigorously represent the long-term interests of the Company’s stockholders.

In addition, the Board reviews candidates for director nomination in the context of the current composition of the Board, any specific needs of committees of the Board, the operating requirements of the Company, the long-term interests of the Company’s stockholders and applicable laws, regulations, exchange listing requirements and contractual obligations of the Company.

In the case of incumbent directors whose terms of office are set to expire, the Board reviews such directors’ overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance and any other relationships and

transactions that might impair such directors' independence. In the case of new director candidates, the Board also determines whether the nominee must be independent for purposes of satisfying applicable listing requirements.

## **6. Size**

The Company's Certificate of Incorporation permits the Board to vary in size from three to 12 as determined by a majority of the Board members. The NCG Committee periodically reviews the appropriate size of the Board, and may recommend changes in the size to the Board in order to accommodate the need for additional Board members and availability of suitable candidates.

## **7. Term Limits**

The NCG Committee and the Board do not believe that term limits should be established. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, qualified incumbents promote stability and continuity in the board room, giving the Company the benefit of directors who over time have developed increasing familiarity with and insight into the Company and its operations and therefore enhance the Board's ability to work as a collective body.

## **8. Other Board Service**

The NCG Committee and the Board do not believe that its members should be prohibited from serving on the Boards of other companies so long as those commitments do not create material actual or potential conflicts and do not interfere with the director's ability to fulfill his or her duties as a member of the Board.

The NCG Committee will take into account the nature and time involved in the director's service on other boards in assessing director nominees. Service on boards of other organizations should be consistent with the Company's conflict of interest policies. Directors should advise the CEO, the Chairman of the NCG Committee and the Corporate Secretary in advance of accepting an invitation to serve on another public company board. If the NCG Committee determines that a director's service on another company board of directors would create a conflict of interest with the Company or cause the loss of the director's status as an independent director, and such director decides to accept the invitation to serve on such other company board, such director shall submit a written offer to resign from the Board. The director's resignation shall only be effective if the offer to resign is accepted by the Board.

In no event should any director serve on more than four (4) public company boards. Notwithstanding the foregoing, the CEO and any other Company officer who is also a director shall not sit on more than two (2) public company boards besides the Company's Board.

## **9. Retirement**

The NCG Committee and the Board do not believe that mandatory retirement ages should be established. While some individuals may not be willing or able to sufficiently contribute to the Company once they reach a particular age, mandatory retirement ages may deprive the Board of the experience and insight of directors who are both willing and able to continue to provide

meaningful contributions to the Board. The NCG Committee and the Board believe that the annual self-assessments performed by the Board and each committee provide a better mechanism than the establishment of a mandatory retirement age for determining whether a particular Board member continues to be both able and willing to appropriately contribute to the Board, and should be nominated for an additional three-year term.

## **10. Independence**

The Board will comply with the independence requirements of the Securities and Exchange Commission (“SEC”), the Nasdaq Stock Market Rules and other applicable requirements, and, except during periods of temporary vacancies, at least a majority of its directors will be independent.

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

## **11. Change in Occupation**

If a director either changes or discontinues the primary occupation disclosed for such director in the Company’s most recent Annual Report or Proxy Statement filed with the SEC, the director shall submit a written offer to resign from the Board. Upon receipt of an offer to resign, the Board will decide whether to accept the offer based on an evaluation of whether the change or discontinuation is likely to adversely affect the director’s ability, in his or her capacity as a member of the Board, to contribute to the ongoing success of the Company. The director’s resignation shall only be effective if the offer to resign is accepted by the Board.

## **12. Consideration of Diversity**

The Board believes that diversity in its membership is important to serving the long-term interests of stockholders. In evaluating candidates, the Board considers diversity (including diversity of gender, race, ethnicity, age, sexual orientation and gender identity) as it deems appropriate given the current needs of the Board and the Company. To reflect its commitment to diversity, in identifying potential independent director candidates, the NCG Committee shall endeavor to include in its initial list for consideration for any vacancy on the Board one or more qualified candidates who reflect diverse backgrounds, including diversity of gender and race or ethnicity; if a search firm is used, the NCG Committee shall instruct the search firm to do the same.

## **Board Meetings**

## **13. Frequency of Meetings**

The Board should have at least four regularly scheduled meetings per year. In addition, special meetings may be called from time to time in accordance with the Company’s By-laws and applicable state law, as determined by the needs of the business. Directors are expected to attend

Board meetings, whether regular or special, and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. If a director does not attend at least 75% of the Board's regular or special meetings and the meetings of committees on which the director serves, the Company will be required to disclose that fact in its annual proxy statement. In addition, attendance and participation at meetings is an important component of the directors' duties and, as such, attendance rates will be taken into account by the NCG Committee in assessing directors for renomination as directors.

#### **14. Schedule and Agenda**

The CEO and the Chairman, taking into account suggestions from other members of the Board and senior management, will set the agenda for each Board meeting, and will distribute this agenda in advance to each director. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans during at least one Board meeting each year.

#### **15. Advance Distribution of Materials**

Information relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting shall be distributed in writing or electronically to all members in advance, whenever feasible and appropriate. This will help facilitate the efficient use of meeting time. In preparing this information, management should ensure that the materials distributed are concise, yet give sufficient information to allow directors to make informed decisions. Certain items to be discussed at Board meetings may be of such a confidential or time sensitive nature that their distribution prior to Board meetings may not be appropriate.

#### **16. Access to Employees**

The Board shall have access to the Company's executive employees to ensure that directors can ask questions and obtain information necessary to fulfill their duties. Management is encouraged to invite Company personnel to any Board meeting at which their presence and expertise would help the Board have a full understanding of matters being considered.

#### **17. Executive Session**

Consistent with applicable Nasdaq rules, the independent directors of the Board will meet in executive session at least twice a year and, if possible, at all regularly scheduled Board meetings. Executive session discussions may include such topics as the independent directors determine. If the Chairman of the Board is an independent director, the Chairman shall serve as chairperson for any executive session of the Board. If the Chairman is not an independent director, and the Board does not have an independent lead director, the independent directors of the Board shall appoint an independent director to serve as chairperson for each executive session of the Board. Matters discussed and approved by the independent directors do not constitute Board action, unless such matters have been approved by the Board outside of an executive session. In addition, annually, the independent directors will meet in executive session to review the performance of the CEO. The Chairman of the Compensation Committee shall lead this review.

If the Board or any committee meets in a session of independent directors only, the presiding director or chairman of the committee is required to meet with the CEO to relate those matters as the presiding director or chairman of the committee deems appropriate.

## **Board Committees**

### **18. Number of Committees**

The Board at all times will have an Audit Committee, a Compensation Committee and a NCG Committee (the “standing committees”). All members of the standing committees will be independent directors, unless otherwise permitted by the SEC and/or Nasdaq rules, and as approved by the Board. The Board may create such additional committees as it from time to time determines are necessary or appropriate.

### **19. Committee Membership**

Committee members will be appointed by the Board upon recommendation of the NCG Committee after taking into account each director’s requests, experience and expertise. The NCG Committee shall periodically consider rotating committee members, but does not believe that it is in the best interests of the Company to require such rotation as a policy.

### **20. Committee Structure**

Each standing committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance.

### **21. Committee Meetings**

The Chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee’s charter. The Chairman of each committee, in consultation with the members of the committee and management, will develop the committee’s agenda.

## **Other**

### **22. Self-Assessment**

The Board and each committee will perform an annual self-assessment. The directors will be requested to provide their assessments of the effectiveness of the Board and the committees on which they serve. The results of the individual assessments will be discussed with the Board and the committees each year.

### **23. Board Compensation**

It is appropriate for Company management to report once a year to the Compensation Committee on the status of Board compensation in relation to other comparable U.S. companies. Changes in Board compensation, if any, should come at the recommendation of the Compensation Committee, but with full discussion and concurrence by the Board. Particular attention will be paid to structuring Board compensation in a manner aligned with stockholder interests. To the extent that an executive officer serves on the Board, he or she shall not receive additional compensation for their service as directors.

### **24. Board Orientation and Continuing Education**

The Company shall provide a director orientation program for new directors and shall inform directors of continuing education programs to familiarize them with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, its compliance programs, its code of ethics and business conduct, its principal officers, and its independent auditors.

### **25. Evaluation of the CEO and Succession Planning**

All independent directors will participate in the annual evaluation of the CEO, led by the Compensation Committee. The evaluation should be communicated to the CEO by the Chairman of the Board. The evaluation should be based on objective criteria including performance of the business, accomplishment of long-term strategic objectives, development of management, etc. Based on this evaluation, the Compensation Committee will recommend, and the members of the Board who are independent will determine and approve, the annual evaluation and compensation of the CEO.

The Board shall have overall responsibility to plan for CEO succession. To assist the Board, the CEO should present an annual report on succession planning to the Compensation Committee. There should also be available, on a continuing basis, the CEO's recommendation as to a successor should he/she be unexpectedly unable to perform his/her duties. These succession plans should be reported to and discussed with the Board each year.

### **26. Executive Compensation**

The Compensation Committee will establish the overall framework for determining equity and cash compensation for the CEO and the other officers of the Company who have reporting obligations under Section 16 of the Securities Exchange Act of 1934 (the "Other Reporting Officers"), including any policies or guidelines related thereto, and shall communicate such compensation framework in writing to the Board for review and approval by a majority of the independent directors. The CEO will recommend to the Compensation Committee annual cash and equity compensation awards for the Other Reporting Officers. After consideration of the CEO's recommendation, the Compensation Committee will determine and approve annual cash and equity compensation awards for the Other Reporting Officers.

## **27. External Communications.**

The Board believes that the management speaks for the Company. It is the sense of the Board that no outside director should respond to media or other inquiries regarding the Company, and all such inquiries should be referred to management for appropriate handling.

## **28. Board Communications with Stockholders**

Stockholders who wish to communicate with the Board or individual members of the Board should direct all communications in writing via United States mail, postage prepaid, or by email, to the Company's Corporate Secretary at the Company's principal executive offices. The Company's Secretary shall be responsible for providing copies of all such communications to the Board or individual directors, as such communications may be directed, depending on the facts and circumstances outlined in the communication. Certain items that are unrelated to the duties and responsibilities of the Board may be excluded, including but not limited to, junk mail and mass mailings, product complaints, product inquiries, new product suggestions, resumes and other forms of job inquiries, surveys, and business solicitations or advertisements.

## **29. Access to Outside Advisors**

The Board and each committee may hire independent legal, financial or other advisors, as they may deem necessary, without first consulting or obtaining the approval of any officer of the Company. The costs of such advisors shall be borne by the Company.

## **30. Risk Oversight**

The Board will oversee the key risk decisions of management. The Board reserves oversight of the review of all risks facing the Company and may delegate risk oversight responsibility to the appropriate committees. For example, the Audit Committee has been delegated responsibility for overseeing risks relating to financial matters, financial reporting and auditing.

## **31. Communication of Corporate Governance Guidelines**

Management will assure that the Company's website will include a copy of these guidelines, copies of the charters of the Audit, Compensation, and NCG committees and, if applicable, other key committees of the Board, and a copy of the Company's code of business conduct and ethics. Management will also include in the Company's annual report to stockholders statements to the effect that this information is available on the Company's website and in print to any stockholder who requests it.

## **32. Modifications to Guidelines**

These guidelines may be amended by the Board as it deems appropriate. However, guidelines that reflect legal, regulatory or exchange requirements will be deemed modified to the extent that those requirements change.