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ACTION TAKEN IN WRITING BY THE
BOARD OF DIRECTORS OF
MAGELLAN DIAGNOSTICS, INC.

The undersigned, being all of the members of the Board of Directors (the "**Board**") of Magellan Diagnostics, Inc., a Delaware corporation (the "**Company**"), in accordance with Section 141(f) of the General Corporation Law of Delaware, hereby adopt the following resolutions by unanimous written consent in lieu of a meeting, effective as of May 14, 2024 (the "**Effective Date**"):

WHEREAS, The "Company" has been engaged in discussions with the Office of the United States Attorney for the District of Massachusetts (the "Office") regarding issues arising in relation to violations of federal law concerning the LeadCare II, LeadCare Ultra, and LeadCare Plus devices; and

WHEREAS, in order to resolve such discussions, it is proposed that the Company enter into certain agreements with the Office; and

WHEREAS, the Company's Senior Vice President and General Counsel, Emerson Moser, together with outside counsel for the Company, have advised the Board of Directors of the Company of its rights, possible defenses, the Sentencing Guidelines' provisions, and the consequences of entering into such agreement with the Office;

Therefore, the Board of Directors has RESOLVED that:

1. The Company (a) acknowledges the filing of the two-count Information charging the Company with (1) conspiracy to commit wire fraud in violation of Title 18, United States Code, Sections 1349; and (2) conspiracy to defraud the United States in violation of Title 18, United States Code, Section 371; (b) waives any right it might have to indictment on such charges and enters into a Deferred Prosecution Agreement (the "Agreement") with the Office; and (c) agrees to pay victim compensation as described in the Agreement and its attachments;

2. The Company accepts the terms and conditions of this Agreement, including, but not limited to, (a) a knowing waiver of its rights to a speedy trial pursuant to the Sixth Amendment to the United States Constitution, Title 18, United States Code, Section 3161, and Federal Rule of Criminal Procedure 48(b); and (b) a knowing waiver for purposes of this Agreement and any charges by the United States arising out of the conduct described in the Statement of Facts of any objection with respect to venue and consents to the filing of the Information, as provided under the terms of this Agreement, in the United States District Court for the District of Massachusetts; and (c) a knowing waiver of any defenses based on the statute of limitations for any prosecution relating to the conduct described in the Statement of Facts or relating to conduct known to the Office prior to the Effective Date of this Agreement that is not time-barred by the applicable statute of limitations on the Effective Date of this Agreement;

3. Any President, Executive Vice President or Senior Vice President of the Company, including Mr. Tony Serafini-Lamanna, Mr. Andrew S. Kitzmiller and/or Mr. Emerson C. Moser, is hereby authorized, empowered, and directed, on behalf of the Company, to execute the Deferred

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Prosecution Agreement substantially in such form as reviewed by this Board of Directors at this meeting with such changes as the Senior Vice President and General Counsel of the Company, Emerson C. Moser, may approve;

4. The Senior Vice President and General Counsel of the Company, Emerson C. Moser, is hereby authorized, empowered, and directed to take any and all actions as may be necessary or appropriate and to approve the forms, terms, or provisions of any agreement or other documents as may be necessary or appropriate, to carry out and effectuate the purpose and intent of the foregoing resolutions; and

5. All of the actions of the Senior Vice President and General Counsel of the Company, Emerson C. Moser, which actions would have been authorized by the foregoing resolutions except that such actions were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved, and adopted as actions on behalf of the Company.

Date: May 14, 2024 By:

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Mr. Tony Serafini-Lamanna, Director

DocuSigned by:
Andrew S. Kitzmiller
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Mr. Andrew S. Kitzmiller, Director

DocuSigned by:
Emerson C. Moser
0B32F36C4C2442B...
Mr. Emerson C. Moser, Director