

ACCELERATE DIAGNOSTICS, INC.
Nominating and Governance Committee Charter

Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Accelerate Diagnostics, Inc. (the “Corporation”) is to carry out the responsibilities delegated by the Board relating to the Corporation’s director nominations process and procedures and to develop and maintain the Corporation’s corporate governance policies and any related matters required by the federal securities laws.

Membership

The Committee shall be comprised of at least three members of the Board, as determined by the Board. Each member of the Committee shall be appointed annually by the Board and may be removed by the Board at any time in the Board’s discretion.

Each member of the Committee shall meet the independence requirements of the listing standards of the NASDAQ Stock Market (except as otherwise may be allowed by those rules).

Procedures

The Committee shall meet as necessary at the call of the chair of the Committee (the “Chair”) or any two members of the Committee. Two members of the Committee shall constitute a quorum, and all actions of the Committee at a meeting at which a quorum is present shall be taken by majority vote. A member of the Committee may participate in any meeting of the Committee by a conference telephone call or other means that enable all persons participating in the meeting to hear one another, and participation in this manner shall constitute presence in person at the meeting. The Committee also may act by the unanimous written consent of its members. The Committee shall make regular reports of its proceedings to the Board.

The members of the Committee shall elect the Chair, and the Chair shall appoint a Secretary of the Committee, who may be one of the members of the Committee or the secretary or an assistant secretary of the Corporation. The Secretary of the Committee shall prepare minutes of the meetings, maintain custody of copies of reports, information and data furnished to and used by the Committee, and generally assist the Committee in connection with preparation of agendas, notices of meetings and other matters.

In its discretion, the Committee may delegate certain of its authority and responsibilities to one or more subcommittees comprised entirely of members of the Committee.

Responsibilities and Duties

The duties of the Committee shall include the following:

- To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “Director Criteria”).
- To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider any director candidates recommended by the Corporation’s stockholders pursuant to the procedures described in the Corporation’s proxy statement.
- To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders.
- To evaluate and make recommendations to the Board concerning the size, structure and composition of the Board.
- To review and recommend to the Board director independence determinations made with respect to continuing and prospective directors.
- To oversee the Corporation’s corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval (i) any changes to the existing documents, policies and procedures in the Corporation’s corporate governance framework, including its certificate of incorporation and bylaws, or (ii) the adoption of additional corporate governance documents, policies and procedures, such as corporate governance guidelines or a related party transaction policy.
- To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
- To review the Board’s committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairs annually.
- If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.
- To review and discuss with management disclosure of the Corporation’s corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Corporation’s proxy statement or annual report on Form 10-K, as applicable.

- To monitor compliance with the Corporation’s Code of Ethics and the Corporation’s Code of Ethics for Financial Officers (collectively, the “Codes”), to investigate any alleged breach or violation of the Codes, to enforce the provisions of the Codes and to review the Codes periodically and recommend any changes to the Board.
- To review proposals submitted by Company stockholders for inclusion in the Company's proxy materials and recommend to the Board appropriate action.
- [To develop and recommend to the Board for approval a CEO succession plan (the “Succession Plan”), to review the Succession Plan periodically, to develop and evaluate potential candidates for CEO and recommend to the Board any changes to and any candidates for succession under the Succession Plan.]¹

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm, outside counsel, an executive search firm and such other advisors as it deems necessary to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee shall set the compensation and oversee the work of its search consultants, outside counsel and any other advisors. The Committee shall receive appropriate funding from the Corporation, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

The director search firm, outside counsel, executive search firm and any other advisors retained by the Committee shall be independent in accordance with the standards of the NASDAQ Stock Market.

Evaluations

The Committee shall conduct an evaluation of the performance of its duties under this charter at least annually and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

The Committee shall review and reassess the adequacy of this charter periodically, but at least annually, and update this charter as conditions dictate.

Other Responsibilities

Perform any other activities consistent with this charter, and the Corporation’s Certificate of Incorporation, Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

¹ Company to consider whether to include.