



STANDARD BIOTOOLS INC.

AUDIT COMMITTEE CHARTER

(as amended and restated on February 2, 2021)

PURPOSE

The purpose of the Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Standard BioTools Inc. (the "**Company**") shall be to:

- provide oversight of the Company's accounting and financial reporting processes and the audit of the Company's financial statements;
- assist the Board in monitoring (i) the integrity of the Company's financial statements; (ii) the Company's internal accounting and financial controls; (iii) the Company's compliance with legal and regulatory requirements; (iv) the organization and performance of the Company's internal audit function; and (v) the independent auditor's qualifications, independence, and performance;
- provide the Board with the results of the Committee's monitoring and recommendations derived therefrom;
- provide to the Board such information and materials as it may deem necessary to make the Board aware of significant financial matters that require the attention of the Board; and
- prepare the audit committee report that the rules of the Securities and Exchange Commission (the "**SEC**") require be included in the Company's annual proxy statement.

MEMBERSHIP

The Committee will consist of at least three (3) members of the Board. The Committee members will be appointed by the Board upon recommendation of the Nominating and Corporate Governance Committee of the Board, and may be removed or replaced by the Board in its discretion.

Committee members must meet the following criteria (as well as any additional criteria required by the rules of the Nasdaq Stock Market ("**Nasdaq**") or the SEC):

- each member must be an independent director in accordance with (i) the audit committee requirements of the Nasdaq rules and (ii) the rules of the SEC;

- no member may have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three (3) years;
- each member must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement; and
- at least one member must have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment, by virtue of such member's past employment experience in finance or accounting, requisite professional certification in finance or accounting, or any other comparable experience or background which results in such individual's financial sophistication.

The Board may designate one member of the Committee as its chair.

AUTHORITY AND RESPONSIBILITIES

The Committee has the full delegated authority of the Board to undertake the specific duties and responsibilities as are enumerated in or consistent with this Charter, and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

In addition to the responsibilities listed below, the Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations, the Company's certificate of incorporation and bylaws, and as the Board or the Committee deems appropriate. The principal recurring responsibilities and duties of the Committee shall include the following:

Independent Auditors

1. Select and Hire the Independent Auditors. The Committee shall appoint and oversee the work of the independent auditors, approve the compensation of the independent auditors and review and, if appropriate, discharge the independent auditors. In this regard, the independent auditors shall report directly to the Committee, and the Committee shall have the sole authority to approve the hiring and discharging of the independent auditors, all audit engagement fees and terms and all permissible non-audit engagements with the independent auditors.
2. Supervise and Evaluate the Independent Auditors.
 - (a) The Committee shall review, in consultation with the independent auditors, the annual audit plan and scope of audit activities and monitor such plan's progress.
 - (b) The Committee shall receive, review and discuss quarterly reports from the independent auditors on (i) the major critical accounting

policies and practices to be used; (ii) significant alternative treatments of financial information within GAAP that have been discussed with management; (iii) ramifications of the use of such alternative disclosures and treatments; (iv) any treatments preferred by the independent auditors; and (v) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.

- (c) The Committee shall review on a regular basis with the Company's independent auditors any problems or difficulties encountered by the independent auditors in the course of any audit work, including management's response with respect thereto, any restrictions on the scope of the independent auditors' activities or on access to requested information, and any significant disagreements with management. The Committee shall resolve any disagreements between management and the independent auditors regarding financial controls or financial reporting.
 - (d) The Committee shall evaluate, at least annually, the independent auditors' qualifications, performance and independence, which evaluation shall include a review and evaluation of the lead partner of the independent auditors and consideration of whether there should be rotation of the lead audit partner or the auditing firm, and take appropriate action to oversee the independence of the independent auditors.
3. Evaluate the Independence of the Independent Auditors. The Committee shall review the independence of the independent auditors, including (i) obtaining on a periodic basis a formal written statement from the independent auditors delineating all relationships between the independent auditors and the Company, consistent with all applicable laws and regulations, including the requirements of the Public Company Accounting Oversight Board; (ii) maintaining an active dialogue with the independent auditors, covering any disclosed relationship or services that may impair their objectivity and independence; (iii) presenting this statement to the Board; and (iv) to the extent there are any such relationships, monitoring and investigating them and, if necessary, taking, or recommending to the Board that the Board take, appropriate action to oversee the independence of the outside auditors. The Committee shall set clear hiring policies for employees or former employees of the independent auditors.
4. Approve Audit and Non-Audit Services. The Committee shall pre-approve (or, where permitted under the rules of the SEC, subsequently approve) engagements of the independent auditors to render audit or non-audit services and/or establish pre-approval policies and procedures for such engagements, provided that (i) such policies and procedures are detailed as to the particular services rendered; (ii) the Committee is informed of each such service; and (iii) such policies and procedures do not include delegation

to management of the Committee's responsibilities under the Securities Exchange Act of 1934, as amended.

Integrity of Financial Statements and Disclosures

5. Financial Statements. The Committee shall discuss and, as appropriate, review with management and the independent auditors the Company's annual and quarterly financial statements and annual and quarterly reports on Forms 10-K and 10-Q, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" ("**MD&A**"), discuss with the independent auditors any other matters required to be discussed by Statement on Auditing Standards 114, and recommend to the Board whether the audited financial statements and MD&A should be included in the Company's Form 10-K.
6. Reporting Issues. The Committee shall discuss with management and the independent auditors significant financial reporting issues raised and judgments made in connection with the preparation of the Company's financial statements, including the review of:
 - (a) major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies;
 - (b) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues raised and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;
 - (c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements; and
 - (d) the type and presentation of information to be included in earnings press releases, as well as any financial information and earnings guidance to be provided to analysts and rating agencies.
7. Internal Controls. The Committee shall review the adequacy and effectiveness of the Company's internal control policies and procedures on a regular basis, including the responsibilities, budget and staffing of the Company's audit function, as well as any special audit steps adopted in light of material control deficiencies, through inquiry and discussions with the Company's independent auditors and management. The Committee shall additionally review:
 - (a) the reports prepared by management, and attested to by the Company's independent auditors, assessing the adequacy and

effectiveness of the Company's internal controls and procedures, prior to the inclusion of such reports in the Company's periodic filings as required under SEC rules; and

- (b) disclosures regarding the Company's internal controls that are required to be included in SEC reports.
- 8. Audit Committee Report. The Committee will be responsible for preparing, or overseeing the preparation of, the audit committee report required by the rules and regulations of the SEC to be included in the Company's proxy statement for its annual meeting of stockholders.
- 9. Auditor and Committee Disclosures. The Committee shall oversee compliance with the requirements of the SEC for disclosure of auditors' services and Committee member qualifications and activities.
- 10. Earnings Press Releases and Guidance. The Committee shall discuss, in a general manner, earnings press releases and financial information and earnings guidance to be provided to analysts and rating agencies, including any proposed use of "pro forma" or "adjusted" non-GAAP information.

Risk Oversight

- 11. Investment Policy; Financial Risk Management. The Committee shall approve the Company's investment policy, review and discuss quarterly reports concerning the Company's investments and financial condition, and discuss periodic management reports relating to financial risk and financial risk management, including an annual report from management concerning levels of insurance coverage and risks covered.
- 12. Directors' and Officers' Liability Insurance. If requested by the Board chair, the Committee shall review and make recommendations to the Board concerning the Company's directors' and officers' liability insurance.
- 13. Information Technology Oversight. The Committee shall provide oversight and periodic review of the Company's cybersecurity, data privacy, and other information technology risks, controls and procedures, including the Company's plans to mitigate cybersecurity risks and respond to data breaches.

Legal and Regulatory Compliance

- 14. Regulatory Matters. The Committee shall discuss with management and the independent auditors any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.

15. Legal Matters. The Committee shall discuss with the Company's counsel legal matters that may have a material impact on the financial statements or the Company's compliance procedures.
16. Complaint Procedures. The Committee shall establish procedures for receiving, retaining and treating complaints received by the Company regarding accounting, internal accounting controls or auditing matters and procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
17. Qualified Legal Compliance Committee. The Committee shall act as the Company's Qualified Legal Compliance Committee ("**QLCC**") for the purposes of internal and external attorney reporting under SEC rules. The Committee shall establish procedures for the confidential receipt, retention and consideration of any attorney report to the QLCC.
18. Anticorruption Compliance. The Committee shall periodically review the Company's policy with respect to the Foreign Corrupt Practices Act and other anticorruption laws and compliance therewith.
19. Code of Ethics. The Committee shall monitor compliance by the Company's senior financial officers with the portions of the Company's Code of Ethics and Conduct applicable to financial matters.
20. Related Party Transactions. The Committee shall monitor compliance with the Committee's Policy and Procedures With Respect to Related Person Transactions and shall review and approve or ratify any Related Person Transaction (as defined therein).

General

21. Charter. The Committee shall review and reassess the adequacy and scope of this Charter annually and recommend any proposed changes to the Board for approval.
22. Committee Evaluation. At least annually, the Committee shall evaluate its performance.
23. Meetings.
 - (a) The Committee will set its own schedule of meetings and will meet at least quarterly, with the option of holding additional meetings at such times as it deems necessary. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
 - (b) Periodically, the Committee shall meet separately with the Company's management and with the independent auditors.

24. Reports. The Committee shall make regular reports to the Board, which reports shall include any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, or the performance and independence of the Company's independent auditors.
25. Delegation of Authority. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.
26. Resources. The Committee shall have the authority to engage independent counsel and other advisers, as it determines necessary to carry out its duties. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit review or attest services for the Company; (ii) compensation to any advisers employed by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties.

COMPENSATION

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board.

Members of the Committee may not receive any compensation from the Company except the fees received as a member of the Board or any committee thereof.

LIMITATION OF AUDIT COMMITTEE'S ROLE

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete, accurate, and in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the independent auditors.

It is recognized that the members of the Committee are not full-time employees of the Company, that it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and that each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which the Committee receives information; and (ii) the accuracy of the financial and other information provided to the Committee, in either instance absent actual knowledge to the contrary.