



**Accelerate Diagnostics, Inc.  
Audit and Governance Committee Charter**

**Role**

The Audit and Governance Committee (the “Committee”) assists the Board of Directors (the “Board”) of Accelerate Diagnostics, Inc. (the “Company”) in fulfilling its responsibility for (i) oversight of the quality and integrity of the accounting, auditing, and financial reporting practices of the Company, (ii) providing guidance for shareholder relations, and (iii) such other duties as directed by the Board.

The Committee’s purpose is to oversee the accounting and financial reporting processes of the Company, the audits of the Company’s financial statements, and the qualifications of the public accounting firm engaged as the Company’s independent auditor to prepare or issue an audit report on the financial statements of the Company and internal control over financial reporting. The Committee reviews and assesses the qualitative aspects of the Company’s financial reporting to shareholders, the Company’s financial risk assessment and management, and the Company’s ethics and compliance programs. The Committee is directly responsible for the appointment (subject to shareholder ratification), compensation, retention, and oversight of the independent auditor. The Committee also reviews and assesses the Company’s processes to manage and control risk, except for risks assigned to other committees of the Board or retained by the Board.

**Membership**

The membership of the Committee consists of at least three Directors, each of whom qualifies as (i) a “non-employee director” as defined in Rule 16b3(b)(3) of the General Rules and Regulations of the Securities Exchange Act of 1934 (the “Exchange Act”); and (ii) “independent” for purposes of the NASDAQ Listing Rules. Each member shall, in the judgment of the Board, have the ability to read and understand fundamental financial statements and otherwise meet the financial sophistication standard established by the requirements of the NASDAQ Stock Market, LLC. At least one member of the Committee shall, in the judgment of the Board, be an “audit committee financial expert” as defined by the rules and regulations of the Securities and Exchange Commission (the “SEC”).

The Board appoints the members of the Committee and the Committee Chair. The Board may remove any member from the Committee, or replace the Committee Chair, at any time with or without cause.

**Operations**

The Committee meets at least four times a year. Additional meetings may occur as a majority of the Committee or the Committee Chair deems advisable. The Committee’s schedule for carrying out its oversight role is delineated in the Committee’s Calendar. As needed, the Committee will meet with (i) Finance management in executive session to discuss any matters the Committee or Finance management believes should be discussed privately with the Committee and (ii) the independent auditor in executive session without Company management present to discuss any matters the Committee or the independent auditor believes should be discussed privately with the

## **Committee.**

The Committee will cause to be kept adequate minutes of its proceedings and will report to the Board on its actions and activities at the next regular meeting of the Board. Committee members and the Board will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. Unless otherwise stated by the Board, the adoption and approval of Committee minutes by the Board shall constitute affirmative Board action approving or ratifying any action taken or recommendations reflected in the Committee's minutes.

The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board (except that a quorum of the Committee shall consist of no fewer than two members). The Committee is authorized to adopt its own rules of procedure not inconsistent with (i) this Charter, (ii) the Bylaws of the Company or (iii) the laws of the state of Delaware.

## **Communications**

The independent auditor reports directly to the Committee. The Committee is expected to maintain free and open communication with the independent auditor, the internal auditors, legal counsel, and management. This communication may include periodic confidential executive sessions with each of these parties.

Any communications between the Committee and legal counsel while obtaining legal advice will be privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

## **Education**

The Company is responsible for providing new members with appropriate orientation briefings and educational opportunities, and the full Committee with educational resources related to accounting principles and procedures, current accounting topics pertinent to the Company, and other matters as may be requested by the Committee. The Company will assist the Committee in maintaining appropriate financial literacy.

## **Authority**

The Committee shall have the responsibility and full delegated authority to act on behalf of the Board with respect to:

### **1. Independent Auditor Oversight.**

- (a) Retain and terminate the independent auditor (subject to ratification by the Company's shareholders), including complete authority to approve their fees and other retention terms.
- (b) Establish and oversee services that the independent auditor and its affiliates may perform for the Company, including pre-approval of those services by the Committee

subject to the *de minimis* exceptions permitted under applicable rules, quarterly review of any services approved by the lead partner, and the firm's non-audit services and related fees.

(c) Review with Finance management and the independent auditor:

(1) Significant findings by the independent auditor during the year and management's responses.

(2) Any difficulties encountered in the course of the audit work of the independent auditor, including any restrictions on the scope of their work or access to required information.

(3) Any changes required in planned scope of the audit plans of the independent auditor.

(d) Ensure receipt from the independent auditor of a formal written statement delineating all relationships between the auditor and the Company, consistent with applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Committee concerning independence, actively engage in a dialogue with the auditor about any disclosed relationships or services that may impact the objectivity and independence of the auditor, and take appropriate action to oversee the independence of the independent auditor.

(e) Review with Finance management and the independent auditor the audit scope and plan, and coordination of audit efforts to ensure completeness of coverage, reduction of redundant efforts, the effective use of audit resources, and the use of independent public accountants other than the appointed auditors of the Company.

(f) Evaluate the independent auditor's qualifications, performance, and independence, including that of the lead partner. The evaluation will include obtaining a written report from the independent auditor describing: the firm's internal quality control procedures; any material issues raised by (i) the most recent Public Company Accounting Oversight Board inspection, (ii) internal quality control review or peer review of the firm, or (iii) any inquiry or investigation by governmental or professional authorities within the past five years, concerning an independent audit or audits carried out by the firm, and any steps taken to deal with those issues; and all relationships between the independent auditor and the Company.

(g) Resolve any disagreements between management and the independent auditor about financial reporting.

(h) Approve clear hiring policies for the Company's hiring of employees or former employees of the independent auditor who were engaged in the Company's account, and ensure the policies comply with any regulations applicable to the Company.

## 2. Compliance Oversight.

(a) Approve procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

(b) Approve policies and procedures with respect to transactions between the Company and officers and directors, or affiliates of officers or directors, and any such transactions that are not a normal part of the Company's business,

(c) Review and approve those related-party transactions that would be disclosed pursuant to SEC Regulation S-K, Item 404.

3. Outside Counsel; Experts. Retain, manage, and terminate the outside counsel or other experts or consultants used by the Committee, as it deems appropriate, including complete authority to approve their fees and other retention terms.

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Company will provide the Committee with appropriate funding, as the Committee determines, for the payment of (i) compensation to the Company's independent auditor, outside counsel or other experts or consultants used by the Committee, as it deems appropriate and (ii) administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention. The Committee will have access to the Company's books, records, facilities, and personnel.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

### **Responsibilities**

The agenda for Committee meetings will be prepared in consultation between the Committee Chair (with input from the Committee members), Finance management, and the independent auditor.

The Committee relies on the expertise and knowledge of management and the independent auditor in carrying out its oversight responsibilities. Management of the Company is responsible for (i) determining the Company's financial statements are complete, accurate, and in accordance with generally accepted accounting principles and (ii) establishing satisfactory internal controls over financial reporting. The independent auditor is responsible for auditing the Company's financial statements and the effectiveness of the Company's internal controls over financial reporting.

It is not the duty of the Committee to (i) plan or conduct audits, (ii) determine that the financial statements are complete and accurate and in accordance with generally accepted accounting principles, (iii) conduct investigations, to assure compliance with laws and regulations or the Company's standards of business conduct, codes of ethics, internal policies, procedures, and controls or (iv) manage and control risks to which the Company may be exposed.

In addition to the exercise of its delegated authority, the responsibilities of the Committee include:

1. Committee Governance.

- (a) Annually review and make recommendations as appropriate about changes to this Committee Charter.
- (b) Obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations.

2. Independent Auditor Oversight.

- (a) Review with Finance management and the independent auditor:
  - (1) The Company's annual assessment of the effectiveness of its internal controls and the independent auditor's attestation.
  - (2) The adequacy of the Company's internal controls, including computerized information system controls and security.
  - (3) Any "material weakness" or "significant deficiency" in the design or operation of internal control over financial reporting, and any steps taken to resolve the issue.
  - (4) Any related significant findings and recommendations of the independent auditor, together with management's responses.
- (b) Review with Finance management any significant changes to GAAP policies or standards.
- (c) Review with the independent auditor:
  - (1) Alternative treatments of financial information within GAAP related to material items that have been discussed with management, ramifications of use of the alternative disclosures and treatments, and the treatment preferred by the independent auditor.
  - (2) Other material written communications between the independent auditor and management (*e.g.*, schedule of unadjusted differences).
  - (3) Any correspondence with regulators or governmental agencies, and any published reports that raise material issues, concerning the Company's financial statements or accounting policies.

3. Financial Reporting Oversight.

- (a) Review with Finance management and the independent auditor the Company's quarterly financial statements and analyses prepared by management setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analysis of the effects of alternative GAAP methods on the financial statements.

(b) Before each earnings release, review with Finance management and the independent auditor the earnings release, financial information, use of any non-GAAP information, and earnings guidance.

(c) Review with Finance management and the independent auditor the periodic reports of the Company (including the disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations”) and other financial filings with the SEC prior to filing with the SEC. In connection with each periodic report of the Company, review:

(1) Management’s disclosure to the Committee and the independent auditor under Section 302 of the Sarbanes-Oxley Act, including identified changes in internal control over financial reporting.

(2) The contents of the Chief Executive Officer and the Chief Financial Officer certificates to be filed under Sections 302 and 906 of the Sarbanes-Oxley Act and the process conducted to support the certifications.

(d) After review, authorize management to accept and include the quarterly financial statements and associated materials in the Company’s quarterly Form 10-Q filing.

(e) Review with Finance management and the independent auditor at the completion of the annual audit:

(1) The Company’s annual financial statements and related footnotes, and recommend to the Board that the audited financial statements be included in the Company’s Annual Report on Form 10-K.

(2) The independent auditor’s audit of the financial statements and its report thereon, including any matters to be communicated by the independent auditor pursuant to Section 10A of the Exchange Act.

(3) Any significant changes required in the independent auditor’s audit plan.

(4) Any serious difficulties or disputes with management encountered during the course of the audit and management’s response.

(5) The Company’s critical accounting policies and significant changes in the Company’s selection or application of accounting principles, the effect of regulatory and accounting initiatives on the financial statements of the Company, and critical audit matters addressed during the audit.

(6) Other matters related to the conduct of the audit which are to be communicated to the Committee under generally accepted auditing standards.

(7) After review, recommend to the Board acceptance and inclusion of the annual audited financial statements and associated materials in the Company’s Annual Report on Form 10-K.

- (8) Recommend to the Board acceptance and inclusion of the Committee's discussion of matters with management and the independent auditor in the annual proxy report.

4. Enterprise Risk Management Oversight.

(a) Inquire of management and the independent auditor about significant risks or exposures, review the Company's policies for enterprise risk assessment and risk management, and assess the steps management has taken to control such risk to the Company, except as to those risks for which oversight has been assigned to other committees of the Board or retained by the Board.

(b) Review with management director and officer insurance renewals. Determine the scope of director and officer indemnification commitments.

5. Compliance Oversight.

(a) Review with management legal and regulatory matters that may have a material impact on the financial statements or internal controls over financial reporting, related Company compliance policies and programs, and related reports received from regulators.

(b) Review the design, organization, and scope of the Company's compliance programs.

(c) Review with management the Company's policies and processes for tax planning and compliance.

6. Treasury Oversight. Review with management the Company's (i) investment philosophy and policies, (ii) allocation and performance of its investment portfolio, (iii) management of investment risk, and (iv) policies and procedures to comply with laws and regulations pertinent to the investment portfolio.

7. Governance. Review and provide guidance to the Board and management about the framework for the Board's oversight of and involvement in shareholder engagement.

This Audit and Governance Committee Charter was approved by the Accelerate Diagnostics, Inc. Board of Directors on November 8, 2023.

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David Patience, Secretary