



**Accelerate Diagnostics, Inc.
Compensation and Nominating Committee Charter**

Role

The Compensation and Nominating Committee (the “Committee”) assists the Board of Directors (the “Board”) of Accelerate Diagnostics, Inc. (the “Company”) in fulfilling its responsibilities relating to (i) compensation of the Company’s non-employee Directors and executive officers, the adoption of policies that govern the Company’s compensation and benefit programs, and oversight of executive development and succession plans, (ii) the Company’s Director nominations guidelines, process and procedures, (iii) reviewing, evaluating and recommending changes to the Company’s corporate governance framework and (iv) such other duties as directed 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 Exchange Act; and (ii) “independent” for purposes of the NASDAQ Listing Rules.

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 in executive session without Company management present to discuss any matters the Committee 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 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 compensation consultant reports directly to the Committee. The Committee is

expected to maintain free and open communication with the independent compensation consultants, 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.

Authority

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

1. Equity Plan Oversight.

- (a) Designate participants to receive awards.
- (b) Determine the type or types of awards and the times when awards are to be granted to each participant.
- (c) Determine the number of awards to be granted and the number of shares of Common Stock to which an award will relate.
- (d) Determine the terms and conditions of any award, including, but not limited to, the exercise price, grant price or purchase price, any restrictions or limitations on the award, any schedule for lapse of restrictions or limitations, and accelerations or waivers thereof, based in each case on such considerations as the Committee determines.
- (e) Determine whether, to what extent, and in what circumstances an award may be settled in, or the exercise price of an award may be paid in, cash, Common Stock, other awards, or other property, or whether an award may be cancelled, forfeited, exchanged or surrendered.
- (f) Prescribe the form of each award agreement, which need not be identical for each participant.
- (g) Decide all other matters that must be determined in connection with an award.
- (h) Establish, adopt, or revise any rules and regulations as it may deem necessary or advisable to administer the 2022 Incentive Plan.
- (i) Amend or modify any outstanding award to the extent the terms of such award are within the power and authority of the Committee as provided under the 2022 Incentive Plan.
- (j) Interpret the terms of, and determine any matter arising pursuant to, the 2022 Incentive Plan or any award agreement and correct any defects and reconcile any inconsistencies in the 2022 Incentive Plan or any award agreement.

(k) Make all other decisions or determinations that may be required pursuant to the 2022 Incentive Plan or an award agreement as the Committee deems necessary or advisable to administer the 2022 Incentive Plan.

(l) Delegation to Officers.

(1) The Committee may, in its discretion, delegate to the Chief Executive Officer (the “CEO”), in writing, the power and authority to grant awards to employees (other than to employees who are or may become upon hiring employees subject to Section 16 of the Exchange Act) to expedite the hiring process or to retain talented employees. The Committee’s delegation to the CEO may be revoked or modified at any time. Any such delegation must be consistent with applicable law and shall be subject to such restrictions or limitations as may be imposed by the Committee.

(2) The Committee may, in its discretion, delegate to one or more executive officers, in writing, the authority to administer the Company’s equity-based compensation plans.

(3) The CEO, and any other executive officer to whom the Committee grants such authority, shall regularly report to the Committee grants so made, and the Committee may revoke any delegation of authority at any time.

2. Retirement Plan Oversight. Appoint and remove plan administrators for the Company’s retirement plans as appropriate and perform other duties that the Board may have with respect to the Company’s retirement plans.

3. Senior Officer Compensation.

(a) In consultation with the CEO, oversee the performance evaluation of the members of the corporate senior leadership team other than the CEO (“Senior Officers”) and approve the annual compensation, including salary and incentive compensation targets and awards, for the Senior Officers.

(b) Review and approve compensation arrangements for new Senior Officers and retention and termination arrangements for Senior Officers.

4. General Compensation Oversight. Review and approve policies regarding CEO and Senior Officer compensation.

5. Independent Compensation Consultant; Outside Counsel, Experts. Retain, manage, and terminate the independent compensation consultant, 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. Before selecting compensation consultants, outside counsel or other experts or consultants that advise the Committee, the Committee will evaluate their independence in accordance with applicable regulations and listing standards.

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 compensation consultants, 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.

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), management, and the independent compensation consultant.

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. Board Compensation. No member of the Committee will act to fix his or her own compensation except for uniform compensation to Directors for their services.

- (a) Periodically review the Company's Stock Ownership Guidelines, and make recommendations to the Board for any changes to non-employee Director guidelines.
- (b) Periodically review the compensation paid to non-employee Directors and make recommendations to the Board for any adjustments.
- (c) Review the non-employee Director compensation program and make recommendations to the Board for any changes. The Committee will obtain input from an outside consultant every 3 years.
- (d) Review the annual report from Institutional Shareholder Services, Inc. ("ISS") or a comparable report addressing equity plan structure and performance, and related issues.

3. CEO Compensation.

- (a) Assist the Board in establishing CEO annual goals and objectives.
- (b) Establish the process for annually reviewing the CEO's performance.
- (c) Recommend CEO compensation to the independent members of the Board for approval.

- (1) In making this recommendation, consider the results of the annual CEO evaluation.
 - (2) The CEO may not be present during deliberations or voting concerning the CEO's compensation.
4. Senior Officer Compensation. Monitor and evaluate matters relating to the compensation of Senior Officers by the Company as the Committee deems appropriate, including:
 - (a) Periodically review the Company's Stock Ownership Guidelines, and make recommendations to the Board for any changes to Senior Officer guidelines.
 - (b) Review the structure and competitiveness of the Company's Senior Officer compensation programs.
 - (c) Review relevant surveys and/or consultant recommendations (including the ISS report) regarding compensation of Senior Officers, including identification and discussion of outliers, and provide guidance to management on Senior Officer compensation.
 - (d) Review and provide guidance to management on long-term executive incentive plans.
 - (e) Review and provide guidance to management on annual performance targets (current/proposed targets and previous targets).
5. General Compensation Oversight. Monitor and evaluate matters relating to the compensation and benefits structure of the Company as the Committee deems appropriate, including:
 - (a) Provide guidance to management on significant issues affecting compensation philosophy or policy.
 - (b) Provide guidance to management on whether compensation arrangements for Company executives incentivize unnecessary and excessive risk taking.
6. Development and Succession Planning.
 - (a) Develop and recommend to the Board for approval a CEO succession plan (the "CEO Succession Plan"), review the CEO Succession Plan periodically, develop and evaluate potential candidates for CEO, and recommend to the Board any changes to and any candidates for succession under the CEO Succession Plan.
 - (b) Review and discuss with the CEO and report to the Board on development and succession plans for Senior Officers.
7. Board and Committee Membership.
 - (a) Determine the qualifications, skills, and other expertise required to be a Director

and establish the selection criteria to be considered and approved by the Board (the “Director Criteria”).

(b) Identify and screen individuals qualified to become Directors, consistent with the Director Criteria. The Committee shall consider any Director candidates recommended by the Company’s stockholders pursuant to the procedures described in the Company’s proxy statement.

(c) Make recommendations to the Board regarding the selection and approval of the nominees for Directors to be submitted to a stockholder vote at the annual meeting of stockholders.

(d) Identify and make recommendations to the Board regarding the selection and approval of candidates to fill Board vacancies by either stockholder election or Board appointment pursuant to the Company’s Bylaws, as needed.

(e) Review and recommend to the Board director independence determinations made with respect to continuing and prospective Directors.

(f) Annually review the composition of each committee of the Board (including this Committee) and present recommendations for committee memberships to the Board, as needed.

(g) Recommend to the Board additional committee members to fill vacancies, as needed.

(h) Advise the Board about the Committee’s determination regarding whether the Audit and Governance Committee consists of three or more members who are financially literate, including at least one member who has financial sophistication and is a financial expert.

8. Governance.

(a) Annually evaluate and report to the Board on the performance and effectiveness of the Board in fulfilling its responsibilities.

(b) At least annually, review the Board’s committee structure and make recommendations to the Board about changes to the committee structure when appropriate.

(c) On an ongoing basis, review, develop, and recommend to the Board appropriate changes to the Company’s corporate governance framework, including its Articles of Incorporation and Bylaws.

(d) Advise and consult with the CEO to develop and implement Board education and development programs, including but not limited to: (i) orientation programs for new Directors, (ii) periodic educational programs, and (iii) arranging for Directors to attend such conferences and seminars deemed of positive value to the Corporation.

9. Disclosure.


(a) Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") for the annual proxy statement; based on this review and discussion, recommend to the Board that the CD&A be included in the Company's annual report or annual proxy statement in compliance with and to the extent required by applicable Securities and Exchange Commission ("SEC") rules and regulations and NASDAQ.

(b) Recommend to the Board the Company's executive compensation tables and related narrative information (the "Executive Compensation Disclosure") for the Company's annual proxy statement in compliance with and to the extent required by applicable SEC rules and regulations and NASDAQ.

(c) Produce an annual report of the Committee on executive compensation (the "Compensation Committee Report") for the Company's annual proxy statement in compliance with and to the extent required by applicable SEC rules and regulations and NASDAQ.

(d) Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process (the "Governance Disclosure"); based on this review and discussion recommend to the Board that the Governance Disclosure be included in the Company's annual proxy statement or annual report on Form 10-K in compliance with and to the extent required by applicable SEC rules and regulations and NASDAQ.

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

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David Patience, Secretary