

**ACCELERATE DIAGNOSTICS, INC.**  
**Audit Committee Charter**

**Purpose**

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) is to assist the Board in fulfilling its oversight responsibilities relating to the integrity of Accelerate Diagnostics, Inc.’s (the “Corporation”) financial statements, the qualifications and experience of the Corporation’s independent auditors and the Corporation’s compliance with legal and regulatory requirements.

The Committee’s function is one of oversight only. The members of this Committee are not employees of the Corporation and are not responsible for conducting the audit or performing other accounting procedures.

**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 be an independent director, in accordance with the requirements of Rule 10A-3 promulgated by the Securities and Exchange Commission (the “Commission”) under the Securities Exchange Act of 1934, as amended, and the listing rules of the NASDAQ Stock Market (“NASDAQ”). The Committee shall also have a Chair, who shall be eligible for such service under applicable rules of the Commission and NASDAQ.

**Procedures**

The Committee shall meet from time to time as called by the Chair, or as requested by the Corporation’s independent auditors, but at least once with respect to the financial statements for each of the Corporation’s first three fiscal quarters and at least once with respect to the Corporation’s annual financial statements. The Committee may ask members of management or others to attend meetings of the Committee and provide pertinent information as necessary.

As part of its responsibility to foster open communication, the Committee shall meet at least annually with management and the independent auditors in separate executive sessions to discuss any matters that the Committee or any of these groups believe should be discussed privately. In addition, the Committee or its Chair shall discuss with management and the independent auditors the Corporation’s annual and quarterly financial statements consistent with the Responsibilities and Duties below.

The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

**Responsibilities and Duties**

The duties of the Committee shall include the following:

Documents/Reports Review

Review, prior to its filing or prior to its release, as the case may be, the Corporation's Annual and Quarterly Reports to be filed with the SEC on Forms 10-K or 10-Q and annual report to stockholders.

Review such other reports or other financial information to be submitted to the SEC or the public as the Committee shall deem appropriate.

In connection with the review of all such reports and, financial information, consult with the Corporation's management and independent auditors as to the completeness and accuracy of such reports and financial information and discuss any significant changes in the Corporation's selection or application of accounting principles, the items required by Statement of Auditing Standards 61 as in effect at that time in the case of the annual statements and Statement of Auditing Standards 100 as in effect at that time in the case of the quarterly statements.

Review with management and the independent auditors any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Corporation's selection or application of accounting principles; any significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including the effects of alternative GAAP methods; and the effect of regulatory and accounting initiatives and off-balance sheet structures on the Corporation's financial statements.

Review disclosures made to the Committee by the Corporation's principal executive officer and principal financial officer during their certification process with respect to the Reports on Forms 10-K and 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Corporation's internal controls.

Recommend to the Board whether the Corporation's audited financial statements for the year covered by such report should be included in the Corporation's Annual Report on Form 10-K and produce the audit committee report required to be included in the Corporation's proxy statement.

### Independent Auditors

Have sole authority to appoint, discharge and replace the Corporation's independent auditor, which shall report directly and be ultimately accountable to the Board and the Committee. The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditors for purposes of rendering or issuing an audit report or related work or performing other audit review or attest services for the Corporation.

To select, retain, compensate, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation.

Review the performance of the independent auditors, and specifically review the experience and qualifications of the audit team's senior members.

Ensure that the independent auditors deliver to the Committee annually a formal written statement delineating all relationships between the independent auditors and the Corporation and addressing at least the matters set forth in Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees, and to discuss with the independent auditors any relationships or services disclosed in such statement that may impact the objectivity and

independence of the Corporation's independent auditors. The Committee shall present its conclusions with respect to the independent auditors to the Board.

At least annually, obtain and review a report by the Corporation's independent auditors that describes (a) the independent auditors' internal quality-control procedures, (b) any issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years respecting one or more independent audits carried out by the independent auditors, (c) any steps taken by the independent auditors to deal with any such issues, and (d) all relationships between the firm and the Corporation or any of its subsidiaries; and to discuss with the independent auditors this report and any relationships or services that may impact the objectivity and independence of the auditors.

Pre-approve all audit and permitted non-audit and tax services to be performed by the independent auditors or other registered public accounting firms (including the terms of its engagement with respect thereto), and establish policies and procedures for the committee's pre-approval of permitted services by the Corporation's independent auditors or other registered public accounting firms on an on-going basis. The Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals required by this Section provided that the decisions of the member or members to whom such authority is delegated shall be presented to the full Committee at its next scheduled meeting.

Review and discuss with the Corporation's independent auditors (a) the auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (b) the overall audit strategy, (c) the scope and timing of the annual audit, (d) any significant risks identified during the auditors' risk assessment procedures and (e) when completed, the results, including significant findings, of the annual audit.

Review and discuss with the Corporation's independent auditors any other matters required to be discussed by PCAOB Auditing Standards No. 16, Communications with Audit Committees, including, without limitation, the auditors' valuation of the quality of the Corporation's financial reporting, information relating to significant unusual transactions and the business rationale for such transactions and the auditors' evaluation of the Corporation's ability to continue as a going concern.

Set clear hiring policies for the Corporation when hiring an employee or former employee of the Corporation's independent auditors that participated in any capacity in any audit of the Corporation.

Present its conclusions with respect to the independent auditors to the full Board.

### Financial Reporting Processes

Review with the independent auditors their opinion about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.

Consider and approve, if appropriate, major changes to the Corporation's auditing and accounting principles and practices as suggested by the independent auditors or management.

Review and discuss with management and the independent auditors and others involved in the preparation thereof, the internal control procedures to be developed by the Corporation in order to comply with Section 404 of the Sarbanes-Oxley Act of 2002.

### Process Improvement

Following completion of the annual audit, review separately with each of management and the independent auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

Review any significant disagreement between management and the independent auditors in connection with the preparation of any of the Corporation's financial statements.

Periodically consult with the independent auditors out of the presence of management about internal controls and the completeness and accuracy of the Corporation's financial statements.

Review with the independent auditors and management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented.

### Legal and Ethical Compliance

Review, with the Corporation's counsel, legal compliance matters, including corporate securities trading policies.

Review with the Corporation's counsel any legal matter that could have a significant impact on the Corporation's financial statements.

Establish procedures for (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

### Self-Review

Review the Committee's performance at least annually.

Review and reassess the adequacy of this Charter periodically, but at least annually, and update this Charter as conditions dictate.

### Certain Other Authorities

Have the authority, in its sole discretion, to engage independent counsel, accountants and other advisers, as it determines necessary to carry out its duties.

Have the authority to provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for the payment of (a) compensation to any independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation; (b) compensation to any advisers employed by the Committee; and (c) ordinary administrative expenses of the Committee that are necessary or appropriate, in the Committee's discretion, in carrying out its duties.

### 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.