

QUIDEL CORPORATION

AUDIT COMMITTEE CHARTER

1. Membership

1.1. The Board of Directors (the “Board”) of Quidel Corporation (the “Company”) shall maintain an Audit Committee (the “Committee”) and appoint the members of the Committee, including its chair, and such members may be removed by the Board in its discretion.

1.2. The Committee shall be comprised of at least three Directors who are “independent.”

For purposes hereof, “independent” shall mean a Director who: (i) meets the definition of “independence” established by The Nasdaq Stock Market (“Nasdaq”); and (ii) meets the criteria for independence set forth in Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended, as determined by the Board of Directors.

1.3. Each member of the Committee shall be able to read and understand financial statements, including the Company’s balance sheet, income statement and cash flow statement.

1.4. At least one member of the Committee shall meet the requirements of an “audit committee financial expert” as determined by the Board in accordance with the Securities Exchange Commission (“SEC”) and Nasdaq rules and regulations, or, if not, the Company shall disclose why not in its Annual Report on Form 10-K or Proxy Statement.

2. Purpose

2.1. The primary purpose of the Committee is to represent and assist the Board of Directors in discharging its oversight responsibilities relating to the Company’s accounting and financial reporting processes and the audits of the Company’s financial statements.

2.2. The Committee also has responsibilities relating to: (i) surveillance of the design and functioning of internal accounting, financial and disclosure controls; (ii) review of the independent registered public accounting firm’s qualifications and independence; (iii) oversight of the Company’s internal audit function; (iv) monitoring and evaluating the performance of the independent registered public accounting firm; (v) overseeing the Company’s compliance with legal and regulatory requirements; and (vi) reviewing, setting policy and evaluating the effectiveness of the Company’s processes for assessing significant risk exposures and measures that management has taken to minimize such risks.

2.3. The Committee shall provide the report required by the rules of the SEC to be included in the Company’s annual proxy statement.

3. Authority

3.1. The Committee has full authority and unrestricted access to the resources, information and personnel necessary to achieve its mission and functions.

3.2. The Committee has the power to conduct or authorize investigations into any matters within its scope of responsibilities and to retain and determine funding for legal counsel, accountants, experts and other advisors as it determines appropriate to assist in the performance of its mission and functions.

4. Duties and Responsibilities

Among its specific duties and responsibilities, the Committee shall, consistent with, and subject to, applicable law and rules and regulations promulgated by the SEC, Nasdaq or other regulatory authority:

4.1. Appoint, retain, determine funding for, and, when appropriate, terminate the independent registered public accounting firm, which firm shall report directly to the Committee. In its capacity as a committee of the Board, the Committee shall be directly responsible for the appointment, compensation and oversight of the independent registered public accounting firm, including the sole authority and responsibility to select, evaluate and if necessary replace the independent registered public accounting firm.

4.2. Review and approve in advance all audit services to be provided by the independent registered public accounting firm and establish policies and procedures with respect to permissible non-audit services to be provided by the independent registered public accounting firm, which shall require pre-approval by the Committee for all such permissible non-audit services.

4.3. Periodically review, at least annually, the independence of the independent registered public accounting firm. In this regard, the Committee shall: (i) review and discuss with the independent registered public accounting firm the matters to be included in the written disclosures from the firm to the Committee required by professional independence standards applicable to the independent registered public accounting firm, including reviewing and discussing any relationship between the independent registered public accounting firm and the Company or any other relationships that may adversely affect the independence of the independent registered public accounting firm; (ii) consider whether the independent registered public accounting firm's performance of permissible non-audit services is compatible with the registered public accounting firm's independence; and (iii) present to the Board the Committee's conclusions with respect to the independence of the independent registered public accounting firm.

4.4. Obtain and review, at least annually, a report by the independent registered public accounting firm describing: (i) the independent registered public accounting firm's internal quality-control procedures; and (ii) any material issues raised by the most recent internal quality-control review, or peer review, 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 registered public accounting firm, and any steps taken to deal with any such issues.

4.5. Review and discuss with the independent registered public accounting firm: (i) the scope of their audit, the results of the audit and any accompanying management letters, and any difficulties they may have encountered in the course of their audit, including any restrictions on the scope of their activities or on access to requested information, and any significant disagreements with management; and (ii) any of their reports with respect to interim periods.

4.6. Determine that the independent registered public accounting firm has a process in place to address rotation of the lead audit partner and other audit partners serving the account as required under SEC independence rules.

4.7. Establish policies and the parameters for the Company's hiring of employees and former employees of the independent registered public accounting firm.

4.8. Periodically review and discuss with the independent registered public accounting firm, management, the internal auditor and such others as the Committee deems appropriate, the adequacy and effectiveness of the Company's financial reporting processes and internal controls, the Company's report on internal control over financial reporting and the independent registered public accounting firm's attestation on internal control over financial reporting, including any significant changes in such controls or significant deficiencies or material weaknesses identified; and review and discuss with management or the principal internal auditor of the Company and such others as deemed appropriate, the scope and results of the Company's internal audit program.

4.9. Review and discuss with management and the independent registered public accounting firm the Company's annual and quarterly financial statements, and annual and quarterly reports on Forms 10-K and 10-Q, respectively, prior to filing with the SEC, including: (i) an analysis of the independent registered public accounting firm's judgment as to the quality of the Company's accounting principles; (ii) the Company's disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations;" (iii) the reasons for material variances of actual financial results from the annual budget as approved by the Board of Directors; and (iv) any certification, report, opinion or review rendered by the independent registered public accounting firm with respect to such reports. The Committee shall recommend to the Board whether the financial statements should be included in the Company's Annual Report on Form 10-K.

4.10. Review and discuss with management and the independent registered public accounting firm the accounting policies that may be viewed as critical, including critical auditing matters communicated by the firm, and any significant changes in the accounting policies of the Company and accounting and financial reporting rule changes that may have a significant impact on the Company's financial reports.

4.11. Periodically review and discuss the adequacy of the Company's disclosure controls and procedures and management reports thereon.

4.12. Review and discuss generally the information to be disclosed and the presentation to be made in the Company's earnings and press releases involving results of operations, financial condition or forecasts.

4.13. Review and approve the Company's policy for the investment of liquid assets.

4.14. Review and discuss with management and the independent registered public accounting firm (i) any material financial or non-financial arrangements of the Company that do not appear on the financial statements of the Company; and (ii) any transactions or course of dealings, with related parties that are significant in size or involve terms or other aspects that differ from those that would likely be negotiated with independent third parties and are relevant to an understanding of the Company's financial statements.

4.15. Review and discuss with management and the independent registered public accounting firm proposed and recently adopted accounting principles and standards and the potential impact to the Company.

4.16. Review and approve, as appropriate, all related party transactions involving directors, executive officers and other related parties in accordance with the Company's Related Party Transaction Policy and Procedures.

4.17. Review material, pending legal proceedings, and other contingent liabilities involving the Company.

4.18. Establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls and auditing matters, including procedures for confidential, anonymous submissions of complaints or concerns by employees regarding accounting and auditing matters and review quarterly with management such processes and procedures.

4.19. Evaluate annually the performance of the Committee and review this Charter recommending any changes to the Board, accordingly.

4.20. Regularly report to the Board with respect to the Committee's meetings and activities.

4.21. Perform such other functions as assigned by law, the Company's charter, bylaws and the Board.

5. Meetings

5.1. The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, generally four times each year, either in person or telephonically.

5.2. The Committee shall periodically meet separately in executive session with each of the independent registered public accounting firm and, as the Committee deems appropriate, the Chief Financial Officer, the internal auditor or other members of management.

5.3. A majority of the members of the Committee shall constitute a quorum.

5.4. Procedures fixed or actions taken by the Committee shall be subject to any applicable provision of the Company's bylaws. Written minutes of each meeting shall be duly filed in the Company records, and reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting.

6. Outside Advisors

6.1. The Committee shall have the authority to engage, retain and determine funding for such outside legal counsel, accountants, experts and other advisors as it determines appropriate to assist it in the full performance of its functions.

6.2. The Committee shall have sole authority to approve the fees and retention terms for its advisors and the Company shall provide funding for such fees and retainers as requested by the Committee.

Last Updated: February 4, 2020