



STANDARD BIOTOOLS INC.

COMPENSATION COMMITTEE CHARTER

(as amended and restated on February 2, 2021)

PURPOSE

The purpose of the Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Standard BioTools Inc. (together with its subsidiaries, the "**Company**") shall be to:

- provide oversight of the Company's compensation plans and policies, benefits programs, and overall compensation philosophy;
- assist the Board in discharging its responsibilities relating to (i) oversight of the compensation of the Company's Chief Executive Officer ("**CEO**") and other members of the Executive Leadership Team or ELT (as defined below); and (ii) approving and evaluating the Company's ELT compensation plans, policies, and programs;
- administer the Company's equity incentive plans for its ELT and other employees; and
- oversee compliance with the compensation rules, regulations, and guidelines of the Securities and Exchange Commission (the "**SEC**") and the Nasdaq Stock Market ("**Nasdaq**"), including the preparation of the compensation committee report required by the SEC.

For purposes of this Charter, the "**Executive Leadership Team**" or "**ELT**" consists of the Company's CEO, CFO, officers reporting under Section 16 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), direct reports of the CEO with a designation of Vice President or above, and any other officers of the Company designated by the Committee as ELT members.

MEMBERSHIP

The Committee will consist of at least two (2) 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 satisfy all applicable definitions of independence for directors promulgated by Nasdaq and the SEC.

In the event any member of the Committee is not a non-employee director as defined in Rule 16b-3 promulgated by the SEC under Section 16 of the Exchange Act, any equity awards to the executive officers of the Company will be considered and approved by either a subcommittee of the Committee comprising at least two directors, each of whom shall be a non-employee director under Rule 16b-3, or by the independent members of the full Board.

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:

1. Executive Compensation.

- (a) The Committee shall review and approve, or make recommendations for approval by the independent members of the Board regarding, corporate goals and objectives relevant to the compensation of the CEO, evaluate his or her performance in light thereof, and communicate the results to the Board, and consider identified and other factors related to the performance of the Company when reviewing and approving, or making recommendations to the Board regarding, the compensation level of the CEO.
- (b) The Committee shall annually review and approve, or make recommendations for approval by the independent members of the Board regarding, the (1) annual base salary; (2) annual incentive bonus; including the specific goals and amount; (3) equity compensation; (4) any employment agreement, severance arrangement, and change in control agreement or provision; (5) any signing bonus or payment of relocation costs; and (6) any other benefits, compensation or arrangements provided to the CEO, based on evaluating his or her performance and other relevant objective criteria as determined by the Committee. In determining or making recommendations regarding the long-term incentive component of CEO compensation, the Committee will consider, among other things, the Company's performance and relative stockholder return, accomplishment of long-term strategic objectives, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years. The CEO shall not

participate in any deliberations or voting regarding his or her compensation.

- (c) In consultation with the CEO, the Committee shall annually review and approve, or make recommendations for approval by the independent members of the Board regarding, the items (1) through (6) in the previous bullet provided to each ELT member other than the CEO, in each case based on evaluating his or her performance and other relevant criteria as determined by the CEO and the Committee.
 - (d) The Committee shall review any severance agreement proposed to be entered into between the Company and any employee with a VP or more senior title, and shall have authority to approve any such agreement.
- 2. Administer Equity Incentive Plans. The Committee shall administer the Company's equity incentive plans. In its administration of the plans, the Committee may, pursuant to authority delegated by the Board, (i) grant equity-based awards to individuals eligible for such grants (including grants to ELT members and directors of the Company) in accordance with procedures and guidelines as may be established by the Board; and (ii) amend such equity-based awards; provided, that no such grant or award shall exceed the maximum number of shares that may be awarded to individuals and/or in the aggregate in any fiscal quarter or year as the Board shall direct from time to time. The Committee shall also approve, or make recommendations to the Board with respect to, amendments to the plans and changes in the number of shares reserved for issuance thereunder, subject to obtaining any required stockholder approval.
- 3. Oversee Compensation Plans and Programs. The Committee shall assist the Board in providing oversight of the Company's overall compensation philosophy and any compensation plans and benefits programs that the Board or Committee deems appropriate. The Committee shall also make recommendations to the Board with respect to improvements or changes to such plans or programs or the adoption of new plans when appropriate.
- 4. Compliance.
 - (a) The Committee shall review and discuss with management the Company's disclosures contained under the caption "Compensation Discussion and Analysis" ("**CD&A**"), in any registration statement, annual report on Form 10-K, proxy statement or information statement filed with the SEC.
 - (b) The Committee shall prepare, or cause to be prepared and review, the Committee report to be included in the Company's annual proxy statement in accordance with applicable SEC rules and regulations, including whether the Committee reviewed and discussed the CD&A with management and based on that review and those discussions,

whether the Committee recommended to the Board that the CD&A be approved for inclusion in the Company's annual report on Form 10-K, proxy statement or information statement.

- (c) The Committee shall advise the Board on management proposals to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes as applicable, and proposals received from stockholders on executive compensation matters, and shall review the results of stockholder votes on executive compensation and consider any implications in connection with the Committee's ongoing determinations and recommendations regarding the Company's executive compensation policies and practices.
5. Stockholder Engagement. In conjunction with the Board chair, the Committee shall oversee management's engagement with stockholders and proxy advisory firms on executive compensation matters.
6. Evaluate Compensation Risk. The Committee shall review and discuss with management the Company's compensation policies and practices to (i) determine whether the policies and practices encourage excessive risk-taking; (ii) review the relationship between risk management policies and compensation; and (iii) evaluate and recommend compensation policies and practices that could mitigate any such risk.
7. Meetings. The Committee will set its own schedule of meetings, 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.
8. Reports. The Committee shall make regular reports to the Board regarding its activities and recommendations.
9. 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. If the Board has authorized any other committees of the Board or executive officers (in accordance with Section 157(c) of the Delaware General Corporation Law) to approve the grant of awards under the Company's equity incentive plans, the Committee shall receive and review periodic reports of the activities of such committees.
10. Charter. The Committee shall review and reassess the adequacy and scope of this Charter periodically and recommend any proposed changes to the Board for approval.
11. Committee Evaluation. The Committee shall annually review its own performance.

12. Resources. The Committee may, in its sole discretion, retain and terminate, as appropriate, any compensation consultant, outside legal or other advisors to advise or assist the Committee in the performance of any of the responsibilities and duties set forth in this Charter, taking into account the independence factors set forth in the applicable rules of the SEC and Nasdaq prior to selecting and receiving advice from such consultants and advisors. The Committee will be directly responsible for the appointment, compensation and oversight of any consultants and advisors retained by the Committee, including having sole authority to approve related fees and retention terms for such consultants and advisors. The Company will provide the Committee with appropriate funding, as such Committee determines, for the payment of compensation to any compensation consultant, outside legal or other advisors as the Committee deems appropriate, and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.