



Compensation Committee Charter

Adopted and approved December 1, 2010 and effective as of the Company's initial public offering, as amended on April 9, 2013 and February 11, 2015.

PURPOSE

The purpose of the Compensation Committee of Fluidigm Corporation (the "Company") shall be to:

- | assist the Board in providing oversight of the Company's compensation policies, plans and benefits programs;
- | assist the Board in discharging the Board's responsibilities relating to oversight of the compensation of the Company's Chief Executive Officer ("CEO") and its executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"));
- | review and approve, or make recommendations to the independent members of the Board with respect to, the Company's CEO and executive officer compensation, plans, policies and programs; and
- | administer the Company's equity compensation plans for its executive officers and employees.

The Compensation Committee shall prepare the report required by the rules of the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.

MEMBERSHIP REQUIREMENTS

The Compensation Committee members will be appointed by, and will serve at the discretion of, the Board. Compensation Committee members may be replaced by the Board. The Compensation Committee shall consist of at least two (2) members of the Board. Members of the Compensation Committee must meet the following independence criteria:

- | the independence requirements of The NASDAQ Stock Market, Inc. ("NASDAQ") Market Place Rules;
- | the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended; and
- | the requirements set forth in Rule 10C-1 adopted by the SEC under the Exchange Act and implemented by NASDAQ, when applicable.

In the event any member of the Compensation 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 Compensation Committee comprised of 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 Compensation Committee as its chair.

AUTHORITY AND RESPONSIBILITIES

The Compensation Committee shall have the full delegated authority of the Board to carry out the following:

- | The Compensation 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.
- | The Compensation Committee shall annually review and approve, or make recommendations for approval by the independent members of the Board regarding, the CEO's (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/provision, (5) any signing bonus or payment of relocation costs and (6) any other benefits, compensation or arrangements. In determining or making recommendations regarding the long-term incentive component of CEO compensation, the Compensation Committee will consider, among other

things, the Company's performance and relative stockholder return, 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 such officer's compensation.

- | For the other executive officers identified by the Compensation Committee, the Compensation Committee shall also review annually and approve, or make recommendations for approval by the independent members of the Board regarding, items (1) through (6) in the previous bullet.
- | The Compensation Committee shall administer the Company's equity incentive plans. In its administration of the plans, the Compensation Committee may, pursuant to authority delegated by the Board, (i) grant stock options or stock purchase rights to individuals eligible for such grants (including grants to officers and directors of the Company) in accordance with procedures and guidelines as may be established by the Board, and (ii) amend such stock options or stock purchase rights; 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 Compensation Committee shall also approve, or make recommendations to the Board of Directors with respect to, amendments to the plans and changes in the number of shares reserved for issuance thereunder. If the Board has authorized any other committees of the Board of 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 Compensation Committee shall receive and review periodic reports of the activities of such committees.
- | The Compensation Committee shall assist the Board in providing oversight of the Company's overall compensation plans and benefits programs. The Compensation Committee shall also make recommendations to the Board with respect to improvements or changes to such plans or the adoption of new plans when appropriate.
- | The Compensation 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.
- | The Compensation Committee may form subcommittees for any purpose that the Compensation Committee deems appropriate and may delegate to such subcommittees such power and authority as the Compensation Committee deems appropriate.
- | The Compensation Committee shall make regular reports to the Board.
- | The Compensation Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
- | The Compensation Committee shall annually review its own performance.
- | The Compensation Committee may, in its sole discretion, retain and terminate, as appropriate, any compensation consultant, outside legal or other advisors to advise or assist the Compensation 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 Compensation Committee will be directly responsible for the appointment, compensation and oversight of any consultants and advisors retained by the Compensation Committee, including having sole authority to approve related fees and retention terms for such consultants and advisors. The Company will provide the Compensation Committee with appropriate funding, as such Compensation Committee determines, for the payment of compensation to any compensation consultant, outside legal or other advisors as the Compensation Committee deems appropriate, and administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties.
- | The Compensation Committee will set its own schedule of meetings, with the option of holding additional meetings at such times as it deems necessary. The Compensation Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
- | The Compensation Committee shall review and discuss with management the Company's disclosures contained under the caption "Compensation Discussion and Analysis" ("CD&A"), in its registration statement, annual report on Form 10-K, proxy statement or information statement filed with the SEC.
- | The Compensation Committee shall prepare or cause to be prepared and review the Compensation Committee report to be included in the Company's annual proxy statement in accordance with applicable SEC rules and regulations, including whether the Compensation Committee reviewed and discussed the CD&A with management and based on that review and those discussions, whether the Compensation 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.
- | The Compensation Committee shall perform such other functions as assigned by law, the Company's certificate of incorporation or bylaws or the Board.