



FLUIDIGM CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(as amended and restated on October 22, 2019)

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Fluidigm Corporation (the “**Company**”) is to ensure that the Board is properly constituted to meet its fiduciary obligations to the Company and its stockholders and that the Company has and follows appropriate corporate governance standards. To carry out this purpose, the Committee shall:

- assist the Board in identifying prospective director nominees and recommend to the Board the director nominees for each annual meeting of stockholders;
- recommend members for each Board committee;
- develop and recommend to the Board corporate governance principles and policies applicable to the Company; and
- oversee the evaluation of the Board and management.

MEMBERSHIP

The Committee will consist of at least two (2) members of the Board. The Committee members will be appointed by the Board and may be removed or replaced by the Board in its discretion. Committee members must meet the independence requirements set forth in the rules of the Nasdaq Stock Market.

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:

- The Committee shall evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- The Committee shall recommend for approval by the Board on an annual basis desired qualifications and characteristics for Board membership and conduct searches for potential Board members with corresponding attributes. The Committee shall then evaluate and propose nominees for election to the Board. The Committee shall consider stockholder nominees for election to the Board. In performing these tasks, the Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates.
- The Committee shall evaluate the performance of and, if appropriate, recommend termination of particular directors in accordance with the Board’s governance principles, for cause or for other appropriate reasons.
- The Committee shall evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.
- The Committee shall review and recommend the Board compensation programs for outside directors.
- The Committee shall develop and recommend to the Board a set of corporate governance principles applicable to the Company.

- If requested by the Chairman of the Board, the Committee shall review and make recommendations to the Board concerning the Company's directors' and officers' liability insurance.
- The Committee shall periodically review and oversee the Company's Insider Trading Policy and Code of Ethics and Conduct and shall have the authority to approve amendments thereto.
- The Committee shall oversee the Board performance evaluation process, including, if appropriate, conducting surveys of director observations, suggestions and preferences.
- 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.
- The Committee shall make regular reports to the Board.
- The Committee shall review and reassess the adequacy and scope of this Charter periodically and recommend any proposed changes to the Board for approval.
- The Committee shall annually review its own performance.
- The Committee shall periodically review the succession planning for the Chief Executive Officer and other executive officers, report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to these executive management positions.
- The Committee shall have authority to obtain advice and assistance from internal or external legal or other advisors.
- 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.