

# QUIDEL CORPORATION

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

### **1. Membership**

The Board of Directors (the “Board”) of Quidel Corporation (the “Company”) shall maintain a Nominating and Corporate Governance Committee (the “Committee”) of at least three members, consisting entirely of independent directors, and the Board shall designate one member as chair of the Committee (the “Chair”).

Each member of the Committee shall be an “independent” director of the Company, as determined by the Board. For purposes hereof, “independent” shall mean a director who meets the definition of “independence” established by The Nasdaq Stock Market and any other applicable law, rules and regulations.

### **2. Purpose**

The purposes of the Committee shall be to: (i) assist the Board by identifying qualified individuals to become directors of the Company, (ii) consider and recommend to the Board the director nominees for each annual meeting of stockholders and to fill vacancies on the Board, (iii) consider and recommend to the Board the composition of the Board, its committees and the chairs thereof, (iv) monitor and assess the effectiveness of the Board, and (v) perform a leadership role in shaping the Company’s corporate governance policies, including by developing and recommending to the Board a set of corporate governance guidelines and by administering and monitoring the effectiveness of such guidelines.

### **3. Duties and Responsibilities**

In furtherance of the foregoing purposes, the duties and responsibilities of the Committee shall include the following:

- Recommend to the Board candidates for election or reelection to the Board at each annual stockholder’s meeting.
- Recommend to the Board candidates to be appointed by the Board as necessary to fill vacancies and newly created directorships.
- Develop and recommend to the Board of Directors criteria to identify and evaluate prospective candidates for the Board.
- Identify, review the qualifications of, and recruit candidates for the Board.
- Establish, if necessary, a procedure for the consideration of Board candidates recommended by the Company’s stockholders.
- Oversee the periodic evaluation of the Board, including an assessment of the effectiveness of the Board as a whole, its committees and the contributions of each incumbent director.
- Monitor the independence of current directors and nominees.
- Make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees.

- Recommend to the Board candidates for appointment to Board committees and chairpersons thereof.
- Review periodically the succession plans of the Company's Board of Directors and ensure executive officer succession planning processes are in place.
- Oversee the Company's corporate governance policies, including the Company's Corporate Governance Guidelines, and review at least annually the effectiveness of such guidelines and recommend changes to the Board as necessary or advisable.
- Review periodically the Company's Code of Business Conduct and Ethics.
- Annually evaluate the performance of the Committee and the adequacy of the Committee's charter.
- Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board delegates to the Committee from time to time.

#### **4. Subcommittees**

The Committee may delegate any of the foregoing duties and responsibilities to a subcommittee of the Committee consisting of not less than two members of the Committee.

#### **5. Meetings**

The Committee shall meet at least once a year and, in addition, as frequently as may be determined necessary or appropriate by the Chair of the Committee, either in person or telephonically. The Committee shall meet at the call of the Chair or a majority of the members of the Committee. The presence of a majority of the members of the Committee shall constitute a quorum for the transaction of business. The passage of any resolution of the Committee shall require the affirmative vote of a majority of Committee members present at the meeting.

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 of the Committee 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**

The Committee will have the authority to engage and retain at the expense of the Company and terminate such outside counsel, experts, and other advisors (including search firms used to identify director candidates) as it determines appropriate to assist it in the full performance of its functions, including the authority to approve the fees and other retention terms of any such outside counsel, experts and other advisors.

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