

**FULGENT GENETICS, INC.**

**CHARTER OF THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS**

**AS ADOPTED SEPTEMBER 16, 2016**

**I. Purpose**

The purpose of the Audit Committee ("Committee") of the Board of Directors ("Board") of Fulgent Genetics, Inc. ("Company") is to oversee the Company's accounting and financial reporting processes and the audits of the Company's financial statements. The Committee's principal functions are to assist the Board in its oversight of:

- 1.1 the integrity of the Company's financial statements and the Company's accounting and financial reporting processes and financial statement audits;
- 1.2 the qualifications, independence and performance of the Company's independent registered public accounting firm;
- 1.3 the performance of the Company's internal audit function;
- 1.4 the Company's compliance with certain other legal and regulatory requirements;  
and
- 1.5 the Company's systems of disclosure controls and procedures and internal control over financial reporting.

This charter ("Charter") sets forth the authority and responsibilities of the Committee in fulfilling its purposes and performing its principal functions. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and have been prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP"), which is the responsibility of the Company's management and independent registered public accounting firm. Further, nothing contained in this Charter is intended to alter or impair (a) the operation of the "business judgment rule" as interpreted by the courts under the State of Delaware, or (b) the right of the members of this Committee to rely, in discharging their duties and responsibilities, on the records of the Company and on other information presented to the Committee, the Board or the Company by its officers or employees or by outside experts and advisers, including the Company's independent registered public accounting firm.

**II. Membership**

The Committee will consist of at least three members. Each member must meet all applicable independence and experience requirements (including any applicable exemptions therefrom under exceptional and limited circumstances) of The Nasdaq Stock Market ("Exchange"), Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended

(“Exchange Act”), and the rules and regulations of the Securities and Exchange Commission (“Commission”), including Rule 10A-3 under the Exchange Act.

Each member of the Committee must have the ability to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement, and at least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. Each member of the Committee must also meet all other applicable financial sophistication and experience requirements of the rules, regulations and listing requirements of the Exchange, as amended from time to time.

All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (“Chair”); if the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings. The Committee may delegate any of its responsibilities to a subcommittee of its members when it deems appropriate.

### **III. Responsibilities And Duties**

The principal responsibilities and duties of the Committee in serving the purposes and performing principal functions described in Section 1 of this Charter are set forth below. The Committee shall perform these duties in a manner it deems appropriate in light of the Company’s needs and circumstances. The Committee may engage in additional activities and establish further policies and procedures from time to time as it deems necessary or advisable in implementing this Charter.

The Committee will:

#### **Financial Statements, Internal Controls and Disclosures.**

3.1 Review and discuss with management and the independent registered public accounting firm the Company’s policies and procedures to fulfill its responsibilities regarding the fair and accurate presentation of financial statements in accordance with U.S. GAAP and applicable rules and regulations of the Commission and the Exchange.

3.2 Review and discuss with management and the independent registered public accounting firm the Company’s annual audited financial statements prior to the filing thereof in an annual report on Form 10-K, including the disclosures made in management’s discussion and analysis of financial condition and results of operations, and the results of the independent registered public accounting firm’s audit of the annual financial statements, and recommend to the Board whether the annual audited financial statements should be included in the Company’s annual report on Form 10-K.

3.3 Review and discuss with management and the independent registered public accounting firm the Company’s quarterly financial statements prior to the filing thereof in a

quarterly report on Form 10-Q, including the disclosures made in management's discussion and analysis of financial condition and results of operations, and the results of the independent registered public accounting firm's review of the quarterly financial statements.

3.4 Review and discuss with management earnings releases, including the type and presentation of information, prior to the filing thereof.

3.5 Discuss with management and the independent registered public accounting firm significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles.

3.6 Review and discuss with management and the independent registered public accounting firm any major issues as to the adequacy of the Company's internal controls, any special steps adopted in light of material control deficiencies, and the adequacy of disclosures about changes in internal control over financial reporting.

3.7 Review and discuss with management and the independent registered public accounting firm the Company's internal controls report and, if and when required, the independent registered public accounting firm's attestation of the report prior to the filing of the Company's annual report on Form 10-K.

3.8 Review and discuss quarterly reports from the independent registered public accounting firm regarding:

- (a) critical accounting policies, estimates and practices used by the Company;
- (b) alternative treatments of financial information within U.S. GAAP that have been discussed with management, the ramifications of such alternatives, and the treatment preferred by the independent registered public accounting firm; and
- (c) other material written communications between the independent registered public accounting firm and the Company's management, such as any management letters or schedules of unadjusted differences.

3.9 Review and discuss with management and the independent registered public accounting firm any information regarding "second" opinions sought by management from any other accounting firm with respect to the accounting treatment of a particular event or transaction.

3.10 Discuss with the independent registered public accounting firm the matters required to be discussed by applicable auditing standards relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information and any significant disagreements with management.

3.11 Review all certifications required to be made by the Company's principal executive officer and principal financial officer in connection with the Company's periodic reports under the Act or pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act of 2002.

Independent Registered Public Accounting Firm Relationship.

3.12 Be directly responsible for the selection, appointment, compensation, retention and oversight of the work of any independent registered public accounting firm (including resolution of disagreements between management and the accounting firm regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, including ensuring that any such firm is registered as a public accounting firm with the Public Company Accounting Oversight Board as required by Section 102 of the Sarbanes-Oxley Act of 2002 and obtaining assurance from any such firm that it has complied with Section 10A of the Exchange Act. The independent registered public accounting firm will report directly to the Committee.

3.13 Obtain and review a report, written statement and/or letter from the independent registered public accounting firm at least annually and as required by applicable accounting and auditing standards, adopted by the Public Company Accounting Oversight Board or otherwise, regarding:

- (a) the independent registered public accounting firm's internal quality-control procedures;
- (b) any material issues raised by the most recent internal quality-control review, or peer review, of such firm, 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 firm;
- (c) any steps taken to deal with any such issues; and
- (d) all relationships between the independent registered public accounting firm and the Company.

3.14 Evaluate the qualifications, performance and independence of the independent registered public accounting firm, taking into account the opinions of management and including considering whether such firm's quality-control procedures are adequate and whether the provision of permitted non-audit services is compatible with maintaining such firm's independence, and present the Committee's conclusions resulting from this evaluation to the Board. This evaluation shall include:

- (a) a discussion with the independent registered public accounting firm regarding any disclosed relationship or services that may impact the objectivity and independence of such firm; and
- (b) a review and discussion of communications concerning independence as required by the Public Company Accounting Oversight Board.

3.15 Discuss with the independent registered public accounting firm material issues on which the national office of the independent registered public accounting firm was consulted by the Company's audit team.

3.16 Meet with the independent registered public accounting firm prior to an audit to discuss the scope of the examination and the planning and staffing of the audit.

3.17 Pre-approve all audit services, internal control-related services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by the independent registered public accounting firm, subject to an exception for de minimis non-audit services as described in and as approved by the Committee in accordance with Section 10A(i)(1)(B) of the Exchange Act. The Committee will review and discuss with the independent registered public accounting firm any documentation supplied by such firm as to the nature and scope of any tax services to be approved, as well as the potential effects of the provision of those services on the auditor's independence. The Committee may form and delegate authority to a subcommittee consisting of one or more members when appropriate to grant pre-approvals of audit and permitted non-audit services. The decisions of any subcommittee to grant pre-approvals must be presented to the Committee at its next scheduled meeting.

General.

3.18 Establish procedures for:

- (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Oversee the review of any such complaints and submissions that are received, including the current status and the resolution if one has been reached.

3.19 Cause to be prepared the report of this Committee required by the rules of the Commission to be included in the Company's annual proxy statement or annual report on Form 10-K and review and approve such report prior to its filing with the Commission.

3.20 Review and approve any proposed transaction between the Company and any related party (except when such a transaction involves a member of the Committee, in which case, such transaction will be subject to the review of the independent and disinterested members of the Board).

3.21 Review with management and the Company's independent registered public accounting firm any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

3.22 Review and assess the Committee's performance annually.

3.23 Review and reassess the adequacy of this Charter annually and recommend to the Board any proposed changes.

#### **IV. Advisers And Funding**

The Committee will have the sole authority and right, at the expense of the Company, to select and retain such legal, accounting and other consultants, experts and advisers as it deems necessary to carry out its duties. The Committee will have the sole authority and right to approve the fees and other retention terms of any such consultants, experts and advisers.

The Company will provide appropriate funding, as determined by the Committee, for payment of:

4.1 compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;

4.2 compensation to any legal, accounting and other consultants, experts and advisers retained by the Committee; and

4.3 ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its responsibilities and duties.

#### **V. Meetings**

The Committee will meet as often as it deems necessary, but at least quarterly. The Chair or any member of the Committee may call meetings of the Committee upon notice as is required for special meetings of the Board in accordance with the Company's bylaws. Meetings may be held through use of a conference telephone or similar communications equipment, so long as all members attending such meeting can hear one another. A majority of the members of the Committee shall constitute a quorum, and the act of a majority of the quorum shall be the act of the Committee. The Committee may also act by written consent of all of the members of the Committee in accordance with applicable law.

The Committee shall also meet periodically in separate executive sessions with management (including key members of financial and risk management) and the independent registered public accounting firm, and the members of the Committee may have additional direct and independent interaction with these persons from time to time as they deem appropriate. The Committee may request that any officer or employee of the Company or a representative from the Company's outside legal counsel or independent registered public accounting firm attend any meeting of the Committee or meet with any members of, or consultants to, the Committee. Further, the Committee may request that any such officer, employee or representative provide any pertinent information to the Committee or to any other person or entity designated by the Committee.

**VI. Minutes And Reports**

The Committee will maintain written minutes of its meetings and copies of its actions by written consent. The minutes and copies of written consents will be filed with the minutes of the meetings of the Board. The Chair will report to the Board from time to time with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions.

**VII. Disclosure of Charter**

This Charter will be made available on the Company's web site.