

**FULGENT GENETICS, INC.**

**CHARTER OF THE NOMINATING COMMITTEE  
OF THE BOARD OF DIRECTORS**

**AS ADOPTED SEPTEMBER 16, 2016**

**I. Authority and Purpose**

The Nominating Committee ("Committee") of the Board of Directors ("Board") of Fulgent Genetics, Inc. ("Corporation") is appointed by the Board to assist the Board in selecting nominees for election to the Board and to monitor the composition of the Board. The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board shall from time to time prescribe. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

The purpose of the Committee shall be to assess the performance of the Board and to make recommendations to the Board from time to time, or whenever it shall be called upon to do so, regarding nominees for the Board. All powers of the Committee are subject to the restrictions designated in the Corporation's Bylaws and by applicable law.

**II. Committee Membership**

The Committee members, including the chairperson of the Committee (the "Members"), shall be appointed by the Board and will serve at the discretion of the Board. The Committee will consist of at least three (3) members of the Board. The Committee shall be composed of members of the Board, but shall not include any individuals who would not be deemed "independent" under the applicable rules of The Nasdaq Stock Market ("Nasdaq"), except to the extent permitted by such Rules.

Unless otherwise directed by the Board, each Member shall serve until such Member ceases to serve as a member of the Board, or until his or her successor has been duly appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Committee members may resign from the Committee at any time without resigning from the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

### **III. Conduct of Business; Duties and Responsibilities**

The Committee shall conduct its business in accordance with this Charter and any direction by the whole Board. The Committee shall report, at least annually, to the Board.

The duties of the Committee shall include, without limitation, the following:

3.1 Prior to the annual meeting of stockholders, or any other meeting of the stockholders at which the stockholders shall elect one or more directors of the Corporation, the Committee will recommend to the Board the persons who will be the nominee or nominees of the Board for the election of whom the Board will solicit proxies. As part of this process, the Committee will consider candidates recommended by stockholders of the Corporation.

3.2 At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

3.3 In considering potential new directors, the Committee will review individuals from various disciplines and backgrounds. Among the qualifications to be considered in the selection of candidates are broad experience in business, finance or administration; familiarity with national and international business matters; familiarity with the Corporation's industry; and prominence and reputation. Since prominence and reputation in a particular profession or field of endeavor are what bring most persons to the Board's attention, there is the further consideration of whether the individual has the time available to devote to the work of the Board and one or more of its committees. The Committee shall also review the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest, or other consideration that might hinder or prevent service on the Board. In making its selection, the Committee will bear in mind that the foremost responsibility of a director of a Corporation is to represent the interests of the stockholders as a whole.

3.4 The Committee shall, at appropriate times, review the performance of each current director and the Board as a whole and shall consider the results of such evaluation when determining whether or not to recommend the nomination of standing directors for an additional term.

3.5 In appropriate circumstances, the Committee, in its discretion, shall consider and may recommend the removal of a director, in accordance with the applicable provisions of the Company's certificate of incorporation and bylaws.

3.6 The Committee shall evaluate its own performance from time to time as appropriate, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

3.7 The Committee shall periodically report to the Board on its findings and actions.

3.8 The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

#### **IV. Meetings and Procedure**

The Committee shall meet on a regularly scheduled basis, at least once per year, and possibly more frequently as the Committee deems necessary or desirable. The Committee may establish its own schedule, which it shall provide to the Board in advance.

The chairperson (or in his or her absence, a member designated by the chairperson) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the provisions of the Company's bylaws that are applicable to the Committee.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

The chairperson of the Committee shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Board.

#### **V. Minutes**

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

#### **VI. Delegation of Duties**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws and applicable law and rules of markets in which the Company's securities then trade.

**VII. Disclosure of Charter**

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