

GUARDANT HEALTH, INC.
AUDIT COMMITTEE CHARTER

I. Purpose

The purpose of the Audit Committee of the Board of Directors (the “**Board**”) of Guardant Health, Inc. (the “**Company**”) is to oversee:

- the Company’s accounting and financial reporting processes and the audits of the financial statements of the Company;
- the selection, engagement terms, fees, qualifications, independence, and performance of the registered public accounting firms engaged as the Company’s independent outside auditors for the purpose of preparing or issuing an audit report or performing any services;
- reports or disclosures required by applicable rules and regulations of the Securities and Exchange Commission (the “**SEC**”) and applicable stock exchange;
- the organization and performance of the Company’s internal audit function, if and when established; and
- providing regular reports and information to the Board with respect to material issues.

The Audit Committee will maintain and foster an open avenue of communication with the Company’s management, internal audit, and any independent auditor. In addition to the duties and responsibilities described in this Charter, it will also be responsible for any additional duties and responsibilities prescribed or mandated by the Board.

The Audit Committee’s responsibility is one of oversight. The members of the Audit Committee are not employees of the Company, and they do not perform management’s or any independent auditor’s functions. The Audit Committee relies on the expertise and knowledge of management, the internal auditors, and any independent auditor in carrying out its oversight responsibilities. The Company’s management is responsible for preparing accurate and complete financial statements in accordance with generally accepted accounting principles (“**GAAP**”), crafting periodic reports, and establishing and maintaining appropriate accounting principles and financial reporting policies and satisfactory internal control over financial reporting. The independent auditor will audit the Company’s annual consolidated financial statements, review the Company’s quarterly financial statements, and, as required under SEC rules, attest as to the effectiveness of the Company’s internal control over financial reporting. It is not the Audit Committee’s responsibility to prepare or certify the Company’s financial statements, guarantee the audits or reports of the independent auditor, certify as to whether any independent auditors are “independent” under applicable rules, or ensure that the financial statements or periodic reports are complete and accurate, conform to GAAP, or otherwise comply with applicable laws and the Company’s policies.

II. Composition

The members of the Audit Committee, including the Chair, will be appointed by and serve at the discretion of the Board. Members may be removed from the Audit Committee, with or without cause, by the Board. Resignation or removal of an Audit Committee member from the Board for any reason will automatically constitute resignation or removal from the Audit Committee.

The Audit Committee will be made up of at least three members of the Board, subject to any available exception. Subject to any available exception, each member of the Audit Committee will satisfy the independence and financial literacy requirements imposed by the SEC and any applicable stock exchange, and at least one member of the Audit Committee will satisfy the applicable financial-sophistication requirements and any other requirement for accounting or related financial management expertise as determined by the Board and required by the SEC and any applicable stock exchange.

III. Authority

The Audit Committee will have access to all books, records, facilities, and Company personnel as deemed necessary or appropriate by any member of the Audit Committee. The Audit Committee may retain any outside counsel, experts, or advisors that the Audit Committee believes to be necessary or appropriate. The Company must provide for appropriate funding for payment of compensation to any independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, and for payment of any compensation to any outside counsel, experts, or advisors retained by the Audit Committee. The Company must also pay any ordinary administrative expenses of the Audit Committee that the Audit Committee deems appropriate in carrying out its duties.

The Audit Committee may form and delegate authority to one or more subcommittees. By delegating an issue to a subcommittee, the Audit Committee does not surrender any authority over that issue. Although the Audit Committee may act on any issue that has been delegated to a subcommittee, doing so will not limit or restrict future action by the subcommittee on any matters delegated to it. Any action or decision of a subcommittee, including the preapproval of audit or non-audit services, will be presented to the full Audit Committee at its next scheduled meeting. By approving this charter, the Board delegates authority to the Audit Committee with respect to these responsibilities.

IV. Duties and Responsibilities

Auditor Management:

1. **Hiring, Selecting, and Overseeing Auditors.** The Audit Committee is responsible for the appointment, retention, and replacement of any independent auditor, as well as determining the fees of any independent auditor. The independent auditor and any other registered public accounting firm engaged for the financial reporting process will report directly to the Audit Committee and be accountable to it. In addition, the Audit Committee may replace any existing independent auditor with a different public accounting firm.

2. **Approving Audit and Non-Audit Engagements.** The Audit Committee will oversee and evaluate audit plans, the adequacy of staffing, the fees to be paid to independent auditors, and oversee the negotiation and execution of any engagement letters on behalf of the Company. The Audit Committee will oversee the rotation of the independent auditors' partners on the Company's audit engagement team as required by applicable rules and regulations. The Audit Committee Chair may pre-approve audit and permissible non-audit services and any associated fees, as long as this pre-approval is presented to the full Audit Committee at scheduled meetings. The Audit Committee may, in accordance with applicable law, establish pre-approval policies and procedures for the engagement of independent accountants to render services to the Company.

3. **Auditor Independence.** At least annually, the Audit Committee will review and discuss the qualifications, performance, and independence of the independent auditors, or in the case of prospective independent auditors, before they are engaged. That review will include reviewing written disclosures from any independent auditor regarding any relationships or services that may impact the objectivity and independence of such independent auditor, as defined by applicable rules and regulations. If the Audit Committee determines that further inquiry is advisable, it must take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.

4. **Former Employees of Auditors.** The Audit Committee will oversee the policies and procedures as required by applicable rules and regulations governing how the Company may employ individuals who are or once were employed by an independent auditor.

Financial Review and Disclosure:

5. **Annual Audit Results.** The Audit Committee will review with the Company's management and the independent auditors the results of the annual audit, including:

- the independent auditors' assessment of the quality of the Company's accounting principles and practices;
- the independent auditors' views about qualitative aspects of the Company's significant accounting practices, the reasonableness of significant judgments, and estimates (including material changes in estimates and analyses of the effects of alternative GAAP methods on the financial statements);
- all known and likely misstatements identified during the audit (other than those the independent auditors believe to be trivial);
- the adequacy of the disclosures in the financial statements; and
- any other matters that the independent auditor must communicate to the Audit Committee under applicable accounting or auditing standards.

6. **Audited Financial Statement Review; Quarterly and Annual Reports.** The Audit Committee will review the annual audited financial statements and quarterly financial statements with the Company's management and the independent auditor. The Audit Committee

will be responsible for recommending to the Board whether the proposed annual audited financial statements should be included in the Company's Annual Report on Form 10-K.

7. **Earnings Announcements.** The Audit Committee will review and discuss with the Company's management and the independent auditors any earnings press releases and other financial information regarding the Company's results of operations.

8. **Proxy Report.** The Audit Committee will oversee the preparation of any report required by applicable rules and regulations to be included in the Company's annual proxy statement.

9. **Accounting Principles and Policies.** The Audit Committee will review and discuss with the Company's management and the independent auditors significant issues regarding accounting principles and financial-statement presentation, including:

- critical accounting policies and practices;
- alternative accounting policies available under GAAP;
- the potential impact on the Company's financial statements of alternative treatments; and
- any other significant reporting issues and judgments, significant regulatory, legal, and accounting initiatives, or developments that may have a material impact on the Company's financial statements, compliance programs, and policies. The Audit Committee will review with the independent auditors and the Company's management, if appropriate, any written communication, such as any management letter or internal control letter, before the independent auditors issue it and before management responds to the communication.

10. **Management Cooperation with Audit.** The Audit Committee will evaluate the Company's management's cooperation with the independent auditors during their audit examination, including any significant difficulties or disagreements encountered during the audit, if any. The Audit Committee will resolve any conflicts or disagreements regarding financial reporting.

Internal Control and Procedures:

- **Risk Assessment and Management.** The Audit Committee will review and discuss with the Company's management and the independent auditors the Company's policies on financial risk management and assessment. The Audit Committee will provide regular reports to the Board about material issues affecting the quality or integrity of the Company's financial statements, compliance with legal or regulatory requirements, the performance or independence of the independent auditor, the performance of the Company's internal audit function, and other matters as the Audit Committee deems appropriate.

- **Internal Auditors.** If and when the Company establishes an internal audit team, the Audit Committee will review the audit plan of the Company's internal audit team and discuss with that team the adequacy and effectiveness of the Company's scope, staffing, and general audit approach. The Audit Committee will review any significant reports prepared by the Company's internal auditors, as well as management's response. The head of the internal auditor team will also have a reporting relationship to, and be evaluated by, the Audit Committee.
- **Internal Control over Financial Reporting; Disclosure Controls.** The Audit Committee will confer with the Company's management and the independent auditors concerning the scope, design, adequacy, and effectiveness of internal control over financial reporting and the Company's disclosure controls and procedures. The Audit Committee will review reports on significant findings and recommendations with respect to internal controls over financial reporting, together with management responses and any special audit steps adopted in light of any material control deficiencies. Periodically, the Audit Committee will meet in separate sessions with the independent auditors, the Company's internal audit team, and the Company's management to discuss any matters that any of these parties believe should be discussed privately with the Audit Committee.
- **Correspondence with Regulators.** The Audit Committee will consider and review with the Company's management, the independent auditors, and outside advisors or accountants any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
- **Complaint Procedures.** The Audit Committee is responsible for overseeing procedures for receiving, retaining, and investigating:
 - complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
 - confidential and anonymous submissions by employees of concerns regarding questionable accounting or auditing matters.
- **Ethical Compliance.** The Audit Committee will review the results of management's efforts to monitor compliance with the Company's programs and policies adhering to applicable laws and rules, including the Company's Code of Conduct.
- **Related Party Transactions.** The Audit Committee will review and approve, in accordance with the Company's policies, any related party transaction as defined by applicable rules and regulations.

Other Matters:

- **Annual Audit Committee Evaluation.** The Audit Committee will annually evaluate its performance and the adequacy of this charter, and will submit any recommended changes to the Board for its consideration.
- **Other Legal and Finance Matters.** The Audit Committee will review and discuss, as needed, with the Company's management legal and regulatory compliance and any actual, pending, or threatened legal or financial matters that could significantly affect the Company's business or financial statements.
- **Compensation.** Members of the Audit Committee shall receive such fees, if any for their service as audit Committee members as may be determined by the Board in its sole discretion. Members of the Audit Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

V. Meetings and Minutes

The Audit Committee will meet whenever its members deem a meeting necessary or appropriate. The Audit Committee will meet at least quarterly, but may meet more frequently if its members deem doing so necessary or appropriate. The Audit Committee will determine where and when to meet and provide this schedule in advance to the Board.

Unless otherwise directed by the Audit Committee, each regularly scheduled meeting will conclude with an executive session that excludes members of management. As part of its responsibility to foster open communication, the Audit Committee will meet periodically with management, personnel in charge of the internal audit function, and the independent auditor in separate executive sessions.

The Audit Committee will maintain written minutes of its meeting and regularly report to the Board on its actions and recommendations. The Audit Committee may act by unanimous written consent; when it does so, those actions will be filed in the minute book. The Audit Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings, so long as they are not otherwise inconsistent with any provision of this Charter or of the Company's bylaws that are applicable to the Audit Committee.