

## CERUS CORPORATION

### CHARTER OF THE AUDIT COMMITTEE

As adopted by the Board of Directors on March 31, 2005

As amended by the Board of Directors on April 26, 2007

As amended by the Board of Directors on March 2, 2010

#### PURPOSE AND POLICY

The primary purpose of the Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Cerus Corporation, a Delaware corporation (the “*Company*”) shall be to act on behalf of the Board of the Company in fulfilling the Board’s oversight responsibilities to the Company’s stockholders with respect to the Company’s corporate accounting and financial reporting processes, the systems of internal accounting and financial controls and audits of financial statements, the quality and integrity of the Company’s financial statements and reports, and the qualifications, independence and performance of the certified public accountants engaged as the Company’s independent auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services.

The policy of the Committee, in discharging these obligations, shall be to maintain and foster an open avenue of communication between the Committee, the independent auditors and the Company’s financial management.

#### COMPOSITION

The Committee shall consist of at least three members of the Board. The members of the Committee shall satisfy the independence and financial literacy requirements of The NASDAQ Stock Market LLC (“*Nasdaq*”) applicable to Committee members as in effect from time to time, when and as required by Nasdaq. To the extent mandated by the requirements of Nasdaq and/or the Securities and Exchange Commission (the “*SEC*”), at least one member of the Committee shall be a “financial expert” within the meaning of such requirements. The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Chairman of the Committee shall be appointed by the Board.

#### MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company on a timely basis after each meeting. The Committee shall report to the Board from time to time and whenever requested to do so by the Board.

## **AUTHORITY**

The Committee shall have authority to appoint, determine compensation for, at the expense of the Company, retain and oversee the independent auditors as set forth in Section 10A(m)(2) of the Securities Exchange Act of 1934, as amended, and the rules thereunder and otherwise to fulfill its responsibilities under this charter. The Committee shall have authority to retain and determine compensation for, at the expense of the Company, special legal, accounting or other advisors or consultants as it deems necessary or appropriate in the performance of its duties. The Committee shall also have authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties. Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have authority to require that any of the Company's personnel, outside counsel, independent auditors or investment bankers, or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting or other, advisors and consultants. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law. The approval of this charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

## **RESPONSIBILITIES**

The Committee shall oversee the Company's financial reporting process on behalf of the Board and, shall have direct responsibility for the appointment, compensation, retention and oversight of the work of the independent auditors, who shall report directly and be accountable to the Committee. The Committee's functions and procedures should remain flexible to address changing circumstances most effectively. To implement the purpose and policy of the Committee, the Committee shall be charged with the following functions and processes with the understanding, however, that the Committee may supplement or (except as otherwise required by applicable laws or rules) deviate from these activities as appropriate under the circumstances:

**1.** To evaluate the performance of the Company's independent auditors, to consider their qualifications (including their internal quality-control procedures and any material issues raised by that firm's most recent internal quality-control or peer review or any investigations by regulatory authorities) and to determine whether to retain or to terminate the firm of certified public accountants employed by the Company as its independent auditors or to appoint and engage new independent auditors for the ensuring year.

**2. *Communication Prior to Engagement.*** Prior to engagement of any prospective independent auditors, to review a written disclosure by the prospective independent auditors of all relationships between the prospective independent auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence, and to discuss with the prospective independent auditors the potential effects of such relationships on the independence of the prospective independent auditors, consistent with Ethics and Independence Rule 3526, *Communication with Audit*

*Committees Concerning Independence (“Rule 3526”), of the Public Company Accounting Oversight Board (United States) (the “PCAOB”).*

3. To determine and approve engagements of the independent auditors, prior to commencement of such engagements, to perform all proposed audit, review and attest services, including the scope of and plans for the audit, the compensation to be paid, at the Company’s expense, to the independent auditors and the negotiation and execution, on behalf of the Company, of the independent auditors’ engagement letters, which approval may be pursuant to pre-approval policies and procedures established by the Committee consistent with applicable laws and rules, including the delegation of pre-approval authority to one or more members of the Committee so long as any such pre-approval decisions are presented to the full Committee at its next scheduled meeting.

4. To determine and approve engagements of the independent auditors, prior to commencement of such engagements (unless in compliance with exceptions available under applicable laws and rules related to immaterial aggregate amounts of services), to perform any proposed permissible non-audit services, including the scope of the service and the compensation to be paid therefor, at the Company’s expense, which approval may be pursuant to pre-approval policies and procedures established by the Committee consistent with applicable laws and rules, including the delegation of pre-approval authority to one or more members of the Committee so long as any such pre-approval decisions are presented to the full Committee at its next scheduled meeting.

5. To determine and approve engagements of any registered public accounting firm (in addition to the independent auditors) to perform any other review or attest service, including the compensation to be paid to such firm and the negotiation and execution, on behalf of the Company, of such firm’s engagement letter, which approval may be pursuant to pre-approval policies and procedures, including the delegation of preapproval authority to one or more Committee members, so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.

6. To monitor the rotation of the independent audit partner with primary responsibility for the audit and the independent audit partner responsible for review of the audit as required by applicable laws or rules and to consider periodically and, if deemed appropriate, adopt a policy regarding rotation of auditing firms.

7. At least annually, consistent with Rule 3526, to receive and review written statements from the independent auditors delineating all relationships between the independent auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence and a letter from the independent auditors affirming their independence, to consider and discuss with the independent auditors any potential effects of any such relationships on the independence of the independent auditors as well as any compensation or services that could affect the independent auditors’ objectivity and independence, and to assess and otherwise take appropriate action to oversee the independence of the independent auditors.

**8.** To consider and adopt clear policies regarding Committee pre-approval of employment by the Company of individuals employed or formerly employed by the Company's independent auditors and engaged on the Company's account.

**9.** To review, upon completion of the audit, the financial statements proposed to be included in the Company's Annual Report on Form 10-K to be filed with the SEC and to recommend to the Board whether or not such statements should be so included.

**10.** To discuss with the independent auditors and management, as appropriate, the results of the annual audit, including the independent auditors' assessment of the quality, not just acceptability, of accounting principles, the reasonableness of significant judgments and estimates (including material changes in estimates), any audit adjustments noted or proposed by the independent auditors (whether "passed" or implemented in the financial statements), the adequacy of the disclosures in the financial statements and any other matters required to be communicated to the Committee by the independent auditors under the standards of the PCAOB.

**11.** At least annually, to discuss with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, *Professional Standards*, vol. 12. AU section 380), as adopted by the PCAOB in Rule 3200T (including any successor rule adopted by the PCAOB).

**12.** To review with management and the independent auditors the results of the independent auditors' review of the Company's quarterly financial statements, prior to public disclosure of quarterly financial information, if practicable, or filing of the Company's Quarterly Report on Form 10-Q with the SEC, and any other matters required to be communicated to the Committee by the independent auditors under the standards of the PCAOB.

**13.** To review and discuss with management and the independent auditors, as appropriate, the Company's disclosures under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" in its periodic reports to be filed with the SEC.

**14.** To review and discuss with management and the independent auditors, as appropriate, earnings press releases, as well as the substance of financial information and earnings guidance provided to analysts and ratings agencies, which discussions may be general discussions of the type of information to be disclosed or the type of presentation to be made. The Chair of the Committee may represent the entire Committee for purposes of this discussion.

**15.** To review and discuss with management and the independent auditors, as appropriate, significant issues that arise regarding accounting principles and financial statement presentations, including the adoption of new, or material changes to existing, critical accounting policies or to the application of those policies, the potential effect of alternative accounting policies available under GAAP, the potential impact of regulatory and accounting initiatives and any other significant reporting issues and judgments.

**16.** To review and discuss with management and the independent auditors, as appropriate, the Company's guidelines and policies with respect to risk assessment and risk

management, including the Company's major financial risk exposures and the steps taken by management to monitor and control these exposures.

**17.** To evaluate the cooperation received by the independent auditors during their audit examination, including a review with the independent auditors of any significant difficulties with the auditor, any restrictions on the scope of their activities or access to required records, data and information and, whether or not resolved, significant disagreements with management and management's response, if any.

**18.** To review and discuss with the independent auditors and, if appropriate, management, any "management" or "internal control" letter issued or, to the extent practicable, proposed to be issued by the independent auditors and management's response, if any, to such letter, as well as any additional material written communication between the independent auditors and management.

**19.** To review and discuss with the independent auditors, as appropriate, communications between the audit team and the firm's national office with respect to accounting or auditing issues presented by the engagement.

**20.** To review and discuss with management and the independent auditors any material conflicts or disagreements between management and the independent auditors, whether or not resolved, regarding financial reporting, accounting practices or policies or other matters, that individually or in the aggregate could be significant to the Company's financial statements or the independent auditors' report, and to resolve any conflicts or disagreements regarding financial reporting.

**21.** To confer with management and the independent auditors regarding the scope, adequacy and effectiveness of internal control over financial reporting in effect (including any special audit steps taken in the event of material control deficiencies).

**22.** Periodically, to meet in separate sessions with the independent auditors or other personnel responsible for the internal audit function, as appropriate, and management to discuss any matters that the Committee, the independent auditors or other personnel responsible for the internal audit function, or management believe should be discussed privately with the Committee.

**23.** To consider and review with management, the independent auditors, outside counsel, as appropriate, and, in the judgment of the Committee, such special counsel, separate accounting firm and other consultants and advisors as the Committee deems appropriate, any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.

**24.** To establish procedures, as required by applicable laws, for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, including the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

**25.** To review with counsel, the independent auditors and management, as appropriate, any significant regulatory or other legal or accounting matters that could have a material impact on the Company's financial statements, compliance programs and policies.

**26.** To review the results of management's efforts to monitor compliance with the Company's programs and policies designed to ensure adherence to applicable laws and rules, as well as to its code of ethics, including review and approval of related-party transactions as required by Nasdaq rules.

**27.** To investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is necessary or appropriate.

**28.** To prepare the report required by the rules of the SEC to be included in the Company's annual proxy statement.

**29.** To review and assess the adequacy of this charter annually and recommend any proposed changes to the Board for approval, and review and assess its own performance at least annually.

**30.** To report to the Board with respect to material issues that arise regarding the quality or integrity of the Company's financial statements, the performance or independence of the independent auditors or such other matters as the Committee deems appropriate from time to time or whenever it shall be called upon to do so.

**31.** To perform such other functions and to have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.

It shall be the responsibility of management to prepare the financial statements and periodic reports and the responsibility of the independent auditors to audit those financial statements. These functions shall not be the responsibility of the Committee, nor shall it be the Committee's responsibility to ensure that the financial statements or periodic reports are complete and accurate or conform to GAAP or otherwise comply with applicable laws.