



## **CORPORATE COMPLIANCE COMMITTEE CHARTER**

### **PURPOSE**

Eagle Pharmaceuticals, Inc. (“Eagle”) has established a Corporate Compliance Committee (“Committee”) designed to support the Chief Compliance Officer (“Compliance Officer”) in fulfilling his/her responsibilities. The purpose and provisions specified in this Charter are meant to serve as guidelines for the Committee. The Committee is delegated the authority to adopt additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

### **MEMBERSHIP**

The Committee will be chaired by the Compliance Officer, who is tasked with oversight of the Compliance Department and implementing, maintaining, reviewing and continuously improving the Compliance Program. The Committee also shall consist of the following permanent members: Chief Scientific Officer; V.P. of Regulatory Affairs. The Committee membership will be evaluated at least annually to determine whether additional members should be added.

The presence of the Compliance Officer and a majority of the members of the Committee shall constitute a quorum for the transaction of business. An act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

### **COMMITTEE MEETINGS**

The Committee shall meet at least quarterly and at such other times during the year as necessary or appropriate to accomplish its duties and responsibilities. Committee meetings may be called by any member of the Committee.

The Compliance Officer (or his/her designee) shall prepare and distribute an agenda in advance of each meeting. The Compliance Officer (or his/her designee) shall prepare written minutes for all meetings and distribute them to the members of the Committee within one week of each meeting. Each Committee member must review and approve the meeting minutes with five (5) business days. The Compliance Officer shall retain the original signed minutes for filing with the corporate records of the Company.

The Committee may ask others to attend the meeting and provide pertinent information, as necessary to further the objectives of the Committee. This includes, but is not limited to, Eagle employees, internal or external auditors, legal advisors or consultants.



## **DUTIES AND RESPONSIBILITIES**

The Compliance Officer shall provide updates regarding the performance of Eagle's Compliance Program to the Committee on at least a quarterly basis. Specifically, the updates shall generally include the following:

- A summary of the key activities performed by the Compliance Department (e.g., key initiatives, corrective action taken, etc.).
- An overview of any internal/external changes that impact compliance risk (e.g., brand strategy changes, new regulatory requirements, etc.).
- Compliance policy and procedure changes.
- Results of compliance monitoring activities.
- Results of compliance auditing activities.
- Summary of completed and pending investigations, including an overview of any investigation findings, significant investigations and compliance hotline activity.
- Update on compliance training and communications.
- Any other areas requested by the members of the Committee.

The Committee shall have the power and authority to perform the following duties and to fulfill the following responsibilities:

- Assist the Compliance Officer in satisfying his/her responsibilities to implement, oversee, maintain, review and continuously improve the Compliance Program.
- Assist the Compliance Officer and provide support in ensuring that all aspects of Eagle's Compliance Program, including Eagle's code of conduct, annual compliance plans, policies, procedures and training, are properly developed, updated, implemented, disseminated, understood, and followed.
- Maintain general industry awareness and recommend changes to the Compliance Program based on industry developments, legal guidance, Eagle practices and/or other standards and requirements identified by the Committee.
- Recommend to the Compliance Officer specific concerns and/or issues related to the Compliance Program that the Committee believes need to be addressed by the Committee, Compliance Officer and/or senior management



## **DUTIES AND RESPONSIBILITIES (CONTINUED)**

- Assist in the identification and analysis of compliance risk areas.
- Review and provide recommendations regarding Eagle's annual compliance plan(s) related to training, auditing, monitoring and/or other key activities.
- Encourage employees and agents to act in compliance with applicable laws, regulations, industry standards, and Eagle's policies and procedures.
- Assist in promoting compliance and detection of potential violations of any law, regulation, or the Compliance Program, including regular review of compliance investigations, monitoring and auditing activities.
- Conduct a review of this Charter at least annually, and review and approve all changes to this Charter.

## **REPORTING**

The Compliance Officer also shall report to the Board of Directors on the adequacy and effectiveness of the Compliance Program at least quarterly, including the activities of the Committee.

## **CONFLICTS OF INTEREST**

In the event of a conflict of interest relevant to a matter that is being reviewed by the Compliance Committee, appropriate disclosure and/or recusal consistent with Eagle policy is required.

## **RECORD KEEPING**

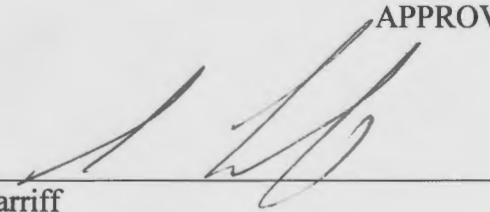
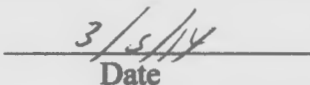
The Compliance Officer is responsible for maintaining copies of all Committee agendas, meeting minutes and other meeting materials in accordance with Eagle's Records Management Policy.



**CONFIDENTIALITY/PRIVILEGE**

Committee members and any other attendees at any Committee meeting must treat all agendas, minutes, meeting materials and oral comments at such meetings as confidential, except to the extent required by applicable law or Eagle policy.

Any materials created and/or communications performed under privilege (e.g., attorney-client privilege) by Eagle's internal or outside legal counsel shall be treated by the Committee members and any other attendees at any Committee meeting, as applicable, as directed by the attorney involved in a particular matter.

<b>EAGLE PHARMACEUTICALS, INC. CORPORATE COMPLIANCE COMMITTEE CHARTER</b>	
Version: 1.0	
Effective Date March 2, 2015	
APPROVED BY:	
 _____ Scott Tarriff Chief Executive Officer	 _____ Date