



**CORPORATE FINANCE
POLICY/PROCEDURE**

POLICY/PROCEDURE NO. CFP-WPP-0001	WINDOW PERIOD POLICY
VERSION 3.0	November 14, 2019
Page 1 of 4	

The Board of Directors (the “**Board**”) of Eagle Pharmaceuticals, Inc. (the “**Company**”) believes that directors, officers and other employees of the Company should have a meaningful investment in the Company. As stockholders themselves, directors, officers and other employees are more likely to represent the interests of other stockholders. Likewise, officers and other employees may perform more effectively with the incentive of stock options or stock ownership.

However, from time to time, directors, officers and certain other employees will be aware of information that could be material to a stockholder’s investment decision, but which in the best interests of the Company should not be disclosed until a later time. Hindsight can be remarkably acute, and an accusation can always be made that at any particular time a purchase or sale of securities by an insider was motivated by undisclosed favorable or unfavorable information. In such circumstances, the appearance of impropriety can be almost as problematic as an actual abuse, both to the Company and to the insider involved.

The Board has therefore determined that it would be useful to establish this Window Period Policy for transactions involving the Company’s securities by directors, officers and other designated employees of the Company.

A. WINDOW PERIOD. Generally, except as otherwise set forth in this Window Period Policy, directors, officers and other employees of the Company designated pursuant to paragraph C below, may buy, sell or distribute securities of the Company only during a “window period” commencing on the second business day after general public release of the Company’s annual or quarterly financial results through the day two weeks before the end of the quarter (or if such day is not a business day, then the immediately preceding business day). This “window” may be closed early or may not open if, in the judgment of the Company’s Chief Financial Officer and/or General Counsel, there exists undisclosed information that would make trades by directors, officers and such other designated employees of the Company inappropriate. Employees shall be notified of the window status via email. An officer, director or other designated employee of the Company who believes that special circumstances require him or her to trade outside the window period should consult with the Company’s Chief Financial Officer or General Counsel. Permission to trade outside the “window” will be granted only where the circumstances are extenuating and there appears to be no significant risk that the trade may subsequently be questioned.

1. Exceptions to Window Period.

a. ESPP/Option Exercises; Pro-Rata Distributions. Officers and other employees of the Company who are eligible to do so may purchase stock under the Company’s 2014 Employee Stock Purchase Plan (the “**ESPP**”), on designated dates in accordance



**CORPORATE FINANCE
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VERSION 3.0	November 14, 2019
Page 2 of 4	

with the terms of the ESPP without being subject to the restrictions set forth under paragraph A above. Directors, officers and other employees similarly may exercise options, through exercise and hold and net withheld, granted under the Company's equity incentive plans without being subject to the restrictions set forth under paragraph A above. However, the subsequent sale of the stock acquired upon the exercise of such options or pursuant to the ESPP is subject to all provisions of this Window Period Policy. In addition, any pro-rata distribution by a stockholder that is an entity, that is not a change in beneficial ownership, is not subject to this Window Period Policy.

b. 10b5-1 Automatic Trading Programs. In addition, purchases or sales of the Company's securities made pursuant to, and in compliance with, a written plan (a "**Plan**") established by a director, officer or other employee of the Company that meets the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), may be made without being subject to the restrictions set forth under paragraph A above, provided that (i) the Plan was established in good faith, in compliance with the requirements of Rule 10b5-1, at a time when such individual was not in possession of material nonpublic information about the Company and the Company had not imposed any trading blackout period, (ii) the Plan was reviewed by the Company prior to establishment, and (iii) the Plan allows for the cancellation of a transaction and/or suspension of such Plan upon notice and request by the Company to the individual if any proposed trade (a) fails to comply with applicable laws (*i.e.*, exceeds the number of shares that may be sold under Rule 144 promulgated under the Securities Act of 1933, as amended ("**Rule 144**")), or (b) would create material adverse consequences for the Company. The Company shall be notified promptly of any amendments to a Plan or the termination of a Plan.

B. PRE-CLEARANCE OR ADVANCE NOTICE OF TRANSACTIONS. In addition to the requirements of paragraph A above, officers and directors (and such other employees of the Company as the Chief Financial Officer or General Counsel may designate from time to time because of their access to sensitive information, which designees shall initially be all employees of the Company until such time as the Chief Financial Officer and/or General Counsel determines otherwise) may not engage in any transaction in the Company's securities, including any purchase or sale in the open market, loan, pledge, or other transfer of beneficial ownership, without first obtaining pre-clearance of the transaction from the Company's Chief Financial Officer and General Counsel or their designees (collectively, the "**Pre-Clearance Individuals**" and any one individually, a "**Pre-Clearance Individual**") in advance of the proposed transaction. Any transaction under a Plan that has been pre-cleared will be deemed to be a pre-cleared transaction so long as the transaction is conducted and completed in accordance with the Plan. A Pre-Clearance Individual will then determine whether the transaction may proceed. Pre-cleared transactions not completed within five business days shall require new pre-clearance under the provisions of this paragraph. The Company may, at its discretion, shorten such period of time.



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POLICY/PROCEDURE NO. CFP-WPP-0001	WINDOW PERIOD POLICY
VERSION 3.0	November 14, 2019
Page 3 of 4	

Advance notice of gifts or an intent to exercise an outstanding stock option by persons subject to this paragraph shall also be given to a Pre-Clearance Individual. To the extent possible, advance notice of upcoming transactions effected pursuant to a Plan under paragraph A(1)(b) above shall be given to a Pre-Clearance Individual. Upon the completion of any transaction, officers and directors of the Company must immediately notify the Chief Financial Officer so that the Company may assist the individual in complying with his or her reporting obligations under Section 16 of the Exchange Act, if applicable.

C. COVERED INSIDERS. The provisions outlined in this Window Period Policy apply to all directors and officers of the Company, and to such other employees of the Company as the Chief Financial Officer or General Counsel may designate from time to time because of their access to sensitive information (which designees shall initially be all employees of the Company until such time as the Chief Financial Officer and/or General Counsel determines otherwise). Generally, any entities or family members whose trading activities are controlled or influenced by any of such persons should be considered to be subject to the same restrictions.

D. SHORT-SWING TRADING/SECTION 16 REPORTS. Officers and directors of the Company subject to the reporting obligations under Section 16 of the Exchange Act should take care not to violate the prohibition on short-swing trading (Section 16(b) of the Exchange Act) and the restrictions on sales by control persons (Rule 144), and should file with the Securities and Exchange Commission all appropriate Section 16(a) reports (Forms 3, 4 and 5).

POLICY HISTORY

VERSION NUMBER	EFFECTIVE DATE	REVISION DESCRIPTION
1.0		Original Policy/Procedure (footer: 140285 v2/BN)
2.0	May 29, 2019	Periodic review; and updates to format to bring in line with format of other Corporate Policies
3.0	Nov.14, 2019	Updates to reflect employees seeking to trade are required to first obtain approval from CFO/GC (rather than CEO/CFO).



**CORPORATE FINANCE
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POLICY/PROCEDURE NO. CFP-WPP-0001	WINDOW PERIOD POLICY
VERSION 3.0	November 14, 2019
Page 4 of 4	

EAGLE PHARMACEUTICALS, INC. WINDOW PERIOD POLICY	
Version: 3.0	
Effective Date: November 14, 2019	
APPROVED BY:	
<p><small>DocuSigned by:</small> <i>Michael Cordera</i> <small>F9C76D7F439A49E...</small></p> <hr/> <p>Michael W. Cordera Chief Compliance Officer Chairperson – Corporate Compliance Committee</p>	<p>11/14/2019 2:01 PM PST</p> <hr/> <p>Date</p>
<p><small>DocuSigned by:</small> <i>Adrian Hepner</i> <small>1AD4FB411FAD481...</small></p> <hr/> <p>Adrian Hepner Chief Medical Officer Member – Corporate Compliance Committee</p>	<p>11/14/2019 12:19 PM PST</p> <hr/> <p>Date</p>
<p><small>DocuSigned by:</small> <i>David Pernock</i> <small>64C2ED124F104F9...</small></p> <hr/> <p>David Pernock President & Chief Operating Officer Member – Corporate Compliance Committee</p>	<p>11/14/2019 12:20 PM PST</p> <hr/> <p>Date</p>
<p><small>DocuSigned by:</small> <i>Pete Meyers</i> <small>D9B629B88511494...</small></p> <hr/> <p>Pete A. Meyers CFO Member – Corporate Compliance Committee</p>	<p>11/14/2019 12:27 PM PST</p> <hr/> <p>Date</p>

Certificate Of Completion

Envelope Id: 583159503461475FAB4C312590DB26D0	Status: Completed
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Source Envelope:	
Document Pages: 4	Signatures: 4
Certificate Pages: 5	Initials: 0
AutoNav: Enabled	Envelope Originator:
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Time Zone: (UTC-08:00) Pacific Time (US & Canada)	50 Tice Blvd
	Suite 315
	Woodcliff Lake, NJ 07677
	tbonelli@eagleus.com
	IP Address: 108.53.199.5


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11/14/2019 11:45:45 AM	tbonelli@eagleus.com	

Signer Events

Adrian Hepner
 ahepner@eagleus.com
 CMO
 Eagle Pharmaceuticals
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Signature

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David Pernock
 dpernock@eagleus.com
 President & COO
 Security Level: Email, Account Authentication (None)

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Michael Cordera
 mcordera@eagleus.com
 Executive Vice President, General Counsel
 REPLACE AS TEXT FIELD (no CO FIELD)
 Security Level: Email, Account Authentication (None)

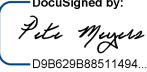
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 Not Offered via DocuSign

Pete Meyers
 pmeyers@eagleus.com
 CFO
 Security Level: Email, Account Authentication (None)

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 Using IP Address: 108.53.199.5

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In Person Signer Events	Signature	Timestamp
Editor Delivery Events	Status	Timestamp
Agent Delivery Events	Status	Timestamp
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Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
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Payment Events	Status	Timestamps
Electronic Record and Signature Disclosure		

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Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. To indicate to us that you are changing your mind, you must withdraw your consent using the DocuSign 'Withdraw Consent' form on the signing page of a DocuSign envelope instead of signing it. This will indicate to us that you have withdrawn your consent to receive required notices and disclosures electronically from us and you will no longer be able to use the DocuSign system to receive required notices and consents electronically from us or to sign electronically documents from us.

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How to contact Eagle Pharmaceuticals, Inc.:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: dcolarte@iSectra.com

To advise Eagle Pharmaceuticals, Inc. of your new e-mail address

To let us know of a change in your e-mail address where we should send notices and disclosures electronically to you, you must send an email message to us at dcolarte@iSectra.com and in the body of such request you must state: your previous e-mail address, your new e-mail address. We do not require any other information from you to change your email address..

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- ii. send us an e-mail to dcolarte@iSectra.com and in the body of such request you must state your e-mail, full name, US Postal Address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

Operating Systems:	Windows® 2000, Windows® XP, Windows Vista®; Mac OS® X
Browsers:	Final release versions of Internet Explorer® 6.0 or above (Windows only); Mozilla Firefox 2.0 or above (Windows and Mac); Safari™ 3.0 or above (Mac only)
PDF Reader:	Acrobat® or similar software may be required to view and print PDF files
Screen Resolution:	800 x 600 minimum

Enabled Security Settings:	Allow per session cookies
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