



CORPORATE COMPLIANCE PROGRAM CHARTER

PURPOSE

Eagle Pharmaceuticals, Inc. (“Eagle”) has established a Corporate Compliance Program (“Compliance Program”) designed to identify, prevent and mitigate compliance risk to Eagle. This Charter describes the scope of the Compliance Program and outlines the roles and responsibilities of the Chief Compliance Officer (“Compliance Officer”), who is tasked with oversight of the Compliance Department and implementing, maintaining, reviewing and continuously improving the Compliance Program.

The Compliance Program shall incorporate the most recent guidelines from the U.S. Sentencing Commission, the U.S. Department of Health and Human Services Office of Inspector General (“OIG”), other U.S federal and state governmental bodies, and relevant industry codes, including the Pharmaceutical Research and Manufacturers of America Code on Interactions with Healthcare Professionals (“PhRMA Code”).

To achieve the mission of the Compliance Program, the following seven elements of an effective compliance program recommended by the OIG in its *Compliance Program Guidance for Pharmaceutical Manufactures* shall be implemented and managed by the Compliance Department:

1. Implementing written policies and procedures;
2. Designating a compliance officer and compliance committee;
3. Conducting effective training and education;
4. Developing effective lines of communication;
5. Conducting internal monitoring and auditing;
6. Enforcing standards through well-publicized disciplinary guidelines; and
7. Responding promptly to detected problems and undertaking corrective action.

ORGANIZATION

The Compliance Program is managed by the Compliance Officer, who directs the Compliance Department and chairs the Corporate Compliance & Ethics Committee (“Committee”). The Compliance Officer has a direct report to Eagle’s President/CEO and shall have free and unrestricted access to Eagle’s Board of Directors (“Board”).



RESPONSIBILITIES

Compliance Department

The Compliance Department is the department within Eagle responsible for developing, overseeing, managing and continuously improving the Compliance Program. This includes, but is not limited to:

- Establishing corporate compliance policies and procedures and assisting business units in developing policies and procedures to address laws, regulations and industry codes.
- Developing and delivering training on Eagle's Code of Conduct, corporate compliance policies and procedures and other job specific compliance trainings.
- Developing and implementing a communications program to effectively promote the corporate compliance program.
- Maintaining effective lines of communication (e.g., the compliance hotline) between the Compliance Department and Eagle employees where compliance-related questions and concerns can be reported without fear of retaliation.
- Conducting compliance monitoring activities to proactively measure adherence to Eagle corporate compliance policies and procedures and utilizing the monitoring results as a means to continually improve the compliance program by implementing appropriate corrective action.
- Conducting retrospective internal audits, based on an annual risk assessment and audit plan, on areas of particular compliance risk to Eagle.
- Promoting and enforcing compliance by applying consistent and effective corrective and disciplinary action to address noncompliance.
- Conducting investigations to review potential instances of noncompliance promptly, and responding appropriately.
- Reporting exchanges of value between Eagle and health care professionals and health care entities in accordance with federal, state and local transparency requirements.

Corporate Compliance Committee

The Committee is responsible for providing oversight of, and guidance to, the Compliance Officer with regard to his/her responsibility to maintain a comprehensive and effective Compliance Program. The Committee's purpose, scope and responsibilities are defined in more detail in the **Corporate Compliance Committee Charter**.



RESPONSIBILITIES (CONTINUED)

Chief Compliance Officer

The Compliance Officer is the executive responsible and accountable for implementation, oversight and maintenance of Eagle's Compliance Program. The Compliance Officer's duties include, but are not limited to, the following:

- Overseeing a comprehensive approach to establishing a culture of accountability and compliance within Eagle.
- Developing and managing the Compliance Department, including direct reports responsible for the following functions: training, policy, internal investigations, transparency, monitoring and auditing.
- Implementing and overseeing the Compliance Program, including:
 - Setting the strategic direction for Eagle's compliance activities and overseeing the execution of these efforts through an annual risk assessment and work plan.
 - Directing the development and implementation of compliance policies and procedures.
 - Coordinating the development and implementation of compliance training.
 - Overseeing and monitoring Eagle's adherence to the Compliance Program.
 - Overseeing and coordinating enforcement and corrective action in response to noncompliance with the Compliance Program.
 - Collaborating with other functional groups to develop controls, goals and/or metrics that foster a culture of compliance by establishing accountability throughout each functional area.
 - In coordination with Human Resources as appropriate, determining appropriate and consistent disciplinary or corrective action in response to compliance issues.
- Regularly reviewing reports of new compliance developments throughout the industry.
- Approving various internal and external certifications of compliance and transparency disclosure requirements as required by business practice, regulation and/or law (e.g., state certifications, PhRMA Code, transparency postings, etc.).
- Providing regular updates to the Board and the Committee (as detailed in the "Reporting" section below).
- Working with industry associations, authorities and public institutions to influence industry policies and standards.



REPORTING

Reporting on the activities of the Compliance Program shall be performed as follows:

- 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 audit 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 Compliance Officer also shall report to the Board on the adequacy and effectiveness of the Compliance Program at least quarterly, including the activities of the Committee. Specifically, the Compliance Officer shall develop a process to perform this periodic assessment, which shall include:
 - Developing criteria that defines an adequate and effective compliance program based on commonly accepted industry guidance including, but not limited to, the OIG Compliance Program Guidance for Pharmaceutical Manufacturers, Federal Sentencing Guidelines, expectations set forth by regulators in corporate integrity and similar settlement agreements, PhRMA Code, other relevant industry codes and better industry practices.
 - Identifying an independent internal or external body with sufficient knowledge and expertise to periodically conduct an assessment of the effectiveness of the compliance program.
 - Identifying and performing corrective action based on recommendations for improvement.

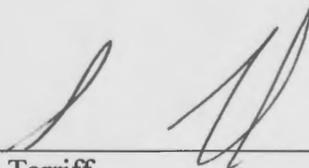


CONFLICTS OF INTEREST

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

RECORD KEEPING

The Compliance Department documentation will be maintained in accordance with Eagle's records management program.

EAGLE PHARMACEUTICALS, INC. CORPORATE COMPLIANCE PROGRAM CHARTER	
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 _____ Scott Tarriff Chief Executive Officer	APPROVED BY: _____ 3/5/15 Date