



Marathon
Pharmaceuticals, LLC

COMPLIANCE COMMITTEE

Charter: Effective November 1, 2011

Committee Responsibilities

The Compliance Committee will develop and implement internal controls and procedures that promote adherence by Marathon Pharmaceuticals, LLC (together with its subsidiaries, “Marathon” or the “Company”) to all laws, regulations, and requirements that apply to any aspect of the business. The Compliance Committee will also monitor the Company’s commitment to compliance and the highest standards of ethical and just conduct. The goal of the Compliance Committee is to prevent, identify and correct unlawful and/or unethical behavior.

After appointment by the Company’s Board of Managers, the Compliance Committee will have the final authority to develop, implement and maintain a Compliance Program for Marathon that will consist of:

- Written standards of conduct and policies/procedures that verbalize the Company’s commitment to compliance;
- Regular education and training programs for all affected Company employees;
- An effective line of communication between the Company’s Corporate Compliance Officer and all Company employees and a confidential system/process by which compliance issues can be reported while protecting the anonymity of the complainant;
- An audit process to monitor compliance and to identify problem areas;
- A mechanism to perform objective investigations of potential compliance or ethical breaches;
- Policies to ensure that appropriate disciplinary actions are taken for any Company employee that is found to be guilty of non-compliance or misconduct; and
- A mechanism to report any self-discovered violations to appropriate Federal, State and local agencies within 30 days after a determination is made that there is credible evidence of a reportable violation.

Committee Membership

The Compliance Committee will be chaired by the Company’s Executive Vice President of Legal Affairs and General Counsel who will also serve as the Company’s Corporate

Compliance Officer. The Compliance Committee will also consist of the Company's Executive Vice President of Development, Controller and Director of Manufacturing. The Compliance Committee may from time to time in its discretion invite non-voting guest employees to attend certain meetings when issues relating to them or their Departments are being discussed or otherwise addressed. Compliance Committee responsibilities may not be delegated to line personnel.

Depending on the issues to be discussed, not all Compliance Committee members need to attend regularly scheduled meetings, but at least 3 members must be present for a quorum to be reached.

Frequency of Meetings

Compliance Committee meetings will be scheduled on a semi-annual or as needed basis. The Company's Corporate Compliance Officer will issue an agenda for each meeting and maintain a written record of Compliance Committee deliberations, investigations, and, if applicable, any remedial or disciplinary actions taken. If no issues are identified, the Corporate Compliance Officer will have the discretion to cancel any regularly scheduled meeting. The Corporate Compliance Officer will apprise the Company's President of significant issues impacting the compliance status of the Company, who in turn will update the Company's Board of Managers. In addition, the Corporate Compliance Officer will have direct access to the Company's Board of Managers, when and as needed or appropriate.