

# EAGLE PHARMACEUTICALS, INC.

## CHARTER OF THE DISCLOSURE COMMITTEE

This Disclosure Committee Charter (the "*Charter*") of Eagle Pharmaceuticals, Inc., (the "*Company*"), has been adopted by the Chief Executive Officer and Chief Financial Officer (collectively, the "*Senior Officers*") and ratified by the Board of Directors of the Company (the "*Board*"). The Charter is subject to amendment from time to time by mutual agreement of the Senior Officers and ratification by the Audit Committee of the Board (the "*Audit Committee*").

### PURPOSE

The purpose of the Disclosure Committee (the "*Committee*") is to (i) oversee production of information required to be disclosed on a timely basis by the Company in its (a) filings with, or submissions to, the Securities and Exchange Commission ("*SEC*") under the Securities Exchange Act of 1934, as amended ("*1934 Act*"), which shall include annual reports on Form 10-K (each, an "*Annual Report*"), quarterly reports on Form 10-Q (each, a "*Quarterly Report*"), current reports on Form 8-K (each, a "*Current Report*"), definitive proxy materials, definitive information statements, and any amendments to these reports or documents (collectively, the "*SEC Filings*"), (b) press releases containing financial information, earnings guidance, information about material acquisitions or dispositions or other information material to the Company's security holders, and (c) such other information and materials as may be designated from time to time by the Senior Officers (collectively, the "*Disclosure Statements*"); (ii) collect the information accumulated; (iii) make inquiries when the Committee believes it appropriate to assure itself of completeness and reliability of the collected information; and (iv) make recommendations concerning materiality and required disclosure obligations on a timely basis, together with the Senior Officers, as more particularly described below.

### COMPOSITION

Committee membership shall consist of officers and employees of the Company initially designated by the Board and subsequently modified by the Senior Officers from time to time, as they deem appropriate.

In addition, the Senior Officers shall appoint a reporter for the Committee (the "*Disclosure Reporter*") who shall be responsible for (i) scheduling and presiding over meetings and preparing agendas, (ii) coordinating the activities of the Committee, (iii) appointing Committee members to work with the various business units or departments within the Company from which information is gathered based on such member's position and expertise, (iv) interfacing with the Audit Committee and the Board, (v) preparing and implementing a time and responsibilities schedule, and (vi) documenting compliance with disclosure policies and procedures.

## RESPONSIBILITIES

Subject to the supervision and oversight of the Senior Officers, the Committee shall be responsible for the following:

1. *Disclosure Controls and Procedures* – Assisting the Senior Officers in designing and establishing written controls and other procedures (which may include controls and other procedures currently in use by the Company) to ensure that (i) information required to be disclosed by the Company in compliance with federal securities laws is recorded, processed, summarized and reported accurately and on a timely basis and (ii) information is accumulated and communicated to the Disclosure Committee to allow timely decisions regarding such required disclosure (the “*Disclosure Controls*”).
2. *Internal Controls* – Assisting the Senior Officers in monitoring the integrity and effectiveness of the Company’s internal controls. The Committee should work closely with the finance department to ensure that internal controls are effective and disclosure is consistent.
3. *Collection of Information* – Ensuring that information potentially required to be disclosed is accumulated and communicated to the Committee, as well as testing the accumulated information for reliability.
4. *Consultation with Senior Officers* – Meeting with the Senior Officers to assist them in complying with their certification obligations, which should include a discussion and review of the Disclosure Controls, the information accumulated, and any follow-up that may be necessary.
5. *Preparation of Time and Responsibilities Schedules* – Preparing and updating a detailed time and responsibilities schedule for each Annual Report and each Quarterly Report (collectively, the “*Periodic Reports*”), definitive proxy statement, and definitive information statement to be filed pursuant to the 1934 Act, and each Current Report as deemed necessary by the Disclosure Reporter or the Senior Officers.
6. *Reviewing Disclosure Statements* – Reviewing and supervising the preparation of the Disclosure Statements and presenting them for review to the Senior Officers.
7. *Evaluating Disclosure Controls* – Assisting the Senior Officers in evaluating the effectiveness of the Disclosure Controls as of the end of the period covered by the Periodic Reports.
8. *Meeting with the Audit Committee* – The Committee or the Disclosure Reporter, on behalf of the Committee, will meet with the Audit Committee as part of the Committee’s regular review of the Periodic Reports (and other Disclosure Statements, when applicable and as deemed appropriate by the Senior Officers) to ensure the disclosure of the following items to the Audit Committee: (i) the due diligence procedures undertaken by the Senior Officers with respect to the Disclosure Statement at issue; (ii) any issues of concern that were uncovered in the due diligence process; (iii) the contents of the Senior Officers’ personal certifications, if applicable; and (iv) the contents of any disclosure regarding (a) the effectiveness of the Disclosure Controls, (b) all significant deficiencies in the design or operation of the Company’s

internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data, (c) any material weakness in the Company's internal controls, (d) changes in the Company's internal controls or in other factors that could significantly affect the Company's internal controls or (e) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.

**9. *Disclosure Best Practices***

**a.** Conduct a preliminary evaluation early in a reporting cycle of the Disclosure Controls so that any necessary changes can be implemented prior to the actual evaluation that is as of the end of the period covered by the report;

**b.** Regular monitoring of the financial press, chat rooms and other third parties for comments and criticisms targeted at or applicable to the Company; and

**c.** Periodic review of the SEC filings of other companies in the same industry as the Company and other relevant industries to ensure that the Company remains apprised of relevant trends in corporate disclosure practices.

**10. *Committee Self Assessment*** – The Committee shall periodically review, discuss and assess its own performance, as well as the Committee purpose, responsibilities and procedures, seeking input from senior management, the Audit Committee and others as deemed necessary. Changes in the purpose, responsibilities and procedures of the Committee as outlined in this Charter, if any, shall be recommended to the Senior Officers for approval and implementation according to the procedures described above.

**11. *Other Responsibilities*** – The Committee also shall have such other responsibilities as the Senior Officers may assign it from time to time.

**PROCEDURES**

The Committee shall follow the following procedures in performance of its responsibilities:

*Disclosure Statements* – The Committee may designate two or more officers or other agents of the Company, at least one of whom shall be knowledgeable about the rules and regulations, as well as the disclosure obligations, relating to the Company, and at least one of whom shall be knowledgeable about financial reporting, who can, acting together, review the Disclosure Statements (other than the SEC Filings) when circumstances do not permit the full Committee to meet and review the Disclosure Statements.

*Charter Interpretation* – Any question of interpretation of this Charter or the Committee's procedures shall be determined by any Senior Officer or, in the absence of the Senior Officers, the Disclosure Reporter.

*Checklist* – The Disclosure Reporter shall complete a checklist at each of the Committee's meetings confirming the actions completed as of such meeting. Such checklist should be filed with any back-up materials for such Disclosure Statement, if any.

*Subcommittees* – The Committee shall appoint members to subcommittees as necessary to discuss and review less material issues that may be within the expertise of such members. One member shall be designated to be the reporter for such subcommittee and shall keep minutes of each of the subcommittee's meetings. The subcommittee reporter should distribute the minutes to each subcommittee member prior to the next full Committee meeting and should present such minutes for discussion to the full Committee at the next Committee meeting.

*Available Resources* – The Committee shall be authorized to access such internal and, in consultation with Senior Officers, external resources (such as outside legal counsel and the Company's independent auditor) as the Committee deems necessary or appropriate to fulfill its defined responsibilities. Specifically, and without limitation, the Committee shall have full access to all Company books, records, facilities, and personnel.

#### **MEETING FREQUENCY**

The Committee shall meet as frequently as considered necessary by the Committee to (i) ensure the accuracy, completeness and timeliness of the Disclosure Statements, (ii) evaluate the Disclosure Controls, and (iii) determine whether any changes to the Disclosure Controls are necessary or advisable in connection with the preparation of the Company's upcoming Disclosure Statements, taking into account developments since the most recent meeting, including changes in the Company's organization and business lines and any change in economic or industry conditions.