

ACHILLION PHARMACEUTICALS, INC.
STRATEGY COMMITTEE CHARTER

A. Purpose

The primary function of the Strategy Committee (the “Committee”) of the Board of Directors (the “Board”) of Achillion Pharmaceuticals, Inc. (the “Company”) is to exercise the responsibilities and duties set forth below, including, but not limited to, assisting management in carrying out its various responsibilities related to business focus, potential mergers, acquisitions, divestitures, financial initiatives, and other strategic transactions as they come before the Company (“Corporate Strategic Transactions”).

B. Structure and Membership

1. Number. The Strategy Committee shall consist of at least two members of the Board.
2. Chair. Unless the Board elects a Chair of the Strategy Committee, the Strategy Committee shall elect a Chair by majority vote.
3. Compensation. The compensation of Strategy Committee members shall be as determined by the Board.
4. Selection and Removal. Members of the Strategy Committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Strategy Committee from such committee, with or without cause.

C. Authority and Responsibilities

General

The Strategy Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management, in accordance with its business judgment.

Strategy Matters

1. Review and provide guidance to management and the Board with respect to the Company’s strategy and business model.
2. Assist management and the Board in discussions on material changes in strategy, as they may evolve in the Company.
3. Periodically review with management prospective candidates for Corporate Strategic Transactions, when and as appropriate.
4. Provide periodic reports to the Board of any corporate strategic transactions and/or potential collaboration partners, being considered by management.

5. Notify the Nominating and Governance Committee of the Board of any conflict of interest or related party transaction that comes to the attention of the Committee in the exercise of its duties under this Charter.
6. Advise management on the most effective and appropriate communication of its strategic initiatives with external constituencies, including but not limited to investors, financial institutions and potential collaborators.
7. Exercise such additional powers and duties as may be reasonable, necessary or desirable, in the Committee's discretion, to fulfill its duties under this Charter. Specifically, the Committee may appoint, retain, terminate and oversee the work of any advisors and approve such advisors' fees and retention terms.

D. Procedures and Administration

1. Meetings. The Strategy Committee shall meet as often as it deems necessary in order to perform its responsibilities. It is intended that the Strategy Committee shall meet at least once annually. The Strategy Committee may also act by unanimous written consent in lieu of a meeting. The Strategy Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Strategy Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including a subcommittee consisting of a single member).
3. Reports to Board. The Strategy Committee shall report regularly to the Board.
4. Charter. At least annually, the Strategy Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Investigations. The Strategy Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Strategy Committee or any advisors engaged by the Strategy Committee.

Adopted: September 26, 2016