

ACHILLION PHARMACEUTICALS, INC.

COMPLIANCE COMMITTEE CHARTER

A. Purpose

The purpose of the Compliance Committee (the “Committee”) of the Board of Directors (the “Board”) of Achillion Pharmaceuticals, Inc. (the “Company”) is to assist the Board in fulfilling its oversight responsibilities relating to the Company’s compliance with laws, regulations, and industry standards that may cause significant business, regulatory, or reputational damage to the Company, as well as legal and business trends and public policy issues. It is intended that the Compliance Committee will have oversight regarding government investigations and litigation relating to the Company’s compliance with laws, regulations and industry standards. The primary function of the Compliance Committee is to oversee the development and implementation of compliance and ethics policies and practices at the Company. It is management’s responsibility to design and implement the compliance and ethics policies and practices at the Company. Nothing in this Charter shall expand the duties or liabilities of any Company director or officer beyond any duties and liabilities otherwise imposed by law.

The Audit Committee has oversight responsibility for matters of financial reporting, financial audit matters and internal controls over financial reporting, including compliance with all laws, rules and regulations governing such matters and risk oversight with respect to such areas. It is intended that the Audit Committee will have oversight regarding government investigations and litigation relating to the Company’s financial reporting, financial audit matters and internal controls over financial reporting. For any investigation or litigation matters involving areas of oversight by both the Audit Committee and the Compliance Committee, both committees will be involved.

B. Structure and Membership

1. Number. The compliance Committee shall consist of such number of directors as the Board shall from time to time determine, but not less than two members.
2. Independence. Each member of the Compliance Committee shall be an “independent director” as defined by the NASDAQ Rule 5605(a)(2).
3. Chair. Unless the Board elects a Chair of the Compliance Committee, the Compliance Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Compliance Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Compliance committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. At least one member of the committee shall serve concurrently on the Audit committee. The Board may remove members of the Compliance Committee from such Committee, with or without cause.

C. Authority and Responsibilities

General

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

Authority and Responsibilities

1. Oversee the Company's activities in the area of compliance with laws regulations and industry standards, except where the oversight responsibility is with the Audit Committee.
2. Review and monitor significant compliance risk areas and the steps management takes to monitor, control, and report such compliance risk exposures.
3. Review and monitor the development and effectiveness of the Company's Compliance Program and recommend improvements as necessary or appropriate.
4. Periodically review and recommend to the full Board any changes to the Company's Code of Conduct.
5. Ensure proper communication of significant compliance issues to the full Board of Directors.
6. Review and monitor efforts to promote an ethical culture.
7. Oversee the mechanisms for employees to seek guidance and report concerns regarding matters of compliance with laws, regulations and industry standards.
8. Receive and evaluate reports and assess risk regarding internal investigations or government or regulatory actions that may indicate a significant compliance or regulatory issue within the Company that may cause significant financial or reputational damage to the Company.
9. Receive and evaluate reports from the General Counsel regarding any data suggesting significant non-compliance with laws, regulations and industry standards that could affect the Compliance Program or the Company. Any data suggesting significant non-compliance involving any of the Company's officers shall be reported to the Chair immediately.
10. 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, or as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Compliance Committee shall meet as often as it deems necessary in order to perform its responsibilities. It is intended that the Compliance Committee shall meet at least twice annually. The Compliance Committee may also act by unanimous written consent in lieu of a meeting. The Compliance Committee shall keep such records of its meetings as it shall deem appropriate.

2. Subcommittees. The Compliance 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 Compliance Committee shall report regularly to the Board.
4. Charter. The Compliance Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
5. Independent Advisors. The Compliance Committee is authorized, without further action by the Board, to engage such independent legal, compliance and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Compliance Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Compliance Committee.
6. Investigations. The Compliance 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 Compliance Committee or any advisors engaged by the Committee.
7. Self-Evaluation. The Compliance Committee shall periodically evaluate its own performance.
8. Funding. The Compliance Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Compliance Committee that are necessary or appropriate in carrying out its duties.

Adopted: March 28, 2017