

# RADIUS HEALTH, INC.

## STRATEGY COMMITTEE CHARTER

### A. Purpose

The primary function of the Strategy Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Radius Health, Inc. (the “*Company*”) is to assist the Board in carrying out its oversight responsibilities related to business strategy and potential strategic transactions of the Company.

### B. Structure and Membership

1. Number. The Committee shall consist of at least two members of the Board.
2. Independence. Except as otherwise determined by the Board, each member of the Committee shall be “independent” as defined by NASDAQ Rule 5605(a)(2).
3. Chair. Unless the Board elects a Chair of the Committee, the Strategy Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Committee from such committee, with or without cause.

### C. Authority and Responsibilities

#### General

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

#### Strategy Matters

The Committee shall:

1. Review and provide guidance to management and the Board with respect to the Company’s long-term business strategy.
2. Based on the Company’s business strategy, assist and advise management and the Board on the Company’s business development strategy, including on optimal transaction structures and partner companies for existing programs and on potential partnering or acquisition opportunities.

3. Review with management potential strategic transactions and business development opportunities on an ad-hoc basis.
4. Provide advice to management on engagement of strategic, financial and business development advisors to support the execution of its business development and corporate strategy.
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. 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 Committee shall endeavor to meet at least two times per year and otherwise as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The 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 Committee shall report regularly to the Board.
4. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Investigations. The 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 Committee or any advisors engaged by the Committee.

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