CHARTER FOR THE
AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
OF
ASTEX PHARMACEUTICALS, INC.

(As amended and restated by the Board of Directors on June 22, 2012)

PURPOSE:

The purpose of the Audit Committee of the Board of Directors (the "**Board**") of Astex Pharmaceuticals, Inc., a Delaware corporation (the "**Company**"), is to assist the Board in fulfilling its responsibilities for generally overseeing:

- the accounting and financial reporting processes of the Company as well as the external audits of the Company's financial statements;

- (i) the Company's compliance with legal and regulatory requirements that may have a material effect on the Company's financial statements and results of operations, (ii) the independent auditor's qualifications, independence and performance, (iii) the Company's internal accounting and financial controls and improvements made or to be made in such controls, and (iv) the integrity of the Company's financial statements;

The appointment of the independent auditors, determine and approve the auditing fees, and oversee the engagement and work of the independent auditors. In addition, the Audit Committee provides the Board with the results of its monitoring and recommendations derived therefrom as well as such additional information and materials as the Audit Committee may deem necessary to make the Board aware of significant financial matters that require the attention of the Board. The Committee is also responsible for preparing the report required by the Securities and Exchange Commission (the "**SEC**") rules to be included in the Company's proxy statement for the annual meeting of stockholders.

In addition to the powers and responsibilities expressly delegated to the Audit Committee in this Charter, the Audit Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws. The powers and responsibilities delegated by the Board to the Audit Committee in this Charter or otherwise shall be exercised and carried out by the Audit Committee as it deems appropriate without requirement of Board approval, and any decision made by the Audit Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Audit Committee under this Charter) shall be at the Audit Committee's sole discretion.

MEMBERSHIP:

The Audit Committee will consist of at least three members of the Board; provided, that if at any time there is a vacancy on the Audit Committee and the remaining members meet all membership requirements, then the Audit Committee may consist of two members until the earlier of (i) the Company's next annual stockholders meeting (subject to the qualifications set forth in the Nasdaq Rules, as defined below), (ii) one year from the occurrence of the vacancy or (iii) the appointment of a new member to the Audit Committee.

Members of the Audit Committee must meet the following criteria (as well as any required criteria promulgated by the SEC now or in the future):

- Each member will be independent (i) in accordance with the audit committee requirements of the Nasdaq Stock Market LLC Marketplace Rules(the "**Nasdaq Rules**") and (ii) pursuant to the rules of the SEC; provided, that if a member of the Committee ceases to be independent for reasons outside the member's reasonable control, then the member may remain on the Committee until the earlier of the Company's next annual stockholders meeting or one year from the occurrence of the event that caused the member to cease to be independent;

- Each member will be able to read and understand fundamental financial statements, in accordance with the audit committee requirements of the Nasdaq Rules;

- At least one member will have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background, including a current or past position as a principal financial officer or other senior officer with financial oversight responsibilities, in accordance with the audit committee requirements of the Nasdaq Rules;

- No member may have participated in the preparation of the financial statements of the Company or any of the Company's current subsidiaries at any time during the last three years; and

- At least one member will be an "audit committee financial expert" in accordance with applicable rules and regulations.

The Audit Committee members (including the Chair of the Audit Committee) will be appointed by, and will serve at the discretion of, the Board. Audit Committee members may be removed from the Audit Committee, with or without cause, by the Board.

RESPONSIBILITIES:

The following are the principal recurring responsibilities of the Audit Committee. The Audit Committee may perform such other functions as are consistent with its purpose and applicable law as the Board or the Audit Committee deem appropriate. In carrying out its responsibilities, the Audit Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

- Internal Controls. The Audit Committee shall review the adequacy and effectiveness of the Company's system of internal controls, including meeting periodically with the Company's management and the independent auditors to review the adequacy of such controls, and to review the disclosure regarding such system of internal controls required under SEC rules to be contained in the Company's periodic filings and the attestations or reports by the independent auditors relating to such disclosure.

- Disclosure Controls and Procedures. The Committee shall review and discuss the adequacy and effectiveness of the Company's disclosure controls and procedures.

- Select, Hire and Supervise the Independent Auditor. The Committee shall be responsible for appointing, compensating, and overseeing and evaluating the performance and work of the independent auditor (including resolving disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related

work. The independent auditor will report directly to the Audit Committee. If appropriate, the Audit Committee will be responsible for replacing the independent auditor.

- Evaluate the Independence of the Independent Auditor. The Audit Committee shall: (i) review and discuss with, and ensure receipt from, the independent auditor the written independence disclosures required by the applicable requirements of the Public Company Accounting Oversight Board; (ii) review the independent auditors' peer review; (iii) review and discuss with the independent auditor on a periodic basis any other relationships or services (including permissible non-audit services) that may affect its objectivity and independence and to the extent there are such relationships or services, monitoring and investigating them; (iv) oversee the rotation of the independent auditor's lead audit and concurring partners and the rotation of other audit partners, with applicable time-out periods, in accordance with applicable law; and (v) take, or recommend that to the Board that it takes, appropriate action to oversee the independence of the Company's independent auditor.

- Approve Audit and Non-Audit Services and Fees. The Audit Committee shall review, pre-approve and negotiate the engagement of the independent auditor, including the overall scope, extent, procedures and focus of (i) the annual, and if applicable interim, audit and (ii) any non-audit services that are not otherwise prohibited by law, and associated fees. The foregoing shall also include the scope and level of involvement with unaudited quarterly or other interim-period information as well as the compensation to be paid to the independent auditor in connection with its engagement.

- Review Financial Statements. The Audit Committee shall review and discuss with management and the independent auditor the following: (i) the Company's annual audited financial statements and quarterly unaudited financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," in connection with filing the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, respectively, with the SEC; (ii) results of the independent audit and the quarterly reviews, and the independent auditor's opinion on the annual financial statements; and (iii) the reports and certifications regarding internal controls over financial reporting and disclosure controls. The Audit Committee shall also conduct a post-audit review of the financial statements and audit findings, including any significant suggestions for improvements provided to management by the independent auditor.

- Reports and Communications from the Independent Auditor. The Audit Committee shall review and discuss reports from the independent auditor concerning the following: (i) all critical accounting policies and practices that the Company will use; (ii) all alternative treatments of financial information within generally accepted accounting principles that the independent auditor has discussed with management, ramifications of the use of these alternative disclosures and treatments, and the treatment preferred by the independent auditor; (iii) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences and (iv) other matters required to be communicated to the Audit Committee under generally accepted auditing standards and other legal or regulatory requirements.

- Earnings Releases. The Audit Committee will review and discuss the quarterly earnings releases, as well as financial information and earnings guidance provided to analysts and ratings agencies.

- Legal and Regulatory Compliance. The Audit Committee shall review and discuss with management and the independent auditor (i) the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs, including the Company's code of ethics for its senior executive and financial officers, standards of business conduct and the Foreign Corrupt Practices Act and (ii) reports regarding compliance with applicable laws, regulations and internal compliance

programs that may have a material effect on the Company's financial statements and results of operations.

- Risks. The Audit Committee shall provide oversight and review of the Company's financial and accounting risk assessment and risk management guidelines, policies and processes, including the Company's policies for assessing and managing the principal credit risks, liquidity risks and market risks facing the Company, as well as the Company's overall strategic, operational, financial, legal, compliance, regulatory and investment policies.

- Authority to Investigate / Access. The Audit Committee shall have the authority, at the Company's expense, to institute special investigations with full access to all books, records, facilities and personnel of the Company.

- Authority to Obtain Advisors. The Audit Committee shall have the authority, as appropriate, to obtain advice and assistance from outside legal, accounting or other advisors.

- Related Party Transactions. The Audit Committee shall conduct an appropriate review and oversight of all related party transactions for potential conflicts of interest. "Related party transaction" shall refer to transactions required to be disclosed pursuant to Item 404 of Regulation S-K under the Securities Act of 1933.

- Charter Review. The Audit Committee shall review and reassess the adequacy of its own Charter, structure, processes and membership requirements annually and shall submit any recommended changes to the Charter to the Board or its Governance and Nominating Committee for review.

- Audit Committee Report. The Audit Committee shall prepare a report to be included in the Company's proxy statement for its annual stockholders meeting in accordance with the rules and regulations of the SEC.

- Complaints. The Audit Committee shall establish procedures for receiving, retaining and treating complaints and concerns received by the Company regarding accounting, internal accounting controls or auditing matters and procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters in accordance with applicable SEC rules and regulations.

- Information Systems. The Audit Committee shall oversee and review the Company's policies regarding information technology and management information systems.

MEETINGS:

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Audit Committee and set the agendas for Audit Committee meetings. The Audit Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Audit Committee. The Audit Committee will meet at least once each fiscal quarter.

The Audit Committee will meet separately with the Chief Executive Officer and separately with the Chief Financial Officer of the Company at such times as are appropriate to review the financial affairs of the Company. The Audit Committee will meet separately with the independent auditor, at such times as it deems appropriate, to review the independent auditor's examination and management report and to otherwise fulfill the responsibilities of the Audit Committee under this charter.

The Audit Committee may, in its discretion, invite to its meetings other Board members, members of the Company's management, representatives of the independent auditor, other financial personnel employed or retained by the Company or any other persons whose presence the Audit Committee believes to be necessary or appropriate. Such persons shall not participate in any discussion or deliberation unless invited to do so by the Audit Committee, and in any event shall not be entitled to vote.

MINUTES:

The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

REPORTS:

In addition to preparing the report in the Company's proxy statement for its annual stockholders meeting in accordance with the rules and regulations of the SEC, the Audit Committee will summarize its findings and recommendations and report to the Board as may be appropriate, consistent with this charter.

COMPENSATION:

Members of the Audit Committee shall receive certain fees for their service as Committee members. Such fees may include retainers and per meeting fees. Fees may be paid in such form of consideration as is determined by the Board. Changes in such compensation will be determined by the Board in its sole discretion.

No member of the Audit Committee may receive any compensation from the Company other than the fees that such person receives for service as a member of the Board or any committee thereof.

DELEGATION OF AUTHORITY:

The Audit Committee may, to the extent permitted under applicable law, the Nasdaq Rules and the SEC, and the Company's Certificate of Incorporation and Bylaws, delegate to one or more designated members of the Audit Committee the authority:

- to approve audit and permissible non-audit services, provided that such matters are subsequently reviewed with the Audit Committee at a scheduled meeting; and

- to approve such other matters as delegated by the Audit Committee as appropriate from time to time.

The Audit Committee may create a subcommittee consisting of one or more members of the committee and may delegate any of its duties and responsibilities to such subcommittee, unless otherwise prohibited by applicable law. The subcommittee, or a director on the subcommittee, will provide a written or oral report to the Audit Committee regarding any activities undertaken pursuant to such delegation. The Audit Committee may terminate any such subcommittee and revoke any such delegation at any time.

LIMITATION OF AUDIT COMMITTEE'S ROLE:

The Audit Committee's responsibility is one of oversight. The members of the Audit Committee are not employees of the Company, and they do not perform, or represent that they perform, the functions of management or the independent auditors. The Committee relies on the expertise and knowledge of management and the independent auditor in carrying out its oversight responsibilities. Management of the Company is responsible for preparing accurate and complete financial statements in accordance with

generally accepted accounting principles and for establishing and maintaining appropriate accounting principles and financial reporting policies and satisfactory internal control over financial reporting. The independent auditor is responsible for auditing the Company's annual financial statements and the effectiveness of the Company's internal control over financial reporting, expressing an opinion as to the conformity of such annual financial statement with generally accepted accounting principles and reviewing the Company's quarterly financial statements. It is not the responsibility of the Audit Committee to prepare or certify the Company's financial statements or guarantee the audits or reports of the independent auditor, or determine that the Company's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles and applicable laws, rules and regulations, and it is not the duty of the Audit Committee to certify that the independent auditor is "independent" under applicable rules. These are the fundamental responsibilities of management and the independent auditor, and each member of the Audit Committee shall be entitled to rely on the integrity of those persons within the Company and the professional experts (including the Company's independent auditor) from whom the Audit Committee receives the information and, absent actual knowledge to the contrary, the accuracy of the financial and other information provide to the Committee by such persons, professionals or experts.