



## Audit Committee Charter

### Organization

The Audit Committee (the "Audit Committee") of the Board of Directors of Cempra, Inc. (the "Company") is established pursuant to Article IV, Section 4.1 of the Bylaws of the Company.

- The Audit Committee will be comprised of not less than three independent members of the Board of Directors (subject to any applicable exceptions permitted under the listing standards of the Company's principal stock exchange).
- The Board of Directors will appoint Committee members annually for a term of one year.
- The Board of Directors will appoint a chairperson of the Audit Committee.
- The Board of Directors may remove or replace any Committee member at any time.
- Each Committee member must be able to read and understand the Company's fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement.
- At least one member of the Audit Committee must be an "audit committee financial expert" as defined under Item 407 of Regulation S-K having past employment experience in finance or accounting, professional certification in accounting, or comparable experience or background which results in the individual's financial sophistication.
- Except as otherwise permitted by the rules of the Company's principal stock exchange, each Committee member (a) must be independent as defined in such stock exchange's rules, (b) must not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof (other than in his or her capacity as a member of the Board of Directors, the Audit Committee or any other Board committee), (c) must not be an affiliated person of the Company or any of its subsidiaries and (d) must not have participated in the preparation of the Company's financial statements at any time during the past three years.

### Purpose

The purpose of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities regarding risk management. The Audit Committee will oversee and appraise the accounting and financial reporting process, the audit process, and the Company's process for monitoring compliance with laws and regulations and with the Company's codes of conduct and ethics. In performing its duties, the Audit Committee will maintain effective working relationships with the Board of Directors, management, any internal audit provider, and the external auditors. To properly perform his or her role, each Committee member will have an understanding of the responsibilities of Committee membership as well as familiarity with the Company's business, operations, and risks.

Although the Audit Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. That is the responsibility of management and the external auditors. Nor is it the duty of the Audit Committee to assure compliance with laws and regulations and the Company's codes of conduct and ethics.

### Roles and Responsibilities

The Audit Committee shall:

#### Internal Controls

- Evaluate whether management is appropriately communicating the importance of internal controls.
- Appraise the extent to which the external auditors and any internal audit provider examine computer systems and applications, the security of such systems and contingency plans for processing financial information in the event of a systems breakdown.
- Determine whether management responds in a timely fashion to internal control recommendations made by the external auditors and any internal audit provider.
- Ensure that the external auditors and any internal audit provider have access to the Audit Committee with regard to issues of fraud, deficiencies in internal controls and related matters.

#### Financial Reporting

#### *General*

- Oversee the accounting and financial reporting processes of the Company.
- Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Discuss with management and the external auditors and any internal audit provider significant risks and exposures and the plans to minimize such risks.

#### *Annual Financial Statements*

- Consider the annual financial statements and determine whether they are consistent with the information known to Committee members.
- Discuss judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of revenue recognition, tax valuation allowances and tax liabilities, long-lived assets and share-based compensation.
- Review and discuss with management and the external auditor the annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend the audited financial statements may be included in the Company's Form 10-K.
- Review the Company's Form 10-K before its release and consider whether the information contained therein is consistent with members' knowledge about the Company and its operations.
- Obligate the external auditors to communicate all required matters to the Audit Committee.

#### *Interim Financial Statements*

- Be briefed on how management develops and summarizes quarterly financial information, and the extent to which the external auditors review quarterly financial information.
- Meet with management and, if a pre-issuance review was completed, with the external auditors, either telephonically or in person, to discuss the interim financial statements and the results of the review (this may be done by the Committee chairperson or the entire Audit Committee).

#### Compliance with Laws and Regulations

- Appraise the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) on any fraudulent acts of accounting irregularities.
- Periodically obtain updates from management and the Company's tax director regarding compliance.
- Review the findings of any examinations by regulatory agencies such as the Securities and Exchange Commission.

#### Codes of Conduct and Ethics

- Ensure that codes of conduct and ethics are formalized in writing and obligate management to communicate them to all employees.
- Evaluate whether management is appropriately communicating the importance of the codes of conduct and ethics and the guidelines for acceptable business practices.
- Review the program for monitoring compliance with the codes of conduct and ethics.
- Periodically obtain updates from management regarding compliance with the codes of conduct and ethics.
- Investigate possible violations of the Company's codes of conduct and ethics, including actual or potential conflicts of interest and report the results and recommendations to the Board of Directors.
- Review and approve any potential conflict of interest under the Company's codes of conduct and ethics.

#### Internal Audit

- Review the qualifications of the internal audit provider and concur in the appointment, replacement, reassignment or dismissal of that party.
- Review the activities of the internal audit provider.

#### External Audit

- The Audit Committee will be solely responsible for the appointment, compensation, retention and oversight of the external auditors.
- Instruct the external auditors that the Audit Committee, as the stockholders' representative, is the external auditors' client.
- Review the external auditors' proposed audit scope and approach.
- Oversee the audit of the Company's financial statements.
- Review the performance of the external auditors to determine whether to retain or discharge the external auditors.

- Obtain from the external auditors a formal written statement delineating all relationships between the external auditors and the Company, consistent with applicable rules of the Public Company Accounting Oversight Board, and actively engage in a dialogue with the external auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- Pre-approve the provision by the external auditors to the Company of all audit and permitted non-audit services.
- Obtain from the external auditor reports required under the Sarbanes-Oxley Act of 2002.

#### Other Responsibilities

- Meet with the external auditors, the internal audit provider and management in separate executive sessions to discuss any matters that the Audit Committee or these groups believe should be discussed privately.
- Ensure that significant findings and recommendations made by the external auditors are dealt with in a timely fashion.
- Meet with the external auditors, the internal audit provider and management to discuss significant changes to the Company's auditing and accounting principles, policies, controls, procedures and practices proposed or contemplated by the external auditors, the internal audit provider or management.
- Review and approve related-party transactions before the Company engages in them.
- Review with management or the Company's counsel any legal matters that could have a significant impact on the Company's financial statements.
- Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) confidential, anonymous submissions by employees of the Company of concerns regarding questionable accounting or auditing matters.
- Perform other oversight functions as requested by the Board of Directors.

#### Reporting Responsibilities

- Regularly update the Board of Directors about the activities and recommendations of the Audit Committee.

#### **General**

- A majority of the Committee members will constitute a quorum.
- The Audit Committee will meet at least four times each year, or more frequently as required, and at such times and places as it deems advisable.
- The Audit Committee will report to the Board of Directors after each meeting of the Committee.
- The external auditors and any internal audit provider will have the right to appear before and be heard by the Committee.
- The Audit Committee has the right, for the purpose of the proper performance of its functions, to meet at any reasonable time with the external auditors or any of the officers or employees of the Company.
- The Audit Committee has the authority to engage and determine funding for independent counsel and other advisers as it deems necessary to carry out its duties.
- The Audit Committee must determine, in its capacity as a committee of the Board of Directors, and the Company must provide for, appropriate funding for the payment of: (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company; (ii) compensation to any advisers employed by the Audit Committee as provided above; and (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.
- The Audit Committee will review annually and update the charter of the Audit Committee and receive approval of changes from the Board of Directors.

Adopted by the Board of Directors on October 11, 2011.