



AMARIN CORPORATION PLC

REMUNERATION COMMITTEE TERMS OF REFERENCE

A. Membership

1. The Committee shall comprise of a chairman and at least 2 other members, each of whom shall be a member of and appointed by the Board.
2. The members of the Committee shall be non-executive directors who are independent of management and free from any business or other relationship which could interfere with the exercise of their independent judgement.
3. The Board shall appoint the Committee chairman. In the absence of the Committee chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting
4. The Company Secretary or a nominee shall act as the secretary of the Committee.

B. Meetings

1. The Committee shall meet formally at least twice a year.
2. A meeting of the Committee may be called by any member of the Committee or by the Secretary.
3. The quorum for meetings shall be two.
4. Notice of each meeting of the Committee, confirming the venue, time and date, and enclosing an agenda of items to be discussed shall, unless otherwise agreed by all concerned, be forwarded to each member of the Committee not fewer than 3 working days prior to the date of the meeting.
5. The chief executive and the Company Secretary shall have the right to attend and speak at meetings of the Committee; others may be called upon or shall be able to speak by prior arrangement with the chairman of the Committee.
6. In the absence of the Committee chairman or any appointed deputy, the remaining members present shall elect one of their number to chair the meeting.
7. The Secretary shall keep appropriate records of all meetings of the Committee as well as minutes of the proceedings and all decisions made.
8. No Committee attendee shall participate in any discussion or decision on their own remuneration, fees or terms or conditions of service.

C. Duties

The Committee shall:

1. determine and agree with the Board the framework or broad policy for the remuneration of the Company's or Group's chief executive, the chairman of the Company and such other members of the executive management as it is designated to consider. The remuneration of non-executive directors shall be a matter for the Board excluding non-executive directors;

2. in determining such policy, take into account factors which it deems necessary or appropriate. The objective of such policy shall be to ensure that members of the executive management of the company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the company;
3. determine targets for any performance related pay schemes operated by the Company for which senior executives are eligible;
4. within the terms of the agreed policy, determine the total individual remuneration packages of each executive director including, where appropriate, bonuses, incentive payments and share options;
5. determine the policy for and scope of pension arrangements, service agreements for the executive management team, termination payments and compensation commitments;
6. in determining such packages and arrangements, give due regard to the comments and recommendations of any applicable codes of practice, the rules of any applicable stock exchange, and any legal requirements applicable to such determination;
7. oversee any major changes in employee benefit structures throughout the Company or Group;
8. vet and authorise the reimbursement of any claims for expenses from the chief executive and chairman of the Company in excess of £10,000;
9. ensure that provisions regarding disclosure of remuneration for the purposes of the rules and regulation of any applicable stock exchange are complied with;
10. review the annual report of the Board's remuneration policy which will form part of the Company's annual report and accounts;
11. consider each year whether circumstances are such that the shareholders at the AGM should be invited to approve the remuneration policy which has been set out in the Company's annual report and Accounts;
12. ensure that the chairman of the Committee or, in his absence, an appointed deputy attends the company's AGM to answer shareholders' questions about directors' remuneration.

D. Authority

1. The Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.
2. The Committee is authorised by the Board, when the fulfilment of its duties requires, to obtain any outside legal or other professional advice, including the advice of independent remuneration consultants, to arrange for the attendance of external advisers at its meetings, if it considers this necessary, and to obtain reliable, up-to-date information about remuneration in other companies, at the Company's expense. The Committee shall have full authority to rely on any outside professional advice obtained and to commission any reports or surveys which it deems necessary to help it fulfil its obligations.

Approved December 15, 2009

