

AUDIT & FINANCE COMMITTEE OF THE BOARD OF DIRECTORS CHARTER

I. ORGANIZATION

The Audit & Finance Committee (the "Committee") of the Board of Directors (the "Board") of Savient Pharmaceuticals, Inc. (the "Company") shall consist of a minimum of three directors. Members of the Committee shall be appointed annually by the Board upon the recommendation of the Board's Nominating/Corporate Governance Committee. Committee members may be replaced by the Board at any time. The Board shall designate the chairman or chairwoman ("Chairperson") of the Committee. All members of the Committee shall meet the requirements of independence provided by law and/or applicable Nasdaq rules. In addition, each member of the Committee shall be free of any relationship that, in the judgment of the Board from time to time, would interfere with the exercise of his or her independent judgment. All Committee members shall be financially literate, and if practicable at least one member shall be an "audit committee financial expert," as defined by rules of the Securities and Exchange Commission (the "SEC").

II. PURPOSE

The purpose of the Committee is to provide assistance to the Board in fulfilling its oversight responsibility relating to:

- the quality and integrity of the Company's financial statements;
- the disclosure and financial reporting process, including the Company's disclosure controls and procedures;
- the Company's internal controls and procedures for financial reporting;
- the performance of the Company's internal audit function and independent auditors employed by the Company for the purpose of preparing or issuing an audit report or related work (the "Outside Auditor");
- the Outside Auditor's qualifications and independence; and
- the Company's compliance with policies under the Company's Business Code of Conduct and legal and regulatory requirements.

In so doing, it is the responsibility of the Committee to encourage open communication between the Committee, the Outside Auditor, the internal auditors (or other persons carrying on the internal audit function) (the "Internal Auditors") and management of the Company.

In discharging its oversight role, the Committee is empowered to (i) investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and (ii) engage and, on behalf of the Company, compensate, or require the compensation of, independent counsel and other advisers, including accounting advisers, as it determines necessary to carry out its duties. The Committee

may request any officer or employee of the Company or the Company's outside counsel or Outside Auditor to attend a meeting of the Committee.

III. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The primary general responsibility of the Committee is to oversee the Company's financial reporting process on behalf of the Board and report the results of its activities to the Board. While the Committee has the responsibilities and powers set forth in this charter, it is not the duty of the 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 and requirements of law. Management is responsible for the preparation, presentation and integrity of the Company's financial statements and for the appropriateness and legality of the accounting principles and reporting policies that are used by the Company. The Outside Auditor is responsible for auditing the Company's financial statements annually, for reviewing the Company's unaudited interim financial statements and for reporting on certain matters to the Committee.

The Committee shall be directly responsible for, and have sole authority as to, the appointment, retention and termination, compensation (on behalf of the Company) and oversight of the work of the Outside Auditor, including resolution of disagreements between management and the Outside Auditor regarding accounting matters and financial reporting, all for the purpose of such Outside Auditor's preparation and issuance of audit reports, periodic reports, attestations, comfort letters and other related work as to the Company's financial statements, financial information and accounting matters. The Outside Auditor shall report directly to the Committee.

The Committee shall have sole authority to, and must, pre-approve all audit and non-audit services provided by the Outside Auditor to the Company (including all fees and terms of service but subject to any de minimis exceptions permitted by law for non-audit services, which must, in any event, be approved annually by the Committee prior to completion of the annual audit). The Committee may take any measures that it determines to be appropriate to assure that the Outside Auditor is not engaged to perform specific non-audit services proscribed by law or regulation. The Committee may delegate pre-approval authority to a member or members of the Committee or to a subcommittee of the Committee. The decisions of any Committee member or members or subcommittee to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.

The Committee shall meet with management and the Outside Auditor in separate executive sessions at least quarterly to discuss matters for which the Committee has responsibility.

The Committee shall make regular reports to the Board. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own

performance. In performing its functions, the Committee shall undertake those tasks and responsibilities that, in its judgment, would contribute most effectively to and implement the purposes of the Committee. In addition to the general tasks and responsibilities noted above, the following are the specific functions of the Committee:

Financial Statement and Disclosure Matters

1. Review and discuss with management, and to the extent the Committee deems necessary or appropriate, the Outside Auditor, the Company's disclosure controls and procedures that are designed to ensure that the reports the Company files with the SEC comply with the SEC's rules and forms.
2. Review and discuss with management and the Outside Auditor the annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
3. Review and discuss with management and the Outside Auditor the Company's quarterly financial statements, including disclosures made in management's discussion and analysis, prior to the filing of its Form 10-Q, including the results of the Outside Auditor's reviews of the quarterly financial statements.
4. Review with management and, if necessary, the Outside Auditor and Company counsel, press releases announcing quarterly and annual financial results and other financial information prior to their release.
5. Review and discuss quarterly reports from the Outside Auditor on: (a) all critical accounting policies and practices to be used; (b) all alternative treatments within GAAP for policies and practices related to material items that have been discussed with management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Outside Auditor; (c) the internal controls adhered to by the Company, management and the Company's financial, accounting and internal auditing personnel, and the impact of each on the quality and reliability of the Company's financial reporting; and (d) other material written communications between the Outside Auditor and management, such as any management letter or schedule of unadjusted differences. Any material written communications shall be provided to the Committee at the time they are sent.
6. Review and discuss with management and the Outside Auditor:
 - (a) significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements;
 - (b) their judgment about the quality, and not merely the acceptability, of accounting principles;

- (c) the clarity of the financial disclosures made by the Company;
- (d) the development, selection and disclosure of critical accounting estimates and the analyses of alternative assumptions or estimates, and the effect of such estimates on the Company's financial statements;
- (e) potential changes in GAAP and the effect such changes would have on the Company's financial statements;
- (f) significant changes in accounting principles, financial reporting policies and internal controls implemented by the Company;
- (g) significant litigation, contingencies and claims against the Company and material accounting issues that require disclosure in the Company's financial statements;
- (h) information regarding any "second" opinions sought by management from an independent auditor with respect to the accounting treatment of a particular event or transaction;
- (i) management's compliance with the Company's processes, procedures and internal controls;

9. Discuss with the Outside Auditor the matters required to be discussed by Statement on Auditing Standards ("SAS") No. 61 relating to the conduct of the audit. In particular, discuss: (a) the adoption of, or changes to, the Company's significant internal auditing and accounting principles and practices as suggested by the Outside Auditor or management; and (b) the management letter provided by the Outside Auditor and the Company's response to that letter.

10. Receive and review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Company's Form 10-K and Form 10-Q about (a) any significant deficiencies in the design or operation of internal controls or material weakness therein, (b) any fraud involving management or other employees who have a significant role in the Company's internal controls and (c) any significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation.

11. Review management's periodic assessments of the effectiveness of the Company's internal controls and procedures for financial reporting and the Outside Auditor's attestations as to management's assessments.

12. Discuss in advance with management the Company's practice with respect to the types of information to be disclosed and the types of presentations to be made in earnings press releases, including the use, if any, of "pro forma" or "adjusted" non-GAAP

information, as well as financial information and earnings guidance provided to analysts and rating agencies.

Oversight of the Company's Relationship with the Outside Auditor

13. Review the experience and qualifications of the senior members of the Outside Auditor team.

14. Obtain and review a report from the Outside Auditor at least annually regarding (a) the Outside Auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues, and (c) all relationships between the Outside Auditor and the Company, including the written disclosures and the letter required by Independence Standards Board Standard 1.

15. Evaluate the qualifications, performance and independence of the Outside Auditor, including considering whether the Outside Auditor's quality controls are adequate and the provision of non-audit services is compatible with maintaining the Outside Auditor's independence, and taking into account the opinions of management and the Internal Auditor. This review should also include an evaluation of the lead audit partner. From time to time the Committee may wish to consider whether, in order to assure continuing auditor independence, there should be a regular rotation of the Outside Auditor firm itself. The Committee shall present its conclusions to the Board.

16. Oversee the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit, the audit partner responsible for reviewing the audit and other audit partners in accordance with the rules of the SEC.

17. Review periodically the Company's policies for hiring of present and former employees of the Outside Auditor who have participated in any capacity in the audit of the Company, in accordance with the rules of the SEC.

18. To the extent the Committee deems necessary or appropriate, discuss with the national office of the Outside Auditor issues on which they were consulted by the Company's audit team and matters of audit quality and consistency.

19. Discuss with management and the Outside Auditor any accounting adjustments that were noted or proposed by the Outside Auditor, but were not adopted or reflected.

20. Meet with management and the Outside Auditor prior to the audit to discuss and review the scope, planning and staffing of the audit.

21. Obtain from the Outside Auditor the information required to be disclosed to the Company by generally accepted auditing standards in connection with the conduct of an audit and in connection with quarterly reviews.

22. Require the Outside Auditor to review the financial information included in the Company's Form 10-Q in accordance with Rule 10-01(d) of SEC Regulation S-X prior to the Company filing such reports with the SEC and to provide to the Company for inclusion in the Company's Form 10-Q any reports of the Outside Auditor required by Rule 10-01(d).

Oversight of the Company's Internal Audit Function

23. Oversee the Company's internal audit function, including: (a) the performance, appointment or replacement and compensation of the Company's senior-most internal auditor; and (b) the internal audit department's staffing, budget and responsibilities, and any recommended changes in the planned scope of the internal audit.

Compliance Oversight Responsibilities

24. Obtain from the Outside Auditor the reports required to be furnished to the Committee under Section 10A of the Exchange Act and obtain from the Outside Auditor any information with respect to illegal acts in accordance with Section 10A.

25. Obtain reports from management, the Company's compliance officer and the Outside Auditor concerning whether the Company and its subsidiaries/foreign affiliated entities are in compliance with applicable legal requirements and the Company's Business Code of Conduct and the steps management has taken to require and monitor such adherence by Company employees and agents.

26. Review and investigate any matters pertaining to the integrity of senior management, including conflicts of interest or failure to adhere to standards of conduct as required by Company policy.

27. Review periodically the procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (b) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

28. Discuss with management and the Outside Auditor any correspondence between the Company and regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies.

29. Discuss with Company counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies, and receive and review any attorney's report, required by law to be submitted to the Committee or the Board, of

evidence of a material violation of securities laws or breaches of fiduciary duty or similar violation by the Company or any agent thereof.

30. Approve, subject to Board approval, related party transactions as required by applicable Nasdaq rules and the Company's Policy Regarding Approval of Related Party Transactions.

31. Periodically review and update the Company's Business Code of Conduct.

32. Review with management and any outside firms providing tax advice the Company's tax compliance.

Finance Oversight Responsibilities.

33. Oversee the financing strategy, investment policies and financial condition of the Company.

34. Conduct reviews, receive reports, and provide direction to management and the Board of Directors concerning matters within the scope of this responsibility.

35. In consultation with management and legal counsel the Committee shall have the following specific responsibilities and authority:

- (a) Conduct reviews jointly with management prior to making recommendations regarding:
 - (i) changes in capital structure;
 - (ii) sales or repurchases of equity and long-term debt;
 - (iii) the financing of major capital expenditure programs;
 - (iv) the financing of acquisitions, divestitures, joint ventures, partnerships or other combinations of business interests;
 - (v) annual financial performance objectives as determined by the Compensation and Human Resources Committee; and
 - (vi) dividend policy and declarations.
- (b) Review investment policies and practices as follows:
 - (i) receive and review written semi-annual investment performance reports;

- (iii) review annually management's reports regarding the effectiveness of trustees and performance of investment managers relative to established benchmarks; and
- (iv) report investment results to the Board of Directors annually and, as conditions may require, report on the result of any specific inquiries and analysis.

Risk Management Responsibilities

36. Review with management, the Company's internal auditors and the independent auditor, the Company's significant financial risks or exposures and assess the steps management has taken to monitor and mitigate such risks or exposures. Discuss with management the Company's policies and guidelines with respect to risk assessment and risk management.

Additional Responsibilities

37. Prepare annually a report for inclusion in the Company's proxy statement relating to its annual stockholders meeting. In that report, the Committee will state whether it has: (a) reviewed and discussed the audited financial statements with management; (b) discussed with the Outside Auditor the matters required to be discussed by SAS No. 61; (c) received from the Outside Auditor the written disclosures and the letter required by Independence Standards Board Standard 1, and has discussed with the Outside Auditor the Outside Auditor's independence; and (d) based on the review and discussions referred to in clauses (a), (b) and (c) above, recommended to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the last fiscal year for filing with the SEC.

38. Conduct or authorize investigations into any matters within the Committee's scope of responsibilities.

39. The Committee shall review its membership annually to assure that all its members are financially literate and, to the extent practicable, that at least one of its members is an audit committee financial expert, all as required by law and/or Nasdaq rules and by the Company's Board.

IV. MEETINGS

The Committee shall meet as often as it determines necessary or appropriate, but not less frequently than quarterly. The Chairperson shall preside at each meeting and, in the absence of the Chairperson, one of the other members of the Committee shall be designated as the acting chair of the meeting. The Chairperson (or acting chair) may direct appropriate members of management and staff to prepare draft agendas and related background information for each Committee meeting. The draft agenda shall be reviewed and approved by the Committee Chairperson (or acting chair) in advance of distribution

to the other Committee members. Any background materials, together with the agenda, should be distributed to the Committee members in advance of the meeting. All meetings of the Committee shall be held pursuant to the by-laws of the Company with regard to notice and waiver thereof, and written minutes of each meeting, in the form approved by the Committee, shall be duly filed in the Company records. Reports of meetings of the Committee shall be made to Board at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board approved by the Committee.