



Effective Date: June 8, 2016

Audit Committee Charter

Purpose

The purpose of the Audit Committee (“Committee”) shall be to assist the Board of Directors (“Board”) in its oversight of:

- the integrity of the Company’s financial statements;
- the accounting and financial reporting processes of the Company;
- the independence, qualifications and performance of the Company’s independent registered public accounting firm;
- the Company’s tax strategy and internal audit and corporate compliance functions; and
- management’s exercise of its responsibility to assess and manage risks associated with the Company’s financial, accounting, disclosure, ABAC (anti-bribery and corruption) and distributor matters.

Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

Oversight of Independent Auditor

- Sole authority and direct responsibility for the appointment, compensation, retention, evaluation and oversight of the work of the independent registered public accounting firm engaged (including resolution of disagreements between management and the auditor regarding financial reporting and rotation of the lead audit partner) by the Company for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company.
- Sole authority and direct responsibility to pre-approve all audit, audit-related and permitted non-audit services (including the fees and terms thereof) to be provided to the Company by the independent registered public accounting firm.
- Assess the independence of the independent registered public accounting firm by (i) receiving from the independent registered public accounting firm all written statements and other communications relating to their independence from the Company that may be required under applicable rules governing independent auditors and (ii) actively discussing with the independent registered public accounting firm on at least an annual basis, any disclosed relationships or services between the independent registered public accounting firm and the Company or any other disclosed relationships or services that may impact the objectivity and independence of the independent registered public accounting firm.

Financial Statements and Disclosures

- Discuss with management and the independent registered public accounting firm, as applicable, the annual audited financial statements and quarterly financial statements prior to filing, including related disclosures and matters required to be reviewed by the Committee under applicable legal, regulatory or NASDAQ requirements, and such other reports required to be provided by the independent registered public accounting firm under applicable accounting and auditing standards.
- Discuss with management and the independent registered public accounting firm, as appropriate, earnings results, and significant financial disclosure issues.
- At least on an annual basis, review with management and the independent registered public accounting firm the Company's financial reporting and accounting policies and principles, significant changes in such policies or principles or in their application and the key accounting decisions affecting the Company's financial statements, including alternatives to, and the rationale for, the decisions made.
- Review with management and the independent registered public accounting firm the effect of regulatory and accounting trends, developments and initiatives on the Company's financial statements.
- Review and investigate, as appropriate, matters pertaining to the integrity of the Company's financial statements.
- Establish procedures for confidential and anonymous submission and treatment of complaints regarding the Company's accounting, internal controls, disclosure or other financial or auditing matters.
- Prepare and publish an annual Committee report in the Company's proxy statement in accordance with applicable SEC rules and regulations.

Internal Audit

- Oversee the Company's internal audit function and approve key corporate internal audit matters, including the effectiveness and performance of the internal audit function; and the hiring, evaluation, compensation and retention of the Chief Audit Executive.

Internal Controls

- At least on an annual basis, review with management and the independent registered public accounting firm the adequacy and effectiveness of the Company's system of internal financial and accounting controls.

- Review with management the Company's assessment of its significant financial, accounting, disclosure, ABAC (anti-bribery and corruption) and distributor risk exposures and steps taken by management to monitor and mitigate such exposures.

Corporate Compliance

- Oversee the Company's ABAC, patient, healthcare provider and third party payor compliance program and Chief Compliance Officer.

Other Matters

- Review the status of any material tax audits and proceedings, the Company's tax strategy, and other material tax matters.
- Review the adequacy of the Company's property, plant and equipment insurance coverage and review and approve the Company's directors' and officers' insurance coverage.

The Committee may, in addition, perform such other functions as are consistent with its purpose or as may be requested by the Board.

Management is responsible for preparing the Company's financial statements and the independent registered public accounting firm is responsible for auditing those financial statements. The Committee is responsible for overseeing the conduct of these activities by the Company's management and the independent registered public accounting firm, which reports directly to the Committee. In carrying out its oversight responsibilities, the Committee is not providing any expert or special assurances as to the Company's financial statements or any professional certifications as to the work of the independent registered public accounting firm.

The Committee shall operate in accordance with, and have all power and authority granted by, the provisions of the Delaware General Corporation Law, and the Company's Bylaws and Corporate Governance Principles, each as in effect from time to time.

Membership

The Committee shall consist of a minimum of three directors. All members shall be independent and have, consistent with NASDAQ and other legal requirements, sufficient financial experience and ability to enable them to discharge their responsibilities and at least one member shall be an "audit committee financial expert" as defined in SEC regulations.

Meetings

The Committee shall meet at least four times a year and at such other times as requested by the Chairman of the Board, the Committee Chair or the Board.

The Committee shall meet separately on a regular basis with the Company's independent registered public accounting firm, the Chief Financial Officer, the Chief Audit Executive, the Chief Legal Officer, the Chief Compliance Officer and such other members of management as the Committee deems appropriate to discuss any matters the Committee or they believe should be discussed in executive session.