



**OSMOTICA PHARMACEUTICALS PLC  
COMPENSATION COMMITTEE CHARTER**

**1. Purpose and Authority**

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") shall assist the Board in fulfilling its responsibilities relating to the oversight of Osmotica Pharmaceuticals plc's (the "Company's") compensation policies, plans and programs, compensation of the Company's Directors, Chief Executive Officer (the "CEO") and other executive officers and the Company's equity-based and incentive compensation programs. Members of the Committee will be appointed by the Board and may be removed at the Board's discretion.

**2. Composition**

*Number*

The Committee shall be composed of at least three directors.

*Independence*

Unless otherwise permitted by applicable phase-in rules and exemptions, each member of the Committee shall satisfy the independence requirements of the Nasdaq Stock Market ("Nasdaq").

*Qualifications*

In addition, each member of the Committee shall qualify as a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

*Chairperson*

Unless a Chairperson (the "Chairperson") is elected by the Board, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson shall lead the Committee, including preparing the agenda, presiding over the meetings, making sub-committee assignments and reporting to the Board on the Committee's behalf.

### 3. Procedures and Administration

In order to fulfill its role, the Committee shall be organized and governed in the following manner.

#### *Meetings*

In order to fulfill its role, the Committee shall be entitled to act in the following manner, to the fullest extent permitted under the Irish Companies Act 2014 and in each case in accordance with the Company's Constitution (as may be amended):

- Action may be taken by the Committee at a duly called meeting upon the affirmative vote of a majority of the members.
- Any two members or the Chairperson of the Committee may call a meeting of the Committee upon due notice to each other member in the manner specified in Article 185 of the Constitution.
- A majority of the total number of Committee members then serving on the Committee shall constitute a quorum. The Board may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member at any meeting of the Committee, provided that such alternate members satisfy all applicable criteria for membership on the Committee. In the absence or upon the disqualification of a member of the Committee, and in the absence of a designation by the Board of an alternate member to replace the absent or disqualified member, the member or members present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any absent or disqualified member, provided that such other member satisfies all applicable criteria for membership on the Committee.
- No action of the Committee shall be void or deemed to be without authority solely because of a failure of any member to meet the qualification requirements set forth in this Charter.
- Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing or by electronic transmission.

#### *Subcommittees*

The Committee shall have the authority to delegate to subcommittees of the Committee any of the responsibilities of the full Committee and to officers of the Company such responsibilities of the full Committee as may be permitted by applicable laws, rules or regulations and in accordance with the listing standards set forth by the Nasdaq.

#### 4. Responsibilities, Duties and Powers

The Committee has direct responsibility and power to perform the following duties:

- Assist the Board in developing and evaluating potential candidates for executive positions (including the Company's CEO) and oversee the development of executive succession plans;
- Review the Company's overall compensation strategy, including base salary, incentive compensation and equity-based grants, to provide for appropriate rewards and incentives for the Company's management and employees, taking into account whether such rewards and incentives encourage undue or inappropriate risk taking by such personnel;
- Review and approve corporate goals and objectives relevant to the CEO and other executive officer compensation, and evaluate the performance of the CEO and other executive officers in light of those goals and objectives, either as a committee or together with the other independent directors (to the extent directed by the Board). This evaluation should be based on specified criteria, including performance of the business, accomplishment of long-term strategic objectives and development of senior management.
- Determine and approve, or recommend to the Board for approval, in the case of the CEO, the compensation for the CEO and other executive officers based on the Committee's evaluation, with the deliberations and voting on the CEO's compensation to be conducted without the CEO present. In determining the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, the awards given to the CEO in past years, and other factors considered relevant by the Committee;
- Review, assess and make recommendations to the Board regarding the compensation of the directors;
- Administer the Company's equity-based plans and management incentive compensation plans, grant awards under such plans and make recommendations to the Board about amendments to such plans and the adoption of any new employee incentive compensation plans;
- Review, consider and select, to the extent determined to be advisable, a peer group of appropriate companies for purposes of benchmarking and analysis of compensation for executive officers and directors;

- In its sole discretion, appoint, retain or obtain the advice of a compensation consultant, legal counsel or other adviser, which includes the sole authority and direct responsibility to approve such compensation consultant's or other adviser's fees and other retention terms, to oversee the work of and to terminate such compensation consultant or other adviser, with the authority and responsibility to pay from funds of the Company reasonable compensation to such compensation consultant or other adviser retained by the Committee, with such funding to be provided by the Company, as appropriate, as determined by the Committee;
- Before selecting or obtaining the advice of a compensation consultant, legal counsel or other adviser (other than in-house legal counsel), consider all factors relevant to the independence of such consultant, counsel or adviser from management, including the factors set forth in the Nasdaq listing standards then in effect and any other applicable laws, rules or regulations;
- Produce, if required, a compensation committee report on executive compensation for inclusion in the Company's annual proxy statement in accordance with the proxy rules;
- Monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits;
- Oversee the Company's compliance with applicable rules and regulations promulgated by the Securities and Exchange Commission regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the Nasdaq rules that, with limited exceptions, shareholders approve equity compensation plans;
- Review the risks associated with the Company's compensation policies and practices, including an annual review of the Company's risk assessment of its compensation policies and practices for its employees;
- Review and assess the adequacy of this charter and submit any changes to the Board for approval on an annual basis;
- Report its actions and any recommendations to the Board on a periodic basis; and
- Annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board.

Adopted by the Board of Directors on 14 August 2018.