

**Insys Therapeutics, Inc.**

**Clawback & Recoupment Policy:**

**WHEREAS**, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 further expanded the reach of mandatory recoupment policies, and

**WHEREAS**, the Securities and Exchange Commission has yet to provide final guidance for implementation of such requirements but the Compensation Committee (the "Committee") of the Insys Therapeutics, Inc. (the "Company") Board of Directors (the "Board") nonetheless desires to enhance, amend and update its mandatory clawback and recoupment policy after consideration of market practices and to further align the interests of the Company's employees with the Company's stockholders and to encourage ethical and compliant behavior by the Company's employees.

**NOW, THEREFORE, BE IT RESOLVED**, on April 3, 2018, the Committee desires to and hereby does amend and expand any prior policies of the Company to reflect this updated Company clawback and recoupment policy (the "Amended Policy").

Under the Amended Policy, the Company will review and determine whether to seek recoupment of bonus awards (and other incentive compensation if applicable and appropriate) paid, granted or awarded to employees if, in the Company's judgment:

- (i) the employee commits fraud or other intentional misconduct resulting in a material violation of law or Company policy that causes significant financial or criminal harm to the Company, or
- (ii) in the case of a supervisory role, the employee commits fraud or is negligent in failing in his or her responsibility to manage or monitor conduct or risks which resulted in the misconduct set forth in clause (i).

In the instance of a recoupment decision, the Company will use reasonable efforts to seek to recover any bonus awards (or other incentive compensation if applicable and appropriate) paid to the applicable employee in excess of the amount that would have been paid had the material violation, fraud or intentional misconduct not occurred.

The Company will disclose the circumstances of any recoupment of compensation from any "executive officer" (as such term may be defined under the Securities Exchange Act of 1934, as amended or Regulation S-K) under the Amended Policy to the extent that:

- (i) it is required by law or regulation, or
- (ii) the Board determines that disclosure would be in the best interest of the Company and its shareholders.

"Recoupment" is (a) recovery of compensation already paid (or equity award already exercised) and (b) forfeiture, recapture, reduction or cancellation of amounts awarded or granted over which Insys retains control.

This Amended Policy should operate prospectively and be implemented so as not to violate any contract, compensation plan, law or regulation. The Company will also comply with the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and will modify its policy to the extent required by law once the SEC adopts final regulations on the subject.