

INSYS THERAPEUTICS, INC.
CHARTER OF THE COMPLIANCE COMMITTEE

PURPOSE AND POLICY

The purpose of the Compliance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Insys Therapeutics, Inc. (the “*Company*”) shall be to assist the Board in fulfilling the Board’s responsibilities to oversee the Company’s compliance policies, plans and programs and issues. From time to time the Board may also delegate oversight over management’s handling of ongoing governmental investigations or proceedings.

COMPOSITION

The Committee shall initially consist of at least three (3) members of the Board. A majority of the members of the Committee shall satisfy the independence requirements of the Nasdaq Stock Market (“*Nasdaq*”), as in effect from time to time. At least one of the members of the Committee shall be a member of the Company’s Audit Committee. The members of the Committee and the Committee chairperson shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s chairperson shall be designated by the Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee.

MEETINGS

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate but it is recommended that the Committee meet at least quarterly. The Chairman of the Committee shall report to the Board from time to time, whenever so requested by the Board. The Committee will receive periodic (at least quarterly) reports from the Chief Compliance Officer (or similar officer) on the Company’s compliance program and other relevant activities. The Committee may periodically meet separately, in executive session, with management, the Chief Compliance Officer, the General Counsel, the external (or internal) auditors or independent legal counsel or other experts.

AUTHORITY

The Committee shall have authority to retain and determine compensation for, at the expense of the Company, special legal or other advisors or consultants as it deems necessary or appropriate in the performance of its duties. The Committee shall also have the authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have the authority to require that any of the Company’s personnel, counsel, accountants, or other consultants or advisors to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its legal or other advisors and consultants. The Committee shall have specific oversight rights of the Company’s compliance program and the employees in the Company’s compliance department. The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

RESPONSIBILITIES

1. Review and oversee the Company's Compliance Program, including but not limited to, evaluating its effectiveness and receiving updates about the activities of the Chief Compliance Officer and other compliance personnel.
2. Review the status of the Company's compliance with relevant laws, regulations, and internal procedures (e.g., compliance with U.S. federal healthcare program requirements and pharmaceutical product promotional rules and regulations).
3. Review and evaluate internal reports and external data, based on criteria to be developed by the Committee (through the use of expert advisors and counsel), to assess whether there are matters regarding the Company's regulatory and/or compliance practices that require adjustment, revision or change.
4. Receive details and factual reports on relevant government investigations, including the conduct at issue and whether it reflects a regulatory or compliance issue at the Company.
5. At least annually, receive a report from the Chief Compliance Officer regarding significant compliance investigations.
6. At least annually, receive a report on retaliation claims, lawsuits alleging retaliation, settlements of retaliation claims, and reports of alleged retaliation to the Legal, Human Resources or Compliance Departments.
7. At least annually, receive a report on healthcare compliance audits undertaken by any internal audit.
8. At least annually, receive all FDA warning letters and the responses to such letters, as well as a report on the steps taken to implement the responses and an evaluation of whether the letters, as responded to by the Company, raise any healthcare related regulatory and compliance issues.
9. As deemed appropriate by the Committee, oversee a review by counsel or other professionals of relevant Company policies for compliance with federal health care laws and regulations.
10. Receive in its discretion reports from management on internal messaging to employees regarding the Company's commitment to behavior and practices that comply with law, as well as the Company's efforts to promote a compliant culture.
11. Evaluate and report to the Board of Directors on the adequacy of compliance staffing for the functional units within the human healthcare sales organization.
12. Review reporting chains that seek to provide a protected channel for reporting compliance related concerns to the appropriate Board committee.
13. Review the policies and procedures designed to provide protection against retaliation for raising compliance related issues within the human healthcare sales organization.
14. Receive reports from management with respect to any significant disciplinary action against any of the Company's compliance personnel or internal audit personnel, including the nature of

the conduct that led to the disciplinary action, the disciplinary action and the reason for it, and an analysis of whether the underlying conduct reflects any compliance or regulatory concerns or issues.

15. The Committee in consultation with the Compensation Committee will discuss with management an evaluation of whether compensation practices, including sales incentives, for sales and marketing personnel are aligned with the Company's compliance obligations. Any compensation practices evaluation prepared as a result may either be reported first to the Committee, or the Compensation Committee, which will then report the results to the Committee.