

**INSYS THERAPEUTICS, INC.
CHARTER OF THE SCIENCE AND
RESEARCH AND DEVELOPMENT COMMITTEE**

PURPOSE AND POLICY

The purpose of the Science and Research and Development 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 research and development and clinical (hereinafter referred to as “*R&D*”) programs, strategy and opportunities.

COMPOSITION

The Committee shall consist of such number of members of the Board as the Board may determine from time to time, with members serving 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 Medical Officer (or in the absence of a CMO, the Company’s designee) on the Company’s R&D programs and potential opportunities for additional R&D programs. The Committee may periodically meet separately, in executive session, with management, employees it deems appropriate and the external (or internal) auditors or independent legal counsel or other experts.

AUTHORITY

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 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

The following are the duties and responsibilities of the Committee:

- Monitor and evaluate the quality, direction, progress and effectiveness of the Company’s R&D programs;
- Assist the Board in assessing the performance of the Company’s R&D leadership team including the allocation, deployment, utilization of, and investment in the Company’s R&D assets and overseeing the Company’s R&D strategy;
- Assist management with evaluation of potential new R&D opportunities; and
- Assist management with identifying significant emerging science and R&D issues and trends that are material to the Company’s business or products.