



## Compensation Committee Charter

This Compensation Committee Charter was adopted by the Board of Directors (the “Board”) of Juniper Pharmaceuticals, Inc. (the “Company”) on September 16, 2011 and most recently amended and restated on March 26, 2015.

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Certificate of Incorporation and By Laws, it is not intended to establish by its own force any legally binding obligations.

### I. PURPOSES

The Compensation Committee (the “Committee”) shall assist the Board in overseeing the Company’s management compensation policies and practices, including (i) reviewing and recommending the compensation of the Company’s Chief Executive Officer (“CEO”); (ii) reviewing and recommending compensation levels for the Company’s other executive officers; (iii) reviewing and recommending management incentive compensation policies and programs; (iv) reviewing and approving equity compensation programs for employees, and exercising discretion in the administration of such programs; and (v) producing an annual report on executive compensation for inclusion in the proxy statement.

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, compensation consultants or other advisors to assist it in carrying out its activities. The Company shall provide adequate resources to support the Committee’s activities, including compensation of the Committee’s counsel, consultants and other advisors. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel, compensation consultants, and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee. In retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company’s in-house counsel), the Committee will take into

consideration the factors specified in the applicable rules of the Nasdaq Stock Market LLC. The Committee may retain, or receive advice from, any compensation advisor selected by the Committee, including consultants that do not satisfy the criteria for independence after consideration of the specified factors.

## II. COMMITTEE MEMBERSHIP

The Committee shall consist of two or more members of the Board, each of whom the Board has selected and determined to be “independent” in accordance with applicable rules of the Nasdaq Stock Market LLC. In addition, no director may serve unless he or she (i) is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

Members shall continue to be members until their successors are elected and qualified or until their earlier resignation or removal. Any member may be removed by the Board, with or without cause, at any time. The Chairman of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board to convene and chair meetings of the Committee, set agendas for meetings, and determine the Committee’s information needs. In the absence of the Chairman at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

## III. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis as frequently as circumstances dictate.

The Committee shall establish its own schedule and rules of procedure. Meetings of the Committee may be held telephonically. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee.

The Committee shall meet at least annually with the CEO and any other corporate officers the Board and Committee deem appropriate to discuss and review the performance criteria and compensation levels of key executives; provided, however, that the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

#### IV. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide for fulfilling the Committee's purpose, with the understanding that the Committee's activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time.

The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee.

To fulfill its purposes, the Committee shall:

1. review the Company's overall management compensation philosophy and policy and recommend to the Board any appropriate changes;
2. review and recommend to the Board, on an annual basis, corporate goals and objectives relevant to CEO compensation, including annual performance objectives;
3. evaluate at least annually the performance of the CEO against corporate goals and objectives, including the annual performance objectives for the CEO and, based on this evaluation, review and recommend to the Board the compensation level (including any discretionary incentive awards) for the CEO, reviewing as appropriate, any agreement or understanding relating to the CEO's employment, incentive compensation, or other benefits based on this evaluation;
4. review and recommend to the Board for approval any changes in the compensation of directors;
5. review and recommend to the Board at least annually, the compensation of non-CEO executive officers, and evaluate at least annually the performance of such officers against corporate goals and objectives;
6. review on a periodic basis the Company's management compensation programs, including any management incentive compensation plans, to determine whether they

are appropriate, properly coordinated and achieve their intended purpose(s), and recommend to the Board modifications thereto of new plans;

7. review and recommend to the Board incentive and equity-based compensation plans of the Company and any modifications of such plans (whether or not final approval rests with the Company's shareholders) and review and recommend to the Board all grants of awards, including the award of shares, share options or other equity-based awards, pursuant to such plans;

8. administer and monitor compliance by executives with the rules and guidelines of the Company's equity-based plans;

9. assist the Board in developing and evaluating potential candidates for executive positions, including the CEO, and to oversee the development of executive succession plans;

10. prepare a report to be included in the Company's annual proxy statement, in accordance with applicable rules and regulation of the Nasdaq Stock Market LLC, Securities & Exchange Commission and other applicable regulatory bodies;

11. review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and recommend to the Board that the CD&A be included in the Company's annual report and proxy statement;

12. review incentive compensation arrangements to confirm that incentive pay does not encourage unnecessary risk taking and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and senior executive compensation;

13. develop, review, and recommend to the Board the Company's position on say-on-pay and say-on-pay frequency matters to be included in the Company's proxy statement;

14. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;

15. review and reassess the adequacy of this Charter annually and recommend to the Board any appropriate changes; and

16. report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.