

**SAREPTA THERAPEUTICS, INC.**  
**COMPENSATION COMMITTEE CHARTER**  
**(as amended June 26, 2017)**

**Status**

The Compensation Committee is a committee of the Board of Directors of Sarepta Therapeutics, Inc. (the “Company”).

**Membership**

The Compensation Committee shall consist of two or more directors all of whom in the judgment of the Board of Directors shall be independent in accordance with the listing standards of the Nasdaq Stock Market and meet any other eligibility requirements of the Nasdaq Stock Market (‘Nasdaq’). In addition, to the extent required by applicable law, a person may serve on the Compensation Committee only if the Board of Directors determines that he or she (i) is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (“Exchange Act”), and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

**Purpose**

The purposes of the Compensation Committee are (i) to discharge the responsibilities of the Board of Directors relating to compensation of the Company’s CEO and other executive officers as determined by the committee, and (ii) to produce an annual report on executive compensation for inclusion in the Company’s annual proxy statement and annual report on Form 10-K that complies with the rules and regulations of the Securities and Exchange Commission. In addition to the powers and responsibilities expressly delegated to the Compensation Committee in this Charter, the committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board of Directors from time to time consistent with the Company’s bylaws. All other major decisions are considered by the Board of Directors as a whole.

**Duties and Responsibilities**

The Compensation Committee is directly responsible for establishing annual and long-term performance goals and objectives for the Company’s executive officers. This responsibility includes:

1. evaluating the performance of the CEO and other executive officers as determined by the committee in light of the approved performance goals and objectives;
2. setting the compensation of the CEO and other executive officers as determined by the committee based upon the evaluation of the performance of the CEO and other executive officers and other factors deemed relevant by the Committee such as compensation practices in the Company’s peer group;

3. making recommendations to the Board of Directors with respect to new cash-based incentive compensation plans and equity-based compensation plans; and
4. preparing an annual performance self-evaluation of the Compensation Committee.

In addition, the Compensation Committee:

5. administers the Company's stock plans;
6. determines and certifies the shares awarded under corporate performance-based plans;
7. grants and/or ratifies options and other equity awards under the Company's stock plans;
8. advises on the setting of compensation for senior management whose compensation is not otherwise set by the Committee;
9. monitors compliance by executive officers with our program of required stock ownership;
10. reviews and discusses with management the Company's incentive compensation arrangements to confirm that incentive pay does not encourage unnecessary risk taking and to review and discuss, at least annually, the relationship between risk management policies and practices, business strategy and the executive officers' compensation;
11. reviews and discusses with management the Company's Compensation Discussion and Analysis ("CD&A") and to recommend to the Board that the CD&A be included in the Company's proxy statement and annual report on Form 10-K;
12. prepares the Compensation Committee report to be included in the Company's proxy statement and annual report on Form 10-K; and
13. shall have such additional authority and responsibility as may be required from time to time under the rules and guidelines of the Exchange Act and Nasdaq listing standards.

In determining the long-term incentive component of the Company's CEO and other executive officers, the Compensation Committee may consider: (i) the Company's performance and relative shareholder return; and, (ii) the value of similar incentive awards to chief executive officers and executive officers at comparable companies.

The Compensation Committee may, in its sole discretion, retain or obtain the advice of, and terminate, any compensation consultant, legal counsel, or other advisers ("compensation advisors") to assist in the evaluation of the compensation of the Company's CEO or other executive officers or other duties. The Compensation Committee shall be directly responsible for the appointment, determination of fees and other retention terms and oversight of the work of any compensation advisor retained by the Compensation Committee. Subject to any exceptions under Nasdaq listing standards, the Compensation Committee shall undertake an analysis of the independence of each compensation adviser under the independence factors specified in the applicable requirements of the Exchange Act and Nasdaq listing standards, with such analysis to occur prior to selection of such compensation adviser and as appropriate thereafter. The Company

shall provide for appropriate funding, as determined by the Compensation Committee, for payment of compensation to the compensation advisers retained by the Compensation Committee.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion. The Committee shall review at least annually this Charter and recommend any proposed changes to the Board for approval.

### **Meetings and Procedures**

The Compensation Committee shall meet at least twice each year and at such other times as it deems necessary to fulfill its responsibilities. The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Compensation Committee and set the agendas for committee meetings. The Compensation Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the committee.

Meetings of the Compensation Committee may be called by the Chair upon notice given at least twenty-four hours prior to the meeting, or upon such shorter notice as shall be approved by the committee. The Chair shall designate a secretary for each meeting who shall record minutes of all formal actions of the committee. A majority of the committee members, present in person or by phone, shall constitute a quorum. A majority of the committee members present shall decide any questions brought before the committee, except to the extent otherwise required by the Company's certificate of incorporation or bylaws (each as in effect from time to time). Meetings of the committee may be held by conference call. Unless otherwise restricted by the Company's bylaws, any action required or permitted to be taken at any meeting of the committee may be taken without a meeting if all members of the committee consent thereto in writing, and such writing is filed with the minutes of the committee.

All non-management directors who are not members of the Compensation Committee may attend and observe meetings of the Compensation Committee at the pleasure of the committee, but shall not participate in any discussion or deliberation unless invited to do so by the Compensation Committee, and in any event shall not be entitled to vote. The Compensation Committee may, at its discretion, include in its meetings members of the Company's management, representatives of the independent auditor, the internal auditor, if any, any other financial personnel employed or retained by the Company or any other person whose presence the Compensation Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Chief Executive Officer may not be present during voting or deliberations concerning his or her compensation, and the Compensation Committee may exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director who is not a member of the Compensation Committee.

The Chair shall report to the Board regarding the activities of the Compensation Committee at appropriate times and as otherwise requested by the Chairman of the Board.