

SAREPTA THERAPEUTICS, INC.

COMPENSATION COMMITTEE CHARTER

(as amended December 11, 2018)

Status

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

Membership

The 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 (“Nasdaq”) and meet any other eligibility requirements of Nasdaq. In addition, to the extent required by applicable law, a person may serve on the 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 of 1986, as amended, as in effect prior to the enactment of the Tax Cuts and Jobs Act (“Prior 162(m)”), solely to the extent necessary or advisable with respect to any compensation intended to be “performance-based compensation” under Prior 162(m).

Term Limits

The chair of the Committee (the “Chair”) shall be subject to a maximum five-year term limit as the Chair, with the first five-year term limit beginning on December 11, 2018 (the “Amended Date”). The Committee shall require one member of the Committee to rotate off the Committee every three calendar years, with the first three-year term limit beginning on the Amended Date. Such member shall not be permitted to serve on the Committee for a period of one calendar year from the date he or she rotated off of the Committee.

Purpose

The purposes of the Committee are (i) to discharge the responsibilities of the Board of Directors relating to compensation of the Company’s chief executive officer (the “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 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 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;
4. preparing an annual performance self-evaluation of the Committee;
5. administering the Company's stock plans;
6. determining and certifying the shares awarded under corporate performance-based plans;
7. granting and/or ratifying options and other equity awards under the Company's stock plans;
8. advising on the setting of compensation for senior management whose compensation is not otherwise set by the Committee;
9. monitoring compliance by executive officers with the Committee's program of required stock ownership;
10. reviewing and discussing 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. reviewing and discussing 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. preparing the Committee report to be included in the Company's proxy statement and annual report on Form 10-K;
13. reviewing director compensation for service on the Board of Directors and any committees thereof and recommending changes to the Board of Directors; and
14. administering the Incentive Compensation and Equity Award Recoupment Policy approved by the Board of Directors and recommending changes to the Board of Directors.

In addition, the Committee 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 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 Committee may, in its sole discretion, retain or obtain the advice of, and terminate, any compensation consultant, legal counsel, or other advisers ("compensation advisers") to assist in the evaluation of the compensation of the Company's CEO or other executive officers or other duties. The Committee shall be directly responsible for the appointment, determination of fees and other retention terms and oversight of the work of any compensation adviser retained by the Committee. Subject to any exceptions under Nasdaq listing standards, the 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 Committee, for payment of compensation to the compensation advisers retained by the 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 Committee shall meet at least twice each year and at such other times as it deems necessary to fulfill its responsibilities, subject to written agendas. The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the written agendas for the Committee meetings. The Chair may, in his or her sole discretion, determine the items to be included in the written agendas and may add or remove items from the written agendas or otherwise amend the written agendas prior to and including during Committee meetings. The Committee shall not make binding decisions relating to the compensation of the Company's executive officers and non-employee directors if the item decided upon is not included in the written agenda for Committee meeting during which such decision was made, unless there is a change in circumstances, as determined by the Committee in its sole discretion, between the time the Committee disseminates the written agenda and the applicable Committee meeting.

The 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 and this Charter.

Meetings of the 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 Committee may attend and observe meetings of the Committee at the pleasure of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The 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 Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the CEO may not be present during voting or deliberations concerning his or her compensation, and the 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 Committee.

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