



## LANTHEUS HOLDINGS, INC.

### Audit Committee Charter

This Audit Committee Charter (this "Charter") was adopted by the Board of Directors (the "Board") of Lantheus Holdings, Inc. (the "Company") on June 15, 2015 and is effective as of June 24, 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 Bylaws, it is not intended to establish by its own force any legally binding obligations.*

#### I. PURPOSES

The Audit Committee (the "Committee"), in order to assist the Board in fulfilling its responsibilities, will oversee: (i) management's conduct of, and the integrity of, the Company's financial reporting to any governmental or regulatory body, shareholders, other users of Company financial reports and the public; (ii) the Company's systems of internal control over financial reporting and disclosure controls and procedures; (iii)(A) the qualifications, engagement, compensation, independence and performance of the registered public accounting firm that will audit the annual financial statements of the Company (the "independent auditor") and any other registered public accounting firm engaged to prepare or issue an audit report or to perform other audit, review or attest services for the Company, (B) their conduct of the annual audit of the Company's financial statements and any other audit, review or attestation engagement and (C) their engagement to provide any other services; (iv) the Company's legal and regulatory compliance; (v) the Company's related person transaction policy; and (vi) the Company's codes of business conduct and ethics. In connection with the foregoing, the Committee will engage in such activities as are necessary or appropriate in order for it to render the annual report of the Committee required to be included in the Company's annual report by the rules of the Securities and Exchange Commission ("SEC"). All references in this Charter to the Company are intended to refer also to any subsidiary of the Company and any "variable interest entity" whose results of operations are consolidated with those of the Company, except where the context otherwise requires.

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes. In addition to retaining on behalf of the Company the Company's independent auditor and any other accounting firm (the retention of which to prepare or issue any other audit report or to perform any other audit, review or attest services the Committee determines is necessary or appropriate in connection with the conduct of the Company's business and affairs), the Committee is empowered to retain legal counsel and accounting and other advisors and consultants to assist it in carrying out its activities. The Committee will have the authority to direct and oversee the activities of, and to terminate the engagement of, the Company's independent auditor and any other accounting firm retained by the Committee to prepare or issue any other audit report or to perform any other audit, review or attest services and any legal counsel, accounting or other advisor or consultant hired to assist the Committee, all of whom will be accountable to the Committee. The Company will provide adequate resources to support the Committee's activities, including compensation of the Company's independent auditor and any other auditor and any legal counsel, accounting or other advisor or consultant retained by the Committee.

#### II. COMMITTEE MEMBERSHIP

Subject to phase-in periods permitted under the rules of the Nasdaq Stock Market ("Nasdaq"), the Committee will consist of at least three members of the Board that satisfy the independence requirements of Nasdaq and the rules of the Securities and Exchange Commission ("SEC"), as those requirements and rules as are in effect from time to time. All members of the Committee will be able to read and understand fundamental financial statements as required by the Nasdaq and at least one member will be financially sophisticated as required by the Nasdaq and will be an "audit committee financial expert" as that term is defined under applicable SEC rules. Any action duly taken by the

Committee will be valid and effective, whether or not the members of the Committee are the time of such action are later determined not to have satisfied the requirements for membership provided herein.

Except as otherwise directed by the Board, a director selected as a Committee member will continue to be a member for as long as he or she remains a director or until his or her earlier death, resignation or removal. Any member may be removed from the Committee by the Board, with or without cause, at any time. The Chairperson of the Committee will be appointed from among the Committee members by, and serve at the pleasure of, the Board, will preside at meetings of the Committee and will have authority to convene meetings, set agendas for meetings and determine the Committee's information needs, except as otherwise provided by action of the Committee. In the absence of the Chairperson at a duly convened meeting, the Committee will select a temporary substitute from among its members to serve as chairperson of the meeting.

### **III. COMMITTEE MEETINGS**

The Committee will meet (i) on a regularly-scheduled basis at least four times per year and (ii) additionally as circumstances dictate. So as to enhance the opportunity for identification and discussion of all issues warranting Committee attention, the Committee will meet with (x) senior financial management at least quarterly, (y) if the Company has an internal audit function in place at that time, a member of that internal audit function (without any other member of management present), and (z) the independent auditor (without any member of management present). The Committee will otherwise establish its own schedule of meetings.

Notice of meetings will be given to all Committee members, or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Committee will constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present will constitute the action of the Committee. The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as that subcommittee is solely comprised of one or more members of the Committee. The Committee will otherwise establish its own rules of procedure. The Committee may also act by unanimous written consent of its members.

### **IV. RESPONSIBILITIES**

The Committee's role is one of oversight. The Company's management is responsible for preparing the Company's financial statements and the independent auditor is responsible for auditing the annual financial statements. The Board and Committee recognize that Company management, including any internal audit staff, and the independent auditor have more time, knowledge and detailed information about the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any certification as to the work of any auditor.

The responsibilities set forth in this Charter do not reflect or create any duty or obligation of the Committee to: plan or conduct any audit; determine or certify that the Company's financial statements are complete, accurate, fairly represented or in accordance with generally accepted accounting principles (GAAP) or applicable law; guarantee or otherwise certify as to independent auditor's reports; conduct independent investigations; or assure compliance with laws and regulations or the Company's codes of business conduct and ethics, internal policies, procedures and controls.

The following duties, responsibilities and functions are set forth only as a guide to fulfilling the Committee's purposes, with the understanding that the Committee may undertake other and different activities, and that the Committee's activities may diverge from those described below, as appropriate under the circumstances.

In such manner as the Committee determines is appropriate to fulfill its purposes, the Committee will:

#### **A. Oversee the Engagement of the Independent Auditor:**

1. appoint (subject to any requisite approval of the shareholders as may be provided by the Bylaws), evaluate, (taking into account the opinions of senior management and any internal audit function and considering specifically the performance of the lead audit partner)

compensate, oversee the work of, and, if appropriate, terminate the appointment of, the independent auditor, who will report directly to the Committee;

2. (i) discuss with management and the independent auditor, in connection with the annual engagement of the independent auditor, any discussion or correspondence between management and the independent auditor concerning significant issues pertaining to the application of accounting principles or auditing standards to the Company; (ii) review and approve the terms of the engagement of the independent auditor and the scope and expected timing of the annual audit; (iii) approve any audit-related and permitted non-audit services (including the fees and material terms thereof) to be provided by the independent auditor; and, (iv) in connection with approval of any permissible tax services and services related to internal control over financial reporting, discuss with the independent auditor the potential effects of those services on the independence of the auditor;
3. (i) on an annual basis, review a formal written statement from the independent auditor delineating all relationships between the independent auditor and the Company (consistent with Public Company Accounting Oversight Board (the "PCAOB") Rule 3526, "Communications with Audit Committees Concerning Independence,"), and discuss with the independent auditor any relationships or services that may impact the objectivity and independence of the independent auditor and take appropriate action in response to the independent auditor's statement of its relationships with the Company to satisfy itself of the independent auditor's independence; and (ii) set clear hiring policies for employees or former employees of the independent auditor;
4. at least annually, review a report by the independent auditor describing: (i) the firm's internal quality-control procedures and (ii) any material issues raised by the most recent internal control review or peer review of the firm, or by any review, inquiry or investigation by governmental or professional authorities (including the PCAOB), within the preceding five years, regarding one or more independent audit(s) carried out by the firm, and any steps taken to deal with any of those issues;

**B. Oversee Attest Engagements of Other Registered Public Accounting Firms**

5. (i) appoint, evaluate, compensate, oversee the work of, and if appropriate terminate the appointment of, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services (including the resolution of any disagreements between management and the auditor regarding financial reporting), with each of those firms reporting to the Committee; and, (ii)(A) if any of those firms is required to be independent of the Company pursuant to SEC rules, review a formal written statement from the independent auditor delineating all relationships between that firm and the Company, (B) discuss with that firm any relationships or services that may impact the objectivity and independence of that firm, (C) take appropriate action to satisfy itself of that firm's independence, and (D) approve any audit-related and permitted non-audit services (including the fees and material terms thereof) to be provided by that firm;

**C. Oversee the Internal Audit Function, Internal Controls and Risk Management**

6. review and consult with the Compensation Committee on the appointment, reassignment, replacement, compensation or dismissal of the chief financial officer, chief accounting officer and/or controller;
7. if the Company has an internal audit function in place at that time, at least annually, (i) review with the independent auditor the responsibilities, budget, staffing, effectiveness and performance of the Company's internal audit function, including the structure, qualification and activities of the internal audit function and the scope of internal audit responsibilities in relation to the independent auditor's duties, and (ii) review and assess

the annual internal audit plan, the process used to develop that plan and the status of activities, significant findings and recommendations of the internal audit function and management's response to any of the foregoing;

8. review and oversee the effectiveness of procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting, financial reporting or auditing matters and review and, as necessary, investigate any reports provided by SEC counsel to the Company regarding evidence of unremedied material violations of U.S. federal or state securities or any similar other law or a material breach of fiduciary duties by directors, officers, employees or agents of the Company arising under such laws;
9. review management's design and maintenance of the Company's internal control over financial reporting and disclosure controls and procedures, including reviewing and discussing with management and the independent auditor: (i) any reports by management or the independent auditor of a material weakness or significant deficiency in internal control over financial reporting and management's certification in the Company's periodic SEC reports concerning the Company's disclosure controls and procedures, (ii) the actions taken to remedy any such material weakness or significant deficiency and any changes in circumstances that have, or are reasonably likely to have, a material effect on internal control over financial reporting, (iii) management's annual assessment of the adequacy of the Company's internal control over financial reporting, (iv) if the Company is required to have its independent auditor provide annual attestation report regarding the Company's internal control over financial reporting, that attestation and (v) any identified act of fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting or disclosure controls and procedures;
10. review and discuss with management and the independent auditor any major financial risk exposures, assess the steps and processes management has implemented to monitor and control those exposures and assist the Board in fulfilling its responsibilities overseeing the Company's policies and guidelines relating to risk assessment and risk management, including any significant non-financial risk exposures;

D. Oversee Financial Reporting and Auditing

11. review and discuss with management and the independent auditor: (i) the critical accounting policies and practices used by the Company, the role of the auditor with respect to the Company's financial statements, the accounting treatment to be applied in respect of significant new transactions or other significant events outside of the ordinary course of the Company's business and any significant changes in management's selection or application of accounting principles; (ii) alternative accounting treatments within GAAP for material items that have been discussed by the independent auditor with management, including the ramifications of using those treatments and the treatment preferred by the independent auditor; and (iii) the effect of regulatory and accounting initiatives on the Company's financial statements;
12. review and, as appropriate, discuss with management, the independent auditor (and/or, if the Company has an internal audit function in place at that time, a member of the internal audit function): (i) any significant difficulties encountered in the course of audit work, including any restrictions on the scope of audit activities or on access to requested information; (ii) any special audit steps adopted by the independent auditor or the internal audit function in light of any material weakness in the Company's internal control over financial reporting; (iii) any material changes required in the scope of the audit plan; and (iv) the coordination of the audit efforts of the independent auditor and the Company's internal audit function, including coordination of audit efforts to ensure completeness of

coverage, reduction of redundant efforts, the effective use of audit resources and the use of accounting firms other than the appointed auditors of the Company;

13. oversee the Company's financial reporting, including: (i) discuss with the independent auditor the overall audit strategy, including the timing, significant risks the audit identified and significant changes to the planned audit strategy before the issuance of the audit report; (ii) resolve any disagreements regarding financial reporting between management and the independent auditor; (iii) review any significant findings by the auditors relating to the preparation of the Company's financial statements; (iv) review and discuss with management, the independent auditor and, if the Company has an internal audit function in place at that time, a member of the internal audit function, prior to public release, the Company's annual and quarterly financial statements to be filed with the SEC including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," the analyses prepared by management setting forth significant accounting and financial reporting issues and judgments made in connection with the preparation of the financial statements (including analyses of the effects of alternative GAAP methods on the financial statements) and other such matters for which discussion will be required by applicable and related PCAOB standards for the Committee to make a recommendation to the Board as to whether such financial statements should be included in the Company's Annual Report on Form 10-K or any Quarterly Report on Form 10-Q; (v) discuss with the independent auditor any accounting adjustments that were noted or proposed by the independent auditor but were "passed" (as immaterial or otherwise), any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company, any communications between the audit team and the national office of the independent auditor respecting auditing or accounting issues presented by the engagement and any significant issues (such as business conditions, plans or strategies that may affect the risk of a material misstatement in the financial statements) that were discussed or the subject of correspondence between the independent auditor and management; (vi) with respect to the independent auditor's annual audit report, prior to release of the annual audited financial statements, meet with the independent auditor without any management member present to discuss the independent auditor's views about the qualitative aspects of the Company's significant accounting practices, including accounting policies, accounting estimates and financial statement disclosures; (vii) recommend to the Board whether to include the audited annual financial statements in the Company's Annual Report on Form 10-K to be filed with the SEC; and (viii) prior to any material submission to any governmental authority of (A) any financial statement of the Company that differs from the financial statements filed or to be filed by the Company with the SEC or (B) any financial statement of a subsidiary of the Company that in the Committee's judgment is material to the Company and that presents information regarding such subsidiary in a way that is materially different from the presentation of that information in the financial statements of the Company filed or to be filed with the SEC, review those financial statements and any report, certification or opinion thereon provided by an independent auditor; and (ix) periodically review the status of the Company's response to previous audit recommendations;
14. review and discuss with management and the independent auditor any material off-balance sheet financing and any other material financial arrangement that does not appear in the financial statements of the Company;
15. discuss with management earnings press releases and, at management's request, review other financial information and earnings guidance provided to analysts and to rating agencies, including any such dissemination of financial information not involving the presentation of financial measures in accordance with GAAP;

E. Oversee Risk Management, Legal and Ethical Compliance

16. (i) review and discuss with management, if the Company has an internal audit function in place at that time, the head of the internal audit function and the independent auditor any significant risks or exposures and the Company's policies and processes with respect to risk assessment and risk management, (ii) assess the steps management has taken to monitor and control those risks, except with respect to those risks for which oversight has been assigned to other committees of the Board or retained by the Board, and (iii) review the Company's annual disclosures concerning the role of the Board in the risk oversight of the Company;
17. review periodically with a member of the Legal Department or outside legal counsel: (i) legal and regulatory matters that may reasonably have a material impact on the Company's financial statements, including any material reserves for legal contingencies and any related financial statement disclosure, and (ii) the scope and effectiveness of the Company's legal and regulatory compliance policies and programs;
18. monitor and update, as necessary, "whistleblowing" procedures for (a) receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (b) the confidential anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters, and review any of those significant complaints or concerns;
19. in accordance with, and to the extent provided by, the pertinent policies adopted by the Board upon recommendation of the Committee from time to time, review (on a periodic or ongoing basis, if and as appropriate) and approve or ratify on behalf of the Company, if and as appropriate, any proposed, on-going or completed transaction involving the Company and (i) any director or executive officer of the Company, (ii) any owner of 5% or more of any class or series of shares of the Company, (iii) any other person serving as an officer or member of the senior management of the Company or as a member of the board of directors or similar governing body of any subsidiary of the Company as may be designated in accordance with that policy, or (iv) any member of the family of, or any company or other entity affiliated with, any such person, in each case considering any audit procedures or safeguards of the Company's interests appropriate to be instituted in connection with such transaction;
20. (i) review at least annually with management, including a member of the Legal Department (and, if the Company has an internal audit function in place at the time, the head of the internal audit function), (A) compliance with, the adequacy of, and any requests for waivers under, the Company's codes of business conduct and ethics and (B) the Company's policies and procedures concerning trading in Company securities, and (ii) act on/make a recommendation to the Board with regard to any approval or waiver under those codes sought by any executive officer or director;

F. Report and Self-Evaluate

21. prepare the report required by SEC rules for inclusion in the Company's annual meeting proxy statement or annual report;
22. conduct a self-evaluation of the performance of the Committee from time to time as determined in the sole discretion of the Committee; and
23. (i) report regularly to the Board on Committee findings and recommendations, including on any significant issues that arise with respect to the quality or integrity of the Company's historical financial statements, the performance and independence of the independent auditor, if the Company has an internal audit function in place at that time, the performance of any internal audit function, the Company's compliance with legal or regulatory

requirements, compliance with the Company's codes of business conduct and ethics, approvals and ratifications of related person transactions, and any other matters the Committee deems appropriate or the Board requests, and (ii) maintain minutes or other records of Committee meetings and activities.

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