



## LANTHEUS HOLDINGS, INC.

### Compensation Committee Charter

This Compensation 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 Compensation Committee (the "Committee") will: (A) assist the Board in overseeing the Company's management compensation policies and practices, including (i) determining and approving the compensation of the Company's Chief Executive Officer ("CEO"), who may not be present during voting or deliberations on his/her compensation, and the Company's other executive officers, (ii) reviewing and approving incentive compensation policies and programs, and exercising discretion in the administration of those policies and programs, and (iii) reviewing and approving equity compensation programs, and exercising discretion in the administration of those programs; and (B) prepare the annual report of the Committee required by the rules of the Securities and Exchange Commission (the "SEC").

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, 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. The Committee has the power to retain outside counsel, compensation consultants or other advisors to assist it in carrying out its activities. The Committee will have the sole authority to retain, compensate, direct, oversee and terminate counsel, compensation consultants and other advisors hired to assist the Committee, each of whom will be accountable ultimately to the Committee. The Company will provide adequate resources to support the Committee's activities, including compensation of the Committee's counsel, consultants and other advisors.

#### II. COMMITTEE MEMBERSHIP

The Committee will consist of at least two members as determined by the Board from time to time. The members of the Committee will be subject to the independence requirements of the Nasdaq Stock Market (the "Nasdaq"), including with respect to service on the Committee (provided that if the Company has affirmatively determined to take advantage of the exception under the Nasdaq Rules for "controlled companies," then for as long as that exception is applicable, the members of the Committee will not be required to meet the independence requirements of the Nasdaq). If at any time less than two members of the Committee meet the requirements of a "Non-Employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") (which generally requires that the director not currently be an officer of the Company and not receive compensation directly or indirectly from the Company in an amount that would require disclosure under Item 404(a) of Regulation S-K), then the Board will approve awards of equity-based compensation if required to exempt those transactions from the short-swing profit provisions of Section 12 of the Exchange Act. Any action duly taken by the Committee will be valid and effective, whether or not the members of the Committee at 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 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 will otherwise establish its own rules of procedure. The Committee may also act by unanimous written consent of its members.

The Committee will meet at least annually with the CEO and any other officers the Committee deems appropriate to discuss and review the performance criteria and compensation levels of key executive officers.

### **IV. KEY RESPONSIBILITIES AND DELEGATION**

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

The Committee, by resolution approved by a majority of 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 and that delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and the Nasdaq.

In addition, the Committee may, by resolution approved by a majority of the Committee, delegate to management the administration of the Company's incentive compensation and equity-based compensation plans, but only to the extent permitted by law and as may be permitted by the terms of those plans and subject to those rules, policies and guidelines (including limits on the aggregate awards that may be made pursuant to that delegation) that the Committee approves; provided that, consistent with paragraphs 5, 6 and 7 below, the Committee will (i) determine and approve the awards made under those plans to any executive officer and any other member of senior management that the Committee designates and (ii) at least annually review the awards made to those other members of senior management.

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

1. establish and review the objectives of the Company's compensation programs and policies for executive officers;
2. review and approve corporate goals and objectives relevant to the compensation of the Company's executive officers, including annual and long-term performance goals and objectives;
3. periodically discuss and review at least annually the Company's compensation policies and practices for executives, management employees and employees generally and assess whether such policies and practices promote appropriate approaches to the management of risk and do not encourage unnecessary and excessive risk taking;
4. review and authorize (subject to any further action of the Board if and to the extent the Board so determines) any employment, compensation, benefit or severance agreement with any executive officer;
5. evaluate at least annually the performance of the Company's executive officers against corporate goals and objectives, including the annual performance objectives, and determine and approve (subject to

- such further action of the Board if and to the extent the Board so determines) the compensation (including any awards under any equity-based compensation or non-equity-based incentive compensation plan and any material perquisites) for the executive officers based on this evaluation;
6. determine and approve the compensation level (including the award or granting of any awards under any equity-based compensation or non-equity-based incentive compensation plan and any material perquisites) for any other members of the Company's senior management if and as the Committee or the Board determines from time to time to be appropriate;
  7. review at least annually the compensation (including any awards under any equity-based compensation or non-equity-based incentive compensation plan of the Company and any material perquisites) of those members of senior management other than those whose compensation is determined and approved in accordance with paragraph 6 above, if and as the Committee or the Board determines from time to time to be appropriate;
  8. review on a periodic basis the Company's senior management compensation programs, including any senior management incentive compensation plans as well as plans and policies pertaining to perquisites, to determine whether they are appropriate, properly coordinated and achieve their intended purpose(s), and recommend to the Board any appropriate modifications or new plans, programs or policies;
  9. review, approve and recommend to the Board the adoption of any equity-based compensation plan for employees or directors of or consultants to the Company and any modification of any such plan;
  10. administer the Company's equity-based compensation plans for employees, directors and consultants as provided by the terms of those plans, including authorizing and granting all awards made pursuant to those plans (including the execution of award agreements on behalf of the Company), and monitoring compliance by management with those rules, policies and guidelines for the issuance of awards pursuant to those plans as the Committee or the Board may establish from time to time;
  11. administer the Company's annual bonus plan for executive officers as provided by the terms of that plan, including authorizing and granting all awards made pursuant to that plan and monitoring compliance by management with those rules, policies and guidelines for the issuance of awards pursuant to that plan as the Committee or the Board may establish from time to time;
  12. review, approve and recommend to the Board the adoption of any other equity or non-equity-based incentive compensation plan for employees, directors or consultants and any material modification of any such plan and review at least annually the awards made pursuant to those plans, if any;
  13. review, approve and recommend to the Board the adoption of any employee retirement plans and any material modification of any such plans;
  14. with respect to any compensation consultant who has been engaged to make determinations or recommendations on the amount or form of executive or director compensation: (a) from time to time as the Committee deems appropriate, assess whether the work of any such compensation consultant (whether retained by the compensation committee or management) has raised any conflicts of interest and (b) review the engagement and nature of any additional services provided by such compensation consultant to the Committee or management, as well as all remuneration provided to such consultant;
  15. annually, and from time to time as the Committee deems appropriate and prior to retention of any advisers to the Committee, assess the independence of compensation consultants, legal and other advisers to the Committee, taking into consideration factors specified in the listing standards of the Nasdaq;
  16. review and discuss with management the Compensation Discussion and Analysis disclosure required by SEC regulations and determine whether to recommend to the Board, as part of a report of the Committee to the Board, that such disclosure be included in the Company's Annual Report on Form

- 10-K and any proxy statement for the election of directors; as part of this review, the Committee will consider the results of the most recent shareholder advisory vote on executive compensation (“say-on-pay” vote) required by Section 14A of the Exchange Act;
17. prepare the report of the Committee required to be included in the Company’s Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C, as applicable, in accordance with applicable rules and regulations of the SEC and other applicable regulatory bodies;
  18. review the form and amount of director compensation at least annually, and make recommendations on director compensation to the Board;
  19. monitor compliance of directors and executive officers with any Company program of required stock ownership, to the extent applicable;
  20. conduct a self-evaluation of the performance of the Committee from time to time as determined in the sole discretion of the Committee;
  21. review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate; and
  22. 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.

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