

## **ESPERION BOARD OF DIRECTORS**

### **COMPLIANCE COMMITTEE CHARTER**

#### **1. PURPOSE**

The Compliance Committee (the “Compliance Committee”) of the Board of Directors (the “Board”) of Esperion Therapeutics, Inc. (“Esperion” or the “Company”) shall assist the Board in fulfilling its responsibility to oversee (i) the development, implementation, and effectiveness of the Esperion ethics and compliance program, including policies and practices related to compliance with applicable healthcare statutes and regulations and requirements established by the FDA and applicable foreign regulatory agencies, and (ii) management’s identification and evaluation of the Company’s principal legal and regulatory compliance risks, and to perform other such duties as may be required by the Board.

The Compliance Committee is not responsible for the oversight of Esperion’s compliance with securities laws and regulations.

#### **2. MEMBERSHIP**

The number of directors serving on the Compliance Committee shall be fixed by the Board from time to time but shall consist of at least two (2) directors. The Board shall designate one member of the Compliance Committee as the Chairperson of the Compliance Committee.

Appointees may be replaced or removed from the Compliance Committee at any time, with or without cause, by the Board. A director’s resignation or removal from the Board, for any reason, shall automatically constitute his or her removal from the Compliance Committee. Vacancies occurring for whatever reason may be filled by the Board.

#### **3. RESPONSIBILITIES**

The Company’s management is responsible for developing an effective ethics, quality, and compliance program to address risk areas based upon the Company’s business model. The Compliance Committee is responsible for overseeing the conduct of these activities by Company’s management.

In carrying out its oversight responsibilities, the Compliance Committee shall perform the functions listed below.

3.1 *Esperion’s Ethics, Quality and Compliance (“EQC”) Program*

- a. Meet regularly with the Company's Chief Ethics and Compliance Officer, as well as other members of the Company's management, to discuss matters within the Compliance Committee's oversight responsibilities.
- b. Assess the adequacy of:
  - i. The Company's compliance with applicable legal and regulatory requirements and industry codes, as well as the Company's Code of Professional and Ethical Conduct (the "Code"). This includes, without limitation, U.S. and foreign healthcare program requirements (as applicable), FDA and foreign agency product promotion regulations, anti-bribery and anti-corruption laws, "good practice" quality guidelines or GxPs, and pharmacovigilance.
  - ii. The effectiveness of the Company's EQC program periodically to ensure a satisfactory system of compliance and risk management is operating within the Company. Such review will include an assessment of the organizational structure, staffing, implementation of initiatives, and management's assessment of the effectiveness of the Company's EQC program relating to the Company's principal legal and regulatory compliance risks, and the adequacy of the resources for the program.
  - iii. The channels available for reporting concerns regarding compliance-related activities, as well as the policies protecting the anonymity of the reporter and prohibiting retaliation.
  - iv. The Company's approach to, and results of, risk identification and assessment conducted by Company management and the appropriateness of risk management plans and their status.
  - v. Reports on internal investigations or government or regulatory inquiries or actions that may cause significant financial or reputational damage to the Company, or that otherwise indicate a potentially significant compliance issue within the Company.
- c. Receive information from management about current and emerging legal and regulatory compliance risks and enforcement trends that may affect the Company's business operations, performance, or strategy.
- d. Unless otherwise overseen by the Audit Committee, oversee, at the Board's discretion, any investigation into potential instances of non-compliance (except for matters of financial compliance) with applicable laws, regulations, industry-code,

or Company policies and procedures. The Compliance Committee may also call for such investigations where warranted.

### 3.2 Committee Reports

- a. Periodically, provide a report to the Board from the Chairperson of the Compliance Committee on recent Committee meetings. This report shall include matters that potentially expose the Company to significant compliance risk, such as:
  - o Potential compliance-related issues facing the Company
  - o A summary of the compliance investigations, findings, and resolutions for the relevant period
  - o Any suspected patterns of non-compliance within the Company
- b. The report may include recommendations to the Board on corrective actions or programs directed at resolving issues of non-compliance.

### 3.3 Code of Professional and Ethical Conduct

- a. Assess and review the Code annually.
- b. If appropriate, recommend enhancements or changes to the Code's content to the Board for further consideration.

### 3.4 Compliance Committee Charter and Annual Evaluation

- a. Review the adequacy of this Charter annually and submit any proposed changes to the Board for approval.
- b. Review and evaluate the performance of the Compliance Committee annually and report to the Board on the results of such evaluation.

## **4. GOVERNANCE**

### 4.1 Meetings

- a. The Compliance Committee shall designate a Secretary for each meeting. Minutes of each meeting will be prepared by the Secretary and submitted to Compliance Committee members for approval at the next meeting.
- b. Meetings will be held a minimum of four times a year (preferably once per calendar quarter if possible), in person or by teleconference or other communications equipment by means of which all persons participating in the meeting can hear each other.

- c. Meeting agendas will be provided in advance of each scheduled meeting. The first order of business will be the adoption of the minutes from the prior Compliance Committee meeting.
- d. In lieu of a meeting, the Compliance Committee may act by unanimous written consent.

#### 4.2 Quorum and Voting

For the transaction of business at any meeting of the Compliance Committee, a majority of the members of the Compliance Committee shall constitute a quorum and the Compliance Committee may act by a vote of a majority of the members present at such meeting.

#### 4.3 Outside Advisors

The Compliance Committee shall have the authority to select and retain external advisors, as necessary, for the purposes of obtaining the advice and guidance of professionals with the appropriate subject-matter expertise. The Company must provide for appropriate funding, as determined by the Compliance Committee, for payment of compensation to any external advisors retained by the Compliance Committee.