

PARATEK PHARMACEUTICALS, INC.

AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

This Amended and Restated Compensation Committee Charter (this “*Charter*”) was adopted by the Board of Directors (the “*Board*”) of Paratek Pharmaceuticals, Inc. (the “*Company*”) on February 2, 2017.

I. PURPOSE

The purpose of the Compensation Committee of the Board (the “*Committee*”) is (1) to discharge the Board’s responsibilities relating to compensation of the Company’s executives, including by designing (in consultation with management or the Board), recommending to the Board for approval, and evaluating the compensation plans, policies and programs of the Company and (2) to produce an annual report on executive compensation for inclusion in the Company’s proxy materials or other filings with the Securities and Exchange Commission (the “*SEC*”) in accordance with applicable rules and regulations.

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 from time to time consistent with the Company’s bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. AUTHORITY

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder, including those human resources and other Company personnel who assist in preparing the Compensation Discussion and Analysis for the Company’s proxy materials to be filed with the SEC. The Committee shall have the sole authority, as it deems appropriate, to retain and/or replace, as needed, any independent counsel, compensation and benefits consultants and other outside experts or advisors as the Committee believes to be necessary or appropriate, and only after taking into consideration the factors specified in Nasdaq Listing Rule 5605(d)(3) or any successor provision. The Committee may also utilize the services of the Company’s regular legal counsel, accounting or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any such persons retained by the Committee.

The Committee may form and delegate authority to subcommittees as appropriate, including, but not limited to, a subcommittee composed of one or more members of the Board to

grant stock awards under the Company's equity incentive plans to persons who are not (a) "**Covered Employees**" under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "**Code**"); (b) individuals with respect to whom the Company wishes to comply with Section 162(m) of the Code or (c) then subject to Section 16 of the Securities Exchange Act of 1934, as amended (the "**1934 Act**"). The operation of the Committee shall be subject to the Company's bylaws and Section 141 of the Delaware General Corporation Law. The approval of this Charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

III. MEMBERSHIP

The Committee shall be composed of at least two directors as determined by the Board, none of whom shall be an employee of the Company and each of whom shall (1) satisfy the independence requirements of the Nasdaq Stock Market, (2) be a "non-employee director" within the meaning of Rule 16b-3 of the 1934 Act and (3) be an "outside director" under the regulations promulgated under Section 162(m) of the Code.

The members of the Committee, including the Committee chairperson, shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board.

IV. MEETINGS AND PROCEDURES

The Committee chairperson (or in his or her absence, a member designated by the Committee chairperson) shall preside at each meeting of the Committee and set the agendas for Committee meetings. 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.

The Committee shall meet on a regularly scheduled basis as the Committee deems necessary or desirable, and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

Any two members or the Chairman of the Committee may call a meeting of the Committee upon due notice to each other member at least 24 hours prior to the meeting.

All non-management directors who are not members of the Committee may attend and observe meetings 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 such a function is adopted), any other financial personnel employed or retained by the Company, legal counsel or any other person whose presence the 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 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.

Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing or by electronic transmission.

The Committee chairperson shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

V. DUTIES AND RESPONSIBILITIES

1. The Committee shall, at least annually, review the compensation philosophy of the Company. The Committee shall, at least annually review and approve corporate goals and objectives relating to the compensation of the Chief Executive Officer and all other officers (as such term is defined in Rule 16a-1, promulgated under the 1934 Act) (the “*Officers*”), evaluate the performance of the Officers in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board) determine and approve, or recommend to the Board for approval, the compensation levels for the Officers, all senior vice president-level employees and all employees who perform a policy making role and report directly to the Chief Executive Officer based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer’s compensation, the Committee should consider the Company’s performance and relative stockholder return, the value of similar incentive awards given to chief executive officers of comparable companies, the awards given to the Chief Executive Officer in past years and such other criteria as the Committee deems advisable.

2. The Committee shall, at least annually, review and approve all compensation for directors.

3. The Committee shall review and approve all Officer employment contracts and other compensatory, severance and change-in-control arrangements for current and former Officers.

4. The Committee shall administer and annually review all annual bonus, long-term incentive compensation, stock option, equity incentive and employee stock purchase plans and with respect to each plan shall have responsibility for:

- (i) general administration;
- (ii) setting performance targets under all annual bonus and long-term incentive compensation plans as appropriate and committing to writing any and all performance targets for all Officers who may be “*covered employees*” under Section 162(m) of the Code within the first 90 days of the performance period to which such targets relate or, if shorter, within the period provided by Section 162(m) of the Code in order for such targets to be “pre-established” within the meaning of Section 162(m);
- (iii) certifying that any and all performance targets used for any performance-based equity compensation plans have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plan(s);

(iv) reviewing and recommending to the Board for approval all adoptions of, amendments to, and terminations of, all compensation plans and any awards under such plans;

(v) granting any awards under any performance-based annual bonus, long-term incentive compensation and equity compensation plans to Officers or current employees with the potential to become an Officer, including stock options and other equity rights (e.g., restricted stock, stock purchase rights);

(vi) granting any awards under the Company's equity and equity-based compensation plans; and

(vii) repurchasing securities from terminated Officers, including the Chief Executive Officer.

All annual plan reviews should include reviewing the plan's administrative costs, reviewing current plan features relative to any proposed new features, assessing the performance of the plan's internal and external administrators if any duties have been delegated and reviewing and commenting in the Company's proxy statement compensation discussion and analysis on any material risks that the Company may be undertaking with respect to the incentive compensation programs considered and approved by the Committee.

5. The Committee shall review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.

6. The Committee shall establish and periodically review the Company's policies and procedures concerning perquisite benefits.

7. The Committee shall manage and review any employee loans in an amount equal to or greater than \$75,000; notwithstanding the foregoing, no loans will be made to Officers or directors, and any loans will be in accordance with applicable law.

8. The Committee shall prepare and approve the Committee report to be included as part of the Company's annual proxy statement in accordance with Securities and Exchange Commission proxy and disclosure rules.

9. The Committee shall evaluate its own performance annually, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

10. The Committee shall review and reassess this Charter annually and submit any recommended changes to the Board for its consideration.

VI. DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, except that it shall not delegate its responsibilities set forth in paragraphs 3 and 5 of Section V above or for any matters that involve executive compensation or any matters where it has determined such compensation is intended to comply with Section 162(m) of the Code by virtue of being approved by a Committee of “outside directors” or is intended to be exempt from Section 16(b) under the 1934 Act pursuant to Rule 16b-3 by virtue of being approved by a committee of “non-employee directors.”