



Advanced Accelerator Applications S.A.

Audit Committee Charter

Approved by Board (16th October 2014)

1. Purpose

The Audit Committee shall assist the Board of Directors in the oversight of (1) the integrity of the financial statements of the Company, (2) the effectiveness of the internal control over financial reporting, (3) the independent registered public accounting firm's qualifications, performance and independence, (4) the performance of the Company's internal audit function, and (5) the Company's compliance with legal and regulatory requirements and (6) the performance of the Company's compliance function.

2. Structure and Membership

- a. **Number:** The Audit Committee shall consist of at least three (3) members, composed solely of Directors.
- b. **Independence:** Except as otherwise permitted by applicable Nasdaq and/or SEC rules each member shall be an "independent director" as defined by NASDAQ Rules and shall meet the criteria for independence set forth in Rule 10A 3(b)(1) under the Securities Exchange Act of 1934, as amended and shall not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three (3) years.
- c. **Appointment or Removal:** The Board shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board under exceptional circumstances. The Board shall designate the Chairman of the Committee. Appointment or removal of a committee member shall be indicated in the Audit Committee minutes.
- d. **Financial Literacy:** Each member of the Audit Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement, at the time of his or her appointment to the Audit Committee. In addition, at least one member must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. Unless otherwise determined by the Board (in which case disclosure of such determination shall be made in the Company's annual report filed with the SEC), at least one (1) member of the Audit Committee shall be an "audit committee financial expert" (as defined by applicable SEC rules).

3. Responsibilities and Authorities

- a) The Committee shall provide assistance to the Board in fulfilling its oversight responsibility to the shareholders relating to the Company's financial statements and the financial reporting process, preparation of the financial reports and other financial information provided by the Company to any governmental or regulatory body, the systems of internal accounting and financial controls, the internal audit function, the annual independent audit of the Company's financial statements, the Company's major risk exposures, the legal compliance and ethics programs as established by management and the Board, and the Company's compliance function.
- b) The Board and/or the management remain responsible for all decisions taken, even if prepared or recommended by the Audit Committee.
- c) To implement the Committee's purpose, the Committee shall be charged with the following functions and processes (where appropriate, references made to the Auditors shall be deemed to include the Statutory Auditor):
 - a. The Audit Committee shall make appropriate recommendations with respect to the appointment, compensation, retention and oversight of the work of any Auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. Each such Auditor shall report directly and is ultimately accountable to the Audit Committee, without prejudice to statutory provisions.
 - b. The Audit Committee shall make recommendations with respect to the audit services and non-audit services to be provided by the Company's Auditors before the Auditors are engaged to render such services.
 - c. The Audit Committee may delegate its authority to make recommendations with respect to services to one or more Audit Committee members, provided that such designees present any such recommendations to the full Audit Committee at the next Audit Committee meeting.
 - d. The Audit Committee shall discuss with the Statutory Auditor its responsibilities under generally accepted auditing standards, review and make recommendations with respect to the planned scope and timing of the Statutory Auditor's annual audit plan(s) and discuss significant findings from the audit, including any problems or difficulties encountered.
 - e. The Audit Committee shall obtain and review a report or reports from the Company's Auditors describing all relationships between the Auditors and the Company consistent with the applicable requirements of the PCAOB regarding the Auditors' communications with the Audit Committee concerning independence.
 - f. The Audit Committee shall monitor and evaluate the rotation of the audit partners on the audit engagement team as required by law.
- d) Review all transactions between the Company and related parties or affiliates of the officers of the Company.
- e) The Audit Committee shall review with the management and the Statutory Auditor, in separate meetings whenever the Audit Committee deems appropriate:
 - a. Any analyses or other written communications prepared by the management and/or the Statutory Auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative IFRS methods on the financial statements , and
 - b. The critical accounting policies and practices of the Company.
- f) The Audit Committed shall review the financial statements as follows:

- a. The AC shall review the annual, and, if any, the quarterly accounts, at least 3 days before the Board which is authorized to approve them in its meetings.
- b. Review of the Annual Financial Accounts shall by the audit committee shall occur around March 25 (the Board will review at around March 28).
- g) The Audit Committee shall, in conjunction with the Chief Executive Officer and Chief Financial Officer of the Company, review the Company's disclosure controls and procedures and internal control over financial reporting. The review of internal control over financial reporting shall include whether there are any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to affect the Company's ability to record, process, summarize and report financial information and any fraud involving management or other employees with a significant role in internal control over financial reporting. Review of any communication to the Market
- h) The Audit Committee shall review important communication prior to disclosure to the Securities and Exchange Commission or any department thereof so as any communication which may impact the structure of the Company (i.e. press release relative to acquisition).
The Audit Committee shall review and discuss with the Auditors any audit problems or difficulties and the response of the management thereto, including those matters required to be discussed with the Audit Committee by the Auditors pursuant to established auditing standards, such as:
 - a. Any restrictions on the scope of the Auditors' activities or on access to requested information;
 - b. Any accounting adjustments that were noted or proposed by the Auditors but were "passed" (as immaterial or otherwise);
 - c. Any communications between the audit team and the audit firm's national office regarding auditing or accounting issues presented by the engagement;
 - d. ANY management or internal control letter issued, or proposed to be issued, by the Auditors; and any significant disagreements between the management and the Auditors.
- i) The Audit Committee shall assist in resolving disagreements between the management and the Auditors regarding the Company's financial reporting.
- j) The Audit Committee shall recommend procedures for:
 - a. The 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 employees of the Company of concerns regarding questionable accounting or auditing matters.
 - c. Standards for the type of information and the type of presentation of such information to be included in, earnings press releases and earnings guidance provided to analysts and rating agencies
- k) The Committee shall review and discuss generally with management the Company's policies regarding earnings press releases and information provided to analysts and ratings agencies.
- l) The Committee shall review with management and the Auditor the charter, plans, activities, staffing, and organizational structure of the internal audit function.
- m) The Committee shall ensure that the Company establishes resources and maintains a professional compliance function to serve the interests of the Board and the Company. The Committee shall review with management and the Compliance Officer the plans, activities, staffing, and organizational structure of the compliance function.
- n) The Committee will require management to establish and maintain an enterprise risk management process and will regularly discuss the Company's major risk exposures, the steps management has taken to monitor and control such exposures, and guidelines and policies to govern the Company's

risk assessment and risk management processes. In addition, the Committee will periodically report to the Board regarding significant matters identified with respect to the foregoing

- o) The Audit Committee shall approve or ratify any Related Person Transaction (as defined in the Company's Related Person Transaction Policy) in accordance with the Company's Related Person Transaction Policy, without prejudice to the provisions of Articles L. 225-38 *et seq.* of the French Commercial Code

4. Authority and Delegations

- a) The Committee shall maintain free and open communication with the external auditors, the internal auditors, the compliance officer and management of the Company in fulfilling these responsibilities. The Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company.
- b) The Audit Committee is authorized (without seeking Board approval) to retain, at the Company's expense, special legal, accounting or other advisers and may request any executive officer or employee of the Company or the Company's outside counsel or Auditors to meet with any members of, or advisers to, the Audit Committee.
- p) The Audit Committee may delegate its authority to subcommittees or the Chairman of the Audit Committee when it deems appropriate and in the best interests of the Company.

5) Meetings and Procedures

- a. **Frequency:** The Audit Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, but not less frequently than quarterly to coincide with the cycle of public financial information flows, and at least five (5) days before the Board. The Chairman of the Audit Committee, in consultation with the other committee members, shall determine the frequency and length of the committee meetings and shall set meeting agendas consistent with this charter.
- b. **Notification of a meeting:** The agenda for meetings should be prepared and provided to members along with appropriate briefing materials and documents at least 3 (3) days before the meeting. The invitation to participate may be made in any form.
- c. **Minutes of meeting:** Minutes shall be kept of each meeting of the Committee. The drafting of these minutes as well as the providing of the necessary and timely documentation for the meeting is done by the Secretary of the Committee. The Secretary is chosen either within the Audit Committee or with a qualified person inside the company
- d. **Reporting to the Board:** All actions of the Audit Committee shall be reported regularly to the Board or submitted to the Board for ratification.
- e. **Review of the Charter:** The Audit Committee shall make review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- f. **Annual Self-Evaluation:** The Audit Committee shall annually evaluate its own performance.