



Advanced Accelerator Applications S.A.

Compensation Committee Charter

Adopted October 16, 2014

1. Purpose

The Compensation Committee (the “**Committee**”) is created by the Board of Directors of Advanced Accelerator Applications S.A (the “**Company**”) to oversee the Company’s overall compensation structure, policies and programs and intend to develop and implement compensation policy in order to achieve the Company’s Corporate goals and strategies ,and the alignment of the interests of the long term interest Company’s shareholders. The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

2. Structure and Membership

- a) Number The Compensation Committee shall The Committee shall consist of at least two (2) members. The number shall be fixed by the Board of Directors of the Company from time to time.
- b) Independency The members of the Compensation Committee shall satisfy the independence standards established pursuant to the Nasdaq Listing Rule 5605(d)(2)(A) which, among other things, prohibit a member from receiving compensation from the Company in excess of \$120,000 during any 12-month period within the prior three years, excluding compensation for board or board committee service. Committee members shall qualify also as “Non-Employee Directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934 as amended.
- c) Appointment and Removal members. 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 of the Directors of the Company and may be removed by the Board at any time. The Board shall designate the Chairman of the Committee. Appointment or removal of a committee member shall be indicated in the Compensation Committee minutes.

3. Responsibilities and authorities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters. The entire Board remains responsible for taking all decisions, even if prepared or recommended by the Committee.

- a) Matters related to Compensation of the Company’s Chief Executive Officer.

The Committee shall review and make recommendations to the Board with respect to the compensation of the Chief Executive Officer. In reviewing the Chief Executive Officer’s compensation, the Committee shall, among other things

- identify and review corporate goals and objectives relevant to the Chief Executive Officer’s and each other executive officer’s compensation;

- evaluate the Chief Executive Officer's performance in light of such goals and objectives and determine and recommend the Chief Executive Officer's compensation based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of the Company; and
- Recommend any long-term incentive component of the Chief Executive Officer's compensation. The Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to Chief Executive Officer's at comparable companies, and the awards given to the Company's Chief Executive Officer's in the past years

b) Matters related to Key employees

The Compensation Committee shall propose to the Board at least two (2) Key employees for which it shall review and make recommendations to the Board with respect to their compensation.

c) Matters related to other employees

The Compensation Committee shall provide guidelines to be followed by the Board in determining the compensation of the others employees in light of the objectives and the performances goals

It may approve or recommend any employment agreements, offers of employment and other elements of compensation provided to the Chief Executive officer and members of the Management.

d) Matters related to Management Succession

The Committee shall, in consultation with the Company's Chief Executive Officer, periodically review the Company's management succession planning, including policies for Chief Executive Officer selection and succession in the event of the incapacitation, retirement or removal of the Chief Executive Officer, and evaluations of, and development plans for, any potential successors to the Chief Executive Officer.

e) Matters related to Compensation Policies and Plans

Compensation policies and plan The Committee shall review and evaluate the Company's executive compensation and benefits policies generally (subject, if applicable, to shareholder approval). In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of executive officers and other employees of the Company and any other factors that it deems appropriate.

Incentive Compensation and Equity Based Plan The Committee shall review and approve grants and awards under incentive compensation and equity based plans consistent with the terms of the plan. The Committee may make recommendations to the Board of the Company with regard to policies and procedures for the grant of equity based awards by the Company.

f) Risk Assessment

The Committee shall review and assess risks arising from the Company's compensation policies and practices for it's employees and whether any such risks are reasonably likely to have a material adverse effect on the Company.

4. Authority and Delegations

The Compensation Committee is authorized to retain or obtain, at the Company's expense, the advice of a compensation consultant, legal counsel or other adviser and may request any executive officer or employee of the Company or the Company's outside counsel to meet with any members of, or advisers to, the Committee as it deems necessary or appropriate to assist it in the full performance of its functions.

The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Advisor retained by the Committee. The Company shall provide for appropriate funding as determined by the Compensation Committee, for payment of reasonable compensation Committee.

The Committee, to the extent it deems necessary or appropriate, may consult with management and seek advice and assistance from company employees or others.

The Compensation Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems it appropriate and in the best interests of the Company.

5. Meetings and Procedures

a) Frequency

The Compensation Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter but not less frequently than quarterly. The Chairman of the 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 1 day before the meeting. The invitation to participate may be made by any form.

c) Absence of the Chief Executive Officer

The Chief Executive Officer may not be present during voting or deliberations on his or her compensation

d) Minutes of meeting

The Chairman shall ensure that meeting minutes are prepared no later than the next week of the meeting.

e) Reporting to the Board

The Compensation Committee shall provide a report at least once a year to the Board on its activities and decisions

f) Review of the Charter

The Compensation Committee shall make review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

g) Annual Performance Evaluation.

Annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.