

## PARATEK PHARMACEUTICALS, INC.

### AMENDED AND RESTATED AUDIT COMMITTEE CHARTER

This Audit Committee Charter (this “*Charter*”) was amended and restated by the Board of Directors (the “*Board*”) of Paratek Pharmaceuticals, Inc. (the “*Company*”) on September 20, 2017.

#### PURPOSE

This Charter governs the operations of the Audit Committee of the Board (the “*Committee*”). The purpose of the Committee will be to:

1. Provide assistance to the Board in fulfilling its oversight responsibility to the stockholders, potential stockholders, investment community and others relating to:

- (a) integrity of the Company’s financial statements;
- (b) effectiveness of the Company’s internal controls and disclosure controls;
- (c) independent auditors’ qualifications and independence;
- (d) performance of the Company’s internal audit function, if one is adopted, and independent auditors;
- (e) compliance with legal and regulatory requirements by the Company; and
- (f) any other issue that the Committee believes should be brought to the attention of the Board.

2. Prepare the Committee report that the Securities and Exchange Commission (the “*SEC*”) proxy rules require to be included in the Company’s annual proxy statement, and any other reports, not otherwise delegated to other committees, required to be included in the Company’s filings with the SEC.

The Committee may conduct or authorize investigations into or studies of matters within the Committee’s scope of responsibility with full access to all books, records, facilities and personnel of the Company.

The Committee may retain and compensate such outside legal, accounting or other advisors as it considers necessary in discharging its oversight role. The Committee may also utilize the services of the Company’s regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

In fulfilling its purpose, it is the responsibility of the Committee to maintain free and open communication between the Committee, independent auditors, the internal auditor, if any, and management of the Company, and to determine that all parties are aware of their responsibilities.

## **ORGANIZATION**

The members and chairperson of the Committee will be nominated by, will be appointed by and will serve at the discretion of the Board on the recommendation of the Nominating and Corporate Governance Committee, if applicable. Committee members may be removed from the Committee with or without cause by the Board. The Committee will consist of at least three members of the Board, who meet the following criteria (to the extent that such requirements are effective from time to time):

1. Each member will be an independent director of the Board. For purposes hereof, members will be considered independent as long as they satisfy all of the independence requirements for Board members as set forth in the rules of The Nasdaq Stock Market LLC (“*Nasdaq*”), or other applicable stock exchange listing standards, and Rule 10A-3 of the Exchange Act of 1934, as amended (the “*Exchange Act*”);
2. Each member will have the ability to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement (will be “financially literate”) or will become financially literate within a reasonable period of time, in accordance with the applicable Nasdaq rules;
3. At least one member will have employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background that 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 in a public company, in accordance with the applicable Nasdaq rules; and
4. At least one member will be an “audit committee financial expert,” in accordance with the applicable rules of Nasdaq and the SEC.
5. No member shall have participated in the preparation of the financial statements of the Company or any subsidiary of the Company at any time during the past three years.

Except to the extent described above, Committee members are not required to be engaged in the accounting and auditing profession, and, consequently, some members may not be experts in financial matters, or in matters involving auditing or accounting. The Board will designate one member as chairperson or delegate the authority to designate a chairperson to the Committee.

## **DUTIES AND RESPONSIBILITIES**

The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible in order to best react to changing conditions and circumstances. The Committee will seek to set the overall corporate “tone” for quality financial reporting, sound business risk practices and ethical behavior.

The Committee, through its chairperson, shall report regularly to, and review with, the Board any issues that arise with respect to the integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, the performance of the Company's internal audit function, if one has been adopted, or any other matter the Committee determines is necessary or advisable to report to the Board.

The Committee has the responsibilities and powers set forth in this Charter, and will have the authority to undertake such other specific duties, exercise any other powers and carry out any other responsibility as the Board may prescribe or delegate from time to time consistent with the Company's bylaws. The duties, 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.

Management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements, for the appropriateness of the accounting principles and reporting policies that are used by the Company and for implementing and maintaining internal control over financial reporting. The Committee's responsibilities are limited to oversight.

The Company's independent auditors are responsible for performing audits of the Company's annual financial statements, expressing an opinion as to the conformity of such annual financial statements with generally accepted accounting principles ("**GAAP**") and reviewing the Company's quarterly financial statements and unaudited interim financial statements.

It is not the duty of the Committee to plan or conduct audits, to determine that the financial statements and disclosure are complete and accurate and are prepared in accordance with GAAP, to conduct investigations or to assure compliance with laws and regulations or the Company's internal policies, procedures and controls.

Absent actual knowledge to the contrary, each member of the Committee shall be entitled to rely on the integrity of those persons within the Company and of the professionals and experts (including, if such a function has been adopted, the Company's internal auditor (or others responsible for the internal audit function, including contracted non-employee or audit or accounting firms engaged to provide internal audit services) (the "**internal auditor**") and the Company's independent auditors) from which the Committee receives information and, absent actual knowledge to the contrary, the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts.

Further, auditing literature, particularly Statement on Auditing Standards No. 100, defines the term "review" to include a particular set of required procedures to be undertaken by independent auditors. The members of the Committee are not independent auditors, and the term

“review” as used in this Charter is not intended to have that meaning and should not be interpreted to suggest that the Committee members can or should follow the procedures required of auditors performing reviews of interim financial statements.

The following will be the principal duties and responsibilities of the Committee. These are set forth as a guide with the understanding that the Committee may supplement them as appropriate. The Committee will:

### **Independent Auditors**

1. Be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditors (including resolution of disagreements between management and the auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the listed issuer, and the independent auditors must report directly to the Committee.

2. Evaluate, at least annually (after reviewing the independent auditors’ work throughout the year), the auditors’ qualifications, performance and independence. The Committee shall actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditors. If the Committee determines that further inquiry is advisable, the Committee shall take appropriate action to satisfy itself of the auditors’ independence.

(a) Such evaluation should include the review and evaluation of the lead partner of the independent auditors and take into account the opinions of management and the Company’s personnel responsible for the internal audit function.

3. Determine that the independent audit firm has a process in place to address the rotation of the lead audit partner and other audit partners serving the account as required under the SEC independence rules. The Committee shall, from time to time, consider whether the Company should adopt rotation of the annual audit among independent auditing firms.

4. Pre-approve the engagement of the independent auditors and all audit and non-audit services provided by the independent auditors, whether for the Company or any of its subsidiaries, if any, and not engage the independent auditors to perform non-audit services proscribed by law or regulation.

(a) The Committee may delegate pre-approval authority to one or more members of the Committee, to the extent permitted under applicable law, Nasdaq rules, SEC rules and the Company’s Certificate of Incorporation and bylaws; provided, that the delegate’s decisions must be presented to the full Committee at its next scheduled meeting.

(b) Committee pre-approval of audit and non-audit services will not be required if the engagement for the services is entered into pursuant to pre-approval policies and procedures established by the Committee regarding the Company’s engagement of the independent auditors; provided the policies and procedures are detailed as to the particular service, the Committee is

informed of each service provided and such policies and procedures do not include delegation of the Committee's responsibilities under the Exchange Act to the management of the Company.

(c) If the Committee elects to establish pre-approval policies and procedures regarding non-audit services, the Committee must be informed of each non-audit service provided by the independent auditors. Committee pre-approval of non-audit services (other than review and attest services) also will not be required if such services fall within available exceptions established by the SEC.

5. Discuss with the internal auditor, if any, the management and the independent auditors the overall scope and plans for their respective audits, including the adequacy of staffing and budget or compensation, and all applicable critical accounting policies and practices.

6. Review regularly with the independent auditors any material audit problems or difficulties encountered during the course of the audit work, including restrictions on the scope of the independent auditors' activities or access to requested information, and management's response. The Committee should also review:

(a) any material accounting adjustments that were noted or proposed by the auditors but were "passed";

(b) any communications between the audit team and the audit firm's national office relating to problems or difficulties encountered with respect to significant auditing or accounting issues presented by the engagement; and

(c) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Company. The Committee shall discuss with the independent auditors whether during the course of their audit work the independent auditors became aware of any acts referred to under Section 10A(b) of the Exchange Act.

7. The Committee shall discuss with the independent auditor the report that such auditors are required to make to the Committee regarding:

(a) all critical accounting policies and practices of the Company;

(b) all alternative treatments of financial information within GAAP for policies and practices related to material items that have been discussed with management, including the ramifications of the use of such alternative treatments and disclosures and the treatment preferred by the independent auditors;

(c) all other material written communications between the independent auditors and management; and

(d) any other matters required to be communicated to the Committee by the independent auditors under professional standards.

8. Review with management and the independent auditors the results of the annual audit, including the independent auditors' assessment of the quality, not just acceptability, of the

Company's accounting principles and practices, the independent auditors' views about qualitative aspects of the Company's significant accounting practices, the reasonableness of significant judgments and estimates (including material changes in estimates), all known and likely misstatements identified during the audit (other than those the Auditors believe to be trivial), the adequacy of the disclosures in the financial statements and any other matters required to be communicated to the Committee by the independent auditors under the standards of the Public Company Accounting Oversight Board.

9. Review with the independent auditors, as appropriate, communications between the audit team and the independent auditors' national office with respect to accounting or auditing issues presented by the engagement.

10. Discuss the results of the independent auditors' quarterly reviews of the Company's unaudited interim financial statements and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards.

11. Review whether the auditors' independence is maintained, including by reviewing the non-audit services provided to the Company by the auditors. Prohibited services under Section 10A(g) of the Exchange Act include: (a) bookkeeping or other services related to the accounting records or financial statements of the Company; (b) financial information systems design and implementation; (c) appraisal or valuation services, providing fairness opinions or preparing contribution-in-kind reports; (d) actuarial services; (e) internal audit outsourcing services; (f) management functions or human resources; (g) broker or dealer, investment adviser or investment banking services; (h) legal services and expert services unrelated to the audit; and (i) any other service that the Public Accounting Oversight Board prohibits through regulation.

12. Discuss with the independent auditors the matters required to be discussed by the Statement on Auditing Standards No. 16, "*Communications with Audit Committees*" (including any successor rule adopted by the Public Company Accounting Board), as then in effect.

### **Internal Auditor**

13. Review the advisability of adopting an internal auditor function, if adopted, and the appointment and replacement of the internal auditor.

14. Meet periodically with the Company's internal auditor, if any, to discuss the responsibilities, budget and staffing of the Company's internal audit function and any issues that the internal auditor believes warrant audit committee attention. The Committee shall discuss with the internal auditor, if any, any significant reports to management prepared by the internal auditor and any responses from management.

### **External Reporting and Disclosures**

15. Review and discuss with management and, as appropriate, the independent auditors, the Company's major financial risk exposures and the steps taken by management to monitor and control these exposures.

16. Evaluate the cooperation received by the independent auditors during their audit examination, including any significant difficulties encountered during the audit or any restrictions on the scope of their activities or access to required records, data and information and, whether or not resolved, significant disagreements with management and management's response, if any.

17. Review and discuss the annual audited financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," with management and the independent auditors prior to the filing of the Company's Annual Report on Form 10-K (or the annual report to stockholders if distributed prior to the filing of the Annual Report on Form 10-K). The Committee's review of the financial statements will include:

(a) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any specific remedial actions adopted in light of material control deficiencies;

(b) discussions with management and the independent auditors, and review of analyses prepared by the independent auditors, regarding significant financial reporting issues and judgments made in connection with the preparation of the financial statements and the reasonableness of those judgments, including discussions of or review of analyses of the effects of alternate GAAP methods on the Company's financial statements;

(c) consideration of the effect of regulatory accounting initiatives, as well as off-balance sheet structures on the financial statements;

(d) consideration of the judgment of both management and the independent auditors about the quality, not just the acceptability of accounting principles; and

(e) the clarity of the disclosures in the financial statements

18. Review and discuss the quarterly financial statements, including "Management's Discussion and Analysis of Financial Condition and Results of Operations," with management and the independent auditors prior to the filing of the Company's Quarterly Report on Form 10-Q.

19. Review and discuss earnings press releases (with particular focus on any "pro forma" or "adjusted" non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee's discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance.

20. Determine, based on the review and discussions in paragraphs 12, 15 and 18 above, and based on the disclosures received from the independent auditors regarding its independence and discussions with the auditors regarding such independence pursuant to paragraph 2 above, whether to recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K (if required to be filed with the SEC) for the fiscal year subject to the audit.

21. Provide the Company with the report of the Committee with respect to the audited financial statements required by Item 306 of Regulation S-K for inclusion in each of the Company's annual proxy statements at such time as the Company is subject to the periodic reporting requirements of the Exchange Act.

### **Internal Controls, Processes and Risk Management**

22. Review management's assessment of the effectiveness of internal control over financial reporting as of the end of the most recent fiscal year and the independent auditors' report on management's assessment.

23. Discuss with management, the internal auditor, if any, and the independent auditors the adequacy and effectiveness of internal control over financial reporting, including any significant deficiencies or material weaknesses identified by management of the Company in connection with its required quarterly certifications under Section 302 of the Sarbanes-Oxley Act of 2002, as amended.

24. Discuss with management, the internal auditor, if any, and the independent auditors any significant changes in internal control over financial reporting that are disclosed, or considered for disclosure, in the Company's periodic filings with the SEC.

25. Discuss the Company's guidelines and policies with respect to risk assessment and risk management, including the risk of fraud.

26. Discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, based on consultation with the management of the Company and independent auditors, in addition to establishing appropriate insurance coverage for the Company's directors and executive officers.

### **Other Powers and Responsibilities**

27. Determine and approve engagements of any registered public accounting firm (in addition to the auditors), prior to commencement of such engagements, to perform any other review or attest service, including the compensation to be paid, at the Company's expense, to such firm and the negotiation and execution, on behalf of the Company, of such firm's engagement letter, which approval may be pursuant to pre-approval policies and procedures, including the delegation of pre-approval authority to one or more Committee members, so long as any such pre-approval decisions are presented to the full Committee at the next scheduled meeting.

28. Discuss with management and the independent auditors any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies or internal audit function.

29. Discuss with the Company's General Counsel or outside counsel any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements.



30. Request assurances from management, the independent auditors and the Company's internal auditors, if any, that the Company's foreign subsidiaries and foreign affiliated entities, if any, are in conformity with applicable legal requirements, including disclosure of affiliated party transactions.

31. Review procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters. The Committee shall also establish procedures for the confidential and anonymous submission by employees regarding questionable accounting or auditing matters.

32. Review and assess, at least annually, the Company's internal controls for treasury functions, including cash management procedures.

### **Code of Business Conduct and Ethics, and "Whistleblower" Policy**

33. Review the Company's compliance systems with respect to legal and regulatory requirements and review the Company's code of conduct and programs to monitor compliance with such programs.

(a) The Committee will receive corporate attorneys' reports of evidence of a material violation of securities laws or breaches of fiduciary duty.

34. Review, approve and monitor the Company's code of ethics for the Chief Executive Officer and senior financial officers in accordance with the applicable rules of Nasdaq and the SEC.

35. Review "whistleblower" procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

### **Related Party and Other Transactions**

36. Review and approve all related party transactions to the extent such transactions are required to be disclosed in any public filings made by the Company pursuant to Item 404 of Regulation S-K.

37. Review clear hiring policies for employees or former employees of the independent auditors that meet applicable SEC regulations and Nasdaq or other stock exchange listing standards.

### **Administrative and Other**

38. Review and reassess this Charter and the Committee's structure, processes, performance and membership requirements, including a review of the Committee's compliance with this Charter, at least annually. The Company shall submit any recommended changes to this Charter to the Board for its consideration. The Committee shall conduct an annual evaluation of the performance of the Committee.

39. Determine the appropriate funding needed by the Committee for payment of:
- (a) compensation to the independent audit firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
  - (b) compensation to any advisers employed by the Committee; and
  - (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
40. Review and periodically update an annual calendar and checklist for the Committee's responsibilities and authority.
41. Perform such other duties as may be requested by the Board.

## **MEETINGS**

The chairperson of the Committee (or, in his or her absence, a member designated by the chairperson of the Committee) shall preside at each meeting of the Committee and set the agenda 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 will:

1. Establish its own schedule and will meet at least one time per fiscal quarter;
2. Maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board;
3. Meet separately and periodically with management, the internal auditor (if any), and the independent auditors, at such times as the Committee deems appropriate; and
4. Report regularly to the Board with respect to its activities.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to observe or provide such pertinent information as requested by the Committee. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any non-management director that is not a member of the Committee.

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

## **COMPENSATION**

Committee members may receive fees for their service as Committee members, as determined by the Board:

Fees may include some or all of the following: stock options, cash retainers or per meeting fees, to be paid in such form of consideration as determined by the Board, in accordance with the applicable rules of Nasdaq and the SEC

Committee members may not receive any compensation from the Company except the fees that they receive for services as Board and Committee members.