

## **ACORDA THERAPEUTICS, INC.**

### **COMPLIANCE COMMITTEE CHARTER**

#### **Purpose**

The purpose of the Compliance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) in overseeing the Company's compliance with non-financial legal and regulatory requirements, including those related to product safety and quality and the development, manufacturing, marketing, distribution and sale of the Company's products.

#### **Structure and Membership**

*Number.* The Committee shall consist of at least one member of the Board of Directors.

*Independence.* Except as otherwise permitted by the applicable rules of The Nasdaq Stock Market and Section 301 of the Sarbanes-Oxley Act of 2002 (and the applicable rules thereunder), each member of the Committee shall be “independent” as defined by such rules and Act.

*Chair.* Unless the Board of Directors elects a Chair of the Committee, the Committee shall elect a Chair by majority vote. The Chair of the Committee must be independent as defined by Nasdaq rules.

*Compensation.* The compensation of Committee members shall be as determined by the Board of Directors. No member of the Committee may receive any consulting, advisory or other compensatory fee from the Company, other than fees paid in his or her capacity as a member of the Board of Directors or a committee of the Board.

*Selection and Removal.* Members of the Committee shall be appointed by the Board of Directors, upon the recommendation of the Nominations Committee. The Board of Directors may remove members of the Committee from such committee, with or without cause.

#### **Authority and Responsibilities**

The Committee's responsibility is oversight of the Company's compliance with legal and regulatory requirements related to non-financial compliance matters, including product safety and quality and the development, manufacturing, marketing, distribution and sale of the Company's products as well as other related Company matters. The Committee relies on the expertise and knowledge of management and consultants as it deems necessary in carrying out its oversight responsibilities. Management of the Company is responsible for conforming the Company's conduct to the dictates of legal and regulatory requirements and the Company's internal policies and procedures.

Management also is responsible for developing and supervising the Company's internal programs and monitoring the Company's compliance with applicable laws, regulations, policies and procedures.

Thus, it is not the duty of the Committee to plan or conduct compliance audits, to conduct investigations, or to assure compliance with such laws or regulations, or the Company's internal policies, procedures and controls. Rather, the Committee will oversee the work of the Company's senior compliance executives and other relevant members of senior management, and will receive reports from such officers about material issues and/or matters related to the Company's compliance with such laws and regulations. From time to time, as appropriate, the Committee will give guidance to management and will report any material findings of the Committee to the Board. As part of its oversight, the Committee shall:

- Meet periodically with the Company's Chief Executive Officer, Compliance Officer, General Counsel, and other members of management (as appropriate) to receive reports from such executives and review the adequacy of the Company's internal controls, policies, procedures and programs regarding (i) product safety and quality, (ii) the development, manufacturing, marketing, distribution and sale of the Company's products, and (iii) the Company's compliance with related legal and regulatory requirements (including compliance with the Federal Food, Drug and Cosmetic Act and the regulations promulgated thereunder, federal and state anti-kick-back laws and government price reporting requirements).
- Discuss with the Company's Chief Executive Officer, Compliance Officer, General Counsel, and other members of management (as appropriate) any correspondence with regulators or governmental agencies and any employee complaints or reports which raise material issues regarding the Company's compliance with legal and regulatory requirements related to drug safety and quality and the development, manufacturing, marketing, distribution and sale of the Company's products.
- Review the Company's Corporate Code of Ethics and Conduct at least annually and make recommendations to the Board with respect to changes to the Code of Conduct.

## **Controls and Procedures**

*Oversight.* The Committee shall:

- Coordinate the Board of Directors' oversight of the non-financial compliance aspects of the Company's internal compliance system, the Company's disclosure controls and procedures, and the Company's Code of Conduct.
- Review the non-financial aspects of the risk management policies followed by the Company in operating its business activities.

*Procedures for Complaints.* The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding non-financial compliance matters, including for the confidential, anonymous submission by employees of the Company of concerns regarding such matters.

*Additional Powers.* The Committee shall have such other duties as may be delegated from time to time by the Board of Directors.

## **Procedures and Administration**

*Meetings.* The Committee shall meet at least four times each year. In addition, the Committee will meet at any time that it or the Company's Compliance Officer believes that communication to the Committee is required. The Committee shall meet at least once annually separately with each of the Company's CEO, General Counsel, Compliance Officer and such other management as the Committee deems appropriate. The Committee may additionally meet with other employees of the Company as it deems appropriate. The Committee shall also meet at least annually with the members of the Company's Audit Committee to ensure coordination of related areas and to assess overall Company compliance issues and systems. The Committee shall keep minutes of its meetings.

*Outside Consultants.* The Committee shall meet at least annually with outside experts who can provide updates on evolving trends in non-financial compliance-related issues, standards and systems.

*Subcommittees.* The Committee may form and delegate its authority to one or more subcommittees as it deems appropriate from time to time under the circumstances, each such subcommittee consisting of one or more members of the Committee.

*Reports to Board.* The Committee shall report regularly to the Board of Directors.

*Charter.* At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.

*Independent Advisors.* The Committee shall have the authority to engage and determine funding for such independent advisors as it deems necessary or appropriate to carry out its responsibilities and powers. Such independent advisors may be the regular advisors to the Company.

*Investigations.* The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

*Funding.* The Company shall provide appropriate funding, as determined by the Committee, for payment of:

- Compensation of any independent advisors engaged by the Committee.
- Ordinary administrative expenses of the Committee that are deemed necessary or appropriate by the Committee to carry out its duties.

Adopted May 6, 2007