

**ASSERTIO THERAPEUTICS, INC.
OPIOID MATTER OVERSIGHT COMMITTEE CHARTER**

**Adopted by the Board of Directors of
Assertio Therapeutics, Inc. as of August 15, 2018**

Purpose

The Opioid Matter Oversight Committee (the “Committee”) will provide assistance to the Board of Directors (the “Board”) and its committees, as applicable, with oversight as to risk exposures and management’s risk monitoring, compliance programs and other mitigation activities in connection with (i) the historical commercialization of opioid drugs by Depomed, Inc. (the “Company”) and (ii) governmental investigations, litigation or other proceedings that may relate thereto (collectively, “Opioid Matters”). The Committee will have free and open communication with the directors and the executive management of the Company.

Composition

The Committee shall be composed of two or more directors. The members of the Committee shall be appointed by the Board. Members of the Committee shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal by the Board. The Board may remove or replace any member of the Committee at any time with or without cause. The Committee may make recommendations to the Board on all such matters regarding membership, removal and replacement.

Meetings

Meetings of the Committee will be held at the request of the Board and the members of the Committee, from time to time, in response to needs of the Board. Notwithstanding the foregoing, unless otherwise determined by the chairman of the Committee in consultation with counsel and the Chair of the Board, the Committee will meet at least four times annually.

The Board shall designate one member of the Committee to serve as its chairman. The Committee will meet at such times as determined by its chairman or as requested by any two of its members. Notice of all meetings shall be given, and waiver thereof determined, and all actions of the Committee shall be taken, pursuant to and in accordance with the Company’s bylaws. The chairman will preside, when present, at all meetings of the Committee. The Committee may meet by telephone or video conference and may take action by written consent.

Each member of the Committee shall have one vote. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each action by written consent taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed

in the Company's minute book. The Committee chairman will report its actions and recommendations to the Board after each Committee meeting.

Authority

The Committee will have independent access to the Company's internal staff and has the authority to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee will have the sole authority to approve related fees and retention terms.

Responsibilities

As appropriate under the circumstances, the Committee will, among its other responsibilities:

1. In coordination with the Audit Committee, discuss with management and report to the Board on risk exposures and risk management issues related to the Opioid Matters overseen by the Committee, including management's risk monitoring and mitigation activities.
2. In coordination with the Audit Committee, review and make recommendations to the Board regarding corporate disclosures relating to Opioid Matters.

The Committee shall report any actions taken by it to the whole Committee, and such actions are ratified by the Committee as a whole. This Charter may be amended only by the Board.