

ANTARES PHARMA, INC.

**AMENDED AND RESTATED CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS**

Adopted by the Board of Directors on September 13, 2018

I. Compensation Committee Purpose

The Compensation Committee is appointed by the Board of Directors (the "Board") of Antares Pharma, Inc. (the "Company") to carry out the following primary duties and responsibilities:

- to discharge the Board's responsibilities relating to compensation of the Company's directors, officers and Senior Management¹, including approving individual Senior Management compensation;
- to review and recommend to the Board compensation plans, policies and programs for employees generally;
- to review, approve and/or amend broad-based benefit plans, policies and programs for employees generally; and
- to prepare the reports required by the rules of the SEC for inclusion in the annual proxy statement of the Company.

II. Outside Advisors and Consultants

The Compensation Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Compensation Committee shall set the compensation, and oversee the work, of the compensation consultant. The Compensation Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Compensation Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Compensation Committee shall receive appropriate funding from the Company, as determined by the Compensation Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Compensation Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties under this Charter.

In retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company's in-house counsel), the Compensation Committee must take into consideration the factors specified in Nasdaq Rule 5605(d)(3)(D). The Compensation Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the specified factors. The Compensation Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope,

¹ Senior Management includes the Chief Executive Officer and all direct reports to this position.

terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Compensation Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

III. Compensation Committee Composition and Meetings

Compensation Committee members shall be appointed by, and any vacancies filled by, the Board in accordance with the Bylaws of the Company. The Compensation Committee shall be comprised of two or more directors, each of whom, as determined by the Board, shall satisfy all applicable independence requirements of any applicable exchange or inter-dealer quotation system on which the Company's stock is then listed. The Board shall elect a Chair of the Compensation Committee.

The Compensation Committee shall meet with such frequency and at such intervals as the Chair shall determine is necessary to carry out the Compensation Committee's duties and responsibilities, but in any case, at least two times each year. Meetings of the Compensation Committee may be called as needed by the Chair, the Chairman of the Board or the Chief Executive Officer. The Compensation Committee Chair shall prepare and/or approve an agenda in advance of each meeting. The Compensation Committee shall maintain minutes of its meetings and shall make regular reports to the Board of all significant items discussed at each Compensation Committee meeting.

The Compensation Committee may form, and where legally permissible may delegate authority to, subcommittees when the Compensation Committee deems it appropriate or desirable to facilitate the operation or administration of the Company's plans or programs. Where legally permissible, the Compensation Committee may also delegate authority to committees consisting of employees when the Compensation Committee deems it appropriate or desirable for the efficient administration of employee compensation and benefit plans.

In addition, for the purpose of facilitating the availability of the exemptive provisions of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Compensation Committee, or a subcommittee (which shall consist of at least two directors) approving grants and awards of Company securities (which shall be deemed to include, for purposes of this sentence, "phantom" securities), shall consist solely of "non-employee directors," as defined in Rule 16b-3(b)(3)(i) under the Exchange Act.

IV. Compensation Committee Responsibilities and Duties

The Compensation Committee shall perform the following functions:

1. Establish an annual strategy based on its Compensation Philosophy, which is designed to attract and retain executive talent and motivate executive officers to improve their performance and the financial performance of the Company, thereby increasing stockholder value.
2. Review and approve corporate goals and objectives relevant to Chief Executive Officer and other members of Senior Management's compensation, evaluate

members of Senior Management's performance in light of those goals and objectives and have the sole authority to determine the Chief Executive Officer's and other members of Senior Management's compensation level based on this evaluation. This determination includes the Chief Executive Officer's and other members of Senior Management's salary, annual incentive and long-term incentive programs, whether stock or cash. In evaluating and determining the Chief Executive Officer's and other members of Senior Management's compensation, the Compensation Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required under Section 14A of the Exchange Act. The Chief Executive Officer may not be present during voting or deliberations regarding his or her compensation.

3. Review and approve other significant terms of employment for the Chief Executive Officer.
4. Review and approve the compensation, including base salary and incentive awards and other significant terms of employment, for Senior Management.
5. Review and make recommendations to the Board with respect to proposed incentive compensation plans and equity-based plans.
6. Administer equity-based plans and approve equity awards thereunder for participants other than members of the Board.
7. Review the performance of the individual members of Senior Management based upon goals and objectives established by the CEO.
8. Review and approve the severance packages related to the termination or resignation of Senior Management.
9. Review and make recommendations to the Board on matters concerning compensation programs relating to the Board.
10. Confer as needed with the Vice President of Human Resources or an individual in an equivalent position on compensation and benefit matters and review, approve and/or amend broad-based benefit plans, policies and programs for employees generally; provided that with respect to benefit plans, policies and programs subject to ERISA, the Compensation Committee shall act only in a non-fiduciary capacity.
11. The Compensation Committee shall review the Compensation Disclosure and Analysis ("CD&A") section prepared for inclusion in the Company's annual proxy statement. Such review shall include discussions with members of management and such other persons as the Compensation Committee deems appropriate, which may include the Company's compensation consultants. Following such review, the Compensation Committee shall determine whether to recommend to the Board that the CD&A be included in the annual proxy statement.
12. Prepare the reports required by the rules of the SEC for inclusion in the annual proxy statement of the Company.
13. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

14. Conduct an annual performance evaluation of the Compensation Committee.
15. Take such further actions or provide such further advice as the full Board may from time to time delegate to the Compensation Committee.