

## INNOVIVA, INC.

### AUDIT COMMITTEE CHARTER

(as Amended and Restated by the Board of Directors on December 15, 2011 and amended further by the Board of Directors on January 28, 2016)

#### **PURPOSE:**

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Innoviva, Inc. (the "Company") shall be to oversee the Company's accounting practices, system of internal controls, audit processes, financial reporting processes and enterprise risk management.

#### **RESPONSIBILITIES:**

The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

The Committee shall rely on the expertise and knowledge of the Company's management, the Company's independent registered public accounting firm ("independent auditors") and, to the extent applicable, the Company's internal auditors (or other persons responsible for the Company's internal audit function) in carrying out its oversight responsibilities. Management of the Company is responsible for ensuring that the Company's financial statements are complete and accurate and prepared in accordance with U.S. generally accepted accounting principles. The Company's independent auditors are responsible for auditing the Company's financial statements and the effectiveness of the Company's internal control over financial reporting. It is not the duty of the Committee to plan or conduct audits, to determine that the financial statements are complete and accurate and are prepared in accordance with generally accepted accounting principles, to conduct investigations, or to assure compliance with laws and regulations or the Company's internal policies, procedures and controls.

#### **MEMBERSHIP:**

The members of the Committee will be nominated by, will be appointed by, and will serve at the discretion of, the Board. The Committee will consist of at least three (3) members of the Board who meet the following criteria (in each case to the extent that such requirements are effective from time to time):

1. Each member will be an independent director in accordance with the applicable rules of The Nasdaq Stock Market ("Nasdaq") and the rules of the Securities and Exchange Commission ("SEC");
2. Each member will be able to read and understand fundamental financial statements, in accordance with the applicable rules of Nasdaq;

3. At least one member will have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which 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 accordance with the applicable rules of Nasdaq; and
4. At least one member will be an "audit committee financial expert" in accordance with the applicable rules of Nasdaq and the SEC.

The Board shall designate one member of the Committee as the Committee's Chairperson.

### **RESPONSIBILITIES AND AUTHORITY**

The responsibilities and authority of the Committee shall include:

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

1. Reviewing periodically the Company's financial reporting processes and disclosure controls and processes, based on consultation with the Company's management and independent auditors and counsel;
2. Reviewing periodically the adequacy and effectiveness of the Company's internal control policies and procedures, including, to the extent applicable, the responsibilities, budget, staffing and effectiveness of the Company's internal audit function, based on consultation with the Company's management and independent auditors;
3. Reviewing the reports prepared by management, and assessing the adequacy and effectiveness of the Company's internal controls and procedures, prior to the inclusion of such reports in the Company's periodic filings as required under the rules of the SEC;
4. Review the Company's overall enterprise risk management framework, including the Company's overall risk exposures and the Company's processes around the management and monitoring of such risks, and the allocation of responsibilities for specific risk areas across the Company's management, the Board and committees of the Board. The Committee will discuss with the Company's management the Company's major financial, legal, reporting and compliance risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies and guidelines;

#### *Independent Auditors*

5. Appointing, approving the compensation of and overseeing the work of the Company's independent auditors; in this regard, the Committee shall have the

sole authority to approve the hiring and firing of the independent auditors and the independent auditors shall report directly to the Committee;

6. Pre-approving all audit and permissible non-audit services provided to the Company by the independent auditors;
7. Discussing with the Company's independent auditors their annual integrated audit plan, including the scope of audit activities and all critical accounting policies and practices to be used, and any other matters required to be discussed under the rules adopted by the Public Company Accounting Oversight Board;
8. Reviewing with management, the Company's independent auditors and, to the extent applicable, the internal auditors (or other persons responsible for the Company's internal audit function):
  - The results of the Company's annual integrated audit and the independent auditors' procedures with respect to interim periods, including any significant findings, comments or recommendations of the independent auditors and, to the extent applicable, internal auditors (or other persons responsible for evaluating the Company's compliance with internal controls) together with management's responses thereto; and
  - Any significant changes in the Company's accounting principles or the methods of applying the Company's accounting principles;
9. Reviewing and discussing reports from the independent auditors on:
  - All critical accounting policies and practices used by the Company;
  - Alternative accounting treatments within U.S. generally accepted accounting principles related to material items that have been discussed with management, including the ramifications of the use of the alternative treatments; and
  - Other material written communications between the independent auditors and management;
10. Reviewing with the Company's independent auditors their judgments as to the quality, not just the acceptability, of the Company's accounting principles and such matters as are required to be discussed with the Committee under generally accepted auditing standards;
11. Obtaining and reviewing, at least annually, a report by the Company's independent auditors describing:
  - The independent auditors' internal quality-control procedures; and

- Any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by any governmental or professional authority, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues;
12. Obtaining and reviewing at least annually a formal written statement by the Company's independent auditors delineating all relationships between the auditor and the Company, consistent with Public Company Accounting Oversight Board Rule 3526, "Communication with Audit Committees Concerning Independence", as it may be modified or supplemented, and reviewing and discussing with the auditors any disclosed relationships or services that may impact the objectivity and independence of the auditors; in this regard, the Committee shall take appropriate action, if necessary, to ensure the independence of the auditors;
  13. Reviewing periodically with the independent auditors any problems or difficulties encountered by the independent auditors in the course of any audit work, including management's response thereto, any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements with management;

#### *SEC Reports and Other Disclosure*

14. Reviewing with:
  - Management and the Company's independent auditors, before release, the audited financial statements and unaudited interim financial statements; and
  - Management and the Company's independent auditors, before release, the Company's earnings announcements or financial releases and Management's Discussion and Analysis (MD&A) in the Company's annual report on Form 10-K and quarterly reports on Form 10-Q;
15. Directing the Company's independent auditors to review, before filing with the SEC, the Company's interim financial statements included in quarterly reports on Form 10-Q, using professional standards and procedures for conducting such reviews;
16. Overseeing compliance with the disclosure requirements of the SEC, including disclosure of information regarding auditors' services and audit committee members, member qualifications and activities;

#### *Other Responsibilities and Authority*

17. Establishing 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;
18. Reviewing and approving all related party transactions in accordance with the applicable rules of Nasdaq;
  19. Reviewing, approving and monitoring 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;
  20. Establishing hiring policies regarding employment of employees, or former employees, of the Company's independent auditors in accordance with the applicable rules of Nasdaq and the SEC;
  21. Reviewing the Committee's own charter, structure, processes and membership requirements, at least on an annual basis;
  22. Preparing and periodically updating an annual calendar and checklist for the Committee's responsibilities and authority; and
  23. Performing such other duties as may be requested by the Board.

#### **INVESTIGATIONS, STUDIES AND OUTSIDE ADVISORS:**

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 shall have the authority to engage independent legal, accounting and other advisors, as it determines necessary to carry out its duties. The Committee shall have sole authority to approve related fees and retention terms.

#### **EDUCATION:**

The Company is responsible for providing the Committee with educational resources related to accounting principles and procedures, current accounting topics pertinent to the Company and other material as may be requested by the Committee. The Company shall assist the Committee in maintaining appropriate financial literacy.

#### **MEETINGS:**

The Committee will establish its own schedule and will meet at least one (1) time each fiscal quarter.

The Committee will meet separately with members of the Company's management, the Company's independent auditors and, to the extent applicable, internal auditors (or other persons responsible for monitoring the Company's compliance with internal controls) at such times as the Committee deems appropriate.

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 provide such pertinent information as the Committee requests.

**MINUTES:**

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

**REPORTS:**

The Committee shall prepare all reports required to be included in the Company's filings with the SEC, pursuant to and in accordance with applicable rules of the SEC.

The Committee also shall report regularly to the full Board, including with respect to any issues that arise with respect to the quality or integrity of the Company's financial statements, the effectiveness of the Company's internal controls or disclosure controls, the performance and independence of the Company's independent auditors, or any other issue that the Committee believes should be brought to the attention of the full Board. Such reports may be made orally or in writing.

**COMPENSATION:**

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board. Such fees may include retainers or per meeting fees and shall be paid in such form of consideration as is determined by the Board in accordance with the applicable rules of Nasdaq and the SEC.

Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

**DELEGATION OF AUTHORITY:**

The Committee may, to the extent permitted under applicable law, the applicable rules of Nasdaq and the SEC, and the Company's Certificate of Incorporation and Bylaws, delegate to one or more designated members of the Committee the authority to pre-approve audit and permissible non-audit services, provided that such pre-approval decision is subsequently presented to the full Committee at the next regularly scheduled meeting.