

HALOZYME THERAPEUTICS, INC.

**CHARTER OF THE AUDIT COMMITTEE OF THE
BOARD OF DIRECTORS**

I. STATEMENT OF POLICY

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Halozyme Therapeutics, Inc. (the “Company”) has the responsibility and authority to oversee the accounting and financial reporting processes of the Company, the integrity of the financial reports and other financial information and the audits of the Company’s financial statements. The Committee shall also review the qualifications, independence and performance, and approve the terms of engagement of the Company’s independent registered public accounting firm (independent auditor) and prepare any reports required of the Committee under rules of the Securities and Exchange Commission (“SEC”).

To fulfill its responsibilities, the Committee relies on: management for the preparation and accuracy of the Company's financial statements and for establishing effective internal controls and procedures to ensure the Company's compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and the Company's independent auditors for an unbiased, diligent audit or review, as applicable, of the Company's financial statements and the effectiveness of the Company's internal controls. The members of the Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting procedures.

II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Committee shall be comprised of three or more directors selected by the Board, each of whom shall satisfy the independence and experience requirements established by Nasdaq, provided that one director who does not meet the independence criteria of Nasdaq, but is not a current employee or officer, or an immediate family member of an employee or officer, may be appointed to the Committee, subject to the approval of the Board pursuant to, and subject to the limitations under, the “exceptional and limited circumstances” exceptions as provided under the rules of Nasdaq. In addition, the Committee shall not include any member who:

- has participated in the preparation of the financial statements of the Company or any current subsidiary at any time during the past three years; or
- accepts any consulting, advisory, or other compensatory fee, directly or indirectly, from the Company, other than in his or her capacity as a member of the Committee, the Board, or any other committee of the Board;
- is an affiliate of the Company or any subsidiary of the Company, other than a director who meets the independence requirements of Nasdaq; or

- serves on the audit committees of more than two other public companies, unless the Nominating and Corporate Governance Committee specifically determines that such other committee memberships will not be likely to detract from such member's participation and service on the Committee.

Each member of the Committee must be able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement. In addition, at least one member shall have past employment experience in finance or accounting, professional certification in accounting, or other comparable experience or background resulting in the individual being financially sophisticated, which may include being or having been a chief executive, chief financial or other senior officer with financial oversight responsibilities.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and shall serve until their successors are duly elected and qualified or their earlier resignation or removal. Any member of the Committee may be removed or replaced by the Board.

The Committee may form and delegate authority to subcommittees, or to one or more members of the Committee, when appropriate.

III. MEETINGS

The Committee shall meet as often as it determines, but not less frequently than quarterly. A majority of the members shall represent a quorum of the Committee, and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee. Unless a chairman is elected by the full Board, the members of the Committee may designate a chairman by majority vote of the full Committee membership. If present, the Chair shall preside at all meetings of the Committee and set the agenda for each Committee meeting. The Committee shall meet with management and the independent auditor in separate executive sessions as appropriate.

Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes.

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

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

To fulfill its responsibilities and duties, the Committee shall:

A. Oversight of the Company's Independent Auditor

1. Be directly and solely responsible for the appointment, compensation, retention and oversight of any independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) engaged by the

Company for the purpose of preparing or issuing an audit report or related work, with each such auditor reporting directly to the Committee.

2. Periodically review and discuss with the independent auditor (i) the matters required to be discussed by applicable standards (including without limitation Public Company Accounting Oversight Board (PCAOB) Standard No. 1301), as amended or supplemented from time to time, and (ii) any formal written statements received from the independent auditor consistent with and in satisfaction of applicable standards (including without limitation under PCAOB Rule 3526), as amended or supplemented from time to time, including without limitation, descriptions of (x) all relationships between the independent auditor and the Company or any of its subsidiaries, (y) any disclosed relationships or services that may impact the independent auditor's objectivity and independence and (z) whether any of the Company's senior finance personnel were recently employed by the independent auditor.

3. Consult with the independent auditor to assure the rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit every five years, consider issues related to the timing of such rotation and the transition to new lead and reviewing partners, and consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm, and report to the Board on its conclusions.

4. At least annually, obtain and review a report by the independent auditor describing: (1) the firm's internal quality control procedures; (2) any material issues raised by the most recent internal quality control review or peer review of the firm, PCAOB review or inspection of the firm or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits carried out by the firm, and any steps taken to deal with such issues.

5. Approve in advance the engagement of the independent auditor for all audit services and non-audit services, based on independence, qualifications and, if applicable, performance, and approve the fees and other terms of any such engagement; provided, however, that (i) the Committee may establish pre-approval policies and procedures for any engagement to render such services, provided that such policies and procedures (x) are detailed as to particular services, (y) do not involve delegation to management of the Committee's responsibilities hereunder and (z) provide that, at its next scheduled meeting, the Committee is informed as to each such service for which the independent auditor is engaged pursuant to such policies and procedures, and (ii) the Committee may delegate to one or more members of the Committee the authority to grant pre-approvals for such services, provided that (a) the decisions of such member(s) to grant any such pre-approval shall be presented to the Committee at its next scheduled meeting and (b) the Committee has established policies and procedures for such pre-approval of services consistent with the requirements of clauses (i)(x) and (y) above.

6. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit, including any significant risks identified during the independent auditors' risk assessment procedures.

7. Approve as necessary the termination of the engagement of the independent auditor.
8. Establish policies for the hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Company, taking into account the impact of such policies on auditor independence.
9. Regularly review with the independent auditor any significant difficulties encountered during the course of the audit, any restrictions on the scope of work or access to required information and any significant disagreement among management and the independent auditor in connection with the preparation of the financial statements. Review with the independent auditor any accounting adjustments that were noted or proposed by the independent auditor but that were “passed” (as immaterial or otherwise), any communications between the audit team and the independent auditor’s national office respecting auditing or accounting issues presented by the engagement, any “management” or “internal control” letter or schedule of unadjusted differences issued, or proposed to be issued, by the independent auditor to the Company, or any other material written communication provided by the independent auditor to the Company’s management.
10. Review with the independent auditor the critical accounting policies and practices used by the Company, all alternative treatments of financial information within generally accepted accounting principles (“GAAP”) that the independent auditor has discussed with management, the ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor.

B. Review of Financial Reporting, Policies and Processes

1. Review and discuss with management and the independent auditor the Company’s annual audited financial statements and any certification, report, opinion or review rendered by the independent auditor, and recommend to the Board whether the audited financial statements should be included in the Company’s annual report on Form 10-K. Discuss the results of the annual audit and any matters required to be communicated to the Committee by the independent auditor under professional standards.
2. Review and discuss with management and the independent auditor the Company’s quarterly financial statements. Discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditor under the standards of the PCAOB.
3. Review and discuss with management and the independent auditor the Company’s disclosure under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” appearing in the Company’s periodic reports.
4. Review and discuss with management earnings press releases and other information provided to securities analysts and rating agencies, including any “pro forma” or adjusted financial information and non-GAAP financial measures.

5. Periodically meet separately with management and with the independent auditor.

6. Review with management and the independent auditor any significant judgments made in management's preparation of the financial statements and the view of each as to appropriateness of such judgments. Consider both management's and the independent auditor's judgment about the quality, not just the acceptability, of accounting principles and the completeness and clarity of the disclosure in the financial statements.

7. Review with management its assessment of the effectiveness and adequacy of the Company's internal control structure and procedures for financial reporting ("Internal Controls"), review annually with the Company's outsourced internal audit firm their risk assessment and approach to testing the Internal Controls, review annually with the independent auditor their report on the effectiveness of the Company's Internal Controls and consider with management and the independent auditor whether any changes to the Internal Controls are appropriate in light of management's assessment or the independent auditor's audit.

8. Discuss with the independent auditor the characterization of any deficiencies in internal control over financial reporting and management's remediation plan to address any internal control deficiencies. Review the disclosures (including for clarity and completeness) describing any identified material weaknesses and management's remediation plans.

9. To the extent that it deems appropriate, review with management its evaluation of the Company's procedures and controls designed to assure that information required to be disclosed in its periodic public reports is recorded, processed, summarized and reported in such reports within the time periods specified by the SEC for the filing of such reports ("Disclosure Controls"), and consider whether any changes are appropriate in light of management's evaluation of the effectiveness of such Disclosure Controls.

10. Review and discuss with management and the independent auditor any off-balance sheet transactions or structures and their effect on the Company's financial results and operations, as well as the disclosure regarding such transactions and structures in the Company's public filings.

11. Review with management and the independent auditor the effect of regulatory and accounting initiatives on the financial statements. Review any major issues regarding accounting principles and financial statement presentations, including any significant changes in selection of an application of accounting principles. Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the independent auditor or management.

12. Review any special audit steps adopted in light of material control deficiencies.

13. Review with the independent auditor and management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented.

14. Discuss with management its process for performing its required quarterly certifications under Section 302 of the Sarbanes-Oxley Act, including the evaluation of the effectiveness of Disclosure Controls by the Chief Executive Officer and Chief Financial Officer.

C. Risk Management, Related Party Transactions, Legal Compliance and Ethics

1. Review with the chief executive and chief financial officer of the Company any report on significant deficiencies in the design or operation of the Internal Controls that could adversely affect the Company's ability to record, process, summarize or report financial data, any material weaknesses in Internal Controls identified to the auditors, and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's Internal Controls.

2. Review and approve any related-party transactions, after reviewing each such transaction for potential conflicts of interests and other improprieties.

3. Establish 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. Adopt, as necessary, appropriate remedial measures or actions with respect to such complaints or concerns. As requested by the Board or the Nominating and Corporate Governance Committee, investigate (or assist in the investigation of) conduct or matters alleged to be in violation of the Company's Code of Conduct and Ethics that pertain to accounting, financial reporting or other matters covered by the responsibilities and duties of the Committee.

4. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies that raise material issues regarding the Company's financial statements or accounting policies.

5. Review with senior management the Company's overall anti-fraud programs and controls.

6. Discuss with senior management the Company's policies with respect to risk assessment and risk management, including the risk of fraud. In particular, the Committee shall review the Enterprise Event Tracker with management. In addition, the Committee shall oversee the Company's cybersecurity strategy designed to identify, assess and mitigate cybersecurity risks, and will review the Company's cybersecurity and other information technology risks, controls and procedures and receive periodic updates from management on cybersecurity regarding the adequacy and effectiveness of the Company's cybersecurity measures. The Committee also shall discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

7. Review with the Company's general counsel and report to the Board on litigation, material government investigations and compliance with applicable legal requirements and the Company's Code of Business Conduct and Ethics.

8. Review with management the Company's tax strategy, policies and processes for tax planning and compliance, the status of any income tax reserves and governmental tax audits and any significant tax developments affecting the Company.

9. Review with management the Company's (i) treasury investment philosophy and policies, including any use of derivatives such as hedging instruments, (ii) allocation and performance of its treasury investment portfolio, (iii) management of investment risk in the treasury investment portfolio, and (iv) policies and procedures to comply with applicable laws and regulations pertinent to the treasury investment portfolio.

8. Prepare the report required by the rules of the SEC to be included in the Company's annual proxy statement.

9. Regularly report to the Board on the Committee's activities, recommendations and conclusions.

10. Review and reassess the Charter's adequacy at least annually and recommend and propose changes to the Board for approval. Review and reassess the performance of the Committee at least annually.

The Company shall provide appropriate funding, as determined by the Committee, to permit the Committee to perform its duties under this Charter, to compensate its advisors and to compensate any registered public accounting firm engaged for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for the Company. The Committee, at its discretion, has the authority to initiate investigations, and hire legal, accounting or other outside advisors or experts to assist the Committee, as it deems necessary to fulfill its duties under this Charter. The Committee may also perform such other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.