

**INTERCEPT PHARMACEUTICALS, INC.**  
**COMPENSATION COMMITTEE CHARTER**

(as amended November 14, 2019)

**I. PURPOSE**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Intercept Pharmaceuticals, Inc. (the “Corporation”) is to act on behalf of the Board in fulfilling the Board’s responsibilities to:

1. Oversee the Corporation’s compensation programs, policies and practices;
2. Review and determine (or, if the Committee deems appropriate, make recommendations to the Board regarding) the compensation to be paid to the Corporation’s (i) directors, (ii) officers, as that term is defined in Section 16 of the Securities Exchange Act of 1934, as amended from time to time (the “Exchange Act”), and Rule 16a-1 thereunder (the “executive officers”), and (iii) such other employees as the Committee deems appropriate;
3. Review, discuss with management and approve the Corporation’s disclosures contained under the caption “Compensation Discussion and Analysis” (“CD&A”) for inclusion in the Corporation’s Annual Report on Form 10-K, proxy statement or any other applicable filing as required by the Securities and Exchange Commission (the “SEC”); and
4. Review and approve the Committee’s report on executive compensation for inclusion in the Corporation’s Annual Report on Form 10-K, proxy statement or any other applicable filing as required by the SEC.

The term “compensation” as used herein shall include salary, short-term incentives, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, change-in-control protections, retirement benefits and other related benefits and benefit plans.

**II. MEMBERSHIP AND PROCEDURES**

1. Membership and Appointment

The Committee shall be comprised of not fewer than two members of the Board, as shall be determined from time to time by the Board. The members of the Committee shall be elected by the Board and shall hold office until their resignation or removal or until their successors shall be duly elected and qualified.

All members of the Committee shall satisfy (i) the independence requirements of The Nasdaq Stock Market LLC (“Nasdaq”) applicable to directors and compensation committee members, as in effect from time to time, when and as required by Nasdaq, subject to any exceptions permitted by such requirements, (ii) the “non-employee director” standard within the meaning of Rule 16b-3 promulgated under the Exchange Act and (iii) the “outside director” standard within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, to the extent deemed necessary to qualify for transition relief under Section 162(m).

2. Removal

The entire Committee or any individual Committee member may be removed at any time with or without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving written notice to the Chairman of the Board, the Secretary of the Corporation, or the Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board may designate a successor to assume the available position on the Committee when the resignation becomes effective.

3. Chairperson

A chairperson of the Committee (the “Chairperson”) may be designated by the Board. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda for and the length of meetings and shall have unlimited access to management and to information relating to the Committee’s purposes. The Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

4. Meetings, Minutes and Reporting

The Committee shall meet at least two times per year and at such other times as it deems necessary to carry out its responsibilities. All Committee members are expected to attend each meeting, in person or via tele- or video-conference. The Committee may also act by unanimous written consent in lieu of a meeting.

The Committee shall keep full and complete minutes of the proceedings of the Committee. In addition to the specific matters set forth herein requiring reports by the Committee to the full Board, the Committee shall report such other significant matters as it deems necessary concerning its activities to the full Board. In the absence of the Secretary of the Corporation, the Committee may appoint a Secretary whose duties and responsibilities shall be to keep records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a member of the Committee or a director and shall have no membership or voting rights by virtue of the position.

5. Delegation

The Committee may, by resolution passed by a majority of the Committee members, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee, to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board when required.

6. Authority to Retain Advisors

In the course of its duties, the Committee shall have authority, in its sole discretion, to retain, obtain the advice of and terminate, compensation consultants, legal counsel and other advisors (referred to collectively as “advisors”), as the Committee deems necessary or advisable to carry out its duties. The Committee shall be directly responsible for the oversight of the work of, and have authority, in its sole

discretion, to determine appropriate compensation for, any such advisors retained by the Committee. The Corporation shall be responsible for providing appropriate funding for the payment of reasonable compensation, as determined by the Committee in its sole discretion, to any such advisor that is retained by the Committee. Before selecting or receiving advice from any advisors (other than in-house legal counsel), the Committee shall take into consideration the factors relevant to such advisor's independence specified in Nasdaq Listing Rule 5605(d)(3)(D) or any successor provision.

### **III. DUTIES AND RESPONSIBILITIES**

The following shall be recurring duties and responsibilities of the Committee in carrying out its purposes. These duties and responsibilities are set forth below as a guide to the Committee, with the understanding that the Committee may alter or supplement them as appropriate under the circumstances, to the extent permitted by applicable law.

1. Establish a compensation policy for executive officers designed to (i) enhance the success of the Corporation and increase stockholder value, (ii) reward executive officers for their contribution to the Corporation's growth and profitability, (iii) recognize individual initiative, leadership, achievement, and other contributions and (iv) provide competitive compensation that will attract and retain qualified executive officers.
2. Subject to variation where deemed appropriate by the Committee, the compensation policy for executive officers shall include (i) base salary, which shall be set on an annual or other periodic basis, (ii) annual or other time- or project-based short-term incentive compensation, which shall be awarded for the achievement of predetermined financial, commercial, research and development, strategic or other designated objectives of the Corporation as a whole and of the executive officers individually and (iii) long-term incentive compensation in the form of equity incentive compensation and other awards with the goal of aligning, where appropriate, the long-term interests of executive officers with those of the Corporation's stockholders and otherwise encouraging the achievement of superior results over an extended time period.
3. Review peer group practices and trends to determine the competitiveness of the Corporation's executive compensation program.
4. Review and consider participation and eligibility in the various components of the total executive compensation package.
5. Annually review and approve corporate goals and objectives relevant to the compensation of the Corporation's Chief Executive Officer ("CEO"), evaluate the CEO's performance in light of those goals and objectives, and review and approve (or, if the Committee deems appropriate, make recommendations to the Board regarding) the CEO's compensation levels based on this evaluation; the CEO may not be present during any deliberations or voting with respect to his or her compensation.
6. Annually review and approve the individual and corporate goals and objectives relevant to the executive officers, evaluate the executive officers in light of those goals and objectives, and review and approve (or, if the Committee deems appropriate, make recommendations to the Board regarding) the compensation of executive officers of the Corporation other than the CEO, based on this evaluation.
7. Annually review and evaluate the design, competitiveness of and amounts paid under the Corporation's independent director compensation program in light of market trends, best practices and competitive market data for the Corporation's peer group, and recommend to

the Board adjustments, if any, to the compensation paid to the Corporation's independent directors for their service on the Board and the committees thereof.

8. Periodically review the Corporation's stock ownership guidelines for directors and executive officers and recommend to the Board any changes.
9. Periodically review the Corporation's clawback policy and approve (or, if the Committee deems appropriate, make recommendations to the Board regarding) any changes or other actions with respect thereto.
10. Review and approve (or, if the Committee deems appropriate, make recommendations to the Board regarding) employment contracts, severance arrangements, change in control provisions and other agreements of executive officers, including reviewing and approving the compensation payable under, and other terms of, such agreements and arrangements.
11. Review and approve (or, if the Committee deems appropriate, make recommendations to the Board regarding) the adoption, amendment and termination of the Corporation's equity incentive plans, cash incentive plans, deferred compensation plans and any similar plans in which executive officers participate; the Committee shall have full power and authority to oversee and administer such plans, establish guidelines, interpret plan documents, select participants, approve grants and awards and exercise such other power and authority as may be permitted or required under such plans.
12. Review, approve and oversee reimbursement policies for directors and executive officers.
13. Review such compensation and other matters relating to management succession as the Committee deems appropriate.
14. Annually review, discuss with management and approve the Corporation's CD&A for inclusion in the Corporation's Annual Report on Form 10-K, proxy statement or any other applicable filing as required by the SEC.
15. Annually review and approve the Committee's report on executive compensation for inclusion in the Corporation's Annual Report on Form 10-K, proxy statement or any other applicable filing as required by the SEC.
16. Annually review and assess risks arising from the Corporation's compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Corporation.
17. Review and approve proposals relating to executive compensation, including stockholder advisory "say-on-pay" and "say-on-frequency" proposals, and monitor stockholder voting results in respect of such proposals.
18. Periodically review supplementary benefits provided to executive officers and, as appropriate, the Corporation's significant retirement, benefit and special compensation programs.
19. Annually review and reassess the adequacy of this Charter and recommend to the Board any proposed changes for approval.
20. Annually evaluate the Committee's performance.
21. Oversee the annual performance evaluation process for the Corporation's executive officers.
22. Perform any other activities consistent with this Charter, the Corporation's Bylaws and governing law or regulation, as the Committee or the Board deems necessary or appropriate.