

AMENDED AND RESTATED AUDIT COMMITTEE CHARTER

BIOCRIST PHARMACEUTICALS, INC.

There shall be a committee of the Board of Directors (the “Board”) of BioCryst Pharmaceuticals, Inc. (the “Company” or “BioCryst”) known as the Audit Committee (the “Committee”), whose purpose, composition, duties, responsibilities, resources and procedures are as follows:

Function of the Committee

The role of the Committee, acting on behalf of the Board, is to (a) assist the Board in its oversight of (i) the integrity of the financial statements of the Company, (ii) “the accounting and financial reporting processes of the Company and the audits of the Company’s financial statements,” (iii) the Independent Registered Public Accountant’s qualifications and independence, and (iv) the performance of the Company’s Independent Registered Public Accountant (the “Independent Registered Public Accountant”); and (b) prepare such reports and filings with respect to the Committee as the Securities and Exchange Commission (“SEC”) may require from time to time be included in the Company’s annual proxy statement. The Committee may also have such other duties as may from time to time be specifically delegated to the Committee by the Board.

While the Committee has the powers and responsibilities set forth in this Charter and the Company’s Certificate of Incorporation, it is not the responsibility of the Committee to plan or conduct audits or to determine that the Company’s financial statements are complete and accurate or are in compliance with generally accepted accounting principles (“GAAP”). These activities are the responsibility of management and the Independent Registered Public Accountant.

In its oversight role, the Committee may investigate any matter brought to its attention concerning accounting, financial reporting, internal control and audit practices of the Company and shall have full access to Company books, records and personnel.

Organization of the Committee

The Committee will consist of at least three (3) Board members, with the exact number and selection of members to be determined by the Board. No member of the Committee may be an officer or employee of the Company or its subsidiaries, and each member of the Committee must be, in the opinion of the Board, free of any relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a Committee member. In determining independence, the Board will observe the requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the independence standards for listed companies contained in the NASDAQ Rules. No member of the Committee may receive any consulting, advisory or other compensatory fee from the Company, other than for service as a director and member of committees of the Board.

Each member of the Committee shall be able to read and understand fundamental financial statements, including the Company’s balance sheet, statement of comprehensive income/loss, and cash flow statement at the time of their appointment to the Committee and shall not have participated in the preparation of the financial statements of the Company or any current subsidiary at any time during the past three years.

At least one (1) member of the Committee shall have had past employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background that results in that individual's financial sophistication. Such experience may include being or having been a public accountant or auditor, chief financial officer, comptroller or other senior officer with financial oversight responsibilities.

Appointment

The Board shall appoint the members of the Committee. The Board will, or will delegate to the members of the Committee the responsibility to, appoint a Chairman of the Committee. The Chairman of the Committee will, in consultation with the other members of the Committee, the Independent Registered Public Accountant and the appropriate officers of the Company, be responsible for calling meetings of the Committee, establishing an agenda therefor and supervising the conduct thereof.

Responsibilities of the Committee

The Committee shall:

- 1) Selection of the Independent Registered Public Accountant: Exercise sole authority over the appointment, retention, discharge or replacement of the Independent Registered Public Accountant to be retained by the Company (or nominated for stockholder approval), which Independent Registered Public Accountant shall be a registered public accounting firm when required by the Exchange Act and/or the rules and regulations promulgated thereunder. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Independent Registered Public Accountant employed by the Company (including the resolution of disagreements between management and the Independent Registered Public Accountant regarding financial reporting) for the purpose of preparing or issuing an audit report or related work, and such Independent Registered Public Accountant shall report directly to the Committee.
- 2) Pre-approval of Audit and Non-Audit Services: Pre-approve, consistent with the requirements of Section 10A of the Exchange Act, as amended ("Section 10A"), and any rules and regulations promulgated thereunder, all audit services and non-audit services provided to the Company by its Independent Registered Public Accountant, other than such non-audit services as are prohibited to be performed by the Independent Registered Public Accountant pursuant to Section 10A and other than as provided in the de minimis exception set forth in Section 10A. The following non-audit services are not to be provided by the Independent Registered Public Accountant: bookkeeping or other services related to the accounting records or financial statements of the Company; financial information systems design and implementation; appraisal or valuation services, fairness opinions, or contribution in kind reports; actuarial services; internal audit outsourcing services; management functions or human resources; broker or dealer, investment adviser, or investment banking services; and legal services and expert services unrelated to the audit. The Committee may delegate to one or more designated members of the Committee the authority to grant the required pre-approvals, provided that the decisions of any member(s) to whom such authority is delegated to pre-approve an activity shall be presented to the full

Committee at each of its scheduled meetings.

- 3) Review of Independence of Independent Registered Public Accountant: In connection with selecting the firm to be retained as the Company's Independent Registered Public Accountant, review the information provided by the Independent Registered Public Accountant relating to the independence of such firm, including, among other things, information related to the non-audit services provided and expected to be provided by the Independent Registered Public Accountant. The Committee is responsible for (i) ensuring that the Independent Registered Public Accountant submits on a periodic basis to the Committee a formal written statement delineating all relationships between the Independent Registered Public Accountant and the Company consistent with Independence Standards Board Standard No.1, (ii) actively engaging in dialogue with the Independent Registered Public Accountant with respect to any disclosed relationship or services that may impact the objectivity and independence of the Independent Registered Public Accountant and (iii) taking appropriate action to oversee the independence of the Independent Registered Public Accountant. The Committee shall consider whether, in order to assure continuing Independent Registered Public Accountant independence, it is appropriate to adopt a policy of rotating the lead audit partner or the Independent Registered Public Accountant on a regular basis.
- 4) Evaluate annually the performance of the Independent Registered Public Accountant, including the lead engagement partner and their effectiveness, objectivity and independence.
- 5) Obtain and review from the Independent Registered Public Accountant, at least annually, a report which describes: (i) the Independent Registered Public Accountant's quality control procedures; (ii) any material issues raised by the most recent internal quality-control review or peer review of the Independent Registered Public Accountant, or by an inquiry or investigation by governmental or professional authorities within the preceding five years (and the steps taken to deal with such issues); and (iii) all relationships between the Independent Registered Public Accountant and the Company.
- 6) Receive and review from the Independent Registered Public Accountant reports of the following information as and when required by Section 10A(k) of the Exchange Act: (i) all critical accounting policies and practices to be used by the Company; (ii) all alternative treatments of financial information within GAAP that have been discussed with management officials of the Company, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Registered Public Accountant; and (iii) other material written communications between the Independent Registered Public Accountant and the management of the Company, such as any management letter or schedule of unadjusted differences.
- 7) Review the Independent Registered Public Accountant's overall scope, focus, planning and staffing of the annual and interim audits, as well as the scope of review of unaudited quarterly information. The Committee shall receive and review all audit reports.
- 8) Review and discuss the results of the audit and the audited financial statements with Company management and the Independent Registered Public Accountant. Discussions shall include the Company's disclosures under "Management's Discussion and Analysis of Financial Condition

and Results of Operations” and other matters as required by Auditing Standard No. 16 and subsequent accounting standards.

- 9) The Committee shall discuss with management and, if applicable, the Independent Registered Public Accountant the adequacy and effectiveness of the Company’s internal controls over financial reporting (“ICFR”) and other disclosure controls and procedures, including any suggested improvements or any material weaknesses reported by the Independent Registered Public Accountant, management reports concerning the Company’s ICFR, and other disclosure controls and procedures, reports of any internal audit provider regarding compliance, design and testing of the Company’s ICFR and reports by the Independent Registered Public Accountant attesting to the Company’s ICFR.
- 10) Annually review and discuss the performance and effectiveness of the internal audit function.
- 11) Review with the Independent Registered Public Accountant any audit problems or difficulties and management’s response, including any restrictions on the scope of the Independent Registered Public Accountant’s activities or on access to requested information, and any significant disagreements with management.
- 12) Review all major financial reports in advance of filing, including the Form 10-K and Forms 10-Q. Review earnings release prior to issuance if there are significant issues to be reported. Review and discuss earnings releases, and financial information and earnings guidance provided to analysts and ratings agencies.
- 13) Take such actions as are reasonably necessary to be in a position to issue, and to issue, an annual report to be included in the Company’s proxy statement as required by the SEC.
- 14) Review and discuss the Company’s policies on risk assessment and management and overall anti-fraud programs and controls and the steps management has taken to monitor and control such exposures.
- 15) Review and discuss with Company management and the Independent Registered Public Accountant: (a) the quality of and compliance with the Company’s internal controls that affect key financial statement issues and risks; and (b) the Company’s internal controls report and the Independent Registered Public Accountant’s attestation of the report prior to the filing of the Company’s Form 10-K.
- 16) Review and discuss with Company management, the Independent Registered Public Accountant and corporate counsel any SEC or other significant regulatory inquiries and examinations, including findings, recommendations and management responses.
- 17) Review and preapprove all related-party transactions.
- 18) Discuss with Company management and corporate counsel any legal matters that may have a significant impact on the Company’s financial statements.
- 19) Meet separately, at least quarterly, with Company management and the Independent Registered

Public Accountant.

- 20) Discuss with management and the Independent Registered Public Accountant the effect of regulatory and accounting initiatives as well as off-balance sheet arrangements on the Company's financial statements.
- 21) Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- 22) Review disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.
- 23) Ensure that a public announcement of the Company's receipt of an audit opinion that contains a going concern qualification is made promptly.
- 24) Discuss with the Independent Registered Public Accountant material issues on which the national office of the outside auditor was consulted by the Company's audit team.
- 25) Obtain from the Independent Registered Public Accountant assurance that the requirements of Section 10A(b) of the Exchange Act have not been triggered.
- 26) Obtain reports from management that the Company is in conformity with applicable legal requirements and the Company's Code of Business Conduct. Discuss with the Independent Registered Public Accountant whether they have knowledge that the Company has failed to comply with applicable material accounting requirements. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct.
- 27) Determine appropriate funding, to be provided by the Company, to fund the Committee's activities and responsibilities and for payment of compensation (i) to the Independent Registered Public Accountant employed by the Company for the purpose of rendering or issuing an audit report; and (ii) to any advisers employed by the Committee.
- 28) Establish clear hiring policies for employees or former employees of the Independent Registered Public Accountant and monitor compliance with such procedures.
- 29) Self-assess the performance of the Committee.
- 30) Report regularly to the Board on the activities of the Committee and review with the full Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, or the performance and independence of the Company's Independent Registered Public Accountant.

31) Review and approve any “non-GAAP” financial disclosures and any pro forma financial disclosures prior to their release by the Company.

32) Review and discuss accounting pronouncements, initiatives and proposed rule changes relevant to the Company.

Meetings of the Committee

The Committee shall conduct regular meetings, and special meetings shall be called as circumstances require in order to comply with its responsibilities as set forth herein. The Committee may request any officer or employee of the Company or the Company’s outside legal counsel or Independent Registered Public Accountant to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee may meet with management, the Independent Registered Public Accountant and others in separate private sessions to discuss any matter that the Committee, management, the Independent Registered Public Accountant or such other persons believes should be discussed privately. The Committee may meet by telephone or videoconference and may take action by unanimous written consent.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Consultants

The Committee may retain, at such times and on such terms as the Committee determines in its sole discretion and at the Company’s expense, special legal, accounting or other consultants to advise and assist it in complying with its responsibilities as set forth herein.

Annual Report

The Committee shall prepare, with the assistance of management, the Independent Registered Public Accountant and outside legal counsel, a report for inclusion in the Company’s proxy or information statement relating to the annual meeting of security holders at which directors are to be elected that complies with the requirements of the federal securities laws.

Annual Review of Charter

The Committee shall review and reassess, with the assistance of management, the Independent Registered Public Accountant and outside legal counsel, the adequacy of the Committee’s charter at least annually.

Minutes and Reports

The Committee shall maintain minutes of each meeting. The Committee shall report the matters discussed at Committee meetings to the Board from time to time, or whenever so requested by the Board.

Last amended May 2014.