



PROGENICS PHARMACEUTICALS, INC.
(the "Company")

COMPLIANCE COMMITTEE CHARTER
Adopted December 13, 2017

1. Purpose

The Compliance Committee (the "Committee") is created by the Board of Directors of the Company (the "Board") to:

- (a) oversee and evaluate the Company's compliance with legal and regulatory requirements related to its business operations, including the development and commercialization of its products;
- (b) oversee the Company's compliance with its business ethics policies;
- (c) assist and advise the Board in the review, evaluation and oversight of the foregoing matters; and
- (d) exercise such other authority, and carry out such other responsibilities, as are set forth herein.

2. Membership

The Committee shall consist of such number of directors as the Board shall from time to time determine. All members of the Committee shall meet the independence requirements of applicable law and the Nasdaq Listing Rules (or the rules of any exchange on which the Company's stock may be subsequently listed).

Committee members shall be appointed by the Board and may be removed and replaced by the Board at any time. The Board shall designate the Chair of the Committee. In the event of a tie vote on any issue, the Chair's vote shall decide the issue.

3. Authority and Responsibilities

In addition to any other responsibilities that may be assigned from time to time by the Board, and except for such cases as may be from time to time referred to other committees of the Board, the Committee shall:

- (a) meet regularly with the management of the Company to assess the Company's compliance practices, policies and procedures, including but not

limited to evaluating the effectiveness of the Company's Business Conduct Compliance Program;

(b) review with the management of the Company, as necessary, the Company's significant legal and regulatory risk exposures, the steps that have been taken to monitor and control such exposures, and the Company's legal and regulatory compliance risk assessment and risk management policies;

(c) make recommendations to the Board addressing the Company's applicable compliance practices, policies and procedures, including but not limited to recommendations addressing the elements of the Company's Business Conduct Compliance Program;

(d) consult with the Board regarding compliance matters related to the development and commercialization of the Company's products and to the operation of the Company's business;

(e) oversee the Company's compliance with its business ethics policies, including its Code of Business Ethics and Conduct;

(f) review and reassess the adequacy of the Company's business ethics policies and Code of Business Ethics and Conduct at least annually and recommend any proposed changes to the Board;

(g) conduct any and all investigations into alleged violations of the Code of Business Ethics and Conduct, and present the results of its investigations to the Board;

(h) review and consider any requests for waivers of the Code of Business Ethics and Conduct, and make a recommendation to the Board with respect to any such request for a waiver;

(i) approve the appointment, dismissal and replacement of any Company compliance officer; and

(j) report periodically to the Board (as more fully described in Section 4, below).

In connection with the foregoing, the Committee shall have the authority to consider such matters that are within the scope of its responsibilities as it shall deem appropriate, including the authority to request that any Company employee, officer or advisor meet with the Committee and/or its advisor(s). Notwithstanding the foregoing, the Committee shall have no authority or responsibilities with respect to compliance with securities laws and regulations, including the Company's financial reporting and disclosure requirements, which are and shall remain within the oversight of the Company's Audit Committee.

While the Committee has the authority and responsibilities set forth in this charter, the Committee and the Board must rely on the expertise and knowledge of the

Company's management. Accordingly, it is the responsibility of management of the Company to ensure compliance with applicable laws, rules and regulations.

4. Reporting to the Board

The Committee shall report to the Board periodically to present its views, analyses and recommendations relating to Company legal and regulatory compliance issues generally and/or particular matters or issues that the Committee deems appropriate or are requested to be addressed by the Board.

At least annually, the Committee shall evaluate its own performance and report to the Board thereon, comparing the Committee's performance with the requirements of this charter and any other goals and objectives set for the Committee by the Board, and including such other matters as the Committee shall determine appropriate or the Board shall request.

The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board.

5. Procedures

The Committee shall meet as often as it determines to be appropriate to carry out its responsibilities under this charter. The Committee Chair shall determine the frequency and length of Committee meetings and shall set meeting agendas consistent with this charter. Meetings of the Committee may take place in person or telephonically. A majority of the Committee shall constitute a quorum for the transaction of business, and the action of a majority of those present at a quorum shall constitute the act of the Committee.

6. Resources

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the sole authority to retain, approve the compensation and other engagement terms of, and terminate legal and other experts and consultants to assist the Committee, without seeking approval of the Board or management.

The Committee may delegate any aspect of its authority and responsibilities, in whole or in part, to the Committee Chair or a subcommittee when it deems appropriate and in the best interests of the Company, provided that the Committee shall retain final review and approval authority in all such matters so delegated.