

LEXICON PHARMACEUTICALS, INC.
COMPENSATION COMMITTEE CHARTER

General Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Lexicon Pharmaceuticals, Inc. (the “Company”) is appointed by the Board to discharge the responsibilities of the Board relating to compensation of the Company’s employees, including its chief executive officer and other officers (collectively, the “Officers”). The Committee has overall responsibility for evaluating and approving all compensation plans, policies and programs of the Company.

Committee Membership

The Committee shall consist of no fewer than two members. Each member of the Committee shall meet the independence requirements of The Nasdaq Stock Market, Inc. (or any other exchange on which the Company’s securities are listed) and the Securities Exchange Act of 1934, as amended, including all rules and regulations promulgated thereunder (the “Exchange Act”), subject to any applicable exceptions to such requirements.

At least two members of the Committee shall also qualify as “non-employee directors” as defined by Rule 16b-3 under the Exchange Act.

The members of the Committee and its chairman shall be appointed or replaced by the Board on the recommendation of the Corporate Governance Committee of the Board.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee chairman shall preside at each meeting. In the event the Committee chairman is not present at any meeting, the Committee members present at that meeting shall designate one of its members as acting chairman of such meeting. The Committee may request any officer or employee of the Company or the Company’s outside counsel to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee.

Committee Authority and Responsibilities

1. The Committee shall, periodically and as and when appropriate, conduct a review of the Company’s overall compensation philosophy in order to ensure that the Company’s compensation plans, policies and programs are structured to secure and retain the services of employees and provide appropriate incentives for employees to enhance shareholder value, while also maintaining proper alignment with shareholder interest.
2. The Committee shall, at least annually, evaluate the performance of the Officers in light of approved performance goals and objectives. No Officer shall be present during any Committee deliberations with respect to his or her own performance.

3. The Committee shall, at least annually, review and approve the compensation of the Officers based upon (a) the evaluation of the performance of the Officers, (b) the Company's overall performance, (c) the compensation awarded to chief executive officers and other officers at comparable companies and (d) such other factors as the Committee may reasonably determine. No Officer shall be present during any Committee deliberations or voting with respect to his or her own compensation.
4. The Committee shall, periodically and as and when appropriate, review and approve any employment agreements, offers of employment, severance arrangements and any other arrangements affecting elements of the compensation or benefits of the Officers.
5. The Committee shall administer the Company's 2017 Equity Incentive Plan, under which stock options, restricted stock units and other stock awards may be made to the Company's employees, directors and consultants.
6. The Committee shall, periodically and as and when appropriate, review and approve the Company's compensation plans, policies and programs, including employee benefit programs, as they affect all employees.
7. The Committee shall, periodically and as and when appropriate, review and make recommendations to the Board with respect to the Company's compensation plans, policies and programs as they affect non-employee Board members.
8. The Committee shall review and discuss with management the Compensation Discussion and Analysis ("CD&A") required by the Exchange Act to be included in the Company's annual proxy statement and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
9. The Committee shall review and approve the annual Compensation Committee Report for inclusion in the Company's annual proxy statement in compliance with the Exchange Act.
10. The Committee shall make regular reports to the Board.

The Committee shall also have such other authority and responsibilities as may be determined from time to time by the Board.

The Committee may form and delegate authority to subcommittees consisting of one or more members, as it deems appropriate, provided that decisions of such subcommittee shall be presented to the full Committee at its next scheduled meeting.

The Committee may, in its discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser (a "Compensation Consultant"). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Consultant retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Consultant retained by the Committee. Except as otherwise permitted under the applicable listing standards of The Nasdaq Stock Market, Inc. (or any other exchange on which the Company's securities are listed), the Committee may select, or receive advice from, a Compensation Consultant, other than in-house legal counsel, only after taking into consideration the following factors:

- (a) the provision of other services to the Company by the person that employs the Compensation Consultant;
- (b) the amount of fees received from the Company by the person that employs the Compensation Consultant, as a percentage of the total revenue of the person that employs the Compensation Consultant;
- (c) the policies and procedures of the person that employs the Compensation Consultant that are designed to prevent conflicts of interest;
- (d) any business or personal relationship of the Compensation Consultant with a member of the Committee;
- (e) any stock of the Company owned by the Compensation Consultant; and
- (f) any business or personal relationship of the Compensation Consultant or the person employing the Compensation Consultant with an executive officer of the Company.