

REPROS THERAPEUTICS INC.

Compensation Committee Charter

I. STATEMENT OF PURPOSE

The Compensation Committee of Repros Therapeutics Inc. is designated by the Board of Directors (the “Board”) of Repros Therapeutics Inc. (the “Company”) for the purposes of focusing on the issues surrounding the compensation of executive officers. The Compensation Committee is authorized to perform each of the duties enumerated herein and any other duties it considers necessary or advisable in order to carry out its responsibilities.

II. MEMBERSHIP

The Compensation Committee shall be appointed by the Board and shall be comprised of two or more directors as determined by the Board. Each member of the Compensation Committee shall satisfy the independence requirements of the Nasdaq Stock Market or such other national exchange on which the Company may list its securities.

The Board shall appoint the members of the Compensation Committee annually, on the recommendation of the majority of the independent directors of the Board. The members of the Compensation Committee shall serve until their successors are appointed and qualified, and shall designate a Chair of the Compensation Committee who will be responsible for the scheduling of regular and special meetings and the functioning of the Compensation Committee. The Board shall have the power at any time to change the membership of the Compensation Committee and to fill vacancies, subject to such new members satisfying the independence requirements. Except as expressly provided in this Charter or the bylaws of the Company, or as otherwise provided by law or the rules of the Nasdaq Stock Market, or such other national exchange on which the Company may list its securities, the Compensation Committee shall fix its own rules and procedures.

III. MEETING

The Compensation Committee shall meet at least annually and at other times, as circumstances require, as determined by the Chairman of the Compensation Committee. The Compensation Committee shall keep regular minutes of its proceedings. For the transaction of any business at any meeting of the Compensation Committee, a majority of the members of the Compensation Committee shall constitute a quorum. The Compensation Committee shall take action by the affirmative vote of at majority of the Compensation Committee members present at a duly held meeting. Unless otherwise restricted by the Corporation’s Certificate of Incorporation or Bylaws, any action that may be taken at any meeting of the Committee may be taken without a meeting, if all members of the Committee consent thereto in writing, and the writing is filed with the minutes of proceedings of such committee.

IV. POWERS, RESPONSIBILITIES AND DUTIES:

To fulfill its responsibilities and duties, the Compensation Committee shall:

1. Review and recommend to the Board for determination of the non-equity based compensation payable to (i) the Chief Executive Officer (provided that the Chief Executive Officer shall not be present for any deliberations or voting with respect to the determination of the Chief Executive Officer's compensation) and (ii) the other Executive Officers (provided that the Committee may consider the recommendation of the Chief Executive Officer with respect thereto), including the adjustment of base salary each year, the implementation and administration of cash incentive compensation programs for such individuals and the authorization of all awards to such individuals under these cash incentive programs. To the extent deemed advisable by the Compensation Committee, it shall strive to recommend compensation packages which are competitive with packages offered at peer companies and may consult with third-party advisors to design compensation packages that provide reasonable assurances of officer and employee retention; and
2. Review and recommend to the Board for determination of all perquisites or special cash payments paid to Executive Officers, including the Chief Executive Officer.
 - (i) Review with the Chief Executive Officer:
 - (ii) the overall base compensation payable to employees other than Executive Officers; and the Company's total incentive compensation program envisioned for each fiscal year.
 - (iii) Review the performance of the Executive Officers, including the Chief Executive Officer, for each fiscal year.
 - (iv) Recommend to the Board compensation policies applicable to Executive Officers, including the Chief Executive Officer.
 - (v) Prepare any report or other disclosures regarding executive compensation required by the rules of the SEC to be included in the Company's annual proxy statement.
 - (vi) Perform any other responsibilities consistent with this charter, the Company's bylaws and applicable law as the Compensation Committee or the Board deems necessary or appropriate.

If desired by the Board, act as the Administrator of the Company's existing stock option plans with respect to all equity based compensation plans for employees, consultants and directors. Such authorization shall include all powers of the Administrator of such plans as provided in the applicable plan documents, until otherwise determined by the Board of Directors, and shall include the authorization for granting stock options, stock appreciation rights, restricted

stock grants, stock bonuses, and any other form of equity based compensation as may be authorized in any such plan documents from time to time as approved by the Board of Directors and stockholders, if required, with respect to employees, directors and consultants of the Company.

V. LIMITATIONS:

The Compensation Committee shall not have authority to: (1) adopt, amend, or repeal the Corporation's Bylaws; (2) elect Directors to fill vacancies on the Board; (3) fill vacancies on the Compensation Committee or change its membership; (4) amend the Corporation's Certificate of Incorporation; (5) act on matters assigned to other committees of the Board; or (6) take any action prohibited by the Corporation's Certificate of Incorporation, Bylaws or applicable law.