

**COLLEGIUM PHARMACEUTICAL, INC.
COMPLIANCE COMMITTEE CHARTER**

Effective December 5, 2018

I. PURPOSE

The purpose of the Compliance Committee (the “Committee”) of the Board of Directors (the “Board”) of Collegium Pharmaceutical, Inc. (the “Company”) is to assist the Board in fulfilling its oversight responsibilities relating to the Company’s compliance with laws, regulations, and industry standards that, if breached, may cause significant business, regulatory, or reputational damage to the Company. It is intended that the Compliance Committee will have oversight regarding government investigations and litigation relating to the Company’s compliance with laws, regulations, and industry standards. The primary function of the Compliance Committee is to oversee the development and implementation of compliance and ethics policies and practices at the Company; it is management’s responsibility to design and implement such policies and practices at the Company. Nothing in this Charter shall expand the duties or liabilities of any Company director or officer beyond any duties and liabilities otherwise imposed by law.

The Audit Committee of the Board (the “Audit Committee”) has oversight responsibility for matters of financial reporting, financial audit matters and internal control over financial reporting, including compliance with all laws, rules and regulations governing such matters and risk oversight with respect to such areas. It is intended that the Audit Committee will have oversight regarding government investigations and litigation relating to the Company’s financial reporting, financial audit matters and internal control over financial reporting. For any investigation or litigation matters involving areas of oversight by both the Audit Committee and the Compliance Committee, both committees will be involved.

II. COMPOSITION

The Committee shall be composed of two or more directors, each of whom must satisfy the independence and experience requirements of Rule 10A-3 under the Securities Exchange Act of 1934, as amended, any rules and regulations promulgated thereunder by the SEC, and the listing rules of The NASDAQ Stock Market LLC (“NASDAQ”).

Each member of the Committee shall be appointed annually by the Board. Any member of the Committee may be removed or replaced by the Board at any time. Any vacancy occurring in the Committee shall be filled by the Board. Unless a chair of the Committee (the “Chair”) is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee and set the agenda for each Committee meeting. A Secretary of the Committee may be appointed by the Chair of the Committee.

III. MEETINGS

The Committee shall meet as often as it determines is necessary to carry out its responsibilities, but not less frequently than quarterly. Additional meetings may be scheduled as needed and may be called by the Chair of the Committee or, if there is no such chair, by two members of the Committee. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the provisions of the Company’s Bylaws (as amended or restated from time to time, the “Bylaws”) that are applicable to a committee of the Board. Except as

otherwise provided by statute, a majority of the members shall represent a quorum of the Committee for the transaction of business at any meeting. Formal action to be taken by the Committee shall be by unanimous written consent or by the affirmative vote of at least a majority of the members present (in person or by telephone conference call) at a meeting at which a quorum is present.

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee may, in its discretion, invite other directors of the Company, members of the Company's management or any other person, including, without limitation, outside counsel, whose presence the Committee believes to be desirable and appropriate to attend and observe meetings of the Committee. The Committee may exclude from its meetings any person it deems appropriate.

IV. RESPONSIBILITIES AND DUTIES

In carrying out its oversight responsibilities, the Committee shall perform the following functions:

1. Oversee the Company's activities in the area of compliance with laws, regulations and industry standards, except where the oversight responsibility is with the Audit Committee.
2. Review and monitor significant compliance risk areas and the steps management takes to monitor, control, and report such compliance risk exposures.
3. Monitor and assess the development and effectiveness of the Company's compliance program and recommend improvements as necessary or appropriate, including the allocation of sufficient funding, resources and staff to the compliance program.
4. Periodically review and recommend to the full Board any changes to the Company's Code of Ethics, which review and recommendations shall be coordinated with those of the Audit Committee.
5. Ensure proper communication of significant compliance issues to the full Board of Directors.
6. Review and monitor efforts to promote an ethical culture.
7. Oversee the mechanisms for employees to seek guidance and report concerns regarding matters of compliance with laws, regulations and industry standards.
8. Receive and evaluate reports and assess risk regarding internal investigations or government or regulatory actions that may indicate a significant compliance or regulatory issue within the Company that may cause significant financial or reputational damage to the Company.
9. Receive and evaluate reports from the General Counsel regarding any data suggesting significant non-compliance with laws, regulations and industry standards that could affect the compliance program or the Company.
10. As appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

11. Exercise such additional powers and duties as may be reasonable, necessary or desirable, in the Committee's discretion, to fulfill its duties under this Charter, or as may be delegated from time to time by the Board.

IV. RESOURCES; AUTHORITY; ACCESS TO RECORDS

The Company shall provide appropriate funding, as determined by the Committee, to permit the Committee to perform its duties under this Charter and to compensate its advisors. The Committee, at its discretion, has the authority to initiate investigations and hire or retain legal, accounting or other outside advisors or experts to provide advice and assistance to the Committee, as it deems necessary to fulfill its duties under this Charter. The Committee shall have sole authority to engage, terminate and determine the compensation and terms of engagement of any experts, outside consultants, external legal, accounting or other advisors. The fees, expenses or compensation owed any person retained by the Committee and any ordinary administrative expenses of the Committee incurred in carrying out its duties and responsibilities shall be borne by the Company.

The Committee may also perform such other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate. In carrying out its duties and responsibilities, the Committee shall have full access to any relevant records, facilities and employees of the Company. The Committee may also request that any officer or other employee of the Company, the Company's counsel or any other person meet with any members of, or consultants to, the Committee. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

IV. DELEGATION OF DUTIES

The Committee shall be entitled to form and delegate any or all of its duties or responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's Articles of Incorporation, Bylaws, and applicable laws and rules of markets in which the Company's securities then trade.