

ADMA BIOLOGICS, INC.
BOARD OF DIRECTORS

COMPENSATION COMMITTEE CHARTER

(Amended and restated as of September 27, 2017)

A. Purpose

The Compensation Committee (the "Committee") is responsible for ensuring that the compensation program of ADMA Biologics, Inc. (the "Company") is: (i) effective in attracting and retaining the Company's Chief Executive Officer (the "CEO"), the Company's other executive officers, as defined by Rule 3b-7 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Company's other officers (as determined from time to time by the Committee) and the Company's non-management directors; (ii) administered fairly and in the stockholders' interests; and (iii) in compliance with applicable compensation rules, regulations and guidelines promulgated by the Nasdaq Stock Market LLC ("NASDAQ"), the Securities and Exchange Commission (the "SEC") and other law, as amended from time to time. The Committee will review and recommend to the Company's Board of Directors (the "Board") appropriate executive compensation policies, compensation of the directors and officers, and executive and employee benefit plans and programs, and shall be responsible for overseeing such policies, compensation, plans and programs approved by the Board and, where appropriate, by the stockholders.

B. Composition

The Committee shall be comprised of two or more members, as determined by the Board. The members shall be appointed annually by the Board. Any vacancy occurring in the Committee shall be filled by the Board. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and shall qualify. No member shall be removed except by a majority vote of the independent directors (as defined below) then in office on the recommendation of the Governance and Nominations Committee. Unless a chairperson is elected by the Board, the members of the Committee may designate a chairperson by majority vote of the full Committee membership. The chairperson shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

The Board must determine in its best judgment that each member of the Committee is independent of management and qualified to serve by experience or education. An independent director means a director who has been determined by the Board to be: (i) free from any material relationship with the Company, other than their relationship as a director or Board committee member, within the meaning of NASDAQ Rule 5605(a)(2); (ii) independent in accordance with the requirements of Section 952 of the Dodd-Frank Wall Street Reform and Consumer Protection Act; and (iii) independent under any other applicable laws and regulations, as amended from

time to time. In addition, each member of the Committee shall be a “non-employee director” as that term is defined under Rule 16b-3 of the Exchange Act, as amended, and, an “outside director” as that term is defined for the purposes of Section 162(m) of the Internal Revenue Code. No member of the Committee shall occupy a position disclosable as a compensation committee interlock under the rules and regulations of the SEC.

Each member of the Committee shall remain independent during his or her term of service on the Committee, and may not (i) accept any consulting, advisory or other compensatory fee or other compensation, other than standard director’s and committee compensation from the Company, or (ii) become an affiliated person of the Company or any of its subsidiaries.

C. Meetings and Procedures

- The Committee shall fix its own rules of procedure, which shall be consistent with the Certificate of Incorporation and Bylaws of the Company, as each may be amended from time to time, and this Compensation Committee Charter (this “Charter”).
- The Committee shall meet at least once each year and more frequently as circumstances require.
- The Committee shall meet at least annually with the CEO and such other senior executives as the Committee deems appropriate
- The Committee shall meet periodically in executive sessions without the presence of management.
- The chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.
- A majority shall constitute a quorum of the Committee for purposes of each meeting. All Committee actions shall be taken by a majority vote of the quorum of members present in person and/or by conference telephone at the meeting.
- The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that:
 - no subcommittee shall consist of fewer than two members, and
 - the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

- The Committee may request that any director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.
- The Committee may also take action by unanimous written consent without a meeting with electronic signatures and/or email consent sufficient to evidence approval.
- Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting.
- The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

D. Policies and Principles

The Committee shall apply the following principles in the performance of their duties:

- Compensate competitively in order to attract, retain and motivate a highly competent executive team dedicated to achieving the Company's goals and strategic plans, which are designed to result in long-term growth in stockholder value;
- Tie individual compensation to individual performance and the success of the Company; and
- Align officers' and selected eligible employees' interests with those of the Company and its stockholders by providing long-term compensation opportunities through participation in the Company's equity-based compensatory incentive plan and/or any successor or other long-term incentive compensation plans as may be adopted from time to time.

E. Responsibilities and Duties

The Committee shall perform the following duties and responsibilities:

GENERAL

- Recommend to the Board, in consultation with senior management of the Company, and periodically review, (i) the corporate goals and objectives relevant to compensation of officers and directors and (ii) the compensation and benefits philosophy and strategy for the Company, including a review of both regional and industry compensation practices and trends.
- Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship

between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.

- At such time as the relevant regulations shall apply to the Company, review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory votes on executive compensation (“Say on Pay Vote”), taking into account the results of any most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
- Take any and all actions which may be taken by the Board with respect to fixing the compensation level of officers and employees of the Company, including but not limited to the development of compensation policies and practices that will attract and retain the highest quality executives, that will clearly articulate the relationship of corporate performance to executive compensation and that will reward executives for the Company’s progress.

PERFORMANCE EVALUATION

- Recommend performance measures and, if applicable, goals for measuring performance in consultation with senior management of the Company.
- Assess the performance of the Chairman of the Board, President and CEO and other executive officers.

EVALUATION OF COMPETITIVE PAY

- Evaluate competitive pay levels for key executives of other life sciences companies based on industry analyses.

COMPENSATION DETERMINATIONS

- Recommend to the Board for approval compensation for the President and CEO, including salary, bonus, restricted securities, stock options, and, if applicable, any supplemental compensation or benefit arrangements, and determine such compensation for all other executive officers.
- In all cases the President and CEO and any other executive officers shall not be present at meetings at which their compensation or performance is discussed or determined.
- Make recommendations to the Board regarding the establishment and terms of the Company’s incentive compensation plans and equity compensation plans, and administer such plans.

- Make determinations with respect to the grant of stock options and restricted securities under the Company's equity incentive plans, to all officers of the Company, other than the President and CEO, and report to the Board on such determinations at the Board's subsequent meeting.
- Make determinations with respect to the grant of stock options and restricted securities under the Company's equity incentive plans to all employees who are not officers of the Company, or, at the Committee's sole discretion, delegate such responsibility to the President and CEO, subject to any limitations it shall impose from time to time (in which case it shall require the President and CEO to report to the Committee on such determinations at the Committee's subsequent meeting).
- To the extent not covered by the determinations above, review and approve compensation programs applicable to officers and other selected employees and, upon recommendation of the Chairman of the Board and President and CEO, review and recommend the Board's approval of individual compensation awards for the officers.
- Recommend to the Board stock ownership guidelines for the Company's executive officers and non-employee directors if the Committee deems such guidelines appropriate, and periodically assess such guidelines and recommend revisions, as appropriate.
- Review and approve compensation-related matters outside the ordinary course, including but not limited to employment contracts, change-in-control provisions, severance arrangements and material amendments thereto.
- Review and make recommendations to the Board regarding stockholder proposals related to compensation matters.
- Recommend to the Board for approval the compensation for directors, including retainer, committee chairman's fees, the grant of restricted securities or stock options and other similar items, as appropriate.
- Make determinations with respect to the grant of stock options and restricted securities under the Company's equity incentive plans to consultants eligible to receive such grants under such plan, or, at the Committee's sole discretion, delegate such responsibility to the President and CEO, subject to any limitations it shall impose from time to time (in which case it shall require the President and CEO to report to the Committee on such determinations at the Committee's subsequent meeting). The Committee shall report to the Board on any determinations made by it or the President and CEO (of which it has been informed) at the Board's subsequent meeting.

OTHER DUTIES

- Review and discuss with management the disclosures regarding executive compensation to be included in the Company's public filings or stockholder reports.
- Based upon its review and discussion with management, recommend to the Board whether disclosures regarding executive compensation should be included in the Company's proxy statement, Form 10-K or information statement, as applicable.
- Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.
- Prepare an annual Compensation Committee Report to the Board of Directors.
- The Committee shall review and reassess the adequacy of this Charter at least annually. The Committee shall also review on at least an annual basis the scope of responsibilities of the Committee and the Committee's performance of its duties. Any proposed changes to this Charter or the scope of the Committee's responsibilities, where indicated, shall be referred to the Board for appropriate action.

F. Committee Access to Management and Outside Advisors

- Members of the Committee shall have direct access to the Company's senior management, employees, and financial, legal and other business advisors, as requested and as may be necessary and appropriate to support committee functions and may retain, at the Company's expense, such advisors as it deems necessary.
- The Committee shall have the sole authority (with the knowledge of the Board) to retain or terminate any independent legal counsel, compensation and benefits consultants and other outside experts or advisors as the Committee believes to be necessary or appropriate ("Compensation Advisers") to assist in the evaluation of a director, CEO, or senior executive, or his or her compensation; provided that subject to the NASDAQ Rules, the Committee shall undertake an analysis of the independence of each Compensation Adviser under the independence factors specified in the applicable requirements of the Exchange Act and the NASDAQ Rules, with such analysis to occur prior to selection of such Compensation Adviser and as appropriate thereafter. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company as Compensation Advisors.
- The Committee shall have the sole authority to approve the compensation consultant's fees and the Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of reasonable compensation to any such Compensation Advisors retained by the Committee.

G. Performance Evaluation

- The Committee shall, at least annually and with input from the Governance and Nominations Committee of the Board (the "Governance and Nominations Committee") if deemed appropriate, perform an evaluation of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter, and provide any written material with respect to such evaluation to the board or the Governance and Nominations Committee, as appropriate, including any recommendations for changes in procedures or policies governing the Committee.
- In conducting this review, the Committee shall address all matters that it considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.