

**ADAMS RESPIRATORY THERAPEUTICS, INC.
COMPENSATION COMMITTEE CHARTER**

PURPOSE

The purpose of the Compensation Committee (the “Committee”) shall be to assist the Board of Directors of Adams Respiratory Therapeutics, Inc. (the “Company”) in the discharge of its responsibilities with respect to the compensation of the Company’s executive officers and the administration of certain incentive compensation plans.

COMPOSITION OF THE COMMITTEE

The members of the Committee shall be independent directors meeting the requirements of the Nasdaq National Market. The Committee members will be appointed by the Board of Directors on the recommendation of the Nominating and Corporate Governance Committee and may be removed by the Board of Directors in its discretion. In addition, the Board of Directors shall determine the Chairman of the Committee. The Committee shall have authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.

RESPONSIBILITIES OF THE COMMITTEE

The Committee shall:

- Review and approve the Company’s goals and objectives relevant to the compensation of the chief executive officer and evaluate the performance of the chief executive officer in light of those goals and objectives;
- Determine and approve the compensation of the chief executive officer based on the evaluation of the chief executive officer’s performance relative to the Company’s goals and objectives, provided that the chief executive officer may not be present during voting or deliberations of his or her compensation;
- Review and evaluate the compensation of the Company’s other executive officers;
- Based on the review and evaluation of the Company’s other executive officers, determine and approve the compensation of such executive officers;
- Make recommendations to the Board of Directors with respect to the Company’s incentive-compensation plans and equity-based plans;
- Make regular reports to the Board of Directors concerning the activities of the Committee;

- Annually review and assess the adequacy of this charter and recommend any proposed changes to the Board of Directors for approval;
- Produce an annual Committee report on executive compensation for inclusion in the Company's annual report on Form 10-K filed with the Securities and Exchange Commission or the Company's proxy statement for the annual meeting of stockholders, in accordance with applicable rules and regulations;
- Perform an annual performance evaluation of the Committee; and
- Perform any other activities consistent with this charter, the Company's Certificate of Incorporation and Bylaws and governing law as the Committee or the Board of Directors deem appropriate.

If a compensation consultant is to assist in the evaluation of executive officer compensation, the Committee shall have sole authority to retain, at the Company's expense, and, where appropriate, terminate the compensation consultant, including sole authority to approve the consultant's fees and other retention terms.

COMMITTEE MEETINGS

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities, but no less frequently than two times per year and may meet by telephone or video conference. The Committee shall keep minutes of each of these meetings and may take action by written consent.