





**Achillion Pharmaceuticals, Inc.****ACHN NASDAQ****Pharmaceuticals - Diversified**

Market Capitalization USD:

\$329.07 mm**CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance. 
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Michael D. Kishbauch**Age: 63****CEO Since: 2004**

	2009	2010	2011
Base Salary		\$394,800	\$450,000
Discretionary Bonus		\$0	\$0
Annual Cash Incentive		\$240,000	\$270,810
Benefits and Perquisites		\$7,673	\$7,703
TOTAL ANNUAL COMPENSATION		\$642,473	\$728,513
Increase in Post-Retirement Benefits		\$0	\$0
Stock Option Awards		\$1,271,350	\$694,388
Stock Awards		\$0	\$0
TOTAL COMPENSATION		\$1,913,823	\$1,422,901
Median of Other Named Executive Officers Total Compensation		\$852,043	\$1,026,253
Value Realized on Exercise of Stock Option		\$0	\$537,989
Value Realized on Vesting of Stock		\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION		\$0	\$537,989

Proxy Date: 16 Apr 2012

Annual Meeting Date: 5 Jun 2012

Equity Reserves: 19.70%

Stock Option Run Rate: 1.53%

Achillion Pharmaceuticals, Inc.

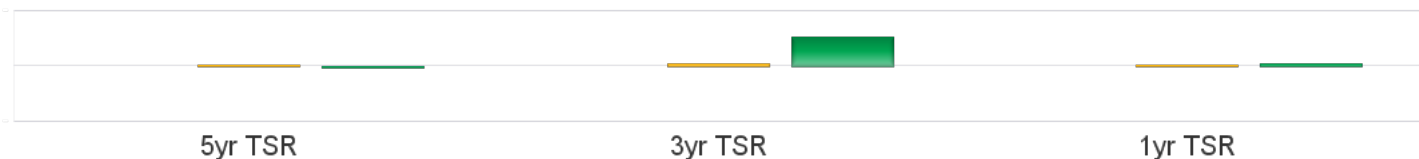
ACHN NASDAQ

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Performance Comparison

■ S&P500 ■ Industry ■ ACHN



Peer Comparisons (TRBC) =Pharmaceuticals - Diversified

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ACHN	Achillion Pharmaceuticals, Inc.		\$1,913,823	\$1,422,901	\$329,072,396
PRX	Par Pharmaceutical Companies, Inc.	\$3,667,258	\$3,647,097	\$4,373,950	\$971,700,117
AKRX	Akorn, Inc.	\$2,073,241	\$4,021,109	\$4,462,720	\$738,205,977
AUXL	Auxilium Pharmaceuticals, Inc.	\$2,854,826	\$3,266,922		\$718,760,936
OPTR	Optimer Pharmaceuticals, Inc.	\$1,068,180	\$4,976,699	\$1,654,935	\$644,989,685
NPSP	NPS Pharmaceuticals Inc.	\$2,131,592	\$1,787,384	\$1,723,044	\$560,105,387
MAPP	MAP Pharmaceuticals, Inc.	\$1,570,293	\$1,882,343	\$2,844,422	\$444,682,300

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps.

Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Anadys Pharmaceuticals, Celldex Therapeutics, CytRx Corporation, Inhibitex, Metabolix, Penwest Pharmaceuticals, Sunesis Pharmaceuticals, Ziopharm Oncology, Ardea Biosciences, Curis, Idenix Pharmaceuticals, Insmed, Neurocrine Biosciences, Pharmacyclics, Synta Pharmaceuticals, ArQule, Cytokinetics, Idera Pharmaceuticals, MediciNova, Novavax, Pharmasset, Trubion Pharmaceuticals.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Garv E. Frashier	Chairman	74	Male	4	Outside
David I. Scheer	Member	59	Male	14	Outside Related
Nicholas J. Simon	Member	57	Male	4	Outside Related
Robert L. Van Nostrand	Member	55	Male	5	Outside

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