Audit Committee Charter

ViroPharma Incorporated

Purpose

The Audit Committee (the "Committee") of ViroPharma Incorporated (the "Company") shall assist the Board of Directors (the "Board") in monitoring (i) the integrity of the Company's financial statements in compliance with Securities and Exchange Commission (the "SEC") and other regulatory requirements; (ii) the annual independent audit of the Company's financial statements; and (iii) the independent registered public accounting firm's independence and qualifications. The Committee shall also work to provide (i) effective communication between the Board and the Company's independent registered public accounting firm and (ii) support for management's efforts to enhance the quality of the Company's internal control structure.

The Committee does not plan or conduct audits, nor does it determine that the Company's financial statements and disclosures are complete, accurate and in accordance with generally accepted accounting principles and applicable rules and regulations. These functions are the responsibility of Company management and the independent registered public accounting firm.

Composition and Term

The Committee shall be comprised of not less than three members of the Board, and the Committee's composition will meet the requirements of (i) the independence and experience requirements of the Nasdaq Stock Market as set forth in Rule 4200(a)(15) and Rule 4460(d) of the NASD Manual as modified or supplemented from time to time and (ii) meet the independence requirements of Section 10A(m)(3) of the Securities and Exchange Act of 1934 (the "Exchange Act") and the rules and regulations of the Commission. Accordingly, all of the members of the Committee will be directors:

- 1. Who have no relationship to the Company that may interfere with the exercise of their independence from management and the Company;
- 2. Are not affiliates of the Company;
- 3. Do not receive any payments from the Company other than in the capacity as director;
- 4. Who are able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement; and
- 5. Have not participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.

At least one member of the Committee shall be an "audit committee financial expert" as defined by the Commission.

The members of the Committee shall be appointed by the Board and shall serve until their successors shall be duly elected and qualified. Unless a Chairman of the Committee is elected by the full Board, the members of the Committee may designate a Chairman of the Committee by majority vote of the full Committee Membership.

Relationship with Independent Registered Public Accounting Firm

The Company's independent registered public accounting firm shall be accountable to the Committee, and the Committee shall have ultimate authority to select, evaluate and replace the Company's independent registered public accounting firm. The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the independent registered public accounting firm (including resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent registered public accounting firm shall report directly to the Committee.

Meetings

The Committee shall meet, in person or by teleconference, at such times and from time to time as it deems to be appropriate, but not less than four times a year. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Approval by a majority of the members present at a meeting at which a quorum is present shall constitute approval by the Committee. The Committee may also act by unanimous written consent without a meeting. Minutes of each meeting reflecting, among other things, all actions taken by the Committee should be recorded by the Secretary to the Committee. The Committee shall report to the Board at the first board meeting following each such Committee meeting.

The Company's independent registered public accounting firm shall attend at least one of the Committee's meetings each year. The Committee may request members of management or others to attend meetings and to provide pertinent information as necessary. The Committee shall provide each of management and the independent registered public accounting firm with appropriate opportunities to meet privately with the Committee.

Duties and Responsibilities

The duties of the Committee shall include the following:

- Review the results of the quarterly reviews and year-end audit of the Company, including:
 - The Annual Report on Form 10-K and Quarterly Reports on Form 10-Q to be filed with SEC, the management recommendation letter on accounting procedures and controls prepared by the independent registered public accounting firm, and

- any other material written communications or reports and management's responses concerning such reports;
- Review and discuss with management and the independent registered public accounting firm the Company's internal controls report and the independent registered public accounting firm's attestation report prior to the filing of the Company's Form 10-K;
- Any material accounting issues identified by management or the independent registered public accounting firm;
- All matters required to be communicated by the independent registered public accounting firm to the Committee under the requirements of the Public Company Accounting Oversight Board;
- Review and approve all transactions between the Company and (a) its officers and directors (other than such agreements that are directly related to such officers or directors employment or service with the Company, such as employment agreements, option agreements, and severance agreements, provided that any consulting agreement with a director shall require the approval of the Audit Committee), (b) 5% shareholders, and (c) any entity for which any officer or director of the Company serves as an officer or director.
- Review with management and the independent registered public accounting firm such
 accounting policies (and changes therein) of the Company, including any financial
 reporting issues which could have a material impact on the Company's financial
 statements, as are deemed appropriate for review by the Committee prior to any interim
 or year-end filings with the SEC or other regulators and discuss alternative treatments of
 financial information within generally accepted accounting principles that have been
 discussed with management, ramifications of the use of such alternative disclosures and
 treatments, and the treatment preferred by the independent registered public accounting
 firm.
- Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.
- Discuss with management the Company's earnings press release, including the use of "pro forma" or "adjusted" non-GAAP information, if any, as well as earnings guidance. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).
- Ensure that the Company's independent registered public accounting firm submits on a periodic, but not less than annual, basis to the Committee a written statement delineating

all relationships between the accountants and the Company, and discuss with the accountants any disclosed relationships that may impact the objectivity and independence of the accountants with the objective of ensuring the continuing objectivity and independence of the accountants.

- Pre-approval of all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent registered public accounting firm, subject to the de minimus exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Committee prior to the completion of the audit. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Committee at its next scheduled meeting.
- Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.
- Recommend to the Board policies for the Company's hiring of employees or former employees of the independent registered public accounting firm who participated in any capacity in the audit of the Company.
- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- Meet annually with counsel when appropriate to review legal and regulatory matters, if any, that could have a material impact on the financial statements.
- Establish, review, and update periodically a Code of Ethical Conduct, and ensure that management has established a system to enforce this Code.
- Make a periodic, but not less than annual, review of this Charter.
- Prepare a report to the stockholders of the Company to be included in the Company's annual proxy statement.

The Committee shall also undertake such additional activities within the scope of its primary function as the Committee from time to time determines. The Committee may retain independent counsel, accountants or others to assist it in the conduct of any investigation. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent registered public accounting firm for the purpose of rendering or issuing an audit report and to any advisors employed by the Committee.