

ACHILLION PHARMACEUTICALS, INC.
SPECIAL MEETING, DECEMBER 19, 2019

Rules of Conduct

Welcome to the Special Meeting of Stockholders (the “Special Meeting”) of Achillion Pharmaceuticals, Inc. (the “Company”). It is our desire to conduct a fair and informative Special Meeting. Kindly observe the following Rules of Conduct and Procedures.

1. Our Company’s bylaws describe requirements for meetings of our stockholders and the Chair of the Board of Directors will conduct the meeting consistent with those requirements.
2. Because this is a meeting of our stockholders, only our stockholders are permitted to ask questions during the Special Meeting. You need to have held stock as of the close of business on the record date of October 25, 2019 to vote or submit questions while participating in the Special Meeting. If you have voted your shares prior to the start of the Special Meeting, your vote has been received by the Company’s inspector of elections and there is no need to vote those shares during the Special Meeting, unless you wish to revoke or change your vote.
3. We will strictly follow an agenda as we conduct the meeting. The only matters to be presented for a vote at the meeting are the proposals set forth in the proxy statement previously sent to you.
4. If a stockholder has a question about one of the matters in the agenda to be voted on by the stockholders at the Special Meeting, such question may be submitted by raising your hand when the floor is open for questions. When asking a question, please identify yourself by name and your organization, if applicable, and indicate if you are a stockholder or a proxy holder.
5. To allow us to answer questions from as many stockholders as possible, we will limit each stockholder to two questions. It will help us if questions are succinct and cover only one topic per question.
6. Stockholder questions are welcome, but conducting the business set out in the agenda for the benefit of all stockholders will be paramount. The Company does not intend to address any questions that are, among other things:
 - irrelevant to the business of the Company or to the business of the Special Meeting;
 - related to material non-public information of the Company;
 - related to personal grievances;
 - out of order or not otherwise suitable for the conduct of the Special Meeting as determined by either the Chair of the Board of Directors or our Corporate Secretary in their reasonable judgment.

7. If there are any matters of individual concern to a stockholder and not of general concern to all stockholders, or if a question posed was not otherwise answered, such matters may be raised separately after the Special Meeting by contacting Investor Relations at (215) 709-3032 or bdidonato@achillion.com.
8. Recording of the Special Meeting is prohibited.
9. Business attire is required for in-person attendance.
10. Conduct that the Chair of the Board or our Corporate Secretary determines not to be in compliance with these rules or not appropriate, including, without limitation, disorderly conduct, derogatory references to individuals or comments that are otherwise in bad taste, will not be permitted and may be a basis for removal from the meeting.

Thank you for your cooperation and for joining the Company at the Special Meeting.