

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

DAVID GIROUX, Derivatively on Behalf
of ACER THERAPEUTICS, INC.,

Plaintiff,

v.

JASON AMELLO, STEVE ASELAGUE,
HUBERT BIRNER, JOHN M. DUNN,
MICHELLE GRIFFIN, LUC MARENGERE,
HARRY PALMIN, and CHRIS SCHELLING,

Defendants,

and

ACER THERAPEUTICS, INC.,

Nominal Defendant.

**REMEDIAL ACER THERAPEUTICS INC.
CORPORATE GOVERNANCE ENHANCEMENTS**

Acer Therapeutics Inc. (“Acer” or the “Company”) will maintain the changes agreed to herein for at least a period of not less than four (4) years from the date of implementation or, in the case of the reforms already implemented, when the judgment and final order approving the settlement becomes final.

Enhanced Public Disclosure and Auditing Procedures:

1. The Company shall form an executive-level Disclosure Committee to oversee and further the Company’s policy that all disclosures made by the Company to its shareholders or the investment community should be accurate and complete, and fairly present the Company’s financial condition and results of operations in all material respects, and should be made on a timely basis as required by applicable laws and stock exchange requirements.
2. The Disclosure Committee shall adopt a Disclosure Committee Charter, attached hereto as Schedule 1.

3. The Audit Committee shall be responsible for the oversight of the Disclosure Committee.
4. The Audit Committee shall meet with the Disclosure Committee a minimum of 4 times per year.
5. The Audit Committee shall amend the Audit Committee Charter to reflect the Audit Committee's oversight responsibility of the Disclosure Committee.

Risk Management Enhancements:

1. The Company's management shall provide semi-annual risk assessments to the Audit Committee.
2. The Company's management shall consult with the Scientific Advisory Board as necessary in managing the Company's financial, operational, and reputational risk.
3. The Company shall post a description of the role of the Scientific Advisory Board on its website.

Board of Directors Enhancements:

1. The Company's Board of Directors (the "Board") shall appoint a lead independent director if the Chief Executive Officer and the Chairperson Roles are combined.
2. On an annual basis, the Board will review the size of the Board.
3. Any guaranteed compensation increases of the members of the Board or the Company's senior management shall require an approval of the Compensation Committee of the Board or of a majority of the Board.

Enhancements to the Company's Reporting Policies:

1. If there is sufficient funding, Acer intends to hire a medical/science position. In the interim, the Company will ensure that all compliance-related responsibilities have been allocated among existing personnel.
2. The Chief Legal Officer, the Chief Medical Officer, Chief Operating and Financial Officer, or the Vice President of Regulatory Affairs shall timely report to and update the Board regarding: (i) any pending compliance issues raised by the FDA or other regulatory agencies that fall under their respective purviews; (ii) any developments in clinical trials, including significant new data or regulator comments on clinical trial design, efficacy or safety data, that could significantly change the timing or probability of regulatory approval of drugs or biologics under development.

3. The Company shall continue its whistleblower hotline program by providing notices of anonymous whistleblower complaints to the Company's Chief Operating and Financial Officer, the Audit Committee Chair, and the Chief Legal Officer.

SCHEDULE 1

**ACER THERAPEUTICS INC.
DISCLOSURE COMMITTEE CHARTER**

(Adopted _____, 20____)

I. General Statement of Purpose

The purposes of the Disclosure Committee of Acer Therapeutics Inc. (the “Company”) are to assist and report to the Audit Committee of the Board (the “Audit Committee”) and to the Company’s Chief Executive Officer (“CEO”) and Chief Operating and Financial Officer (“COFO” and together with the Chief Legal Officer (“CLO”) and the CEO, the “Senior Officers”) in establishing, implementing, maintaining and evaluating controls or other procedures designed to ensure:

1. that the information that the Company is required to disclose in the Company’s reports furnished or filed under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including but not limited to certain material information about the Company, its products, scientific issues such as the status of clinical trials, compliance issues, and regulatory issues, is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission (“SEC”) rules and forms in an accurate and complete manner; and
2. that such information is accumulated and communicated to the Company’s Senior Officers, as appropriate, to allow timely decisions regarding required disclosures.

II. Responsibilities and Authority

The principal activities of the Disclosure Committee will generally include the following:

1. Design, adopt and maintain appropriate procedures and standards that are designed to ensure that: (i) information required by the Company to be disclosed to the SEC, and other written information that the Company will disclose to the public is recorded, processed, summarized and reported accurately and on a timely basis; (ii) risks and risk factors are adequately disclosed; and (iii) such information is accumulated and communicated to the Company’s management, including the Company’s Senior Officers, as appropriate, to allow timely decisions regarding required disclosure (the “Disclosure Controls”).
2. Monitor the integrity and evaluate the effectiveness of the Disclosure Controls.
3. Review the Company’s drafts of: (i) Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, proxy statements, material registration statements, and any other information filed with the SEC (other than routine correspondence); (ii) press releases containing financial information, earnings guidance, information about material developments, or other information material to the Company’s security holders; and (iii) correspondence

broadly disseminated to shareholders and all presentations to analysts and the investment community (collectively, the “Covered Reports”).

4. Discuss with the Senior Officers, and with the Audit Committee as necessary, all relevant information relative to the Disclosure Committee’s responsibilities and proceedings, including: (i) the preparation of the Company’s disclosures in the Covered Reports; (ii) the evaluation of the effectiveness of the Disclosure Controls; and (iii) any material false statement or omission of material fact discovered upon review of a Covered Report.
5. The Disclosure Committee shall have such other responsibilities, consistent with the Disclosure Committee’s purpose, as the Audit Committee or the full Board may assign to it from time to time.

III. Organization of Disclosure Committee

The members of the Disclosure Committee are appointed from time to time by the Senior Officers. The Disclosure Committee shall initially be comprised of the CLO, who shall serve as chair of the Committee; the COFO, the Vice President-Finance and Controller, the Director, SOX and SEC Reporting, and the Executive Director, Investor Relations and Corporate Communications.

The Disclosure Committee may also, in its discretion, call upon other officers of the Company such as the Company’s CEO, Chief Technical Officer, Chief Commercial Officer, Vice President—Regulatory, Vice President Clinical Operations, Vice President—Quality, Vice President—Human Resources and other key accounting/auditing, business, medical or scientific, risk management, investor relations and financial personnel involved in preparing the Covered Reports.

The Senior Officers may change the composition and chair of the Disclosure Committee from time to time.

The Company’s external legal counsel may serve as counsel to the Disclosure Committee but will not be a member thereof and may provide advice and counsel, but will not have the right to vote at Disclosure Committee meetings. The Disclosure Committee will be assisted in the performance of its duties by appropriate management, operational, legal and financial personnel from the Company (*e.g.*, internal finance, risk management, legal and accounting). These personnel will assist in the preparation and review of disclosures within their particular areas of operation, expertise or competence, as the case may be, and will be available for such other support functions as members of the Disclosure Committee may determine are necessary or appropriate in the fulfillment of their duties. In addition, the lead audit partner (or such lead audit partner’s designee) of the Company’s independent registered public accounting firm may be called on to participate in Disclosure Committee meetings as needed but shall not have the right to vote at Disclosure Committee meetings.

IV. Meetings and Procedures

The Disclosure Committee shall meet at least quarterly to fulfill its responsibilities as described in this Charter. The Disclosure Committee shall adopt, whether formally or informally, such procedures as it deems necessary to facilitate the fulfillment of its responsibilities.

The Disclosure Committee shall keep written minutes of its meeting and shall transmit these minutes and any written reports which it creates, to the Audit Committee or, if directed by the Audit Committee, to the full Board.

V. Full Access

The Disclosure Committee shall have full access to all of Company's books, records, assets, facilities and personnel, including the internal and external auditors, in connection with fulfilling its responsibilities.