Supernus, Inc.
Nominating and Corporate Governance Committee Charter

A. Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of Supernus, Inc. (the "Company") is to carry out the responsibilities delegated by the Company's Board of Directors (the "Board") as set forth in this Charter and any other activities consistent with this Charter, the Company's Certificate of Incorporation (the "Certificate of Incorporation") and Bylaws (the "Bylaws") and governing law, as the Committee or the Board deems necessary or appropriate.

B. Composition

The Committee will consist of at least three members of the Board. Each member of the Committee must qualify as "independent" under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the listing standards of the Nasdaq Global Select Market ("Nasdaq").

The members of the Committee shall be appointed initially by the Board and then subsequently by the Board on the recommendation of the Committee and shall serve until their successors are duly elected and qualified or their earlier resignation or removal. Any member of the Committee may be removed or replaced by the Board either acting on its own initiative or on the recommendation of the Committee.

The chair of the Committee (a "Chair") shall be elected by the full Board and should be an independent non-executive director.

The Committee may, from time to time, delegate duties or responsibilities to subcommittees or to one member of the Committee.

C. Responsibilities

The following are the principal responsibilities of the Committee:

Director Selection Process

Board Searches. The Committee, led by the Chair, shall seek individuals qualified to become Board members consistent with the criteria approved by the Board and shall recommend such individuals to the Board for appointment to the Board.

Candidates Recommended or Nominated by Stockholders. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures criteria set forth below. The Committee shall also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's governing documents.

Director Criteria. The Committee shall determine criteria for selecting new directors, including desired board skills and attributes required of a director, subject to review and approval by the

Board and which shall be set out in the Corporate Governance Guidelines. The Committee will periodically review and recommend to the Board updates to such criteria.

Independence Determinations. The Committee will review and recommend to the Board director independence determinations with respect to continuing directors and director nominees.

Board Evaluation. The Committee shall evaluate the performance of each director (other than the CEO) before recommending to the Board his or her nomination for an additional term as director.

Resignations. The Committee will review and administer the Company's policies on director resignations, as well as evaluate and recommend to the Board whether to accept any resignation tendered by a director in the event an incumbent director fails to receive the required vote for reelection at a meeting of the Company's stockholders as specified under the Bylaws and Corporate Governance Guidelines.

Leadership and Committee Structure

Leadership Structure. The Committee shall periodically review the Board's leadership structure and recommend changes to the Board as appropriate and, if the roles of Chief Executive Officer and Chair of the Board are combined, make a recommendation to the independent directors regarding the appointment or reappointment of a Lead Independent Director.

Leadership Succession Planning

The Committee will develop a process and protocols for succession planning relating to the CEO.

Committee Structure. The Committee will periodically review the advisability or need for any changes in the Board's committee structure, committee membership or operations of the committees.

Committee Composition. The Committee will make recommendations to the Board regarding the appointment of directors to or removal of directors from the committees. The Committee will also recommend to the Board for approval the selection of Chairs of the committees.

Operations of the Board

Evaluations. The Committee shall make recommendations to the Chair in respect of the evaluation of the Board, committees of the Board and management.

Service on Other Boards and Changes in Primary Employment. The Committee shall consider (i) any requests by Board members to join another public company Board, or (ii) any significant changes in a Board member's primary employment. In either case, the Committee shall recommend to the Board whether such appointments or changes in employment would affect the Director's ability to serve on the Company's Board or constitute a conflict of interest.

Director Education. The Committee will develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically reviewing these programs and updating them as necessary.

Executive Matters

Section 16 Officers. The Committee will review and recommend to the Board Section 16 officer determinations with respect to the Company's executive officers.

Governance Matters

Compliance with Nasdaq Listing Standards. The Committee is responsible for overseeing the Company's corporate governance practices, and will review, as appropriate, compliance with the listing standards of Nasdaq and make any recommendations to the Board related thereto.

Governance Oversight. At least annually, the Committee will periodically review the Company's principal corporate governance policies and governing documents, including but not limited to the Certificate of Incorporation, Bylaws, Committee charter, and the Company's Corporate Governance Guidelines and make recommendations to the Board for modifications in such documents as appropriate.

Conflicts of Interest. The Committee will review potential conflicts of interest involving directors, including whether such director or directors may vote on any issue as to which there may be a conflict.

Annual Meetings and Stockholder Engagement and Relations. The Committee will review matters relating to the Company's annual meetings of stockholders and, if appropriate, make recommendations to the Board regarding stockholder engagement.

Stockholder Proposals. The Committee will review and advise the Board regarding stockholder proposals and any other communication from stockholders.

Environmental, Social and Governance Matters. The Committee shall take a leadership role in overseeing management's handling of environmental, social and governance (ESG) matters of importance to the Company.

Performance and Charter Review

The Committee will annually review its own performance and this Charter and will report to the Board on the results of the review and any proposed changes to this Charter.

D. Procedures

The Committee will meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but not less frequently than four times a year. The Chair, in consultation with the appropriate members of management, will determine the frequency and length of the Committee meetings and will set meeting agendas consistent with this Charter.

The Committee is governed by the same rules regarding meetings (including meetings in person, online or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, quorum and voting requirements as are applicable to the Board. Minutes for all meetings of the Committee will be prepared to document the Committee's discharge of its

responsibilities. The Committee will report to the full Board with respect to its meetings and provide the Board with a copy of the minutes of all Committee meetings.

The Committee has the power to investigate any matter brought to its attention, with full access to, but not limited to, all the Company books, records, facilities and employees. The Committee has the sole authority to select, retain, oversee and terminate consultants, legal counsel or other advisors, including director search firms (each, a "Consultant"), to advise the Committee as it determines necessary or appropriate to carry out its duties, including identifying director candidates, at the expense of the Company, and to approve the terms of any such engagement and the fees of any such Consultants. The Committee will also have the sole authority to determine the appropriate funding for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Effective: November 2, 2026