SUPERNUS, INC.
CORPORATE GOVERNANCE GUIDELINES

1. PURPOSE

The board of directors (the "Board") of Supernus, Inc. (the "Company") has adopted these Corporate Governance Guidelines as a general framework to assist the Board in carrying out its responsibility for the business and affairs of the Company and its subsidiaries to be managed by or under the direction of the Board.

2. ROLE OF BOARD AND MANAGEMENT

The Board is elected by stockholders to oversee management and to ensure that the long-term interests of the stockholders are served. While the CEO is responsible for the overall management and functioning of the Company, the Board is responsible for oversight and is the ultimate decision-maker for the Company, except with respect to those matters where authority is reserved for or shared with the Company's stockholders.

The authority and responsibilities of the Board shall include:

(a) Strategic Plan. Setting the direction of the Company and monitoring management to ensure that the Company achieves its objectives; reviewing, monitoring and approving the overall operating, financial and strategic plans, operating goals and performance of the Company.

(b) Reporting and Compliance Systems. Ensuring that management maintains an effective system for timely reporting to the Board or appropriate Board committees and/or to the public, as applicable, the following information: (i) the Company's financial and business plans, strategies and objectives; (ii) the financial results and condition of the Company and its business segments; (iii) significant accounting, regulatory, competitive, litigation, tax, environmental, and governance and other external issues affecting the Company; and (iv) systems of internal control which promote accurate and timely reporting of financial information to stockholders and compliance with laws and corporate policies.

(c) Risk Oversight. Ensuring that the Company considers and manages opportunities, risks and uncertainties that may impact achievement of its strategic objectives by overseeing a risk management program with processes to proactively identify, assess, mitigate and monitoring business risks and facilitate associated reporting about such risks. The Board and the Audit Committee shall receive periodic risk reports from management, and the Audit Committee shall discuss guidelines and policies that govern the Company's processes for managing risk.

(d) Officer Compensation. Approving the compensation of the Company's executive officers, as provided in the Compensation Committee Charter.

(e) Director Compensation. Approving, following recommendation by the Compensation Committee and after taking account of the applicable Nasdaq rules, the form and amount of compensation paid for service on the Board and its Committees. Company stock should constitute a meaningful component of director compensation. Directors who are officers or employees of the Company will not receive any compensation for service on the Board.

(f) Stock Ownership Guidelines. Adopting and maintaining stock ownership guidelines for executive officers and directors to align the interests of the Company's senior management with its stockholders.

(g) Clawback Policy. Adopting and maintaining a policy that provides for the recoupment of certain executive compensation upon certain events, as the Board believes that it is in the best interests of the Company and its stockholders to create and maintain a culture that emphasizes integrity and accountability and reinforces the Company's pay-for-performance compensation philosophy.

(h) Annual CEO Evaluation. Receiving and inputting into an annual evaluation by the Chair of the performance of the CEO, the results of which will then be communicated to the CEO.

(i) CEO Succession Planning. Overseeing the process and protocols regarding succession plans for the CEO and conducting an annual review of the current CEO succession plan. The independent Directors will also meet without the CEO to discuss CEO succession planning. The succession plans overseen and discussed by the Board shall include policies and principles for CEO succession in the event of emergency (e.g., death, disability, or unexpected sudden departure) or retirement.

(j) Succession Planning for Other Senior Officers. Developing, and periodically reviewing with the CEO, the process and protocols regarding succession plans for the Company's non-CEO executive officers

(k) Board Evaluation. Establishing, conducting and reviewing the results of the annual Board self-evaluation, which may be facilitated by the Nominating & Corporate Governance Committee ("NCG Committee"), to determine whether the Board and its committees are functioning effectively. As part of its responsibilities, the NCG Committee will evaluate at least annually the Board's composition, tenure and experience through this annual self-evaluation process. The commissioning of an external evaluation may also be considered periodically, at the discretion of the Chair.

(l) Stockholder Communications. Receive regular reports in respect of the Company's dialogue with stockholders so that their perspectives are thoughtfully considered; reviewing stockholder proposals properly submitted. Management will keep the Board apprised of the views of major stockholders.

(m) Corporate Governance Documents. Reviewing, approving and submitting to a stockholder vote any amendments to the Company's Amended and Restated

Certificate of Incorporation. The Board will also review and approve the Company's Bylaws, and the Company's corporate governance policies. The NCG Committee will review these Corporate Governance Guidelines annually and recommend any appropriate changes for approval by the Board.

(n) Other Matters. Any other matters which the Board may from time to determine.

A Director is expected to discharge such Director's duties, including duties as a member of a committee on which the Director serves, in good faith and in a manner the Director reasonably believes to be in the best interests of the Company. In discharging responsibilities as a Director, a Director is entitled to rely in good faith on the official records of the Company and committees of the Board, management, independent auditors, professional advisors, and any other persons with regard to matters the Director reasonably believes to be within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

3. BOARD COMPOSITION

3.1 Board Size. The number of directors shall be determined by the Board in accordance with the Company's Amended and Restated Bylaws (the "Bylaws"), but shall be no less than 1 and no more than 15. The Board will periodically review the appropriate size of the Board.

3.3 Selection of Directors. The Board has overall responsibility for the selection of candidates for nomination or appointment to the Board. The NCG Committee will recommend Director candidates to the Board for nomination or appointment. All directors serve a one-year term, except that the initial term for each Director shall run from the date of appointment until the next annual meeting of stockholders ("Annual Meeting"), and Directors are subject to election by stockholders at each Annual Meeting. Pursuant to the Bylaws, between each Annual Meeting, if there is any increase in the authorized number of Directors or vacancies on the Board resulting from death, resignation, disqualification, removal or other cause, the Board may appoint one or more Directors to hold office only until the next following Annual Meeting.

3.4 Director Criteria. The Board's policy is to encourage the selection of Directors who will contribute to the Company's achievement of its overall corporate goals. The criteria to be considered in selecting Director nominees shall reflect, at a minimum, any requirements of applicable law and Nasdaq listing standards. Candidates recommended by the NCG Committee and appointed or nominated for election or re-election to the Board should: (a) be of sound character, judgment, reputation and integrity; (b) conduct themselves in accordance with high personal and professional ethical standards, including the Company's Code of Business Conduct and Ethics and other relevant Company policies; (c) have general knowledge of the markets and industry in which the Company operates and issues which may affect the Company; (d) be of varying backgrounds, skills, experience, personality, tenure, and viewpoints; (e) be committed to the Company and service on the Board, including having the time and willingness to study informational and background materials, to prepare for meetings and to otherwise carry out their duties and responsibilities effectively; and (f) represent the best interests of all stockholders. The

Board and the NCG Committee will also consider whether candidates' backgrounds, skills, experience and other qualifications would complement those of other members of the Board and may also consider other factors as needs change based on the Company's strategic priorities.

3.5 Independence Requirements. A majority of the members of the Board shall be independent in accordance with the requirements of the rules of the Nasdaq Global Select Market ("Nasdaq"). The NCG Committee will review the independence of each Director annually and make recommendations to the Board as to such independence, and the Board will annually review, determine and disclose the independence of directors.

No Director shall be considered independent if the Board determines that such Director has a relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

In addition, members of the Audit, Compensation, and NCG Committees must meet all applicable independence requirements of Nasdaq and any additional requirements imposed under U.S. securities laws and the rules and regulations of the Securities and Exchange Commission. In making an affirmative determination as to the independence of a member of the Compensation Committee, the Board shall consider all factors specifically relevant to determining whether such member has a relationship to the Company which is material to such member's ability to be independent from management in connection with his or her duties, including, but not limited to, the source of compensation of such member, including any consulting, advisory or other compensatory fee paid by the Company to such member, and whether such member is affiliated with the Company.

3.6 Conflicts of Interest. In accordance with the Company's Code of Business Conduct and Ethics (which applies to all Directors), each Director should not, by reason of any other position, activity or relationship, be subject to any conflict of interest that would impair the director's ability to fulfill the responsibilities of a member of the Board. It is the responsibility of each Director to advise the corporate secretary of the Company (the "Secretary") of any affiliation with public or privately held commercial enterprises and of any interest that conflicts, or possibly may conflict, with the interests of the Company.

3.7 Disclosure of Certain Relationships. Each Director must disclose any existing or proposed relationships with the Company (other than service as a Board member or on Board committees) that could be required to be disclosed, or could affect the independence of the director under Nasdaq listing standards, including direct relationships between the Company and the Director and such Director's family members, and indirect relationships between the Company and any business, nonprofit or other organization in which the director is a general partner or manager, officer, or significant stockholder, or is materially financially interested.

3.8 Service on Other Boards and Changes in Primary Employment. A Director who is currently serving as an executive officer of a public company (including the Company) generally may serve on a total of no more than two public company boards (including the Company's Board). A Director who is not currently serving as an executive officer of a public company

generally may serve on no more than four public company boards (including the Company's Board). A Director who intends to join another public company board must notify the Chair of the NCG Committee and the Secretary prior to accepting an invitation to serve on the board of such other public company. The NCG Committee may determine with respect to a particular Director, in special circumstances, that service on boards in addition to the limits set forth above would not impair the ability of such Director to effectively serve on the Company's Board. In the event that the NCG Committee determines that the additional directorship would constitute a conflict of interest that would impair the Director's ability to fulfill the responsibilities of a member of the Board or otherwise interfere with such Director's ability to carry out such director's responsibilities as a Director of the Company, such Director, upon the request of the NCG Committee, shall either offer such Director's resignation or not accept the other directorship. If a Director significantly changes such Director's primary employment during such Director's tenure, that Director must notify the Chair of the NCG Committee and the Secretary.

3.9 Director Tenure. The Board does not believe that it should limit the number of terms for which a person may serve as a Director, because such term limits could deprive the Company of the valuable contributions made by directors who have developed, over time, significant insights into the Company and its operations. At the same time, the Board recognizes the importance of an appropriate balance of experience and perspectives and considers the overall mix of tenure of the Board.

3.10 Retirement Age. There is no current mandatory retirement age for Directors.

3.11 Director Resignations / Retirements / Refusals to Stand for Re-Election. A Director who intends to resign or retire, or refuses to stand for re-election to the Board, must submit written notice to the Secretary. For resignations and retirements, the Director must state the effective date of such resignation or retirement.

3.12 Majority Voting. The Company has adopted majority voting in uncontested elections of Directors and plurality voting in contested elections. In uncontested elections, Directors are elected by a majority of the votes cast, which means that the number of shares voted "for" a Director must exceed the number of shares voted "against" that Director. In an uncontested election, any Director who is not elected by a majority of the votes cast shall tender his or her resignation from the Board. The NCG Committee shall make a recommendation to the Board as to whether to accept or reject any tendered resignation, or whether other action should be taken. The Board shall act on the tendered resignation, taking into account the NCG Committee's recommendation, and publicly disclose its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results.

4. BOARD STRUCTURE AND OPERATIONS

4.1 Board Leadership. The Board will elect one of its members to be its Chair (the "Board Chair"). Both independent and management directors, including the CEO, are eligible for appointment as the Board Chair. The Board does not have a policy mandating the separation of the roles of Board Chair and CEO. The Board believes it is important to retain

flexibility to determine whether these roles should be separate or combined based upon the Board's assessment of the Company's needs and leadership at a given point in time. The Board, as part of its Board evaluation process, will assess its leadership structure to determine that the leadership structure is the most appropriate for the Company, taking into account the recommendations of the NCG Committee.

4.2 Lead Independent Director. If the Board Chair is not an independent director, the independent directors will designate a lead independent director (a "Lead Director"), based on the recommendation of the NCG Committee. If so designated, the Lead Director will preside at all meetings of the Board at which the Board Chair is not present, including executive sessions of the independent Directors, serve as liaison between the Board Chair and the independent Directors, approve information sent to the Board, approve meeting agendas for the Board, approve meeting schedules to assure that there is sufficient time for discussion of all agenda items, have the authority to call meetings of the independent directors and, where appropriate under the circumstances, ensure that they are available for consultation and direct communication with major stockholders of the Company.

4.3 Board Committees. The Board will have at all times an Audit Committee, a Compensation Committee, and an NCG Committee. Each of these committees shall be comprised solely of independent Directors as determined by the Board and shall maintain a written charter setting forth their responsibilities, duties and authorities. The Board currently also has a Compliance, Ethics and Sustainability Committee and a Science Committee. The Board may from time-to-time form new committees and disband such committees as appropriate and as permitted by the Bylaws, applicable law and Nasdaq listing standards. Directors may attend committee meetings of a committee of which they are not a member.

4.4 Meetings. The Board shall meet at such times and places, subject to the policies and procedures of the Company, as it deems necessary to fulfill its responsibilities. The Board Chair, in conjunction with the CEO or the Lead Director, as may be appropriate, will determine the frequency and length of Board meetings except as otherwise provided in the Bylaws. The agenda for Board meetings will be prepared by the Secretary and approved by the Board Chair. The Board will keep minutes of its proceedings. The Board is governed by the rules regarding meetings (including meetings in person, online or by telephone or other electronic means), action without meeting, notice, waiver of notice, and quorum and voting requirements set out in the Bylaws.

4.5 Executive Sessions. The independent Directors will meet on a regularly scheduled basis in executive sessions without the CEO or other members of the Company's management. The Board Chair, or the Lead Director if the Board Chair is not an independent Director, will preside at each executive session and, in the Board Chair's absence, the independent Directors will select an independent Director to preside. The Board may invite any individuals to executive sessions as it deems appropriate.

4.6 Attendance at and Preparation for Meetings. Board members are expected to devote sufficient time and attention to prepare for, attend and participate in Board meetings and meetings of committees on which they serve, including advance review of meeting materials that may be circulated prior to each meeting. In addition, Board members are

expected to virtually attend the Annual Meeting unless unusual circumstances make attendance impractical.

4.7 Orientation / Continuing Education. The Company will provide new members of the Board with appropriate orientation briefings, which will include training on the Company's Code of Business Conduct and Ethics and other relevant Company policies, among other items. These briefings will also address any matters pertaining to service on a particular committee of the Board. The Company will provide the full Board with continuing educational resources and opportunities related to fiduciary duties and other matters as may be appropriate or requested by the Board. Board members may be reimbursed by the Company, up to $7,500 annually per director, for expenses associated with relevant continuing education programs.

4.8 Access to Management and Books and Records. The Board and its committees shall have unfettered access to the Company's senior management team, officers, and employees in order to perform their respective duties, and all senior management, officers, and employees are directed to cooperate with any request made by the Board or committee (including attendance at a Board or committee meeting). The Board will have full access to the Company's books, records and facilities.

4.9 Outside Advisors. The Board shall have the authority, in its sole discretion, to retain and terminate investment banks, outside financial advisors and legal counsel, and any such other advisors to advise the Board as it deems necessary to fulfill its duties and responsibilities (collectively, "Advisors"), at the expense of the Company. However, the Board shall not be required to implement or act consistently with the advice or recommendations of any Advisor, and the authority granted in these Corporate Governance Guidelines shall not affect the ability or obligation of the Board to exercise its own judgment in fulfillment of its duties. The Board will set the compensation and retention terms and oversee the work of any Advisors retained by the Board. Any communications between the Board and its outside legal counsel will be treated as privileged communications to the maximum extent legally permitted.

4.10 Funding and Resources. The Board will receive appropriate funding from the Company, as determined by the Board, for the payment of compensation to any Advisors, and the ordinary administrative expenses of the Board that are necessary or appropriate in carrying out its duties. The Board and its committees will have access to sufficient resources in order to carry out their respective duties.

4.11 Delegation of Authority. The Board may delegate its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more committees or to such person or persons as the Board may deem appropriate in its sole discretion.

4.12 Communications with the Board. Stockholders and other interested parties may contact any member (or all members) of the Board by mail. Such correspondence should be sent to: Supernus, Inc., c/o Company Secretary, 9715 Key West Avenue, Rockville, MD 20850. Other methods by which a person may contact the Board may be set forth on the Company's website. All communications received as set

forth above will be opened by the Secretary for the sole purpose of determining whether the contents represent a message to the Company's Directors. The Secretary will forward copies of all correspondence that, in the opinion of the Secretary, deals with the functions of the Board or its committees or that the Secretary otherwise determines requires the attention of any member, Company or committee of the Board. The Secretary will not forward communications received that are unrelated to the responsibilities of the Board, including mass mailings, product complaints or inquiries, job inquiries, surveys, business solicitations, patently offensive or otherwise inappropriate material.

Effective: November 2, 2026