Supernus, Inc.
Compliance and Ethics Committee Charter

A. Purpose

The purpose of the Compliance and Ethics Committee (the "Committee") of Supernus, Inc. (the "Company") is to assist the Company's Board of Directors (the "Board") in overseeing and monitoring the Company's approach to ethical and responsible conduct. The Committee is responsible for reviewing and overseeing the Company's Global Integrity and Compliance Program. The Board has delegated the responsibilities set out in this Charter to the Committee. The Committee shall carry out these responsibilities and any other activities consistent with this Charter, the Company's Certificate of Incorporation and 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 of whom shall be a non-executive director. The members of the Committee, including the chair of the Committee ("Committee Chair"), shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee. The Committee Chair should be the Chair of the Board or an independent non-executive director. Unless a Committee Chair is appointed by the Board, the members of the Committee may designate a Committee Chair. The Committee may, from time to time, delegate duties or responsibilities to subcommittees.

C. Responsibilities

The following are the principal responsibilities of the Committee:

Integrity and Compliance

1. The Committee shall work with management to ensure that the Board appoints a Chief Integrity and Compliance Officer for the Company. The Chief Integrity and Compliance Officer shall report directly to the Chief Executive Officer, with a dotted line report to the Committee.

2. The Committee shall keep under review, and conduct an annual review of, the Company's Global Integrity and Compliance Program, to include review of compliance program standards and resourcing levels including the development and maintenance of internal systems and controls to carry out the Company's policies and procedures relating to compliance matters. The Committee will report to the Board on its conclusions and make any necessary or desirable recommendations to the Board regarding its operation.

3. The Committee shall receive regular reports from the Chief Integrity and Compliance Officer (on at least a quarterly basis) on corporate compliance matters, which must include:

a. a report on the status of the Company's Global Integrity and Compliance Program, including policy updates, training and monitoring activities to ensure adherence to applicable legal and regulatory standards and to the Company's Code of Conduct where there may be a material impact on the Company;

b. an assessment of the effectiveness of the Company's Global Integrity and Compliance Program including whether the Program has sufficient resources;

c. information about confidential reports submitted by members of the workforce or third parties relating to matters which could have a material impact on the Company. Matters relating to alleged financial impropriety or fraud will be reported to the Audit Committee;

d. a report on the major findings of internal investigations including management's response, and on material inquiries received from regulators or governmental agencies; and

e. any other matters deemed relevant by the Chief Integrity and Compliance Officer.

4. The Committee shall meet periodically with management to assess the Company's Global Integrity and Compliance Program, including but not limited to:

a. the Chief Integrity and Compliance Officer's direct access to senior management and the allocation of sufficient funding, resources and staff to enable the Chief Integrity and Compliance Officer to fully perform his or her responsibilities;

b. the implementation of written compliance policies and procedures that guide the Company and the conduct of the workforce in day-to-day operations, as well as appropriate training for members of the Board and for management, employees and agents;

c. the establishment and maintenance of procedures for the receipt, retention, and response to complaints received regarding compliance matters, including procedures for the confidential, anonymous submission of complaints from the workforce concerning compliance and ethical issues;

d. the adequacy of systems and processes designed to assess the Company's compliance obligations and associated risks, to monitor and audit the Company's systems, processes and transactions, and to promote and enforce standards through incentive and disciplinary action; and

e. any specific material compliance issues.

Ethics

5. At least annually, the Committee will review the Company's Code of Conduct and Code of Ethics for Senior Financial Officers and approve any modifications in such documents as appropriate.

6. The Committee will review and provide oversight of the Company's diversity and inclusion initiatives.

7. The Committee shall consider other relevant matters as requested by the Board.

D. Procedures

1. The Company Secretary or his or her nominee shall act as secretary to the Committee and shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.
2. 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 Committee 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. No less than quarterly, the Committee shall meet with the Chief Integrity and Compliance Officer to review the Company's Global Integrity and Compliance Program and at least part of that meeting should be conducted without executive management present.
3. The quorum for the Committee shall be two Committee members.
4. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice and voting requirements as are applicable to the Board.
5. Only members of the Committee have the right to attend Committee meetings. Other individuals such as the Chief Executive Officer, the Chief Legal Officer, the Chief Integrity and Compliance Officer, the Chief Human Resources Officer and external advisors may be invited to attend for all or part of any meeting, as and when appropriate. The Committee may exclude from its meetings anyone with a personal interest in the matters to be discussed.
6. Minutes for all meetings of the Committee will be prepared to document the Committee's discharge of its responsibilities and copies of all minutes shall be provided to the Board except where a conflict of interest exists or where, in the opinion of the Committee Chair, it would not be appropriate to do so. The Committee Chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.
7. The Committee Chair shall attend the Company's Annual Meeting of Shareholders to answer questions on the Company's activities.
8. The Committee should exercise independent judgement when evaluating the advice of external third parties and when receiving the views from other directors and management.

9. 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.

10. The Committee has the authority to select, retain, oversee and terminate consultants, external experts or other advisors (each, a "Consultant"), to advise the Committee as it determines necessary or appropriate to carry out its duties, at the expense of the Company, and to approve the terms of any such engagement and the fees of any such Consultants. The Committee must comply with the 'Policy for Directors of Supernus, Inc. Obtaining Independent Professional Advice' when engaging and retaining independent professional advice. The Committee also has the 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.

11. The Committee shall be provided with appropriate and timely training, both in the form of an induction program for new members and on an ongoing basis for all members.

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

Adopted: November 2, 2026