

OVID THERAPEUTICS INC.
CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS

PURPOSE

The primary purpose of the Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Ovid Therapeutics Inc. (the “*Company*”) shall be to act on behalf of the Board in fulfilling the Board’s oversight responsibilities with respect to (i) the Company’s corporate accounting and financial reporting processes, systems of internal control over financial reporting and audits of financial statements, systems of disclosure controls and procedures, as well as the quality and integrity of the Company’s financial statements and reports, (ii) the qualifications, independence and performance of the registered public accounting firm or firms engaged by the Company (the “*Auditors*”), (iii) review of any reports or other disclosure required by the applicable rules and regulations of the Securities and Exchange Commission (the “*SEC*”) to be included in the Company’s annual proxy statement and periodic reports within the scope of authority outlined herein, (iv) the Company’s compliance with legal and regulatory requirements, including compliance with ethical standards adopted by the Company, (v) the review and assessment of the Company’s risk management, risk assessment and major risk exposures, including financial, accounting, operational, tax, privacy and cybersecurity and information technology risks, and (vi) the design, implementation and performance of the Company’s internal audit function, if any. The Committee may also provide oversight assistance in connection with the Company’s legal, regulatory and ethical compliance programs as established by management and the Board.

The policy of the Committee, in discharging these obligations, shall be to maintain and foster an open avenue of communication among the Committee, the Auditors and the Company’s financial management, and, if any, the Company’s internal auditors.

COMPOSITION

The Committee shall consist of at least three (3) members of the Board. The members of the Committee shall be appointed by and serve at the discretion of the Board. Resignation or removal of a Committee member from the Board for any reason shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s chairperson shall be appointed by the Board, or if the Board does not do so, the Committee members may designate a chairperson by majority vote the full Committee, provided that the Board may replace any chairperson designated by the Committee at any time.

The members of the Committee shall satisfy (i) the independence and financial literacy requirements imposed by the SEC and The Nasdaq Stock Market LLC (“*Nasdaq*”), including any phase-in periods permitted by such requirements, as applicable to Committee members as in effect from time to time, when and as required by the SEC and Nasdaq, and (ii) any other qualifications determined by the Board or the Nominating and Corporate Governance Committee of the Board from time to time. At least one (1) member of the Committee shall satisfy the applicable financial sophistication requirements and any other requirements, each as in effect from time to time, for accounting or related financial management expertise when and as required by the SEC, Nasdaq, or any stock exchange on which any of the Company’s capital stock is listed.

MEETINGS AND MINUTES

The operation of the Committee will be subject to the amended and restated bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The Committee will meet at least once during each fiscal quarter or on such increased frequency as the Committee deems necessary or appropriate. Any member of the Committee or the Board may call a meeting of the Committee. Unless otherwise directed by the Committee, each regularly scheduled meeting will conclude with an executive session of the Committee absent members of management.

The Committee will meet periodically with members of management, with the Auditors and with the internal auditors (or other personnel responsible for the design and implementation of the internal audit function), if applicable, in separate executive sessions as the Committee deems appropriate. In addition, the Committee may include in its meetings other directors, members of management, representatives of the Auditors, any other financial or legal personnel employed or retained by the Company or any other person whose presence the Committee believes to be necessary or appropriate in order to carry out its responsibilities. Notwithstanding the foregoing, the Committee may, as it deems appropriate in order to carry out its responsibilities, exclude from its meetings any persons, including but not limited to, any non-management director who is not a member of the Committee.

The Committee will maintain written minutes of its meetings, which shall be distributed to each director of the Company promptly after each meeting. The chairperson of the Committee shall report to the Board from time to time, or whenever so requested by the Board.

A majority of the members shall represent a quorum of the Committee, and, if a quorum is present, any action approved by a majority of the members present shall represent the valid action of the Committee. Any actions taken by the Committee during any period in which one or more members fail for any reason to meet the membership requirements set forth under “Composition” above shall be nonetheless duly authorized actions of the Committee for all corporate purposes. The Committee may also act by written consent (which may include electronic consent) in lieu of a meeting. Such consent will be filed in the Company’s minute book.

AUTHORITY

Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder.

The Committee shall have authority to appoint, determine compensation for (at the Company’s expense), retain and oversee the Auditors (as set forth in the Securities Exchange Act of 1934, as amended, and the rules thereunder) and otherwise to fulfill its responsibilities under this charter. In addition, the Committee shall have the authority to engage independent counsel and other advisors, as it determines necessary to carry out its duties. The Company shall provide appropriate funding, as determined by the Committee, for the payment of compensation to the Auditors and independent counsel and other advisors engaged by the Committee, as well as funding for the payment of ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties.

The chairperson of the Committee shall have the delegated authority to act on behalf of the Committee in connection with matters including, but not limited to, approval of the retention of outside service providers and advisors and payment of ordinary administrative and other expenses when it would be logistically difficult, if not impossible, to convene the full Committee. The Committee may form and delegate authority to one or more subcommittees to the extent allowed under applicable law, rules and regulations (“*applicable law*”). By delegating an issue to a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to a

subcommittee, doing so will not limit or restrict future action by the subcommittee on any matters delegated to it. Any action or decision of the chairperson or a subcommittee will be presented to the full Committee at its next scheduled meeting or as soon thereafter as practicable.

The approval of this charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

RESPONSIBILITIES

The following are the principal responsibilities of the Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law. The Committee may also carry out any other responsibilities delegated to it by the Board from time to time:

Oversight of Auditors

1. *Evaluation and Retention of Auditors.* The Committee will evaluate the performance of the Auditors, to assess their qualifications (including their internal quality control procedures and any material issues raised by that firm's most recent internal quality control review or any investigations by regulatory authorities) and to determine whether to retain, or to terminate, the engagement of the existing Auditors, or to appoint and engage a different independent registered public accounting firm, which retention shall be subject only to ratification by the Company's stockholders (if the Committee or the Board elects to submit such retention for ratification by the stockholders).

2. *Communication Prior to Engagement.* Prior to engagement of any prospective Auditors, the Committee will review a written disclosure by the prospective Auditors of all relationships between the prospective Auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence, and to discuss with the prospective Auditors the potential effects of such relationships on the independence of the prospective Auditors, consistent with Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence* (or any successor rule, "**Rule 3526**"), of the Public Company Accounting Oversight Board (United States) (the "**PCAOB**").

3. *Approval of Audit Engagements.* The Committee will determine and approve engagements of the Auditors, prior to commencement of such engagements, to perform all proposed audit, review and attest services, including the scope of and plans for the audit, the adequacy of staffing, the compensation to be paid by the Company to the Auditors and the negotiation and execution, on behalf of the Company, of the Auditors' engagement letters; such approval may be pursuant to preapproval policies and procedures established by the Committee consistent with applicable laws and rules, including the delegation of preapproval authority to the chairman of the Committee so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.

4. *Approval of Non-Audit Services.* The Committee will determine and approve engagements of the Auditors prior to commencement of such engagements (unless in compliance with exceptions available under applicable laws and rules related to immaterial aggregate amounts of services), to perform any proposed permissible non-audit services, including the scope of the service and the compensation to be paid therefor by the Company; such approval may be pursuant to preapproval policies and procedures established by the Committee consistent with applicable laws and rules, including the delegation of preapproval authority to the chairman of the Committee so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.

5. *Report from Auditors.* At least annually, the Committee will obtain and review a report by the Auditors describing that firm's internal quality-control procedures, any material issues raised by the firm's most recent internal quality-control review or peer review or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits performed by that firm, as well as any steps taken to address the issues raised.

6. *Audit Partner Rotation.* The Committee will monitor the rotation of the partners of the Auditors on the Company's audit engagement team as required by applicable laws and rules, and will consider periodically whether to and, if deemed appropriate, adopt, a policy regarding rotation of auditing firms.

7. *Auditor Independence.* At least annually, consistent with Rule 3526, the Committee will (i) receive and review (a) written disclosures from the Auditors delineating all relationships between the Auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence and (b) a letter from the Auditors affirming their independence, (ii) consider and discuss with the Auditors any potential effects of any such relationships on the independence of the Auditors as well as any compensation or services that could affect the Auditors' objectivity and independence, and (iii) assess and otherwise take appropriate action to oversee the independence of the Auditors.

8. *Former Employees of Auditors.* The Committee will consider and, if deemed appropriate, adopt policies regarding Committee preapproval of employment by the Company of individuals employed or formerly employed by the Auditors and engaged on the Company's account.

Financial Reporting Processes

9. *Annual Audit Results.* The Committee will review with management and the Auditors, the results of the annual audit, the opinion of the Auditors on the annual financial statements and the matters required to be communicated to the Committee by the Auditors under applicable standards adopted by the PCAOB. In addition, the Committee will review and discuss with the Auditors (a) all critical accounting policies and practices to be used in the annual audit, (b) all alternative treatments of financial information within U.S. generally accepted accounting principles ("**GAAP**") for material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Auditors and (c) other material written communications between the Auditors and management, such as any management letter or schedule of unadjusted differences.

10. *Audited Financial Statement Review.* The Committee will review and discuss with management and the Auditors, upon completion of the audit, the financial statements proposed to be included in the Company's Annual Report on Form 10-K to be filed with the Securities and Exchange Commission, including the disclosures under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations." Following this review, the Committee will recommend whether or not such financial statements should be included in the Company's Annual Report on Form 10-K.

11. *Quarterly Results and Reports on Form 10-Q.* The Committee will review with management and the Auditors, as appropriate, the quarterly financial statements, including the disclosures under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the results of the Auditors' review of such financial statements, prior to public disclosure of quarterly financial information, if practicable, or filing with the Securities and Exchange Commission of

the Company's Quarterly Report on Form 10-Q, and any other matters required to be communicated to the Committee by the Auditors under applicable PCAOB standards.

12. *Earnings Press Releases.* The Committee will review with management and the Auditors, to the extent appropriate, earnings press releases, as well as the substance of financial information and earnings guidance provided to analysts and ratings agencies (including, without limitation, reviewing any pro forma or non-GAAP information), which discussions may be general discussions of the type of information to be disclosed or the type of presentation to be made.

13. *Accounting Principles and Policies.* The Committee will review with management and the Auditors, as appropriate, significant issues that arise regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, significant regulatory or accounting initiatives or developments, as well as off-balance sheet structures, that may have a material impact on the Company's financial statements.

14. *Management Cooperation with Audit.* The Committee will evaluate the cooperation received by the Auditors during their audit examination, including any significant difficulties encountered during the audit or any restrictions on the scope of their activities or access to required records, data and information and, whether or not resolved, significant disagreements with management and management's response, if any.

15. *Management Letters.* The Committee will review with the Auditors any "management" or "internal control" letter issued or, to the extent practicable, proposed to be issued, by the Auditors and management's response, if any, to such letter, as well as any additional material written communications between the Auditors and management.

16. *National Office Communications.* The Committee will review with the Auditors, as appropriate, communications between the audit team and the Auditors' national office with respect to accounting or auditing issues presented by the engagement.

17. *Disagreements Between Auditors and Management.* The Committee will review with management and the Auditors, any conflicts or disagreements between management and the Auditors, whether or not resolved, regarding financial reporting, accounting practices or policies or other matters, that individually or in the aggregate could be significant to the Company's financial statements or the Auditors' report, and management's response, if any, and will resolve any conflicts or disagreements regarding financial reporting.

18. *Internal Control over Financial Reporting.* The Committee will discuss and review with management and the Auditors, as appropriate, the scope, adequacy and effectiveness of the Company's internal control over financial reporting and any special audit steps adopted in the event of material control deficiencies.

Legal, Regulatory and Ethical Oversight

19. *Correspondence with Regulators.* The Committee will consider and review with management, the Auditors, outside counsel, as appropriate, and any special counsel, separate accounting firm or other consultants and advisors as the Committee deems appropriate, any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.

20. *Complaint Procedures.* The Committee will establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters, including under the Company's "Whistleblower Policy for Accounting and Auditing Matters."

21. *Ethical Compliance.* The Committee will review the results of management's efforts to monitor compliance with the Company's programs and policies designed to ensure adherence to applicable laws and rules, as well as to its Code of Business Conduct and Ethics.

22. *Risk Assessment and Management.* The Committee will discuss with management and, as appropriate, the Auditors, the Company's guidelines and policies with respect to risk assessment and risk management, including the Company's major financial risk exposures and the steps taken by management to monitor and control these exposures.

23. *Attorneys' Reports.* The Committee will receive and, if appropriate, respond to attorneys' reports of evidence of material violations of securities laws and breaches of fiduciary duty and similar violations of U.S., state or other applicable law.

24. *Investigations.* The Committee will investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is necessary or appropriate.

25. *Investment Policy.* The Committee will review with management the Company's investment philosophy and policies, including management of investment risk and applicable policies pertinent to the Company's investment portfolio.

26. *Cybersecurity.* The Committee will periodically review and discuss with management risks relating to data privacy, technology and information security, including cybersecurity, and back-up of information systems and the steps the Company has taken to monitor and control such exposures.¹

Other Matters

27. *Proxy Report.* The Committee will oversee the preparation of the report of the Committee required by the rules of the SEC to be included in the Company's annual proxy statement.

28. *Insurance Coverage.* The Committee shall have the authority to review and establish appropriate insurance coverage for the Company's directors and officers.

29. *Report to Board.* The Committee will report regularly to the Board with respect to material issues that arise regarding the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance or independence of the Auditors, the performance of the Company's internal audit function (as applicable) or such other matters as the Committee deems appropriate from time to time or whenever it shall be called upon to do so.

30. *Committee Self-Assessment; Charter.* The Committee shall review, discuss and assess its own performance periodically. The Committee will also review and assess the adequacy of this Charter annually and shall recommend any proposed changes to the Board for approval.

31. *General Authority.* To perform such other functions and to have such powers as may be necessary or appropriate in the discharge of any of the foregoing.

Approved: November 5, 2020

Effective: November 5, 2020

Amended: November 1, 2023