

## OVID THERAPEUTICS INC.

### CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

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#### PURPOSE

The primary purpose of the Compensation 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 the Company’s compensation policies, plans and programs, and overall compensation philosophy, and to review and determine (or recommend to the Board for approval) the compensation to be paid to the Company’s executive officers and directors. In addition, the Committee shall [(i) ]administer the Company’s incentive compensation plans, to the extent provided for thereunder, equity-based plans and such other benefit plans as designated from time to time by the Board, in each case in accordance with the terms of such plans[, and (ii) assist the Board in its oversight of the Company’s policies and strategies relating to human capital management].

The term “compensation” shall include salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits and other related benefits and benefit plans. The term “**executive officer**” means the individuals designated by the Company as officers for purposes of Section 16 of the Securities Exchange Act of 1934, as amended from time to time (the “**Exchange Act**”).

#### COMPOSITION

The Committee shall consist of at least two (2) members of the Board. The members of the Committee shall be appointed by and serve at the discretion of the Board. 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 shall designate a chairperson by vote of a majority of the full Committee, provided that the Board may replace any chairperson designated by the Committee at any time.

All members of the Committee shall satisfy (i) the independence requirements of the Securities and Exchange Commission (“**SEC**”) and The Nasdaq Stock Market LLC (“**Nasdaq**”) applicable to compensation committee members, as in effect from time to time, subject to any available exceptions, (ii) any other qualifications determined by the Board or the Nominating and Corporate Governance Committee from time to time, (iii) the “non-employee director” standard within the meaning of Rule 16b-3 promulgated under the Exchange Act and (iv) any other requirements imposed by applicable law, rules and regulations (“**applicable law**”) and stock exchange requirements, subject to any available exceptions. A director shall not serve as a member of the Committee if the Company’s Chief Executive Officer (the “**CEO**”) or another executive officer of the Company serves on the compensation committee of another company that employs that director as an executive officer.

#### 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 hold such regular or special meetings as its members shall deem necessary or appropriate. The Committee may

include in its meetings other directors, members of management, representatives of any advisors (as defined below) retained by the Committee, any other human resources 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 and whenever requested to do so 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 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, including human resources personnel preparing the Compensation Discussion and Analysis, when required, for inclusion in the Company's filings with the SEC when and as required.

The Committee has the authority, in its sole discretion, to retain and/or obtain the advice of any compensation consultant, legal counsel or other advisors (referred to collectively as "*advisors*") to assist the Committee in fulfilling its responsibilities under this charter, but only after taking into consideration the factors specified in Nasdaq Listing Rule 5605(d)(3) or any successor provision applicable to the Company. However, nothing in this provision requires that any advisors be independent. The Committee shall have sole authority to approve the reasonable fees and the other terms and conditions of such engagement, including authority to terminate the engagement of advisors. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such advisor retained by the Committee. Nothing in this provision requires the Committee to implement or act consistently with the advice or recommendations of any advisor or affects the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

The Committee may form and delegate authority to one or more subcommittees to the extent allowed under applicable law. Any action or decision of 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**

To implement the Committee's purpose, the Committee shall have the following responsibilities. The Committee may supplement and deviate from these activities as appropriate under the circumstances (except as otherwise required by applicable law or the requirements of any stock exchange on which any of the Company's capital stock is then listed):

1. ***Compensation Philosophy.*** The Committee will establish and approve (or recommend to the Board for approval) the compensation philosophy for executive officers and directors of the Company.

2. ***Compensation of Chief Executive Officer.*** The Committee will review and approve annually (or recommend to the Board for approval) any individual and corporate goals and objectives that may be established for the CEO. The Committee will evaluate annually the CEO's performance in light of those goals and objectives. Based on its evaluation, the Committee will determine and approve (or recommend to the Board for determination and approval) the compensation of the CEO. The CEO may not be present during the voting or deliberations regarding the CEO's compensation.

3. ***Compensation of Other Officers and Senior Management.*** The Committee will review and approve annually, or recommend to the Board for approval, the achievement of individual performance goals and objectives that may be established for the Company's executive officers other than the CEO (and other members of senior management in the Committee's discretion). The Committee will determine and approve (or recommend to the Board for approval) the compensation of the executive officers other than the CEO (and other members of senior management in the Committee's discretion), taking into consideration the individual's performance goals and objectives, as well as any recommendations by the CEO.

4. ***Compensation of Directors.*** The Committee will periodically review and recommend to the Board the type and amount of compensation to be paid or awarded to non-employee Board members, including any consulting, retainer, meeting, committee and committee chair fees, as well as equity awards.

5. ***Review of Compensation Advisor Independence.*** The Committee will review and discuss with management, if appropriate, the independence of any compensation consultant, outside legal counsel or any such other advisor engaged by the Committee and how such conflict is being addressed for disclosure in the appropriate filing or report in accordance with applicable law and stock exchange requirements.

6. ***Administration of Benefit Plans.*** The Committee shall have full power and authority to adopt, amend and terminate the Company's stock option plans, stock appreciation rights plans, pension and profit sharing plans, incentive plans, stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans and sub-plans thereof and similar programs. The Committee shall have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, approve modifications to awards, and exercise such other power and authority as may be permitted or required under such plans. Notwithstanding anything to the contrary, the Board shall retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable laws and regulations.

7. ***Compensation Discussion and Analysis.*** When required, the Committee will review and discuss with management the disclosures under the caption "Compensation Discussion and Analysis" and recommend to the Board whether the Compensation Discussion and Analysis should be approved for inclusion in the appropriate filing or report.

8. ***Compensation Proposals.*** The Committee will provide recommendations to the Board on compensation-related proposals to be considered at the Company's annual meeting of stockholders, including the frequency of advisory votes on executive compensation, and on the frequency of such votes, when required by the Exchange Act and the rules and regulations promulgated thereunder. The Committee will review and consider the results of any advisory vote on executive compensation or on the frequency of such votes.

9. **Committee Report.** When required, Committee shall prepare and review the Committee report on executive compensation to be included in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

10. **Clawback and Recoupment.** The Committee will approve and modify, as needed (or recommend to the Board for approval or modification), clawback policies allowing the Company to recoup compensation paid to employees in accordance with applicable law and stock exchange requirements.

11. **Human Capital Management.** The Committee will periodically review matters relating to human capital management, including the Company's policies and strategies regarding recruiting, retention, career development and progression, diversity and inclusion, and other employment practices. If and as the Committee determines to be necessary or appropriate, the Committee will make recommendations to the Board regarding the Company's human capital management policies and strategies.

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

13. **General Authority.** The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the discharge of any of the foregoing.

#### **PUBLICATION**

The Company shall make this charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Exchange Act, shall publish it on the Company's website.

**Approved: November 5, 2020**

**Effective: November 5, 2020**

**Amended: June 8, 2023**

**Effective: June 8, 2023**