

OID THERAPEUTICS INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

PURPOSE

The primary purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Ovid Therapeutics Inc. (the “*Company*”) shall be to: (i) identify individuals who are qualified to become members of the Board, consistent with criteria approved by the Board, from time to time; (ii) select or recommend that the Board select, the director nominees for the next annual meeting of stockholders or to fill any vacancies or newly created directorships that may occur between such meetings; (iii) oversee the Company’s corporate governance policies and practices, and develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; (iv) oversee the evaluation of the Board; and (v) make other recommendations to the Board regarding affairs relating to the directors of the Company.

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.

Each member of the Committee shall satisfy the independence requirements of The Nasdaq Stock Market (“*Nasdaq*”), as in effect from time to time, subject to any available exceptions.

MEETINGS AND MINUTES

The operation of the Committee will be subject to the bylaws of the Company (the “*Bylaws*”) and the Delaware General Corporation Law, each as in effect from time to time. The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate, but in no event shall it meet less than annually. The Committee may include in its meetings other directors, members of management 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-employee director who is not a member of the Committee.

The Committee will maintain written minutes of its meetings. 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 the authority, in its sole discretion, to retain and terminate executive search firms and such other advisors as the Committee deems necessary to help identify director candidates. The Committee shall have sole authority to approve fees, costs and other terms of engagement of such search firms and other advisors. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such executive search firm retained by the Committee.

The Committee may form and delegate authority to one or more subcommittees to the extent allowed under 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 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. *Director Criteria.* The Committee will periodically determine the qualifications, qualities, skills and other expertise required to be a director of the Company and will develop, and recommend to the Board for approval, criteria to be considered in selecting nominees for director (the "***Director Criteria***").

2. *Director Nominations.* The Committee will identify and evaluate candidates, including incumbent directors for reelection, to serve on the Board consistent with the Director Criteria, including consideration of any potential conflicts of interest as well as applicable independence and other requirements. The Committee will select (or recommend to the Board for selection) candidates to the Board to serve as nominees for director for the annual meeting of stockholders or to fill (or recommend to the Board to fill) any vacancies or newly created directorships that may occur between such meetings. The Committee shall also have the power and authority to consider recommendations for nominees for director submitted by the Company's stockholders and to establish any related policies, requirements, criteria and procedures, to recommend to the Board appropriate action on any such recommendation and to make any disclosure required by applicable law in the course of exercising its authority.

3. *Director Independence and Qualifications.* The Committee will conduct a preliminary assessment of the independence of directors and director nominees, as well as any additional qualification requirements for directors or director nominees who will be members of the Board committees, in accordance with the requirements prescribed by Nasdaq, and make recommendations to the Board relating to such matters.

4. *Board Structure.* The Committee will periodically review the composition and size of the Board in light of the operating requirements of the Company and make recommendations, as it deems appropriate, to the Board. In particular, the Committee will consider the Board's leadership structure, including the separation of the chairperson and Chief Executive Officer roles, as applicable, and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

5. **Board Committees.** The Committee will periodically review the structure and composition of each committee of the Board and make recommendations, if any, to the Board for changes to the committees of the Board. The Committee will recommend to the Board persons to be members and chairpersons of the various committees.

6. **Board Assessment.** The Committee will oversee the process for the performance evaluations to be performed by the Board, the Committee and the other Board committees.

7. **Stockholder Communications.** The Committee will consider the desirability of, and make recommendations to the Board regarding, establishing formal procedures for stockholder communications with members of the Board, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

8. **Continuing Education.** The Committee may institute a plan or program for the continuing education of directors as it deems appropriate.

9. **Corporate Governance Guidelines.** The Committee will develop a set of corporate governance guidelines applicable to the Company. In addition, the Committee will periodically review and assess the adequacy of the Company's corporate governance guidelines and, as appropriate, recommend any proposed changes to the Board for its consideration and approval.

10. **Environmental, Social and Sustainability Matters.** The Committee will review and consider environmental, social responsibility and sustainability matters as it determines appropriate and make recommendations to the Board regarding, or take action with respect to, such matters.

11. **Management Succession.** The Committee shall periodically review with the Company's Chief Executive Officer the plans for succession for the Company's executive officers, as it sees fit, and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

12. **Stock Ownership Guidelines.** If and as the Committee determines to be necessary or appropriate, the Committee will establish and monitor stock ownership guidelines for directors and executive officers of the Company.

13. **Procedures for Information Dissemination.** The Committee shall periodically review the processes and procedures used by the Company to provide information to the Board and its committees and make recommendations to the Board and management for improvement as appropriate. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

14. **Related-Party Transactions.** The Committee shall review and approve or disapprove all related-party transactions (defined as those transactions required to be disclosed under Item 404 of Regulation S-K of the Securities Act of 1933, as amended) on an ongoing basis.

15. **Committee Self-Assessment; Charter.** The Committee shall review, discuss and assess its own performance at least periodically. The Committee shall also review and assess the adequacy of this charter annually, including the Committee's role and responsibilities outlined herein, and shall recommend any proposed changes to the Board for its consideration.

16. *Report to the Board.* The Committee, through the Committee’s chairperson, will regularly report to the Board with respect to material issues that arise in the course of carrying out its responsibilities or such other matters as the Committee deems appropriate from time to time, or whenever it shall be called upon to do so by the Board.

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

Approved: November 5, 2020

Effective: November 5, 2020

Amended: June 8, 2023

Effective: June 8, 2023