

MARINUS PHARMACEUTICALS, INC.

Audit Committee Charter

**1. Authority and Purpose**

The Board of Directors (the “Board”) of Marinus Pharmaceuticals, Inc. (the “Company”) has established an Audit Committee (the “Committee”) to oversee: (a) the Company’s accounting and financial reporting processes, including the oversight of the financial reports and other financial information provided by the Company to any governmental or regulatory body, the public or others who rely thereon; (b) the Company’s internal control over financial reporting and, if applicable, the annual audit of the effectiveness of the Company’s internal control over financial reporting; (c) the selection, evaluation and retention of the Company’s independent registered public accounting firm; (d) the qualifications, independence, engagement and performance of the Company’s independent registered public accounting firm; (e) the integrity of and annual independent audit of the Company’s financial statements under generally accepted accounting principles (“GAAP”); (f) the Company’s risk assessment, risk management and risk mitigation policies and programs, including matters relating to privacy and cybersecurity; and (g) compliance by the Company with the rules and regulations of the Securities and Exchange Commission (the “SEC”) and any other applicable legal or regulatory requirements (the “applicable rules”) and the listing standards of The Nasdaq Stock Market LLC (“Nasdaq”) or such other national securities exchange on which the Company’s securities are then listed, as the same may be amended from time to time (the “listing standards”).

**2. Committee Membership**

(a) Composition. The Committee members shall be appointed by the Board from among its members. The Committee shall consist of at least three members. Unless otherwise directed by the Board, each Committee member shall serve until such member ceases to serve as a member of the Board or until his or her successor has been appointed by the Board. A Committee member may be removed at any time by the Board. The Board shall designate a Committee member as the chairperson of the Committee (the “Chairperson”). If the Chairperson is not present at a meeting of the Committee, the members present at the meeting shall designate one member as the acting Chairperson for that meeting.

(b) Independence. Each member of the Committee shall meet the independence requirements of the listing standards and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), any additional independence standards requirements that may be established by the Board (as the same may be amended from time to time) and all other applicable rules.

(c) Financial Literacy. Each member of the Committee shall be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, and cash flow statement. At least one member shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior

officer with financial oversight responsibilities. In addition, at least one member shall satisfy the definition of an “audit committee financial expert” as defined in SEC rules. The Board may presume that any person who satisfies the definition of “audit committee financial expert” under SEC rules satisfies the requirement for financial sophistication.

(d) Other Audit Committee Memberships. Because of the Committee’s significant responsibilities and the time commitment attendant to Committee membership, and in consideration thereof, the Committee shall assess on an annual basis whether simultaneous service by a Committee member on the audit committees of other public companies would impair the ability of such Committee member to effectively serve on the Committee.

(e) Disqualifications. No director may serve as a member of the Committee if such director participated in the preparation of the financial statements of the Company or any subsidiary of the Company at any time during the three years prior to such director’s appointment to the Committee. No director may serve as a member of the Committee if such director receives any consulting, advisory, or other compensatory fee from the Company other than for Board service or is an affiliated person of the Company.

### **3. Meetings, Reports and Resources of the Committee**

(a) General. The Committee shall conduct its business in accordance with this Charter, the Company’s By-laws and any direction by the Board.

(b) Meetings. In discharging its responsibilities, the Committee shall meet as often as it determines necessary or advisable, but not less frequently than once per fiscal quarter. The Committee may also hold special meetings or act by unanimous written consent as the Committee may decide. The Chair of the Board, any member of the Committee or the Secretary of the Company may call meetings of the Committee. The Committee shall be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with any provision of this Charter, the By-laws of the Company, or the laws of the State of Delaware. In the event of a tie vote on any issue, the vote of the Chairperson’s for that meeting shall decide the issue. The Committee shall keep written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board. The Committee shall meet periodically with management, the internal auditors, if any, and the independent registered public accounting firm in separate executive sessions. In addition, the Committee shall meet with the independent registered public accounting firm and management quarterly to review the Company’s financial information. The Committee may invite to its meetings any director, member of management and such other persons as the Committee deems appropriate in order to carry out its responsibilities.

(c) Delegation. The Committee may delegate its authority, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting, to a subcommittee composed solely of one or more members of the Committee as the Committee may deem appropriate, to the extent permitted by applicable law,

regulations, Nasdaq rules, the By-laws of the Company and any applicable resolutions of the Board.

(d) Reports. The Committee shall report to the Board, including any recommendations the Committee deems appropriate, following each meeting of the Committee at the next regularly scheduled meeting of the Board or sooner, as circumstances may dictate. The Committee shall regularly review with the Board, as appropriate, any issues that arise within the scope of the responsibilities of the Committee as described in this Charter, including, but not limited to, issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements and the performance and independence of the independent registered public accounting firm. The Committee shall provide to the Board at an appropriate time (prior to or during the preparation of the Company's proxy statement for its annual meeting of stockholders) a report of the Committee, which shall be included in such proxy statement. The report shall include such information as shall be required under the SEC's rules.

(e) Complaint Procedures. The Committee shall establish procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

(f) Committee Access and Resources. The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes. The Committee shall be empowered, without the approval of the Board or management, to engage, oversee the work of, and compensate such independent legal, accounting and other advisors and consultants as the Committee deems necessary or desirable to carry out its duties. The Committee shall have the sole authority to retain and terminate any such advisors and consultants that the Committee desires to use to assist it in performing its duties and shall have the sole authority to approve any such advisor or consultant's fees and other retention terms. The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of: (i) reasonable compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) reasonable compensation to any advisor or consultant retained by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

#### **4. Authority and Responsibilities**

The authority and responsibilities of the Committee shall include:

##### ***Financial Statement and Disclosure Matters***

(a) Meet to review and discuss with management and the independent registered public accounting firm the annual audited financial statements and quarterly financial statements prior to the Company's issuing its quarterly or year-end earnings release, as applicable, and filing

such financial statements with the SEC, including reviewing the specific disclosures made in Management's Discussion and Analysis of Financial Condition and Results of Operations, and recommend to the Board whether the audited financial statements and the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" should be included in the Annual Report Form 10-K to be filed with the SEC.

(b) Discuss with management and the independent registered public accounting firm any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, critical audit matters and any major issues regarding accounting principles and financial statement presentations.

(c) Effect or cause to be effected any revisions to the Company's financial statements that the Committee deems necessary or advisable after consultation with the Company's independent registered public accounting firm or the Committee's advisors.

(d) Review and discuss quarterly reports from the independent registered public accounting firm regarding:

(i) all critical accounting policies and practices to be used;

(ii) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm; and

(iii) other material written communications between the independent registered public accounting firm and management such as any management letter or schedule or unadjusted differences.

(e) Discuss with management and the independent registered public accounting firm the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.

(f) Discuss with the independent registered public accounting firm all other matters that are required to be communicated to, or discussed with, the Committee under Public Company Accounting Oversight Board ("PCAOB") and SEC rules.

(g) Review the Company's procedures for monitoring compliance with the Foreign Corrupt Practices Act and other applicable anti-corruption laws.

(h) Oversee the Company's finance function, which may include the periodic review of the Company's investment policy.

(i) Meet separately and periodically with management of the Company, the employees of the Company responsible for the internal audit, as applicable, and the Company's independent registered public accounting firm.

***Oversight of the Company's Relationship with the Independent Registered Public Accounting Firm***

(j) Appoint, retain, compensate, evaluate and, as necessary, terminate the Company's independent registered public accounting firm.

(k) Review the qualifications and evaluate the performance of the independent registered public accounting firm.

(l) Approve all audit engagement fees and terms.

(m) Oversee the work of the independent registered public accounting firm (including resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or performing related work. The independent registered public accounting firm will ultimately be accountable to the Board and report directly to the Committee.

(n) Pre-approve, or establish and maintain an appropriate policy governing the pre-approval of, all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent registered public accounting firm, in accordance with in Section 10A of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") and SEC rules. The Committee shall periodically review the appropriateness and effectiveness of any such pre-approval policy.

(o) Review the experience and qualifications of the senior members of the independent registered public accounting firm's team.

(p) Obtain and review a formal, written report from the independent registered public accounting firm at least annually regarding (i) the independent registered public accounting firm's internal quality control procedures, (ii) any material issues raised by the most recent internal quality control review, or peer review, of the independent registered public accounting firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent registered public accounting firm, (iii) any steps taken to deal with any such issues, and (iv) all relationships between the independent registered public accounting firm and the Company, including whether the independent registered public accounting firm's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the independent registered public accounting firm's independence, taking into account the opinions of management and internal auditors, if any.

(q) Actively engage in a dialogue with the independent registered public accounting firm with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent registered public accounting firm.

(r) Take appropriate action to oversee the independence of the independent registered public accounting firm.

(s) Meet separately and periodically with the independent registered public accounting firm and discuss (i) the issues on which the Company's senior financial personnel consulted them, (ii) any matters of audit quality and consistency, and (iii) any audit problems or difficulties, including any restrictions on the scope of the independent registered public accounting firm's activities or on access to requested information and management's response to such problems or difficulties, including any significant disagreements between the independent registered public accounting firm and the Company's management.

(t) Oversee compliance with the requirements of the SEC with respect to disclosure of the (a) services and fees of the independent registered public accounting firm (and, where applicable, any affiliate thereof) and (b) any conflict or potential conflict of interest of the independent registered public accounting firm.

(u) Recommend to the Board, on an annual basis, that the engagement of the independent registered public accounting firm be submitted to the Company's stockholders for ratification at the annual meeting of stockholders.

### ***Oversight of the Company's Internal Control over Financial Reporting***

(v) Review and approve the audit plan and scope of work to be performed by any internal audit function of the Company.

(w) Review and assess the adequacy and effectiveness of the Company's internal control over financial reporting with management, any internal audit function of the Company and the independent registered public accounting firm.

(x) Review management's annual report on internal control over financial reporting prior to the Company's inclusion of such annual report in the Company's Annual Report on Form 10-K.

(y) Review the independent registered public accounting firm's attestation report regarding the Company's internal control over financial reporting, if any, prior to the inclusion of such attestation report in the Company's Annual Report on Form 10-K.

(z) Review the effectiveness of any reports to management prepared by the internal independent accountant and management's response thereto, if any.

(aa) On a quarterly basis, meet with the officers certifying the Company's periodic reports pursuant to the requirements of the Sarbanes-Oxley Act of 2002, and any other officers the Committee deems necessary or appropriate, to:

(i) discuss whether there are any significant deficiencies or material weaknesses that were noted in the most recently completed fiscal quarter in the design or operation of the Company's internal control over financial reporting that are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information, and, if applicable, the remediation plan (and status thereof) for such significant deficiencies or material weaknesses;

(ii) discuss whether there has been any fraud during the most recently completed fiscal quarter involving management or other employees who have a significant role in the Company's internal control over financial reporting;

(iii) discuss whether any changes in the Company's internal control over financial reporting occurred during the most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting, and whether any corrective actions were taken with regard to significant deficiencies or material weaknesses in the Company's internal control over financial reporting; and

(iv) obtain assurance that the disclosure controls and procedures have been adhered to for the relevant fiscal period.

(bb) Understand the scope of the Company's internal auditors', if any, and independent registered public accounting firm's review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses and corrective action plans.

#### ***Compliance Oversight Responsibilities***

(cc) Obtain from the independent registered public accounting firm assurance that Section 10A(b) of the Exchange Act, which addresses the discovery and disclosure of any illegal act, has not been implicated.

(dd) Review all related-person transactions (as defined in Item 404 of Regulation S-K) and the disclosures related thereto, and oversee investigations regarding illegal or unethical behavior of the Company's officers, directors and employees in accordance with the Company's Code of Business Conduct and Ethics (the "Code of Conduct").

(ee) Oversee and monitor compliance with the Code of Conduct and make recommendations to the Board regarding any non-compliance with, waivers to, or alteration of, the Code of Conduct, including consideration of possible conflicts of interest of Board members and executive officers.

(ff) Establish, review, and, as necessary, update procedures for the receipt, retention and treatment of complaints received by the Company from employees of the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of or advisors to the Company of concerns regarding questionable accounting or auditing matters (i.e., the Company's whistleblower program). The Committee shall periodically review (i) the Company's system for receiving and responding to "whistleblower" complaints related to questionable accounting, auditing and legal and regulatory compliance matters, (ii) the effectiveness of the system for monitoring accounting- or auditing-related compliance with all applicable laws and regulations and (iii) the results of management's investigation and follow-up as to any instances of noncompliance.

(gg) Discuss with management and the independent registered public accounting firm any correspondence with regulators or governmental agencies and any published reports, which raise material issues regarding the Company's financial statements or accounting policies.

### ***Management and Independent Registered Public Accounting Firm Discussions***

(hh) Review with management, the independent registered public accounting firm and (as appropriate) the Company's legal counsel, any legal and regulatory matters that may have a material impact on the financial statements, including any correspondence with or reports from regulators or governmental agencies and any employee complaints regarding the Company's financial statements, accounting, internal accounting controls or auditing matters.

(ii) Meet separately, periodically and discuss with each of management and the independent registered public accounting firm any matters appropriate or required to be discussed under applicable accounting and auditing professional standards or applicable regulations, including auditing standards adopted by the PCAOB and SEC rules. The subject of these discussions shall include (i) the independent registered public accounting firm's judgments about the quality, appropriateness and acceptability of the Company's accounting principles and financial disclosure practices, as applied in its financial reporting, the consistency of the Company's accounting policies from period to period and the compatibility of these accounting policies with GAAP, (ii) the completeness and accuracy of the Company's financial statements, (iii) when applicable, the provisions for future occurrences that may have a material impact on the financial statements of the Company and (iv) analyses prepared by management and/or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.

### ***Risk Oversight***

(jj) Oversee the Company's program for identifying, evaluating and controlling significant risks. In connection with this responsibility, and in addition to the relevant duties and responsibilities discussed above, the Committee shall discuss with management and the Company's independent registered public accounting firm the Company's major risk exposures and the steps taken to monitor, control and minimize such exposures. The Committee shall also review and evaluate the Company's processes and policies for identifying and assessing key risk areas and for formulating and implementing steps to address such risk areas.

(kk) Review, discuss with management, and oversee the Company's privacy, information technology and security and cybersecurity risk exposures, including: (i) the potential impact of those exposures on the Company's business, financial results, operations and reputation; (ii) the programs and steps implemented by management to monitor and mitigate any exposures; (iii) the Company's information governance and information security policies and programs; and (iv) major legislative and regulatory developments that could materially impact the Company's privacy, data security and cybersecurity risk exposure.

## **5. Performance Evaluation**

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall also perform an annual evaluation of its own performance. In conducting this review, the Committee shall address all matters that it considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board; the manner in which they were discussed or debated; and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in an appropriate manner.

## **6. Limitation of the Committee's Role**

The Committee's function is one of oversight only and shall not replace the responsibilities of the Company's management for preparing financial statements, which accurately and fairly present the Company's financial results and condition or the responsibilities of the Company's independent registered public accounting firm relating to the audit or review of financial statements. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the Company's independent registered public accounting firm.

Last updated on June 15, 2021