

# MARINUS PHARMACEUTICALS, INC.

## Compensation Committee Charter

### **1. Purpose**

The Board of Directors (the “Board”) of Marinus Pharmaceuticals, Inc. (the “Company”) has established a Compensation Committee (the “Committee”) to review the performance and development of the Company’s management in achieving corporate goals and objectives and to assure that the Company’s executive officers (including the chief executive officer, the “CEO”) are compensated effectively in a manner consistent with the strategy of the Company, competitive practice and stockholder interests, as well as such other matters as directed by the Board or this Charter. The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe and comply with the rules and regulations of the Securities and Exchange Commission (the “SEC”) and any other applicable laws (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. 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.

Each member of the Committee shall meet the independence requirements of the listing standards, Rule 10C-1 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, and shall qualify as a “non-employee director” under Rule 16b-3 under the Exchange Act.

### **3. Structure and Meetings**

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

In discharging its responsibilities, the Committee shall meet as often as it determines necessary or advisable, but not less frequently than once per year. 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 for that meeting vote 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.

As necessary or desirable, the Chairperson may invite any director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee, to be present at meetings of the Committee, consistent with the maintenance of confidentiality of compensation discussions.

The Committee may delegate its authority 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, listing rules, the By-laws of the Company and any applicable resolutions of the Board.

The Chairperson (or other member designated by the Chairperson or the Committee in the Chairperson's absence) shall regularly report to the full Board on the Committee's proceedings and any actions taken by the Committee.

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

The Committee shall have the authority and responsibility for the following:

- a. Review and approve or recommend to the Board annually the Company's compensation arrangements applicable to its executive officers, including the CEO, including without limitation salary, incentive compensation, equity compensation and perquisite programs, and amounts to be awarded or paid to individual executive officers under those programs and arrangements. Without limiting the generality of the foregoing, the Committee shall review and approve or recommend to the Board all other employment-related contracts, agreements or arrangements between the Company and its executive officers and all other contracts, agreements or arrangements under which compensatory benefits are awarded or paid to, or earned or received by, the Company's executive officers, including, without limitation, employment, severance, change of control and similar agreements or arrangements.
- b. Review and approve or recommend to the Board the objectives of the Company's executive officer compensation programs, what the programs are designed to reward, and modifications to the programs as necessary consistent with such objectives and intended rewards.
- c. Review and approve or recommend to the Board appropriate corporate performance measures and goals regarding executive officer compensation, the extent to which they are achieved and any related compensation earned.
- d. Endeavor to ensure that the Company's compensation programs are effective in attracting and retaining key employees, reinforcing business strategies and

objectives for enhanced stockholder value, and are administered in a fair and equitable manner consistent with established policies and guidelines.

- e. Administer any incentive or equity-based compensation plans and equity arrangements that may be adopted by the Company from time to time, with the powers and authority set forth in the plans' instruments, subject, in each case, to applicable policies adopted by the Board.
- f. Review and make recommendations to the Board, if it deems necessary or appropriate, the adoption of or amendment to the incentive-compensation plans and equity-based compensation plans for the Company. Where appropriate or required by law, the Committee shall also recommend these plans for approval by the stockholders of the Company.
- g. Review and approve or recommend to the Board any stock option award or any other type of award as may be required for complying with any tax, securities, or other regulatory requirement (including the listing standards), or otherwise determined to be appropriate or desirable by the Committee or Board.
- h. Review and discuss with the Company's management the "Compensation Discussion and Analysis" if required to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC, and recommend to the Board whether or not to include such "Compensation Discussion and Analysis" in such proxy statement or annual report.
- i. Produce a Committee report on executive officer compensation if required to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
- j. Review annually and recommend to the Board director compensation and benefits.
- k. Review the results of stockholder advisory votes on executive compensation ("Say-on-Pay Votes") and, if appropriate, consider these results in connection with the determination of executive compensation and incentive-compensation and equity-based plans.
- l. Review and recommend to the Board the frequency of Say-on-Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act.
- m. Perform such other functions and have such other powers consistent with this Charter, the Company's By-laws and the applicable rules and listing standards as the Committee or the Board may deem appropriate.

**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. Committee Resources**

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 it deems necessary or desirable to carry out its duties. The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of (a) reasonable compensation any advisor employed by the Committee; and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor, only after taking into consideration the applicable factors affecting independence that are specified in Nasdaq Rule 5605(d)(3)(D).

As amended March 23, 2021