

ZEVRA THERAPEUTICS, INC.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

As revised March 25, 2024

PURPOSE AND POLICY

The primary purpose of the Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of **Zevra Therapeutics, Inc.**, a Delaware corporation (the “*Company*”) shall be to oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.

The operation of the Committee shall be subject to the amended and restated bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law.

The policy of the Committee, in discharging these obligations, shall be to maintain and foster an open avenue of communication among the Committee and the registered public accounting firm or firms of certified public accountants engaged as the Company’s independent outside auditors for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company (including resolution of any disagreements between Company management and the independent auditor or other registered public accounting firm regarding financial reporting) (the “*Auditors*”), the Company’s management and, if applicable, the Company’s internal auditors.

COMPOSITION

The Committee shall consist of at least three (3) members of the Board, subject to any available exception. Each member of the Committee shall satisfy the applicable independence requirements of the Securities and Exchange Commission (“*SEC*”) and the applicable independence and financial literacy requirements set forth in the listing rules of The Nasdaq Stock Market LLC (“*Nasdaq*”) that are applicable to Committee members as in effect from time to time, when and as required by Nasdaq. At least one member of the Committee shall qualify as an Audit Committee Financial Expert as defined in Item 407(d)(5)(ii) of Regulation S-K under the Securities Act of 1933, as amended. Members of the Committee will be compensated in accordance with the Company’s Non-Employee Director Compensation Policy, as may be amended and restated from time to time. The members of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee of the Board, and shall serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Chairperson of the Committee shall be appointed by the Board or, if it does not do so, the Committee members shall elect a Chairperson by vote of a majority of the full Committee. The Chairperson (or in his or her absence, a member designated by the Chairperson) shall preside at all meetings of the Committee.

MEETINGS AND MINUTES

The Committee shall meet at least once per fiscal quarter and shall hold such additional regular or special meetings as its members shall deem necessary or appropriate. The presence in person, telephone, or other remote communication of a majority of the Committee's members shall constitute a quorum for any meeting of the Committee. All actions of the Committee will require (i) the vote of a majority of the members present at a meeting of the Committee at which a quorum is present or (ii) a unanimous written consent of the members of the Committee then serving.

Minutes of each meeting of the Committee, and each written consent, shall be prepared and distributed to each member of the Committee and the Secretary of the Company after each meeting and shall be placed in the Company's minute book.

AUTHORITY

The Committee shall have authority in its sole discretion to appoint, determine compensation for and, at the Company's expense, retain and oversee the Auditors as set forth in Section 10A(m)(2) of the Securities Exchange Act of 1934, as amended, and the rules thereunder. 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. In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's amended and restated bylaws, and applicable Nasdaq rules.

The Committee shall have authority in its sole discretion to retain and determine compensation for, at the expense of the Company, independent legal, accounting or other advisors or consultants as it deems necessary or appropriate in the performance of its duties. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

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 request that any of the Company's personnel, counsel, accountants (including the Auditors) or investment bankers, or any other consultant or advisor to the Company, attend any meeting of the Committee or meet with any member of the Committee or any of its independent, outside legal, accounting or other, advisors or consultants.

RESPONSIBILITIES

The Committee's functions and procedures should remain flexible to address changing circumstances most effectively. To implement the Committee's purpose within its authority, the Committee shall be charged with the following responsibilities with the understanding, however, that the Committee may supplement or (except as otherwise required by the Company's amended

and restated bylaws and applicable securities and stock exchange laws or rules) deviate from these activities as appropriate under the circumstances:

Responsibilities with respect to Auditors

1. ***Appointment, Compensation, Evaluation, Retention, and Oversight of Auditors.*** To appoint, approve the compensation for, and oversee of the work of the Auditors. To 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.

2. ***Communication Prior to Engagement.*** Prior to engagement of any prospective Auditors, to 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 the relevant rules of the Public Company Accounting Oversight Board (United States) (the “PCAOB”).

3. ***Approval of Audit Engagements.*** To 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, at the Company’s expense, to the Auditors and the negotiation, on behalf of the Company, of the Auditors’ engagement letters, which approval may be pursuant to preapproval policies and procedures established by the Committee consistent with applicable laws and rules. Other than with respect to the annual audit of the Company’s consolidated financial statements, the Chairperson of the Committee is authorized to pre-approve other audit services provided to the Company by the independent auditor so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.

4. ***Approval of Non-Audit Services.*** To 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, which approval may be pursuant to preapproval policies and procedures established by the Committee consistent with applicable laws and rules. The Chairperson of the Committee is authorized to pre-approve other non-audit services provided to the Company by the independent auditor so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.

5. ***Audit Partner Rotation.*** To monitor the rotation of the partners of the Auditors on the Company’s audit engagement team as required by applicable laws and rules.

6. ***Auditor Independence.*** At least annually, consistent with relevant PCAOB rules, to receive and review 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 a letter from the Auditors affirming their independence, to 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 to assess and otherwise take appropriate action to oversee the independence of the Auditors.

7. ***Former Employees of Auditors.*** To consider and, if deemed appropriate, review and approve and/or 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.

8. ***Auditor Communications.*** At least annually, to discuss with the Auditors the matters required to be discussed by relevant PCAOB rules.

9. ***Engagement of Other Registered Public Accounting Firms.*** To determine and approve engagements of any registered public accounting firm (in addition to the Auditors) prior to commencement of such engagements, to perform any other review or attest service, including the compensation to be paid at the Company's expense to such firm and the negotiation and execution, on behalf of the Company, of such firm's engagement letter, which approval may be pursuant to preapproval policies and procedures. The Chairperson of the Committee is authorized to pre-approve such engagements so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.

Responsibilities with respect to Financial Statements and Related Disclosures

10. ***Audited Financial Statement Review.*** To review, 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 SEC and to recommend to the Board whether or not such financial statements should be so included.

11. ***Annual Audit Results.*** To review with management and the Auditors the results of the annual audit, including the Auditors' assessment of the quality, not just acceptability, of the Company's accounting principles and practices, the Auditors' views about qualitative aspects of the Company's significant accounting practices, the reasonableness of significant judgments and estimates (including material changes in estimates), all known and likely misstatements identified during the audit (other than those the Auditors believe to be trivial), the adequacy of the disclosures in the financial statements and any other matters required to be communicated to the Committee by the Auditors under the standards of the PCAOB.

12. ***Quarterly Results.*** To review and discuss with management and the Auditors, as appropriate, the results of the Auditors' review of the Company's quarterly financial statements, prior to public disclosure of quarterly financial information, if practicable, or filing with the SEC 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 standards of the PCAOB.

13. ***Management's Discussion and Analysis.*** If deemed appropriate by the Committee, to review and discuss with management and the Auditors, as appropriate, the Company's

disclosures contained under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in its periodic reports to be filed with the SEC.

14. **Disclosure Committee.** From time to time, to meet with a representative of the Disclosure Committee, as part of the Committee’s regular review of the Company’s Form 10-K and Form 10-Q reports (and other filings by the Company with the SEC, when applicable and as deemed necessary, appropriate or desirable by management).

15. **Press Releases.** To review and discuss with management and the Auditors, as appropriate, earnings press releases as well as the substance of financial information and earnings guidance provided to analysts and rating agencies, which discussions may be general discussions of the type of information to be disclosed (such as financial information that does not comply with generally accepted accounting principles (“GAAP”)) or the type of presentation to be made. The Chairperson of the Committee may represent the entire Committee for purposes of these discussions.

16. **Accounting Principles and Policies.** To oversee and review the establishment and maintenance of accounting policies and procedures in accordance with GAAP. To review with management and the Auditors, as appropriate, significant issues that arise regarding, accounting principles and financial statement presentation, including significant changes to critical accounting policies and practices, alternative accounting policies available under GAAP related to material items discussed with management, the potential impact on the Company’s financial statements of off-balance sheet structures and, if in the judgment of the Committee such review is necessary or appropriate, any other significant reporting issues and judgments, significant regulatory, legal and accounting initiatives or developments that may have a material impact on the Company’s financial statements, compliance programs and policies.

17. **Management Cooperation with Audit.** To evaluate the cooperation received by the Auditors during their audit, including a review with the Auditors of any significant difficulties encountered during the audit or any restrictions on the scope of their activities or access to required records, data and information, significant disagreements with management whether or not resolved and management’s response, if any.

18. **Risk Assessment and Management.** To review and discuss with management and the Auditors, as appropriate, the Company’s guidelines and policies with respect to risk assessment and risk management, including risks relating to the Company’s accounting matters, financial reporting, legal and regulatory compliance, and information technology risks, including cybersecurity and data privacy risks, and the steps taken by management to monitor and control these exposures; and to review and discuss with management, as the Committee deems appropriate, insurance programs, including director and officer insurance, product liability insurance and general liability insurance.

19. **Management Letters.** To review and discuss with the Auditors and, if appropriate, management, 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.

20. ***Disagreements Between Auditors and Management.*** To review and discuss with management and the Auditors, or any other registered public accounting firm engaged to perform review or attest services, any conflicts or disagreements between management and the Auditors, or such other accounting firm, 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 to resolve any conflicts or disagreements regarding financial reporting.

Responsibilities with respect to Internal Audit and Internal Control Over Financial Reporting

21. ***Internal Control Over Financial Reporting.*** To confer with management and the Auditors, as appropriate, regarding the scope, adequacy and effectiveness of the Company's internal control over financial reporting including (a) any significant deficiencies or material weaknesses identified by the Company's Auditors, steps adopted in light of significant deficiencies or material weaknesses, and the adequacy of disclosures about changes in internal control over financial reporting, and (b) any fraud, whether or not material, that involves management or other employees who have any significant role in the Company's internal control over financial reporting.

22. ***Internal Audit Function.*** To evaluate from time to time the necessity for the Company to adopt a formal internal audit function. At such time as the Company adopts an internal audit function, the Committee shall coordinate the Board's oversight of the performance of that function. In this regard, the Committee shall review the appointment of the senior internal auditing manager and shall review any reports to management or the Board from the internal audit department and management's response to such reports.

23. ***Separate Sessions.*** Periodically, to meet in separate sessions with the Auditors, the internal auditors or other personnel responsible for the internal audit function, if applicable and as appropriate, and management to discuss any matters that the Committee, the Auditors, the internal auditors or other personnel responsible for the internal audit function, if applicable, or management believe should be discussed privately with the Committee.

Other Responsibilities

24. ***Related-Person Transactions.*** To periodically review the Company's policies and procedures for the identification, review, consideration and approval or ratification of transactions involving the Company and any "related person" as defined by Item 404 of Regulation S-K, and consistent with such policies and procedures, to consider such transactions for approval or ratification.

25. ***Correspondence with Regulators.*** To consider and review with management, the Auditors, outside counsel, as appropriate, and, in the judgment of the Committee, 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.

26. **Complaint Procedures.** To establish procedures, when and as required by applicable laws and rules, 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, and to establish such procedures as the Committee may deem appropriate for the receipt, retention, and treatment of complaints received by the Company with respect to any other matters that may be directed to the Committee for review and assessment.

27. **Regulatory and Accounting Matters.** To review with counsel and the Auditors and/or management, as appropriate, any significant regulatory or other legal or accounting matters that may have a material impact on the Company's financial statements, or compliance programs and policies if, in the judgment of the Committee, such review is necessary or appropriate.

28. **Ethical Compliance.** To periodically 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, including its Code of Business Conduct and Ethics.

29. **Investigations.** To investigate or authorize the investigation of 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.

30. **Proxy Report.** To prepare the report of the Committee required by the rules of the SEC to be included in the Company's annual proxy statement.

31. **Investment Policy.** To review and approve the Company's cash investment policy and any material changes thereto.

32. **Annual Charter Review.** To review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for its consideration and approval.

33. **Report to Board.** To report 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, if applicable, or such other matters as the Committee deems appropriate from time to time or whenever it shall be called upon to do so.

34. **Annual Committee Evaluation.** To conduct a periodic evaluation of the performance of the Committee.

It shall be the responsibility of management to prepare the Company's financial statements and periodic reports to be filed with the SEC, and the responsibility of the Auditors to audit those financial statements. These functions shall not be the responsibility of the Committee, nor shall it be the Committee's responsibility to ensure that the financial statements or periodic reports are complete and accurate, conform to GAAP, are free of fraud, or otherwise comply with applicable laws.

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