

SAREPTA THERAPEUTICS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(as amended December 8, 2023)

The Nominating and Corporate Governance Committee (the "Committee") is a committee of the Board of Directors of Sarepta Therapeutics, Inc. (the "Company").

Membership

The Committee shall consist of two or more directors all of whom in the judgment of the Board of Directors (the "Board") shall be independent in accordance with the listing standards of the Nasdaq Stock Market LLC ("Nasdaq") and meet any other eligibility requirements of Nasdaq.

The Board, upon the recommendation of the Committee, shall elect the chair and other members of the Committee on an annual basis, generally at the first meeting of the Board following the Company's annual meeting of stockholders. The Board may, pursuant to the Company's bylaws, remove a member of the Committee or replace the chair, provided however, that such replacement will not cause the Committee to not have a chair and will promptly fill any vacancy created by such removal such that the Committee has sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.

Purpose

The Committee will provide assistance to the Board in fulfilling its responsibility to stockholders relating to corporate governance policies and practices of the Company, including Board and committee structure and nominations and oversight of policies and programs with respect to environmental, health and safety, social responsibility and governance ("ESG") matters.

Duties and Responsibilities

As appropriate under the circumstances, the Committee will, among its other responsibilities:

1. Develop and periodically review the desired qualifications of members of the Board and its committees, including: the number and nature of other board memberships held; relevant experience, desired diversity and the collective expertise of the Board and of its committees; independence; and possible conflicts of interest of any member of the Board;
2. Determine the need for new directors and, as appropriate, lead the evaluation of new individuals qualified to become members of the Board. In doing so, the Committee will consider individuals who will be able to contribute to an effective Board, serve the long-term interest of the stockholders of the Company, and satisfy the qualification criteria and standards for nomination of directors and committee members;
3. Recommend to the Board director nominees to be presented for election by the stockholders at the annual meeting. In selecting nominees, the Committee will consider individuals who individually and collectively meet the qualification criteria developed by the Committee and who individually display personal and professional integrity, ability and judgment to serve the long-term interests of the stockholders. As part of its process, the Committee will consider individuals who are properly proposed by stockholders of the Company to serve on the Board in accordance with laws, regulations and listing standards established by the Securities and Exchange Commission (the "SEC") and Nasdaq, the bylaws of the Company and applicable corporation law, and make recommendations to the Board regarding such individuals based on the established qualification criteria and standards for members of the Board;
4. Consider nominations to the Board from stockholders who comply with the procedures for such nominations described in the Company's bylaws and will consider such nominations using the same criteria the Committee applies to evaluate nominees recommended by other sources;
5. Recommend to the Board qualified candidates to fill a vacancy on the Board;
6. Review the Board's committee structure and, in consultation with the Chief Executive Officer, recommend to the Board for its approval directors to serve as members and chairs of each committee;
7. Periodically review the policies and practices of the Company in the area of corporate governance and, as necessary, recommend new policies and changes to existing policies to the Board for its approval. In doing so, the Committee will review with the Company's counsel or other appropriate personnel new and relevant legal and regulatory requirements that may be imposed on the Company from time to time;

8. Develop an annual evaluation process for the Board and its committees. As appropriate, the Committee will make recommendations to the Board regarding its findings;
9. At least annually, review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval;
10. At least annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval;
11. Deliberate and take such actions with respect to Holdover Directors (as defined in the Company's bylaws) as are contemplated by the Company's Policy Statement on Majority Voting (unless the Board has established that an alternative committee take such actions), including accepting or not accepting on behalf of the Company and the Board any previously tendered resignation by such Holdover Director or requesting that any such incumbent director submit his or her resignation to the Company;
12. Oversee the Company's ESG activities and make recommendations to the Board to further the Company's ESG goals. The Committee will (a) review corporate citizenship and sustainability initiatives and targets to assist the Company in appropriately addressing its responsibilities as a global corporate citizen, (b) review with management the impact of the Company's business operations and business practices with respect to issues such as diversity and inclusion, corporate citizenship, community involvement and environmental impact, (c) review stockholder engagement efforts related to ESG matters and (d) periodically report to the Board with regards to the Company's social, governance or environmental programs, including potential long-term and short-term trends and the impact of social, governmental or environmental issues on the Company; and
13. Perform such other functions and have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.

The Committee will have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate so long as such actions are expressly delegated or ratified by the Committee as a whole.

Meetings and Procedures

The Chair of the Committee, or if not present, the senior independent director present shall preside at all meetings of the Committee and provide written minutes of such meetings to the Board. The Committee shall meet at least twice each year and at such other times as it deems necessary to fulfill its responsibilities. A majority of the Committee members shall constitute a quorum. Each Committee member shall have one vote and actions at meetings may be approved by a majority of members present, assuming the existence of a quorum. Action may be taken by the Committee without a meeting if all of the members of the Committee consent to the action in writing or by means of electronic transmission. Such consents shall be treated for all purposes as votes at a meeting.

The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee and this Charter. Meetings of the Committee may be called by the Chair upon notice given at least twenty-four hours prior to the meeting, or upon such shorter notice as shall be approved by the Committee.

The Company shall provide the Committee with adequate staff support and resources to discharge its responsibilities. The Committee may engage independent legal counsel and other advisors as the Committee deems advisable to carry out its responsibilities. The Committee will have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee will have authority to approve related fees and retention terms.

The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chair of the Board.