

SAREPTA THERAPEUTICS, INC. COMPENSATION COMMITTEE CHARTER

(as amended June 5, 2025)

Status

The Compensation 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 (“Nasdaq”) and meet any other eligibility requirements of Nasdaq. In addition, to the extent required by applicable law, a person may serve on the Committee only if the Board determines that he or she is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (“Exchange Act”).

The Board, upon the recommendation of its Nominating and Corporate Governance 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 purposes of the Committee are (i) to discharge the responsibilities of the Board relating to establishing the compensation of the Company’s chief executive officer (the “CEO”) and other executive officers of the Company (including all individuals who are “insiders” subject to Section 16 of the Exchange Act), (ii) assessing the adequacy of the Company’s compensation principles and philosophy and (iii) administering the Company’s compensation, benefit and equity-based plans by exercising its rights and responsibilities as specified in this charter. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. All other major decisions are considered by the Board as a whole.

Duties and Responsibilities

The Committee is directly responsible for establishing annual and long-term performance goals and objectives for the Company’s executive officers. This responsibility includes:

1. Evaluating the performance of the CEO and other executive officers of the Company in light of the approved performance goals and objectives;
2. Reviewing, and recommending to the Board for approval, the compensation of the CEO based upon the evaluation of the performance of the CEO and other factors deemed relevant by the Committee such as compensation practices in the Company’s peer group;

3. Reviewing and approving the compensation of the other executive officers of the Company based upon the evaluation of the performance of such executive officers and other factors deemed relevant by the Committee such as compensation practices in the Company's peer group;
4. Reviewing, and recommending to the Board for approval, the terms of employment, severance and change-in-control benefits, perquisites and other compensatory programs for the CEO;
5. Reviewing and approving the terms of employment, severance and change-in-control benefits, perquisites and other compensatory programs for the other executive officers;
6. Making recommendations to the Board with respect to amendments to, or the adoption of new, equity-based compensation plans;
7. Administering the Company's equity-based compensation plans, including without limitation, the exercising authority to interpret the terms thereof, to grant options and other equity incentive awards thereunder (including the timing of such grants) and to make stock awards thereunder. The Committee may approve any inducement awards granted in reliance on the exemption from stockholder approval contained in Nasdaq Rule 5635(c)(4).
8. Monitoring compliance by executive officers with the Committee's program of required stock ownership;
9. Reviewing and discussing with management the Company's incentive compensation arrangements to confirm that incentive pay does not encourage unnecessary risk taking and to review and discuss, at least annually, the relationship between risk management policies and practices, business strategy and the Company's incentive compensation programs;
10. Reviewing and discussing with management the Company's Compensation Discussion and Analysis ("CD&A") and recommending to the Board that the CD&A be included in the Company's proxy statement or annual report on Form 10-K; in addition and as appropriate, reviewing and discussing with management any further disclosures related to executive compensation and human capital management not contained in the CD&A, but provided elsewhere in the Company's proxy statement or annual report on Form 10-K, as applicable.
11. Preparing the Committee report to be included in the Company's proxy statement and annual report on Form 10-K;
12. Reviewing and recommending to the Board the Company's submissions to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes. In addition, considering the results of stockholder advisory votes on executive compensation matters and the changes, if any, to the Company's executive compensation policies, practices and plans that may be warranted as a result of any such vote;
13. Reviewing director compensation for service on the Board and any committees thereof and recommending changes to the Board;
14. Administering the Incentive Compensation and Equity Award Recoupment Policy approved by the Board and recommending changes to the Board; and
15. Reviewing with management the Company's programs, policies and practices related to its management of human capital resources, including talent management, culture, and inclusion.

In addition, the Committee shall have such additional authority and responsibility as may be required from time to time under the rules and guidelines of the Exchange Act and Nasdaq listing standards.

In determining the long-term incentive component of the compensation for the Company's CEO and other executive officers, the Committee may consider: (i) the Company's performance and relative stockholder return; and (ii) the value of similar incentive awards granted to chief executive officers and executive officers at comparable companies.

The Committee may, in its sole discretion, retain or obtain the advice of, and terminate, any compensation consultant, legal counsel, or other advisers ("compensation advisers") to assist in the evaluation of the compensation of the Company's CEO or other executive officers or other duties. The Committee shall be directly responsible for the appointment, determination of fees and other retention terms and oversight of the work of any compensation adviser retained by the Committee. Subject to any exceptions under Nasdaq listing standards, the Committee shall undertake an analysis of the independence of each compensation adviser under the independence factors specified in the applicable requirements of the Exchange Act and Nasdaq listing standards, with such analysis to occur prior to selection of such compensation adviser and as appropriate thereafter. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the compensation advisers retained by the Committee and to pay any other ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion and to executive officers of the Company and other persons such responsibilities of the full Committee as may be permitted by applicable laws, rules or regulations and in accordance with Nasdaq listing standards. The Committee shall (i) prepare an annual performance self-evaluation and (ii) review at least annually this Charter and recommend any proposed changes to the Board for approval.

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 CEO may not be present during voting or deliberations concerning his or her compensation, and the Committee may exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

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.