

SAREPTA THERAPEUTICS, INC. COMPENSATION COMMITTEE CHARTER

(as amended February 15, 2024)

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 judgement 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.

Term Limits

The chair of the Committee (the “Chair”) shall be subject to a maximum five-year term limit as the Chair, with the first five-year term limit beginning on December 11, 2018 (the “Amended Date”). The Committee shall require one member of the Committee to rotate off the Committee every three calendar years, with the first three-year term limit beginning on the Amended Date. Such member shall not be permitted to serve on the Committee for a period of one calendar year from the date he or she rotated off of the Committee.

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. Setting the compensation of the CEO and other executive officers of the Company based upon the

evaluation of the performance of the CEO and other executive officers and other factors deemed relevant by the Committee such as compensation practices in the Company's peer group;

3. Making recommendations to the Board with respect to amendments to, or the adoption of new, cash-based incentive compensation plans in which the CEO and other executive officers participate and all equity-based compensation plans;
4. Preparing an annual performance self-evaluation of the Committee;
5. Administering the Company's stock plans;
6. Determining and, if applicable, certifying the shares awarded under corporate performance-based plans;
7. Granting options and other equity awards under the Company's stock plans;
8. Advising on the setting of compensation for senior management whose compensation is not otherwise set by the Committee;
9. Monitoring compliance by executive officers with the Committee's program of required stock ownership;
10. 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 executive officers' compensation;
11. 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 and annual report on Form 10-K;
12. Preparing the Committee report to be included in the Company's proxy statement and annual report on Form 10-K;
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.

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 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.