

**Third Amended and Restated Charter of the Audit Committee of the Board of Directors
of Catalyst Pharmaceuticals, Inc.**

Purpose and Authority

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Catalyst Pharmaceuticals, Inc. (the "Company") is to oversee on behalf of the Board:

- the integrity of the Company's financial statements and the Company's accounting and financial reporting processes and financial statement audits;
- the Company's compliance with legal and regulatory requirements;
- the Company's registered public accounting firm's qualifications and independence;
- the performance of the Company's independent auditor and internal audit function; and
- the Company's internal controls over financial reporting.

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 by-laws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, and consistent with this Charter, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

The Committee has the authority to obtain advice and assistance from outside legal, accounting, or other advisors as necessary to perform its duties and obligations. The Company will provide appropriate funding, as determined by the Committee, for compensation to the independent auditor, any advisors that the Committee chooses to engage, and for payment of ordinary and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Notwithstanding the foregoing, the Committee's responsibilities are limited to oversight. The Company's management is responsible for the preparation, presentation, and integrity of the Company's financial statements as well as the Company's financial reporting process, accounting policies, internal audit function (if any), internal accounting controls over financial reporting, and disclosure controls and procedures. The independent auditor is responsible for performing an audit of the Company's annual financial statements, expressing an opinion as to the conformity of such annual financial statements with generally accepted accounting principles and reviewing the Company's quarterly financial statements. It is not the responsibility of the Committee to plan or

conduct audits or to determine that the Company's financial statements and disclosure are complete and accurate and in accordance with generally accepted accounting principles and applicable laws, rules, and regulations. Each member of the Committee shall be entitled to rely upon the integrity of those persons within the Company and of the professionals and experts from which the Committee receives information and, absent actual knowledge to the contrary, the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts.

Composition and Meetings

The Committee shall consist of at least three members of the Board; provided, however, that if at any time there is a vacancy on the Committee and the remaining members meet all membership requirements, then the Committee may consist of two members until the earlier of the Company's next annual stockholders meeting or one year from the occurrence of the vacancy.

No Committee member shall have participated in the preparation of the Company's financial statements or those of any then subsidiary of the Company at any time during the past three years. Each Committee member must be able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement. Members of the Committee are not required to be engaged in the accounting and auditing profession and, consequently, some members may not be experts in financial matters, or in matters involving auditing or accounting. However, at least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. In addition, at least one member of the Committee shall be an "audit committee financial expert" within the definition adopted by the Securities and Exchange Commission (the "SEC") or the Company shall disclose in its periodic reports required pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the reasons why at least one member of the Committee is not an "audit committee financial expert." Each Committee member shall satisfy the independence requirements of NASDAQ Corporate Governance Rule 5605(c)(2)(A) and Rule 10A-3(b)(1) under the Exchange Act. However, if a member of the Committee ceases to be independent for reasons outside the member's reasonable control, then the member may remain on the Committee until the earlier of the Company's next annual stockholders meeting or one year from the occurrence of the event that caused the member to cease to be independent; provided that if the event that caused the member to cease being independent occurs within 180 days before the Company's next annual stockholders meeting, the member may remain on the Committee for 180 days.

The members of the Committee, including the chairman of the Committee (the "Chair"), shall be appointed by the Board on the recommendation of the Corporate Governance and Nominating Committee. Committee members may be removed from the Committee, with or without cause, by the Board.

No member of the Board is eligible to serve on the Committee if he or she serves on more than two other public companies' audit committees.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee will:

Committee Management

1. Maintain the independence, education and experience requirements of the Exchange Act, the Sarbanes-Oxley Act and the Nasdaq Stock Market.
2. Establish an agenda for the ensuing year. Hold such regular meetings as may be necessary and such special meetings as may be called by the Chair or at the request of the independent accountants.
3. Periodically conduct a performance assessment relative to the Committee's purpose, duties, and responsibilities outlined herein.
4. Review, with management, the Company's finance function, including its budget, organization, and quality of personnel.
5. Keep and record the minutes of all meetings of the Committee and submit such minutes to the Board.
6. Hire independent counsel and other advisors as the Committee may, in its discretion, determine to be necessary to carry out its duties. The Company shall provide for funding, as determined by the Committee, for the payment of compensation to such advisors.
7. Periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
8. Review and approve all related-party transactions, defined as those transactions required to be disclosed under Items 404(a) and (b) of Regulation S-K and NASDAQ Corporate Governance Rule 5630. Discuss with the independent auditor the evaluation of the Company's identification of, accounting for, and disclosure of its relationships with related parties as set forth under the standards of the PCAOB.

Oversight of Internal Audit Function

9. Exercise an oversight role with respect to the internal audit function of the Company, if such function exists. The oversight activities shall include review of plans and budgets with respect to the internal audit function and a review of summary information concerning the results of reviews of financial reporting by the internal audit function.

Management of Relationship with Independent Auditor

10. Appoint (and recommend that the Board submit for shareholder ratification, if applicable), compensate, retain, and oversee the work performed by the independent auditor retained for the purpose of preparing or issuing an audit report or related work, including the resolution of disagreements between management and the independent auditor regarding financial reporting. Review the qualifications and independence of the independent

auditor and remove the independent auditor if circumstances warrant. The independent auditor will report directly to the Committee. The Company shall provide for funding, as determined by the Committee, for the payment of compensation to the independent auditor for any such services.

11. Review and preapprove both audit and non-audit services to be provided by the independent auditor. The authority to grant preapproval may be delegated to one or more members of the Committee, whose decisions will be presented to the full Committee at its next meeting. Consider whether the auditor's provision of permissible non-audit services is compatible with the auditor's independence. Actively engage in dialogue with the independent auditor with respect to any disclosed relationships or services that may affect the independence and objectivity of the auditor and take appropriate actions to oversee the independence of the independent auditor. The Company shall provide for funding, as determined by the Committee, for the payment of compensation to the independent auditor for any such services.
12. Review with the independent auditor any problems or difficulties encountered during the course of the audit, including any restrictions on the scope of the independent auditor's activities or access to requested information, and any significant disagreements with management, together with management's response.
13. Hold timely discussions with management and the independent auditor matters required to be discussed pursuant to the rules of the PCAOB and by Statement on Accounting Standards No. 61 (as amended) including, but not limited to:
 - a. the quality and acceptability of the accounting principles applied in the financial statements;
 - b. all critical accounting policies and practices;
 - c. all alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
 - d. other material written communications between the independent auditor and management, including, but not limited to, the management letter and schedule of unadjusted differences.
14. Review with management and the independent auditor:
 - a. The Company's annual financial statements and related disclosures contained in the Company's Annual Report on Form 10-K (the "Form 10-K"), including the Company's disclosure under Management's Discussion and Analysis of Financial Condition and Results of Operations (including quality of financial reporting decisions and judgements);

- b. The audit of the annual financial statements and the independent auditor's audit plan;
 - c. Any significant changes required in the independent auditor's audit plan; and
 - d. Related accounting and auditing principles and practices.
15. Review with management and the independent auditor the Company's quarterly financial statements prior to the filing of any quarterly report on Form 10-Q.
16. At least annually, obtain and review a report by the independent auditor describing:
- a. the independent auditor's internal quality-control procedures;
 - b. any material issues raised by the most recent internal quality control review or peer review, or by any inquiry or investigation by governmental or professional authorities within the preceding five years, with respect to independent audits carried out by the independent auditor, and any steps taken to deal with such issues; and
 - c. all relationships between the independent auditor and the Company.
17. Review and evaluate the experience and qualifications of the lead partner of the independent auditor and determine that all partner rotation requirements, as promulgated by applicable rules and regulations, are executed, and present conclusions to the Board.

Financial Reporting Processes, Accounting Policies, and Internal Control Structure

18. On a periodic basis:
- a. review risks relating to the financial statements, auditing and financial reporting process, key credit risks, liquidity risks and market risks and inquire of management, the members of the internal audit department (if any) and the independent auditor about the Company's major financial and auditing risks or exposures;
 - b. discuss the steps management has taken to monitor and control such exposures;
 - c. discuss guidelines and policies with respect to risk management; and
 - d. report the results of such review to the Board.
19. Understand the scope of the audit plan, including the independent auditor's review of internal control over financial reporting. Receive and review any disclosure from the Company's Chief Executive Officer or Chief Financial Officer made in connection with the certification of the Company's quarterly and annual reports filed with the SEC of (i) significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial data, and (ii) any

fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

20. On a quarterly basis, discuss the following with management, the director of internal audit (if any) and the independent auditor:
 - a. all significant deficiencies in the design or operation of internal control over financial reporting which could adversely affect the Company's ability to record, process, summarize and report financial data, and any material weaknesses in internal control over financial reporting; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.
21. Establish procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and (iii) the receipt and treatment of any evidence of a violation of the securities laws or breach of fiduciary duty brought to the Committee's attention by the Company's external counsel.
22. Review analyses prepared by management and the independent auditor, if any, setting forth significant financial reporting issues and judgements made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.
23. Review major issues regarding GAAP and financial statement presentations, if any, including any significant changes in the Company's selection or application of accounting principles, major issues as to the adequacy of the Company's internal controls, and any special audit steps adopted in light of material control deficiencies.
24. Review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures (if any), on the financial statements of the Company.

Reporting

25. Report regularly to the Board regarding the execution of the Committee's duties, responsibilities, and activities, any issues encountered, and related recommendations.
26. Recommend to the Board that the audited financial statements be included in the Company's annual report on Form 10-K.
27. Provide a report of the audit committee, which includes certain required disclosures, in the Company's annual meeting proxy.

Other Matters

28. Review accounting and financial human resources and succession planning within the Company, including, without limitation, concurring with management in the hiring or removal of a director of internal audit.
29. Review the Company's hiring policies with respect to employees or former employees of the Company's independent auditor.
30. Perform any other activities consistent with this Charter, the Company's governing documents, and governing laws that the Committee determines are necessary or appropriate.

*Adopted by the Board
On March 7, 2024*