
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A
**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Catalyst Pharmaceuticals, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
-
-



**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON AUGUST 22, 2023**

**CATALYST PHARMACEUTICALS, INC.
355 ALHAMBRA CIRCLE, SUITE 801, CORAL GABLES, FLORIDA 33134**

Dear Stockholder:

You are cordially invited to our Annual Meeting of Stockholders. The meeting will be a virtual meeting held via the internet on Tuesday, August 22, 2023, beginning at 9:00 a.m. Eastern Time. The meeting will be held for the following purposes:

- (1) To elect seven directors to serve a term of one year or until their successors are duly elected and qualified, or until their earlier death, resignation, or removal;
- (2) To approve an amendment to our 2018 Stock Incentive Plan to increase the shares available for issuance by three million shares;
- (3) To approve, on an advisory basis, the 2022 compensation of our named executive officers as set forth herein;
- (4) To ratify Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023; and
- (5) To transact such other business as may properly come before the meeting.

Our Annual Meeting will be a virtual meeting of stockholders, which will be conducted exclusively via the internet at a virtual web conference. There will not be a physical meeting location, and stockholders will not be able to attend the Annual Meeting in person. This means that you can attend the Annual Meeting online, vote your shares during the online meeting and submit questions for consideration at the online meeting. Stockholders of record as of the close of business on July 5, 2023 are entitled to notice of and to vote at the Annual Meeting. In order to attend the meeting online, vote your shares electronically during the meeting and submit questions, you must register in advance. Upon completing your registration, you will receive further instructions via email, including your unique links that will allow you access to the meeting and will also permit you to submit questions. Please be sure to follow instructions found on your Notice, proxy card and/or voting instruction form, and subsequent instructions that will be delivered to you via email. We believe that hosting a "virtual meeting" will enable greater stockholder attendance and participation from any location around the world.

We encourage all stockholders to attend the Annual Meeting online. Whether or not you plan to attend the Annual Meeting online, we encourage you to read this Proxy Statement and submit your proxy or voting instructions as soon as possible by using the internet as described in the instructions included on your Notice, by calling the toll-free telephone number included in the Proxy Statement, or, if you received a paper copy of the proxy materials, by completing, signing, dating and returning your proxy card. Further

information about how to register for the Annual Meeting, attend the Annual Meeting online, vote your shares and submit questions for consideration at the meeting is included in the accompanying Proxy Statement.

Thank you for your ongoing support of and your continued interest in Catalyst Pharmaceuticals, Inc.

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in black ink, appearing to read "Patrick J. McEnany". The signature is written in a cursive, flowing style.

Patrick J. McEnany
Chairman of the Board
Coral Gables, Florida
July 12, 2023

TABLE OF CONTENTS

<u>General Information About the Annual Meeting and Voting</u>	2
<u>Proposal One – Election of Directors</u>	7
<u>Information Regarding Directors</u>	9
<u>Member of the Board of Directors Not Standing for Re-election</u>	12
<u>Corporate Governance</u>	12
<u>Compensation of Directors</u>	16
<u>Proposal Two – Amending Our 2018 Stock Incentive Plan</u>	17
<u>2018 Stock Incentive Plan</u>	18
<u>2014 Stock Incentive Plan</u>	24
<u>Proposal 3 – Advisory Approval of the Compensation of Named Executive Officers</u>	25
<u>Compensation Discussion and Analysis</u>	28
<u>Compensation Committee Report</u>	36
<u>Pay Versus Performance</u>	37
<u>CEO Pay Ratio</u>	41
<u>Proposal Four – Ratification of Appointment of Independent Public Accounting Firm</u>	42
<u>Audit Committee Report</u>	43
<u>Security Ownership of Certain Beneficial Owners and Management</u>	44
<u>Certain Relationships and Related Party Transactions</u>	47
<u>Other Matters</u>	47
<u>Contacting the Board of Directors</u>	47
<u>Stockholder Proposals</u>	47
<u>Additional Information</u>	48
<u>Annex A – Amendment to 2018 Stock Incentive Plan</u>	A-1



**PROXY STATEMENT FOR THE 2023 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON TUESDAY, AUGUST 22, 2023**

INFORMATION REGARDING SOLICITATION AND VOTING

This Proxy Statement contains information about our 2023 Annual Meeting of Stockholders (the “**Annual Meeting**”). The Annual Meeting will be held on Tuesday, August 22, 2023, beginning at 9:00 a.m. Eastern Time. Holders of record of shares of our common stock, par value \$0.001 per share (the “**Common Stock**”), as of the close of business on July 5, 2023 (the “**Record Date**”), will be entitled to notice of and to vote at the Annual Meeting and any continuation, postponement or adjournment thereof. As of the Record Date, there were 106,507,108 shares of our Common Stock outstanding and entitled to vote at the Annual Meeting. Each share of Common Stock is entitled to one vote on any matter presented to stockholders at the Annual Meeting.

The Annual Meeting will be a virtual meeting held via the internet. In order to attend the Annual Meeting online, you must register in the manner set forth below under “How can I virtually attend the Annual Meeting of Stockholders?”. Upon completing your registration, you will receive further instructions via e-mail, including your unique links that will allow you access to the meeting. Please be sure to follow instructions found on your proxy card and subsequent instructions that will be delivered to you via e-mail. There will not be a physical meeting location, and stockholders will not be able to attend the annual meeting of stockholders in person.

Except where the context otherwise requires, references to “Catalyst Pharmaceuticals”, “Catalyst”, “the Company”, “we”, “us”, “our”, and similar terms refer to Catalyst Pharmaceuticals, Inc. and its consolidated subsidiary. References to our website are inactive textual references only and the contents of our website are not incorporated by reference to this Proxy Statement.

This Proxy Statement and the enclosed proxy card are being furnished in connection with the solicitation of proxies by our board of directors for use at the Annual Meeting and any adjournment thereof. All proxies will be voted in accordance with the instructions they contain. If you do not specify your voting instructions on the proxy, your shares will be voted in accordance with the recommendations of our board of directors. This Proxy Statement, the related proxy card and our annual report to stockholders are being mailed to stockholders on or about July 12, 2023.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE ANNUAL MEETING OF STOCKHOLDERS:**

**This Proxy Statement and our 2022 Annual Report to Stockholders are available at:
<http://ir.catalystpharma.com/annual-proxy.cfm>.**

Why did I receive this proxy statement?

You have received these proxy materials because the board of directors is soliciting your proxy to vote at the Annual Meeting. This proxy statement contains information that we are required to provide you under the rules of the Securities and Exchange Commission (“SEC”). This information is designed to assist you in voting your shares.

What is the purpose of the Annual Meeting?

At the Annual Meeting, stockholders will consider and vote on the following matters:

- (1) To elect seven directors to serve a term of one year or until their successors are duly elected and qualified, or until their earlier death, resignation, or removal;
- (2) To approve an amendment to our 2018 Stock Incentive Plan to increase the shares available for issuance by three million shares;
- (3) To approve, on an advisory basis, the 2022 compensation of our named executive officers as set forth herein;
- (4) To ratify Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023; and
- (5) To transact such other business as may properly come before the meeting.

We currently know of no other business that will be presented at the Annual Meeting. If any other matter properly comes before the stockholders for a vote at the Annual Meeting, however, the proxy holders named on the Company’s proxy card will vote your shares in accordance with their best judgement.

What are the recommendations of the Board of Directors?

The Board recommends that you vote your shares as indicated below. If you return a properly completed proxy card, or vote your shares by telephone or internet, your shares of Common Stock will be voted on your behalf as you direct. If not otherwise specified, the shares of common stock represented by the proxies will be voted, and the Board recommends that you vote, as follows:

- (1) **FOR** the election of seven directors to serve a term of one year or until their successors are duly elected and qualified, or until their earlier death, resignation, or removal;
- (2) **FOR** the approval of an amendment to our 2018 Stock Incentive Plan to increase the shares available for issuance by three million shares;
- (3) **FOR** the approval, on an advisory basis, the 2022 compensation of our named executive officers as set forth herein; and
- (4) **FOR** the ratification of Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023.

If any other matter properly comes before the stockholders for a vote at the Annual Meeting, the proxy holders named on our proxy card will vote your shares in accordance with their best judgement.

Who is entitled to vote on matters presented at the Annual Meeting?

The Record Date for the Annual Meeting is July 5, 2023. You are entitled to vote on the matters presented at the Annual Meeting if you owned shares of our common stock as the close of business on the Record Date. Each outstanding share of Common Stock is entitled to one vote for all matters before the Annual Meeting. At the close of business on the Record Date, there were 106,507,108 shares of Common Stock outstanding and entitled to vote at the Annual Meeting.

What is the difference between being a “Record Holder” and holding shares in “Street Name”?

If, on the Record Date, your shares were registered directly in your name with our transfer agent, you are a stockholder of record.

If, on the Record Date, your shares were held in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in “street name” and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting.

Am I entitled to vote if my shares are held in “Street Name”?

Yes. If your shares are held in street name, these proxy materials, along with instructions on how to vote your shares, are being provided to you by your brokerage firm, bank, dealer or other similar organization. As the beneficial owner, you have the right to direct your brokerage firm, bank, dealer or other similar organization how to vote your shares, and the brokerage firm, bank, dealer or other similar organization is required to vote your shares in accordance with your instructions. If your shares are held in street name, you may not vote your shares at the Annual Meeting unless you obtain, and present at the Annual Meeting, a legal proxy from your brokerage firm, bank, dealer or other organization.

How many shares must be present to hold the Annual Meeting?

A quorum must be present at the Annual Meeting for any business to be conducted. Under Delaware law and our Bylaws, the presence at the Annual Meeting online, or by proxy, of the holders of a majority in voting power of the Common Stock issued and outstanding entitled to vote, on the Record Date, will constitute a quorum for the transaction of business at the Annual Meeting. The inspector of elections will determine whether a quorum is present and will tabulate the votes cast at the Annual Meeting.

How can I virtually attend the Annual Meeting of Stockholders?

As noted above, we have decided to hold the Annual Meeting entirely online. You may virtually attend the Annual Meeting only if you are a record holder or beneficial owner of our Common Stock as of the Record Date. The process for attending the Annual Meeting and casting your vote at the Annual Meeting depends on the manner in which you hold your shares:

- **Registered Stockholders.** If your shares are registered in your name with our transfer agent, Continental Stock Transfer and Trust Company (“**Continental**”) and you wish to attend the online-only virtual Annual Meeting, go to www.cstproxy.com/catalystpharma/2023, enter the control number you received on your proxy card (printed in the box and marked with an arrow) and click on the “*Click Here to Preregister for the Online Meeting*” link at the top of the page. Just prior to the start of the meeting you will need to log back into the meeting site using your control number. Pre-registration is recommended but is not required to attend.

- **Street Name Stockholders.** Street name stockholders who wish to attend the online-only virtual Annual Meeting must obtain a legal proxy by contacting their account representative at the bank, broker, or other nominee that holds their shares and email a copy (a legible photograph is sufficient) of their legal proxy to proxy@continentalstock.com. Street name stockholders who email a valid legal proxy will be issued a meeting control number that will allow them to register to attend and participate in the online-only Annual Meeting. After contacting Continental, a street name stockholder will receive an e-mail prior to the meeting with a link and instructions for entering the virtual Annual Meeting. Street name stockholders should contact Continental at least five (5) business days prior to the Annual Meeting date.

Will there be a question and answer session during the annual meeting?

Stockholders participating in the virtual Annual Meeting will be in a listen-only mode and will not be able to speak during the webcast. However, in order to maintain the interactive nature of the virtual meeting, virtual attendees are able to: (i) vote using the online meeting website, and (ii) submit questions or comments to our officers during the meeting via e-mail or the virtual meeting webcast. Starting Tuesday, August 15, 2023 at 9:00 a.m. Eastern Time, stockholders may submit questions or comments before or during the meeting through the virtual meeting portal by typing in the “*Submit a Question*” box.

Can I listen to the Annual Meeting without attending?

Stockholders will have the option to call in to the virtual Annual Meeting by telephone and listen (in listen-only mode) by calling:

Within the U.S. and Canada (toll free):	(800) 450-7155
Outside the U.S. and Canada (standard rates apply):	(857) 999-9155
Passcode for telephone access:	7086542#

What if a quorum is not present at the Annual Meeting?

If a quorum is not present at the scheduled time of the Annual Meeting, the Chairperson of the Annual Meeting is authorized by our Bylaws to adjourn the Annual Meeting until a quorum is present or represented.

What does it mean if I receive more than one set of proxy materials?

If you receive more than one set of proxy materials, your shares are held in more than one account at the transfer agent and/or with banks or brokers. Please vote all of your shares. To ensure that your shares are voted, for each set of proxy materials, please submit your proxy via phone, via the internet or by signing, dating and returning the enclosed proxy card in the enclosed pre-paid envelope.

How do I vote?

You may vote over the internet, the phone, via mail, or at the Annual Meeting. Your proxy will have specific information on the manner in which you can vote your shares.

Can I change my vote after I submit my proxy?

Yes. If you are a record holder, you may revoke your proxy and change your vote at any time before the proxy is voted at the Annual Meeting:

- by submitting a duly executed proxy bearing a later date than your prior proxy;
- by granting a subsequent proxy through the internet or via telephone;
- by giving written notice of revocation to our corporate secretary at or prior to the Annual Meeting; or
- by voting online at the Annual Meeting.

Your most recent proxy is the one that is counted. Your attendance virtually at the Annual Meeting will not by itself revoke your proxy.

If your shares are held in street name, you may change or revoke your voting instructions by following the specific directions provided to you by your bank or broker, or you may vote virtually at the Annual Meeting by obtaining a legal proxy from your bank or broker and submitting the legal proxy along with your ballot at the Annual Meeting.

Who will count the votes?

A representative from Continental will tabulate and certify the votes, and a representative from the Company will act as inspector of elections.

What if I do not specify how my shares are to be voted?

If you are a record holder and you indicate when voting on the Internet or by telephone that you wish to vote as recommended by the Board, then your shares will be voted at the Annual Meeting in accordance with the Board's recommendation on all matters presented for a vote at the Annual Meeting. Similarly, if you are a record holder and submit a proxy but do not indicate any voting instructions, the persons named as proxies will vote in accordance with the recommendations of the Board. The Board's recommendations are indicated on page 2 of this proxy statement, along with the description of each proposal in this proxy statement.

If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, then, the organization that holds your shares may generally vote your shares in their discretion on "routine" matters but cannot vote on "non-routine" matters. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, that organization will inform the inspector of election that it does not have the authority to vote on that matter with respect to your shares. This is generally referred to as a "broker non-vote."

What are broker non-votes and do they count for determining the quorum?

Shares represented by proxies that reflect a broker non-vote will be counted as present for purposes of determining the presence of a quorum. As discussed above, broker non-votes occur when shares held by a broker in "street name" for a beneficial owner are not voted with respect to a particular proposal because (i) the broker has not received voting instructions from the beneficial owner and (ii) the broker lacks discretionary voting power to vote those shares on a particular matter. A broker has discretionary power to vote shares without instruction from the beneficial owner on routine matters, such as the ratification of the appointment of Grant Thornton LLP as our independent registered public accounting firm. Thus, broker

non-votes are not expected on that proposal. On the other hand, absent instructions from the beneficial owner of such shares, a broker is not entitled to vote shares held for a beneficial owner on non-routine matters. Broker non-votes on the election of directors, which is considered a non-routine matter, will have no effect because they are not considered votes cast.

What is an abstention and how will votes withheld and abstentions be treated?

Shares of common stock held by persons attending the Annual Meeting but not voting, and shares represented by proxies that reflect withheld votes or abstentions as to a particular proposal, will be counted as present for purposes of determining the presence of a quorum. A “vote withheld,” in the case of the proposal regarding the election of directors, or an “abstention,” in the case of the ratification of the appointment of Grant Thornton LLP, represents a stockholder’s affirmative choice to decline to vote on a proposal. Votes withheld have no effect on the election of directors, as the seven directors that receive the highest number of votes will be elected, and abstentions are not considered to be a vote cast and will have no effect on the ratification of the appointment of Grant Thornton LLP.

How many votes are required for the approval of the proposals to be voted on and how will abstentions and broker non-votes be treated?

Proposal	Votes Required	Effect of Votes Withheld/Abstentions and Broker Non-Votes
Proposal 1: Election of Directors	The affirmative vote of a plurality of the votes cast by the holders of our common stock for each director nominee.	Votes withheld and broker non-votes will have no effect.
Proposal 2: Amendment to our 2018 Stock Incentive Plan	The affirmative vote of a majority of the votes cast for or against the matter.	Votes withheld and broker non-votes will have no effect.
Proposal 3: Advisory Approval of the Compensation of Named Executive Officers	The affirmative vote of a majority of the votes cast for or against the matter.	Votes withheld and broker non-votes will have no effect.
Proposal 4: Ratification of Appointment of our Independent Registered Public Accounting Firm	The affirmative vote of a majority of the votes cast for or against the matter.	Abstentions will have no effect. We do not expect any broker non-votes on this proposal.

Will any other business be conducted at the Annual Meeting?

We currently know of no other business that will be properly presented at the Annual Meeting. If any such business does properly come before the meeting, however, your shares will be voted in accordance with the best judgement of the proxy holders named on your proxy card.

Where can I find the voting results of the Annual Meeting?

We plan to announce the preliminary voting results at the Annual Meeting and will report the final results in a Current Report on Form 8-K, which we intend to file with the SEC within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the Annual Meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

PROPOSALS TO BE VOTED ON**PROPOSAL ONE – ELECTION OF DIRECTORS**

The following paragraphs provide information as of the date of this Proxy Statement about each director and nominee for director, as furnished to us by the directors and nominees for director. The information presented includes information each such individual has given us about his or her age, all positions he or she holds, his or her principal occupation and business experience for the past five years, and the names of other publicly held companies of which he or she currently serves as a director or has served as a director during the past five years. In addition to the information presented below regarding each such individual's specific experience, qualifications, attributes and skills that led our board of directors to the conclusion that he or she should serve as a director, we also believe that each of our directors and director nominees has a reputation for integrity, honesty and adherence to high ethical standards. Each has demonstrated business acumen and an ability to exercise sound judgment, as well as a commitment of service to our company and our board of directors. Finally, we value their significant experience on other public company boards of directors and board committees.

Information about the number of shares of common stock beneficially owned by each of our directors and nominees for director appears below under the heading "Security Ownership of Certain Beneficial Owners and Management."

There are no family relationships between or among any of our executive officers, directors or nominees for director.

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Independent</u>	<u>Committee Membership</u>
Patrick J. McEnany	76	Chairman, President and CEO		
Richard J. Daly	62	Director	X	Compensation; Nominating and Corporate Governance
Donald A. Denkhaus	77	Director	X	Audit (Chair); Nominating and Corporate Governance
Molly Harper	47	Director	X	Compensation; Nominating and Corporate Governance
Charles B. O’Keeffe	83	Lead Independent Director	X	Audit; Compensation; Nominating and Corporate Governance
Tamar Thompson	49	Director	X	
David S. Tierney, MD	60	Director	X	Compensation (Chair), Nominating and Corporate Governance

In the event any of the nominees should become unable to serve, or for good cause will not serve, as a director, it is intended that votes will be cast for a substitute nominee designated by the Board or the Board may elect to reduce its size. The Board has no reason to believe that the nominees named below will be unable to serve if elected. Each of the nominees has consented to being named in this proxy statement and to serve if elected.

All of the persons whose names and biographies appear below are currently serving as our directors. Each of our directors brings to the Board significant leadership experience derived from their professional experience and service as executives or board members of other corporations and/or private equity and venture capital firms. The process undertaken by the Nominating and Corporate Governance Committee in recommending qualified director candidates is described below under “Board Diversity” and “Director Qualifications and Attributes.” Certain individual qualifications and skills of our directors that contribute to the Board’s effectiveness as a whole are described in the following paragraphs.

Vote Required

The election of directors requires a plurality of the votes cast by the holders of our common stock. A “plurality” means that each director must receive a greater number of votes cast for their retention on the board of directors than those cast against. Consequently, any shares not voted (whether by abstention, broker non-vote or otherwise) have no impact on the election of directors.

The Board of Directors recommends a vote in favor of the seven persons listed above who have been nominated for election to the Board of Directors.

Consideration of Future Nominees

The Nominating & Corporate Governance Committee will consider director candidates recommended by our stockholders. Any stockholder wishing to submit a recommendation with respect to the 2024 Annual Meeting of Stockholders should send a signed letter of recommendation to us at 355 Alhambra Circle, Suite 801, Coral Gables, Florida 33134, Attention: Corporate Secretary. To be considered, recommendation letters must be received between February 6, 2024 and March 7, 2024, and must include: (i) all information about the nominee required to be disclosed in solicitations of proxies in an election contest; (ii) the written consent of the nominee to the nomination and such nominee's willingness to serve if elected; and (iii) the name and address of the stockholder making such recommendation, the class and number of shares of capital stock the stockholder owns, and a representation by the stockholder that such stockholder is a holder of record of stock of the corporation entitled to vote at such meeting and intends to appear, in person or by proxy, to propose such nomination.

INFORMATION REGARDING DIRECTORS

The information set forth below as to the directors and nominees for director has been furnished to us by the directors and nominees for director.

Nominees for Election to the Board:

Patrick J. McEnany is a co-founder of our company and currently serves as our Chairman, President and Chief Executive Officer ("CEO"). Mr. McEnany has been our CEO and a director since our formation in January 2002. He became Chairman and President in March 2006. From 1999 to 2002, Mr. McEnany was a consultant to the pharmaceutical industry. From 1991 to 1997, Mr. McEnany was Chairman and CEO of Royce Laboratories, Inc., a generic pharmaceutical manufacturer. From 1997 to 1998, after the merger of Royce into Watson Pharmaceuticals, Inc., Mr. McEnany served as president of the wholly-owned Royce Laboratories subsidiary and vice president of corporate development for Watson Pharmaceuticals, Inc. From 1993 to 1997, he also served as vice chairman and a director of the National Association of Pharmaceutical Manufacturers. He currently serves on an emeritus board of directors of the Jackson Health Foundation and on the board of directors of the Humane Society of Greater Miami, and over the last 30 years has served as a director for numerous public companies. The Board believes the characteristics that qualify Mr. McEnany as a director to serve on our Board include his long-term experience in the pharmaceutical industry and his extensive business leadership experience.

Richard J. Daly joined our Board in February 2015. Mr. Daly currently serves as President of CARsgen Therapeutics Corporation, an emerging oncology company focused on developing CAR-T therapies for both liquid and solid tumors. From July 2018 through January 2022, Mr. Daly served as Chief Operating Officer of BeyondSpring Pharmaceuticals, a pre-commercial biotech company focused on oncology with assets in late Phase 3 clinical trials. Before joining BeyondSpring in August 2018, (i) from February 2016 to July 2018 Mr. Daly served as Chairman and CEO of Neuralstem, Inc., a biopharmaceutical company focused on the development of central nervous system therapies based on its neuronal stem cell technology, (ii) from October 2014 to September 2016, Mr. Daly served as a partner of RavineRock Partners, a commercial consulting practice focused on biotech and pharmaceuticals, and (iii) from February 2013 to September 2014, Mr. Daly served as President of AstraZeneca US Diabetes. Mr. Daly served on the board of directors of Opiant Pharmaceuticals, and as a member of that board's Compensation and Audit Committees, from 2018 until the sale of that company in 2023. From June 2015 to June 2018 Mr. Daly also served on the Board of Directors of Synergy Pharmaceuticals, where he chaired the Nominations/Corporate Governance Committee and was a member of the Compensation Committee. Mr. Daly received his Bachelor of Science in Microbiology from the University of Notre Dame in 1983 and his MBA from the Kellogg School of Management, Northwestern University in 1998. The Board believes that the

characteristics that qualify Mr. Daly to be a director of our company include his significant pharmaceutical industry experience and his experience in launching and managing sales of numerous pharmaceutical products, including several products that are used to treat orphan/rare diseases.

Donald A. Denkhaus joined our Board in February 2015 and currently chairs the Audit Committee of our Board. Since 2005, Mr. Denkhaus has been Chairman and Chief Financial Officer of The Kitchen, LLC, a company providing language dubbing and subtitling services to the media and entertainment industry. From 1970 through 2002, Mr. Denkhaus, who is a retired certified public accountant, worked for Arthur Andersen LLP, a global professional services organization, where he was an audit partner for twenty-two years and held numerous leadership positions, including as head of Andersen's South Florida audit practice and, from 1998 through 2002, as Audit Practice Partner responsible for Andersen's offices in Florida and Puerto Rico. From 2010 to 2013, Mr. Denkhaus was Chair of Nuovo Biologics, a privately held biotech company that was developing an antiviral drug for animal use, and, from 2004 until its sale in 2009, Mr. Denkhaus served on the board of directors and as chair of the audit committee of Noven Pharmaceuticals, a publicly-traded specialty pharmaceutical company focused on women's health and psychiatry. Mr. Denkhaus received a Master's in Business Administration degree with a major in finance from the University of Maryland and a Bachelor of Business Administration with a major in accounting from Kent State University. The Board believes that the characteristics that qualify Mr. Denkhaus to be a member of our Board include his extensive financial experience and his prior experience serving as a director of two pharmaceutical companies, one of which was publicly-traded.

Molly Harper joined our Board in June 2021. Ms. Harper has over 20 years of experience focusing on strategic planning and cross-functional leadership at life sciences companies of all sizes. Since September 2021, Ms. Harper has been the Chief Business Officer of Synlogic, Inc., a clinical-stage biopharmaceutical company focused on the discovery and development of Synthetic Biotics using Synlogic's proprietary drug discovery and development platform. Prior thereto, from May 2020 until September 2021, Ms. Harper served as Executive Vice President of Operations for Relmada Therapeutics, Inc., a late-stage biotechnology company addressing diseases of the central nervous system. Prior to joining Relmada, Ms. Harper served in positions of increasing responsibility with Akcea Therapeutics, a development and commercialization company focused on rare diseases, where she was most recently Senior Vice President and Global Franchise General Manager with cross-functional responsibility for a six drug portfolio including two approved rare disease drugs. She was one of the first employees at Akcea, which she joined as VP of Commercial Development. Prior to joining Akcea, Ms. Harper was Head of US Endocrinology in the Rare Disease division of Sanofi Genzyme. Ms. Harper's experience at Genzyme included global and U.S. marketing leadership positions, and she previously held positions across sales and marketing in both primary care and hospital businesses at Merck & Co. Prior to joining Merck, Ms. Harper worked in life sciences equity research at UBS Warburg, and as a strategy consultant with The Wilkerson Group/IBM. Ms. Harper received her Bachelor of Arts from Cornell University and her Master of Business Administration from the Wharton School of the University of Pennsylvania. Ms. Harper also serves on the Board of Directors of PreciseDx, a privately held oncology AI pathology company. The Board believes that the characteristics that qualify Ms. Harper to be a director of our company include her significant pharmaceutical industry experience and her experience in pharmaceutical company operations overseeing the development, launch and commercialization of several pharmaceutical products, including several products that are used to treat orphan/rare diseases.

Charles B. O'Keeffe has served as a member of our Board since December 2004 and became our lead independent director in July 2011. Mr. O'Keeffe also served as a consultant to us from December 2004 until June 2011. Mr. O'Keeffe is a Professor in the Departments of Pharmacology, Epidemiology and Community Health at Virginia Commonwealth University ("VCU") and has served in such capacity since January 1, 2004. Mr. O'Keeffe joined VCU after retiring as President and Chief Executive Officer of Reckitt Benckiser Pharmaceuticals, Inc., a position Mr. O'Keeffe held from 1991 until 2003. As President

of Drug Abuse Rehabilitation Services (from 1970 until 1971), he developed the first child-resistant, abuse-resistant vehicle for dispensing methadone. He served as president of Washington Reference Laboratories from 1972 until 1975, which provided toxicology services to the Department of Defense during the Vietnam War. He has served in the White House (from 1970 until 1973 and from 1976 until 1980) for three presidents—as advisor, special assistant for international health and deputy director for international affairs in the Office of Drug Abuse Policy—and has served on U.S. delegations to the World Health Assembly and the U.N. Commission on Narcotic Drugs. The Board believes the characteristics that qualify Mr. O’Keeffe to serve as a member of our Board include his extensive history of leadership roles in the pharmaceutical industry and his extensive knowledge of all parts of the pharmaceutical industry.

Tamar Thompson joined our Board on May 25, 2023. Ms. Thompson has served as Vice President/Head of Global Corporate Affairs for Alexion Pharmaceuticals/AstraZeneca Rare Disease since 2021, when Alexion was acquired by AstraZeneca. Prior thereto, from 2019 to 2021, Ms. Thompson was Vice President, Global Corporate Affairs for Alexion Pharmaceuticals. Further, prior to joining Alexion, from February 2015 to November 2019, when she joined Alexion, Ms. Thompson served in several capacities for Bristol-Myers Squibb Company, most recently as executive director of State Government Affairs and Federal Policy. Prior to joining Bristol-Myers Squibb, Ms. Thompson was a strategic policy advisor and consultant for premiere Washington, DC based governmental affairs firms, including ADVI, Kimbell and Associates and Avalere Health. Finally, since 2020, Ms. Thompson has served as an independent director of Avidity Biosciences, Inc., where she serves on the Nominating and Governance Committee and on the Compensation Committee of that board. She also serves as Vice Chair of the board of directors of MassBio, a premier state level trade association representing the biotech sector in Massachusetts. Ms. Thompson holds an M.S. in Health Sciences with a concentration in Public Health from Trident University in Cypress, California. The Board believes that Ms. Thompson’s extensive health policy and government affairs experience, as well as her focus on rare diseases in her current position, have contributed to our Board of Directors’ conclusion that she should serve as a Director of our company.

David S. Tierney, M.D. has served as a member of our Board since October 2002 and currently chairs the Compensation Committee of our Board. Dr. Tierney currently serves as Chief Executive Officer and Director of Aramis Biosciences, a privately held clinical stage ophthalmology pharmaceutical company. From February 2020 until December 2020, Dr. Tierney served as CEO of Pharma Two B, a CNS specialty pharmaceutical company. From September 2018 until January 2020, Dr. Tierney served as President & CEO of BioPharmX Corporation, a dermatology specialty pharmaceutical company. He also served on the Board of Directors of BioPharmX from September 2018 until May 2020. From January 2014 until March 2018, he served as President & CEO of Icon Bioscience, Inc., a privately held ophthalmic drug delivery company. Dr. Tierney served as President and Chief Operating Officer (and a member of the board of directors) of Oceana Therapeutics, Inc., a private specialty pharmaceutical company between the organization of that company in 2008 and the sale of that company to Salix Pharmaceuticals, Ltd. in December 2011. Dr. Tierney also served as the President and CEO (and as a member of the board of directors) of Valera Pharmaceuticals, Inc. a specialty pharmaceutical company, between August 2000 and April 2007, when Valera completed a merger with Indevus Pharmaceuticals, Inc. Further, from January 2000 to August 2000, Dr. Tierney served as President of Biovail Technologies, a division of Biovail Corporation, a Canadian drug delivery company, where he was responsible for all of Biovail’s research and development, regulatory and clinical activities. Finally, from March 1997 to January 2000, Dr. Tierney was Senior Vice President of Drug Development at Roberts Pharmaceutical Corporation, where he was responsible for all research and development activities, and for drug development, medical affairs, worldwide regulatory affairs and chemical process development, as well as being part of the executive management team, and from December 1989 to March 1997, Dr. Tierney was employed by Élan Corporation, a pharmaceutical company, in a variety of management positions. Dr. Tierney was until recently a director of Kempharm, Inc. (n/k/a Zevra Therapeutics) and is currently a director of Bimeda, Inc. Dr. Tierney received his medical degree from the Royal College of Surgeons in Dublin, Ireland and was

subsequently trained in internal medicine. The Board believes the characteristics that qualify Dr. Tierney to serve on our Board include his business leadership experience and his pharmaceutical industry experience.

MEMBER OF THE BOARD OF DIRECTORS NOT STANDING FOR RE-ELECTION

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Independent</u>	<u>Committee Membership</u>
Philip H. Coelho	79	Director	X	Audit; Nominating and Corporate Governance (Chair)

Philip H. Coelho has served as a member of our board of directors since October 2002. On March 29, 2023, Mr. Coelho informed the board of directors of his decision not to stand for re-election at the Annual Meeting when his current term expires. Upon the expiration of his term as a director, Mr. Coelho will also cease serving as the chair of our Nominating and Corporate Governance Committee and as a member of our Audit Committee.

CORPORATE GOVERNANCE

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 (the “**Exchange Act**”) requires our officers and directors and persons who own more than 10% of our outstanding common stock to file with the Securities and Exchange Commission reports of changes in their ownership of common stock. Officers, directors, and greater than 10% stockholders are also required to furnish us with copies of all forms they file under this regulation. To our knowledge, based solely on a review of the copies of such reports furnished to us and representations made to us that no other reports were required, during the year ended December 31, 2022 all Section 16(a) filings required to be filed by our officers, directors, and greater than 10% stockholders were timely filed.

Independent Directors

As required under applicable NASDAQ listing standards, a majority of the members of a listed company’s board of directors must qualify as “independent,” as affirmatively determined by the listed company’s board of directors. The Board consults with our counsel to ensure that its determinations are consistent with all relevant securities and other laws and regulations regarding the definition of “independent,” including those set forth in pertinent NASDAQ listing standards, as in effect from time to time. Consistent with these considerations, the Board has affirmatively determined that all of our directors (other than Mr. McEnany, who serves as our CEO) are “independent directors” within the meaning of the applicable NASDAQ listing standards.

Corporate Governance

Our Board and management are committed to utilizing good corporate governance practices to ensure we are managed for the long-term benefit of our stockholders. We have in place a variety of policies and practices to promote good corporate governance. A majority of our Board is independent, in accordance with applicable NASDAQ listing standards, and all members of the Audit Committee, Compensation Committee, and Nominating & Corporate Governance Committee of our Board also meet applicable NASDAQ listing standards for independence. We have also established:

- written charters for the Audit, Compensation, and Nominating & Corporate Governance Committees that address corporate governance practices in accordance with the Sarbanes-Oxley Act, current NASDAQ corporate governance guidelines, and other applicable rules and regulations;

-
- a Code of Business Conduct and Ethics applicable to our officers, directors, and employees;
 - a procedure for receipt and treatment of anonymous and confidential complaints or concerns on any matter, including audit or accounting matters; and
 - disclosure control policies and procedures.

The Nominating & Corporate Governance Committee is responsible for establishing and reviewing our corporate governance guidelines from time to time and reporting and making recommendations to the Board concerning corporate governance matters. Among the matters addressed by our corporate governance guidelines are:

- Director Independence – Independent directors shall constitute at least a majority of our Board and of our Board committees in accordance with the independence standards set forth in the applicable NASDAQ listing standards.
- Executive Sessions of Independent Directors – Our independent directors regularly meet in executive session without management present.

Copies of our Code of Business Conduct and Ethics can be found on the corporate governance page of the Investor Relations section of our website, which is located at <http://ir.catalystpharma.com/governance.cfm>.

Board Diversity

Our Nominating & Corporate Governance Committee considers diversity as one of several factors relating to overall composition when recommending nominations to our Board. Although we do not have a formal policy governing how diversity is considered, the Nominating & Corporate Governance Committee believes that diversity is an aspect that should be considered with respect to director nominations. The Nominating & Corporate Governance Committee considers diversity by examining the entire Board membership and construes board diversity broadly to include many factors, including, but not limited to, gender, age, race and ethnicity. As a result, the Nominating & Corporate Governance Committee strives to ensure when recommending nominations to our Board that our Board is represented by individuals with a variety of different opinions, perspectives, personal, professional, and industry experience and backgrounds, skills, and expertise.

Information about the diversity of our Board of Directors and our Board Diversity Matrix is as follows. Information is as of the conclusion of the Annual Meeting and assumes that all directors standing for re-election have indeed been re-elected to the Board.

[chart on next page]

	Female	Male	Non-Binary	Did Not Disclose Gender
Part I: Gender Identity				
Directors	2	5	—	—
Part II: Demographic Background				
African-American or Black	1	—	—	—
Alaskan Native or Native American	—	—	—	—
Hispanic or Latinx	—	—	—	—
Native Hawaiian or Pacific Islander	—	—	—	—
White	1	5	—	—
Two or More Races or Ethnicities	—	—	—	—
LGBTQ+	—	—	—	—

The table above provides certain information regarding the composition of our Board. Each of the categories listed in the above table has the meaning as it is used in Nasdaq Rule 5605(f) and related instructions.

Director Qualifications and Attributes

We have concluded that all of our directors have the skills, experience, knowledge, and personal attributes that are necessary to effectively serve on our Board and to contribute to the overall success of the Company. We believe that the diverse professional background of each of our directors ensures that we have a Board that has a broad range of industry-related knowledge, experience, and business acumen.

Leadership Structure

Patrick J. McEnany serves as both our Chairman of the Board and CEO. The Board and its independent members believe that the most effective board leadership structure at the present time is for the CEO to serve as both Chairman of the Board and CEO, a structure that has served us well in the past. The independent members of the Board believe that because the CEO is ultimately responsible for our day-to-day operations and for executing our strategy, and because our performance is an integral part of the deliberations undertaken by the Board, the CEO is the director best qualified to act as the Chairman of the Board. The Board reserves the authority to modify this structure to best address and advance the interests of all stockholders, as and when appropriate.

The Board believes that independent oversight of management is also an important component of an effective board of directors. The Board believes that, for the reasons set forth below, our existing corporate governance practices achieve independent oversight and management accountability. Our governance practices provide for strong independent leadership, independent discussion among directors and for independent evaluation of, and communication with, our officers. These governance practices are reflected in our various committee charters, which are available on our website at www.catalystpharma.com. Some of the relevant processes and other corporate governance practices include:

- At each regularly scheduled Board meeting, all of our independent directors meet in an executive session without Mr. McEnany. In these executive sessions, the independent directors deliberate on matters such as those involving the performance of our officers.

-
- Each of our directors is elected annually by our stockholders.
 - All of our directors, except for Mr. McEnany, are independent directors. Each director is an equal participant in decisions made by the full Board. All of the committees of the Board are comprised of only independent directors.

Lead Independent Director

The Board has appointed a non-management director to serve in a lead capacity (the “**Lead Independent Director**”) to perform such duties and responsibilities as the Board may determine. Charles B. O’Keeffe serves as the Lead Independent Director. The role of the Lead Independent Director includes:

- in consultation with the Chairman, determining the length and timing of Board meetings, including regular and special meetings;
- determining the agenda and materials to be provided to directors in advance of each meeting of the Board;
- serving as chair of executive sessions of the Board and other meetings of the Board in the absence of the Chairman of the Board;
- serving as liaison between the Chairman of the Board and the other independent directors;
- overseeing the Board’s stockholder communication policies and procedures; and
- calling meetings of independent directors.

Board Meetings and Attendance at Board and Board Committee Meetings

During 2022, our Board held ten meetings and took actions by unanimous written consent on three occasions. For 2022, all of our directors attended at least 75% or more of the aggregate number of meetings held by our Board and the Board committees on which they served. Four of our seven directors attended the 2022 Annual Meeting of Stockholders which was held on September 19, 2022. Directors are encouraged, but not required, to attend the Annual Meeting.

Audit Committee

The Audit Committee assists the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing, and reporting practices of our company, and such other duties as directed by the Board. The committee’s purpose is to oversee our accounting and financial reporting processes, the audits of our financial statements, the qualifications of the independent registered public accounting firm engaged as our independent auditor to prepare or issue an audit report on our financial statements, and the performance of our internal and independent auditors. The committee’s role includes a particular focus on the qualitative aspects of financial reporting to stockholders, our processes to manage business and financial risk, and compliance with applicable legal, ethical, and regulatory requirements. The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of our independent auditor.

The Board has determined that Donald A. Denkhaus, the current chair of the Audit Committee, is an “audit committee financial expert” as defined in Regulation S-K under the Exchange Act.

The Audit Committee held four meetings in 2022 and took two actions by unanimous written consent. The Audit Committee operates under a written charter which describes the role, responsibilities, and functioning of the Audit Committee. The Audit Committee’s charter can be found at <http://ir.catalystpharma.com/governance.cfm>.

Compensation Committee

The role of the Compensation Committee is to discharge the Board’s responsibilities related to compensation of our executive officers, to produce an annual report on executive compensation for inclusion in our Form 10-K or proxy statement, and to oversee and advise the Board on the adoption of policies that govern our compensation programs, including our stock incentive plans and our benefit plans. The Compensation Committee held five meetings in 2022 and took three actions by unanimous written consent. The Compensation Committee operates under a written charter which describes the role, responsibilities, and functioning of the Compensation Committee. A copy of this charter can be found on our website at <http://ir.catalystpharma.com/governance.cfm>. Pursuant to its charter, the Compensation Committee has authority to retain compensation consultants to assist in its evaluation of executive and director compensation.

Nominating & Corporate Governance Committee

The role of the Nominating & Corporate Governance Committee (“**N&CG Committee**”) is to appoint nominees for election to our Board, to identify and recommend candidates to fill vacancies between annual stockholder meetings, to review, evaluate and recommend changes to our corporate governance policies, and to review our policies and programs that relate to matters of corporate responsibility, including public issues of significance to our company and our stockholders. The N&CG Committee held two meetings in 2022. The N&CG Committee operates under a written charter which describes the role, responsibilities, and functioning of the N&CG Committee. A copy of the N&CG Committee’s charter can be found on our website at <http://ir.catalystpharma.com/governance.cfm>.

Risk Oversight

Risk oversight is administered through the Board as a whole. The Board does not believe that risk management issues have an effect on our leadership structure. The Board provides feedback to management at regularly held Board meetings. The independent directors meet in executive session at each regular meeting of the Board and provide insight to our management on a variety of topics, including risk oversight.

COMPENSATION OF DIRECTORS

The following table provides information regarding compensation earned by our non-employee directors for the year ended December 31, 2022:

Name	Fees Earned or Paid in Cash (\$)	Stock Based Awards (1) (2) (\$)	Total (\$)
Philip H. Coelho	71,000	327,052	398,052
Charles B. O’Keeffe	98,625	327,052	425,677
David S. Tierney	71,000	327,052	398,052
Donald A. Denkhaus	76,250	327,052	403,302
Richard Daly	63,125	327,052	390,177
Molly Harper	63,125	327,052	390,177

Footnotes on next page

- (1) The amounts reported in this column represent the grant date fair value of stock option awards granted in accordance with FASB ASC Topic 718 for 2022.
- (2) The aggregate number of stock options held by each non-employee director as of December 31, 2022 is indicated in the table below:

Name	Number of Options	Number of Unvested RSUs
Philip H. Coelho	298,500	16,000
Charles B. O’Keeffe	298,500	16,000
David S. Tierney	298,500	16,000
Donald A. Denkhaus	298,500	16,000
Richard Daly	298,500	16,000
Molly Harper	95,000	16,000

2022 Compensation of Directors

For 2022, non-employee directors received an annual retainer of \$50,000, the chairs of the Audit, Compensation and N&CG Committees received an additional retainer of \$21,000, \$15,750 and \$10,500, respectively, and members of the Audit, Compensation and N&CG Committees received an additional retainer of \$10,500, \$7,875 and \$5,250, respectively. Additionally, the Lead Director received an additional fee of \$25,000 for his services as lead director. No meeting fees were paid. Further, directors received a grant of stock options and RSUs for 2022 services.

PROPOSAL TWO – AMENDING OUR 2018 STOCK INCENTIVE PLAN

Stock-based compensation is a fundamental component of our compensation program. Our equity compensation program is designed to attract and retain key employees, directors and consultants, many of whom view equity incentives as a key component of their compensation. Stock-based compensation encourages and rewards employee performance and helps align employee interests with those of our stockholders. We currently award stock options on an annual basis to our employees and to members of our Board of Directors as part of our overall compensation package for each year. The amendment will add additional shares into our 2018 Stock Incentive Plan (the “**2018 Plan**”) so that we are able to continue to grant stock-based awards in order to continue to motivate existing key employees, consultants and members of our Board of Directors and align their financial interests with those of our stockholders.

Upon recommendation from the Compensation Committee, the Board of Directors approved an amendment to our 2018 Stock Incentive Plan (the “**Amendment**”) on May 25, 2023. The Board of Directors believes that the Amendment serves a critical role in attracting and retaining the high-caliber employees, consultants and directors that are essential to our success and in motivating these individuals to strive to reach our goals.

By approving the Amendment, stockholders will be approving the addition of three million shares to the 2018 Plan, representing approximately 2.8% of our outstanding common stock as of the Record Date on a fully diluted basis. The 2018 Plan, as amended previously, has reserved 15 million shares of common stock for issuance, 1,675,960 of which remain available for future issuance. This Amendment will increase the number of shares available for issuance to 18 million shares, 4,675,960 of which will remain available for future issuance. Such terms are described in “2018 Stock Incentive Plan” below.

Vote Required

This proposal requires the affirmative vote of the holders of a majority in voting power of the votes cast affirmatively or negatively. Abstentions and broker non-votes are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote on this proposal.

The Board unanimously recommends a vote FOR the proposal to amend our 2018 Stock Incentive Plan to add an additional three million shares to the Plan.

2018 STOCK INCENTIVE PLAN

In February 2018, our Board adopted the 2018 Plan, which became effective in May 2018 when the 2018 Plan was approved by our stockholders at the 2018 annual meeting of stockholders. Amendments adding additional shares to the 2018 Plan were approved by our stockholders at the 2020 annual meeting of stockholders and at the 2021 annual meeting of stockholders.

Administration

The Compensation Committee of the Board administers the 2018 Plan and determines which persons will receive grants of awards and the type of award to be granted to such persons. The Compensation Committee will also interpret the provisions of the 2018 Plan and make all other determinations that it deems necessary or advisable for the administration of the 2018 Plan.

Eligibility to Participate in the 2018 Plan

All eligible individuals are able to participate in the 2018 Plan. Eligible individuals include our directors, officers, employees, independent contractors and consultants, as well as individuals who have accepted an offer of employment from us. As of the date of this proxy statement, six non-employee directors, seven executive officers, approximately 128 other employees, and approximately seven consultants are eligible to receive grants under the 2018 Plan.

Because benefits under the 2018 Plan will require future actions by the Compensation Committee and the fair market value of our common stock at various dates, it is not possible to determine the benefits that will be received by eligible individuals under the 2018 Plan, if any. The securities that are underlying grants of awards under the 2018 Plan is our common stock.

Form of Awards

Awards under the 2018 Plan may be granted in any one or all of the following forms: (i) Incentive Stock Options within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended (the “**Code**”), (ii) stock options that are not Incentive Stock Options (“**Non-Qualified Stock Options**”, unless otherwise noted herein, “**Options**” refers to both Incentive Stock Options and Non-Qualified Stock Options), (iii) the right to receive all or some portion of the increase in value of a fixed number of shares of the Company’s common stock (“**Stock Appreciation Rights**” or “**SARs**”), which may be awarded either in tandem with Options or on a stand-alone basis, (iv) shares of Common Stock that are restricted (“**Restricted Shares**”), (v) the right to receive shares of the Company’s common stock at the end of a specified period (“**RSUs**”), (vi) the right to receive a fixed number of shares of the Company’s common stock, or the cash equivalent, which is contingent on the achievement of certain performance goals (“**Performance Shares**”), and (vii) the right to receive a designated dollar value, or shares of the Company’s common stock of the equivalent value, which is contingent on the achievement of certain performance goals (“**Performance Units**”).

Stock Options

Options may be granted under the 2018 Plan for the purchase of shares of our common stock. The Compensation Committee may designate Options as either Incentive Stock Options or Non-Qualified Stock Options. The term of each Option granted will be determined by the Compensation Committee. However, no Incentive Stock Option will be exercisable more than ten years after the date it is granted, or in the case of an Incentive Stock Option granted to an employee owning more than 10% of the total combined voting power of all classes of stock of the Company (a “**10% Stockholder**”), more than five years after the date it is granted.

The purchase price per share under each Incentive Stock Option will be specified by the Compensation Committee, but in no event may it be less than 100% of the market price per share of our common stock on the date the Incentive Stock Option is granted. In the case of an Incentive Stock Option granted to a 10% Stockholder, the purchase price per share must not be less than 110% of the market price of our common stock on the date of grant.

Options may be exercised in whole or in part. Payment for such exercise must be made in cash or through the delivery to the Company of shares of common stock previously owned by the Option holder. The Compensation Committee, in its sole and absolute discretion, may allow other forms of payment.

Stock Appreciation Rights

Stock Appreciation Rights may be awarded by the Compensation Committee in such amounts and on such terms and conditions as the Compensation Committee shall determine, in its sole and absolute discretion. The terms and conditions of any Stock Appreciation Right shall be substantially identical to the terms and conditions that would apply if the grant of such Stock Appreciation Right had been the grant of an Option.

Upon exercise of a Stock Appreciation Right, the owner of such Stock Appreciation Right shall be entitled to receive payment in cash, in shares of common stock, or a combination thereof, as determined by the Compensation Committee in its sole and absolute discretion. The amount of such payment shall be determined by multiplying the excess, if any, of the fair market value of a share of common stock on the date of exercise over the fair market value of the common stock on the grant date, by the number of shares of common stock with respect to which the Stock Appreciation Rights are being exercised.

Restricted Stock

Shares of Restricted Stock may be granted, in such amounts and on such terms and conditions as the Compensation Committee may determine, in its sole and absolute discretion. The Compensation Committee shall impose such restrictions on any Restricted Stock granted under the 2018 Plan as it may deem advisable.

Except as provided by the Compensation Committee in its sole and absolute discretion, Restricted Stock granted under the 2018 Plan will vest over a four year period after the grant date in equal annual increments of 25%. Shares of Restricted Stock may also be granted subject to performance goals, and such shares will be released from restrictions only after the attainment of such performance goals has been certified by the Compensation Committee.

Unless otherwise provided by the Compensation Committee, until the expiration of all applicable restrictions, and subject to the terms of the Plan, (i) the Restricted Stock is treated as outstanding common stock in the Company, (ii) the participant holding shares of Restricted Stock may exercise full voting rights with respect to such shares, and (iii) the participant holding shares of Restricted Stock is entitled to all dividends and other distributions paid with respect to such shares while they are so held.

RSUs

RSUs may be granted, in such amounts and on such terms and conditions as the Compensation Committee may determine, in its sole and absolute discretion. The Compensation Committee shall impose such restrictions on any RSUs granted under the 2018 Plan as it may deem advisable. Unless otherwise provided by the Compensation Committee in an award agreement, upon the expiration of all applicable restrictions, shares of the Company's common stock will be paid within 60 days following the date the restrictions lapse. Participant's holding RSUs will not have any rights of a stockholder until the underlying shares of the Company's common stock are delivered.

Performance Shares and Performance Units

Performance Shares and Performance Units may be granted, in such amounts and on such terms and conditions as the Compensation Committee may determine, in its sole and absolute discretion. Performance Shares and Performance Units will be subject to the attainment of one or more pre-established performance goals. Such performance goals shall be established by the Committee in writing (other than options and SARs) and shall be based on one or more of the following business criteria: (i) the attainment of certain target levels of, or a specified increase in, the Company's enterprise value or value creation targets; (ii) the attainment of certain target levels of, or a percentage increase in, the Company's after-tax or pre-tax profits including, without limitation, that attributable to the Company's continuing and/or other operations; (iii) the attainment of certain target levels of, or a specified increase relating to, the Company's operational cash flow or working capital, or a component thereof; (iv) the attainment of certain target levels of, or a specified decrease relating to, the Company's operational costs, or a component thereof; (v) the attainment of a certain level of reduction of, or other specified objectives with regard to limiting the level of increase in all or a portion of bank debt or other of the Company's long-term or short-term public or private debt or other similar financial obligations of the Company, which may be calculated net of cash balances and/or other offsets and adjustments as may be established by the Committee; (vi) the attainment of a specified percentage increase in earnings per share or earnings per share from the Company's continuing operations; (vii) the attainment of certain target levels of, or a specified percentage increase in, the Company's net sales, revenues, net income or earnings before income tax or other exclusions; (viii) the attainment of certain target levels of, or a specified increase in, the Company's return on capital employed or return on invested capital; (ix) the attainment of certain target levels of, or a percentage increase in, the Company's after-tax or pre-tax return on stockholder equity; (x) the attainment of certain target levels in the fair market value of the Company's common stock; (xi) the growth in the value of an investment in the common stock assuming the reinvestment of dividends; (xii) the attainment of certain target levels of, or a specified increase in, EBITDA (earnings before income tax, depreciation and amortization); and/or attainment of synergies and cost reductions in connection with mergers, acquisitions and similar corporate transactions involving the Company. As soon as practicable after the end of a performance period (as set forth by the Compensation Committee), the Compensation Committee shall determine to what extent the Performance Shares or Performance Units have been earned on the basis of the Company's performance.

Transferability of Awards

Awards are non-transferable other than by will or by the laws of descent and distribution or as otherwise expressly allowed by the Compensation Committee pursuant to a gift to members of an eligible person's immediate family. The gift may be directly or indirectly transferred, by means of a trust, partnership, or otherwise. Stock options and SARs may be exercised only by the optionee, any such permitted transferee or a guardian, legal representative or beneficiary.

Treatment of Awards upon a Change in Control

If there is a change in control of Catalyst Pharmaceuticals, Inc., any award that is not exercisable and vested may immediately become exercisable and vested in the sole and absolute discretion of the Compensation Committee. Vested awards will be deemed earned and payable in full. The Compensation Committee may also terminate the awards, entitling participants to a cash payment. If we are liquidated or dissolved, awards may also be converted into the right to receive liquidation proceeds. In the event that the Compensation Committee does not terminate or convert an award upon a change of control, then the award will be assumed, or substantially equivalent awards will be substituted, by the acquiring or succeeding corporation.

Amendments, Modifications and Termination

Our Board may, at any time, amend, suspend or terminate the 2018 Plan, but the Board may not impair the rights of holders of outstanding awards without the holder's consent. No amendment to the 2018 Plan may be made without consent of our stockholders. In the event that an award is granted to a person residing outside of the United States, the Board may, at its discretion, modify the terms of the agreement to comply with the laws of the country of which the eligible individual is a resident. The 2018 Plan will terminate 10 years after its effective date.

Material Federal Income Tax Consequences

The following is a brief description of the principal federal income tax consequences, as of the date of this proxy statement, associated with the grant of awards under the 2018 Plan. This summary is based on our understanding of present United States federal income tax law and regulations. The summary does not purport to be complete or applicable to every specific situation. Furthermore, the following discussion does not address foreign, state or local tax consequences.

Stock Options

Grant. There is generally no United States federal income tax consequence to the participant solely by reason of the grant of incentive stock options or nonqualified stock options under the 2018 Plan, assuming the exercise price of the option is not less than the fair market value of the shares on the date of grant.

Exercise. The exercise of an incentive stock option is not a taxable event for regular federal income tax purposes if certain requirements are satisfied, including the requirement that the participant generally must exercise the incentive stock option no later than three months following the termination of the participant's employment with us. However, such exercise may give rise to alternative minimum tax liability (see "Alternative Minimum Tax" below). Upon the exercise of a nonqualified stock option, the participant will generally recognize ordinary income in an amount equal to the excess of the fair market value of the shares at the time of exercise over the amount paid by the participant as the exercise price. The ordinary income recognized in connection with the exercise by a participant of a nonqualified stock option will be subject to both wage and employment tax withholding, and we generally will be entitled to a corresponding deduction.

The participant's tax basis in the shares acquired pursuant to the exercise of an option will be the amount paid upon exercise plus, in the case of a nonqualified stock option, the amount of ordinary income, if any, recognized by the participant upon exercise thereof.

Disqualifying Disposition. If the participant disposes of shares of our common stock acquired upon the exercise of an incentive stock option (other than in certain tax free transactions) within two years from the date on which the incentive stock option was granted or within one year after the transfer of shares to the participant pursuant to the exercise of the incentive stock option, at the time of disposition the participant will generally recognize ordinary income equal to the lesser of: (i) the excess of each such share's fair market value on the date of exercise over the exercise price paid by the participant, or (ii) the participant's actual gain. If the total amount realized on a taxable disposition (including return on capital and capital gain) exceeds the fair market value on the date of exercise of the shares of our common stock purchased by the participant under the option, the participant will recognize a capital gain in the amount of the excess. If the participant incurs a loss on the disposition (the total amount realized is less than the exercise price paid by the participant), the loss will be a capital loss.

Other Disposition. If a participant disposes of shares of our common stock acquired upon exercise of a nonqualified stock option in a taxable transaction, the participant will recognize capital gain or loss in an amount equal to the difference between the participant's basis (as discussed above) in the shares sold and the total amount realized upon disposition. Any such capital gain or loss (and any capital gain or loss recognized on a disqualifying disposition of shares of our common stock acquired upon exercise of incentive stock options as discussed above) will be short-term or long-term depending on whether the shares of our common stock were held for more than one year from the date such shares were transferred to the participant.

Alternative Minimum Tax. Alternative minimum tax is payable if and to the extent the amount thereof exceeds the amount of the taxpayer's regular tax liability, and any alternative minimum tax paid generally may be credited against future regular tax liability (but not future alternative minimum tax liability). Alternative minimum tax applies to alternative minimum taxable income. Generally, regular taxable income as adjusted for tax preferences and other items is treated differently under the alternative minimum tax.

For alternative minimum tax purposes, the spread upon exercise of an incentive stock option (but not a nonqualified stock option) will be included in alternative minimum taxable income, and the taxpayer will receive a tax basis equal to the fair market value of the shares of our common stock at such time for subsequent alternative minimum tax purposes. However, if the participant disposes of the incentive stock option shares in the year of exercise, the alternative minimum tax income cannot exceed the gain recognized for regular tax purposes, provided that the disposition meets certain third party requirements for limiting the gain on a disqualifying disposition. If there is a disqualifying disposition in a year other than the year of exercise, the income on the disqualifying disposition is not considered alternative minimum taxable income.

There are no federal income tax consequences to us by reason of the grant of incentive stock options or nonqualified stock options or the exercise of an incentive stock option (other than disqualifying dispositions). At the time the participant recognizes ordinary income from the exercise of a nonqualified stock option, we will be entitled to a federal income tax deduction in the amount of the ordinary income so recognized (as described above), provided that we satisfy our reporting obligations described below. To the extent the participant recognizes ordinary income by reason of a disqualifying disposition of the stock acquired upon exercise of an incentive stock option, and subject to the requirement of reasonableness, the provisions of Section 162(m) of the Code and the satisfaction of a tax reporting obligation, we generally will be entitled to a corresponding deduction in the year in which the disposition occurs. We are required to report to the Internal Revenue Service any ordinary income recognized by any participant by reason of the exercise of a nonqualified stock option. We are required to withhold income and employment taxes (and pay the employer's share of the employment taxes) with respect to ordinary income recognized by the participant upon exercise of nonqualified stock options.

Stock Appreciation Rights

There are generally no tax consequences to the participant or us by reason of the grant of stock appreciation rights. In general, upon exercise of a stock appreciation rights award, the participant will recognize taxable ordinary income equal to the excess of the stock's fair market value on the date of exercise over the stock appreciation rights' base price, or the amount payable. Generally, with respect to employees, we are required to withhold from regular wages or supplemental wage payments an amount based on the ordinary income recognized. Subject to the requirement of reasonableness, the provisions of Section 162(m) of the Code and the satisfaction of a tax reporting obligation, we generally will be entitled to a business expense deduction equal to the taxable ordinary income realized by the participant.

Restricted Stock

Unless a participant makes a Section 83(b) election, as described below, with respect to restricted stock granted under the 2018 Plan, a participant receiving such an award will not recognize U.S. taxable ordinary income and we will not be allowed a deduction at the time such award is granted. While an award remains unvested or otherwise subject to a substantial risk of forfeiture, a participant will recognize compensation income equal to the amount of any dividends received and we will be allowed a deduction in a like amount. When an award vests or otherwise ceases to be subject to a substantial risk of forfeiture, the excess of the fair market value of the award on the date of vesting or the cessation of the substantial risk of forfeiture over the amount paid, if any, by the participant for the award will be ordinary income to the participant and will be claimed as a deduction for federal income tax purposes by us. Upon disposition of the shares received, the gain or loss recognized by the participant will be treated as capital gain or loss, and the capital gain or loss will be short-term or long-term depending upon whether the participant held the shares for more than one year following the vesting or cessation of the substantial risk of forfeiture.

However, by filing a Section 83(b) election with the Internal Revenue Service within 30 days after the date of grant, a participant's ordinary income and commencement of holding period and the deduction will be determined as of the date of grant. In such a case, the amount of ordinary income recognized by such a participant and deductible by us will be equal to the excess of the fair market value of the award as of the date of grant over the amount paid, if any, by the participant for the award. If such election is made and a participant thereafter forfeits his or her award, no refund or deduction will be allowed for the amount previously included in such participant's income.

Generally, with respect to employees, we are required to withhold from regular wages or supplemental wage payments an amount based on the ordinary income recognized. Subject to the requirement of reasonableness, the provisions of Section 162(m) of the Code the satisfaction of a tax reporting obligation and any tax withholding condition, we generally will be entitled to a business expense deduction equal to the taxable ordinary income realized by the recipient. Upon disposition of stock, the recipient will recognize a capital gain or loss equal to the difference between the selling price and the sum of the amount paid for such stock, if any, plus any amount recognized as ordinary income upon acquisition (or vesting) of the stock. Such gain or loss will be long- or short-term depending on whether the stock was held for more than one year from the date ordinary income is measured.

Restricted Stock Units (RSUs)

Generally, the recipient of a restricted stock unit award structured to conform to the requirements of Section 409A of the Code or an exception to Section 409A of the Code will recognize ordinary income at the time the shares are delivered to the participant in an amount equal to the excess, if any, of the fair market value of the shares received over any amount paid by the recipient in exchange for the shares. If a restricted stock unit award is subject to Section 409A of the Code, the shares subject to a restricted stock unit award may

generally only be delivered upon one of the following events: a fixed calendar date (or dates), separation from service, death, disability, or a change in control. If delivery occurs on another date, unless the restricted stock unit awards otherwise comply with or qualify for an exception to the requirements of Section 409A of the Code, in addition to the tax treatment described above, the recipient will owe an additional 20% federal tax and interest on any taxes owed. The recipient's basis for the determination of gain or loss upon the subsequent disposition of shares acquired from a restricted stock unit award will be the amount paid, if any, for shares plus any ordinary income recognized when the stock is delivered. Subject to the requirement of reasonableness, the provisions and limitations of Section 162(m) of the Code and the satisfaction of a tax reporting obligation, we will generally be entitled to an income tax deduction equal to the amount of ordinary income realized by the participant.

Section 409A

If an award under the 2018 Plan is subject to Section 409A of the Code, but does not comply with the requirements of Section 409A of the Code, the taxable events as described above could apply earlier than described, and could result in the imposition of additional taxes and penalties. Participants are urged to consult with their tax advisors regarding the applicability of Section 409A of the Code to their awards.

Potential Limitation on Company Deductions

Section 162(m) of the Code generally disallows a tax deduction for compensation in excess of \$1 million paid in a taxable year by a publicly held corporation to its chief executive officer and certain other "covered employees". Our board of directors and Compensation Committee intend to consider the potential impact of Section 162(m) on grants made under the 2018 Plan, but reserve the right to approve grants of options and other awards for an executive officer that exceeds the deduction limit of Section 162(m).

2014 STOCK INCENTIVE PLAN

In February 2014, our Board adopted the 2014 Stock Incentive Plan (the "**2014 Plan**," and together with the 2018 Plan, the "**Plans**"), which became effective in May 2014 when the 2014 Plan was approved by our stockholders at the 2014 annual meeting of stockholders. Amendments adding additional shares to the 2014 Plan were approved by our stockholders at the 2016 annual meeting of stockholders and the 2017 annual meeting of stockholders. Following adoption of the 2018 Plan, no additional shares have been issued under the 2014 Plan.

Administration. The Compensation Committee administers the 2014 Plan and makes all determinations that it deems necessary or advisable for the administration of the 2014 Plan.

Transferability of Awards. Awards are non-transferable other than by will or by the laws of descent and distribution or as otherwise expressly allowed by the Compensation Committee pursuant to a gift to members of an eligible person's immediate family. The gift may be directly or indirectly transferred, by means of a trust, partnership, or otherwise. Stock options and SARs may be exercised only by the optionee, any such permitted transferee or a guardian, legal representative or beneficiary.

Change of control. If there is a change in control of our company, any award that is not exercisable and vested may immediately become exercisable and vested in the sole and absolute discretion of the Compensation Committee. Vested awards will be deemed earned and payable in full. The Compensation Committee may also terminate the awards, entitling participants to a cash payment. If our company is liquidated or dissolved, awards may also be converted into the right to receive liquidation proceeds. In the event that the Compensation Committee does not terminate or convert an award upon a change of control, then the award will be assumed, or substantially equivalent awards will be substituted, by the acquiring or succeeding corporation.

Amendments, Modifications and Termination. Our Board may, at any time, amend, suspend or terminate the 2014 Plan, but the Board may not impair the rights of holders of outstanding awards without the holder’s consent. No amendment to the 2014 Plan may be made without consent of our stockholders. The 2014 Plan will terminate 10 years after its effective date.

Hedging and Pledging Policies

Our Insider Trading Policy prohibits our executive officers, other employees, non-employee directors and consultants from engaging in short sales, transactions in put or call options, hedging transactions or other inherently speculative transactions with respect to our ordinary shares at any time. In addition, no officer, director, other employee or consultant of Catalyst may margin or pledge, or make any offer to margin or pledge, any of our ordinary shares, including without limitation, borrowing against the value of such ordinary shares, at any time.

PROPOSAL 3 – ADVISORY APPROVAL OF THE COMPENSATION OF NAMED EXECUTIVE OFFICERS

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “**Dodd-Frank Act**”), our stockholders are entitled to vote at the annual meeting to provide advisory approval of the compensation of our named executive officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the SEC. Pursuant to the Dodd-Frank Act, the stockholder vote on executive compensation is an advisory vote only, and it is not binding on us or our Board.

Although the result of the vote is non-binding, our Compensation Committee and Board value the opinions of the stockholders and will consider the outcome of the vote when making future compensation decisions. As described more fully in the “Compensation Discussion and Analysis” section of this proxy statement, our executive compensation program is designed to attract, retain and motivate individuals with superior ability, experience and leadership capability to deliver on our annual and long-term business objectives necessary to create stockholder value. We urge stockholders to read the “Compensation Discussion and Analysis” section of this proxy statement, which describes in detail how our executive compensation policies and procedures operate and are intended to operate in the future. The Compensation Committee and the Board believe that our executive compensation program fulfills these goals and is reasonable, competitive and aligned with our performance and the performance of our executives.

We are asking our stockholders to indicate their support for our named executive officer compensation as described in this proxy statement. This proposal, commonly known as a “say-on-pay” proposal, gives our stockholders the opportunity to express their views on our named executive officers’ compensation. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in this proxy statement. Accordingly, we ask that our stockholders vote “**FOR**” the following resolution:

RESOLVED, that Catalyst Pharmaceuticals, Inc.’s stockholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in Catalyst Pharmaceuticals, Inc.’s Proxy Statement for the 2023 Annual Meeting.

Vote Required

The affirmative vote of a majority of the voting power of the votes cast affirmatively or negatively on the proposal will be required to approve the advisory vote regarding the compensation of the named executive officers. Abstentions will not be counted toward the tabulation of votes cast on this proposal and will have no effect on the proposal. Broker non-votes will have no effect on this proposal as brokers or other nominees are not entitled to vote on such proposal in the absence of voting instructions from the beneficial owner.

The Board unanimously recommends a vote FOR the approval of the compensation of our named executive officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the SEC.

EXECUTIVE OFFICERS

The following list reflects our executive officers as of the date of this Proxy Statement, the capacity in which they serve us, and when they assumed office:

<u>Name</u>	<u>Position(s)</u>	<u>Age</u>	<u>Executive Officer Since</u>
Patrick J. McEnany	Chairman, President and Chief Executive Officer	76	January 2002
Steven R. Miller, Ph.D.	Chief Operating Officer and Chief Scientific Officer	62	April 2007
Alicia Grande, CPA, CMA	Vice President, Treasurer and Chief Financial Officer	53	January 2007
Gary Ingenito, M.D., Ph.D.	Chief Medical and Regulatory Officer	68	June 2015
Brian Elsbernd, J.D.	Chief Compliance Officer and Chief Legal Officer	59	February 2016
Jeffrey Del Carmen	Chief Commercial Officer	53	June 2020
Preethi Sundaram, Ph.D.	Chief Strategy Officer	47	July 2021

Executive Officers' Business Experience

Patrick J. McEnany. The business experience of Patrick J. McEnany is included above in "Board of Directors."

Steven R. Miller, Ph.D., has served as Chief Operating Officer since January 2011 and as our Chief Scientific Officer since October 2009. Previously, commencing in April 2007, Dr. Miller was our Vice President of Pharmaceutical Development and Project Management. Dr. Miller has worked in the healthcare industry for over 30 years. Prior to joining us, Dr. Miller spent 15 years with various divisions of Watson Laboratories, a subsidiary of Watson Pharmaceuticals, Inc., most recently as Executive Director of R&D Operations. In this capacity, Dr. Miller managed a team of 75 in the testing of all R&D products for clinical trials, including method valuation, stability testing, operation of the R&D pilot plant, and assembly of the CMC section of drug applications, in addition to other responsibilities. Prior to holding this position,

Dr. Miller was Director of Technology Transfer for Watson Laboratories, and Vice President of Research and Product Development for Royce Laboratories, which was subsequently acquired by Watson Laboratories. Prior to joining Royce Laboratories, Dr. Miller was Group Leader and Senior Scientist at Dade Behring. Prior to that, he served as an Analytical Chemist at the U.S. Food & Drug Administration. Dr. Miller received his Bachelor of Science Degree in Chemistry from the University of Maryland and his Ph.D. from the University of Miami.

Alicia Grande, CPA, CMA, has served as our Vice President, Treasurer and Chief Financial Officer since December 2011 and as our Chief Accounting Officer since January 2007. Prior to joining Catalyst, since 2003 Ms. Grande was employed by The Hackett Group, Inc., a publicly traded strategic consultancy, enterprise benchmarking and best practices transformation company. Ms. Grande served in various capacities with The Hackett Group, most recently as Senior Director of Finance, and was responsible for all external and SEC financial reporting. Ms. Grande also served as head of The Hackett Group's Sarbanes-Oxley Act compliance team. Prior to joining The Hackett Group, Ms. Grande was employed in public accounting, and she began her career with Arthur Andersen LLP. Ms. Grande earned a Bachelor of Science degree in business administration, with majors in accounting and finance, from Syracuse University and a Master of Accounting degree from Florida International University.

Gary Ingenito, M.D., Ph.D., is our Chief Medical and Regulatory Officer. He joined us as our Chief Medical Officer in June 2015 and took over our regulatory operations in February 2016. Prior to joining Catalyst, Dr. Ingenito spent more than 25 years in the field of pharmaceutical development; including drugs, biologics, and combination products. During this time, Dr. Ingenito has held executive responsibilities for clinical research, regulatory, drug safety, and medical affairs at pharmaceutical companies and contract research organizations. Dr. Ingenito initially joined Sandoz Pharmaceuticals in the neuroendocrine group and progressed to become head of medical affairs. He spent 8 years at Otsuka Pharmaceuticals, overseeing the approval of anti-infective, cardiovascular, and central nervous system products. Dr. Ingenito has also held positions at Corning-Besselaar, SFBC International, Angiotech Pharmaceuticals, Biotest Pharmaceuticals, and, most recently at Boehringer-Ingelheim Pharmaceuticals, where he served as head of regulatory affairs North America for biosimilars. After obtaining his Bachelor of Arts degree from The Johns Hopkins University, Dr. Ingenito earned his medical degree at Jefferson Medical College, and a Ph.D. in philosophy from Thomas Jefferson University. He completed a post-graduate residency in neurology at the University of Miami, Jackson Memorial Hospital.

Brian Elsbernd, J.D. joined us in February 2016 as our Sr. Vice President of Legal and Compliance and became our Chief Compliance Officer and Chief Legal Officer on January 1, 2019. Prior to joining Catalyst, Mr. Elsbernd was, from 2004 until February 2016, employed in various capacities with Mallinckrodt Pharmaceuticals and its predecessors, including as Senior Director of U.S. Healthcare Compliance. At Mallinckrodt, he was involved in the building of their formal compliance program including providing leadership and vision on ethics and business conduct while also managing multiple other legal and business functions. Before joining Mallinckrodt, Mr. Elsbernd was an associate at Proskauer Rose LLP, within its Health Care practice group, representing health care providers nationwide in matters pertaining to regulatory and administrative law, transactional matters, litigation, and reimbursement issues. Mr. Elsbernd holds a Bachelor of Arts degree in history from the University of Illinois-Urbana and a law degree from the Saint Louis University School of Law.

Jeffrey Del Carmen has been our Chief Commercial Officer since June 23, 2020. Previously, since July 2018, Mr. Del Carmen served as our Senior Vice President of Sales and Marketing. Mr. Del Carmen has over 25 years of experience in pharmaceutical sales and project management. Prior to joining Catalyst, from January 2018 until July 2018, Mr. Del Carmen served as Vice President of Business Development of Paragon Biosciences evaluating commercial assets to expand Paragon's portfolio. From September 2016 until June 2017 (when it was acquired by PTC Therapeutics), Mr. Del Carmen was Senior Director, Rare

Disease Marketing for Marathon Pharmaceuticals, leading Marathon's marketing efforts for the commercialization of Emflaza. From January 2016 to August 2016, Mr. Del Carmen served as Vice President of Sales at Insys Therapeutics. From August 2011 until January 2016, Mr. Del Carmen was employed by Lundbeck Inc., where for the last two years of his tenure at Lundbeck he was the Movement Disorder National Sales Director. Prior to joining Lundbeck, Mr. Del Carmen spent 16 years at Abbott Laboratories in various sales and marketing leadership roles, with increasing responsibility. Mr. Del Carmen holds a Bachelor of Arts degree in Economics from the University of Dayton and an Executive MBA Degree from the University of Wisconsin.

Preethi Sundaram, Ph.D., has been our Chief Strategy Officer since January 1, 2022. Previously, since July 2021, Dr. Sundaram served as our Chief Product Development Officer. Dr. Sundaram has more than 20 years' experience managing and mentoring teams delivering lifesaving medicines to patients. Prior to her employment with Catalyst, since 2005, Dr. Sundaram was employed in various positions with Sanofi, including as Global Clinical Research Director, International Development from 2005-2010, Global Project Head, Multiple Therapeutic Area Programs from 2010 to 2017, Global Head and VP, Medical Operations, Primary Care Business Unit from 2017 to 2020, and since October 2020, as Sanofi's Global Head and VP, Medical Operations, General Medicines Business Unit. In that last position, Dr. Sundaram was accountable for leadership of critical global medical operational functions, including the oversight of portfolio financials and delivery of strategic milestones, as well as being responsible for the leadership of multiple portfolio management functions across all therapeutic areas in Sanofi's Medicines Business Unit. Prior to joining Sanofi, in 2005 Dr. Sundaram served as a Project Lead, Immunoscience Development Center for Abbott Laboratories; between 2003 to 2005, Dr. Sundaram served as a medical writer and project lead at Covance; between 2001 to 2003, Dr. Sundaram served as a Clinical Director with Neurovision & Medical Services; between 1997 to 2001, Dr. Sundaram was a Graduate Teaching Assistant and Clinical Supervisor at West Norwich Hospital in Cambridge, UK; and between 1995 to 1997, Dr. Sundaram was on the clinical faculty at the Sankara Nethralaya Eye Hospital in Chennai, India. Dr. Sundaram holds a Bachelor of Arts in Psychology from the University of Madras (India), a Bachelor of Science in Optometry from the Elite School of Optometry & Bits (India), a Doctor of Philosophy in Optometry from Anglia Ruskin University (United Kingdom), and an Executive Business Masters from the London Business School.

Family Relationships

There are no family relationships between or among any of our directors and/or executive officers.

COMPENSATION DISCUSSION AND ANALYSIS

The role of the compensation committee in setting executive officer compensation

The Compensation Committee establishes and regularly reviews our compensation philosophy and programs, exercises authority with respect to the determination and payment of base and incentive compensation to our executive officers and administers our 2014 Plan and our 2018 Plan. Our Compensation Committee consists of four members of our Board, each of whom is independent as that term is defined in the Sarbanes-Oxley Act of 2002 and the rules and regulations that have been promulgated thereunder and under the Exchange Act, and in the applicable NASDAQ listing standards.

Executive officers

During 2022, our Board designated that our "executive officers" (as that term is defined in the rules and regulations under the Exchange Act) are our Chief Executive Officer (Patrick J. McEnany), our Chief Operating and Chief Scientific Officer (Dr. Steven Miller), our Chief Financial Officer (Alicia Grande), our Chief Medical and Regulatory Officer (Dr. Gary Ingenito), our Chief Commercial Officer (Jeffrey Del Carmen), our Chief Compliance Officer and Chief Legal Officer (Brian Elsbernd), and our Chief Strategy Officer (Preethi Sundaram). Each of our executive officers were employed by us for all of fiscal 2022.

Overview of executive officer compensation

In evaluating executive compensation, our Compensation Committee receives third-party data and analysis on market trends and competitive practices from its independent compensation consultant. The Compensation Committee also receives and considers the recommendations of our Chief Executive Officer with respect to goals and compensation of executive officers. Our Compensation Committee assesses the information it receives in accordance with its business judgment. Our Chief Executive Officer is not present when his compensation is discussed by the Compensation Committee.

Our Compensation Committee believes that our executive officers are instrumental to our success. To that end, our compensation program is designed around the following:

<u>Pay Element</u>	<u>Form</u>	<u>Purpose</u>
Base Salary	Cash (Fixed)	Provides a competitive level of compensation that reflects position responsibilities, strategic importance of the position and individual experience.
Short-Term Incentive (Annual Bonus)	Cash (Fixed)	Provides a cash-based award that recognizes the achievement of corporate goals in support of an annual business plan.
Long-Term Incentive	Equity (Variable)	Provides incentives for management to execute financial and strategic growth goals that support long-term stockholder value creation and our ability to recruit, retain and motivate key executives.

We also offer health and other insurance benefits to each of our employees, including our executive officers, and the benefits available to our executive officers are equal to the benefits available to all employees. No other perquisite benefits are available to our executive officers.

Process of setting 2022 executive officer compensation

In the fall of 2021, our Compensation Committee engaged Mercer LLC (a business of Marsh McLennan), an independent compensation consultant, to provide advice and recommendations relating to our executive officer and director compensation arrangements for the 2022 fiscal year. Initially, Mercer assisted the Compensation Committee in determining an appropriate peer group to evaluate the Company's executive officer and director compensation for alignment with governance and market best practices, and to provide recommendations as to an appropriate compensation philosophy to guide the Compensation Committee in determining executive officer base, bonus and equity compensation for 2022.

An updated peer group was selected by the Compensation Committee with the advice of Mercer. The criteria used in determining the peer group were U.S. publicly traded biopharmaceutical companies (i) with a market cap of between \$250 million and \$2.0 billion; (ii) with net revenues of between \$75 million and \$300 million; and (iii) with a focus on the therapeutics segment of the biopharmaceutical vertical. The peer group selected was as follows:

Aerie Pharmaceuticals	Akebia Therapeutics
Agios Pharmaceuticals	Anika Therapeutics
Antares Pharma	Cara Therapeutics
Eagle Pharmaceuticals	Harmony Biosciences Holdings
Heron Therapeutics	Insmed
Iteos Therapeutics	Radius Health
Rigel Pharmaceuticals	Seres Therapeutics
Traverse Therapeutics (Retrophin)	Vanda Pharmaceuticals

In early 2022, Mercer presented their report to the Compensation Committee of the compensation payable to the executive officers in Company's peer group. Based on that information, in February 2022, the Compensation Committee set base compensation and a bonus target for each executive officer for 2022. At the same time, the Compensation Committee, in light of the information presented by Mercer, determined to grant additional RSUs to each executive officer to raise their stock-based compensation for their 2021 performance.

Further, in February 2022, the Compensation Committee established the corporate goals and objectives for the payment of 2022 cash bonuses to executive officers, as follows:

Objective	Weight
Achieving a minimum of \$195 million in net revenues	50%
Transformational acquisition of a company or marketed products, consistent with the strategic plan previously approved by the Board of Directors	35%
Operating to the 2022 budget	5%
Quality and compliance high grades	5%
Developing an ESG report	5%
	100%

Thereafter, in December 2022, the Compensation Committee considered cash bonus compensation for the Company's executive officers for 2022 services based on the previously established corporate goals and objectives. In reaching a determination as to the cash bonuses to grant for 2022 performance, the Compensation Committee considered the following factors:

- The Company exceeded the total revenue target contained in the 2022 goals and objectives as adopted;
- In July 2022, the Company acquired RUZURGI® from Jacobus Pharmaceutical Company, Inc., which, while not adding a new product to the Company's product line, was transformational to the Company's business;
- In December 2022, the Company entered into a definitive agreement to acquire a marketed product, FYCOMPA®, from Eisai Co., Ltd. and, further, during 2022, the Company actively considered several significant potential acquisitions that did not occur;
- The Company operated in line with the 2022 budget, and management continued to exert financial discipline over the business;
- The Company has received high quality and compliance grades; and
- The Company was actively working on its first ESG report which was expected to be published in the second quarter of 2023 (and was actually published at the end of April 2023).

After considering these factors, none of which was, in and of itself dispositive, but all of which were considered, the Compensation Committee determined that cash bonuses would be paid to executive officers at 120% of the previously established bonus targets.

Finally, in late December 2022, the Compensation Committee granted stock options and RSUs to each of the Company's executive officers for their 2022 performance.

The base and bonus compensation for our Principal Executive Officer, Principal Financial Officer and our three most highly compensated officers for services during the fiscal years ended December 31, 2022, 2021 and 2020, as well as the value of the option and RSU grants made to each such executive officer for 2022, 2021 and 2020 services are described in the following summary compensation table:

Name and Principal Position	Year	Salary (\$)	Cash Bonus (\$)	RSU Stock Grants (1)	Awards (\$)		Non-Equity Incentive Compensation	All Other Compensation (\$ (3))	Totals (\$)
					Stock Options (2)				
Patrick J. McEnany Chairman, President and CEO	2022	691,923	504,000	2,795,110	2,932,749	—	—	6,923,782	
	2021	632,308	415,800	—	1,041,324	—	—	2,089,432	
	2020	604,179	324,000	—	834,093	—	—	1,762,272	
Alicia Grande, CFO	2022	442,115	213,600	737,270	948,830	—	12,200	2,354,015	
	2021	421,539	184,800	—	646,006	—	11,600	1,263,945	
	2020	402,875	144,000	—	521,308	—	11,400	1,079,583	
Steven R. Miller, COO and CSO	2022	496,827	300,000	1,091,560	1,574,196	—	12,200	3,474,783	
	2021	474,231	259,875	—	713,500	—	11,600	1,459,206	
	2020	453,271	202,500	—	573,439	—	11,400	1,240,610	
Gary Ingenito, Chief Medical and Regulatory Officer	2022	484,437	232,800	729,330	1,002,741	—	34,615	2,483,923	
	2021	469,803	205,590	—	520,662	—	31,470	1,227,525	
	2020	448,689	160,200	—	417,047	—	30,397	1,056,333	
Jeffrey Del Carmen, CCO	2022	449,000	211,200	725,900	948,830	—	51,502	2,386,432	
	2021	400,749	176,000	—	520,662	—	48,314	1,145,725	
	2020	339,207	119,531	141,000	957,032	—	49,219	1,605,989	

- (1) The amounts reported are based on the aggregate grant date fair value computed in accordance with FASB ASC Topic 718 for restricted stock unit grants to the executive officers in the listed fiscal year. In the case of 2022 stock compensation, the value of the RSUs awarded in both February 2022 and December 2022 are included in this chart because they were granted in 2022. However, the February 2022 RSU grants related to increased compensation determined by the Compensation Committee to be payable to executive officers for their 2021 performance based on the compensation analysis prepared by Mercer and presented to the Compensation Committee in early 2022.
- (2) The amounts reported represent the grant date fair value of stock option awards granted in accordance with FASB ASC Topic 718 for the listed year. For additional information on the valuation assumptions used in the calculation of these amounts, see Note 16 to "Notes to Consolidated Financial Statements" contained in our 2022 Original Form 10-K.
- (3) Includes, for Dr. Ingenito and Mr. Del Carmen, a housing allowance. All other compensation consists of 401(k) employer match.

Employment Agreements and Potential Payments upon Termination or Change in Control

We have an employment agreement with Patrick J. McEnany, our Chairman, President and Chief Executive Officer, which provides for the payment of a base salary plus bonus compensation based on performance. Mr. McEnany's employment agreement also contains a "change of control" severance arrangement if the employee is not retained in our employment after a change of control. The employment agreement for Mr. McEnany expires on November 8, 2024. After the expiration of his employment agreement, Mr. McEnany becomes an employee-at-will, and he will still be entitled to payments for termination without cause or in the event of a change in control, as set forth below.

Pursuant to the employment agreement that we have with Mr. McEnany, we may terminate his employment at any time for "cause", in which he would have no right to receive compensation or other benefits for any period after termination. Termination for "cause" occurs when the executive performs dishonest acts intended to benefit the executive personally, the executive willfully neglects his duties, or the executive fails to perform his duties because of gross negligence on the part of the executive, violation of any obligation under the executive's employment agreement not remedied by the executive after ten (10) days' notice of such violation, or the executive's arrest for, conviction of or plea of nolo contendere to a crime constituting a felony.

In certain circumstances, Mr. McEnany is entitled to severance pay. These circumstances include (i) his voluntary resignation after a change in control or a demotion, or our failure to perform our material obligations under his employment agreement and our failure to remedy such violation within ten (10) days' notice of such violation, (ii) his termination without cause, (iii) his total and permanent disability, or (iv) his death.

A change in control under our employment agreement with Mr. McEnany includes:

- the sale, transfer, assignment or other disposition (including by merger or consolidation, but excluding any sales by stockholders made as part of an underwritten public offering of the common stock of the company), in one transaction or a series of related transactions, of more than fifty percent (50%) of the voting power represented by the then-outstanding capital stock of the company to one or more persons (other than to the executive officer or a "group" (as defined under the Securities Exchange Act of 1934) in which the executive officer is a member);
- the sale of substantially all of the assets of the company (other than a transfer of financial assets made in the ordinary course of business for the purpose of securitization); or
- the liquidation or dissolution of the company.

Under any of those circumstances, the executive's severance package includes: (i) the payment of any accrued but unpaid annual bonus at the time of termination; (ii) the payment of the executive's base salary for a period of 24 months; (iii) the vesting of all outstanding stock options and other equity awards held by the executive that have not yet vested; and (iv) continuation of the executive's medical benefits (in case of disability), including to his family (in case of death or disability).

We also have a severance and change in control plan in place that provides for severance if those of our executive officers designated to participate in the benefits under the plan are terminated for other than "cause" or if they terminate their employment with us for "good reason", and for severance compensation in the event of a "change in control" (as all of those terms are defined in the plan).

Under our severance and change in control plan,

- on a termination without “cause” or a termination for “good reason” of a designated executive, the executive will receive one year’s base salary, any accrued bonus prior to termination, 12 month accelerated vesting of stock options, and benefits continuation for one year; provided that the terminated executive agrees to not compete with the company during the period in which severance is paid;
- upon a “change in control,” all outstanding stock options and other equity awards held by each designated executive that have not yet vested shall automatically vest; and
- upon termination of a designated executive within one year of a “change in control,” the terminated executive will receive one year’s base salary, payment in full of any target bonus previously granted for the severance period, and benefits continuation for the severance period, again subject to the terminated executive agreeing not to compete with the company during the period in which severance is paid.

To date, the Compensation Committee has designated that Ms. Grande, Mr. Del Carmen, Mr. Elsbernd, Dr. Ingenito, Dr. Miller, and Dr. Sundaram will receive benefits under the severance and change in control plan. Pursuant to the terms of the plan, once an executive has been designated to participate in the severance benefits afforded by the plan, the Compensation Committee cannot modify the plan as to that designated executive to eliminate any benefits or to modify the definitions used in the policy to the detriment of the designated executive, unless otherwise agreed to by the designated executive.

The following chart sets forth the amounts payable to our CEO, CFO and our three most highly compensated employees assuming the enumerated events had occurred on December 31, 2022:

Name	Payment Due Upon Termination either by company without Cause or Officer for Good Reason (1)	Payment Due Upon Death or Permanent Disability	Payment Due Upon a Termination by company with Cause or Resignation or Retirement	Payment Due upon a Change in Control (1)
Patrick J. McEnany	\$ 700,000	\$ 700,000	—	\$ 1,400,000
Alicia Grande	\$ 445,000	—	—	\$ 445,000
Steven R. Miller	\$ 500,000	—	—	\$ 500,000
Gary Ingenito	\$ 485,000	\$ 485,000 (2)	—	\$ 485,000
Jeffrey Del Carmen	\$ 440,000	—	—	\$ 440,000

(1) Excludes the value of any bonus due for services prior to termination, the value of health benefits for the term of the severance and the value of any accelerated vesting of stock options and other equity awards.

(2) Payable under a letter agreement between us and Dr. Ingenito.

Grants of Plan-Based Awards for 2022

The following table provides information relating to stock options granted to our CEO, CFO and our three most highly compensated employees during the fiscal year ended December 31, 2022:

Name	Grant Date	Number of Securities Underlying Options (#) (1)	Exercise Price of Option Awards (\$/share)	Grant Date Fair Value of Option Awards
Patrick J. McEnany	12/27/2022	272,000	\$ 18.59	\$ 2,932,749
Alicia Grande	12/27/2022	88,000	\$ 18.59	\$ 948,830
Steven R. Miller	12/27/2022	146,000	\$ 18.59	\$ 1,574,196
Gary Ingenito	12/27/2022	93,000	\$ 18.59	\$ 1,002,741
Jeffrey Del Carmen	12/27/2022	88,000	\$ 18.59	\$ 948,830

- (1) All options vest one-third on the first anniversary of the grant date, one-third on the second anniversary of the grant date, and one-third on the third anniversary of the grant date and expire on the seventh anniversary of the grant date.

Additionally, the following table provides information relating to restricted stock units granted to our CEO, CFO and our three most highly compensated employees during 2022:

Name	Grant Date	Number of RSUs Granted(1)	Grant Date	Number of RSUs Granted(1)	Grant Date Fair Value of Option Awards
Patrick J. McEnany	2/14/2022	175,000	12/27/2022	79,000	\$2,795,110
Alicia Grande	2/14/2022	33,500	12/27/2022	26,000	\$ 737,270
Steven R. Miller	2/14/2022	41,000	12/27/2022	42,000	\$1,091,560
Gary Ingenito	2/14/2022	30,000	12/27/2022	27,000	\$ 729,330
Jeffrey Del Carmen	2/14/2022	32,000	12/27/2022	26,000	\$ 725,900

- (1) RSUs vest one-third on the first anniversary of the grant date, one-third on the second anniversary of the grant date, and one-third on the third anniversary of the grant date.

Outstanding Stock Options and Restricted Stock Units

We have two stock incentive plans: our 2018 Plan and our 2014 Plan. As of the Record Date, the following derivative securities were outstanding (collectively) under our stock incentive plans: (i) stock options to purchase an aggregate of 12,214,224 shares of our common stock, at exercise prices ranging from \$1.13 to \$19.02 per share (7,961,197 of which are currently exercisable); and (ii) restricted stock units for 584,337 shares of common stock (none of which are currently vested). On the same date, 1,675,960 shares of common stock remained eligible for grant under the 2018 Plan.

On the Record Date, the market price of our common stock on the NASDAQ Capital Market was \$12.66 per share.

Outstanding Equity Awards at Fiscal Year End

The following table sets forth certain information regarding equity-based awards held by our CEO, CFO and our three other most highly compensated employees as of December 31, 2022:

[Table on Following Page]

OUTSTANDING EQUITY AWARDS AT DECEMBER 31, 2022

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested	Market Value of Shares or Units of Stock that Have Not Vested	Equity Incentive Plan Awards: Number of Unearned Shares, Units, or Other Rights That Have Not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units, or Other Rights That Have Not Vested
Patrick J. McEnany	200,000	—	—	\$ 0.79	06/15/2023	—	—	—	—
	250,000	—	—	\$ 1.13	01/03/2024	—	—	—	—
	300,000	—	—	\$ 4.01	01/02/2025	—	—	—	—
	500,000	—	—	\$ 3.54	05/29/2025	—	—	—	—
	740,000	—	—	\$ 4.64	12/02/2026	—	—	—	—
	266,666	133,334	—	\$ 3.42	12/30/2027	—	—	—	—
	90,000	180,000	—	\$ 7.07	12/28/2028	—	—	—	—
	—	272,000	—	\$18.59	12/27/2029	—	—	—	—
	—	—	—	—	—	—	—	175,000	—
	—	—	—	—	—	—	—	79,000	—
Alicia Grande	100,000	—	—	\$ 0.79	06/15/2023	—	—	—	—
	150,000	—	—	\$ 1.13	01/03/2024	—	—	—	—
	285,000	—	—	\$ 4.01	01/02/2025	—	—	—	—
	225,000	—	—	\$ 2.24	12/19/2025	—	—	—	—
	132,000	—	—	\$ 4.64	12/02/2026	—	—	—	—
	166,666	83,334	—	\$ 3.42	12/30/2027	—	—	—	—
	55,833	111,667	—	\$ 7.07	12/28/2028	—	—	—	—
	—	88,000	—	\$18.59	12/27/2029	—	—	—	—
	—	—	—	—	—	—	—	33,500	—
	—	—	—	—	—	—	—	26,000	—
Steven Miller	100,000	—	—	\$ 0.79	06/15/2023	—	—	—	—
	150,000	—	—	\$ 1.13	01/03/2024	—	—	—	—
	285,000	—	—	\$ 4.01	01/02/2025	—	—	—	—
	225,000	—	—	\$ 2.24	12/19/2025	—	—	—	—
	180,000	—	—	\$ 4.64	12/02/2026	—	—	—	—
	183,333	91,667	—	\$ 3.42	12/30/2027	—	—	—	—
	61,666	123,334	—	\$ 7.07	12/28/2028	—	—	—	—
	—	146,000	—	\$18.59	12/27/2029	—	—	—	—
	—	—	—	—	—	—	—	41,000	—
	—	—	—	—	—	—	—	42,000	—
Gary Ingenito	50,000	—	—	\$ 1.13	01/03/2024	—	—	—	—
	230,000	—	—	\$ 4.01	01/02/2025	—	—	—	—
	225,000	—	—	\$ 2.24	12/19/2025	—	—	—	—
	44,000	—	—	\$ 4.64	12/02/2026	—	—	—	—
	133,333	66,667	—	\$ 3.42	12/30/2027	—	—	—	—
	45,000	90,000	—	\$ 7.07	12/28/2028	—	—	—	—
	—	93,000	—	\$18.59	12/27/2029	—	—	—	—
	—	—	—	—	—	—	—	30,000	—
	—	—	—	—	—	—	—	27,000	—
Jeffrey Del Carmen	—	30,000	—	\$ 2.86	08/06/2025	—	—	—	—
	20,983	—	—	\$ 2.24	12/19/2025	—	—	—	—
	20,000	10,000	—	\$ 4.21	01/06/2027	—	—	—	—
	60,000	90,000	—	\$ 4.70	06/23/2027	—	—	—	—
	133,333	66,667	—	\$ 3.42	12/30/2027	—	—	—	—
	45,000	90,000	—	\$ 7.07	12/28/2028	—	—	—	—
	—	88,000	—	\$18.59	12/27/2029	—	—	—	—
	—	—	—	—	—	—	—	10,000	—
	—	—	—	—	—	—	—	32,000	—
	—	—	—	—	—	—	—	26,000	—

Option Exercises

The following table provides information regarding the exercise of stock options by our executive officers during the year ended December 31, 2022:

Name	Grant Date	Exercise Date	Number of Securities Underlying Options (#)	Exercise Price of Option Awards (\$/share)
Patrick J. McEnany	12/30/2015	08/18-19/2022	300,000	\$ 2.53
Patrick J. McEnany	12/19/2018	11/18-21/2022	500,000	\$ 2.24
Alicia Grande	12/30/2015	08/17-18/2022	150,000	\$ 2.53
Steven Miller	12/30/2015	08/18/2022	150,000	\$ 2.53
Gary Ingenito	06/30/2015	06/21-22/2022	150,000	\$ 4.13
Gary Ingenito	01/02/2018	09/14/2022	55,000	\$ 4.01
Gary Ingenito	12/02/2019	09/14/2022	88,000	\$ 4.64
Jeffrey Del Carmen	12/19/2018	11/11/2022	19,017	\$ 2.24
Jeffrey Del Carmen	08/06/2018	11/11/2022	120,000	\$ 2.86

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed the Compensation – Discussion and Analysis required by Item 402(b) of Regulation S-K of the SEC’s rules and regulations with management and based on such review and discussions the Compensation Committee recommended to the Board of Directors that the Compensation – Discussion and Analysis be included in this Proxy Statement.

The Compensation Committee

David S. Tierney, Chair
Richard J. Daly
Charles B. O’Keeffe
Molly Harper

Notwithstanding anything to the contrary set forth in any of our previous filings under the Securities Act of 1933, or the Securities Exchange Act of 1934 that might incorporate future filings, including this Proxy Statement, in whole or in part, the Compensation Committee Report above shall not be incorporated by reference into any such filings.

PAY VERSUS PERFORMANCE

The Company’s principal executive officer (“**PEO**”) and our non-PEO named executive officers (“**NEOs**”) were as follows for the fiscal years ended December 31, 2022, 2021 and 2020:

Year	PEO	Non-PEO NEOs
2022	Patrick J. McEnany	Alicia Grande, Steven Miller, Gary Ingenito, Jeffrey Del Carmen
2021	Patrick J. McEnany	Alicia Grande, Steven Miller, Gary Ingenito, Preethi Sundaram
2020	Patrick J. McEnany	Alicia Grande, Steven Miller, Gary Ingenito, Jeffrey Del Carmen

The following table sets forth information concerning the compensation of our PEO and non-PEO NEOs for the fiscal years ended December 31, 2022, 2021 and 2020, and our financial performance for each such fiscal year:

Year	Summary Compensation Table Total for PEO (\$)	Compensation Actually Paid to PEO (\$) (1)(2)	Average Summary Compensation Table Total for non-PEO NEOs (\$)	Average Compensation Actually Paid to non-PEO NEOs (\$)	Value of Initial \$100 Fixed Investment Based on (3)		Net Income (in thousands) (\$)	Net Product Revenue (in thousands) (\$)
					Total Shareholder Return (\$)	Peer Group Total Shareholder Return (\$)		
2022	6,923,782	17,549,684	2,674,788	7,393,846	496	69	83,079	213,938
2021	2,089,432	5,369,277	1,361,793	2,328,165	181	94	39,482	137,997
2020	1,762,272	1,544,344	1,245,629	1,099,682	89	113	74,983	118,790

- (1) Amounts represent “compensation actually paid” (“**CAP**”) to our PEO and the average compensation actually paid to our non-PEO NEOs for the relevant fiscal year, as determined under SEC rules (and described below).
- (2) Fair value or change in fair value, as applicable, of stock options in the “Compensation Actually Paid” columns was estimated using a Black-Scholes option pricing model for the purposes of this disclosure in accordance with SEC rules and do not reflect compensation actually earned, realized or received during each applicable year. The calculation of CAP for purposes of this table includes point-in-time fair values of equity awards and those values will fluctuate based on our stock price and various accounting valuation assumptions. See the Summary Compensation Table for certain other compensation of our PEO and our non-PEO NEOs for each applicable fiscal year.
- (3) For the relevant fiscal year, represents our cumulative “total shareholder return” (“**TSR**”) or the cumulative TSR of the Nasdaq Biotechnology Index, in each case assuming an initial investment of \$100 as described under the Narrative Disclosure to Pay Versus Performance heading below. We have never declared or paid a dividend on our common stock and do not anticipate doing so in the foreseeable future.

Table of Contents

In the table immediately above, the columns “Compensation Actually Paid to PEO” and “Average Compensation Actually Paid to non-PEO NEOs” reflect the Total Compensation reported in the 2022 Summary Compensation Table (“SCT”), as adjusted based on the following:

	<u>SCT Total (\$)</u>	<u>Minus SCT Equity Awards (\$)</u>	<u>Plus Value of New Unvested Awards as of 12/31 (\$)</u>	<u>Plus Annual Change in Value of Prior Year Awards that Remain Unvested (\$)</u>	<u>Plus Value of Awards Vested and Granted During Year (\$)</u>	<u>Plus Change in Value of Prior Year Awards that Vest During Year (\$)</u>	<u>Total CAP (\$)</u>
PEO							
2022	6,923,782	5,727,859	7,659,348	3,460,212	—	5,234,201	17,549,684
2021	2,089,432	1,041,324	978,593	1,424,326	—	1,918,250	5,369,277
2020	1,762,272	834,093	808,368	(264,158)	—	71,955	1,544,344
Average Non-PEO NEOs							
2022	2,674,788	1,939,664	2,316,864	2,394,265	—	1,947,593	7,393,846
2021	1,361,793	767,761	804,173	456,388	—	473,572	2,328,165
2020	1,245,629	652,457	574,265	(70,986)	—	3,231	1,099,682

The following tables illustrate the valuation assumptions as of the vesting date for awards that vested in each of 2022, 2021 and 2020.

	<u>For Stock Options Vesting in</u>		
	<u>2022</u>	<u>2021</u>	<u>2020</u>
Risk-free interest rate	1.30% - 4.00%	0.35% - 1.17%	0.24% - 1.53%
Expected term	4.5 years	4.5 years	4.5 years
Expected volatility	68.4% - 69.5%	68.6% - 72.8%	80.5% - 83.7%
Expected dividend yield	—	—	—
Expected forfeiture rate	—	—	—

	<u>Weighted Average Fair Value of Full Value Awards Vesting in</u>		
	<u>2022</u>	<u>2021</u>	<u>2020</u>
For Restricted Stock Units	\$ 4.65	\$ 4.65	\$ 4.64

2022 Performance Measures

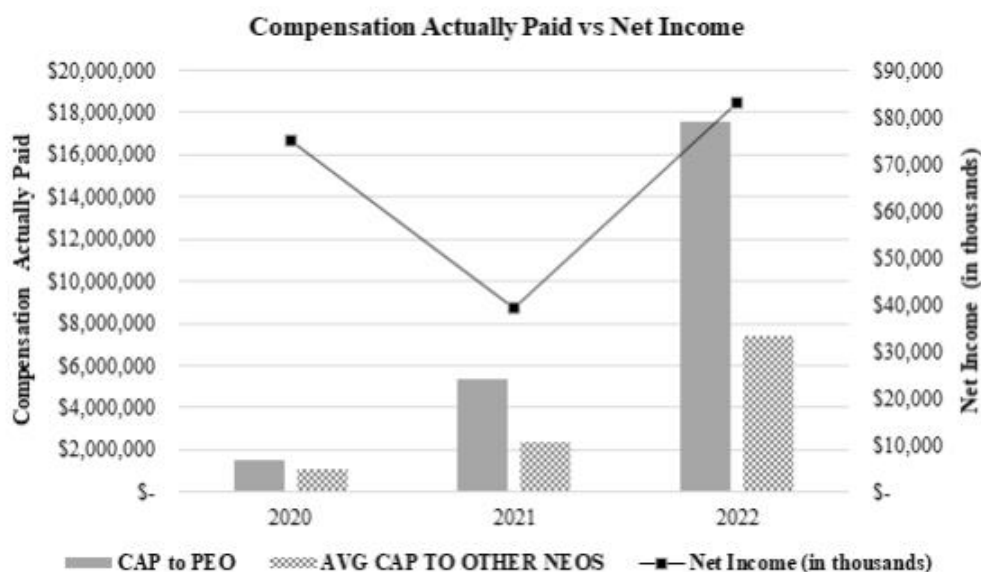
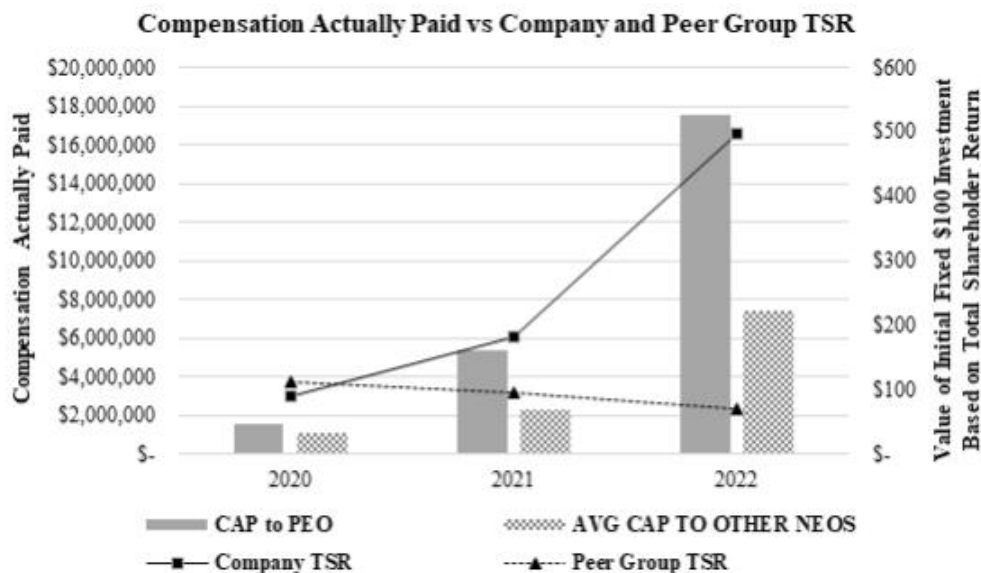
The following list represents the financial and non-financial performance measures that we consider to have been the most important in linking Compensation Actually Paid to our PEO and non-PEO NEOs to company performance. The measures in this list are not ranked. Of these measures, we have identified Net Product Revenue as our most important of our financial performance measures used to link Compensation Actually Paid to our PEO and non-PEO NEOs to company performance:

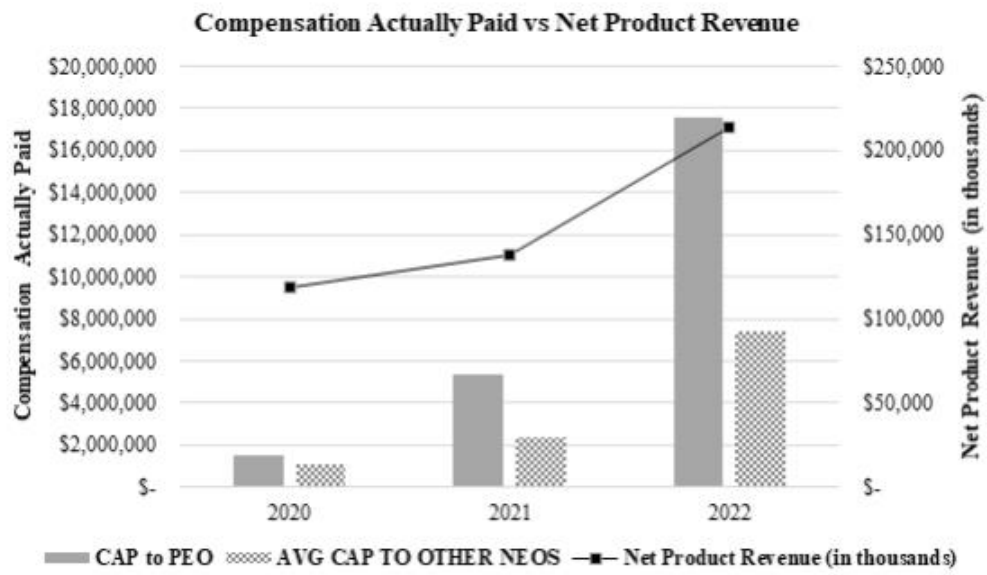
Net Product Revenue
Net Income
Completion of a transformational acquisition
Quality and Compliance

Narrative Disclosure to Pay Versus Performance Table

The graph below compares the compensation actually paid to our PEO and the average of the compensation actually paid to our non-PEO NEOs with (i) our cumulative TSR and our Peer Group TSR, (ii) our net income, and (iii) our net product revenue, in each case for the fiscal years ended December 31, 2022, 2021 and 2020.

TSR amounts reported in the graph assume an initial fixed investment of \$100 on January 1, 2020 and, with respect to our cumulative TSR, based on the opening trading price on such date.





CEO PAY RATIO

As required by Item 402(u) of Regulation S-K, the Compensation Committee reviewed a comparison of our CEO's annual total compensation in fiscal year 2022 to that of all of our other employees for 2022. Registrants may identify the median employee once every three years unless there has been a change in their employee population or employee compensation arrangements that the registrant reasonably believes would result in a significant change in the pay ratio disclosure. We have elected to utilize the same median employee that we used in 2020 for the CEO Pay Ratio calculation. In 2020, we identified our median employee by reviewing the base salary, on an annualized basis, for all of our employees as of December 31, 2020, for the period from January 1, 2020 through December 31, 2020, excluding our CEO. After identifying our median employee, we calculated total compensation for such employee using the same methodology we use for our named executive officers as set forth in the 2022 Summary Compensation Table above.

The total annual compensation for fiscal year 2022 for our CEO was \$6,923,782, as noted in the 2022 Summary Compensation table above. The median of the 2022 annual total compensation of all employees (other than our CEO) was \$343,631. The resulting ratio of our CEO's pay to the pay of our median employee for fiscal year 2022 was 20 to 1.

SEC rules for identifying the median of the total annual compensation of our employees and calculating the pay ratio based on that employee's total annual compensation allows companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices. The pay ratio reported by other companies may not be comparable to the pay ratio for our company, as other companies have headquarters offices in different countries, have different employee populations and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their pay ratios. We believe that the pay ratio reported above is a reasonable estimate calculated in a manner consistent with SEC rules based on our internal records and the methodology described above.

We invest in our employees at all levels in our company by rewarding performance that balances risk and reward, empowering professional growth and development and by offering affordable benefits and programs that meet the diverse needs of our employees.

**PROPOSAL FOUR – RATIFICATION OF APPOINTMENT OF
INDEPENDENT PUBLIC ACCOUNTING FIRM**

Our Audit Committee has appointed Grant Thornton, LLP (“**Grant Thornton**”) as our independent registered public accounting firm for the fiscal year ending December 31, 2023. The Board has directed that this appointment be submitted to our stockholders for ratification. Although ratification of our appointment of Grant Thornton is not required, we value the opinions of our stockholders and believe that stockholder ratification of our appointment is a good corporate governance practice.

Grant Thornton also served as our independent registered public accounting firm for the fiscal years ended December 31, 2022, 2021 and 2020. Neither the accounting firm nor any of its members has any direct or indirect financial interest in or any connection with us in any capacity other than as our auditors, providing audit and non-audit services. A representative of Grant Thornton is expected to attend the Annual Meeting.

In the event that the appointment of Grant Thornton is not ratified by the stockholders, the Audit Committee will consider this fact when it appoints the independent registered public accounting firm for the fiscal year ending December 31, 2024. Even if the appointment of Grant Thornton is ratified, the Audit Committee retains the discretion to appoint a different independent registered public accounting firm at any time if it determines that such a change is in the interest of the Company.

Vote Required

This proposal requires the affirmative vote of the holders of a majority in voting power of the votes cast affirmatively or negatively. Abstentions are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote on this proposal. Because brokers have discretionary authority to vote on the ratification of the appointment of Grant Thornton, we do not expect any broker non-votes in connection with this proposal.

The Board unanimously recommends a vote FOR the Ratification of the Appointment of Grant Thornton as our Independent Registered Public Accounting Firm.

Independent Auditor Fees

The following table represents fees for professional audit and other services rendered by Grant Thornton for the fiscal years ended December 31, 2022 and 2021.

	<u>2022</u>	<u>2021</u>
Audit fees (1)	\$415,644	\$361,495
Audit-related fees	—	—
Total audit fees	415,644	361,495
Tax fees	—	—
All other fees	—	—
Total fees	\$415,644	\$361,495

Footnotes on next page

-
- (1) Represents aggregate fees billed for professional services rendered by Grant Thornton LLP for the audit of our financial statements included in our 2022 and 2021 Forms 10-K, for their reviews of our quarterly reports during 2022 and 2021, and for their report on the effectiveness of our internal controls over financial reporting as of December 31, 2022 and 2021. Includes, for 2022 and 2021, \$10,724 and \$9,575, respectively, for the audit of the financial statements of our wholly-owned subsidiary, Catalyst Pharmaceuticals Ireland, Ltd., a corporation organized in the Republic of Ireland.

Pre-Approval of Audit Functions

Pursuant to its written charter, the Audit Committee is responsible for pre-approving all audit and permitted non-audit services to be performed for us by our independent registered public accounting firm or any other auditing or accounting firm. 100% of the services provided to us by Grant Thornton in 2022 and 2021 were pre-approved by the Audit Committee.

AUDIT COMMITTEE REPORT

Management has the primary responsibility for our internal control over financial reporting, the financial reporting process and preparation of our financial statements. Grant Thornton LLP, our independent registered public accounting firm, is responsible for performing an independent audit of our financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB) and to issue a report thereon. Grant Thornton LLP is also responsible for auditing our internal control over financial reporting in accordance with the standards of the PCAOB. The Audit Committee's responsibility is to select the independent auditors and to monitor and oversee these processes.

The Audit Committee has met and held discussions with management and the independent auditors. Management represented to the Audit Committee that our financial statements were prepared in accordance with accounting principles generally accepted in the United States. The Audit Committee reviewed and discussed the audited financial statements with management and the independent auditors. In fulfilling its responsibilities, the Audit Committee discussed with the independent auditors the matters that are required to be discussed by Auditing Standard No. 1301 (Communication with Audit Committees). In addition, the Audit Committee received from the independent auditors the written disclosures and letter required by PCAOB Ethics and Independence Rule 3526, Communications with Audit Committees Concerning Independence, and the Audit Committee discussed with the independent auditors that firm's independence. In connection with this discussion, the Audit Committee also considered whether the provision of services by the independent auditors not related to the audit of our financial statements is compatible with maintaining the independent auditors' independence. During such discussions, the independent auditors confirmed that, as of December 31, 2022, they were independent accountants with respect to our company within the meaning of applicable federal securities laws and the requirements of the PCAOB.

Based upon the Audit Committee's discussions with management and the independent auditors and the Audit Committee's review of the representations of management and the reports and letter of the independent auditors provided to the Audit Committee, the Audit Committee recommended to the Board that our audited financial statements for fiscal 2022 be included in our 2022 Form 10-K.

The Audit Committee has also reviewed all non-audit services being provided by the independent auditors and has concluded that the provision of such services has been compatible with the maintenance of that firm's independence in the conduct of its auditing functions. The Audit Committee has discussed these matters with representatives of the independent auditors and our management and will monitor our compliance with any new restrictions as they are put in place to continue to ensure that the services provided by our independent accountants are compatible with the maintenance of that firm's independence in the conduct of its auditing functions.

The Audit Committee

Donald A. Denkhaus (Chair)

Philip H. Coelho

Charles B. O’Keeffe

Notwithstanding anything to the contrary set forth in any of our previous filings under the Securities Act of 1933, or the Securities Exchange Act of 1934 that might incorporate future filings, including this Proxy Statement, in whole or in part, the Audit Committee Report above shall not be incorporated by reference into any such filings

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

As of the Record Date, we had 106,507,108 shares of our common stock outstanding. The following table sets forth, as of such date, certain information regarding the shares of common stock owned of record or beneficially by (i) each person who owns beneficially more than 5% of our outstanding common stock; (ii) each of our directors and executive officers; and (iii) all executive officers and directors as a group.

Name	Shares Beneficially Owned (1)	
	Number	Percentage
BlackRock, Inc. (2)	15,690,326	14.7
State Street Corp. (3)	7,873,314	7.4
The Vanguard Group (4)	6,768,741	6.4
Deerfield Mgmt, L.P. (5)	5,884,448	5.5
Patrick J. McEnany (6)	6,265,951	5.8
Steven R. Miller (7)	1,772,456	1.6
Alicia Grande (8)	1,015,056	*
Gary Ingenito (9)	765,700	*
Brian Elsbernd (10)	733,409	*
Jeffrey Del Carmen (11)	322,915	*
Preethi Sundaram (12)	108,142	*
Charles O’Keeffe (13)	830,557	*
David Tierney (13)	543,707	*
Philip Coelho (13)	415,053	*
Donald A. Denkhaus (13)	543,166	*
Richard Daly (13)	358,166	*
Molly Harper (14)	50,666	*
Tamar Thompson (15)	0	*
All officers and directors as a group (14 persons) (16)	13,724,944	12.1

* Less than one percent

- (1) Unless otherwise indicated, each person named in the table has the sole voting and investment power with respect to the shares beneficially owned. Further, unless otherwise indicated, the address for each person named in this table is c/o Catalyst Pharmaceuticals, Inc.
- (2) Reported on a Schedule 13G filed by BlackRock on January 26, 2023. According to the Schedule 13G, BlackRock’s address is 55 East 52nd Street, New York, NY 10055.
- (3) Reported in a Schedule 13G filed by State Street on February 8, 2023. According to the Schedule 13G, State Street’s address is 1 Lincoln Street, Boston, MA 02111.
- (4) Reported in a Schedule 13G filed by Vanguard on February 9, 2023. According to the Schedule 13G, Vanguard’s address is 100 Vanguard Blvd., Malvern, PA 19355.

- (5) Reported in a Schedule 13G filed by Deerfield on February 10, 2023. According to the Schedule 13G, Deerfield's address is 345 Park Avenue South, 12th Floor, New York, NY 10010.
- (6) Includes options to purchase 2,146,666 shares of our common stock, of which (i) 250,000 shares are exercisable at a price of \$1.13 per share, (ii) 300,000 shares are exercisable at a price of \$4.01 per share, (iii) 500,000 shares are exercisable at a price of \$3.54 per share, (iv) 740,000 shares are exercisable at a price of \$4.64 per share, (v) 266,666 shares are exercisable at a price of \$3.42 per share, and (vi) 90,000 shares are exercisable at a price of \$7.07 per share. Excludes (i) unvested stock options to purchase 133,334 shares of our common stock at a price of \$3.42 per share that will vest on December 30, 2023, (ii) unvested stock options to purchase 180,000 shares of our common stock at a price of \$7.07 per share that will vest in two annual tranches beginning on December 28, 2023, (iii) unvested stock options to purchase 272,000 shares of our common stock at a price of \$18.59 per share that will vest in three annual tranches beginning on December 27, 2023, (iv) 79,000 restricted stock units that will vest in three annual tranches beginning on December 27, 2023, and (v) 116,667 restricted stock units that will vest in two annual tranches beginning on February 14, 2024.
- (7) Includes options to purchase 1,084,999 shares of our common stock, of which (i) 150,000 shares are exercisable at a price of \$1.13 per share, (ii) 285,000 shares are exercisable at a price of \$4.01 per share, (iii) 225,000 shares are exercisable at a price of \$2.24 per share, (iv) 180,000 shares are exercisable at a price of \$4.64 per share, (v) 183,333 shares are exercisable at a price of \$3.42 per share, and (vi) 61,666 shares are exercisable at a price of \$7.07 per share. Excludes (i) unvested stock options to purchase 91,667 shares of our common stock at an exercise price of \$3.42 per share that will vest on December 30, 2023, (ii) unvested stock options to purchase 123,334 shares of our common stock at a price of \$7.07 per share that will vest in two annual tranches beginning on December 28, 2023, (iii) unvested stock options to purchase 146,000 shares of our common stock at an exercise price of \$18.59 per share that will vest in three annual tranches beginning on December 27, 2023, (iv) 42,000 restricted stock units that will vest in three annual tranches beginning on December 27, 2023, and (v) 27,334 restricted stock units that will vest in two annual tranches beginning on February 14, 2024.
- (8) Includes options to purchase 964,499 shares of our common stock, of which (i) 100,000 shares are exercisable at a price of \$1.13 per share, (ii) 285,000 shares are exercisable at a price of \$4.01 per share, (iii) 225,000 shares are exercisable at a price of \$2.24 per share, (iv) 132,000 shares are exercisable at a price of \$4.64 per share, (v) 166,666 shares are exercisable at a price of \$3.42 per share, and (vi) 55,833 shares are exercisable at a price of \$7.07 per share. Excludes (i) unvested stock options to purchase 83,334 shares of our common stock at an exercise price of \$3.42 per share that will vest on December 30, 2023, (ii) unvested stock options to purchase 111,667 shares of our common stock at an exercise price of \$7.07 per share that will vest in two annual tranches beginning on December 28, 2023, (iii) unvested stock options to purchase 88,000 shares of our common stock at an exercise price of \$18.59 per share that will vest in three annual tranches beginning on December 27, 2023, (iv) 26,000 restricted stock units that will vest in three annual tranches beginning on December 27, 2023, and (v) 22,334 restricted stock units that will vest in two annual tranches beginning on February 14, 2024.
- (9) Includes options to purchase 727,333 shares of our common stock, of which (i) 50,000 shares are exercisable at a price of \$1.13 per share, (ii) 230,000 shares are exercisable at a price of \$4.01 per share, (iii) 225,000 shares are exercisable at a price of \$2.24 per share, (iv) 44,000 shares are exercisable at a price of \$4.64 per share, (v) 133,333 shares are exercisable at a price of \$3.42 per share, and (vi) 45,000 shares are exercisable at a price of \$7.07 per share. Excludes (i) unvested stock options to purchase 66,667 shares of our common stock at an exercise price of \$3.42 per share that will vest on December 30, 2023, (ii) unvested stock options to purchase 90,000 shares of our common stock at an exercise price of \$7.07 per share that will vest in two annual tranches beginning on December 28, 2023, (iii) unvested stock options to purchase 93,000 shares of our common stock at an exercise price of \$18.59 per share that will vest in three annual tranches beginning on December 27, 2023, (iv) 27,000 restricted stock units that will vest in three annual tranches beginning on December 27, 2023, and (v) 20,000 restricted stock units that will vest in two annual tranches beginning on February 14, 2024.
- (10) Includes options to purchase 595,333 shares of our common stock, of which (i) 60,000 shares are exercisable at a price of \$4.01 per share, (ii) 225,000 shares are exercisable at a price of \$2.24 per share, (iii) 132,000 shares are exercisable at a price of \$4.64 per share, (iv) 133,333 shares are exercisable at a price of \$3.42 per share, and (v) 45,000 shares are exercisable at a price of \$7.07 per share. Excludes (i) unvested stock options to purchase 66,667 shares of our common stock at an exercise price of \$3.42 per share that will vest on December 30, 2023, (ii) unvested stock options to purchase 90,000 shares of our common stock at an exercise price of \$7.07 per share that will vest in two annual tranches beginning on December 28, 2023, (iii) unvested stock options to purchase 69,000 shares of our common stock at an exercise price of \$18.59 per share that will vest in three annual tranches beginning on December 27, 2023, (iv) 20,000 restricted stock units that will vest in three annual tranches beginning on December 27, 2023, and (v) 19,334 restricted stock units that will vest in two annual tranches beginning on February 14, 2024.

-
- (11) Includes options to purchase 309,316 shares of our common stock, of which (i) 30,000 shares are exercisable at a price of \$2.86 per share, (ii) 10,983 shares are exercisable at a price of \$4.21 per share, (iii) 90,000 shares are exercisable at a price of \$4.70 per share, (iv) 133,333 shares are exercisable at a price of \$3.42 per share, and (v) 45,000 shares are exercisable at a price of \$7.07 per share. Excludes (i) unvested stock options to purchase 60,000 shares of our common stock at an exercise price of \$4.70 per share that will vest in two annual tranches beginning on June 23, 2024, (ii) unvested stock options to purchase 66,667 shares of our common stock at an exercise price of \$3.42 per share that will vest on December 30, 2023, (iii) unvested stock options to purchase 90,000 shares of our common stock at an exercise price of \$7.07 per share that will vest in two annual tranches beginning on December 28, 2023 (iv) unvested stock options to purchase 88,000 shares of our common stock at an exercise price of \$18.59 per share that will vest in three annual tranches beginning on December 27, 2023, (v) 26,000 restricted stock units that will vest in three annual tranches beginning on December 27, 2023, and (vi) 21,334 restricted stock units that will vest in two annual tranches beginning on February 14, 2024.
- (12) Includes options to purchase 75,000 shares of our common stock which are exercisable at a price of \$5.49 per share and options to purchase 22,500 shares of our common stock which are exercisable at a price of \$7.07 per share. Excludes (i) unvested stock options to purchase 150,000 shares of our common stock at an exercise price of \$5.49 per share that will vest in two annual tranches beginning on July 6, 2024, (ii) unvested stock options to purchase 45,000 shares of our common stock at an exercise price of \$7.07 per share that will vest in two annual tranches beginning on December 28, 2023, (iii) unvested stock options to purchase 68,000 shares of our common stock at an exercise price of \$18.59 per share that will vest in three annual tranches beginning on December 27, 2023, (iv) 20,000 restricted stock units that will vest in three annual tranches beginning on December 27, 2023, and (v) 33,334 restricted stock units that will vest in two annual tranches beginning on February 14, 2024.
- (13) Includes options to purchase 210,166 shares of our common stock, of which (i) 60,000 shares are exercisable at a price of \$1.13 per share, (ii) 40,000 shares are exercisable at a price of \$4.01 per share, (iii) 50,000 shares are exercisable at a price of \$2.24 per share, (iv) 33,500 shares are exercisable at a price of \$4.64 per share, (v) 20,000 shares are exercisable at a price of \$3.42 per share, and (vi) 6,666 shares are exercisable at a price of \$7.07 per share. Excludes (i) unvested stock options to purchase 10,000 shares of our common stock at an exercise price of \$3.42 per share that will vest on December 30, 2023, (ii) unvested stock options to purchase 13,334 shares of our common stock at an exercise price of \$7.07 per share that will vest in two annual tranches beginning on December 28, 2023, (iii) unvested stock options to purchase 15,000 shares of our common stock at an exercise price of \$18.59 per share that will vest in three annual tranches beginning on December 27, 2023, (iv) 4,000 restricted stock units that will vest in three annual tranches beginning on December 27, 2023, and (v) 8,000 restricted stock units that will vest in two annual tranches beginning on February 14, 2024.
- (14) Includes options to purchase 46,666 shares of our common stock, of which (i) 40,000 shares are exercisable at a price of \$5.78 per share and (ii) 6,666 shares are exercisable at a price of \$7.07 per share. Excludes (i) unvested stock options to purchase 20,000 shares of our common stock at an exercise price of \$5.78 per share that will vest on June 29, 2024, (ii) unvested stock options to purchase 13,334 shares of our common stock at an exercise price of \$7.07 per share that will vest in two annual tranches beginning on December 28, 2023, (iii) unvested stock options to purchase 15,000 shares of our common stock at an exercise price of \$18.59 per share that will vest in three annual tranches beginning on December 27, 2023, (iv) 4,000 restricted stock units that will vest in three annual tranches beginning on December 27, 2023, and (v) 8,000 restricted stock units that will vest in two annual tranches beginning on February 14, 2024.
- (15) Excludes options to purchase 40,000 shares of our common stock at an exercise price of \$11.59 per share that will vest in three annual tranches beginning on May 25, 2024.
- (16) Includes options to purchase 7,023,142 shares of our common stock at prices ranging from \$1.13 per share to \$7.07 per share. Excludes (i) unvested stock options to purchase 2,552,341 shares of our common stock at prices ranging from \$3.42 per share to \$18.59 per share, and (ii) 572,337 unvested restricted stock units.

Related Person Transaction Parties and Procedures

In November 2017, we adopted our Code of Business Conduct and Ethics, including a conflict of interest transaction policy that identifies our procedures for the identification, review, consideration and approval or ratification of conflict of interest transactions. The policy applies where one's private life or interest interferes, or even appears to interfere, with the interests of our company. Under the policy, a conflict can arise when any of our personnel (or a member of their family) acts or has interests that make it difficult, or makes it appear difficult, to perform their duties for us objectively and effectively. Conflicts can also arise under the policy when our personnel (or a member of their family) receives significant personal benefits as a result of their position in the Company. Any such determination regarding the approval of such a transaction will be made by the Audit Committee or the Board of Directors, with any interested directors abstaining.

Certain Related Party Transactions

Since January 1, 2021, we have had no transactions or proposed transactions in which we were or are to be participants and in which any related person had or will have a direct or indirect material interest.

OTHER MATTERS

The Board is not aware of any other business that may come before the meeting. However, if additional matters properly come before the meeting, proxies will be voted at the discretion of proxy holders.

CONTACTING THE BOARD OF DIRECTORS

Stockholders may communicate with the board of directors by directing their communications in a hard copy (i.e. non-electronic) written form to the attention of one or more members of the Board of Directors, or to the Board of Directors collectively, at our principal executive office located at 355 Alhambra Circle, Suite 801, Coral Gables, Florida 33134, Attention: Corporate Secretary. A stockholder communication must include a statement that the author of such communication is a beneficial or record owner of shares of our common stock. Our corporate secretary will review all communications meeting the requirements discussed above and will remove any communications relating to (i) the purchase or sale of our products or services; (ii) communications from suppliers or vendors relating to our obligations to such supplier or vendor; (iii) communications from pending or threatened opposing parties in legal or administrative proceedings regarding matters not related to securities law matters or fiduciary duty matters, and (iv) any other communications that the corporate secretary deems, in his reasonable discretion, to be unrelated to our business. The corporate secretary will compile all communications not removed in accordance with the procedure described above and will distribute such qualifying communications to the intended recipient(s). A copy of any qualifying communications that relate to our accounting and auditing practices will also be automatically sent directly to the chair of the Audit Committee, whether or not it was directed to such person.

STOCKHOLDER PROPOSALS

Stockholder proposals intended to be presented at the 2024 Annual Meeting of Stockholders must be received by our corporate secretary not later than March 7, 2024 at our principal executive offices, 355 Alhambra Circle, Suite 801, Coral Gables, Florida 33134, Attention: Corporate Secretary, for inclusion in the proxy statement and proxy relating to the 2024 Annual Meeting of Stockholders. The persons named in the proxies solicited by management may exercise discretionary voting authority with respect to such proposal.

ADDITIONAL INFORMATION

We are delivering our Annual Report to our stockholders with this Proxy Statement. We will furnish without charge to any stockholder submitting a written request, our 2022 Annual Report on Form 10-K as filed with the Securities and Exchange Commission, including the financial statements and any schedules thereto. Such written requests should be directed to our Corporate Secretary at the address set forth above.

ANNEX A

**AMENDMENT NO. 3 TO CATALYST PHARMACEUTICALS, INC.
2018 STOCK INCENTIVE PLAN**

WHEREAS, the Board of Directors of Catalyst Pharmaceuticals, Inc. (the “Company”) has determined that it is in the Company’s best interests to amend the Company’s 2018 Stock Incentive Plan (the “2018 Plan”).

NOW, THEREFORE, the 2018 Plan is hereby amended as follows:

1. The first sentence of Section 5(a) of the 2018 Plan is amended in its entirety and restated as follows:
 - (a) Shares Available for Awards. The Common Stock that may be issued pursuant to Awards granted under the 2018 Plan shall be treasury shares or authorized but unissued shares of the Common Stock. The total number of shares of Common Stock that may be issued pursuant to Awards granted under the 2018 Plan shall be Eighteen Million (18,000,000) shares of Common Stock.
2. In all other respects, the 2018 Plan shall remain in full force and effect.

CATALYST PHARMACEUTICALS, INC.
355 Alhambra Circle, Suite 801
Coral Gables, Florida 33134

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Patrick J. McEnany and Alicia Grande, and each of them, with full power of substitution, proxies of the undersigned, to attend and vote all the shares of common stock, \$0.001 par value per share, of Catalyst Pharmaceuticals, Inc., a Delaware corporation (the "Company") which the undersigned would be entitled to vote at the 2023 Annual Meeting of Stockholders to be held at 9:00 a.m. local time, on Tuesday, August 22, 2023, or any adjournment thereof, according to the number of votes the undersigned would be entitled to vote if personally present upon the matters referred to in this proxy.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF THE PROPOSALS.

1. PROPOSAL ONE — Election of Directors

To elect **Patrick J. McEnany** as a member of the Board of Directors until the 2024 Annual Meeting of Stockholders, or until his earlier death, disability or resignation:

FOR

AGAINST

ABSTAIN

To elect **Richard J. Daly** as a member of the Board of Directors until the 2024 Annual Meeting of Stockholders, or until his earlier death, disability or resignation:

FOR

AGAINST

ABSTAIN

To elect **Donald A. Denkhaus** as a member of the Board of Directors until the 2024 Annual Meeting of Stockholders, or until his earlier death, disability or resignation:

FOR

AGAINST

ABSTAIN

To elect **Molly Harper** as a member of the Board of Directors until the 2024 Annual Meeting of Stockholders, or until her earlier death, disability or resignation:

FOR

AGAINST

ABSTAIN

To elect **Charles B. O’Keeffe** as a member of the Board of Directors until the 2024 Annual Meeting of Stockholders, or until his earlier death, disability or resignation:

FOR

AGAINST

ABSTAIN

To elect **Tamar Thompson** as a member of the Board of Directors until the 2024 Annual Meeting of Stockholders, or until her earlier death, disability or resignation:

FOR

AGAINST

ABSTAIN

To elect **David S. Tierney, M.D.** as a member of the Board of Directors until the 2024 Annual Meeting of Stockholders, or until his earlier death, disability or resignation:

FOR

AGAINST

ABSTAIN

-
2. PROPOSAL TWO – To approve an amendment to our 2018 Stock Incentive Plan to increase the shares available for issuance by 3 million shares.
- FOR AGAINST ABSTAIN
3. PROPOSAL THREE — To approve, on an advisory basis, the 2022 compensation of our named executive officers.
- FOR AGAINST ABSTAIN
4. PROPOSAL FOUR — To ratify the selection of Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023.
- FOR AGAINST ABSTAIN
5. PROPOSAL FIVE — To transact such other business as may properly come before the meeting.
- FOR AGAINST ABSTAIN

This Proxy when properly executed will be voted in the manner directed herein by the undersigned stockholder. If no direction is made, this proxy will be voted FOR the proposals as set forth herein.

The undersigned acknowledges receipt of Notice of Annual Meeting of Stockholders dated July 12, 2023, and the accompanying Proxy Statement.

Date: _____, 2023.

Signature

Name(s) (typed or printed)

Address(es)

Please sign exactly as name appears on this Proxy. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by the President or other authorized officer. If a partnership, please sign in partnership name by authorized person.

PLEASE MARK, SIGN, DATE AND RETURN THE PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE. NO POSTAGE IS REQUIRED.