

Corporate Governance Guidelines
Catalyst Pharmaceuticals, Inc.
Adopted by the Board of Directors on March 7, 2024

The following Corporate Governance Guidelines (the "Guidelines") have been adopted by the Board of Directors (the "Board") of Catalyst Pharmaceuticals, Inc. ("Catalyst" or the "Company"). These Guidelines, together with Catalyst's Certificate of Incorporation, Bylaws, and the charters of the various Board committees, each as currently in effect, provide the framework for the Company's governance. The Board believes that these Guidelines reflect the Board's commitment to govern the Company with high standards of integrity and increased stockholder value.

Role and Composition of the Board

1. General. The Board, which is elected by the stockholders, is the ultimate decision-making body of the Company except with respect to those matters reserved to the stockholders. The Board selects the senior management team, which is charged with the conduct of the Company's business. Having selected the senior management team, the Board acts as an advisor and counselor to senior management and ultimately monitors and oversees its performance.
2. Separation of Chair and CEO. The Board selects its chair (the "Chair") and the Company's Chief Executive Officer (the "CEO") in the manner that it considers to be in the best interests of the Company. Therefore, the Board does not have a policy on whether the role of Chair and CEO should be separated or combined. The offices of the Chair and CEO were combined for many years, but are currently separated. If in the future the offices of the Chair and CEO are combined once again or the Chair is otherwise not considered to be independent under relevant laws and regulations (as is the case at this time), the independent members of the Board shall appoint a lead independent director. The lead independent director shall (a) preside at all meetings of the Board at which the Chair is not present, including executive sessions of the independent directors, (b) have the authority to call meetings of the independent directors, (c) serve as the principal liaison on Board-wide issues between the independent directors and the Chair, and (d) have such other authority and duties as the Board may from time to time determine.
3. Director Independence. It is the policy of the Company that the Board consist of a majority of independent directors. In determining independence, the Board shall consider the independence criteria of the Nasdaq Stock Market as well as other factors that it believes will contribute to effective oversight by the Board.
4. Board Size. It is the policy of the Company that the number of directors not exceed a number that can function efficiently as a body. The Corporate Governance and Nominating Committee considers and makes recommendations to the Board concerning the appropriate size and needs of the Board. The Corporate Governance and Nominating Committee considers candidates for election (or re-election) to the Board as well as candidates to fill new positions created by expansion or vacancies that occur due to resignation, retirement or for any other reason.

5. Selection Criteria. Each candidate is selected for, among other things, the candidate's applicable expertise and demonstrated excellence in his or her field, the usefulness of such expertise to the Company, the availability of the candidate to devote sufficient time and attention to the affairs of the Company, the existence of any relationship that would interfere with the exercise of the candidate's independent judgment, and the candidate's demonstrated character and judgment. The Board believes that its members should reflect a diversity of viewpoints, background, experiences, and other characteristics such as, but not limited to, gender, race, and ethnicity.

Accordingly, when evaluating candidates for nomination as new directors, the Corporate Governance and Nominating Committee will seek to consider (and will ask any search firm that it engages to provide) a set of candidates who would contribute to Board diversity, including both women and individuals from underrepresented communities, who meet the relevant business and search criteria. Candidates for directorship will be reviewed in the context of the existing membership of the Board (including the characteristics and skills of the existing directors), the operating requirements of the Company, and the long-term interests of the Company's stockholders.

6. Majority Voting in Uncontested Director Elections. The Board (or any committee thereof) shall nominate for re-election as directors at any meeting of stockholders for an uncontested election of directors (as determined in accordance with the Company's Bylaws) only those candidates who have tendered an irrevocable resignation as a director, which resignation shall be conditioned upon both (a) such director failing to have received more "for" votes than "against" votes in such uncontested election and (b) acceptance by the Board of such resignation.

If, in an uncontested election of directors, an incumbent director fails to receive the required vote for re-election as set forth in the Company's Bylaws, then the Corporate Governance and Nominating Committee will act to determine whether to recommend to the Board that it accept the director's conditional resignation and will submit such recommendation for prompt consideration by the Board, and the Board will act on the Corporate Governance and Nominating Committee's recommendation within 90 days following certification of the stockholder vote. In making their respective decisions, the Corporate Governance and Nominating Committee and the Board will evaluate the best interests of the Company and its stockholders and shall consider all factors and information deemed relevant by the respective body.

A director shall not participate in the Corporate Governance and Nominating Committee recommendation or Board action regarding whether to accept the conditional resignation of such director. If directors constituting a majority of the members of the Corporate Governance and Nominating Committee fail to receive the required vote in favor of his or her election in the same election, then the independent directors, excluding the directors who failed to receive the required vote, shall appoint a committee amongst themselves to consider the conditional resignations and recommend to the Board whether to accept them. If the directors, excluding the directors who failed to receive the required vote, shall be of an insufficient number to comprise a quorum of the Board, then all directors may participate in the action regarding whether to accept the conditional resignations. If the

Board shall determine not to accept the resignation of a director, the Board will promptly disclose its decision-making process and decision to reject the conditional resignation in a Current Report on Form 8-K furnished to the Securities and Exchange Commission.

7. Director Service on other Public Boards. A director who also serves as an officer (as "officer" is defined in Rule 16a-1(f) promulgated under Section 16 of the Securities Exchange Act of 1934, as amended) (an "executive officer") of any public company (including the Company) should not serve on more than one other public company board in addition to the Board. A director who does not also serve as an executive officer of a public company should not serve on more than two other public company boards in addition to the Board. Directors should notify the chairperson of the Corporate Governance and Nominating Committee prior to accepting an invitation to serve on a public company board to permit the Corporate Governance and Nominating Committee to evaluate the relationship for a potential conflict of interest and to confirm that the director continues to have sufficient available time to perform his or her Board duties.
8. Change in Principal Occupation. When a director's principal occupation or business association changes substantially during his or her tenure as a director, that director must notify the chairperson of the Corporate Governance and Nominating Committee of any such change, to permit the Corporate Governance and Nominating Committee to evaluate the relationship for a potential conflict of interest, to review the appropriateness of the director's continued membership on the Board and to confirm that the director continues to have time available to perform his or her duties to the Company. The affected director will be expected to act in accordance with the Corporate Governance and Nominating Committee's recommendation, including by offering his or her resignation from the Board.
9. Director Compensation. The Compensation Committee shall review the compensation of members of the Board at least every two years.
10. Retirement Age; Term Limits. The Board does not believe it should establish mandatory retirement ages and term limits for directors. While term limits and mandatory retirement ages may help to ensure that there are fresh ideas and viewpoints available to the Board, they present the disadvantage of losing directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and who, therefore, provide a valuable contribution to the Board as a whole. The Board believes that, as an alternative to mandatory retirement ages and term limits, it can ensure that the Board continues to evolve and adopt new ideas and viewpoints through the director nomination process described in these Guidelines.
11. Director Education. The Company shall provide for the continuing education of all directors and will periodically provide materials or educational seminars on matters relevant to the discharge of their duties. The Company will also provide new directors with an orientation program to familiarize such directors with the Company's business.
12. Adherence to Other Policies. It is the policy of the Company that all directors shall comply with other specified policies of the Company that may be applicable to directors

such as, but not limited to, the Company's Code of Business Conduct and Ethics and the Company's Insider Trading Policy.

13. Communication with Stakeholders. The CEO is responsible for establishing effective communications with the Company's stakeholder groups (*i.e.*, stockholders, communities, suppliers, creditors, government agencies and corporate partners). It is the policy of the Company that the Company's senior management team speaks for the Company. The CEO may, from time to time, designate other individuals, including outside directors, to respond to inquiries regarding particular areas of interest or focus.
14. Risk Oversight. The Board is responsible for oversight of management's responsibility to assess, manage and mitigate risks associated with the Company's business and operational activities. The Board exercises this risk oversight responsibility both directly and through one or more of its committees.

Board Function

15. Frequency of Board Meetings. A minimum of four regular meetings of the Board are currently held each year. The Chair, in consultation with the CEO (if separate from the CEO) and the lead independent director, if any, shall determine the frequency and length of Board meetings. The Board reviews reports by senior management on the Company's performance and its plans and prospects during regularly scheduled Board meetings and any special meeting of the Board held during the year. Directors are expected to prepare for, attend, and participate in all scheduled Board and applicable Board committee meetings.
16. Agendas and Materials for Board Meetings. The Chair, in consultation with the CEO (if separate from the CEO) and the lead independent director, if any, shall set the agenda for each Board meeting. Board materials related to agenda items shall be provided to Board members sufficiently in advance of Board meetings to allow the directors to prepare for discussion of items at the meeting. Any member of the Board may request that an item be included on the agenda. The Board reserves authority to meet in executive sessions or otherwise to discuss sensitive matters without distribution of written materials.
17. Board Presentations and Access to Management. The Board encourages senior management to arrange presentations at Board meetings by managers and to provide other reports that will enhance the flow of meaningful business, financial, scientific, medical, regulatory, risk and other relevant information to the Board. The Board encourages the presentation at meetings by members of management who can provide additional insight into matters being discussed or who have senior management potential that the CEO believes should be given exposure to the Board.
18. Executive Sessions. The directors of the Board meet periodically, but no less than four times per year (at each regular meeting of the Board), in executive sessions without management directors present. Discussions at these sessions may include such topics as the directors determine. The directors generally do not take formal action at these executive sessions but make recommendations for consideration by the full Board. In

addition, portions of director meetings are held with the CEO, but not other members of management, for discussions of relevant subject matters.

19. CEO and Other Executive Officer Performance Goals and Reviews. The Compensation Committee establishes the evaluation process for the CEO's and other executive officers' performance and determines the specific criteria or goals on which the performance of the CEO and other executive officers are shall be evaluated. The Compensation Committee meets annually with the CEO to receive his or her recommendations concerning such goals for the forthcoming year. Following the completion of the year, the Compensation Committee reviews the CEO's and each other executive officer's performance for that year without the CEO or such other executive officer present and communicates the results of its review to the full Board. The Board then meets with the CEO to evaluate his or her performance against such goals, and the CEO meets with the other executive officers to evaluate their performance against such goals.
20. CEO Succession Plan. The Board in the past completed a transition in which the founding CEO of the Company retired and a new CEO was appointed, with the retiring CEO remaining on the Board as non-executive Chair. In the future, the Board will consider developing a future CEO succession plan if it deems such a plan to be necessary and appropriate under the circumstances and may delegate the duties required to develop the CEO Succession Plan to the Corporate Governance and Nominating Committee, or such other special committee of the Board established for the principal purpose of developing and, if necessary, implementing a future CEO Succession Plan. Any CEO succession plan developed in the future shall be periodically reviewed by the Board.
21. Access to Independent Advisors/Experts. The Board and each of its committees have the right at any time to retain and direct independent financial, legal or other advisors or experts, with funding provided by the Company.
22. Board and Committee Evaluations. Board members shall perform on a regular basis an evaluation of the performance and effectiveness of the Board as a whole, as well as of its committees. Their assessments shall be considered by the Corporate Governance and Nominating Committee in future selections of directors, both to replace existing directors and to add additional directors to the Board, if the Board determines that to be appropriate.

Committee Function

23. Committees. It is the general policy of Catalyst that all major decisions be considered by the Board as a whole, based on recommendations from the various committees where applicable. The current three standing committees of the Board are the Audit Committee, the Compensation Committee, and the Corporate Governance and Nominating Committee. From time to time, the Board may establish new committees or disband a current committee, depending upon internal circumstances or external requirements.
24. Committee Charters. The Board has adopted written charters for the Audit Committee, the Compensation Committee, and Corporate Governance and Nominating Committee, which set forth the standing authority and responsibilities of each committee.

25. Committee Member Selection. The Board, upon recommendation of the Corporate Governance and Nominating Committee, shall designate the members and chairpersons of each Board committee. All of the members of the Audit, Compensation, and Corporate Governance and Nominating Committees are required to meet the criteria for independence established by applicable law, including the rules and regulations of the Securities and Exchange Commission and the Nasdaq Stock Market, for service on such respective committees.
26. Committee Meetings. The number of committee meetings and other matters of committee governance will be determined by each committee in light of the authority delegated by the full Board to such committee, the committee's charter (if any) and applicable regulations or principles. The chair of each committee, in consultation with the Chairperson of the Board, the CEO, and, if applicable, the lead director, sets the agenda for each committee meeting. Members of a committee are free to make suggestions for additions to the agenda or to request that an item from a committee agenda be considered by the full Board. The agenda, materials and minutes for each committee meeting shall be made available to all directors, and all directors are free to attend any committee meeting. The Company provides each committee with access to employees and other resources to enable committee members to carry out their responsibilities.

Periodic Review of Guidelines

27. Periodic Review. The Nominating and Corporate Governance Committee shall periodically review and assess these Guidelines and their application and recommend any proposed changes to the Board for its consideration.