

# Neurocrine Biosciences, Inc. Compensation Committee Charter

*The Following Charter was most recently adopted by the  
Board of Directors of Neurocrine Biosciences, Inc.  
February 2023*

## **I. Purpose.**

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Neurocrine Biosciences, Inc. (the “*Company*”) is to provide assistance to the Directors in fulfilling their responsibilities with respect to oversight of the Company’s affairs in the area of compensation plans, policies and programs as set forth below, including but not limited to: (i) reviewing and approving the Company’s compensation policies and programs and equity and incentive plans, including reserving equity to be issued under equity plans, (ii) administering the compensation plans, policies and programs of the Company, especially those regarding executive officer and Director compensation, (iii) evaluating the performance of the Company’s executive officers, (iv) determining the compensation of the executive officers of the Company, and (v) producing an annual report on executive compensation for inclusion in the Company’s proxy materials in accordance with applicable rules and regulations of the Securities and Exchange Commission (the “*SEC*”) in effect from time to time and reviewing and discussing with management the Company’s executive compensation disclosure under “Compensation Discussion and Analysis” (“*CD&A*”) for use in any of the Company’s annual reports on Form 10-K, registration statements, proxy statements or information statements. The Committee shall ensure that compensation programs are appropriate for the Company, consistent with the Company’s long-term strategic plan, designed to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company’s stockholders.

The Committee shall have the authority to undertake the specific duties and responsibilities described below and the authority to undertake such other duties as are assigned by law, the Company’s charter or bylaws, or the Board.

## **II. Structure.**

### **A. Membership.**

The Committee shall be comprised of at least three Directors as determined by the Board, none of whom shall be an employee of the Company and all of whom shall (i) satisfy the independence requirements of The Nasdaq Stock Market (“*Nasdaq*”) as in effect from time to time, and (ii) be a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”).

The members of the Committee shall be appointed by the Board. Unless a Chairperson of the Committee is designated by the Board, the Committee may designate a Chairperson by a majority vote of the full Committee membership.

B. Rules of Procedure.

The Committee may determine its own rules of procedure with respect to the call, place, time and frequency of its meetings. In the absence of such rules, the Committee will meet at the call of its Chairperson, as appropriate, to accomplish the purposes of the Committee, but it is anticipated that the Committee will meet at least four (4) times each calendar year. Notice of meetings of the Committee shall be given as provided in the bylaws of the Company.

C. Committee Secretary.

The Committee will appoint a Secretary of the Committee who will: (i) attend all meetings, (ii) keep minutes of the Committee's proceedings, (iii) advise members of all meetings called, (iv) arrange with the Chairperson of the Committee or other convening authority for preparation and distribution of the agenda and supporting material for each meeting, (v) at the direction of the Chairperson of the Committee, make the necessary logistical arrangements for each meeting, and (vi) carry out other functions as may be assigned from time to time by the Committee. In the event that the Chairperson of the Committee believes that it is inappropriate for a non-Committee member acting as Secretary to attend any meeting(s) or portion(s) thereof, the Chairperson shall appoint a member of the Committee to act as Secretary for such meeting(s) or portion(s) thereof.

D. Attendance at Meetings.

When deemed appropriate by the Committee, meetings of the Committee may be attended by the Company's human resources, legal, and/or accounting departments and by such other members of the management of the Company as the Committee deems appropriate. The Chairman of the Board, the Chief Executive Officer, the Chief Human Resources Officer, Chief Legal Officer, and the Chief Financial Officer may attend any meeting of the Committee, except for portions of the meetings where his, her or their presence would be inappropriate, as determined by the Chairperson of the Committee. The Chief Executive Officer shall not be present during deliberations or voting regarding his or her compensation. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

E. Consultants and Advisors.

In discharging its responsibilities, the Committee shall have sole authority to, as it deems appropriate, select, retain and/or replace, as needed, compensation and benefits consultants and other outside consultants to assist the Committee in performance of its duties hereunder. In that connection, in the event the Committee retains a consultant or other advisor, the Committee shall have the sole authority to approve such consultant's or advisor's fees and other retention terms. In addition, the Committee shall have free access to Company staff personnel to provide data and advice in connection with the Committee's review of Company compensation practices and leadership development processes and practices or to provide such

other assistance as is deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. Prior to selecting, or receiving advice from, any compensation consultant, legal counsel or other advisor, the Committee shall take into consideration the factors specified in Nasdaq Listing Rule 5605(d)(3) or any successor provision and will be directly responsible for the appointment, compensation and oversight of such consultant, counsel or advisor. However, nothing in this provision requires that any advisors be independent. The Committee need not conduct this independence assessment with respect to any advisors covered by the relevant exceptions under Nasdaq Listing Rule 5605(d)(3). Nothing in this provision requires the Committee to implement or act consistently with the advice or recommendations of any advisor or affects the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

F. Quorum.

A majority of the members of the Committee will constitute a quorum for the transaction of business. The action of a majority of the Committee members present at any meeting in which a quorum is present shall be the action of the Committee.

G. Minutes and Reports.

The Committee shall maintain written minutes or other records of its meetings and activities. Minutes of each meeting of the Committee shall be distributed to each member of the Committee and other members of the Board. The Secretary of the Company shall retain the original signed minutes for filing with the corporate records of the Company.

The Chairperson of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

### III. Specified Duties.

A. Duties.

To fulfill its responsibilities, the Committee shall be responsible for:

- (1) reviewing and, if necessary, revising the compensation philosophy of the Company;
- (2) reviewing and approving corporate goals and objectives relating to the compensation of the Company's executive officers and evaluating the performance of the Company's executive officers in light of the Company's goals and objectives;
- (3) reviewing and approving compensation for all executive officers, and guidelines for salaries, merit salary increases, bonus payments, equity award grants and performance cash and equity award grants for all other employees of the Company;
- (4) reviewing and approving all employment and severance agreements of

executive officers;

- (5) reviewing and approving all promotions to executive officer and all new hires of executive officers;
- (6) reviewing and approving, or recommending to the full Board for approval, Director compensation;
- (7) reviewing and approving grants to non-employees of the Company of equity awards covering Company Common Stock pursuant to Company equity incentive plans;
- (8) reviewing and approving equity and incentive plans, including amending or modifying such equity and incentive plans (including the addition of equity reserved for issuance under such plans), and administering equity and incentive plans and employee pension and benefit plans;
- (9) reviewing and approving equity ownership guidelines for executive officers and Board members;
- (10) managing and reviewing the grant of perquisite benefits for executive officers;
- (11) retaining compensation consultants and advisors from time to time, when and if appropriate, to advise the Committee on compensation policies and plans within the scope of this charter;
- (12) overseeing and ensuring compliance with requirements established by the SEC and Nasdaq that relate to compensation, including assessing the risks arising from the Company's compensation policies and taking any actions required as a result thereof, and overseeing the implementation of clawback policies allowing the Company to recoup certain compensation paid to employees to the extent required by SEC and Nasdaq rules;
- (13) reviewing and approving with management the CD&A for inclusion in any of the Company's annual reports on Form 10-K, registration statements, proxy statements or information statements;
- (14) preparing and reviewing the Committee report on executive compensation to be included in the Company's annual proxy statement in accordance with applicable SEC rules and regulations; and
- (15) overseeing the development, implementation and effectiveness of the Company's policies and strategies with respect to human capital and talent management, including the Company's diversity and inclusion initiatives.

The Committee may conduct or authorize, at Company expense, surveys or studies of matters within the Committee's scope of responsibilities, including, but not limited to, compensation practices in equivalent companies to maintain the Company's competitiveness and ability to recruit and retain highly qualified

personnel.

The Committee shall, without delegation:

- (1) review and approve all employee benefit and insurance plans in which executive officers participate and are in addition to employee benefit and insurance plans applicable to all employees generally;
- (2) grant any awards under any performance-based equity or cash compensation plans to executive officers;
- (3) review and approve which executive officers are entitled to awards under the Company's equity incentive plan(s); and
- (4) review and approve executive officer compensation.

*Delegation of Duties.*

In fulfilling its responsibilities, the Committee shall, subject to the following paragraphs, be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, including, but not limited to, a subcommittee composed of either (1) one or more members of the Board or (2) one or more specified executive officers to grant stock awards under the Company's equity incentive plans to persons who are not then subject to Section 16 of the Exchange Act. In addition, the Committee may form and delegate authority to a committee composed solely of employees of the Company to serve as an administrative and/or investment committee, with fiduciary duties under the Employee Retirement Income Security Act of 1974 ("*ERISA*"), with respect to one or more Company plans that are subject to ERISA.

All proposed delegations must be adopted by a resolution of the Committee and reviewed for compliance with the relevant plan and Delaware corporate law by the Company's legal department (in consultation with the tax and accounting departments, if necessary) before they are voted upon at meetings. The resolution shall specify which duties are being delegated, to whom the duties are delegated, and which oversight powers the Committee retains.

The Committee shall not delegate any matters that involve executive compensation or for any matters where it has determined such compensation is intended to such delegation would not comply with the Code.

**IV. Resolutions.**

All proposed resolutions shall be prepared by the legal department (in consultation with the tax and accounting departments, if necessary), discussed and voted upon at the meetings or adopted by unanimous written consent.

All adopted plans of compensation or changes to existing plans, whether for executive

officers, Directors or other personnel, shall be detailed and referenced in or attached to the minutes of the appropriate meeting. This includes any grants of options or other equity awards made outside of any official Company plan.

When planning to establish, modify or certify performance targets under bonus plans for executive officers, grant any and all forms of equity compensation, or modify or rescind any options or other equity awards, the Committee shall consult the Company's legal department (who shall consult with the tax and accounting departments, if necessary) before taking action.

**V. Evaluation of Performance of the Committee.**

The Committee shall evaluate its own performance on an annual basis, including its compliance with this charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

The Committee shall review and reassess the Committee's charter at least annually and submit any recommended changes to the charter for consideration by the Board.

**VI. Disclosure of Charter.**

This charter will be made available on the Company's website. The Company's Annual Report to Stockholders shall state the foregoing.

**VII. Additional Authority.**

The Committee shall have the authority, at its discretion, to call upon the Chairman of the Board to provide internal assistance from officers and other employees of the Company and its subsidiaries as may be appropriate to fulfill its duties and responsibilities.

The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.