

AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

BIOCRYST PHARMACEUTICALS, INC.

There shall be a committee of the Board of Directors (the “Board”) of BioCryst Pharmaceuticals, Inc. (the “Company”) known as the Compensation Committee (the “Committee”), whose purpose, composition, duties, responsibilities, resources and procedures are as follows:

Organization

The Committee shall be composed of not less than three (3) directors, with the exact number to be determined by the Board. Committee members shall be directors who are independent within the meaning of the rules and regulations of the Securities and Exchange Commission (“SEC”) and the standards of independence for directors and compensation committee members of The Nasdaq Stock Market LLC (“Nasdaq”). Additionally, all of the members shall qualify as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and shall meet the “outside director” requirements of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

Committee members shall be appointed on an annual or periodic basis by the Board and shall serve until their respective successors are duly elected and qualified or, if earlier, until they no longer serve as directors. Any Committee member may resign by giving written notice to the chairperson of the Board, and Committee members may be removed at any time by the Board. Vacancies occurring on the Committee shall be filled by the Board.

The Board will, or will delegate to the members of the Committee the responsibility to, appoint one Committee member as chairperson. The chairperson will, in consultation with the other members of the Committee and the appropriate officers of the Company, be responsible for calling meetings of the Committee, establishing an agenda therefor, and supervising the conduct thereof. If the chairperson is not present at a meeting, the Committee members present at that meeting shall designate one of the attending members as acting chairperson of such meeting.

The Committee shall have the authority to delegate any of its responsibilities to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

Statement of Policy

The purpose of the Committee, acting on behalf of the Board, is to assist the Board in discharging its responsibilities relating to compensation of the Company’s executive officers. The Committee shall also periodically review and recommend to the Board the compensation of

the directors serving on the Board and committees thereof. With respect to the Company's executive officers, the Committee has overall responsibility for approving and evaluating the executive compensation plans, policies and programs of the Company. The Committee shall be responsible for preparing an annual report on executive compensation for inclusion in the Company's proxy statement, and reviewing and approving the Compensation Discussion & Analysis ("CD&A") and the supporting compensation disclosure materials that are included in the Company's annual report on Form 10-K, proxy statement, or information statement, as appropriate, all in accordance with applicable rules and regulations of the SEC. The Committee sets the compensation of the executive officers and certain key employees of the Company and is responsible for establishing a compensation plan that will enable the Company to compete effectively for the services of qualified officers and key employees, to give those employees appropriate incentive to pursue the maximization of long-term stockholder value and to recognize those employees' success in achieving both qualitative and quantitative goals for the benefit of the Company. The Committee may also have other duties as assigned to it by the Board.

Responsibilities

The Committee has the responsibility for establishing, implementing and monitoring adherence with the Company's compensation philosophy. The primary responsibilities of the Committee are as follows:

- (1) Review and recommend to the Board the compensation for directors serving on the Board and on committees thereof.
- (2) Review and approve the Company's goals and objectives relevant to compensation of the executive officers of the Company, including the chief executive officer, evaluate performance in light of those goals and objectives, and set such executive officers' compensation level based on this evaluation and the factors for setting executive compensation generally as set forth in item (3) below.
- (3) Establish or approve the form and amount of compensation, including annual salary and bonus amounts, for all executive officers of the Company, and review other matters relating to compensation of the Company's executive officers. The Committee shall make determinations as to appropriate levels of compensation for specific individuals, and shall review, modify and amend compensation and benefit programs for the Company as a whole.
- (4) Establish cash and equity incentive compensation for executive officers based upon each executive officer's success in meeting performance goals established by the Board or the Committee.

- (5) Administer the Company's equity incentive plans and make recommendations to the Board with respect to the adoption or amendment of the Company's equity incentive plans.
- (6) Approve grants of stock options, restricted stock units and/or other awards to the Company's executive officers and key employees.
- (7) Approve any inducement grants made to newly hired employees pursuant to Nasdaq listing standards.
- (8) Review and evaluate compensation policies and programs of the Company at least annually and oversee the risk assessment and management of such programs to assess whether such policies and programs create risks that are reasonably likely to have a material adverse effect on the Company.
- (9) Commission any necessary studies or surveys concerning the levels of executive compensation payable in the Company's industry or in other related industries. When and where appropriate, the Committee will consult with and obtain recommendations from compensation Advisors (as defined below) with respect to the proper design (including the compensation peer group used to inform the design) of its compensation programs toward achieving the Company's objectives, as more fully set forth below under the heading "Outside Advisors."
- (10) Make compensation decisions in a manner which takes into account the Company's competitive position and its ability to achieve its performance goals.
- (11) Prepare the annual Compensation Committee Report required by Regulation S-K promulgated by the SEC. The Committee shall also review and discuss the CD&A with management and, based on such review, will recommend to the Board whether the CD&A should be included in the Company's annual report on Form 10-K, proxy statement or information statement, as appropriate, in accordance with applicable rules and regulations.
- (12) Assess the results of the Company's most recent advisory vote on executive compensation and make recommendations to the Board regarding the frequency of such votes.
- (13) At least annually, review compliance by executive officers and directors with any applicable Company stock ownership guidelines.

- (14) At least annually, assess whether the work of any Advisors involved in recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report or proxy statement.
- (15) Oversee the administration of the Company's policy for clawback, or recoupment, of incentive compensation, and review and recommend changes in the policy to the Board from time to time as appropriate.
- (16) Oversee engagement with stockholders and proxy advisory firms on executive compensation matters.
- (17) Periodically review the Company's policies and strategies relating to human capital management, including the oversight and management of related risks, and make recommendations to the Board with respect thereto.
- (18) Review and approve any compensatory contracts or similar transactions or arrangements with prospective, current or former executive officers and such other employees as the Committee determines, including employment agreements, separation and severance arrangements, special or supplemental benefits, transition or consulting agreements, retirement agreements and change-in-control agreements or provisions as well as amendments to or terminations thereof.
- (19) Perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing.
- (20) Periodically self-assess the performance of the Committee.
- (21) Report regularly to the Board on the activities of the Committee.

The Committee shall review at least annually the adequacy of this charter.

Outside Advisors

The Committee will have the authority, in its sole discretion, to retain or obtain the advice of such consultants, outside counsel and other advisors ("Advisors") as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used to assist in the evaluation of director, chief executive officer or other executive compensation. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any Advisors retained by the Committee, and will receive appropriate funding, as determined by the Committee, from the Company for payment of reasonable compensation to any such Advisors. The Committee will assess the independence of any Advisors (whether

retained by the Committee or management) that provide advice to the Committee, prior to selecting or receiving advice from them, in accordance with Nasdaq listing standards.

Nothing in the preceding paragraph shall be construed to require the Committee to (i) retain or obtain advice from Advisors, (ii) retain or obtain advice from Advisors determined to be independent, (iii) implement or act consistently with the advice or recommendations of any Advisor, or (iv) otherwise affect the Committee's ability or obligation to exercise its own judgment in fulfilling its duties.

Meetings

The Committee will hold at least three (3) regular meetings per year, and additional meetings as the chairperson of the Committee deems appropriate. The Committee may meet by telephone or videoconference and may take action by unanimous written consent.

The chief executive officer of the Company may attend any meeting of the Committee, except for portions of the meetings where his or her presence would be inappropriate, as determined by the Committee. Notwithstanding the foregoing, the chief executive officer may not be present for the portion of any meeting during which the compensation of the chief executive officer, including incentive compensation, is deliberated or voted upon.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Minutes and Reports

The Committee shall maintain minutes of each meeting. The Committee shall report the matters discussed at Committee meetings to the Board from time to time, or whenever so requested by the Board.

Last amended October 2023.