

MINERVA NEUROSCIENCES, INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

I. Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (“Board”) of Minerva Neurosciences, Inc. (the “Company”) is appointed by the Board to assist in fulfilling certain of the Board’s oversight responsibilities. The Committee’s purposes shall be, among other things:

- A. To establish a compensation philosophy designed to attract and retain the Company’s executive officers¹ and other employees in a competitive market and to maintain a link between executive compensation and Company and executive performance, and to set the individual compensation of each executive officer in accordance with the Committee’s compensation philosophy;
- B. To administer the Company’s equity compensation plans and other incentive compensation plans;
- C. To evaluate the performance of the Company’s executive officers and adjust compensation arrangements as appropriate based upon Company and individual performance; and
- D. To review and monitor management development and succession plans and activities.

II. Membership

- A. The Committee shall be composed of at least two directors. All members of the Committee shall meet the independence requirements of Rule 10C-1(b)(1) under the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), and the listing rules of the Nasdaq Stock Market LLC (“Nasdaq”) or any other exchange on which the Company’s securities are listed or quoted. In addition, it is expected that at least two members of the Committee will qualify as “non-employee directors” within the meaning of Rule 16b-3 of the Exchange Act.
- B. The members of the Committee shall be nominated by the Nominating and Corporate Governance Committee and appointed by the Board. The Nominating and Corporate Governance Committee shall recommend, and the Board shall designate, one member of the Committee to serve as Chairperson. The members of the Committee shall serve until their resignation, retirement, or removal by the

¹ For purposes of this Charter, “executive officer” means any “officer” as defined in Rule 16a-1(f) under the Securities and Exchange Act of 1934, as amended.

Board or until their successors shall be appointed. The Board may remove or replace any member from the Committee at any time with or without cause.

III. Meetings and Procedures

- A. The Committee shall meet as often as it may deem necessary and appropriate in its judgment to carry out its responsibilities, which meetings may be in person or by telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other.
- B. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent in accordance with the Company's bylaws.
- C. The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.
- D. The Committee may delegate authority to one or more members of the Committee where appropriate, but no such delegation shall be permitted if the authority is required by law, regulation, or listing standard to be exercised by the Committee as a whole. The Committee may also delegate to one or more officers of the Company the authority to grant, amend and/or administer awards of cash or options or other equity securities to any employees or other service providers of the Company who, in either case, are not executive officers of the Company under the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate. Any such delegation must be made in accordance with the terms of the relevant plan, the Company's bylaws and applicable state law.
- E. The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests. However, the Committee shall meet regularly without such individuals present, and in all cases the chief executive officer (the "CEO") and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.
- F. The Committee shall fix its own rules of procedure, which shall be consistent with the bylaws of the Company and this Charter.
- G. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

IV. Resources and Authority

- A. The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of compensation consultants, outside legal counsel or other advisers ("Compensation Advisers") as necessary, to assist with the execution of its duties and responsibilities. The Committee shall set the compensation and

oversee the work of the Compensation Advisers. The Committee shall not be required to implement or act consistently with the advice or recommendations of its Compensation Advisers, and the authority granted herein shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

- B. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any Compensation Adviser selected by the Committee.
- C. Prior to retaining or seeking advice from any Compensation Adviser, and annually thereafter, the Committee shall assess the independence of any Compensation Adviser pursuant to applicable Exchange Act rules and Nasdaq listing requirements, including, when applicable, taking into consideration of the factors affecting independence as specified in Nasdaq Rule 5605(d)(3). The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

V. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- A. Compensation Philosophy, Plans, and Programs
 - 1. Periodically review, consider, and approve a philosophy for compensation of the Company's executive officers and other employees in order to attract, retain, engage and reward employees in a competitive market and to maintain a link between executive compensation and Company and executive performance.
 - 2. Review and approve, or recommend to the full Board, the establishment or modification of equity-based compensation plans of the Company and to the extent Board and/or stockholder approval is required, any other incentive compensation plans of the Company.
 - 3. Administer or delegate to a subcommittee of the Committee or one or more officers of the Company the authority to administer, the Company's incentive and equity-based plans and programs, including the making of grants under such plans, and otherwise exercise the authority of the Board with respect to such plans.
 - 4. Periodically review compensation programs applicable to non-employee members of the Board, including all forms of cash compensation and

equity compensation provided to non-employee members of the Board, and recommend any proposed changes to the Board for its approval.

B. Specific Compensation Amounts and Incentives

1. Establish general compensation levels for executive officers, other than the CEO, including, but not limited to, annual base salaries, annual cash-based incentive opportunities and equity-based awards and opportunities.
2. Review and evaluate, at least annually (taking into account the views of the other members of the Board), the performance and leadership of the CEO and either determine and approve, or recommend to the full Board, the CEO's total compensation package, including base salary, annual cash-based incentive opportunities and equity-based awards and opportunities, based upon such performance and consistent with the achievement of the established goals and the performance of the Company. The CEO shall not be present during voting or deliberations relating to CEO compensation and incentives.
3. Review with the CEO his evaluation of the performance of the executive officers other than the CEO and approve, or recommend to the Board for approval, each such executive officer's total compensation package, including base salary, annual cash-based incentive opportunities and equity-based awards and opportunities based upon such performance and consistent with the achievement of the established goals and the performance of the Company.
4. To review and approve, or make recommendations to the Board, regarding, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.

C. Management Development and Succession

1. Review and monitor management development plans and activities.
2. Review with the Board the Company's succession plan for the CEO and other executive officers, including plans for emergency succession in case of unexpected disability.

D. Risk Assessment of Compensation Programs

1. Assess the Company's various compensation plans, programs and practices, including those in which non-executive officers participate, to determine whether there exists a reasonable likelihood that one or more of those plans, programs or practices would have a material adverse effect upon the Company or would otherwise encourage executive officers and

other participating employees to engage in unnecessary or excessive risk taking.

E. Compensation Proposals

1. Provide recommendations to the full Board on compensation-related proposals to be considered at the Company's annual meeting of stockholders, including any applicable advisory votes on executive compensation and the frequency of such votes, incentive and other compensation plans, and amendments to such plans. Review and consider the results of any advisory vote on executive compensation.

F. Other Responsibilities

1. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A"), and based on that review and discussion, recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K.
2. Prepare the Committee's report on executive compensation in accordance with all applicable rules and regulations of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K.
3. Establish, approve, modify and oversee the Company's compensation clawback or similar policies, including a clawback policy that complies with the requirements of the SEC and the Nasdaq listing standards, and any required recoupment and disclosure.
4. Review and reassess on an annual basis the adequacy of this Charter and recommend any proposed changes to the Board for its approval.
5. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, the Company's bylaws, and governing law as the Committee or the Board deems necessary or appropriate.
6. The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

Adopted April 29, 2014.

Amended March 4, 2026.