

AMENDED AND RESTATED CORPORATE GOVERNANCE AND NOMINATING 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 Corporate Governance and Nominating 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 who are independent within the meaning of the rules and regulations of the Securities and Exchange Commission and The Nasdaq Stock Market LLC.

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 chair 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 chair. The chair 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 chair is not present at a meeting, the Committee members present at that meeting shall designate one of the attending members as acting chair 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 role of the Committee is to (a) identify individuals qualified to become members of the Board, (b) select, or recommend to the Board for selection, the director nominees for the next annual meeting of stockholders, (c) select, or recommend to the Board for selection, director nominees for filling vacancies on the Board, and (d) provide oversight of the corporate governance affairs and policies of the Board and the Company. The Committee may also have other duties as assigned to it by the Board.

Responsibilities

The primary responsibilities of the Committee are as follows:

- (1) Oversee the evaluation of the Board and management of the Company.

- (2) Develop criteria for the selection of new directors and nominees for vacancies on the Board, which criteria shall be designed to develop a Board which provides management with experienced and seasoned advisors in fields related to current or future business directions of the Company who possess the mix of skills and other qualities to assure appropriate Board composition, taking into account the current Board members and the specific needs of the Company and the Board.
- (3) Periodically review, and revise as appropriate in the Committee's sole discretion, the Committee's procedures for reviewing potential nominees to the Board proposed by stockholders.
- (4) Identify and recommend to the Board qualified candidates for the Board who bring the backgrounds, knowledge, skill sets and experience that would strengthen the Board.
- (5) Review the suitability for continued service as a director of each Board member when he or she: (a) is up for re-election or; (b) has a significant change in status, such as an employment change, and recommend to the Board whether to re-nominate such director.
- (6) Review directorships at other for-profit organizations offered to directors and executive officers of the Company.
- (7) Assess the independence of incumbent directors and new director nominees.
- (8) Recommend to the Board candidates for election or reelection to the Board at each annual stockholders' meeting and as necessary to fill vacancies and newly created directorships.
- (9) Review periodically the size of the Board and recommend to the Board changes as appropriate.
- (10) Review periodically the Company's corporate governance policies and recommend to the Board modifications to the policies as appropriate.
- (11) Periodically self-assess the performance of the Committee.
- (12) Report regularly to the Board on the activities of the Committee.
- (13) Review the Board's committee structure and recommend to the Board for its approval directors to serve as members and chair of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
- (14) Review periodically the Board's leadership structure, including the separation of the chair of the Board and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, and recommend changes to the Board as appropriate.
- (15) Oversee the annual self-evaluation process of the Board and its committees and periodically review and assess such process and recommend any changes to the Board for approval.

- (16) Review the adequacy of the certificate of incorporation and by-laws of the Company and recommend to the Board, as conditions dictate, amendments to the certificate of incorporation and by-laws.
- (17) Keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.
- (18) Oversee the orientation process for new directors and ongoing education for directors.
- (19) Review policies and practices relating to meetings of the Board. This may include meeting schedules and locations, executive sessions, meeting agendas and procedures for delivery of materials in advance of meetings.
- (20) Oversee and review the management continuity planning process. Review and evaluate the succession plans relating to the Chief Executive Officer and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.
- (21) Oversee, identify and assess risks related to corporate governance matters, including as they relate to the Company's corporate responsibility risk management, strategy, initiatives and policies.
- (22) Review and reassess, at least annually, the adequacy of this Charter. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice of any director search firm, outside counsel or other advisors ("Advisors") as it determines appropriate to assist it in the full performance of its functions, including any director search firm used to assist in identifying director candidates. 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.

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

Meetings

The Committee will hold at least two (2) regular meetings per year and additional meetings as the Committee deems appropriate. The Committee may meet by telephone or videoconference and may take action by unanimous written consent.

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.