

**OPIANT PHARMACEUTICALS, INC.**  
**CHARTER OF THE RESEARCH & DEVELOPEMNT**  
**COMMITTEE OF THE BOARD OF DIRECTORS**

**As adopted on April 7, 2022**

**I. STATEMENT OF POLICY**

This Charter specifies the scope of the responsibilities of the Research & Development Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Opiant Pharmaceuticals, Inc. (the “*Company*”) and the manner in which those responsibilities shall be performed, including its structure, processes and membership requirements.

The Committee has the responsibility and authority to provide a deeper evaluation of the pipeline to enable an independent recommendation to the Board regarding timing of milestones, high level development strategies and funding decisions.

**II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS**

The Committee shall be appointed by the Board and shall be comprised of at least two directors, each of whom must be determined by the Board to be “independent” under the rules of the NASDAQ Stock Market (“NASDAQ”).

Each member of the Committee shall serve until his or her successor is duly elected and qualified or until such member’s earlier resignation, removal or death. Any member of the Committee may be removed or replaced by the Board. Unless a chairperson is elected by the full Board, the members of the Committee may designate a chairperson by majority vote of the full Committee membership. The chairperson shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

The Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, accountants or other advisors as appropriate to perform its duties hereunder, and to determine the terms, costs and fees for such engagements. Without limitation, the Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates and to determine and approve the terms, costs and fees for such engagements. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation of such consultants, legal counsel, accountants, search firms or other advisors engaged by the Committee to assist the Committee in performing its duties hereunder.

### **III. MEETINGS**

The Committee shall meet as often as it deems necessary or appropriate to fulfill its responsibilities hereunder, but not less frequently than once during each fiscal year. The Committee may meet with management or individual directors at such time as it deems appropriate to discuss any matters before the Committee. The Committee may request that any employee of the Company attend any of its meetings or meet with any Committee member or consultant. The Committee shall meet periodically in executive session without the presence of management.

A majority of the members shall represent a quorum of the Committee and, if a quorum is present, any action approved by at least a majority of the members present (in person or by telephone conference call) shall represent the valid action of the Committee. The Committee may also take action by unanimous written consent without a meeting with electronic signatures and/or email consent sufficient to evidence approval. Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

### **IV. COMMITTEE AUTHORITY AND RESPONSIBILITY**

To fulfill its responsibilities and duties hereunder, the Committee shall have the following authority and responsibilities, subject to such modification and additional authority as the Board may approve from time to time:

1. Deeper evaluation of pipeline programs in consultation with Company management, as well as the Medical Advisory Board, as available and necessary.
2. Independent recommendation to the full Board regarding timing of milestones and funding decisions.
3. Discuss and analyze future programs that could enhance the pipeline over 5 years.

### **V. ANNUAL REVIEW**

The Committee shall review and reassess the adequacy of this Charter at least annually. The Committee shall also review on at least an annual basis the scope of responsibilities of the Committee and the Committee's performance of its duties. Any proposed changes to this Charter or the scope of the Committee's responsibilities, where indicated, shall be referred to the for appropriate action.