ATHIRA PHARMA, INC.

COMPLIANCE COMMITTEE CHARTER

(Adopted on September 12, 2024)

The Compliance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Athira Pharma, Inc. (the "**Company**") shall be appointed by the Board to perform the duties and responsibilities set forth in this charter.

A. PURPOSE

The purpose of the Committee shall be to assist the Board in its oversight of:

1. the Company's compliance with healthcare legal and regulatory requirements;

2. matters relating to the safety and effectiveness of the Company's products and product candidates in clinical and preclinical development;

3. the integrity of scientific research and accuracy and completeness of the Company's scientific publications; and

4. the qualification and performance of contract research and contract manufacturing organizations.

The Committee shall also be responsible for performing other duties and responsibilities as are enumerated in or consistent with this charter.

The function of the Committee is primarily one of oversight. The Company's management is responsible for the Company's scientific research activities, including the development of its products and product candidates in clinical and preclinical development, and compliance with healthcare legal and regulatory requirements. The Committee is responsible for assisting the Board in overseeing the conduct of these activities by management. The Committee is not responsible for providing any scientific or technical expertise in connection with such oversight.

B. COMPOSITION

1. Membership. The Committee shall consist of at least two members of the Board. The members of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee and serve until the earlier of their resignation or removal by the Board in its discretion.

2. Qualifications. The members of the Committee must satisfy the following qualifications:

    a. each member of the Committee shall meet the independence standards established by the securities exchange on which the Company's securities are listed and the SEC, as determined by the Board after consideration of all factors determined to be relevant under the rules and regulations of the securities exchange on which the Company's securities are listed and the SEC;

    b. each member of the Committee shall be familiar with legal and regulatory requirements related to drug development;

c. each member of the Committee must be able to understand and evaluate, with the assistance of such advisors as deemed necessary, the Company's fundamental scientific research publications and preclinical and clinical development results; and

d. such other qualifications as may be established by the Board from time to time.

3. Chairperson. The Board may designate a chairperson of the Committee (the "**Chairperson**"). The Chairperson of the Committee (or, in the Chairperson's absence, a member designated by the Chairperson or the Committee) shall preside at each meeting of the Committee, set the agendas for the Committee meetings and report regularly to the Board regarding the Committee's activities. In the absence of that designation, the Committee may designate a Chairperson by majority vote of the Committee members, provided that the Board may replace any Chairperson designated by the Committee at any time.

C. RESPONSIBILITIES

The following are the principal recurring responsibilities of the Committee. The Committee may perform other functions that are consistent with its purpose and applicable law, rules and regulations, and as the Board or Committee deem appropriate:

1. Oversee Compliance with Healthcare Legal and Regulatory Requirements. The Committee will be directly responsible for oversight of the Company's compliance with healthcare legal and regulatory requirements. The legal and regulatory requirements over which the Committee has compliance oversight include, without limitation, federal and state laws and regulations relating to healthcare operations, such as: those administered by the U.S. Food and Drug Administration, the Office of the Inspector General for the U.S. Department of Health and Human Services. In particular, the Committee shall:

   a. at least annually, review and discuss with management, including the Company's General Counsel and Chief Compliance Officer (the "**Compliance Officer**"), (1) the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs relating to the Company's product candidates in clinical and preclinical development, (2) reports regarding compliance with applicable healthcare laws, regulations and internal compliance programs, including the Company's internal policies and controls as they relate to the Company's Code of Business Conduct and Ethics, except to the extent such policies and controls relate to internal control over financial reporting, and (3) compliance training and education programs for employees and other service providers;

   b. meet regularly with the Compliance Officer to discuss the Company's related compliance programs and to receive an update on compliance activities and initiatives;

   c. discuss with management any correspondence with relevant regulators or governmental agencies and material reports or complaints that raise material issues regarding the Company's compliance with healthcare legal or regulatory requirements or policies. Discuss with the Compliance Officer any legal matters that may have a material impact on the Company's products and product candidates in clinical and preclinical development or relating to the integrity of scientific research and accuracy and completeness of Company scientific publications;

2. Oversee the Company's Product Candidate Development Programs. The Committee shall exercise general oversight over the Company's conduct of preclinical and clinical trials and over scientific matters involving the safety and effectiveness of the Company's products and product candidates in clinical and preclinical development. In particular, the Committee shall:

a. not less than annually, receive and review a report from the Chief Medical Officer analyzing, interpreting, investigating, and communicating significant data integrity and patient safety risks affecting the Company's products and product candidates; or the plans sufficient to permit such a conclusion on a basis acceptable to the Committee; and

b. take other such measures necessary to assist the Board in exercising reasonable oversight of product safety and medical risk management.

3. Evaluate the Integrity of Scientific Research and Company Scientific Publications. The Committee shall exercise general oversight over the integrity of scientific research and accuracy and completeness of Company scientific publications. In particular, the Committee shall:

   a. advise the Board on the scientific integrity underlying the research and/or publications of persons working for or on behalf of the Company; and

   b. not less than annually, receive and review a report from the Chief Scientific Officer regarding objective scientific inquiry, analysis and communication affecting product safety and efficacy.

4. Contract Research and Contract Manufacturing Organizations. The Committee shall exercise general oversight over the qualification and performance of contract research and contract manufacturing organizations, including supplier and manufacturing controls and monitoring.

5. Enterprise Risk Management. The Committee shall review and discuss with management controls and processes designed to identify, monitor, and address enterprise risks relating to healthcare legal and regulatory requirements, the safety and effectiveness of the Company's products and product candidates in clinical and preclinical development and the integrity of scientific research and accuracy and completeness of Company scientific publications. The Committee shall also oversee and monitor management's plans to address such risks. In connection with its review of enterprise risk, management's assessment thereof and any draft risk factors presented by management, the Committee is entitled to rely on management's identification and assessment of the risks described.

6. Compliance Risk Analysis. The Committee shall annually, in conjunction with the Audit Committee of the Board, Compliance Officer and appropriate members of executive management, conduct a compliance risk analysis (the "**Compliance Risk Analysis**") that shall take into account various risks applicable to the Company, including the Company's internal controls, the Company's public statement and SEC reporting, the Company's clinical trials, the Company's collaboration agreements (if any), and the Company's FDA compliance, and submit the results of the Compliance Risk Analysis to the Board.

7. Compliance Officer Reporting. The Committee shall review quarterly reports from the Compliance Officer, or more often, if requested by the Committee, pursuant to an annual agenda developed by the Committee and the Compliance Officer. The agenda will include substantive reports related to the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs relating to the Company's product candidates in clinical and preclinical development, compliance with applicable healthcare laws, regulations and internal compliance programs, including implementation and monitoring and adjustment of such programs, except to the extent such policies and controls relate to internal control over financial reporting, the allocation of resources to the compliance organization and compliance-related initiatives; and, at least annually, a strategic review of emerging trends (external or specific to the Company) affecting the Company's regulatory and scientific compliance, including information regarding ongoing clinical trials, including but not limited to material information concerning known clinical results relating to the safety and/or efficacy of the Company's product candidates and, as appropriate, plans of action to respond to such trends from a preventive compliance standpoint. The Compliance Officer will promptly report compliance matters directly to the Chair of the Compliance Committee based on the nature of the matter and if, in the view of the Compliance Officer, prompt reporting is warranted.

8. Report to Full Board. The Committee must review with the full Board any material issues that arise regarding the Committee's oversight of the Company's compliance with healthcare legal and regulatory requirements; matters relating to the safety and effectiveness of the Company's products and product candidates in preclinical and clinical development, the integrity of scientific research and accuracy and completeness of Company scientific publications and the qualification and performance of contract research and contract manufacturing organizations.

9. Advisors. The Committee is authorized to engage independent legal counsel, scientific, medical, and risk management advisors and consultants and other advisors as it determines necessary to carry out its duties.

10. Funding. The Company must provide appropriate funding, as determined by the Committee, for the payment of:

    a. compensation to any advisers engaged by the Committee; and

    b. ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

11. Committee Evaluation. The Committee shall conduct and present to the Board an annual self-performance evaluation of the Committee.

12. Charter. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval. The Company shall make a copy of this charter publicly available on its website, and shall disclose how to access this charter in its proxy statement.

D. GENERAL

1. The Committee shall meet at such times as the Committee shall determine, however, the Committee must meet at least quarterly and shall meet periodically with members of management as deemed appropriate. The Committee may meet in person or by telephone or video conference. The Chief Medical Officer and Chief Scientific Officer shall provide support to the Committee and shall attend Committee meetings as directed by the Committee Chairperson in accordance with the Committee agenda and the needs of the Committee.

2. Minutes are kept of each meeting of the Committee, and the Committee must regularly provide reports of its actions to the Board. The Company's General Counsel shall maintain those minutes for at least a period of seven years.

3. The Committee may delegate its authority to subcommittees or the Chairperson of the Committee when it deems it appropriate and in the best interests of the Company and when such delegation would not violate applicable law, regulation or the securities exchange on which the Company's securities are listed or SEC requirements.

4. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee. The Committee may establish its own meeting schedules, which it shall provide to the Board.

5. The Compliance Committee and each of its members shall be free to communicate directly with any members of management in discharging its responsibilities, and the Compliance Committee Chair may designate any officer or employee of the Company for attendance at any committee meeting.

6. Members of the Committee can receive such fees, if any, for their service as Committee members as may be determined by the Board or a duly authorized Board committee, as applicable. Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

7. The Committee shall be given full access to the chairperson of the Board, management, the independent auditor and, if applicable, the internal auditor, as well as the Company's books, records, facilities and other personnel.