

ZYNERBA PHARMACEUTICALS, INC. DISCLOSURE COMMITTEE CHARTER

Revised August 3, 2021

This Disclosure Committee Charter (the “Charter”) was approved and adopted by the board of directors (the “Board”) of Zynerba Pharmaceuticals, Inc. (the “Company”). The Disclosure Committee (the “Committee”) shall review and reassess this Charter on a periodic basis, but no less than every other year, and recommend any proposed changes to the Board for approval.

I. PURPOSE

It is the Company’s policy that all disclosures made by the Company to its stockholders or the investment community should be accurate and complete and fairly present the Company’s financial condition and results of operations in all material respects, and should be made on a timely basis as required by applicable laws, regulations and the listing requirements of The NASDAQ Global Stock Market LLC.

II. RESPONSIBILITIES

The Committee shall assist the Company’s Chief Executive Officer, Chief Financial Officer, and General Counsel/Compliance Officer (the “Senior Officers”) in fulfilling their responsibility for oversight of the accuracy and timeliness of the disclosures made by the Company by being responsible for the following tasks, in each case subject to the supervision and oversight of the Senior Officers:

- Establish controls and other procedures (which may include procedures currently used by the Company) that are designed to ensure that (1) information required by the Company to be disclosed to the Securities and Exchange Commission (“SEC”) and other written information that the Company will disclose to the investment community is recorded, processed, summarized and reported accurately and on a timely basis and (2) information is accumulated and communicated to management, including the Senior Officers, as appropriate to allow timely decisions regarding such required disclosure (“Disclosure Controls”).
- Monitor and periodically evaluate the integrity and effectiveness of the Company’s Disclosure Controls.
- Draft, review and supervise, as appropriate, the preparation of the Company’s (i) Periodic Reports (as defined below), current reports on Form 8-K, proxy statements, information statements, registration statements and any other information filed with the SEC, (ii) press releases containing financial information, earnings guidance, information about material acquisitions or dispositions or other information material to the Company’s stockholders, including material information pertaining to the research, development and/or commercialization of its product candidates; (iii) financial information broadly disseminated to stockholders, (iv) presentations to analysts, the investment community or to rating agencies and lenders, and (v) presentations of financial information and earnings guidance and other presentations to stockholders or the investment community (collectively, the “Disclosure Statements”).

- Participate in discussions and make recommendations to the Senior Officers regarding decisions related to the materiality of information and the determination of disclosure obligations with respect to Disclosure Statements. Generally, the Committee should serve as a central point to which material information should be directed and a resource when people have questions regarding materiality and the requirement to disclose.
- Review and approve disclosure policies for financial information displayed in the corporate/investor relations portion of the Company's website.
- Evaluate the integrity and effectiveness of the Company's disclosure controls and procedures as of the end of each period to which an Annual Report on Form 10-K or Quarterly Report on Form 10-Q (collectively, the "Periodic Reports") relates, as contemplated by Rules 13a-14 and 13a-15 under the Securities Exchange Act of 1934, as amended.
- Discuss with the Senior Officers all relevant information with respect to the Committee's proceedings, the preparation of the Disclosure Statements and the Committee's evaluation of the effectiveness of the Company's Disclosure Controls.

In discharging its duties, the Committee shall be subject to the oversight of the Audit Committee of the Board and shall have full access to all Company books, records, facilities, and personnel, including the internal auditors and the Audit Committee.

III. ORGANIZATION

The membership of the Committee shall initially consist of the Company's Chief Executive Officer, or their designee, President, Chief Financial Officer and General Counsel/Compliance Officer. Such members may be replaced, or new members added, at any time and from time to time by the Senior Officers. Notwithstanding the foregoing, the Senior Officers may at any time assume any or all of the responsibilities of the Disclosure Committee identified in this Charter, including, for example, approving Disclosure Statements when time does not permit the full Committee to do so. The Committee may designate two or more officers, at least one of whom shall be knowledgeable about financial reporting and at least one of whom shall be knowledgeable about SEC rules and regulations with respect to disclosure, who can, acting together, approve Disclosure Statements (other than Periodic Reports) when time does not permit the full Committee to do so.

The Committee shall establish, with the approval of the Senior Officers, a set of Disclosure Controls, including policies and procedures of this Committee, as well as policies and procedures to test the effectiveness of the Disclosure Controls. The Committee shall meet as frequently and as formally or informally as circumstances dictate (but not less than quarterly) to (i) ensure the accuracy and completeness of the Disclosure Statements, (ii) evaluate the Disclosure Controls and determine whether any changes to the Disclosure Controls are necessary or advisable in connection with the preparation of the Company's upcoming Periodic Reports or other Disclosure Statements, taking into account developments since the most recent meeting, including changes in the Company's organization and business lines and any change in economic or industry conditions, (iii) review the status of the Company's operations in order to determine whether additional disclosures are required to fully and timely inform the marketplace of developments within the Company in accordance with applicable laws, and (iv) take such actions as otherwise may be necessary to discharge the Committee's duties under this Charter.

Meetings of the Committee may be convened at the request of any of the Senior Officers. The chairperson of the Committee shall be either the General Counsel/Compliance Officer or

another member of the committee as appointed by the Senior Officers, and the chairperson shall be responsible for scheduling and presiding over meetings and setting the agenda for such meetings. A secretary of the Committee may be appointed by the chairperson.

The Committee may consult with the Company's outside counsel and independent public accountants from time to time as deemed appropriate by the Committee in discharging its responsibilities. Representatives of such counsel and such accountants, and any other person or persons deemed appropriate by the Committee, may attend meetings of the Committee upon invitation by any member.

IV. OTHER RESPONSIBILITIES

The Committee shall also have such other responsibilities as the Senior Officers may assign to it from time to time.