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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No.        )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**SCPHARMACEUTICALS INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25 (b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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scPharmaceuticals Inc.  
2400 District Ave., Suite 310  
Burlington, MA 01803

**NOTICE OF THE 2022 ANNUAL MEETING OF STOCKHOLDERS  
To Be Held on June 14, 2022**

Notice is hereby given that scPharmaceuticals Inc. will hold its 2022 Annual Meeting of Stockholders (the "**Annual Meeting**") online on June 14, 2022 at 12:30 p.m. Eastern Time, to accomplish the purposes listed below:

- To elect three Class II directors, namely Mette Kirstine Agger, Minnie Baylor-Henry and William T. Abraham, M.D., each to hold office until the 2025 annual meeting of stockholders and until his or her successor is duly elected and qualified, or until his or her earlier resignation or removal;
- To ratify the appointment of RSM US LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022; and
- To transact any other business that properly comes before the Annual Meeting (including adjournments and postponements thereof).

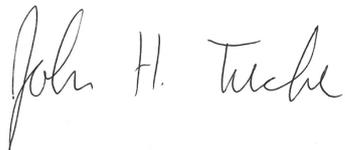
You may attend the meeting virtually via the Internet at [www.virtualshareholdermeeting.com/SCPH2022](http://www.virtualshareholdermeeting.com/SCPH2022), where you will be able to vote electronically and submit questions. You will need the 16-digit control number included with these proxy materials to attend the Annual Meeting. Only stockholders of record at the close of business on April 18, 2022 are entitled to Notice of and to vote at the Annual Meeting as set forth in the Proxy Statement. If you are not a stockholder of record but hold shares through a broker, trustee, or nominee, you will receive instructions from the holder of record that you must follow for your shares to be voted.

Pursuant to Securities and Exchange Commission rules that allow companies to furnish their proxy materials over the Internet, we are posting the Company's proxy materials on the Internet at [www.proxyvote.com](http://www.proxyvote.com) and delivering a Notice of Internet Availability of Proxy Materials. The Notice will be mailed to holders of record and beneficial owners of our common stock starting on or about April 28, 2022. The Notice contains instructions on how to access those documents and to cast your vote via the Internet. The Notice also contains instructions on how to request a paper copy of our proxy materials and our Annual Report on Form 10-K for the fiscal year ended December 31, 2021. Stockholders of record may request to receive the proxy materials in printed form by mail on an ongoing basis for future annual meetings of the Company's stockholders. This process allows us to provide our stockholders with the information they need on a more timely basis.

**Your vote is important.** Whether or not you plan to attend the Annual Meeting, we encourage you to read the Proxy Statement and submit your proxy or voting instructions as soon as possible to ensure your representation and the presence of a quorum at the Annual Meeting. Please review the instructions on the proxy card regarding your voting options. You may vote at the Annual Meeting, via the Internet, by mail or by telephone.

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By Order of the Board of Directors,

A handwritten signature in cursive script that reads "John H. Tucker".

John H. Tucker  
*President and Chief Executive Officer*

Burlington, MA  
April 28, 2022

**Important Notice Regarding the Availability of Proxy Materials for the scPharmaceuticals 2022 Annual Meeting of Stockholders to Be Held on June 14, 2022:**

The Notice of the 2022 Annual Meeting of Stockholders, the proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 are available at [www.proxyvote.com](http://www.proxyvote.com). You may attend the Annual Meeting electronically, by visiting [www.virtualshareholdermeeting.com/SCPH2022](http://www.virtualshareholdermeeting.com/SCPH2022), where you will be able to vote electronically and submit questions.

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## PROXY STATEMENT

### FOR THE 2022 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 14, 2022

#### GENERAL INFORMATION

This Proxy Statement and related materials are available to you on the Internet, or at your request printed versions will be delivered to you by mail, in connection with the board of directors' solicitation of proxies for our 2022 Annual Meeting of Stockholders (the "**Annual Meeting**"), and any adjournment of the Annual Meeting. If you requested printed versions of these materials by mail, they will also include a proxy card for the Annual Meeting.

The Annual Meeting will be held at 12:30 p.m. Eastern Time via the Internet at [www.virtualshareholdermeeting.com/SCPH2022](http://www.virtualshareholdermeeting.com/SCPH2022) due to the continuing concerns resulting from the COVID-19 pandemic, including recent increases in case numbers. This Proxy Statement is being made available to stockholders beginning on April 28, 2022.

Pursuant to rules adopted by the Securities and Exchange Commission (the "**SEC**"), we are providing access to our proxy materials over the Internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials (the "**Notice**") to our stockholders of record and beneficial owners as of the record date identified below. The mailing of the Notice to our stockholders is scheduled to begin on or about April 28, 2022.

**IMPORTANT NOTICE REGARDING THE INTERNET AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL STOCKHOLDERS MEETING TO BE HELD ON JUNE 14, 2022: This proxy statement, the accompanying proxy card or voting instruction card and our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 (the "Annual Report on Form 10-K") are available at [www.proxyvote.com](http://www.proxyvote.com).**

In this Proxy Statement the terms "scPharma," the "Company," "we," "us," and "our" refer to scPharmaceuticals Inc. The mailing address of our principal executive offices is scPharmaceuticals Inc., 2400 District Ave., Suite 310, Burlington, MA 01803.

**Record Date:** April 18, 2022

**Quorum:** A majority of the shares of all issued and outstanding stock entitled to vote on the record date must be present or represented by proxy to constitute a quorum. Under the General Corporation Law of the State of Delaware, shares that are voted "abstain" or "withheld" and broker "non-votes" are counted as present for purposes of determining whether a quorum is present at the Annual Meeting. If a quorum is not present, the meeting may be adjourned until a quorum is obtained.

**Shares Outstanding:** There were 27,371,488 shares of common stock outstanding as of April 18, 2022. Therefore, a quorum will be present if 13,685,745 shares of our common stock are present in person or represented by executed proxies timely received by us at the Annual Meeting.

**Voting:** There are four ways a stockholder of record can vote:

- (1) By Internet: You may vote over the Internet prior to the Annual Meeting by following the instructions provided in the Notice or, if you requested to receive your proxy materials by U.S. mail, by following the instructions on the proxy card.

- (2) By Telephone: If you requested to receive your proxy materials by U.S. mail, you may vote by telephone prior to the Annual Meeting by following the instructions on the proxy card.
- (3) By Mail: If you requested to receive your proxy materials by U.S. mail, you may complete, sign and return the accompanying proxy card prior to the Annual Meeting in the postage-paid envelope provided.
- (4) During the Annual Meeting: If you are a stockholder as of the record date, you may vote during the Annual Meeting by going to [www.virtualshareholdermeeting.com/SCPH2022](http://www.virtualshareholdermeeting.com/SCPH2022). You will need the 16-digit control number included on your proxy card. Submitting a proxy prior to the Annual Meeting will not prevent stockholders from attending the Annual Meeting, revoking their earlier-submitted proxy, and voting at the Annual Meeting.

In order to be counted, proxies submitted by telephone or Internet prior to the Annual Meeting must be received by 11:59 p.m. Eastern Time on June 13, 2022. Proxies submitted by U.S. mail must be received before the start of the Annual Meeting.

If you hold your shares through a bank or broker, please follow their instructions.

### **Virtually Attending the Annual Meeting**

To attend and participate in the Annual Meeting, stockholders will need to access the live webcast of the meeting. To do so, stockholders of record will need to visit [www.virtualshareholdermeeting.com/SCPH2022](http://www.virtualshareholdermeeting.com/SCPH2022) and enter the control number provided in the Notice for the Annual Meeting at or prior to June 14, 2022 at 12:30 p.m. Eastern Time, and beneficial owners of shares held in street name will need to follow the instructions provided in the voting instructions form by the broker, bank or other nominee that holds their shares.

The live webcast of the Annual Meeting will begin promptly at 12:30 p.m. Eastern Time on June 14, 2022. We encourage stockholders to login to this website and access the webcast before the Annual Meeting's start time by following the instructions in the Notice. You should allow ample time in advance of the meeting.

Additionally, questions regarding how to attend and participate via the Internet can be answered by following the assistance instructions included at [www.virtualshareholdermeeting.com/SCPH2022](http://www.virtualshareholdermeeting.com/SCPH2022).

Questions related to substantive matters of business may be asked during the meeting using the questions and answers tool on the Virtual Shareholder Meeting platform landing page. If you wish to submit a question during the Annual Meeting, you may log into, and submit a question on, the virtual meeting platform at [www.virtualshareholdermeeting.com/SCPH2022](http://www.virtualshareholdermeeting.com/SCPH2022) and following the instructions there. Our Annual Meeting will be governed by the Annual Meeting's Rules of Conduct, which will address the ability of stockholders to ask questions during the meeting and rules for how questions will be recognized and addressed. The Annual Meeting's Rules of Conduct will be available on [www.virtualshareholdermeeting.com/SCPH2022](http://www.virtualshareholdermeeting.com/SCPH2022) immediately prior to and during the Annual Meeting.

**Technical Issues**

If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please refer the toll-free support numbers on [www.virtualshareholdermeeting.com/SCPH2022](http://www.virtualshareholdermeeting.com/SCPH2022) as indicated on the proxy card.

**Revoking Your Proxy**

Stockholders of record may revoke their proxies by attending and voting at the Annual Meeting, by delivering an instrument in writing revoking the proxy, by delivering another duly executed proxy bearing a later date to our Corporate Secretary before the vote is counted or by voting again using the telephone or Internet before the cutoff time (your latest telephone or Internet proxy is the one that will be counted). If you hold shares through a bank or broker, you may revoke any prior voting instructions by contacting that firm.

**Votes Required to Adopt Proposals**

Each share of our common stock outstanding on the record date is entitled to one vote on any proposal presented at the Annual Meeting:

For Proposal One, the election of directors, the three nominees receiving the plurality of votes properly cast will be elected as directors. You may vote for all the nominees, withhold authority to vote your shares for all the nominees or withhold authority to vote your shares with respect to any one or more of the nominees.

For Proposal Two, a majority of the votes properly cast is required to ratify the appointment of RSM US LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022.

**Effect of Abstentions and Broker Non-Votes**

Votes withheld from any nominee, abstentions, and “broker nonvotes” (*i.e.*, where a broker has not received voting instructions from the beneficial owner and for which the broker does not have discretionary power to vote on a particular matter) are counted as present for purposes of determining the presence of a quorum. Shares voting “withheld” and broker non-votes have no effect on the election of directors. Abstentions and broker non-votes have no effect on the ratification of the appointment of RSM US LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022. The ratification of the appointment of RSM US LLP is considered to be a discretionary item, and your brokerage firm will be able to vote on this proposal even if it does not receive instructions from you.

**Voting Instructions**

If you complete and submit your proxy voting instructions, the persons named as proxies will follow your instructions. If you submit proxy voting instructions but do not direct how your shares should be voted on each item, the persons named as proxies will vote FOR the election of the nominees for director and FOR the ratification of the appointment of RSM US LLP as our independent registered public accounting firm. The persons named as proxies will vote on any other matters properly presented at the Annual Meeting in accordance with their best judgment, although we have not received timely notice of any other matters that may be properly presented for voting at the Annual Meeting.

**Voting Results**

We will announce preliminary results at the Annual Meeting. We will report final results by filing a Form 8-K within four business days after the Annual Meeting. If final results are not available at that time, we will provide preliminary voting results in the Form 8-K and will provide the final results in an amendment to the Form 8-K as soon as they become available.

**Additional Solicitation/Costs**

We are paying for the distribution of the proxy materials and solicitation of the proxies. As part of this process, we reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to our stockholders. Proxy solicitation expenses that we will pay include those for preparation, mailing, returning and tabulating the proxies. Our directors, officers, and employees may also solicit proxies on our behalf in person, by telephone, email or facsimile, but they do not receive additional compensation for providing those services.

**Emerging Growth Company**

We are an “emerging growth company” as defined in the Jumpstart Our Business Startups Act of 2012 and, as such, have elected to comply with certain reduced public company reporting requirements. These reduced reporting requirements include reduced disclosure about our executive compensation arrangements and no non-binding advisory vote by our stockholders on executive compensation. We will remain an emerging growth company until the earlier of (1) the last day of the fiscal year (a) following the fifth anniversary of the completion of our initial public offering, (b) in which we have total annual gross revenue of at least \$1.07 billion, or (c) in which we are deemed to be a large accelerated filer, which means the market value of our common stock that is held by non-affiliates exceeds \$700 million as of June 30<sup>th</sup> of the prior year, and (2) the date on which we have issued more than \$1.0 billion in non-convertible debt during the prior three-year period.

**Householding**

Some banks, brokers, and other nominee record holders may be participating in the practice of “householding” proxy statements and annual reports. This means that only one copy of the Notice, Proxy Statement, and Annual Report on Form 10-K, as applicable, is being delivered to multiple stockholders sharing an address unless we have received contrary instructions. We will promptly deliver a separate copy of any of these documents to you if you write to us at scPharmaceuticals Inc., 2400 District Ave., Suite 310, Burlington, MA 01803, Attn: Investor Relations, or call 617-517-0730.

If you want to receive separate copies of the Notice, Proxy Statement, or Annual Report on Form 10-K in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker, or other nominee record holder, or you may contact us at the above address or telephone number.

## PROPOSAL ONE - ELECTION OF DIRECTORS

### Number of Directors; Board Structure

Our second amended certificate of incorporation and amended and restated bylaws provide that the number of our directors shall be fixed from time to time by a resolution of the majority of our board of directors. Immediately prior to the Annual Meeting, our board of directors will consist of nine members. Our board of directors is divided into three staggered classes of directors. One class is elected each year at the annual meeting of stockholders for a term of three years. The term of the Class II directors expires at the Annual Meeting. The term of the Class III directors expires at the 2023 annual meeting and the term of the Class I directors expires at the 2024 annual meeting. After the initial terms expire, directors are expected to be elected to hold office for a three-year term or until the election and qualification of their successors in office.

### Composition of the Board

Our board of directors and the nominating and corporate governance committee are committed to ensuring that the board is comprised of a group of directors who collectively provide a significant breadth of experience, knowledge and ability to effectively represent the interest of stockholders.

The following presents our current directors, their respective term on the board of directors, ages and positions as of April 18, 2022:

Name	Age	Position
<b><i>Class II director nominees for election at the 2022 Annual Meeting</i></b>		
Mette Kirstine Agger (2) (3)	57	Director
Minnie Baylor-Henry (1)	74	Director
William T. Abraham, M.D. (3)	62	Director
<b><i>Class III directors whose terms will expire at the 2023 Annual Meeting</i></b>		
John H. Tucker	59	President, Chief Executive Officer and Director
Jack A. Khattar (2)	60	Chairman of the Board and Director
Klaus Veitinger, M.D., Ph.D. (3)	60	Director
<b><i>Class I directors whose terms will expire at the 2024 Annual Meeting</i></b>		
Frederick Hudson (1)	76	Director
Leonard D. Schaeffer (2)	76	Director
Sara Bonstein (1)	41	Director

(1) Member of the audit committee.

(2) Member of the compensation committee.

(3) Member of the nominating and corporate governance committee.

## Board Diversity Matrix

The composition of our board of directors currently includes three individuals who are diverse under The Nasdaq Stock Market LLC (“Nasdaq”) listing rule regarding board diversity, representing gender diversity of 33% and ethnic diversity of 11%, as presented in the below Board Diversity Matrix. Under the Nasdaq listing rule, directors who self-identify as (i) female, (ii) an underrepresented minority or (iii) LGBTQ+ are defined as being diverse. The following table provides certain self-identified personal characteristics of our directors, in accordance with Rule 5605(f) of the Nasdaq listing standards:

As of April 28, 2022

Total Number of Directors	9			
	Female	Male	Non-Binary	Did Not Disclose Gender
<b>Part I: Gender Identity</b>				
Directors	3	6	-	-
<b>Part II: Demographic Background</b>				
African American or Black	1	-	-	-
Alaskan Native or Native American	-	-	-	-
Asian	-	-	-	-
Hispanic or Latinx	-	-	-	-
Native Hawaiian or Pacific Islander	-	-	-	-
White	2	6	-	-
Two or More Races or Ethnicities	-	-	-	-
<b>LGBTQ+</b>	-			
<b>Did not Disclose Demographic Background</b>	-			

Directors who are Military Veterans: 2

Directors who identify as Middle Eastern: 1

## Nominees

Based on the recommendation of the nominating and corporate governance committee of our board of directors, our board of directors has nominated Mette Kirstine Agger, Minnie Baylor-Henry and William T. Abraham, M.D. for election as directors each to serve for a three-year term ending at the 2025 annual meeting or until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. Mette Kirstine Agger, Minnie Baylor-Henry and William T. Abraham, M.D. are current members of our board of directors.

Unless you direct otherwise through your proxy voting instructions, the persons named as proxies will vote all proxies received “for” the election of each nominee. If any nominee is unable or unwilling to serve at the time of the Annual Meeting, the persons named as proxies may vote for a substitute nominee chosen by the present board of directors. In the alternative, the proxies may vote only for the remaining nominees, leaving a vacancy on the board of directors. The board of directors may fill such vacancy at a later date or reduce the size of the board of directors. We have no reason to believe that any of the nominees will be unwilling or unable to serve if elected as a director.

## Recommendation of the Board of Directors

### THE BOARD RECOMMENDS THAT YOU VOTE “FOR” THE ELECTION OF EACH OF THE NOMINEES NAMED BELOW.

The biographies of each of the nominees and continuing directors below contain information regarding each such person's service as a director, business experience, public director positions held currently or at any time during the last five years and the experiences, qualifications, attributes or skills that caused the nominating and corporate governance committee to determine that the person should serve as a director of the Company. In addition to the information presented below regarding each such person's specific experience, qualifications, attributes and skills that led the board of directors and its nominating and corporate governance committee to the conclusion that he or she should serve as a director, we also believe that each of our directors has a reputation for integrity, honesty and adherence to high ethical standards. Each of our directors has demonstrated business acumen and an ability to exercise sound judgment, as well as a commitment of service to our Company and our board of directors. Finally, we value our directors' experience in relevant areas of business management and on other boards of directors and board committees.

Our corporate governance guidelines also dictate that a majority of the board of directors be comprised of independent directors whom the board of directors has determined have no material relationship with the Company and who are otherwise “independent” directors under the published listing requirements of Nasdaq. The Company has determined that, with the exception of John H. Tucker, our president and chief executive officer, all of our other directors qualify as “independent” directors.

#### Nominees for Election as Class II Directors for a Three-Year Term

*Mette Kirstine Agger* has served as a member of our board of directors since March 2014. Ms. Agger currently serves as Senior Advisor at Lundbeckfonden BioCapital and previously served for 12 years, from September 2009 to April 2022, as a managing partner of Lundbeckfonden Ventures (“Lundbeckfonden”), a life science venture fund, and as part of the management at Lundbeckfonden. Prior to that, Ms. Agger co-founded 7TM Pharma A/S, a biotech company engaged in therapeutic drug discovery and development, in 2000, and served as its chief executive officer from founding to 2009. Prior to founding 7TM Pharma, Ms. Agger was part of the management team of NeuroSearch A/S, a former drug research and development company. Ms. Agger serves on numerous boards of both private and public companies, including Klifo, a pharmaceutical consulting company, Lexeo, a gene therapy company targeting orphan diseases, Dysis Medical, a women’s health medtech company, and Psioxus, a tumor re-engineering company. Ms. Agger served on the board of Cydan Development, an orphan drug startup accelerator from September 2017 to December 2021, Trevi Therapeutics, a public life sciences company, from July 2017 to June 2019, Veloxis Pharmaceuticals A/S, an emerging specialty pharmaceutical company from April 2010 to December 2019, and Imara Inc., a biopharmaceutical company, from January 2016 to June 2020. Ms. Agger graduated with an M.Sc. in Biology from the University of Copenhagen and has an M.B.A. from Henley Business School University of Reading. We believe Ms. Agger is qualified to serve on our board of directors because of her industry experience, intellectual property knowledge and her experience of serving on the boards of directors for several biopharmaceutical and medtech companies.

*Minnie Baylor-Henry* has served as a member of our board of directors since July 2018. Ms. Baylor-Henry is the President of B-Henry & Associates, a consulting firm focused on providing regulatory and compliance strategy services to life sciences companies. Prior to assuming her current role, she was the Worldwide Vice-President for Regulatory Affairs for Johnson & Johnson’s Medical Devices & Diagnostics where she was directly responsible for coordinating the regulatory strategy for the approval of a wide portfolio of products globally, ranging from contact lens to sterilization products. Prior to that Ms. Baylor-Henry was a National Director for Regulatory & Capital Markets Consulting at Deloitte & Touche and before that worked for the U.S. Food & Drug Administration (FDA). Ms. Baylor-Henry is recognized as a leader in the area of food and drug laws, and regulations and is a frequent speaker on food and drug law topics. She has received numerous awards and recognitions in this area. Ms. Baylor-Henry previously served on the board of directors of PolarityTE, Inc. from December 2018 to September 2021 and currently serves on the boards of directors of Apyx Medical, since August 2019, Paratek Pharmaceuticals, since June 2021, and Latheus Holdings, Inc., since February 2022. Ms. Baylor-Henry received her Pharmacy degree from Howard University’s College of Pharmacy and her law degree from Catholic University’s Columbus School of Law. We believe Ms. Baylor-Henry is qualified to serve on our board of directors because of her industry experience including relevant regulatory affairs experience in medical devices, pharmaceutical products, including combination products in the private and public sectors.

*William T. Abraham, MD, FACP, FACC, FAHA, FESC, FRCPE* has served as a member of our board of directors since February 2021. Dr. Abraham has been Chief Medical Officer of V-Wave Ltd. since 2019, is a

College of Medicine Distinguished Professor at The Ohio State University and a noted Heart Failure Specialist. Dr. Abraham has served in various positions at the Ohio State University Wexner Medical Center since October 2002. Dr. Abraham previously held faculty appointments at the University of Colorado, the University of Cincinnati and the University of Kentucky. Dr. Abraham's research interests include the role of the kidney in heart failure, neurohormonal mechanisms in heart failure, sleep-disordered breathing in heart failure and clinical drug and device trials in heart failure and cardiac transplantation. He has received grants from the National Institutes of Health, the American College of Cardiology and the Aetna Quality Care Foundation and has served as principal investigator in more than 100 clinical drug and device trials. In addition to authoring more than 1,000 original papers, abstracts, book chapters and review articles, Dr. Abraham has co-edited a leading textbook on heart failure entitled *Heart Failure: A Practical Approach to Treatment*. He serves on the editorial boards of several major journals and as a scientific reviewer for such publications as *Circulation*, *the European Heart Journal*, and *the Journal of the American College of Cardiology*. Dr. Abraham has been recognized as one of the 'Best Doctors in America' for 19 consecutive years. He was named as one of The World's Most Influential Scientific Minds and named to the Highly Cited Researchers list by Clarivate Analytics (formerly Thomson Reuters). In 2017, he received the Distinguished Scientist Award from the American College of Cardiology. Dr. Abraham is a member of the board of directors of Cardionomic, Inc. Dr. Abraham received his M.D. from Harvard Medical School before completing a residency in internal medicine and fellowships in cardiology and heart failure/cardiac transplantation at the University of Colorado Health Sciences Center. He is board-certified in internal medicine and advanced heart failure and transplant cardiology. We believe Dr. Abraham is qualified to serve on our board of directors because of his extensive medical, academic and industry experience and achievement in cardiology and heart failure.

### **Class III Directors Continuing in Office**

*John H. Tucker* has served as our President, Chief Executive Officer and Director since January 2017. From 2016 to 2017, Mr. Tucker served as Chief Executive Officer of Algal Scientific, a biotechnology company and from 2014 to 2016, Mr. Tucker served as Chief Executive Officer of Alcresta Therapeutics, a developer of enzyme-based products for patients with acute and chronic diseases. From 2013 to 2014, Mr. Tucker served as Chief Executive Officer of the North American business of Nelson Bach U.S. Prior to that, he served as Senior Vice President and Chief Commercial Officer of Incline Therapeutics from 2012 through its acquisition by The Medicines Company in 2013. Prior to Incline, Mr. Tucker served as Senior Vice President, Commercial Operations at AMAG Pharmaceuticals. From 2002 to 2011, Mr. Tucker served in senior executive operations and commercial roles at Basilea Pharmaceuticals and Indevus Pharmaceuticals. Mr. Tucker also held several sales and development roles at ALZA, a global pharmaceutical company, and at Johnson & Johnson. Mr. Tucker has served on the board of directors of Eleusis Ltd., a privately-held clinical stage life science company, since July 2021. Mr. Tucker holds a B.A. from Plymouth State College and an M.B.A. from New Hampshire College. We believe Mr. Tucker is qualified to serve on our board of directors because of his extensive and broad range of experience in business and healthcare product development, including previous experience growing companies in the pharmaceutical industry.

*Jack A. Khattar* has served as a member of our board of directors since June 2016 and as Chairman of our board of directors since November 2017. Mr. Khattar is the founder of Supernus Pharmaceuticals, a pharmaceutical company, (Nasdaq: SUPN) where he has served as President, Chief Executive Officer and Secretary and a Director since 2005. From 1999 to 2005, Mr. Khattar served in various positions as a board member, President and Chief Executive Officer of Shire Laboratories Inc., the drug delivery subsidiary of Shire plc. From 1999 to 2004, he also served as a member of Shire plc's executive committee. Prior to that, Mr. Khattar served as an executive officer and the Chairman of the management committee at CIMA Labs Inc. (CIMA), a drug delivery company where he was also responsible for business development, corporate alliances and strategic planning. Prior to joining CIMA in 1995, Mr. Khattar held several marketing and business development positions at Merck & Co., Novartis, Playtex and Kodak in various locations, including the United States, Europe and the Middle East. Mr. Khattar currently serves on the boards of directors of Navitor Pharmaceuticals, LLC, a privately-held pharmaceutical company, is the Chairman of the board of directors of Cognition Therapeutics Inc. (Nasdaq: CGTX), a publicly-traded pharmaceutical company, and serves on the advisory board of New Rhein Healthcare, a private equity firm. Mr. Khattar earned his degrees in Marketing with a BBA from American University of Beirut and an MBA from the Wharton School of the University of Pennsylvania. We believe that Mr. Khattar's leadership, executive, managerial, business and pharmaceutical company experience, along with his more than 30 years of industry experience in the development and commercialization of pharmaceutical products and drug delivery technologies, qualify him to be a director.

*Klaus Veitinger, MD, PhD* has served as a member of our board of directors since November 2017. Dr. Veitinger has served as a Venture Partner with OrbiMed Advisors LLC, a healthcare investment firm, since 2007. During his prior 16-year pharmaceutical career, Dr. Veitinger held senior management positions in drug development, licensing and business development, strategic planning and M&A, as well as general management. Most recently Dr. Veitinger was a Member of the Executive Board of Schwarz Pharma AG, a pharmaceutical company, and the Chief Executive Officer of Schwarz Pharma Inc. with responsibility for the U.S. and Asia businesses culminating in the ultimate sale of the Schwarz Group. Dr. Veitinger has served on the board of directors of Tricida Therapeutics, Inc. since February 2014 and has served or serves on the boards of several private and public companies in the life sciences sector, including Relypsa Therapeutics, Inc. from October 2010 to June 2015 and Intercept Pharmaceuticals, Inc. from September 2012 to July 2016. For seven years he was a Director of PhRMA. Dr. Veitinger received his medical degree and his doctorate (Ph.D.) from the University of Heidelberg. He earned his M.B.A. at INSEAD in France. We believe that Dr. Veitinger is qualified to serve on our board of directors due to his management and investment experience in the life sciences sector and medical and scientific background.

#### **Class I Directors Continuing in Office for a Three-Year Term**

*Frederick M. Hudson* has served as a member of our board of directors since June 2018. Mr. Hudson retired as a partner in charge of the health care audit practice for the Washington-Baltimore business unit of the accounting firm of KPMG, LLP on January 1, 2006, after a 37-year career with the firm. Since 2010, he has been a director and audit committee chair of Supernus Pharmaceuticals, Inc. He has been on the Board of Directors of GBMC Healthcare, Inc. and its affiliate, Greater Baltimore Medical Center, Inc., serving as chair of the audit and finance committees and as chair of the Board since 2020. Over the last five years, Mr. Hudson was a director, audit committee chair, and member of the compensation committee of Aradigm Corporation, served on the Board of Financial Administration of the Catholic Archdiocese of Baltimore, served as director and member of the compliance committee of Maxim Healthcare Services, Inc. and served as director and audit committee chair of Educate, Inc. Previously, Mr. Hudson served on the Board of Trustees of the Maryland Historical Society and as director and audit committee chair of Woodhaven Holding Corporation and Paradigm Management Services, LLC. Mr. Hudson received a B.S. in Accounting from Loyola University Maryland and is a Certified Public Accountant (retired). We believe that Mr. Hudson's extensive accounting and health care audit experience, and experience on other boards of directors and board committees qualify him to serve as a member of our board of directors.

*Leonard D. Schaeffer* has served as a member of our board of directors since 2014. He has served as a partner of North Bristol Partners LLC, a privately held consulting company, since 2006. From 2007 to 2011, Mr. Schaeffer served as the chairman of the Board of Surgical Care Affiliates, LLC, then a privately held company operating a national network of ambulatory surgical centers and surgical hospitals. He serves currently as a senior advisor to Whistler Capital Partners LLC. Mr. Schaeffer formerly served as chairman of the board of WellPoint, Inc. (now Anthem, Inc.), then the largest health insurance company in the United States, chairman and chief executive officer of WellPoint Health Networks Inc. and chairman and chief executive officer of Blue Cross California. He also served as a director of Allergan, Inc., a publicly traded specialty pharmaceutical company, from 1993 to 2011, and as a director of Amgen, Inc., a publicly traded biotechnology company, from 2004 to 2013. Mr. Schaeffer also served on the board of Walgreens Boots Alliance, a publicly traded pharmaceutical manufacturing, wholesale and distribution holding company from June 2015 to October 2019. While serving in the federal government from 1978 to 1980, Mr. Schaeffer was Administrator of the Health Care Financing Administration (now CMS) and was responsible for the United States Medicare and Medicaid programs. Mr. Schaeffer was named the Judge Widney Professor and Chair at the University of Southern California in 2007 and serves on the boards of the Brookings Institution, the RAND Corporation, the University of Southern California (USC), and on the Board of Fellows of Harvard Medical School. He is also chairman of the USC Health System Board and a member of the National Academy of Medicine. Mr. Schaeffer earned his A.B. in Economics from Princeton University. We believe that Mr. Schaeffer is qualified to serve on our board of directors because of his industry experience and his decades long track record of serving in leadership positions on various boards.

*Sara Bonstein* has served as a member of our board of directors since July 2020. Ms. Bonstein has served as Chief Financial Officer of Insmad Incorporated, a public biopharmaceutical company since January 2020 where she brings almost 20 years of operational and financial leadership in the life sciences industry. Prior to joining Insmad, she served as the Chief Financial Officer, Chief Operating Officer, and Corporate Secretary of OncoSec Medical, a biotechnology company, from May 2018 to January 2020 and as the Chief Financial Officer, Secretary, Treasurer, and Executive Vice President of Advaxis, Inc., a biotechnology company, from February 2014 to April 2018. In

these roles, Ms. Bonstein raised significant capital in both the equity markets and licensing deals and established strong financial controls, streamlined business operations, and was responsible for the overall leadership and management of operations, including corporate finance, investor relations, business development, IT, facilities, legal, and human resources. Prior to her CFO roles, Ms. Bonstein served in various financial roles at Eli Lilly & Company, ImClone Systems and Johnson & Johnson. Ms. Bonstein has served on the board of directors of Xilio Therapeutics, Inc. (Nasdaq: XLO) since August 2021. In 2016, NJBiz named Ms. Bonstein CFO of the Year – Healthcare Organization and Forty under 40. Ms. Bonstein holds a BS in Finance from The College of New Jersey and an M.B.A. from Rider University. We believe that Ms. Bonstein is qualified to serve on our board of directors because of her expertise and experience in finance and industry.

There are no family relationships between or among any of our directors or executive officers. The principal occupation and employment during the past five years of each of our directors was carried on, in each case except as specifically identified above, with a corporation or organization that is not a parent, subsidiary or other affiliate of us. There is no arrangement or understanding between any of our directors and any other person or persons pursuant to which he or she is to be selected as a director.

There are no material legal proceedings to which any of our directors is a party adverse to us or any of our subsidiaries or in which any such person has a material interest adverse to us or our subsidiary.

### Executive Officers

The following table presents our executive officers and their ages and positions as of April 18, 2021:

Name	Age	Position
John H. Tucker	59	President, Chief Executive Officer, Principal Executive Officer, Principal Financial Officer and Director
Rachael Nokes	47	Senior Vice President of Finance and Principal Accounting Officer

See the section of this Proxy Statement Captioned “-Class III Directors Continuing in Office” for Mr. Tucker’s biography.

Rachael Nokes joined us in September 2014 and is currently our Senior Vice President of Finance and Principal Accounting Officer. Most recently, from 2009 to 2014, Ms. Nokes served as Director of Accounting at BG Medicine, then a publicly held medical device company. Prior to that, from 2001 to 2009, she served in various accounting and finance positions at BG Medicine. From 1998 to 2001, Ms. Nokes held accounting and finance positions at Corning Lasertron and Oak Industries (acquired by Corning). Prior to Oak Industries, Ms. Nokes was an auditor at PriceWaterhouse LLP (now PriceWaterhouseCoopers LLP). Ms. Nokes holds a B.S. in Accounting from Boston College and an M.S. in Finance from Bentley University.

### Meetings of the Board of Directors

Our board of directors held four regular meetings in 2021 and took action three times by unanimous written consent. During their respective terms of service, each director attended at least 75% of all meetings of the board of directors and the committees on which they then served. Under our corporate governance guidelines, directors are expected to be active and engaged in discharging their duties and to keep themselves informed about our business and operations. Directors are also expected to attend our annual meetings of stockholders, all meetings of the board of directors and all meetings of the committees on which they serve. All directors then in office attended the 2021 Annual Meeting of Stockholders.

### Code of Business Conduct and Ethics

We are committed to the highest standards of integrity and ethics in the way we conduct our business. Our board of directors adopted a Code of Business Conduct and Ethics, which applies to our directors, officers and employees, including our chief executive officer and our other executive and senior officers. Our Code of Business Conduct and Ethics establishes our policies and expectations with respect to a wide range of business conduct, including the preparation and maintenance of our financial and accounting information, our compliance with laws, and possible conflicts of interest.

Under our Code of Business Conduct and Ethics, each of our directors and employees is required to report suspected or actual violations to the extent permitted by law. In addition, we have adopted separate procedures concerning the receipt and investigations of complaints relating to accounting or audit matters. These procedures have been adopted by the board of directors and are administered by our audit committee.

A current copy of our Code of Business Conduct and Ethics is posted on the Corporate Governance section of our website, which is located at [www.scpharmaceuticals.com](http://www.scpharmaceuticals.com). If we make any substantive amendments to, or grant any waivers from, the Code of Business Conduct and Ethics for any officer or director, we will disclose the nature of such amendment or waiver on our website or in a current report on Form 8-K.

### Environmental, Social and Governance (“ESG”)

A continued area of focus for our board of directors has been our ESG-related practices which are integrated into our business strategy and planning including patient access to medicines, product safety, human capital management, and ethics and compliance. These are among the areas of focus that are critical to our long-term success and resiliency. We are therefore committed to increasing our transparency and further identifying issues that may have a material effect on corporate strategy, risks, opportunities or performance.

**Patient Access and Safety.** As a company, we are committed to patient access and affordability and to reducing the systemic financial and physical constraints inherent in the highest-cost setting for treatment of heart failure. The work we do in developing our lead program is to improve the lives of patients, including those in underrepresented populations that can be disproportionately affected by heart disease. We also take steps to monitor safety in product manufacturing and in clinical trials, and to strive for a diverse representation of patients who participate in these trials.

**Human Capital Management.** Our future success depends on our ability to attract, develop and retain key personnel, maintain our culture, and ensure diversity and inclusion in our board of directors, management and broader workforce. As these areas directly impact our ability to compete and innovate, they are key focus areas for our board of directors and senior executives. A testament to our strong culture is our second year in a row earning a spot on Boston Business Journal’s Best Places to Work list for companies of our size.

**Ethics and Compliance.** We continue to strengthen corporate compliance in advance of commercialization through our commitment to honest and ethical conduct and with clear oversight and accountability from senior executives and directors. Our internal policies are based on industry-standard principles for behavior in this area.

This also includes annual training on our Code of Business Conduct and Ethics, which outlines our commitment to ethical business practices and applies to all of our employees, officers and directors.

### **Policy on Trading, Pledging and Hedging of Company Stock**

Certain transactions in our securities (such as purchases and sales of publicly traded put and call options, and short sales) create a heightened compliance risk or could create the appearance of misalignment between management and stockholders. In addition, securities held in a margin account or pledged as collateral may be sold without consent if the owner fails to meet a margin call or defaults on the loan, thus creating the risk that a sale may occur at a time when an officer or director is aware of material, non-public information or otherwise is not permitted to trade in Company securities. Our insider trading policy expressly prohibits short sales and, without prior approval, derivative transactions of our stock by our executive officers, directors and specified other employees and their respective affiliates, purchases or sales of puts, calls or other derivative securities of the Company or any derivative securities that provide the economic equivalent of ownership of any of our securities or an opportunity, direct or indirect, to profit from any change in the value of our securities, or other hedging transactions. In addition, our insider trading policy expressly prohibits our executive officers, directors and specified other employees and their respective affiliates from borrowing against Company securities held in a margin account, or, without prior approval, pledging our securities as collateral for a loan.

### **Independence of the Board of Directors**

Consistent with our corporate governance guidelines and Nasdaq rules, our board of directors has determined that, as of the date of this Proxy Statement, all of the members of our board of directors excluding John H. Tucker, our president and chief executive officer, are “independent.” In addition, all members of the audit, compensation and nominating and corporate governance committees, satisfy the applicable independence criteria of the SEC and Nasdaq.

### **Identifying and Evaluating Director Nominees**

The board of directors is responsible for selecting its own members. The board of directors delegates the selection and nomination process to the nominating and corporate governance committee, with the expectation that other members of the board of directors, and management, will be requested to take part in the process as appropriate.

Generally, the nominating and corporate governance committee identifies candidates for director nominees in consultation with management, through the use of search firms or other advisors, through the recommendations submitted by stockholders or through such other methods as the nominating and corporate governance committee deems to be helpful to identify candidates. Once candidates have been identified, the nominating and corporate governance committee confirms that the candidates meet all of the minimum qualifications for director nominees established by the nominating and corporate governance committee. The nominating and corporate governance committee may gather information about the candidates in connection with its evaluation of a director candidate, including through candidate interviews, inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm, or reliance on the knowledge of the members of the nominating and corporate governance committee, the board of directors or management. The nominating and corporate governance committee then meets as a group to discuss and evaluate the qualities and skills of each candidate, both on an individual basis and taking into account the overall composition and needs of the board of directors. Based on the results of the evaluation process, the nominating and corporate governance committee recommends candidates for the board of directors' approval as director nominees for election to the board of directors.

We engaged, for a fee, a third-party search firm to assist the nominating and corporate governance committee with identifying candidates for the Company, including Dr. Abraham, who was appointed to the board of directors in February 2021.

## **Minimum Qualifications**

The nominating and corporate governance committee will consider, among other things, the following qualifications, skills and attributes when recommending candidates for the selection as nominees for the board of directors and as candidates for appointment to the board of directors' committees: Each nominee shall have high standards of personal and professional ethics and integrity, shall have proven achievement and competence in the nominee's field and the ability to exercise sound business judgment, shall have skills that are complementary to those of the existing board of directors, shall have the ability to assist and support management and make significant contributions to the Company's success and shall have an understanding of the fiduciary responsibilities that is required of a member of the board of directors and the commitment of time and energy necessary to diligently carry out those responsibilities. The nominating and corporate governance committee also recommends candidates to the board of directors for appointment to the committees of the board of directors. Once appropriate candidates have been identified, the entire board of directors votes on the candidates for appointment to the respective committees.

In evaluating proposed director candidates, the nominating and corporate governance committee will consider, in addition to the minimum qualifications and other criteria for board of directors membership approved by the board of directors from time to time, the current size and composition of the board of directors, the needs of the board of directors and the respective committees, and such factors as character, integrity, judgment, diversity, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company's business and industry, other commitments and the like and any other factors that the nominating and corporate governance committee may consider appropriate. The nominating and corporate governance committee does not have a formal diversity policy and does not follow any ratio or formula with respect to diversity in order to determine the appropriate composition of the board of directors, although the nominating and corporate governance committee and the full board of directors are committed to creating a board of directors with diversity, including diversity of expertise, experience, background, race, ethnicity and gender, and are committed to identifying, recruiting and advancing candidates offering such diversity in future searches.

## **Stockholder Recommendations**

Stockholders may submit recommendations for director candidates to the nominating and corporate governance committee by sending the individual's name and qualifications to our Corporate Secretary at scPharmaceuticals Inc., 2400 District Ave., Suite 310, Burlington, MA 01803, who will forward all recommendations to the nominating and corporate governance committee. The nominating and corporate governance committee will evaluate any candidates recommended by stockholders against the same criteria and pursuant to the same policies and procedures applicable to the evaluation of candidates proposed by directors or management.

## **Stockholder Communications**

The board of directors provides to every stockholder the ability to communicate with the board of directors, as a whole, and with individual directors on the board of directors through an established process for stockholder communication. For a stockholder communication directed to the board of directors as a whole, stockholders may send such communication to the attention of the Chair of the Board of Directors via U.S. Mail or Expedited Delivery Service to: scPharmaceuticals Inc., 2400 District Ave., Suite 310, Burlington, MA 01803, Attn: Chair of the Board of Directors.

For a stockholder communication directed to an individual director in his capacity as a member of the board of directors, stockholders may send such communication to the attention of the individual director via U.S. Mail or Expedited Delivery Service to: scPharmaceuticals Inc., 2400 District Ave., Suite 310, Burlington, MA 01803, Attn: [Name of Individual Director].

We will forward by U.S. Mail any such stockholder communication to each director, and the Chair of the Board in his capacity as a representative of the board of directors, to whom such stockholder communication is addressed to the address specified by each such director and the Chair of the Board, unless there are safety or security concerns that mitigate against further transmission.

## **Board Leadership Structure and Board's Role in Risk Oversight**

Currently, the role of chairman of the board is separated from the role of chief executive officer, and we plan to keep these roles separated. We believe that separating these positions allows our chief executive officer to focus on our day-to-day business, while allowing the chairman of the board to lead the board of directors in its fundamental role of providing advice to and independent oversight of management. Our board of directors recognizes the time, effort and energy that the chief executive officer is required to devote to his position in the current business environment, as well as the commitment required to serve as our chairman, particularly as the board of directors' oversight responsibilities continue to grow. While our bylaws and corporate governance guidelines do not require that our chairman and chief executive officer positions be separate, our board of directors believes that having separate positions is the appropriate leadership structure for us at this time and demonstrates our commitment to good corporate governance.

Risk is inherent with every business, and how well a business manages risk can ultimately determine its success. We face a number of risks, including risks relating to our financial condition, development and commercialization activities, operations, strategic direction and intellectual property as more fully discussed under "Risk Factors" in our Annual Report on Form 10-K. Management is responsible for the day-to-day management of risks we face, while our board of directors, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, our board of directors has the responsibility to satisfy itself that the risk management processes designed and implemented by management are adequate and functioning as designed.

Our board of directors oversees the management of risks inherent in the operation of our business and the implementation of our business strategies. Our board of directors performs this oversight role by using several different levels of review. In connection with its reviews of the operations and corporate functions of our Company, our board of directors addresses the primary risks associated with those operations and corporate functions. In addition, our board of directors reviews the risks associated with our business strategies periodically throughout the year as part of its consideration of undertaking any such business strategies.

Each of our board committees also oversees the management of our risk that falls within the committee's areas of responsibility. In performing this function, each committee has full access to management, as well as the ability to engage advisors. In connection with its risk management role, our audit committee meets privately with representatives from our independent registered public accounting firm. The audit committee oversees the operation of our risk management program, including the identification of the primary risks associated with our business and periodic updates to such risks, and reports to our board of directors regarding these activities.

## **Risks Related to Compensation Policies and Practices**

In establishing and reviewing our compensation philosophy and programs, we consider whether such programs encourage unnecessary or excessive risk taking. We believe that our executive compensation program does not encourage excessive or unnecessary risk taking. This is primarily due to the fact that our compensation programs are designed to encourage our executive officers and other employees to remain focused on both short-term and long-term strategic goals. As a result, we do not believe that our compensation programs are reasonably likely to have a material adverse effect on us.

## **Board Committees**

Our board of directors has three standing committees: an audit committee, a compensation committee and a nominating and corporate governance committee, each of which has the composition and responsibilities described below. The audit committee, compensation committee and nominating and corporate governance committee all operate under charters reviewed annually by the respective committees and approved by our board of directors (copies of which can be found on our website at [www.scpharmaceuticals.com](http://www.scpharmaceuticals.com) under "Investor Relations - Corporate Governance").

### ***Audit Committee***

Mr. Hudson, Ms. Bonstein and Ms. Baylor-Henry serve on the audit committee, which is chaired by Mr. Hudson. Our board of directors has determined that each member of the audit committee is “independent” for audit committee purposes as that term is defined in the applicable SEC and Nasdaq rules, and each audit committee member has sufficient knowledge in financial and auditing matters to serve on the audit committee. Our board of directors has designated Mr. Hudson as an “audit committee financial expert,” as defined under the applicable rules of the SEC. The audit committee held four meetings during 2021 and took action one time by unanimous written consent. The audit committee’s responsibilities include:

- appointing, approving the compensation of, and assessing the independence of our independent registered public accounting firm;
- pre-approving auditing and permissible non-audit services, and the terms of such services, to be provided by our independent registered public accounting firm;
- reviewing the overall audit plan with our independent registered public accounting firm and members of management responsible for preparing our financial statements;
- reviewing and discussing with management and our independent registered public accounting firm our annual and quarterly financial statements and related disclosures as well as critical accounting policies and practices used by us;
- coordinating the oversight and reviewing the adequacy of our internal control over financial reporting;
- establishing policies and procedures for the receipt and retention of accounting-related complaints and concerns;
- recommending based upon the audit committee’s review and discussions with management and our independent registered public accounting firm whether our audited financial statements shall be included in our Annual Report on Form 10-K;
- monitoring the integrity of our financial statements and our compliance with legal and regulatory requirements as they relate to our financial statements and accounting matters;
- preparing the audit committee report required by SEC rules to be included in our annual proxy statement;
- reviewing and discussing with management our risk management policies and overseeing the operation of our risk management program;
- reviewing all related party transactions for potential conflict of interest situations and approving all such transactions; and
- reviewing quarterly earnings releases.

### ***Compensation Committee***

Mr. Khattar, Ms. Agger and Mr. Schaeffer serve on our compensation committee, which is chaired by Mr. Khattar. Our board of directors has determined that each member of the compensation committee is “independent” as defined in the applicable Nasdaq rules. The compensation committee held three meetings during 2021 and took action one time by unanimous written consent. The compensation committee’s responsibilities include:

- annually reviewing and recommending to the board of directors the corporate goals and objectives relevant to the compensation of our chief executive officer;
- evaluating the performance of our chief executive officer in light of such corporate goals and objectives and based on such evaluation (i) reviewing and determining the cash compensation of our chief executive officer and (ii) reviewing and approving grants and awards to our chief executive officer under equity-based plans;

- reviewing and approving the cash compensation of our other executive officers and employees at the level of senior vice president and above;
- reviewing and establishing our overall management compensation, philosophy and policy;
- reviewing and determining achievement of Company goals as they relate to annual bonus compensation;
- overseeing and administering our compensation and similar plans;
- evaluating and assessing potential and current compensation advisors in accordance with the independence standards identified in the applicable Nasdaq rules;
- reviewing and approving our policies and procedures for the grant of equity-based awards;
- reviewing and recommending to the board of directors the compensation of our directors;
- preparing our compensation committee report, if and when required by SEC rules;
- reviewing and discussing annually with management our “Compensation Discussion and Analysis,” if and when required by SEC rules, to be included in our annual proxy statement; and
- reviewing and approving the retention or termination of any consulting firm or outside advisor to assist in the evaluation of compensation matters.

#### ***Nominating and Corporate Governance Committee***

Dr. Veitinger, Ms. Agger and Dr. Abraham serve on our nominating and corporate governance committee, which is chaired by Dr. Veitinger. Our board of directors has determined that each member of the nominating and corporate governance committee is “independent” as defined in the applicable SEC and Nasdaq rules. The nominating and corporate governance committee held one meeting during 2021 and took action one time by unanimous written consent. The nominating and corporate governance committee’s responsibilities include:

- developing and recommending to the board of directors criteria for board and committee membership;
- establishing procedures for identifying and evaluating board of director candidates, including nominees recommended by stockholders;
- reviewing the composition of the board of directors to ensure that it is composed of members containing the appropriate skills and expertise to advise us;
- identifying individuals qualified to become members of the board of directors;
- recommending to the board of directors the persons to be nominated for election as directors and to each of the board’s committees;
- developing and recommending to the board of directors a code of business conduct and ethics and a set of corporate governance guidelines; and
- overseeing the evaluation of our board of directors and management.

Our board of directors may from time to time establish other committees.

## Director Compensation

The following table provides information for the year ended December 31, 2021, regarding all compensation awarded to, earned by or paid to each person who served as a non-employee member of our board of directors during any portion of that year. Other than as set forth in the table and described more fully below, we did not pay any compensation, make any equity awards or non-equity awards to, or pay any other compensation to any of the non-employee members of our board of directors in 2021. Mr. Tucker, who is also our president and chief executive officer, receives no compensation for his service as director, and the compensation received by Mr. Tucker as an employee during 2021 is presented in the 2021 Summary Compensation Table below.

<u>Name</u>	<u>Fees Earned or Paid in Cash (\$)(1)</u>	<u>Option Awards (\$)(2)(3)</u>	<u>Total (\$)</u>
Jack A. Khattar	85,000	58,100	143,100
Leonard D. Schaeffer	47,500	58,100	105,600
Klaus Veitinger M.D., Ph.D.	50,000	58,100	108,100
Frederick Hudson	60,000	58,100	118,100
Minnie Baylor-Henry	50,000	58,100	108,100
Sara Bonstein	50,000	58,100	108,100
William T. Abraham, M.D.	39,125	207,785	246,910

- (1) Includes amounts earned and paid pursuant to our non-employee director compensation policy.
- (2) The amounts reported represent the aggregate grant-date fair value of stock options awarded to the directors in 2021, calculated in accordance with Financial Accounting Standards Board, Accounting Standards Codification Topic 718 (“ASC Topic 718”). For information regarding the assumptions underlying the valuation of equity awards, see the notes to our audited financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2021, which are incorporated by reference herein. This amount does not correspond to the actual value that may be recognized by the named director upon exercise of the applicable awards.
- (3) The following table sets forth the aggregate number of shares of common stock underlying option awards outstanding for each non-employee director as of December 31, 2021:

<u>Name</u>	<u>Number of Shares</u>
Jack A. Khattar	41,635
Leonard D. Schaeffer	39,895
Klaus Veitinger M.D., Ph.D.	52,777
Frederick Hudson	40,796
Minnie Baylor-Henry	40,796
Sara Bonstein	28,548
William T. Abraham, M.D.	48,900

Our board of directors adopted a non-employee director compensation policy that is designed to provide a total compensation package that enables us to attract and retain, on a long-term basis, highly-qualified non-employee directors. Under the policy, all non-employee directors are paid cash compensation as set forth below.

	<u>Annual Retainer (\$)</u>
<b>Board of Directors:</b>	
Non-Executive Chairman	70,000
Other Non-Employee Directors	40,000
<b>Audit Committee:</b>	
Committee Chairman	20,000
Other Committee Members	10,000
<b>Compensation Committee:</b>	
Committee Chairman	15,000
Other Committee Members	7,500
<b>Nominating and Corporate Governance Committee:</b>	
Committee Chairman	10,000
Other Committee Members	5,000

In addition, upon initial election to our board of directors, each non-employee director will be granted 32,600 options on the date of such director's election or appointment to the board of directors, which will vest in the following manner, subject to continued service through such vesting date(s): 33% shall vest on the first anniversary of grant, and the remainder shall vest in equal monthly installments over the following two years. On the date of each annual meeting of the Company's stockholders, each non-employee director who is re-elected to the board at such meeting will be granted 16,300 options, which shall vest in full upon the earlier to occur of the first anniversary of the date of grant or the date of the next annual meeting. All such options will be granted at fair market value on the date of grant.

**PROPOSAL TWO - RATIFICATION OF THE APPOINTMENT OF  
OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The audit committee has appointed RSM US LLP as our independent registered public accounting firm to perform the audit of our consolidated financial statements for the fiscal year ending December 31, 2022. The Company is asking our stockholders to ratify the audit committee's selection of RSM US LLP as our independent auditors for the 2022 fiscal year. RSM US LLP has audited our financial statements for each fiscal year since 2013.

The audit committee annually reviews the independent registered public accounting firm's independence, including reviewing all relationships between the independent registered public accounting firm and our Company and any disclosed relationships or services that may impact the objectivity and independence of our independent registered public accounting firm, and the independent registered public accounting firm's performance. As a matter of good corporate governance, the board of directors determined to submit to stockholders for ratification the appointment of RSM US LLP. A majority of the votes properly cast is required in order to ratify the appointment of RSM US LLP. In the event that a majority of the votes properly cast do not ratify this appointment of RSM US LLP, the audit committee will consider this factor when making any determinations regarding RSM US LLP.

We expect that a representative of RSM US LLP will attend the Annual Meeting and the representative will have an opportunity to make a statement if he or she so chooses. The representative will also be available to respond to appropriate questions from stockholders.

**Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm**

In connection with our initial public offering in 2017, we adopted a policy under which the audit committee is directly responsible for pre-approving all audit and permissible non-audit services to be provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services.

In addition, in the event time constraints require pre-approval prior to the audit committee's next scheduled meeting, the audit committee has authorized its chairman to pre-approve services. Engagements so pre-approved are to be reported to the audit committee at its next scheduled meeting.

**Audit Fees**

The following table sets forth the fees billed by RSM US LLP for audit, audit-related, tax and all other services rendered to the Company for fiscal years 2021 and 2020:

	2021	2020
Audit Fees	\$ 186,900	\$ 184,800
Audit-Related Fees	32,500	55,000
Tax Fees	26,250	26,250
All Other Fees	—	—
Total	\$ 245,650	\$ 266,050

*Audit Fees.* Audit fees consist of fees billed for the audit of our annual financial statements and the review of the interim financial statements.

*Audit-Related Fees.* Audit-related fees consist of fees billed for services that are normally provided in connection with registration statements.

*Tax Fees.* Tax fees consist of aggregate fees for tax compliance and tax advice, including the review and preparation of our various jurisdictions' income tax returns.

The audit committee pre-approved all services performed since the pre-approval policy was adopted.

**Recommendation of the Board of Directors**

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” RATIFICATION OF THE APPOINTMENT OF RSM US LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2022.**

## Report of the Audit Committee of the Board of Directors

This report is submitted by the audit committee of the Board of Directors (the “Board”) of scPharmaceuticals Inc. (the “Company”). The audit committee members who submitted this report are the three directors whose names appear below. The current members of the audit committee are Frederick Hudson, Sara Bonstein and Minnie Baylor-Henry. None of the members of the audit committee is an officer or employee of the Company, and the Board has determined that each member of the audit committee is “independent” for audit committee purposes as that term is defined under Rule 10A-3 of the Exchange Act, and the applicable rules of the Nasdaq. Each member of the audit committee meets the requirements for financial literacy under the applicable rules and regulations of the SEC and Nasdaq. The Board has designated Mr. Hudson as an “audit committee financial expert,” as defined under the applicable rules of the SEC. The audit committee operates under a written charter adopted by the Board.

The audit committee's general role is to assist the Board in monitoring our financial reporting process and related matters. Its specific responsibilities are set forth in its charter.

The audit committee has reviewed the Company's financial statements for 2021 and met with management, as well as with representatives of RSM US LLP, the Company's independent registered public accounting firm, to discuss the consolidated financial statements. The audit committee also discussed with members of RSM US LLP the matters required to be discussed by the applicable requirements of the PCAOB and the SEC.

In addition, the audit committee received the written disclosures and the letter from RSM US LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence, and discussed with members of RSM US LLP its independence.

Based on these discussions, the financial statement review and other matters it deemed relevant, the audit committee recommended to the Board that the Company's audited consolidated financial statements for 2021 be included in its Annual Report on Form 10-K for 2021.

The information contained in this audit committee report shall not be deemed to be “soliciting material,” “filed” or incorporated by reference into any past or future filing under the Securities Exchange Act of 1934 or the Securities Act of 1933 unless and only to the extent that the Company specifically incorporates it by reference.

Audit Committee  
*Frederick Hudson (Chairman)*  
*Sara Bonstein*  
*Minnie Baylor-Henry*

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information known to us regarding the beneficial ownership of our common stock as of April 18, 2022, for:

- each person known by us to be the beneficial owner of more than 5% of our common stock;
- our named executive officers;
- each of our directors and director nominees; and
- all executive officers and directors as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Except as noted by footnote, and subject to community property laws where applicable, we believe, based on the information provided to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them.

The table lists applicable percentage ownership based on 27,371,488 shares of common stock outstanding as of April 18, 2022. Options to purchase shares of our common stock that are exercisable within 60 days of April 18, 2022, are deemed to be beneficially owned by the persons holding these options for the purpose of computing percentage ownership of that person, but are not treated as outstanding for the purpose of computing any other person's ownership percentage.

Name and Address of Beneficial Owner (1)	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned
<b>5% Stockholders:</b>		
Entities associated with 5AM Ventures (2)	3,561,474	13.01%
Lundbeckfond Invest A/S (3)	3,183,986	11.63%
OrbiMed Advisors LLC (4)	4,797,148	17.53%
Entities associated with RA Capital Management, L.P. (5)	2,691,770	9.83%
Entities associated with Sun Pharmaceutical Industries Limited (6)	2,167,679	7.92%
<b>Named Executive Officer, Other Executive Officers and Directors:</b>		
John H. Tucker (7)	800,267	2.92%
Frederick Hudson (8)	40,796	*
Jack A. Khattar (9)	46,635	*
Leonard D. Schaeffer (10)	140,448	*
Klaus Veitinger, M.D. (11)	52,777	*
Minnie Baylor-Henry (12)	40,796	*
Sara Bonstein (13)	24,125	*
William T. Abraham, M.D. (14)	30,789	*
Rachael Nokes (15)	111,055	*
Mette Kirstine Agger	-	*
<b>All executive officers and directors as a group (10 persons) (16)</b>	<b>1,287,688</b>	<b>4.70%</b>

\* Less than 1%

(1) Unless otherwise indicated, the address for each beneficial owner is c/o scPharmaceuticals Inc., 2400 District Ave., Suite 310, Burlington, MA 01803.

- (2) The information reported is based on a Schedule 13G filed with the SEC on December 4, 2017, as amended on February 16, 2021 and a Form 4 filed with the SEC on April 13, 2022. Consists of (i) 2,903,207 shares of common stock held by 5AM Ventures IV, L.P. (ii) 120,966 shares of common stock held by 5AM Co-Investors IV, L.P. and (iii) 537,301 shares of common stock held by 5AM Opportunities I, L.P. Dr. John D. Diekman, Andrew Schwab, Dr. Kush Parmar and Dr. Scott M. Rocklage are managing members of 5AM Partners IV, LLC, the general partner of 5AM Ventures IV, L.P. and 5AM Co-Investors IV, L.P., and as such, share voting and investment authority over the shares held by 5AM Ventures IV, L.P. and 5AM Co-Investors IV, L.P. Each of 5AM Partners IV, LLC, Dr. Diekman, Mr. Schwab, Dr. Parmar and Dr. Rocklage disclaim beneficial ownership of such shares except to the extent of its or their pecuniary interest therein. The address of 5AM Ventures is 501 2nd Street, Suite 350, San Francisco, CA 94107.
- (3) The information reported is based on a Schedule 13G filed with the SEC on February 14, 2018. Consists of 3,183,986 shares of common stock issuable upon conversion of preferred stock held by Lundbeckfond Invest A/S. The board of directors and Lene Skole, the chief executive officer of Lundbeckfond Invest A/S may be deemed to share voting and investment authority over the shares held by Lundbeckfond Invest A/S. Mette Kirstine Agger, a member of our board of directors, is a managing partner at Lundbeckfond Ventures, which is an affiliate of Lundbeckfond Invest A/S. The address of Lundbeckfond Invest A/S is Scherfigsvej 7, DK-2100 København Ø.
- (4) The information reported is based on a Schedule 13D filed with the SEC on December 1, 2017, as amended on January 26, 2018, March 27, 2020, and May 26, 2020. Consists of (i) 4,565,948 shares of common stock held by OrbiMed Private Investments VI, L.P. (“**OPI VI**”) and (ii) 231,200 shares of common stock held by Orbimed Genesis GP LLC. OrbiMed Capital GP VI LLC (“**GP VI**”) is the sole general partner of OPI VI. OrbiMed Advisors LLC (“**OrbiMed Advisors**”) is the managing member of GP VI. By virtue of such relationships, GP VI and OrbiMed Advisors may be deemed to have voting and investment power with respect to the shares held by OPI VI and as a result may be deemed to have beneficial ownership of such shares. Each of GP VI and OrbiMed Advisors disclaims beneficial ownership of the shares held by OPI VI, except to the extent of its or his pecuniary interest therein if any. The address of these entities is 601 Lexington Avenue, 54th floor, New York, New York 10022.
- (5) The information reported is based on a Schedule 13G filed with the SEC on December 11, 2017, as amended on February 14, 2020, February 16, 2021, February 14, 2022 and February 18, 2022 and a Form 4 filed with the SEC on March 16, 2021. Consists of 2,691,770 shares of common stock held by RA Capital Healthcare Fund, L.P. (the “**Fund**”). As the investment adviser to the Fund, RA Capital Management, L.P. (“**Capital**”) may be deemed a beneficial owner of the shares owned by the Fund. As the manager of Capital, Peter Kolchinsky and Rajeev Shah may be deemed beneficial owners of the shares beneficially owned by Capital. Capital, Mr. Kolchinsky, and Mr. Shah each disclaims beneficial ownership of such shares. The address of RA Capital Management, L.P. is 200 Berkeley Street, 18<sup>th</sup> Floor, Boston, MA 02116.
- (6) The information reported is based on a Schedule 13D filed with the SEC on November 27, 2017, as amended on March 31, 2020 and June 3, 2020. Consists of (i) 1,810,536 shares of common stock held by Sun Pharmaceutical Industries, Inc. (“**Sun Pharmaceutical Industries**”) and (ii) 357,143 shares of common stock held by Sun Pharma (Netherlands) B.V. (“**Sun Pharma Netherlands**”). The board of directors of Sun Pharmaceutical Industries Limited (“**Sun Pharma**”) and Dilip S. Shanghvi, the controlling shareholder of Sun Pharma, may be deemed to share voting and investment authority over the shares owned by Sun Pharmaceutical Industries or Sun Pharma Netherlands. The address of Sun Pharma is c/o Sun House, 201 B/1, Wester Express Highway, Goregaon (E), Mumbai, Maharashtra (India) – 400 063.
- (7) Consists of 46,962 shares of common stock and 753,305 shares of common stock underlying options exercisable within 60 days of April 18, 2022.
- (8) Consists of 40,796 shares of common stock underlying options exercisable within 60 days of April 18, 2022.
- (9) Consists of 5,000 shares of common stock and 41,635 shares of common stock underlying options exercisable within 60 days of April 18, 2022.
- (10) Consists of 43,104 shares of common stock held by Schaeffer Holdings LLC and 57,449 shares of common stock and 39,895 shares of common stock underlying options exercisable within 60 days of April 18, 2022.
- (11) Consists of 52,777 shares of common stock underlying options exercisable within 60 days of April 18, 2022.
- (12) Consists of 40,796 shares of common stock underlying options exercisable within 60 days of April 18, 2022.
- (13) Consists of 24,125 shares of common stock underlying options exercisable within 60 days of April 18, 2022.
- (14) Consists of 30,789 shares of common stock underlying options exercisable within 60 days of April 18, 2022.

- (15) Consists of 9,893 shares of common stock and 101,162 shares of common stock underlying options exercisable within 60 days of April 18, 2022.
- (16) Includes an aggregate of (i) 1,125,280 shares of common stock underlying options exercisable within 60 days of April 18, 2022 held and (ii) 162,408 shares of common stock owned by ten current executive officers and directors.

### Equity Compensation Plan Information

The following table sets forth information as of December 31, 2021 regarding shares of common stock that may be issued under our equity compensation plans, consisting of our 2014 Stock Option Plan (the “2014 Plan”), our 2017 Stock Option and Incentive Plan (the “2017 Plan”) and our 2017 Employee Stock Purchase Plan (the “2017 ESPP”). Since the closing of our initial public offering in November 2017, no additional equity awards have been or will be made under our 2014 Plan. We do not have any non-stockholder approved equity compensation plans.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)(1)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)(2)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c) (3)
Equity compensation plans approved by stockholders	2,705,002	\$ 6.28	3,901,431

- (1) Consists of options to purchase 2,662,752 shares of common stock outstanding under our equity compensation plans, including options to purchase 600,688 shares of common stock outstanding under our 2014 Plan and options to purchase 2,062,064 shares of common stock outstanding under our 2017 Plan, and 42,250 shares of common stock subject to restricted stock units outstanding under our 2017 Plan.
- (2) Reflects the weighted average exercise price of the options to purchase 2,662,752 shares of common stock outstanding under our equity compensation plans.
- (3) Consists of shares available for future issuance under the 2017 Plan and the 2017 ESPP. As of December 31, 2021, 2,917,802 shares of common stock were available for issuance under the 2017 Plan and 983,629 shares of common stock were available for issuance under the 2017 ESPP.

## EXECUTIVE COMPENSATION

### Compensation Overview

This compensation overview, which should be read together with the compensation tables set forth below, provides information regarding our executive compensation program for employees at the level of senior vice president or above for 2021. John H. Tucker, our president and chief executive officer, and Rachael Nokes, our senior vice president of finance and principal accounting officer, are referred to as our named executive officers for 2021.

### Setting Executive Compensation

Our board of directors and compensation committee review executive compensation annually. In setting executive base salaries and bonuses and granting equity incentive awards, we consider compensation for comparable positions in the market, the historical compensation levels of our executives, individual performance as compared to our expectations and objectives, our desire to motivate our employees to achieve short-term and long-term results that are in the best interests of our stockholders, and a long-term commitment to our Company.

Our compensation committee reviews and discusses management's proposed compensation with the chief executive officer for all of our employees at the level of senior vice president or above other than the chief executive officer. Based on those discussions, without members of management present, the compensation committee approves the compensation of our executive officers and certain other senior employees. We retain the services of Pearl Meyer, as external compensation consultants and consider Pearl Meyer's input on certain matters we deem appropriate. Pearl Meyer served at the discretion of the compensation committee and did not provide any other services to the Company during fiscal year 2021 other than those for which they were engaged by the compensation committee. Our compensation committee requires that its compensation consultants be independent of Company management and performs an annual assessment of the compensation consultants' independence to determine whether the consultants are independent. Our compensation committee has determined that Pearl Meyer is independent and that its work has not raised any conflict of interests.

We have not adopted any formal guidelines for allocating total compensation between long-term and short-term compensation, cash compensation and non-cash compensation, or among different forms of non-cash compensation.

### Role of the Compensation Committee

The compensation committee, which is comprised entirely of independent directors, reviews the compensation packages for our named executive officers, including an analysis of all elements of compensation separately and in the aggregate.

In reviewing and approving these matters, our compensation committee considers such matters as it deems appropriate, including our financial and operating performance, the alignment of the interests of our executive officers and our stockholders and our ability to attract and retain qualified and committed individuals, as well as the executive's performance, experience, responsibilities and the compensation of executive officers in similar positions at comparable companies.

Specific achievements and performance metrics considered in 2021 included:

- continued advancement of our lead programs;
- maintaining budgetary alignment and ending the year within budget;
- continued oversight of our management team; and
- maintaining budgetary oversight of employee retention and reduction in benefit plans.

### ***Role of Management***

Our chief executive officer assists the compensation committee in identifying the key performance and incentive measures that may be used in setting annual cash performance bonus opportunities and also provides input on key contributors and performers within the Company so as to ensure their compensation accurately reflects their responsibilities, performance, experience levels and expected future contributions. Although our chief executive officer does not participate in decisions involving his own compensation, his recommendations and input, along with input from other executive officers, are often taken into consideration by the compensation committee when making compensation decisions.

### ***Role of Compensation Consultant***

Our compensation committee has engaged Pearl Meyer, an independent executive compensation consultant, to provide guidance with respect to the development and implementation of our compensation programs.

Our compensation committee requires that its compensation consultants be independent of Company management. We do not believe the retention of, and the work performed by Pearl Meyer creates any conflicts of interest. During 2021, Pearl Meyer did not provide services to us other than the services to our compensation committee described in this proxy statement.

In 2021, Pearl Meyer assisted the compensation committee as follows:

- reviewing competitive compensation analyses for the Company's executive management team, including our named executive officers and senior vice presidents, and
- providing consulting support for 2021 executive compensation actions.

### ***Elements of Compensation***

#### ***Base salary***

Our compensation committee or our board of directors reviews the base salaries of employees at the level of senior vice president and above, from time to time and makes adjustments as it determines to be reasonable and necessary to reflect the scope of an executive officer's performance, contributions, responsibilities, experience, prior salary level, position (in the case of a promotion) and market conditions.

During 2021, the annual base salaries for each of Mr. Tucker and Ms. Nokes were \$550,000 and \$340,563, respectively. Effective January 1, 2022, Mr. Tucker and Ms. Nokes' annual base salaries were increased to \$580,250 and \$360,486, respectively.

#### ***Annual performance bonuses***

We also believe that a significant portion of our executives' cash compensation should be based on the attainment of business goals established by our board of directors or the compensation committee. Each of our named executive officers participated in our 2021 Senior Executive Cash Incentive Bonus Plan ("**2021 Bonus Plan**"). The 2021 Bonus Plan provides for formula-based incentive payments based upon the achievement of certain corporate and individual performance goals and objectives approved by our board of directors and compensation committee, respectively. We typically establish bonus targets for our named executive officers and conduct an annual performance review process to serve as the basis for determining eligibility for any such bonuses. Among the key parameters that typically are the basis for such bonus determinations are our achievement of overall corporate goals and the achievement of specified goals and objectives by each individual employee. With respect to performance in fiscal year 2021, the target bonus opportunity as a percentage of base salary for each of Mr. Tucker and Ms. Nokes were 50% and 30%, respectively.

All final bonus payments to our named executive officers, if any, are determined by our compensation committee, which retains full discretion to adjust individual actual bonus awards based on the achievement of corporate and individual performance objectives, and may also adjust bonus awards based on other factors in their discretion.

For 2021, the corporate performance objectives generally fell into the categories of regulatory achievements, lifecycle management, fiscal management, and operational execution. The compensation committee determined the Company met corporate goals at 60%. For 2021, we awarded bonuses to Mr. Tucker and Ms. Nokes in the amounts of \$165,000 and \$61,301, respectively.

### ***Equity-based compensation***

Equity-based compensation is an integral part of our overall compensation program. Providing named executive officers with the opportunity to create significant wealth through stock ownership is a powerful tool to attract and retain highly-qualified executives, achieve strong long-term stock price performance, align our executives' interests with those of our stockholders and provide a means to build real ownership in the Company. In addition, the vesting feature of our equity grants contributes to executive retention. We have historically granted equity awards to our employees, including our named executive officers, in the form of options to purchase shares of our common stock and restricted stock units, and in 2021, we added performance based option grants as part of our compensation program.

During the fiscal year ended December 31, 2021, we granted stock options to each of our named executive officers, as shown in more detail in the "Outstanding Equity Awards at Fiscal Year-End 2021" table below.

### ***401(k) Plan***

We maintain a 401(k) retirement plan that is intended to be a tax-qualified defined contribution plan under Section 401(k) of the Internal Revenue Code. All participants' interests in their contributions are 100% vested when contributed. Pre and post-tax contributions are allocated to each participant's individual account and are then invested in selected investment alternatives according to the participant's directions. All of our employees are eligible to participate in the 401(k) plan beginning on the first day of the calendar month after commencement of their employment. The 401(k) plan includes a salary deferral arrangement pursuant to which participants may elect to reduce their current compensation by up to the statutorily prescribed limit, equal to \$19,500 (an additional \$6,500 in contributions is allowed for participants age 50 and over) in 2021, and have the amount of the reduction contributed to the 401(k) plan. We also match employee contributions to the 401(k) plan equal to 100% on the first 3% of compensation deferred as an elective deferral and an additional 50% on the next 2% of compensation deferred as an elective deferral.

### ***Health and Welfare Benefits***

All of our full-time employees, including our executive officers are eligible to participate in certain medical, disability and life insurance benefit programs offered by us. We pay the premiums for term life insurance and disability for all of our employees, including our executive officers. We do not sponsor any qualified or non-qualified defined benefit plans for any of our employees or executives.

### ***Retention Bonuses***

Retention bonuses are a tool used as a targeted payment, in addition to base salary, as an incentive to retain key employees during particular crucial business periods. In February 2019 a retention bonus, payable as soon as practicable after February 25, 2021, was offered to key personnel including our named executive officers following a reduction in force. Terms of the retention bonus required employment as of the payable date of February 25, 2021. We awarded retention bonuses to Mr. Tucker and Ms. Nokes in the amounts of \$128,812 and \$84,240, respectively.

## Summary Compensation Table

The following table provides information regarding the total compensation for services rendered in all capacities that was earned during the fiscal years ended December 31, 2021 and December 31, 2020 by our named executive officers. Mr. Tucker and Ms. Nokes were the Company's only executive officers as of the end of fiscal year 2021.

Name and Principal Position	Year	Salary (\$)	Bonus (\$) <sup>(1)</sup>	Option Awards (\$) <sup>(2)</sup>	Non-Equity Incentive Plan Compensation (\$) <sup>(3)</sup>	All Other Compensation (\$) <sup>(4)</sup>	Total (\$)
John H. Tucker	2021	550,000	128,812	1,007,116	165,000	12,711	1,863,639
<i>President and Chief Executive Officer</i>	2020	530,800	—	957,238	238,860	10,803	1,737,701
Rachael Nokes	2021	340,563	84,240	221,614	61,301	11,987	719,705
<i>Senior Vice President of Finance</i>	2020	324,500	—	207,012	97,253	11,789	640,554

- (1) The amounts reported represent retention bonuses, as described above.
- (2) Amounts reflect the grant date fair value of option awards granted in 2021 and 2020, calculated in accordance with ASC Topic 718. For information regarding assumptions underlying the valuation of equity awards, see the notes to our audited financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2021. These amounts reflect the accounting cost and do not correspond to the actual value that may be recognized by the named executive officers upon exercise of the stock options. For option awards granted in 2021, awards valued at \$250,430 for John Tucker will be cancelled for no consideration on July 25, 2022. For option awards granted in 2020, awards valued at \$477,505 and \$39,758 for John Tucker and Rachael Nokes, respectively, were cancelled for no consideration on April 30, 2021.
- (3) The 2021 amounts reported represent incentive bonuses earned for performance with respect to fiscal year 2021 and paid in February 2022. The incentive bonuses awarded with respect to fiscal year 2021 were paid pursuant to the 2021 Bonus Plan and amounts were determined based upon the achievement of Company performance objectives related to regulatory achievements, lifecycle management, fiscal management, and operational execution for the year ended December 31, 2021. The 2020 amounts reported represent incentive bonuses earned for performance with respect to fiscal year 2020 and paid in February 2021. The incentive bonuses awarded with respect to fiscal year 2020 were paid pursuant to the 2020 Bonus Plan and amounts were determined based upon the achievement of Company performance objectives related to regulatory achievements, lifecycle management, fiscal management, and operational execution for the year ended December 31, 2020.
- (4) The amounts reported for 2021 include the following:

Executive Officer	Company Matching Contribution to 401(k) Plan Account (\$)	Group Term Life Premiums (\$)
John H. Tucker	11,600	1,111
Rachael Nokes	11,600	387

## Employment Arrangements with Our Named Executive Officers

We entered into employment agreements with each of our named executive officers, Mr. Tucker and Ms. Nokes, on November 17, 2017 and December 12, 2019, respectively. Except as noted below, these employment agreements provide for "at will" employment.

### John H. Tucker

Effective upon the closing of our initial public offering in November 2017, we entered into a second amended and restated employment agreement with Mr. Tucker, pursuant to which Mr. Tucker is entitled to receive an annual base salary of \$481,000 and an annual target bonus equal to 50% of his annual base salary based upon our board of

directors' assessment of Mr. Tucker's performance and our attainment of targeted goals as set by the board of directors in its sole discretion. This employment agreement also contains provisions related to a confidentiality, inventions assignment, non-competition and non-solicitation, pursuant to which Mr. Tucker agrees to refrain from disclosing our confidential information during or at any time following his employment with us and from competing with us or soliciting our employees or customers during his employment and for 12 months following termination of his employment.

Mr. Tucker's second amended and restated employment agreement provides that, in the event that his employment is terminated by us without "cause" or by him for "good reason," subject to the execution and effectiveness of a separation agreement and release, he will be entitled to receive (i) an amount equal to (x) 12 months of base salary plus his average target incentive compensation received for the three preceding fiscal years, payable on our normal payroll cycle if such termination is not in connection with a "change in control" or (y) 18 months if such termination is in connection with a "change in control," and (ii) reimbursement of COBRA premiums for health benefit coverage for him and his immediate family in an amount equal to the monthly employer contribution that we would have made to provide health insurance to Mr. Tucker had he remained employed with us for up to (x) 12 months following termination if such termination is not in connection with a "change in control" or (y) 18 months if such termination is in connection with a "change in control." In addition, if within 12 months following a "change in control," Mr. Tucker is terminated by us without "cause" or he resigns for "good reason," all time-based stock options and other time-based stock-based awards held by Mr. Tucker will accelerate and vest immediately.

### ***Rachael Nokes***

Effective December 12, 2019, we entered into an employment agreement with Ms. Nokes, pursuant to which Ms. Nokes is entitled to receive an annual base salary of \$309,000 and an annual target bonus equal to 30% of her annual based salary based upon our compensation committee's assessment of Ms. Nokes' performance and our attainment of targeted goals as set by the board of directors in its sole discretion. This employment agreement supersedes an offer that was effective as of June 18, 2014. Ms. Nokes also entered into a Nondisclosure, Noncompetition, and Assignment of Intellectual Property Agreement, on June 26, 2014 (the "**NDA**"). The NDA is unamended and unaffected by the employment agreement and remains enforceable and in full effect in accordance with its terms. This NDA contains provisions related to confidentiality, inventions assignment, non-competition and non-solicitation, pursuant to which Ms. Nokes agrees to refrain from disclosing our confidential information during or at any time following her employment with us and from competing with us or soliciting our employees or customers during her employment and for 12 months following termination of her employment.

Ms. Nokes' employment agreement provides that, in the event that her employment is terminated by us without "cause" or by her for "good reason," subject to the execution and effectiveness of a separation agreement and release, she is entitled to receive (i) an amount equal to 9 months of base salary (if such termination is not in connection with a "change in control") or 12 months of base salary plus her average target incentive compensation received for the three preceding fiscal years (if such termination is in connection with a "change in control"), payable on our normal payroll cycle, and (ii) reimbursement of COBRA premiums for health benefit coverage for her and her immediate family in an amount equal to the monthly employer contribution that we would have made to provide health insurance to Ms. Nokes if she had remained employed with us for up to 12 months following termination. In addition, Ms. Nokes' employment agreement provides that if within 12 months following a "change in control," Ms. Nokes is terminated by us without "cause" or she resigns for "good reason," all time-based stock options and other time-based stock-based awards held by Ms. Nokes will accelerate and vest immediately.

## Outstanding Equity Awards at Fiscal Year-End 2021

The following table provides information with respect to outstanding stock options and grants of unvested restricted share unit awards outstanding held by each of our named executive officers as of December 31, 2021. All stock options reported in the table below were granted pursuant to either our 2014 Plan or our 2017 Plan.

Name	Grant Date	Option Awards				Share Awards	
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Share or Share Units That Have Not Vested (#)	Market Value of Shares or Share Units That Have Not Vested (\$)
John H. Tucker	3/7/2017 (1)	496,674	—	3.81	3/7/2027	42,250 (13)	223,503
	1/17/2018 (2)	97,916	2,084	12.23	1/17/2028		
	2/25/2019 (3)	42,250	42,250	3.25	2/25/2029		
	1/10/2020 (4)	61,093	66,407	5.81	1/10/2030		
	1/25/2021 (5)	—	224,100	7.06	1/25/2031		
Rachael Nokes	9/17/2014 (6)	10,445	—	1.66	9/17/2024		
	3/13/2015 (7)	10,445	—	8.12	3/13/2025		
	4/17/2017 (8)	6,426	—	3.81	4/17/2027		
	1/17/2018 (9)	16,645	355	12.23	1/17/2028		
	7/17/2018 (10)	11,830	2,020	4.88	7/17/2028		
	1/10/2020 (11)	21,322	23,178	5.81	1/10/2030		
	1/25/2021(12)	—	49,200	7.06	1/25/2031		

- (1) On March 7, 2017, Mr. Tucker was awarded an option to purchase 496,674 shares of our common stock under our 2014 Plan. The shares underlying this option vest as follows: 25% of the shares subject to the option vested on January 30, 2018 (the first anniversary of Mr. Tucker’s commencement of employment) and the remaining shares vest in 36 equal monthly installments on the first day of each month thereafter, subject to Mr. Tucker’s continued service through each vesting date. In the event of a “change in control” transaction during such continued service, 50% of the unvested shares subject to the option shall accelerate and vest immediately. If within 12 months following a “change in control” transaction, Mr. Tucker is terminated by us without “cause” or resigns for “good reason,” 100% of the unvested shares subject to the option will accelerate and vest immediately.
- (2) On January 17, 2018, Mr. Tucker was awarded an option to purchase 100,000 shares of our common stock under our 2017 Plan. The shares underlying this option vest as follows: 25% of the shares subject to the option vested on January 17, 2019 (the first anniversary of the grant date) and the remaining shares vest in 36 equal monthly installments on the first day of each month thereafter, subject to Mr. Tucker’s continued service.
- (3) On February 25, 2019, Mr. Tucker was awarded an option to purchase 84,500 shares of our common stock under our 2017 Plan. The shares underlying this option vest as follows: 50% upon the submission of a New Drug Application for FUROSCIX and 50% upon the FDA approval of the New Drug Application for FUROSCIX.
- (4) On January 10, 2020, Mr. Tucker was awarded an option to purchase 255,000 shares of our common stock under our 2017 Plan. 127,500 shares underlying this option vest as follows: 63,750 vest upon receiving FDA approval of the New Drug Application within 10 months of submission and 63,750 vest upon the Company achieving \$33 million in cumulative net sales within the first 24 months following the launch of FUROSCIX following approval within 10 months of submission. The remaining 127,500 vest as follows: 25% of the shares subject to the option vested on January 10, 2021 (the first anniversary of the grant date) and the remaining shares vest in 36 equal monthly installments on the first day of each month thereafter, subject to Mr. Tucker’s continued service. The 63,750 shares underlying the option that were eligible to vest upon the receipt of FDA approval of the New Drug Application within 10 months of

submission and the 63,750 shares underlying the option that were eligible to vest upon the Company achieving \$33M in cumulative net sales within the first 24 months following the launch of FUROSCIX following approval within 10 months of submission were terminated and cancelled as of April 30, 2021 because approval of the New Drug Application did not occur within the 10 month period following submission.

- (5) On January 25, 2021, Mr. Tucker was awarded an option to purchase 224,100 shares of our common stock under our 2017 Plan. 112,050 shares underlying this option vest as follows: 56,025 vest upon receiving FDA approval of the New Drug Application within 18 months of grant date and 56,025 vest upon achieving a cumulative net sales goal for the first 12 months post launch. The remaining 112,050 vest as follows: 25% of the shares subject to the option vested on January 25, 2022 (the first anniversary of the grant date) and the remaining shares vest in 36 equal monthly installments on the first day of each month thereafter, subject to Mr. Tucker's continued service. The 56,028 shares underlying the option that were eligible to vest upon receiving FDA approval of the New Drug Application within 18 months of grant date will be terminated and cancelled as of July 25, 2022 because the approval date of the New Drug Application will not occur within the 18 month period following the grant date.
- (6) On September 17, 2014, Ms. Nokes was awarded an option to purchase 10,445 shares of our common stock under our 2014 Plan. The shares underlying this option vest as follows: 25% of the shares subject to the option vested on September 17, 2015 (the first anniversary of the grant date) and the remaining shares vest in 36 equal monthly installments on the first day of each month thereafter, subject to Ms. Nokes' continued service.
- (7) On March 13, 2015, Ms. Nokes was awarded an option to purchase 10,445 shares of our common stock under our 2014 Plan. The shares underlying this option vest as follows: 25% of the shares subject to the option vested on March 13, 2016 (the first anniversary of the grant date) and the remaining shares vest in 36 equal monthly installments on the first day of each month thereafter, subject to Ms. Nokes' continued service.
- (8) On April 17, 2017, Ms. Nokes was awarded an option to purchase 6,426 shares of our common stock under our 2014 Plan. The shares underlying this option vest as follows: 25% of the shares subject to the option vested on April 17, 2018 (the first anniversary of the grant date) and the remaining shares vest in 36 equal monthly installments on the first day of each month thereafter, subject to Ms. Nokes' continued service.
- (9) On January 17, 2018, Ms. Nokes was awarded an option to purchase 17,000 shares of our common stock under our 2017 Plan. The shares underlying this option vest as follows: 25% of the shares subject to the option vested on January 17, 2019 (the first anniversary of the grant date) and the remaining shares vest in 36 equal monthly installments on the first day of each month thereafter, subject to Ms. Nokes' continued service.
- (10) On July 17, 2018, Ms. Nokes was awarded an option to purchase 13,850 shares of our common stock under our 2017 Plan. The shares underlying this option vest as follows: 25% of the shares subject to the option vested on July 17, 2019 (the first anniversary of the grant date) and the remaining shares vest in 36 equal monthly installments on the first day of each month thereafter, subject to Ms. Nokes' continued service.
- (11) On January 10, 2020, Ms. Nokes was awarded an option to purchase 55,500 shares of our common stock under our 2017 Plan. 11,000 shares underlying this option vest upon receiving FDA approval of the New Drug Application within 10 months of submission. The remaining 44,500 vest as follows: 25% of the shares subject to the option vested on January 10, 2021 (the first anniversary of the grant date) and the remaining shares vest in 36 equal monthly installments on the first day of each month thereafter, subject to Ms. Nokes' continued service. The 11,000 shares underlying the option that were eligible to vest upon the receipt of FDA approval of the New Drug Application within 10 months of submission will be terminated and cancelled as of April 30, 2021 because approval of the New Drug Application did not occur within the 10 month period following submission.

- (12) On January 25, 2021, Ms. Nokes was awarded an option to purchase 49,200 shares of our common stock under our 2017 Plan. The shares underlying this option vest as follows: 25% of the shares subject to the option vested on January 25, 2022 (the first anniversary of the grant date) and the remaining shares vest in 36 equal monthly installments on the first day of each month thereafter, subject to Ms. Nokes' continued service.
- (13) Shares units vest upon the FDA approval of the New Drug Application for FUROSCIX.

**Compensation Committee Interlocks and Insider Participation**

None of the members of our compensation committee has at any time during the prior three years been one of our officers or employees. None of our named executive officers currently serves, or in the past fiscal year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our board of directors or compensation committee.

## RELATED PARTY TRANSACTIONS

### **Certain Relationships and Transactions with Related Parties**

Other than the compensation agreements and other arrangements described in “Executive Compensation” and elsewhere in this Proxy Statement and the relationships and transactions described below, there was no transaction or series of transactions to which we were or will be a party in which the amount involved exceeded or will exceed \$120,000 and in which any director, executive officer, holder of more than five percent of our capital stock or any member of their immediate families had or will have a direct or indirect material interest.

### ***Indemnification Agreements***

We have entered into agreements to indemnify our directors and executive officers. These agreements will, among other things, require us to indemnify these individuals for certain expenses (including attorneys’ fees), judgments, fines and settlement amounts reasonably incurred by such person in any action or proceeding, including any action by or in our right, on account of any services undertaken by such person on behalf of our Company or that person’s status as a member of our board of directors to the maximum extent allowed under Delaware law.

### **Policies for Approval of Related Party Transactions**

Our board of directors has adopted a written related party transactions policy that such transactions must be approved by our audit committee. Pursuant to this policy, the audit committee has the primary responsibility for reviewing and approving or disapproving “related party transactions,” which are transactions between us and related persons in which the aggregate amount involved exceeds or may be expected to exceed \$120,000 and in which a related person has or will have a direct or indirect material interest. For purposes of this policy, a related person is defined as a director, executive officer, nominee for director, or greater than 5% beneficial owner of our common stock, in each case since the beginning of the most recently completed year, and their immediate family members.

## TRANSACTION OF OTHER BUSINESS

The board of directors knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, the persons appointed in the accompanying proxy intend to vote the shares represented thereby in accordance with their best judgment on such matters, under applicable laws.

**Procedures for Submitting Stockholder Proposals**

*Requirements for Stockholder Proposals to be Brought Before the Annual Meeting.* Our amended and restated bylaws provide that, for nominations of persons for election to our board of directors or other proposals to be considered at an annual meeting of our stockholders, a stockholder must give written notice to our Corporate Secretary at scPharmaceuticals Inc., 2400 District Ave., Suite 310, Burlington, MA 01803, not later than the close of business 90 days, nor earlier than the close of business 120 days, prior to the first anniversary of the date of the preceding year's annual meeting. However, our amended and restated bylaws also provide that in the event the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice must be delivered not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made. Any nomination must include all information relating to the nominee that is required to be disclosed in solicitations of proxies for election of directors in election contests or is otherwise required under Regulation 14A of the Exchange Act, the person's written consent to be named in the Proxy Statement and to serve as a director if elected and such information as we might reasonably require to determine the eligibility of the person to serve as a director. As to other business, the notice must include a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting, and any material interest of such stockholder (and the beneficial owner) in the proposal. The proposal must be a proper subject for stockholder action. In addition, to make a nomination or proposal, the stockholder must be of record at the time the notice is made and must provide certain information regarding itself (and the beneficial owner), including the name and address, as they appear on our books, of the stockholder proposing such business, the number of shares of our capital stock which are, directly or indirectly, owned beneficially or of record by the stockholder proposing such business or its affiliates or associates (as defined in Rule 12b-2 promulgated under the Exchange Act) and certain additional information.

For stockholder proposals to be brought before the 2023 Annual Meeting of Stockholders, the required notice must be received by our Corporate Secretary at our headquarters no earlier than February 14, 2023, and no later than March 16, 2023.

*Requirements for Stockholder Proposals to be Considered for Inclusion in the Company's Proxy Materials.* In addition to the requirements stated above, any stockholder who wishes to submit a proposal for inclusion in our proxy materials must comply with Rule 14a-8 promulgated under the Exchange Act. For such proposals to be included in our proxy materials relating to our 2023 Annual Meeting of Stockholders, all applicable requirements of Rule 14a-8 must be satisfied and we must receive such proposals no later than December 29, 2022. In addition, to comply with the SEC's new universal proxy rules (once effective), stockholders who intend to solicit proxies in support of director nominees other than our nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than April 15, 2023. Such proposals must be delivered to our Corporate Secretary at scPharmaceuticals Inc., 2400 District Ave., Suite 310, Burlington, MA 01803.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Notice and Proxy Statement and 2021 Annual Report on Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

D82793-P69993

**SCPHARMACEUTICALS INC.  
Annual Meeting of Stockholders  
June 14, 2022 12:30 P.M., EDT  
This proxy is solicited by the Board of Directors**

The stockholder(s) hereby appoint(s) John Tucker and Rachael Nokes, or either of them, as proxies, each with the power to appoint his/her substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common Stock of SCPHARMACEUTICALS INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 12:30 P.M., Eastern Time on June 14, 2022, online at [www.virtualshareholdermeeting.com/SCPH2022](http://www.virtualshareholdermeeting.com/SCPH2022), and any adjournment or postponement thereof.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.**

**Continued and to be signed on reverse side**

# scPharmaceuticals

SCPHARMACEUTICALS INC.  
2400 DISTRICT AVENUE, SUITE 310  
BURLINGTON, MA 01803



**VOTE BY INTERNET**  
*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information until 11:59 p.m. Eastern Time on June 13, 2022. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to [www.virtualshareholdermeeting.com/SCPH2022](http://www.virtualshareholdermeeting.com/SCPH2022)

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions until 11:59 p.m. Eastern Time on June 13, 2022. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D82792-P69993

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

<b>SCPHARMACEUTICALS INC.</b>		<table style="margin: auto;"> <tr> <td style="padding: 0 5px;">For All</td> <td style="padding: 0 5px;">Withhold All</td> <td style="padding: 0 5px;">For All Except</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	For All	Withhold All	For All Except	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.	
For All	Withhold All	For All Except								
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>								
The Board of Directors recommends you vote FOR the following:										
1. Election of Class II Directors <b>Nominees:</b> 01) Mette Kirstine Agger 02) Minnie Baylor-Henry 03) William T. Abraham, M.D.										
The Board of Directors recommends you vote FOR the following proposal:				<table style="margin: auto;"> <tr> <td style="padding: 0 5px;">For</td> <td style="padding: 0 5px;">Against</td> <td style="padding: 0 5px;">Abstain</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	For	Against	Abstain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	Against	Abstain								
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>								
NOTE: The Board of Directors will consider and act upon any other business as may properly come before the annual meeting or any adjournment or postponement thereof.										
Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.										
<input style="width: 90%;" type="text"/> Signature [PLEASE SIGN WITHIN BOX]	<input style="width: 90%;" type="text"/> Date	<input style="width: 90%;" type="text"/> Signature (Joint Owners)	<input style="width: 90%;" type="text"/> Date							

