



**COMPASS PATHWAYS PLC**  
(the “Company”)

3rd Floor 1 Ashley Road, Altrincham  
Cheshire WA14 2DT  
United Kingdom

*(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 12696098)*

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the action to be taken, please seek your own financial advice from your stockbroker, solicitor, accountant or other appropriately authorised independent financial adviser.**

If you have recently sold or transferred all of your shares in the Company, you should hand this document and all accompanying documents, as soon as possible, to the purchaser or transferee of those shares, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

25 April 2023

Dear Shareholder

### **2023 Annual General Meeting of COMPASS Pathways plc (the “AGM” or “Meeting”)**

We are pleased to provide details of the AGM of COMPASS Pathways plc (the “**Company**”) to be held as a physical meeting at 1:30 p.m. London time (8:30 a.m. Eastern Time) on Friday 2<sup>nd</sup> June 2023 at Goodwin Procter (UK) LLP, 100 Cheapside, London. The formal notice of AGM set out in this document (the “**Notice of AGM**”) at pages 15 to 18 contains the shareholder resolutions to be proposed and voted on at the AGM.

### **Shareholder engagement**

We appreciate that the AGM is your opportunity to receive an update on the Company and ask questions of the board of directors (the “**Board**”). To support engagement with our shareholders it is our intention to live stream the meeting by webcast and to enable questions relating to the AGM resolutions to be submitted in advance of the meeting.

The webcasting arrangements will allow shareholders to hear from the Company and follow the business of the AGM on their computer, tablet or smart phone from their location of choice, although this will not constitute formal attendance at the meeting and will not enable you to cast votes at the meeting. You will be able to access the AGM using the following online platform:

<https://onlinexperiences.com/Launch/QReg/ShowUUID=0872D0B8-C2A7-4F5B-8382-73237C4921D2>

### **Shareholder questions**

Shareholders are invited to submit their questions in advance by sending an email to [AGM@compasspathways.com](mailto:AGM@compasspathways.com) by 1:30 p.m. London time (8:30 a.m. Eastern Time) on Tuesday 30<sup>th</sup> May 2023.

We would like to respond to as many shareholders’ questions as possible and therefore we will answer questions during the Meeting in a way that aims to best recognise the interests of all shareholders. To assist with this, we ask that you help us to facilitate access from as many shareholders as possible by limiting the number of questions and keeping your questions succinct, focused on and relevant to the business of the Meeting. In the interests of transparency for all shareholders, responses to questions not able to be addressed during the Meeting will be available on our website as soon as practicable following the Meeting.

### **Voting**

We are holding our AGM as a physical meeting and are therefore unable to offer shareholders online voting facilities during the AGM. It is important that shareholders do still cast their votes in respect of the business of the AGM. We encourage all shareholders to complete and return a proxy form appointing the Chairman of the meeting, as proxy. Further information on how to appoint a proxy is detailed on pages 11 to 12 of this Notice of AGM. In order to allow the voting preferences of all shareholders to be taken into account, a poll will be conducted on all resolutions proposed in this Notice of AGM. The results of the voting will be posted on the Company’s website as soon as practicable after the meeting.

## Action to be taken

### Ordinary Shareholders

If you are a holder of ordinary shares in the Company, please vote on the resolutions by appointing a proxy in accordance with the instructions set out at pages 11 to 12 of this Notice of AGM. A form of proxy for use by ordinary shareholders at the AGM is enclosed.

### **You are encouraged to appoint the Chairman of the AGM as your proxy.**

You are advised to complete and return the form of proxy in accordance with the instructions printed on it so as to arrive at the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, United Kingdom, B62 8HD as soon as possible, but in any event **no later than 1:30 p.m. (London time) (8:30 a.m. Eastern Time) on Wednesday 31<sup>st</sup> May 2023**. CREST members who wish to appoint a proxy or give an instruction through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual.

If at any point you require guidance, please contact Neville Registrars Limited, by telephone at +44 (0) 121 585 1131, or by email at [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk).

### ADS Holders

If you are a holder of ADS in the Company, please vote on the resolutions in accordance with the instructions set out at page 10 of this Notice of AGM. If you hold your ADSs through a bank, broker or nominee, a form of proxy for use by ADS holders will be sent to the brokerage firm, bank or nominee through which you hold your ADS.

### Recommendation

You will find on pages 4 to 9 of this document an explanatory note in relation to each of the various resolutions which are set out in the Notice of AGM. Your Board consider that the proposed resolutions in the Notice of AGM are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company. Accordingly, your Board unanimously recommend that shareholders vote in favour of the resolutions.

Thank you for your ongoing support of COMPASS Pathways.

Yours sincerely



**George Goldsmith**  
Chairman

## **EXPLANATORY NOTES TO THE BUSINESS OF THE AGM**

Resolutions 1 through 10 (inclusive) will be proposed as ordinary resolutions under English law, assuming that a quorum is present, an ordinary resolution is passed on a show of hands if it is approved by a simple majority (more than 50%) of the votes cast by shareholders present (in person or by proxy) at the AGM and entitled to vote. If a poll is demanded, an ordinary resolution is passed if it is approved by holders representing a simple majority (more than 50%) of the total voting rights of shareholders present (in person or by proxy) who (being entitled to vote) vote on the resolution.

## **ORDINARY BUSINESS**

### **Resolutions 1 to 4: Re-election of directors**

Our Board of Directors currently consists of nine members. In accordance with the terms of our Articles of Association, our Board is divided into three classes, Class I, Class II and Class III, with members of each class serving staggered three-year terms. The members of the classes are divided as follows:

- the Class I directors are Ekaterina Malievskaia, David Norton and Wayne Riley and their terms will expire at the annual general meeting to be held in 2024;
- the Class II directors are Thomas Lönngren, Robert McQuade and Kabir Nath, and their terms will expire at the annual general meeting to be held in 2025; and
- the Class III directors are George Goldsmith, Annalisa Jenkins and Linda McGoldrick, and their terms will expire at the Meeting.

Upon the expiration of the term of a class of directors, directors in that class will be eligible to be elected for a new three-year term at the annual general meeting in the year in which their term expires.

Our Board of Directors has nominated George Goldsmith, Annalisa Jenkins and Linda McGoldrick for re-election as the Class III directors at the Meeting. Kabir Nath was appointed to the Board on 1<sup>st</sup> August 2022 and is designated as a Class II director. In accordance with our Articles of Association, Kabir will stand for re-election as a director at this year's annual general meeting, following which his term will expire in 2025 and he will be required to stand for re-election alongside the Board's other Class II directors.

The nominees are presently directors, and have indicated a willingness to continue to serve as directors, if elected. If the nominees become unable or unwilling to serve, however, the proxies may be voted for a substitute nominee selected by our Board.

In connection with Resolutions 1 to 4, we set forth the biographical information for the nominees to our Board. For biographical information for the other directors see Board of Directors and Corporate Governance in the Company's proxy statement.

### **Resolution 1**

George Goldsmith

*Non-Executive Director*

George Goldsmith is currently the Chair of our Board of Directors and has been nominated for re-election as a director. If elected, he will hold office from the date of his election until the 2026 annual general meeting of shareholders where he must retire by rotation and offer himself for re-election, or until his earlier death, resignation or removal. Mr. Goldsmith has agreed to serve if elected, and we have no reason to believe that he will be unable to serve.

*George Goldsmith* has served as Chair of our Board since June 2017 and served as our Chief Executive Officer from June 2017 to August 2022. Previously, Mr. Goldsmith served as Chair and Chief Executive Officer at Tapestry Networks, which he co-founded in 2002, until 2005, and he continues to serve as Non-Executive Chairman. Mr. Goldsmith was Chief Executive Officer of TomorrowLab@McKinsey from 2000 to 2001, and prior to that served as Senior Advisor to McKinsey & Company from 1997 to 2000. Prior to that he served as Managing Director of the Lotus Institute after the Lotus Development Corporation's acquisition of his first company, The Human Interface Group. Mr. Goldsmith also serves on the board of directors of our subsidiaries. Mr. Goldsmith received his bachelor's degree in Psychology from the University of Rochester and his masters in Clinical Psychology from the University of Connecticut. We believe that Mr. Goldsmith is qualified to serve on our Board because of his executive experience in our industry.

## **Resolution 2**

Annalisa Jenkins

### *Non-Executive Director*

Annalisa Jenkins is currently a member of our Board and has been nominated for re-election as a director. If elected, she will hold office from the date of her election until the 2026 annual general meeting of shareholders where she must retire by rotation and offer herself for re-election, or until her earlier death, resignation or removal. Dr. Jenkins has agreed to serve if elected, and we have no reason to believe that she will be unable to serve.

*Annalisa Jenkins, MBBS, FRCP*, has served as a member of our Board since May 2018. From November 2017 until April 2019, Dr. Jenkins served as the Chief Executive Officer of PlaqueTec Ltd., a biotechnology company focusing on coronary artery disease treatment and prevention. Previously, Dr. Jenkins served as the Chief Executive Officer and a member of the board of directors of Dimension Therapeutics, Inc., a gene therapy company focused on rare and metabolic diseases associated with the liver, from September 2014 until its sale to Ultragenyx Pharmaceutical Inc. in November 2017. From October 2013 to March 2014, Dr. Jenkins served as Executive Vice President, Head of Global Research and Development for Merck Serono Pharmaceuticals, a biopharmaceutical company. Previously, from September 2011 to October 2013, she served as Merck Serono's Executive Vice President, Global Development and Medical, and was a member of Merck Serono's executive committee. Prior to that, Dr. Jenkins pursued a 15-year career at Bristol-Myers Squibb Company, a biopharmaceutical company, where, from July 2009 to June 2011 she was a Senior Vice President and Head of Global Medical Affairs. Dr. Jenkins is currently a non-executive director of Genomics England. Dr. Jenkins serves on the board of directors of AvroBio, Inc. (Nasdaq: AVRO), Oncimmune Holdings plc (LSE: ONC), Affimed GmbH (Nasdaq: AFMD), Mereo BioPharma Group plc (Nasdaq: MREO) and a number of privately held biotechnology and life science companies. Previously within the past five years, Dr. Jenkins served on the board of directors of Ardelyx, Inc. (Nasdaq: ARDX) and AgeX Therapeutics, Inc. (NYSE American: AGE). Dr. Jenkins serves on a number of charitable boards, advisory boards and contributes publicly on leadership with purpose, social entrepreneurship, diversity and innovation. Dr. Jenkins graduated with a degree in medicine from St. Bartholomew's Hospital in the University of London and subsequently trained in cardiovascular medicine in the U.K. National Health Service. Earlier in her career, Dr. Jenkins served as a Medical Officer in the British Royal Navy during the Gulf Conflict, achieving the rank of Surgeon Lieutenant Commander. We believe Dr. Jenkins is qualified to serve on our Board based on her industry experience in the field in which we operate and her executive experience with companies in our industry.

### **Resolution 3**

Linda McGoldrick

#### *Non-Executive Director*

Linda McGoldrick is currently a member of our Board and has been nominated for re-election as a director. If elected, she will hold office from the date of her election until the 2026 annual general meeting of shareholders where she must retire by rotation and offer herself for re-election, or until her earlier death, resignation or removal. Ms. McGoldrick has agreed to serve if elected, and we have no reason to believe that she will be unable to serve.

*Linda McGoldrick* has served as a director of our company since September 2020. In 1985, Ms. McGoldrick founded, and currently serves as Chair and Chief Executive Officer of, Financial Health Associates International, a strategic consulting company specializing in healthcare and life sciences. From April 2019 through December 2019, Ms. McGoldrick served as President and interim Chief Executive Officer of Zillion, Inc., a health, technology and condition management company. Over her professional career, she has served in a number of leadership roles, including senior vice president and National Development director for the Healthcare and Life Sciences Industry Practices at Marsh-MMC Companies, international operations and marketing director of Veos plc, a European medical devices company, and managing director Europe for Kaiser Permanente International. In 2018, Ms. McGoldrick was appointed by the Governor of Massachusetts to serve on the state's Health Information Technology Commission. Ms. McGoldrick currently serves on the board of Alvotech (Nasdaq: ALVO). Ms. McGoldrick has served as a director of numerous publicly traded and private held companies and non-profit organizations in the United States, United Kingdom and Europe and currently serves on the faculty of the National Association of Corporate Directors. Ms. McGoldrick previously served on the board of directors of Avadim Health, Inc. Ms. McGoldrick received her bachelor of arts in sociology from Ohio Wesleyan University and master of social work from the University of Pennsylvania and master of business administration in management from the Wharton School, University of Pennsylvania. We believe that Ms. McGoldrick is qualified to serve on our Board because of her extensive experience as a director, global business strategy leader and policy expert for U.S. and European companies and organizations.

### **Resolution 4**

#### **Kabir Nath**

#### *Executive Director*

Kabir Nath is currently our Chief Executive Officer and a member of our Board of Directors and has been nominated for re-election as a director. If elected, he will hold office from the date of his election until the 2024 annual general meeting of shareholders where he must retire by rotation and offer himself for re-election, or until his earlier death, resignation or removal. Mr. Nath has agreed to serve if elected, and we have no reason to believe that he will be unable to serve.

*Mr. Nath* has served as our Chief Executive Officer and a member of our Board of Directors since August 2022. Previously from March 2016 until July 2022, Mr. Nath held positions of increasing responsibility and leadership at Otsuka Holdings Co., Ltd., a leading global healthcare group listed on the Tokyo Stock Exchange (JP 4578). Most recently, from March 2020 until July 2022, Mr. Nath served as senior managing director of global pharmaceuticals at Otsuka. From March 2016 until April 2022, Mr. Nath served as president and chief executive officer of Otsuka's North America Pharmaceutical Business. Prior to Otsuka, from 2003 until December 2015, Mr. Nath held positions of increasing responsibility and leadership at Bristol-Myers Squibb Company (NYSE: BMS). Mr. Nath holds an M.A. from King's College, University of Cambridge, and an M.B.A. from INSEAD. We believe that Mr. Nath

is qualified to serve on our Board because of his extensive experience in the pharmaceutical and biotechnology sector and his commercial and senior leadership experience.

**The Board of Directors recommend a vote for the approval of Resolutions 1 to 4.**

**Resolution 5: Re-appointment of PricewaterhouseCoopers LLP, an English limited liability partnership, as U.K. statutory auditors of the Company**

At each meeting at which the accounts are laid before shareholders, the Company is required to appoint U.K. statutory auditors to serve until the next such meeting. Resolution 5 seeks your approval of the re-appointment of PricewaterhouseCoopers LLP, an English limited liability partnership (“**PwC**”), to serve as our U.K. statutory auditor, to hold office until the conclusion of the 2024 annual general meeting of shareholders. In the event this proposal does not receive the affirmative vote of more than 50% of the holders of the shares entitled to vote and who are present or represented by proxy at the Meeting, the Board may appoint an auditor to fill the vacancy. If the re-appointment of PwC is approved, the Audit and Risk Committee, at its discretion, may nonetheless direct the appointment of a different U.K. statutory auditor at any time it decides that such a change would be in the best interest of the Company and its shareholders.

**The Board of Directors recommend a vote for the approval of Resolution 5.**

**Resolution 6: Ratification of the appointment of PricewaterhouseCoopers LLP, as the Company’s independent registered accounting firm for the fiscal year ending 31 December 2023**

Resolution 6 seeks your ratification of the appointment of PwC, as the Company’s independent registered public accounting firm for the fiscal year ending 31 December 2023.

The Company’s articles of association do not require that the shareholders ratify the selection of PwC as the Company’s independent registered public accounting firm, and shareholder ratification is not binding on the Company, the Board or the Audit and Risk Committee. The Company requests such ratification, however, as a matter of good corporate practice. Our Board, including our Audit and Risk Committee, values the opinions of our shareholders and, to the extent there is any significant vote against the ratification of the selection of PwC, we will consider our shareholders’ concerns and evaluate what actions may be appropriate to address those concerns, although the Audit and Risk Committee, in its discretion, may still retain PwC.

PwC has indicated its willingness to act as the Company’s auditors. A representative of PwC is not expected to be present at the Meeting.

*Fees for Independent Registered Public Accounting Firm*

The table below sets forth a summary of the fees billed to the Company by PwC for professional services rendered during the fiscal years ended 31 December 2022 and 31 December 2021, respectively. All such services and fees were pre-approved by the Audit and Risk Committee, which concluded that the provision of such services was compatible with the maintenance of each firm’s independence in the conduct of its auditing functions.



Fees	31 December 2022 (\$'000)	31 December 2021 (\$'000)
Audit Fees(1)	500	447
Audit-related fees(2)	199	407
Tax fees(3)	0	6
All Other Fees(4)	433	596
Total	1,132	1,456

(1) "Audit Fees" consist of fees billed for the audit of our annual consolidated financial statements and statutory accounts.

(2) "Audit-related" fees consist of fees in connection with the review of our interim consolidated financial statements.

(3) "Tax Fees" consist of fees billed for tax planning advice in respect of intercompany arrangements and structuring in connection with both our initial public offering ("IPO") and ongoing operations.

(4) "All Other Fees" consist of non-audit fees paid to PwC for advisory services in relation to fundraising and registration statements filed with the SEC.

The Audit and Risk Committee has determined that the rendering of non-audit services by PwC is compatible with maintaining the principal accountant's independence.

**The Board of Directors recommend a vote for the approval of Resolution 6.**

**Resolution 7: Authorisation for the Audit and Risk Committee to determine the auditors' remuneration for the fiscal year ending 31 December 2023**

Resolution 7 authorises the Audit and Risk Committee to determine our auditors' remuneration for the fiscal year ending 31 December 2023. Fees for PwC, our independent registered public accounting firm and our statutory auditor, in respect of the years ended 31 December 2022 and 31 December 2021, are set forth in Resolution 6 above.

The Audit and Risk Committee is directly responsible for the appointment, retention and termination, and for determining the compensation, of the Company's independent registered public accounting firm. The Audit and Risk Committee shall pre-approve all auditing services and the terms thereof and non-audit services (other than non-audit services prohibited under Section 10A(g) of the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), or the applicable rules of the SEC or the Public Company Accounting Oversight Board), except that pre-approval is not required for the provision of non-audit services if the "de minimis" provisions of Section 10A(i)(1)(B) of the Exchange Act are satisfied. The Audit and Risk Committee may delegate to the chairperson of the Audit and Risk Committee the authority to grant pre-approvals for audit and non-audit services, provided such approvals are presented to the Audit and Risk Committee at its next scheduled meeting. All services provided by PwC during fiscal year 2022 were pre-approved by the Audit and Risk Committee in accordance with the pre-approval policy described above, and all audit-related fees, tax fees and other fees during the fiscal year 2022 were approved by the Audit and Risk Committee.

**The Board of Directors recommend a vote for the approval of Resolution 7.**

**Resolution 8: Receipt of the Company's U.K. statutory annual accounts and reports**

At the Meeting, our Board will present our U.K. statutory annual accounts and reports for the period 1 January 2022 through 31 December 2022, which includes the audited portion of the directors' annual report on remuneration.

**The Board of Directors recommend a vote for the approval of Resolution 8.**



**Resolution 9: Approval of the Company's U.K. statutory directors' annual report on remuneration**

Our U.K. statutory directors' remuneration report is set forth as Annex A to the Company's proxy statement. The directors' remuneration report includes the annual report on remuneration. This document describes in detail our remuneration policies and procedures and explains how these policies and procedures help to achieve our compensation objectives with regard to our directors and the retention of high-quality directors. Our Board of Directors and our Compensation and Leadership Development Committee believe that the policies and procedures as articulated in the directors' remuneration report are effective and that as a result of these policies and procedures the Company has and will continue to have high-quality directors. Our Board of Directors has approved and signed the report in accordance with English law.

At the Meeting, the shareholders will vote on the annual report on remuneration. This vote is advisory and non-binding. Although non-binding, our Board and Compensation and Leadership Development Committee will review and consider the voting results when making future decisions regarding our director remuneration program. Following the Meeting, and as required under English law, the directors' annual report on remuneration will be delivered to the U.K. Registrar of Companies.

**The Board of Directors recommend a vote for the approval of Resolution 9.**

**Resolution 10: Advisory (non-binding) vote to approve the Company's executive compensation**

Section 14A of the Exchange Act requires that we provide our shareholders with the opportunity to vote to approve, on a non-binding, advisory basis, not less frequently than once every three years, the compensation of our named executive officers as disclosed in the Company's proxy statement in accordance with the compensation disclosure rules of the SEC. Based on the voting results at our 2022 AGM, the Company's board of directors has determined that an advisory vote by the shareholders regarding named executive officer compensation as set forth in the proxy statement will be conducted on an annual basis.

Our compensation programs are designed to effectively align our executives' interests with the interests of our shareholders by focusing on long-term equity incentives that correlate with the growth of sustainable long-term value for our shareholders.

Shareholders are urged to read the section titled "*Executive Compensation*" in the Company's proxy statement which discusses our executive compensation policies and practices and contains tabular information and narrative discussion about the compensation of our named executive officers for the year ended December 31, 2022. Our Board and our Compensation and Leadership Development Committee believe that these policies and practices are effective in implementing our compensation philosophy and in achieving our compensation program goals.

The vote on this resolution is not intended to address any specific element of compensation; rather, the vote relates to the compensation of our named executive officers, as described in the Company's proxy statement in accordance with the compensation disclosure rules of the SEC.

Accordingly, and as approved at the 2022 AGM in terms of the frequency of voting on executive compensation on a non-binding, advisory basis, we are asking our shareholders to vote on the following resolution at the Meeting:

**"RESOLVED**, that the shareholders hereby approve, on a non-binding advisory basis, the compensation paid to the Company's named executive officers, as disclosed in the Company's proxy statement for the 2023 Annual General Meeting, pursuant to the compensation disclosure rules of the SEC, including the Executive Compensation section, the compensation tables and the narrative discussions that accompany the compensation tables."

**The Board of Directors recommend a vote for the approval of Resolution 10.**

## SHAREHOLDER NOTES

### VOTING – ADS Holders

You are entitled to exercise your vote as a holder of an interest in the capital of the Company represented by ADSs if you or your brokerage firm, bank or nominee is a holder of ADSs at **5:00 p.m. Eastern Time on 4 April 2023 (the record date for ADS holders)**.

If you hold ADSs through a brokerage firm, bank or nominee on **4 April 2023**, the materials for ADS holders, including the ADS Proxy Card, will be sent to that organisation. The organisation holding your account is considered the ADS holder of record. Please reach out to that organisation to provide your voting instructions and return your voting instructions to such organisation by its deadline.

Please note that ADS Proxy Cards submitted by ADS holders must be received by Citibank, N.A. **no later than 10:00 a.m. Eastern Time on 26 May 2023**.

Citibank, N.A. will collate all votes properly submitted by ADS holders and submit a vote on behalf of all ADS holders to Neville.

### Contacts for ADS holders

If you have queries about how you can deliver voting instructions, please contact Citibank, N.A. ADR Shareholder Services by telephone: +1-877-248-4237 (toll free within the United States) or +1-781-575-4555 (for international callers) or by email: [citibank@shareholders-online.com](mailto:citibank@shareholders-online.com) or at Citibank, N.A. Shareholder Services, P.O. Box 43077, Providence, RI 02940-3077.

If at any point you require guidance, please contact Ben Harber, Company Secretary, by telephone at +44 (0) 207 264 4366 or by email at [Ben.Harber@shma.co.uk](mailto:Ben.Harber@shma.co.uk).

### ATTENDANCE – ADS Holders

In addition to accessing the webcast (details of which are set out on page 2 above) you are also welcome to attend the AGM in person if you wish. Note that, as an ADS holder, you do not have the right to cast votes at the AGM itself. Instead, in order to vote your ADSs, you should submit your ADS Proxy Card to Citibank, N.A as detailed above. In order to obtain admittance to the AGM you may be asked to present valid picture identification, such as a driver's license or passport.

Directions to the AGM, which is to be held at Goodwin Procter (UK) LLP, 100 Cheapside, London, can be obtained by sending an email to [AGM@compasspathways.com](mailto:AGM@compasspathways.com).

## **VOTING – Ordinary Shareholders**

If you are a holder of ADSs, please ignore this section and refer instead to the section above titled “VOTING – ADS Holders”.

### **When is your voting entitlement fixed?**

In order for your vote to be cast at the AGM you must be a registered holder of ordinary shares as recorded in the Company’s register of members at **6:00 p.m. (London time) on 31<sup>st</sup> May 2023**. Your voting entitlement will depend on the number of shares you hold at that time.

The holders of ordinary shares are entitled to one vote per share on all matters that are subject to shareholder vote.

### **If you can’t attend but want to vote – what can you do?**

If you are a holder of ordinary shares in the Company, we strongly recommend that you vote on the resolutions by appointing a proxy. **You are encouraged to appoint the Chairman of the AGM as your proxy.**

You can appoint a proxy and submit voting instructions either (i) via CREST (see below) or (ii) by completing and returning the paper proxy card (a form of which is enclosed with the Notice of AGM). Please read the instructions carefully to ensure you have completed and signed the card correctly. Any alterations must be initialed.

If you own shares jointly, any one shareholder may sign the proxy card. If more than one joint holder submits a card, only the proxy duly authorised by the senior holder may be counted by the Company. For these purposes, seniority shall be determined by the order in which the names stand in the Company’s relevant register or members for the certificated or uncertificated shares of the Company (as the case may be) in respect of the joint holding

### **By when do you have to submit your vote?**

You are advised to complete and return the form of proxy in accordance with the instructions printed on it and so as to arrive at the Company’s registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, United Kingdom, B62 8HD as soon as possible but in any event by no later than **1:30 p.m. London time (8:30 a.m. Eastern Time) on 31<sup>st</sup> May 2023**.

### **If you already voted but have changed your mind – can you change your vote?**

You can submit a new instruction at any time before the time and date above. If you wish to amend a paper instruction, you must do so in writing and sign your new instruction.

The voting instruction received last will be the one that is followed.

### **If you hold shares on behalf of several others – can you vote part of the holding separately?**

You can appoint more than one proxy using a paper form provided it is in relation to different shares.

Corporate shareholders may either appoint one or more proxies using the paper form or via CREST, or alternatively appoint one or more corporate representatives in relation to different shares.

### **You are a CREST member – can you use the CREST system to vote?**

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)).

CREST ID: 7RA11

CREST Personal Members or other CREST Sponsored Members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

**You have a power of attorney from a shareholder – how can you vote?**

You can vote using the paper proxy card only. You must ensure that the valid power of attorney and the proxy card have been deposited with the Registrar by **1:30 p.m. London time (8:30 a.m. Eastern Time)** on **31<sup>st</sup> May 2023**.

## **OTHER INFORMATION**

A copy of this Notice of AGM and other information required by section 311A of the U.K. Companies Act 2006 (the “**Act**”) can be found at <https://compasspathways.com>, including the Company’s Annual Report on Form 10-K, filed with the U.S. Securities and Exchange Commission, the 2022 U.K. Annual Report, the Company’s definitive proxy statement pursuant to Section 14(a) of the Exchange Act, and the form of proxy (all available in the Investors section of the website).

### **Information rights**

Under the Act, there are a number of rights that may now be available to indirect investors of the Company, including the right to be nominated by the registered holder to receive general shareholder communications direct from the Company.

The rights of indirect investors who have been nominated to receive communications from the Company in accordance with Section 146 of the Act (“nominated persons”) do not include the right to appoint a proxy. However, nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

If you have been so nominated to receive general shareholder communications direct from the Company, it is important to remember that your main contact in terms of your investment remains with the registered shareholder or custodian or broker, or whoever administers the investment on your behalf. You should also deal with them in relation to any rights that you may have under agreements with them to be appointed as a proxy and to attend, participate in, and vote at the meeting, as described above.

Any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where the Company is exercising one of its powers under the Act and writes to you directly for a response.

### **Statements related to the audit**

Members satisfying the thresholds in section 527 of the Act can require the Company to publish a statement on its website setting out any matter relating to:

- a. the audit of the Company’s accounts (including the auditor’s report and the conduct of the audit) that are to be laid before the meeting; and
- b. any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting, that the members propose to raise at the meeting.

The Company cannot require the members requesting the publication to pay its expenses in connection with the publication. The company must forward a copy of the statement to the auditors when it publishes the statement on the website. The business which may be dealt with at the meeting includes any such statement that the company has been required to publish on its website.

### **Shareholder requisition rights**

Members satisfying the thresholds in sections 338 and 338A of the Act can require the Company:

- a. to give, to members of the Company entitled to receive notice of the annual general meeting, notice of a resolution which may properly be moved, and which those members intend to move, at the meeting; and

- b. to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting, provided in each case that the requirements of those sections are met and provided that the request is received by the company not later than six clear weeks before the meeting or if later the time at which notice is given of the meeting.

**Total voting rights and share capital**

As at 4 April 2023 (the latest practicable date before the publication of this Notice of AGM), the issued share capital of the Company was 45,343,687 Ordinary Shares.

**COMPASS PATHWAYS PLC**  
**(the “Company”)**

*(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 12696098)*

**Notice of Annual General Meeting for 2023**

Notice is hereby given that the 2023 Annual General Meeting (“**AGM**”) of the Company will be held on Friday 2<sup>nd</sup> June 2023, at 1:30 p.m. London time (8:30 a.m. Eastern Time) at Goodwin Procter (UK) LLP, 100 Cheapside, London to transact the following business:

**ORDINARY RESOLUTIONS**

To consider and, if thought fit, pass Resolutions 1 to 10 inclusive which will each be proposed as ordinary resolutions:

1. To re-elect as a director George Goldsmith, who retires by rotation in accordance with the Company's Articles of Association.
2. To re-elect as a director Annalisa Jenkins, who retires by rotation in accordance with the Company's Articles of Association.
3. To re-elect as a director Linda McGoldrick, who retires by rotation in accordance with the Company's Articles of Association.
4. To re-elect as a director Kabir Nath, who retires by rotation in accordance with the Company's Articles of Association.
5. To re-appoint PricewaterhouseCoopers LLP, an English registered limited liability partnership, as U.K. statutory auditors of the Company, to hold office until the conclusion of the next annual general meeting of shareholders.
6. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm, for the fiscal year ending 31 December 2023.
7. To authorise the Audit and Risk Committee to determine the Company's auditors' remuneration for the fiscal year ending 31 December 2023.
8. To receive the U.K. statutory annual accounts and reports for the fiscal year ended 31 December 2022 and to note that the Directors do not recommend the payment of any dividend for the year ended 31 December 2022.
9. To receive and approve on an advisory basis the Company's U.K. statutory directors' remuneration report for the year ended 31 December 2022, which is set forth as Annex A to the Company's proxy statement.
10. To approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers for the year ended 31 December 2022.

*[Left intentionally blank.]*



By order of the Board

A handwritten signature in blue ink, reading "George Goldsmith". The signature is fluid and cursive, with the first name "George" being more prominent than the last name "Goldsmith".

**George Goldsmith**  
Chairman  
25 April 2023

Registered Office: 3rd Floor 1 Ashley Road, Altrincham, Cheshire WA14 2DT, United Kingdom

## Notice of Meeting Further Notes

*The following details the rights of the holders of the Company's ordinary shares. If you are a holder of the Company's ADSs, please refer to the detail set out above and below as part of the Company's proxy statement for further information on how you may participate in the AGM.*

1. Only those members registered in the register of members of the Company at 6:00 p.m. London time (1:00 p.m. Eastern Time) on 31<sup>st</sup> May 2023 will be entitled to attend and vote at the Annual General Meeting ("AGM") in respect of the number of ordinary shares registered in their name at that time. If the AGM is adjourned, members entered on the register of members of the Company (not later than 6:00 p.m. (London time) on the date which is two working days before the date of the adjourned AGM) shall be entitled to attend, speak and vote at the AGM in respect of the number of ordinary shares registered in their name at that time.
2. A member entitled to attend, speak and vote at the AGM is entitled to appoint a proxy to exercise all or any of his/her rights to attend, speak and to vote instead of him/her. A member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares of the member. A proxy need not be a member, but must attend the AGM in person. If a member wishes his/her proxy to speak on his/her behalf at the AGM he/she will need to appoint his/her own choice of proxy and give his/her instructions directly to them. Completion and return of a form of proxy (the "**Ordinary Shareholder Proxy Form**") will not preclude a member from attending, speaking and voting at the AGM or any adjournment thereof in person. If a proxy is appointed and the member attends the AGM in person, the proxy appointment will automatically be terminated. The Ordinary Shareholder Proxy Form, used by holders of ordinary shares to vote, should be lodged with the Company's Registrar (Neville Registrars Limited) not later than 1:30 p.m. London time (8:30 a.m. Eastern Time) on 31<sup>st</sup> May 2023. The Company's proxy statement explains proxy voting and the matters to be voted on in more detail. Please read the Company's proxy statement carefully. For specific information regarding the voting of your ordinary shares, please refer to the Company's proxy statement under the section titled "—General Information."
3. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same shares.
4. In the case of joint holders, the vote of the senior holder who tenders the vote whether in person or by proxy will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the Company's relevant register or members for the certificated or uncertificated shares of the Company (as the case may be) in respect of the joint holding.
5. Certificateless Registry for Electronic Share Transfer ("**CREST**") members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournments of it by using the procedures described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service providers, should refer to their CREST sponsors or voting service providers, who will be able to take the appropriate action on their behalf.
6. For a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for those instructions as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to the previously appointed proxy, must, to be valid, be transmitted so as to be received by the Company's agent (ID: 7RA11) by 1:30 p.m. London time (8:30 a.m. Eastern Time) on 31<sup>st</sup> May 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
7. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed voting service providers, to procure that its

CREST sponsors or voting service providers take) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

8. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. As of 4 April 2023 (being the latest practicable date before the circulation of this document and the record date for holders of ADSs), the Company's issued ordinary share capital consisted of 45,343,687 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as of that date are 45,343,687. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution, and if no voting indication is given, a proxy may vote or abstain from voting at his/her discretion. A proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
10. Under section 527 of the U.K. Companies Act 2006, members meeting the threshold requirement set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the U.K. Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the U.K. Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the U.K. Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required, under section 527 of the U.K. Companies Act 2006, to publish on a website.
11. Except as set out in the notes to this Notice, any communication with the Company in relation to the AGM as it relates to the ordinary shareholders, including in relation to proxies, should be sent to the Company's Registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, United Kingdom, B62 8HD. No other means of communication will be accepted. In particular, you may not use any electronic address provided either in this notice or in any related documents to communicate with the Company for any purpose other than those expressly stated.
12. Copies of the service agreement for the Company's executive director and of the letters of appointment for our non-executive directors will be available for inspection at the registered office of the Company during normal business hours on any weekday (public holidays excepted) and at the place of the AGM for one hour before the meeting and at the meeting itself.
13. Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.