



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.

11 May 2022

Dear Shareholder

2022 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 Thursday 16 June 2022 at Goodwin Procter LLP, The New York Times Building, 620 Eighth Avenue, New York, NY 10018. 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. You will be able to access the AGM using the following online platform:

<https://onlinexperiences.com/scripts/Server.nxp?LASCmd=AI:4:F:QS!10100&ShowUUID=A7CD63BD-9CB2-476D-AAFA-C24F5378BF72>

Shareholder questions

Shareholders are invited to submit their questions in advance by sending an email to AGM@compasspathways.com by 1:30 p.m. London time (8:30 a.m. Eastern Time) on Thursday 9 June 2022.

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 Tuesday 14 June 2022**. 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.

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. 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 9 (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 and 2: 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 Jason Camm, Thomas Lönngren and Robert McQuade, and their terms will expire at the Meeting; and
- the Class III directors are George Goldsmith, Annalisa Jenkins and Linda McGoldrick, and their terms will expire at the annual general meeting to be held in 2023.

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 Thomas Lönngren and Robert McQuade for re-election as the Class II directors at the Meeting. Jason Camm informed the Company on Tuesday 19 April 2022 that he did not intend to stand for re-election at the Meeting. 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 and 2, 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

Thomas Lönngren

Non-Executive Director

Thomas Lönngren is currently 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 2025 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. Lönngren has agreed to serve if elected, and we have no reason to believe that he will be unable to serve.

Thomas Lönngren has served as a member of our Board since May 2018. Mr. Lönngren currently serves as the Director at PharmaExec Consulting AB and as a Strategic Advisor at the NDA Group, which he has done since 2010. He is non-executive board member and chairman at Egetis Therapeutics AB, Sweden and board member at the NDA group Sweden. He acts as an advisor to the following companies and organisations: Artis Venture, San Francisco, US, Baren Therapeutics, San Francisco, US, Faculty member of GLG Institute (Gerson Lehrman Group), New York, US, special advisor to the Centre for Innovation in Regulatory Science (CIRS), London, U.K. He was the Deputy General Director

of the Swedish Medical Product Agency until 2000. From 2001 until 2010, Mr. Lönngren served as the Executive Director of the European Medical Agency. Mr. Lönngren received his degree in pharmacy and MSc in Social and Regulatory Pharmacy from Uppsala University. He is an Honorary Member of the Royal Pharmaceutical Society of Great Britain, Honorary Fellow of the Royal College of Physicians in Great Britain, and holds Honorary Doctorates from the University of Uppsala and University of Bath, U.K. We believe that Mr. Lönngren is qualified to serve on our Board because of his experience, qualifications, attributes and skills, including his extensive pharmaceutical consulting experience.

Resolution 2

Robert McQuade

Non-Executive Director

Robert McQuade is currently a member of our Board and has been nominated for re-election as a director. If elected, he will hold office from the date of his election until the 2025 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. Dr. McQuade has agreed to serve if elected, and we have no reason to believe that he will be unable to serve.

Robert McQuade, Ph.D. has served as a member of our Board since April 2020. Dr. McQuade currently serves as the Executive Vice President & Chief Strategic Officer, as well as Interim Chief Medical Officer, at Otsuka Pharmaceutical Development & Commercialization, Inc., or Otsuka, where he has served since 2004. Dr. McQuade is also the Officer and Manager of the McQuade Center for Strategic Research and Development LLC since February 2020. Dr. McQuade currently serves on the board of directors of entities related to Otsuka, including Otsuka America Pharmaceutical, Inc., Astex Pharmaceutical, Inc., Astex Pharmaceutical, Ltd., Avanir Pharmaceuticals, Visterra, Inc., Otsuka Pharmaceutical Development & Commercialization, Inc. and the McQuade Center for Strategic Research and Development. He also serves on the board of directors of The Technology Accelerator Co., based in Charleston, SC, USA. Dr. McQuade received his degree in biology from Davidson College and completed his Ph.D. in biochemistry from University of North Carolina at Chapel Hill. Prior to joining Otsuka, Dr. McQuade worked in drug discovery research at Schering-Plough Corp. and in global medical affairs at Bristol-Myers Squibb company. We believe that Dr. McQuade is qualified to serve on our Board because of his experience in clinical development and regulatory affairs, in addition to his qualifications, attributes and skills, including his extensive pharmaceutical experience.

The Board of Directors recommend a vote for the approval of Resolutions 1 and 2.

Resolution 3: 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 3 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 2023 annual general meeting of shareholders. 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 3.

Resolution 4: Ratification of the appointment of PricewaterhouseCoopers LLP, as the Company’s independent registered accounting firm for the fiscal year ending 31 December 2022

Resolution 4 seeks your ratification of the appointment of PwC, as the Company’s independent registered public accounting firm for the fiscal year ending 31 December 2022.

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.

PwC commenced auditing our annual financial statements with the fiscal year 2018. When the Company reported as a foreign private issuer, PwC served as principal auditor for the Company's consolidated financial statements as reported on Form 20-F.

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 2021 and 31 December 2020, 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 2021 (\$'000)	31 December 2020 (\$'000)
Audit Fees(1)	447	838
Audit-related fees(2)	407	719
Tax fees(3)	6	653
All Other Fees(4)	596	241
Total	1,457	2,451

(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, F-3 shelf registration and Environmental, Social and Governance landscaping.

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 4.

Resolution 5: Authorisation for the Audit and Risk Committee to determine the auditors' remuneration for the fiscal year ending 31 December 2022

Resolution 5 authorises the Audit and Risk Committee to determine our auditors' remuneration for the fiscal year ending 31 December 2022. Fees for PwC, our independent registered public accounting firm and our statutory auditor, in respect of the years ended 31 December 2021 and 31 December 2020, are set forth in Resolution 4 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 2021 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 2021 were approved by the Audit and Risk Committee.

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

Resolution 6: 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 2021 through 31 December 2021, which includes the audited portion of the directors' annual report on remuneration.

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

Resolution 7: 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 we have 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 7.

Resolution 8: Advisory (non-binding vote) on the frequency of future votes on executive compensation

The Dodd-Frank Wall Street Reform and Consumer Protection Act, as amended, and Section 14A of the Exchange Act enable our shareholders to vote, on a non-binding, advisory basis, for their preference as to how frequently we should hold future votes on an advisory, non-binding basis to approve the compensation of our named executive officers, also known as a "Say-on-Pay" resolution. We are asking our shareholders whether our future Say-on-Pay votes should occur every one, two, or three years. Shareholders may also abstain from voting.

This vote is advisory and non-binding. However, our Board and Compensation and Leadership Development Committee value the opinions of our shareholders and will review and consider the voting results when making future decisions regarding the frequency of votes on the compensation of our named executive officers.

Currently, the Board of Directors believe that it is in the best interests of the Company and our shareholders to hold a Say-on-Pay vote every year, and this is the frequency recommended by our Board. We believe this frequency will enable our shareholders to vote, on a non-binding, advisory basis, on our most recent executive compensation practices and decisions as presented in our annual proxy statements, which will lead to greater transparency and more meaningful and timely communication between the Company and our shareholders regarding the compensation of our named executive officers. Accordingly, we ask our shareholders to indicate their preferred voting frequency by voting for every “one year,” “two years,” or “three years” (or abstaining from voting) in response to the following resolution at the Meeting:

“RESOLVED, to approve, on a non-binding, advisory basis, the alternative of every one year, two years, or three years as the preferred frequency with which the Company is to hold an advisory vote on the compensation of the Company’s named executive officers and the frequency that receives the highest number of votes cast by shareholder in person or by proxy at the AGM will be deemed the preferred frequency.”

The proxy form will provide the ability to vote on whether the compensation of the Company’s named executive officers takes place every one year, two years or three years. These options are included in sub-resolutions 8a, 8b and 8c. Please only vote on one of the sub-resolutions 8a, 8b or 8c. If you vote on more than one of these sub-resolutions, your vote will be deemed invalid and will not be counted on this resolution.

The Board of Directors recommend a vote for sub-resolution 8a.

Resolution 9: 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.

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 “Compensation Discussion and Analysis” in the Company’s proxy statement in particular, which discusses how our executive compensation policies and practices implement our compensation philosophy and contains tabular information and narrative discussion about the compensation of our named executive officers, in conjunction with the section titled “Compensation of Our Executive Officers,” which provides additional information on the 2021 compensation of our named executive officers. 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, 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 2022 Annual General Meeting, pursuant to the compensation disclosure rules of the

SEC, including the Compensation Discussion and Analysis, compensation tables and the narrative discussions that accompany the compensation tables.”

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

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 Tuesday 19 April 2022 (the record date for ADS holders)**.

If you hold ADSs through a brokerage firm, bank or nominee on Tuesday 19 April 2022, 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 Friday 10 June 2022**.

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 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.

VOTING – Ordinary Shareholders

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 Tuesday 14 June 2022**. 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 Tuesday 14 June 2022**.

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).

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 Tuesday 14 June 2022.**

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 2021 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 Tuesday 19 April 2022 (the latest practicable date before the publication of this Notice of AGM), the issued share capital of the Company was 42,511,357 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 2022

Notice is hereby given that the 2022 Annual General Meeting (“**AGM**”) of the Company will be held under the laws of England and Wales (referred to herein as the “**Company**,” “we,” “us” and “our”), will be held on Thursday 16 June 2022, at 1:30 p.m. London time (8:30 a.m. Eastern Time) at Goodwin Procter LLP, The New York Times Building, 620 Eighth Avenue, New York, NY 10018 to transact the following business:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass Resolutions 1 to 9 inclusive which will be proposed as ordinary resolutions:

1. To re-elect as a director Thomas Lönngren, who retires by rotation in accordance with the Company’s Articles of Association.
2. To re-elect as a director Robert McQuade, who retires by rotation in accordance with the Company’s Articles of Association.
3. 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.
4. To ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm, for the fiscal year ending 31 December 2022.
5. To authorise the Audit and Risk Committee to determine the Company’s auditors’ remuneration for the fiscal year ending 31 December 2022.
6. To receive the U.K. statutory annual accounts and reports for the fiscal year ended 31 December 2021 and to note that the Directors do not recommend the payment of any dividend for the year ended 31 December 2021.
7. To receive and approve on an advisory basis the Company’s U.K. statutory directors’ remuneration report for the year ended 31 December 2021, which is set forth as Annex A to the Company’s proxy statement.
8. To approve, on a non-binding, advisory basis, the alternative of every one year, two years, or three years as the preferred frequency with which the Company is to hold an advisory vote on the compensation of the Company’s named executive officers and the frequency that receives the highest number of votes cast by shareholders in person or by proxy at the AGM will be deemed the preferred frequency.
9. To approve, on a non-binding, advisory basis, the compensation of the Company’s named executive officers for the year ended 31 December 2021.

By order of the Board

A handwritten signature in blue ink, reading "George J. White". The signature is written in a cursive style with a large initial 'G'.

Chairman
11 May 2022

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

Notice of Meeting Further Notes

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 14 June 2022 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 14 June 2022. 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). 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). 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 14 June 2022. 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 19 April 2022 (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 42,511,357 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as of that date are 42,511,357. 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 our 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 week day (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.