



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.

30 April 2025

Dear Shareholder

2025 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 12th June 2025 at Goodwin Procter (UK) LLP, Sancroft, 10-15 Newgate St, London EC1A 7AZ. The formal notice of AGM set out in this document (the “**Notice of AGM**”) at pages 16 to 19 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**”).

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 Monday 9th June 2025.

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 18 to 19 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 18 to 19 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 10th June 2025**. 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 11 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 10 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,



Gino Santini
Chair of the Board

EXPLANATORY NOTES TO THE BUSINESS OF THE AGM

Resolutions 1 through 11 (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. Resolution 12 will be proposed as a special resolution. A special resolution is passed on a show of hands if it is approved by not less than 75% of the votes cast by shareholders present (in person or by proxy) at the meeting and entitled to vote. On a poll, a special resolution is passed if it is approved by holders representing not less than 75% 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 David Norton, Wayne Riley and Gino Santini and their terms will expire at the annual general meeting to be held in 2027;
- the Class II directors are Thomas Lönngren, Robert McQuade and Kabir Nath, and their terms will expire at the Meeting; and
- the Class III directors are Annalisa Jenkins, Daphne Karydas and Linda McGoldrick, and their terms will expire at the annual general meeting to be held in 2026.

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, Robert McQuade and Kabir Nath for re-election as the Class II directors at the Meeting. Gino Santini was appointed to the Board effective 3rd September 2024 and is designated as a Class I Director. In accordance with our Articles of Association, Gino will stand for re-election as a director at this year's annual general meeting, following which his term will expire in 2027 and he will be required to stand for re-election alongside the Board's other Class I 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

Thomas Lönngren

Thomas Lönngren 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 2028 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 SSI Strategy (US), which he has done since 2010. He is non-executive board member at Egetis Therapeutics AB, Sweden. He previously served as a board member at the NDA group Sweden, until its acquisition in 2023 by SSI Strategy, a US-based life sciences consultancy. He acts as an advisor to the following companies and organizations: Artis Venture, San Francisco, U.S., Baren Therapeutics, San Francisco, U.S., and 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

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 2028 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. From 2004 to his retirement in 2023, Dr. McQuade served as the Executive Vice President & Chief Strategic Officer at Otsuka Pharmaceutical Development & Commercialization, Inc. Dr. McQuade is currently Chairman of the Management Committee of the McQuade Center for Strategic Research and Development LLC and previously served as an officer thereof from February 2020 to his retirement in 2023. Dr. McQuade currently serves on the board of directors of entities related to Otsuka, including Otsuka America Pharmaceutical, Inc., Astex Pharmaceutical, Ltd., 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., which is based in Charleston, SC. 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 (NYSE: BMS). 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. 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.

Resolution 3

Kabir Nath

Kabir Nath, our Chief Executive Officer, 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 2028 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.

Kabir Nath has served as our Chief Executive Officer and a member of our Board 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 currently serves on the board of directors of the American Foundation for Suicide Prevention (AFSP), a leading suicide prevention organization. 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.

Resolution 4

Gino Santini

Gino Santini is currently the Chair 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 2027 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. Santini has agreed to serve if elected, and we have no reason to believe that he will be unable to serve.

Gino Santini has served as Chair and a member of our Board since September 2024. Mr. Santini currently serves as the lead independent director for Collegium Pharmaceutical, Inc. (Nasdaq: COLL), where he has served as a member since July 2012 and has served as lead independent director since May 2015. Mr. Santini currently serves as a member of the board of directors of several privately held companies. Since 2011, Mr. Santini has been a senior advisor providing financing and business consulting services to U.S. and European venture capital, pharmaceutical and biotechnology companies. Previously during the past five years, Mr. Santini served on the board of directors of Intercept Pharmaceuticals, Inc. (Nasdaq: ICPT), Horizon Therapeutics plc (Nasdaq: HZNP), Allena Pharmaceuticals, Inc. (Nasdaq: ALNA), and AMAG Pharmaceuticals Inc. (Nasdaq: AMAG). Previously, Mr. Santini held various positions at Eli Lilly and Company ("Lilly"), from 1983 until his retirement from Lilly in December 2010, most recently as Senior Vice President of Corporate Strategy and Business Development, a position he held since 2007. Prior to his retirement, Mr. Santini also served as a member of Lilly's Executive Committee and as President of U.S. Operations. He graduated from the University of Bologna, Italy with a B.S. in Mechanical Engineering in 1981 and received an M.B.A. from the Simon School of Business at the University of Rochester in 1983. We believe that Mr. Santini is qualified to serve on our Board because of his extensive experience in the pharmaceutical industry, including in senior leadership roles in corporate strategy, and his experience as a board member for a number of publicly-traded biotechnology companies, including serving as lead independent director.

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 auditor 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 UK**"), to serve as our U.K. statutory auditor, to hold office until the conclusion of the 2026 annual general meeting of shareholders. In the event this resolution 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 UK 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 (US), as the Company's independent registered accounting firm for the fiscal year ending 31 December 2025

Resolution 6 seeks your ratification of the appointment of PricewaterhouseCoopers LLP, a Delaware limited liability partnership ("**PwC US**"), as the Company's independent registered public accounting firm for the fiscal year ending 31 December 2025.

The Company's articles of association do not require that the shareholders ratify the selection of PwC US 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 US, 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 US.

PwC US has indicated its willingness to act as the Company's auditors. Representatives of PwC US and PwC UK are 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 UK for professional services rendered during the fiscal years ended December 31, 2024 and 2023, 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	December 31, 2024 (\$'000)	December 31, 2023 (\$'000)
Audit Fees (1)	912	543
Audit-related Fees (2)	203	197
All Other Fees (3)	352	587
Total	1,467	1,327

(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 SEC interim consolidated financial statements.

(3) "All Other Fees" consist of non-audit fees paid to PwC UK for advisory services.

The Audit and Risk Committee has determined that the rendering of non-audit services by PwC UK 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 2025

Resolution 7 authorises the Audit and Risk Committee to determine our auditors' remuneration for the fiscal year ending 31 December 2025. Fees for PwC UK, our independent registered public accounting firm and our statutory auditor, in respect of the years ended 31 December 2024 and 31 December 2023, 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 Exchange Act or the applicable rules of the SEC or the Public Company Accounting Oversight Board ("PCAOB")), 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 UK during fiscal year 2024 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 2024 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 2024 through 31 December 2024, 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 this 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 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 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. Based on the voting results of the vote on the frequency of future votes on executive compensation at our 2022 annual general meeting of shareholders, our Board has determined that an advisory vote by the shareholders regarding named executive officer compensation 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 this 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, 2024. 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 this 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 2025 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.

Resolution 11 - Authorisation of allotment of shares

Under the U.K. Companies Act 2006, our Board of Directors cannot allot shares in the Company unless they are authorized to do so by our shareholders at a general meeting. Our Board of Directors currently has existing authorities to allot shares in the Company and to grant rights to subscribe for or convert securities into shares in the Company. However, very few shares remain available for future allotment under these existing authorities. Absent further shareholder authorization, we may not have sufficient shares to raise capital if and when needed to fund the potential commercialization of COMP360 and further evolution of the Company's business.

Resolution 11 proposes that our Board of Directors are granted authority to allot new shares or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £1,114,200. If approved by shareholders, this new authority will expire on June 11, 2030. This Resolution 11 does not have any impact on our existing authorities.

The grant of this authority will not exempt the Company from applicable Nasdaq requirements to obtain shareholder approval prior to certain share issuances or to comply with applicable SEC disclosure requirements and other rules and regulations. Our Board of Directors will continue to focus on and satisfy its fiduciary duties to our shareholders with respect to share issuances.

If shareholders do not approve Resolution 11, the subsisting amounts under the existing authorities will continue to apply until their respective expiration dates or until such earlier time as they have been fully utilized. However, our Board would not be able to allot new shares or grant rights to subscribe for

new shares (other than to cover future issuances under pre-existing contractual obligations including our existing at-the-market sales agreement, our outstanding warrants, our outstanding equity awards and future equity awards under our equity compensation plans) to raise capital, if and when needed, without first seeking and obtaining shareholder approval for each such issuance at a general meeting of the Company.

The Board of Directors recommend a vote for the approval of Resolution 11.

Resolution 12 - Disapplication of pre-emption rights

As a UK incorporated company, the Company's shareholders are entitled, under the U.K. Companies Act 2006, to pre-emption rights, whereby, in the event that the Company wishes to allot new equity securities for cash, those securities must first be offered to existing shareholders in proportion to the number of ordinary shares they each hold before they can be offered to new shareholders unless the shareholders have sanctioned the disapplication of their statutory rights of pre-emption in respect of such allotment or grant of rights.

In practice, the operation of such pre-emption rights is onerous and can result in significant delay and additional expense to the cost of an equity fundraising. It is therefore customary for our Board of Directors to seek authority from our shareholders to dis-apply statutory pre-emption rights for cash issues of up to a limit approved by the Company's shareholders.

Under the existing authorities, our Board of Directors currently has a power to allot shares as if the rights of pre-emption applicable under the U.K. Companies Act 2006 did not apply for cash issues. However, very few shares remain available for future allotment under these existing authorities. Absent further shareholder authorization, we may not have sufficient shares to raise capital if and when needed to fund the potential commercialization of COMP360 and further evolution of the Company's business.

Therefore, in conjunction with Resolution 11, Resolution 12 seeks a disapplication of pre-emption rights for cash issues of up to a certain proportion of the Company's issued ordinary share capital. This Resolution will, if passed, give our Board of Directors power, pursuant to the new authority to allot granted by Resolution 11, to allot shares for cash or to grant rights to subscribe for or to convert any security into shares without first offering them to existing shareholders in proportion to their existing holdings up to an aggregate maximum nominal amount of £1,114,200. This Resolution 12 does not have any impact on our existing authorities.

This Resolution will be required to be passed as a special resolution and, if passed, this power will expire on June 11, 2030. If shareholders do not approve Resolution 11 or this Resolution 12, the subsisting amounts under the existing authorities will continue to apply until their respective expiration dates or until such earlier time as it has been fully utilized. However, our Board would not be able to allot new shares or grant rights to subscribe for new shares (other than to cover future issuances under pre-existing contractual obligations including our existing at-the-market sales agreement, our outstanding warrants, our outstanding equity awards and future equity awards under our equity compensation plans) to raise capital, if and when needed, without first complying with statutory pre-emption rights or seeking and obtaining shareholder approval for each such issuance at a general meeting of the Company.

The Board of Directors recommend a vote for the approval of Resolution 12.

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 14th April 2025 (the record date for ADS holders)**.

If you hold ADSs through a brokerage firm, bank or nominee on **14th April 2025**, 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 6th June 2025**.

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.

ATTENDANCE – ADS Holders

You are 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, Sancroft, 10-15 Newgate St, London EC1A 7AZ, can be obtained by sending an email to 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 10th June 2025**. 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 10th June 2025**.

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 **10th June 2025**.

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 2024 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 the company 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 14th April 2025 (the latest practicable date before the publication of this Notice of AGM), the issued share capital of the Company was 92,849,501 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 2025

Notice is hereby given that the 2025 Annual General Meeting (“**AGM**”) of the Company will be held on Thursday 12th June 2025, at 1:30 p.m. London time (8:30 a.m. Eastern Time) at Goodwin Procter (UK) LLP, Sancroft, 10-15 Newgate St, London EC1A 7AZ to transact the following business:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass Resolutions 1 to 11 inclusive which will each 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-elect as a director Kabir Nath, who retires by rotation in accordance with the Company's Articles of Association.
4. To re-elect as a director Gino Santini, 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 (US) as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025.
7. To authorize the Audit and Risk Committee to determine the Company's auditors' remuneration for the fiscal year ending December 31, 2024.
8. To receive the U.K. statutory annual accounts and reports for the fiscal year ended December 31, 2024 and to note that the Directors do not recommend the payment of any dividend for the year ended December 31, 2024.
9. To receive and approve on an advisory basis the Company's U.K. statutory directors' remuneration report for the year ended December 31, 2024, which is set forth as *Annex A* to the attached proxy statement.
10. To approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers for the year ended December 31, 2024.
11. To authorize the directors (or any duly authorised committee of the directors) generally and unconditionally for the purpose of s551 of the U.K. Companies Act 2006 to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company (“**Rights**”) up to a maximum aggregate nominal amount of nominal amount of £1,114,200 to such persons at such times and upon such conditions as the directors may determine (subject to the Company's articles of association). This authority shall expire (unless previously renewed, varied or revoked) on June 11, 2030 but the Company may make offers and enter into agreements before that expiry which would, or might, require shares to be allotted

or Rights to be granted after that expiry and the directors may allot shares or grant Rights pursuant to any of those offers or agreements as if the authority had not expired.

The authority referred to in this resolution is in addition to all subsisting authorities conferred on the Board of Directors in accordance with s551 of the U.K. Companies Act 2006 and the Board of Directors may allot shares or grant Rights pursuant to an offer made or agreement entered into by the Company before the expiry of the authority pursuant to which that offer was made or agreement entered into.

SPECIAL RESOLUTION

To consider and, if thought fit, pass Resolution12 as a special resolution:

12. Subject to the passing of Resolution 11, to empower the directors (or any duly authorised committee of the directors) generally pursuant to s570(1) of the U.K. Companies Act 2006 to allot equity securities (as defined in s560 of the U.K. Companies Act 2006) for cash pursuant to the general authority conferred on them by Resolution 11 as if s561(1) of the U.K. Companies Act 2006 did not apply to that allotment.

This power:

- (a) shall be limited to the allotment of equity securities up to an aggregate nominal amount of £1,114,200;
- (b) expires (unless previously renewed, varied or revoked) on June 11, 2030 but the Company may make offers and enter into agreements before that expiry which would, or might, require equity securities to be allotted after that expiry and the directors may allot equity securities pursuant to any of those offers or agreements as if this power had not expired; and
- (c) applies in relation to a sale of shares which is an allotment of equity securities by virtue of s560(3) of the U.K. Companies Act 2006 as if in the first paragraph of this resolution the words "pursuant to the general authority conferred on them by Resolution 11 were omitted.

For the purposes of this resolution, references to the allotment of equity securities shall be interpreted in accordance with s560 of the U.K. Companies Act 2006.

By order of the Board



Gino Santini
Chair of the Board
30 April 2025

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 June 10, 2025 will be entitled to attend and vote at the 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. (U.K. 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 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 Neville Registrars Limited ("**Neville**"), the Company's registrar, not later than 1:30 p.m. London time (8:30 a.m. Eastern Time) on June 10, 2025. The attached proxy statement explains proxy voting and the matters to be voted on in more detail. Please read the proxy statement carefully. For specific information regarding the voting of your ordinary shares, please refer to the 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 U.K. & International 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 June 10, 2025. 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 U.K. & International 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 U.K. Uncertificated Securities Regulations 2001.
9. As of April 14, 2025 (being the latest practicable date before the circulation of this document and the record date for ADSs holders), the Company's issued ordinary share capital consisted of 92,849,501 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as of that date were 92,849,501. 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 s527 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 s437 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 ss527 or 528 of the U.K. Companies Act 2006. Where the Company is required to place a statement on a website under s527 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 s527 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 Neville at their address of 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 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.