



# Compass

**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.

15 April 2026

Dear Shareholder

### **2026 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 Wednesday 27<sup>th</sup> May 2026 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](mailto:AGM@compasspathways.com) by 1:30 p.m. London time (8:30 a.m. Eastern Time) on Friday 22<sup>nd</sup> May 2026.

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 12 to 13 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 12 to 13 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 Friday 22<sup>nd</sup> May 2026**. CREST members

who wish to appoint a proxy or give an instruction through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual.

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

**ADS Holders**

If you are a holder of ADS in the Company, please vote on the resolutions in accordance with the instructions set out at page 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,

A handwritten signature in cursive script that reads "Gino Santini".

**Gino Santini**  
Chair of the Board

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

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

## **ORDINARY BUSINESS**

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

Our Board 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 Jeffrey Jonas, Robert McQuade and Kabir Nath and their terms will expire at the annual general meeting to be held in 2028; and
- the Class III directors are Justin Gover, Annalisa Jenkins, and Daphne Karydas, and their terms will expire at this Meeting.

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

Our Board has nominated Justin Gover and Daphne Karydas for re-election as Class III directors and Kathleen Tregoning for election as a Class III director at the Meeting, and Jeffrey Jonas for re-election as a Class II director at the Meeting. Effective October 29, 2025, Mr. Jonas was appointed to join the Board and a member of the audit and risk and scientific committees. If re-elected at this Meeting, Mr. Jonas's term will expire at the annual general meeting to be held in 2028. Ms. Jenkins is retiring by rotation upon conclusion of her current three-year term at the Meeting and the Board has nominated Kathleen Tregoning as a Class III director for election at the Meeting. Effective 29 July 2025, Mr. Gover was appointed to join the Board and a member of the audit and risk and scientific committees. If elected or re-elected at this Meeting, Mr. Gover's, Ms. Karydas's and Ms. Tregoning's terms will expire at the annual general meeting to be held in 2029. Ms. Tregoning has indicated a willingness to serve as a director, if elected. Each of Mr. Gover, Ms. Karydas, and Dr. Jonas 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 the section titled "*Board of Directors and Corporate Governance*" in the Company's proxy statement.

### **Resolution 1: Re-election of Justin Gover to the Board of Directors**

Justin Gover 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 2029 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. Gover has agreed to serve if elected, and we have no reason to believe that he will be unable to serve.

*Justin Gover* has served as a member of our Board since July 2025. Mr. Gover currently serves as a member of the board of directors of Xenon Pharmaceuticals Inc. (Nasdaq: XENE), where he has served as a member since August 2023, and Design Therapeutics, Inc. (Nasdaq: DSGN), where he has served as a member since September 2025. Mr. Gover served as founding Chief Executive Officer and as a member of the board of directors of GW Pharmaceuticals plc (“GW”) from the company’s inception in 1999 until its sale to Jazz Pharmaceuticals plc (Nasdaq: JAZZ) in May 2021. At GW, Mr. Gover led the development and commercialization of Epidiolex® (cannabidiol), which is approved in the U.S. and Europe in the field of childhood onset epilepsy. From 2018 to 2021, Mr. Gover served on the board of directors of the Biotechnology Innovation Organization (BIO). Mr. Gover currently serves as a member of the board of directors of a privately held company and charitable organizations, including as board chair for CURE Epilepsy. Mr. Gover holds an M.B.A. from the INSEAD business school in France and a B.Sc. (Hons) from Bristol University, UK. We believe that Mr. Gover is qualified to serve on our Board because of his experience, qualifications, attributes and skills, including his experience as a chief executive officer leading GW and his public company board experience.

### **Resolution 2: Re-election of Daphne Karydas to the Board of Directors**

Daphne Karydas is currently a member of our Board and has been nominated for re-election as a director. If elected, she will hold office from the date of her election until the 2029 annual general meeting of shareholders where she must retire by rotation and offer herself for re-election, or until her earlier death, resignation or removal. Ms. Karydas has agreed to serve if elected, and we have no reason to believe that she will be unable to serve.

*Daphne Karydas* has served as a member of our Board and as a member of our audit and risk committee since September 2023. Ms. Karydas is President and Chief Financial Officer of Flare Therapeutics Inc., a privately-held, biotechnology company targeting transcription factors to discover precision medicines for cancer and other diseases, which Ms. Karydas joined in October 2021. Prior to joining Flare Therapeutics, from July 2020 until October 2021, Ms. Karydas served as Chief Financial Officer and Treasurer of Syndax Pharmaceuticals, Inc. (Nasdaq: SNDX). Previously, Ms. Karydas served in financial and strategy roles at Allergan plc, a publicly traded global pharmaceutical leader, from April 2017 until its acquisition by AbbVie Inc. (NYSE: ABBV) in May 2020, most recently serving as Senior Vice President, Corporate Financial Planning & Analysis and Strategy of Allergan. Ms. Karydas currently serves on the board of directors and as chair of the audit committee for Mineralys Therapeutics, Inc. (Nasdaq: MLYS). Ms. Karydas previously served on the board of directors of LogicBio Therapeutics, Inc., a publicly-traded clinical-stage genomic medicine company that was acquired by the rare disease business group within AstraZeneca (Nasdaq: AZN) and Eucrates Biomedical Acquisition Corp., special purpose acquisition company. Ms. Karydas received a B.S. and M.S. from Massachusetts Institute of Technology and an M.B.A. from Harvard Business School. We believe that Ms. Karydas is qualified to serve on our Board because of her financial, strategic, investor relations, and executive experience and her experience in the life sciences industry.

### **Resolution 3: Election of Kathleen Tregoning to the Board of Directors**

Kathleen Tregoning has been nominated for election as a director. If elected, she will hold office from the date of her election until the 2029 annual general meeting of shareholders where she must retire by rotation and offer herself for re-election, or until her earlier death, resignation or removal. Ms. Tregoning has agreed to serve if elected, and we have no reason to believe that she will be unable to serve.

*Kathleen Tregoning* has been nominated for election as a Class III director. Upon election to the Board, Ms. Tregoning is expected to serve on the Compensation and Leadership Development Committee and the Nominating and Corporate Governance Committee. Ms. Tregoning previously served as Chief Corporate Affairs Officer, from July 2020, and Head of Commercial Strategy, from September 2023, of Cerevel Therapeutics Holdings, Inc. until its acquisition by Abbvie Inc. in August 2024. Prior to joining Cerevel Therapeutics, from February 2017 to March 2020, Ms. Tregoning served as Executive Vice President for External Affairs at Sanofi S.A. (EURONEXT: SAN and NASDAQ: SNY), where she was

responsible for leading an integrated organization that brought together market access, communications, public policy, government affairs, patient advocacy and corporate social responsibility. Prior to joining Sanofi, Ms. Tregoning spent more than a decade at Biogen Inc. (Nasdaq: BIIB), first as Vice President, Public Policy & Government Affairs, from 2006 to 2015, and then as Senior Vice President, Corporate Affairs, from December 2015 to February 2017. Previously, Ms. Tregoning served as a professional staff member in the United States Congress, where she held health policy roles with the Senate Budget Committee, the House Energy & Commerce Committee, and the House Ways & Means Committee. Ms. Tregoning began her career with Andersen Consulting, where she developed business strategies and processes for clients in a range of industries, and later served as an Assistant Deputy Mayor for Policy & Budget in the office of the Mayor of Los Angeles. Ms. Tregoning currently serves on the board of directors and as a member of the compensation committee for Spero Therapeutics, Inc. (Nasdaq: SPRO). Ms. Tregoning graduated from Stanford University with a B.A. in International Relations and holds an M.A. in Public Policy from the Kennedy School of Government at Harvard University. We believe that Ms. Tregoning is qualified to serve on our Board because of her senior and executive leadership experience in several biopharmaceutical companies, including her knowledge of healthcare public policy and knowledge of the life sciences industry.

#### **Resolution 4: Re-election of Jeffrey Jonas to the Board of Directors**

Jeffrey Jonas 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. Jonas has agreed to serve if elected, and we have no reason to believe that he will be unable to serve.

*Jeffrey Jonas, MD* has served as a member of our Board since October 2025. Dr. Jonas has served as a partner at Cure Ventures, a life sciences venture capital firm, since January 2024. From November 2022 until September 2023, Dr. Jonas served as the chief executive officer of ABio-X, a Boston area biotechnology incubator. Previously, Dr. Jonas served as the chief innovation officer of Sage Therapeutics, Inc., a publicly-traded biopharmaceutical company (subsequently acquired by Supernus Pharmaceuticals, Inc. (Nasdaq: SUPN) ("Sage")), from December 2020 to November 2022 and as the chief executive officer and president of Sage from August 2013 to December 2020. Dr. Jonas recently served on the board of directors of Generation Bio Co (Nasdaq: GBIO) where he had served since 2018 until its acquisition by XOMA Royalty Corporation (NASDAQ: XOMA), and he currently serves on the boards of several private biotechnology companies. He currently serves as a member of the scientific advisory board for Delix Therapeutics. Previously, Dr. Jonas served on the boards of directors of Sage, from August 2013 to December 2024 and of Karuna Pharmaceuticals, Inc., a publicly-traded biopharmaceutical company, from October 2018 until its acquisition by Bristol Myers Squibb (NYSE: BMY) in March 2024. Dr. Jonas earned his B.A. from Amherst College and M.D. from Harvard Medical School. He completed a residency in psychiatry at Harvard Medical School, and he served as chief resident in psychopharmacology at McLean Hospital, Harvard Medical School. We believe that Dr. Jonas is qualified to serve on our Board because of his experience as a chief executive officer and as a public company director in the pharmaceutical and biotechnology industry.

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

**Resolution 5: Re-appointment of PricewaterhouseCoopers LLP, an English registered limited liability partnership, as U.K. statutory auditor of the Company, to hold office until the conclusion of the next annual general meeting of shareholders**

At each meeting at which the accounts are laid before shareholders, the Company is required to appoint a 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 2027 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: Advisory (non-binding) ratification of the appointment of PricewaterhouseCoopers LLP, a Delaware limited liability partnership, as the Company’s independent registered public accounting firm for the fiscal year ending 31 December 2026**

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 2026.

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.

During the fiscal years ended 31 December 2024 and 2023, and in the subsequent interim period through 14 April 2025, the date on which PwC UK’s notice of resignation as our independent registered public accounting firm was accepted, (i) there were no disagreements within the meaning of Item 304(a)(1)(iv) of Regulation S-X and the instructions relating thereto with PwC UK on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to PwC UK’s satisfaction, would have caused PwC UK to make reference to the subject matter of the disagreements in its reports on the consolidated financial statements for the fiscal years ended 31 December 2024 and 2023, and (ii) there were no reportable events within the meaning of Item 304(a)(1)(v) of Regulation S-K.

During the fiscal years ended 31 December 2024 and 2023, and in the subsequent interim period through 14 April 2025, the date on which PwC US was appointed as our independent registered public accounting firm, neither we nor anyone on our behalf consulted PwC US regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on our consolidated financial statements, and neither a written report nor oral advice was provided by PwC US to us that PwC US concluded was an important factor considered by us in reaching a decision as to any accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement (as that term is defined in Item 304(a)(1)(iv) of Regulation S-K and the instructions relating thereto) or a reportable event (as that term is defined in Item 304(a)(1)(v) of Regulation S-K) relating to the Company.

Our organizational documents do not require that the shareholders ratify the selection of PwC US as our independent registered public accounting firm, and shareholder ratification is not binding on the Company, the Board or the Audit and Risk Committee. We request 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 as disclosed in this Proxy Statement, 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.

*Fees for Independent Registered Public Accounting Firm*

The table below sets forth a summary of the fees billed to us by our former independent registered public accounting firm, PwC UK, for the fiscal year ended 31 December 2024, and our current independent registered public accounting firm, PwC US, for the fiscal year ended 31 December 2025, for professional services rendered during the fiscal years. 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.

<b>Fees</b>	<b>31 December 2025 (\$'000)</b>	<b>31 December 2024 (\$'000)</b>
Audit Fees (1)	1,674	1,465
All Other Fees (2)	10	2
<b>Total</b>	<b>1,684</b>	<b>1,467</b>

(1) "Audit Fees" consist of fees billed for the audit of our annual consolidated financial statements and the review of our SEC interim consolidated financial statements. Audit fees also include services provided in connection with statutory and regulatory filings or engagements, including comfort letters, consents, and assistance with registration statements filed with the SEC.

(2) "All Other Fees" consist of fees billed for products and services other than the services reported above.

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 2026**

Resolution 7 authorises the Audit and Risk Committee to determine our auditors' remuneration for the fiscal year ending 31 December 2026. Fees for PwC US, our independent registered public accounting firm in respect of the year ended 31 December 2025, and PwC UK, our independent registered public accounting firm for the year ended 31 December 2024 (and through 14 April 2025) and our statutory auditor, in respect of the years ended 31 December 2025 and 31 December 2024, respectively, 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 US and PwC UK during fiscal year 2025 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 2025 were approved by the Audit and Risk Committee.

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

**Resolution 8: Resolution to receive 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 2025 through 31 December 2025, which includes the audited portion of the directors' annual report on remuneration. The Board does not recommend the payment of any dividend for the year ended 31 December 2025.

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

**Resolution 9: Advisory (non-binding) approval of our U.K. statutory directors' annual report on remuneration**

Our U.K. statutory directors' remuneration report is set forth in 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 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 compensation paid to the Company's named executive officers, as disclosed in the Company's Proxy Statement for the 2026 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**

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 the Company's proxy statement, which discusses our executive compensation policies and practices and contains tabular information and narrative discussion about the compensation of our named executive officers for the year ended 31 December 2025. 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 2026 Annual General Meeting, pursuant to the compensation disclosure rules of the SEC, including the Executive Compensation section, the compensation tables and the narrative discussions that accompany the compensation tables.

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

## **SHAREHOLDER NOTES**

### **VOTING – ADS Holders**

You are entitled to exercise your vote as a holder of an interest in the capital of the Company represented by ADSs if you or your brokerage firm, bank or nominee is a holder of ADSs at **5:00 p.m. Eastern Time on 6<sup>th</sup> April 2026 (the record date for ADS holders)**.

If you hold ADSs through a brokerage firm, bank or nominee on **6<sup>th</sup> April 2026**, 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 21<sup>st</sup> May 2026**.

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

### **Contacts for ADS holders**

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

If at any point you require guidance, please contact Ben Harber, Company Secretary, by telephone at +44 (0) 781 843 0289 or by email at [benh@woodhamcorpsservices.com](mailto:benh@woodhamcorpsservices.com).

### **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](mailto:AGM@compasspathways.com).

## **VOTING – Ordinary Shareholders**

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

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

In order for your vote to be cast at the AGM you must be a registered holder of ordinary shares as recorded in the Company’s register of members at **6:00 p.m. (London time) on 22<sup>nd</sup> May 2026**. 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 of 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 22<sup>nd</sup> May 2026**.

### **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 others – can you vote part of the holding separately?**

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

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

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

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

CREST ID: 7RA11

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

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

You can vote using the paper proxy card only. You must ensure that the valid power of attorney and the proxy card have been deposited with the Registrar by **1:30 p.m. London time (8:30 a.m. Eastern Time)** on **22<sup>nd</sup> May 2026**.

## **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 2025 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 6th April 2026 (the latest practicable date before the publication of this Notice of AGM), the issued share capital of the Company was 134,923,295 ordinary shares.

**COMPASS Pathways PLC**  
**33 Broadwick Street**  
**London W1F 0DQ**  
**United Kingdom**  
**Registered Company No. 12696098**

**NOTICE OF 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON  
WEDNESDAY May 27, 2026**

**NOTICE** is hereby given that the Annual General Meeting (“**AGM**”) of COMPASS Pathways plc, a public limited company incorporated under the laws of England and Wales (referred to herein as the “**Company**”, “**we**”, “**us**” and “**our**”), will be held on Wednesday, May 27, 2026, at 1:30 p.m. London time (8:30 a.m. Eastern Time) at the offices of Goodwin Procter (UK) LLP, Sancroft, 10-15 Newgate St, London EC1A 7AZ, for the transaction of the following business:

**Ordinary Resolutions** (the “**Resolutions**”)

1. To re-elect as a director Justin Gover, who retires by rotation in accordance with the Company’s Articles of Association.
2. To re-elect as a director Daphne Karydas, who retires by rotation in accordance with the Company’s Articles of Association.
3. To elect as a director Kathleen Tregoning.
4. To re-elect as a director Jeffrey Jonas, 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 auditor of the Company, to hold office until the conclusion of the next annual general meeting of shareholders.
6. To ratify, on an advisory basis, the appointment of PricewaterhouseCoopers LLP, a Delaware limited liability partnership, as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2026.
7. To authorize the Audit and Risk Committee to determine the Company’s auditors’ remuneration for the fiscal year ending December 31, 2026.
8. To receive the U.K. statutory annual accounts and reports for the fiscal year ended December 31, 2025 and to note that the directors do not recommend the payment of any dividend for the year ended December 31, 2025.
9. To receive and approve on an advisory basis the Company’s U.K. statutory directors’ remuneration report for the year ended December 31, 2025, which is set forth as *Annex A* to the attached proxy statement.
10. To 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 2026 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.

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

Voting on all resolutions at the AGM will be conducted by way of a poll, rather than a show of hands.

The result of the shareholder votes on the ordinary resolutions in proposals 5, 6, 8, 9 and 10 regarding re-appointment of PricewaterhouseCoopers LLP, an English registered limited liability partnership, as our U.K. statutory auditor; ratification of the appointment of PricewaterhouseCoopers LLP, a Delaware limited liability partnership, as our independent registered public accounting firm for the fiscal year ending December 31, 2026; receipt of our U.K. statutory annual accounts and reports for the year ended December 31, 2025; and to note that the directors do not recommend the payment of any dividend for the year ended December 31, 2025; approval, on an advisory basis, of our U.K. statutory directors' annual report on remuneration for the year ended December 31, 2025; and approval of the compensation of our named executive officers for the year ended December 31, 2025, are advisory in nature and as a result will not require our Board of Directors or any committee thereof to take any action. Our Board of Directors values the opinions of our shareholders as expressed through such votes and will carefully consider the outcome of the votes on proposals 5, 6, 8, 9 and 10.

The results of any polls taken on the resolutions at the AGM and any other information required by the U.K. Companies Act 2006 will be made available on our website ([www.compasspathways.com](http://www.compasspathways.com)) as soon as reasonably practicable following the AGM and for the required period thereafter.

By order of the Board

A handwritten signature in blue ink, appearing to be 'BH' with a long horizontal stroke extending to the right.

**Ben Harber**  
Company Secretary  
15 April 2026

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

## 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 May 22, 2026 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 May 22, 2026. 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 of members for the certificated or uncertificated shares of the Company (as the case may be) in respect of the joint holding.
5. Certificateless Registry for Electronic Share Transfer ("**CREST**") members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournments of it by using the procedures described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service providers, should refer to their CREST sponsors or voting service providers, who will be able to take the appropriate action on their behalf.
6. For a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear 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](http://www.euroclear.com/CREST)). The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to the previously appointed proxy, must, to be valid, be transmitted so as to be received by the Company's agent (ID: 7RA11) by 1:30 p.m. London time (8:30 a.m. Eastern Time) on May 22, 2026. 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 6, 2026 (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 134,923,295 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as of that date was 134,923,295. 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 s527 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 AGM and at the AGM itself.
13. Any ordinary shareholder 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.