

ALTO NEUROSCIENCE, INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “*Board*”) of Alto Neuroscience, Inc. (the “*Company*”) has adopted these corporate governance guidelines, which describe the principles and practices that the Board is expected to follow in carrying out its responsibilities. It is expected that these guidelines will be reviewed by the Nominating and Corporate Governance Committee from time to time to ensure that they comply with all applicable laws, regulations, and stock exchange requirements.

These guidelines should be interpreted in the context of all applicable laws and the Company’s charter, bylaws and other corporate governance documents (each as amended, restated and in effect from time to time). These guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Board may modify these guidelines from time to time.

A. Role and Responsibility of the Board

The Board directs and oversees the management of the business and affairs of the Company in a manner consistent with the best interests of the Company. The Board’s responsibility is one of oversight, and in performing its oversight role, the Board serves as the ultimate decision-making body of the Company, except for those matters reserved to or shared with the Company’s stockholders. The Board selects and oversees the members of senior management, who are charged by the Board with conducting the business of the Company.

The Board exercises direct oversight of strategic risks to the Company in regular coordination with the Company’s management. The Audit Committee reviews guidelines and policies governing the process by which management assesses and manages the Company’s exposure to risk, including the Company’s major financial and operational risk exposures and the steps management takes to monitor and control such exposures. The Compensation and Management Development Committee (the “*Compensation Committee*”) oversees risks relating to the Company’s compensation policies and practices. The Nominating and Corporate Governance Committee assists the Board by overseeing and evaluating programs and risks associated with Board organization, membership and structure, and corporate governance. Each committee charged with risk oversight reports to the Board on those matters.

B. Board Composition, Structure and Policies

1. ***Independence of Directors.*** The Company defines an “independent” director in accordance with Section 303A.02 of the Listed Company Manual of the New York Stock Exchange (“*NYSE*”). The Board shall make an affirmative determination at least annually as to the independence of each director. The NYSE independence definition includes a series of objective tests, such as that the director is not an employee of the Company and has not engaged in various types of business dealings with the Company. Because it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence, the Board

is also responsible for determining affirmatively, as to each independent director, that no material relationships exist that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the Board will broadly consider all relevant facts and circumstances, including information provided by the directors and the Company with regard to each director's business and personal activities as they may relate to the Company and the Company's management. As the concern is independence from management, the Board does not view ownership of even a significant amount of stock, by itself, as a bar to an independence finding. Each director shall notify the Board of any change in circumstances that may put his or her independence at issue. In the event of such notification, the Board will evaluate such director's independence as promptly as practicable thereafter.

2. ***Selection of Chair of the Board and Chief Executive Officer.*** The Board shall select its chair ("***Chair***") and the Company's Chief Executive Officer ("***CEO***") in any way it considers in the best interests of the Company. Therefore, the Board does not have a policy on whether the role of Chair and CEO should be separate or combined and, if it is to be separate, whether the Chair should be selected from the independent directors.

3. ***Director Qualification Standards.*** The Nominating and Corporate Governance Committee is responsible for reviewing the qualifications of potential director candidates and recommending to the Board those candidates to be nominated for election to the Board. The Nominating and Corporate Governance Committee may consider (a) minimum individual qualifications, including strength of character, mature judgment, familiarity with the Company's business and industry, independence of thought, and an ability to work collegially with the other members of the Board and (b) all other factors it considers appropriate, which may include age, diversity of background, existing commitments to other businesses, potential conflicts of interest with other pursuits, legal considerations such as antitrust issues, corporate governance background, various and relevant career experience, relevant technical skills, relevant business or government acumen, financial and accounting background, life sciences background, compliance background, executive compensation background, and the size, composition, and combined expertise of the existing Board. The Board should monitor the mix of specific experience, qualifications, and skills of its directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company's business and structure. Stockholders may also nominate directors for election at the Company's annual stockholders meeting by following the provisions set forth in the Company's bylaws, whose qualifications the Nominating and Corporate Governance Committee will consider.

4. ***Review of Director and Officer Questionnaires.*** The Company shall annually distribute to and collect from each director and executive officer a Directors' and Officers' Questionnaire (the "***D&O Questionnaire***"). The General Counsel (or his or her designee) shall review (in consultation with the Company's outside legal counsel, as appropriate) all D&O Questionnaires to assist in making any required disclosures in the Company's filings with the Securities and Exchange Commission and to confirm, among other matters, the continued independence of each independent director. New directors or executive officers to the Company shall complete a D&O Questionnaire prior to serving as a director or executive officer of the Company. The review of the completed D&O Questionnaire shall consider, among other things, the director's or executive officer's outside business dealings and any relationship he/she may have

with the Company, outside of serving as a director or executive officer of the Company.

5. ***Change in Primary Employment.*** If a director significantly changes his or her primary employment, role, or responsibilities during his or her tenure, that director must notify the chair of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will evaluate the continued appropriateness of Board membership under the new circumstances and make a recommendation to the Board as to any action to be taken with respect to such circumstances. Directors who are officers of the Company shall tender their resignation upon termination of employment with the Company. Whether the individual continues to serve on the Board is a matter for determination by the Board.

6. ***Director Orientation and Continuing Education.*** Management, working with the Nominating and Corporate Governance Committee, will provide an orientation process for new directors and coordinate director continuing education programs. The orientation programs are designed to familiarize new directors with the Company's businesses, strategies, significant financial, accounting and risk management issues, compliance programs, Code of Business Conduct & Ethics (the "***Code***"), corporate governance policies, principal officers, internal auditors and independent auditors and to assist new directors in developing and maintaining skills necessary or appropriate for the performance of their responsibilities. As appropriate, management shall make opportunities available for additional educational sessions for directors on matters relevant to the Company and its business, as well as educational programs relevant to their board membership responsibilities.

7. ***Lead Director.*** Whenever the Chair of the Board is also the CEO or is a director who does not otherwise qualify as an "independent director," the independent directors may elect from among themselves a Lead Director of the Board. Following nomination by the Nominating and Corporate Governance Committee, the Lead Director will be elected by the Board. The responsibilities of the Lead Director (if one has been elected) shall be determined from time to time by the Board, upon the recommendation of the Nominating and Corporate Governance Committee.

8. ***Term Limits and Retirement Age.*** The Board does not have a policy to impose term limits or a mandatory retirement age for directors because such a policy may deprive the Board of the service of directors who have developed, through valuable experience over time, an increasing insight into the Company and its operations. It is expected that the Nominating and Corporate Governance Committee will consider the age and tenure of continuing directors when selecting or recommending for the Board's selection those candidates to be nominated for election to the Board.

C. Board Meetings

1. ***Frequency of Meetings.*** The Board expects to hold at least four meetings each year, with further meetings to occur (or action to be taken by unanimous consent) at the discretion of the Board. During those meetings, Board committees may meet, as well as the full Board.

2. ***Selection of Board Agenda Items.*** The Chair of the Board, with approval from the Lead Director (if one has been elected), shall in consultation with management set the agenda for

Board meetings with the understanding that the other members of the Board may provide suggestions for agenda items that are aligned with the advisory and oversight functions of the Board. Agenda items that fall within the scope of responsibilities of a Board committee are reviewed with the chair of that committee. Any member of the Board may request that an item be included on the agenda.

3. *Access to Independent Advisors.* The Board and each committee has the power to retain, terminate, and approve the fees of independent legal, financial, accounting, and other advisors, at the Company's expense, as necessary and appropriate, to assist in their duties to the Company and its stockholders.

4. *Executive Sessions.* To ensure free and open discussion and communication among non-management directors of the Board, the non-management directors will meet in regularly scheduled executive sessions with no members of management present and, if the non-management directors include directors who have not been determined to be independent, the independent directors shall separately meet in a private session at least once a year that excludes management and directors who have not been determined to be independent. The Lead Director, if any, or a director designated by the non-management or independent directors, as applicable, will preside at the executive sessions.

D. Committees of the Board

It is expected that the Board will have at least three standing committees: the Audit Committee; the Compensation Committee and the Nominating and Corporate Governance Committee. Each such committee shall have a written charter and shall report regularly to the Board summarizing the committee's actions and any significant issues considered by the committee. In addition, the Board may determine to form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

Each committee shall be composed of no fewer than the number of members set forth in the relevant committee charter. In addition, each committee member must satisfy the membership requirements set forth in the relevant committee charter and all applicable legal, regulatory and stock exchange requirements. A director may serve on more than one committee.

The Nominating and Corporate Governance Committee shall be responsible for identifying Board members qualified to fill vacancies on any committee and recommending that the Board appoint the identified member or members to the applicable committee. The Board, taking into account the views of the Chair and the Nominating and Corporate Governance Committee, shall designate one member of each committee as chair of such committee. If the Board does not designate a chair of a committee, the members of such committee shall designate a chair by the majority vote of the full committee membership. Committee chair shall be responsible for setting the agendas for their respective committee meetings.

E. Expectations of Directors

The business and affairs of the Company shall be managed under the direction of the Board in accordance with applicable laws, rules, regulations and listing standards. In performing their

duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company. The Board has developed a number of specific expectations of directors to promote the discharge of this responsibility and the efficient conduct of the Board's business, including, but not limited to, the following items:

1. ***Commitment and Attendance.*** All directors are expected to make every effort to attend all meetings of the Board, meetings of the committees of which they are members and any meeting of stockholders. When applicable, directors are encouraged to attend Board meetings, meetings of committees of which they are members and any meeting of stockholders in person but may also attend such meetings by telephone or video conference.

2. ***Participation in Meetings.*** Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risk, regulations and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.

3. ***Loyalty and Ethics.*** In their roles as directors, all directors owe a duty of loyalty to the Company. Directors must act with integrity in their dealings with and on behalf of the Company and demonstrate a commitment to the Company's values. The Company has adopted the Code, and directors are expected to adhere to the Code.

4. ***Other Directorships and Significant Activities.*** Serving on the Board requires significant time and attention. Directors are expected to spend the time needed and meet as often as necessary to discharge their responsibilities properly. It is expected that, without specific approval from the Board, no director will serve on more than five public company boards (including the Company's Board) and no member of the Audit Committee will serve on more than three public company audit committees (including the Company's Audit Committee) unless the Board (i) determines that such simultaneous service would not impair the ability of such member to effectively serve on the Company's Audit Committee and (ii) discloses such determination either on or through the Company's website or in its annual proxy statement. In addition, directors who also serve as executive officers or in equivalent positions generally should not serve on more than two public company boards (including the Company's Board). Directors should advise the chair of the Nominating and Corporate Governance Committee and the CEO before accepting membership on other boards of directors or other significant commitments involving affiliation with other businesses, non-profit entities or governmental units. Service on boards of other companies must be consistent with the Company's Related Person Transaction Policy and the Code.

5. ***Contact with Management.*** All directors are invited to contact the CEO at any time to discuss any aspect of the Company's business. Directors also have complete access to other members of management. The Board expects that there will be frequent opportunities for directors to meet with the CEO and other members of management in Board and committee meetings and in other formal or informal settings.

6. **Confidentiality.** The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

F. Management Succession Planning

The Board may periodically review a succession plan relating to the CEO and other executive officers that is developed by management and reviewed by the Compensation Committee. The succession plan should include, among other things, an assessment of the experience, performance and skills for possible successors to the CEO. In addition, it is expected that the Board will approve and maintain a process regarding CEO succession in the event of an emergency or other sudden temporary or permanent absence of the CEO.

G. Evaluation of Board Performance

The Board, acting through the Nominating and Corporate Governance Committee, should conduct a self-evaluation at least annually to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee should periodically consider the mix of skills and experience that directors bring to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively.

Each committee of the Board shall conduct a self-evaluation at least annually and report the results to the Board, acting through the Nominating and Corporate Governance Committee.

H. Board Compensation

The form and amount of director compensation will be determined by the Board. The Compensation Committee will review the form and amount of director compensation from time to time and recommend any changes to the Board, as it deems appropriate.

I. Communications with Non-Management Directors

Anyone wishing to communicate with the Board or an individual director may send a written communication to the Board or such individual director c/o Alto Neuroscience, Inc., 369 South San Antonio Road, Los Altos, CA 94022, Attn: Corporate Secretary. Communications from stockholders must set forth:

1. the name and address of the stockholder on whose behalf the communication is sent; and
2. the number and class of shares of the Company that are owned beneficially by such stockholder as of the date of the communication.

The Corporate Secretary will review each communication. The Corporate Secretary will forward such communication to the Board or to any individual director to whom the communication is addressed unless the communication contains advertisements or solicitations or is unduly hostile, threatening or similarly inappropriate, in which case the Corporate Secretary

shall discard the communication.

Effective Date: February 1, 2024