



## ATAIBECKLEY INC.

### COMPENSATION COMMITTEE CHARTER

#### I. Purpose

The purpose of the Compensation Committee (the “*Committee*”) of the board of directors (the “*Board*”) of AtaiBeckley Inc. (the “*Company*”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers and directors.

This Charter shall be posted on the Company’s website.

#### II. Composition

1. *Committee Composition and Independence.* The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (“*Nasdaq*”), except as otherwise permitted by applicable Nasdaq rules, and meet all other applicable independence standards for members of compensation committees, unless otherwise determined by the Board.

2. *Selection and Removal.* Committee members must be appointed and may be removed, with or without cause, by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until their earlier resignation, removal, disqualification or death. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

#### III. Meetings, Procedures and Authority

The Committee will meet as often as necessary to carry out its responsibilities. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws (as may be amended and/or restated from time to time, the “*Bylaws*”) that are applicable to the Committee.

The Committee shall be given full access to the Board, corporate executives and employees, as necessary to carry out these responsibilities.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the Bylaws, the purposes of the Committee, and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

#### **IV. Duties and Responsibilities**

1. *Executive Officer Compensation.* The Committee shall review and recommend for approval by the Board the compensation of the Company's Chief Executive Officer (the "**CEO**") and the Company's other executive officers, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits; and other forms of executive officer compensation. The CEO may not be present during voting or deliberations on his or her compensation.

2. *Director Compensation.* The Committee will periodically review and make recommendations to the Board regarding director compensation .

3. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report, to the extent required under applicable rules and regulations of the U.S. Securities and Exchange Commission.

4. *Reports to the Board.* The Committee must report regularly to the Board regarding the activities of the Committee.

5. *Incentive Compensation and Equity-Based Plans.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements ("**Plans**"). The Committee has full authority to administer the Plans (except to the extent the terms of a Plan require administration by the full Board), and to make grants of cash-based and equity-based awards under the Plans.

6. *Employment Agreements and Severance Plans.* The Committee will review and make recommendations to the Board regarding employment agreements and severance arrangements or plans for the Chief Executive Officer and the Company's other executive officers.

7. *Regulatory Compliance.* The Committee will review regulatory compliance with respect to compensation matters, including overseeing that reasonable efforts are made to structure compensation programs to preserve tax deductibility.

8. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a “Compensation Discussion and Analysis” (“*CD&A*”) in the Company’s Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company’s CD&A and will consider whether it will recommend to the Board that the Company’s CD&A be included in the appropriate filing.

9. *Clawback Policy.* The Committee will administer and oversee the Company’s compliance with the compensation recovery policy required by applicable SEC and Nasdaq rules.

10. *Succession Planning.* The Committee will oversee the Company’s succession planning for the CEO and other executive officer roles.

11. *Human Capital Management.* The Committee will oversee and periodically review with management the Company’s strategies, policies and practices with respect to human capital management and talent development, including with respect to matters such as workplace environment and culture, employee engagement and effectiveness, and talent recruitment, development and retention.

12. *Committee Self-Evaluation.* The Committee will periodically perform an evaluation of its performance.

13. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee (including a subcommittee consisting of a single member) as permitted by applicable law.