

**ATAIBECKLEY INC.****NOMINATION AND CORPORATE GOVERNANCE COMMITTEE CHARTER****I. Purpose**

The purpose of the Nomination and Corporate Governance Committee (the “*Committee*”) of the board of directors (the “*Board*”) of AtaiBeckley Inc. (the “*Company*”) is to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of shareholders, to, develop and recommend to the Board a set of corporate governance guidelines (the “*Corporate Governance Guidelines*”), and oversee the evaluation of the Board and management.

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*”), subject to any available exception.

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 has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

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.

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**

##### *Board and Committee Membership*

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently independent backgrounds who contribute to the mix of experience, backgrounds, qualifications and skills of the Board. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of stockholders.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Corporate Governance Guidelines.

3. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee of the Board.

4. *Board Leadership Structure.* The Committee will periodically review the Board leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company and recommend any proposed changes to the Board.

##### *Corporate Governance and Additional Duties*

5. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines for the Board. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.

6. *Board and Management Evaluations.* The Committee will oversee the periodic self-evaluations of the Board and its committees and the evaluation of management.

7. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's Certificate of Incorporation, Bylaws, Corporate Governance Guidelines and the charters of the Company's other committees.

8. *Environmental and Social Matters.* The Committee will periodically review, as needed, and provide oversight with respect to, the Company's strategy, initiatives, policies and

risks concerning environmental and social matters (with the Compensation Committee having primary responsibility for matters relating to human capital management).

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

10. *Committee Self-Evaluation.* The Committee shall periodically perform an evaluation of its performance.

11. *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.