



ATAI LIFE SCIENCES N.V.

NOMINATING COMMITTEE CHARTER

I. Purpose

The purpose of the Nominating Committee (the “*Committee*”) of the Board of Supervisory Directors (the “*Supervisory Board*”) of ATAI Life Sciences N.V. is to recommend to the Supervisory Board the persons to be nominated for election as members of the Board of Managing Directors (the “*Management Board*”) of the Company and as members of the Supervisory Board at any meeting of shareholders, recommend to the Supervisory Board the members of the Supervisory Board to be appointed to each committee of the Supervisory Board, develop and recommend to the Supervisory Board a set of corporate governance guidelines, and oversee the evaluation of the Supervisory Board, the Management Board and management.

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

II. Composition

1. *Number.* The Committee shall consist of at least two members of the Supervisory Board.

2. *Independence.* Except as otherwise permitted by applicable rules of The Nasdaq Stock Market LLC (“*Nasdaq*”), each member of the Committee shall be an “independent director” as defined by Nasdaq Rule 5605(a)(2). Furthermore, at least half of all Committee members shall be independent within the meaning of the Dutch Corporate Governance Code.

3. *Chair.* Unless the Supervisory Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote of the full Committee membership. Either the Supervisory Board or the Committee may dismiss the Chair, provided that the Committee member so dismissed shall subsequently continue his term of office as a Committee member without having the title of Chair. The Chair shall not be the Chair of the Supervisory Board or a former member of the Company’s Management Board.

4. *Selection and Removal.* Committee members must be appointed and may be removed, with or without cause, by the Supervisory Board.

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 Articles of Association (as may be amended and/or restated from time to time, the “*Articles*”) that are applicable to the Committee. Unless otherwise restricted by the Articles, all meetings of the

Committee may be held telephonically or via other electronic means. In addition, unless otherwise restricted by the Articles, the Committee may act by unanimous written consent in lieu of a meeting.

The Committee shall be given full access to the Supervisory 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 candidates for nomination, 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 purposes of the Committee, the Company's Articles 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

Management Board, Supervisory Board and Committee Membership

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Supervisory Board and the Management Board and ensure that the Supervisory Board and the Management Board have the requisite mix of backgrounds and expertise. The Committee will also recommend to the Supervisory Board the nominees for election to the Supervisory Board and the Management Board at the next annual meeting of shareholders.

2. *Criteria for Selecting Members for Nomination.* The criteria to be used by the Committee in recommending members of the Supervisory Board and/or Management Board are as set forth in the Company's Rules of the Board of Supervisory Directors and Rules of the Board of Managing Directors, respectively.

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

Corporate Governance and Additional Duties

4. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Supervisory Board the Corporate Governance Guidelines for the Supervisory 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 Supervisory

Board for approval. The Committee may recommend to the Management Board amendments to the Corporate Governance Guidelines for the Management 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 Management Board, subject to approval by the Supervisory Board.

5. *Supervisory Board and Management Evaluations.* The Committee will oversee the annual self-evaluations of the Supervisory Board, the Management Board and management.

6. *Other Corporate Governance Matters.* The Committee may make recommendations to the Supervisory Board regarding governance matters, including, but not limited to, the Company's Articles, corporate governance guidelines and the charters of the Company's other committees.

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

8. *Committee Self-Evaluation.* The Committee shall annually perform an evaluation of its performance.

9. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Supervisory 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.

VII. Amendments and Deviations

Pursuant to a resolution to that effect, the Supervisory Board may amend or supplement this charter and allow temporary deviations from this charter, subject to ongoing compliance with Nasdaq requirements, SEC rules and any applicable laws and regulations.

VIII. Governing Law and Jurisdiction

This Charter shall be governed by and shall be construed in accordance with the laws of the Netherlands. Any dispute arising in connection with this charter shall be submitted to the exclusive jurisdiction of the competent court in Amsterdam, the Netherlands.