

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No. __)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

ATAI LIFE SCIENCES N.V.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
-
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NOTICE AND PROXY STATEMENT

Annual Meeting of Shareholders

Meeting Date, Time and Location:

May 16, 2023

6:00 p.m. (Central European Summer Time)

Dentons Europe LLP

Gustav Mahlerplein 2

Amsterdam 1082 MA, The Netherlands



April [], 2023

Dear Shareholders:

You are cordially invited to attend the 2023 Annual General Meeting of Shareholders of ATAI Life Sciences N.V. at 6:00 p.m. (Central European Summer Time) on Tuesday, May 16, 2023. Our Annual General Meeting will be a “hybrid” meeting of shareholders, meaning that you may attend the meeting either via the Internet at www.virtualshareholdermeeting.com/ATAI2023 by following the instructions set forth below or in person in Amsterdam, The Netherlands. We believe this virtual attendance alternative enables increased shareholder participation from locations around the world. We recommend that you log in a few minutes before the meeting to ensure you are logged in when the meeting starts.

You may attend the meeting either virtually, by visiting www.virtualshareholdermeeting.com/ATAI2023 and entering your 16-digit control number, or in person at Dentons Europe LLP, Gustav Mahlerplein 2, Amsterdam 1082 MA, The Netherlands. If you choose to attend the Annual General Meeting online, you may submit your questions up to 72 hours in advance of the meeting by visiting www.proxyvote.com and entering your 16-digit control number. You will be able to submit follow-up questions during the meeting pertaining to the same subject matter of your questions submitted in advance of the meeting by visiting www.virtualshareholdermeeting.com/ATAI2023 and entering your 16-digit control number.

The Notice of Meeting and Proxy Statement that accompany this letter provide instructions regarding how to virtually attend the Annual General Meeting and describe the matters to be voted on at the Annual General Meeting. If you would like to attend the Annual General Meeting, you must inform us by e-mail (addressed to annualmeeting@atai.life) or in writing (addressed to ATAI Life Sciences N.V., Corporate Secretary, Wallstraße 16, 10179 Berlin, Germany) no later than 5:00 p.m. (Central European Summer Time) on May 14, 2023. Please see the section called “Who Can Attend the Annual General Meeting?” on page 5 of the accompanying proxy statement for more information about how to attend the meeting.

Whether or not you plan to attend the Annual General Meeting virtually or in person, please carefully review the accompanying materials and take time to cast your vote as it is important that your shares be represented and voted at the Annual General Meeting. Therefore, I urge you to promptly submit your proxy by phone, via the Internet, or by signing, dating and returning the enclosed proxy card in the enclosed envelope, which will require no postage if mailed in the United States, or by email (addressed to annualmeeting@atai.life). Further instructions will be contained on the proxy card. If you decide to attend the Annual General Meeting, you will be able to vote online or in person, even if you have previously submitted your proxy.

Thank you for your support.

Sincerely,

Christian Angermayer

Chairman

Florian Brand

Chief Executive Officer

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This proxy statement contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). All statements contained in this proxy statement, other than statements of historical fact, should be considered forward-looking statements. The words “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect,” “could,” “would,” “project,” “plan,” “potentially,” “preliminary,” “likely,” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs. These forward-looking statements are subject to a number of important factors that could cause actual results to differ materially from those in the forward looking statements, including the risks, uncertainties, and assumptions described in the section titled “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022.

Any forward-looking statements made herein speak only as of the date of this proxy statement, and you should not rely on forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, performance or achievements reflected in the forward-looking statements will be achieved or will occur. Except as required by applicable law, we undertake no obligation to update any of these forward-looking statements for any reason after the date of this proxy statement or to conform these statements to actual results or revised expectations.



**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
To Be Held Tuesday, May 16, 2023**

The Annual General Meeting of Shareholders (the “Annual General Meeting”) of ATAI Life Sciences N.V., a public limited liability company (*naamloze vennootschap*) incorporated under the laws of the Netherlands (the “Company”), will be held at 6:00 p.m. (Central European Summer Time) on Tuesday, May 16, 2023. Our Annual General Meeting will be a “hybrid” meeting of shareholders, meaning that you may attend the meeting either via the Internet at www.virtualshareholdermeeting.com/ATAI2023 by following the instructions set forth below or in person in Amsterdam, The Netherlands. We believe this virtual attendance alternative enables increased shareholder participation from locations around the world. In addition, the online format allows us to communicate more effectively via a pre-meeting forum that you can enter by visiting www.proxyvote.com and entering your 16-digit control number included on your proxy card or on the instructions that accompanied your proxy materials. We recommend that you log in a few minutes before the meeting to ensure you are logged in when the meeting starts.

Shareholders may attend the meeting either virtually, by visiting www.virtualshareholdermeeting.com/ATAI2023 and entering your 16-digit control number, or in person at Dentons Europe LLP, Gustav Mahlerplein 2, Amsterdam 1082 MA, The Netherlands. If you choose to attend the Annual General Meeting online, you may submit your questions up to 72 hours in advance of the meeting by visiting www.proxyvote.com and entering your 16-digit control number. Also, you will be able to submit follow-up questions during the meeting pertaining to the same subject matter of your questions submitted in advance of the meeting by visiting www.virtualshareholdermeeting.com/ATAI2023 and entering your 16-digit control number.

The agenda for the Annual General Meeting is as follows:

1. Opening
2. Discussion of the Dutch statutory report over fiscal year 2022 (*discussion item*)
3. Adoption of the Dutch statutory annual accounts over fiscal year 2022 (*voting item*)
4. Explanation of the dividend and reservation policy (*discussion item*)
5. Appointment of Deloitte & Touche LLP (and its Dutch offices/entity) as our external auditor for fiscal year 2023 (*voting item*)
6. Release of each member of our board of supervisory directors and board of managing directors from liability for the exercise of their duties during fiscal year 2022 (*voting item*)
7. Re-appointment of Sabrina Martucci Johnson as a supervisory director (*voting item*)
8. Re-appointment of Amir Kalali as a supervisory director (*voting item*)
9. Re-appointment of Andrea Heslin Smiley as a supervisory director (*voting item*)
10. Extension of the authorization of our management board to issue shares and grant rights to subscribe for shares (*voting item*)
11. Extension of the authorization of our management board to limit and exclude pre-emption rights (*voting item*)
12. Extension of the authorization of our management board to acquire shares (or depositary receipts for such shares) in our capital (*voting item*)
13. Closing

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No business shall be voted on at the Annual General Meeting, except such items as included in the above-mentioned agenda.

The record date for the Annual General Meeting in respect of our common shares is April 18, 2023 (the “Record Date”). Those who are holders of our common shares in the capital, or who otherwise have voting rights and/or meeting rights with respect to our common shares, on the Record Date, provided that they are recorded as such in the register maintained by our U.S. transfer agent, may virtually attend and, if relevant, vote prior to the Annual General Meeting (the “Persons with Meeting Rights”).

Persons with Meeting Rights who wish to attend the Annual General Meeting, virtually or in person, or be represented by proxy, must notify us of their identity and intention to attend the Annual General Meeting by e-mail (addressed to annualmeeting@atai.life) or in writing (addressed to ATAI Life Sciences N.V., Corporate Secretary, Wallstraße 16, 10179 Berlin, Germany). This notice must be received by us no later than 5:00 p.m. (Central European Summer Time) on May 14, 2023. Persons with Meeting Rights who have not complied with this requirement may be refused attendance at the Annual General Meeting. Persons with Meeting Rights may have themselves represented at the Annual General Meeting through the use of a written or electronically recorded proxy. Proxyholders who wish to attend the Annual General Meeting should present a copy of their proxy upon entry to the Annual General Meeting, failing which the proxyholder concerned may be refused entry to the Annual General Meeting. A proxy form for this purpose can be downloaded from our website (www.atai.life).

It is important that your shares be represented, regardless of the number of shares you may hold. We urge you vote your shares or to submit your proxy. Proxies may be submitted up until 5:59 a.m. Central European Summer Time on May 16, 2023 (the “Cut-off Time”) via a toll-free telephone number (call 1-800-690-6903) or over the Internet (visit www.proxyvote.com), as described in further detail in the enclosed materials, or by signing, dating and mailing the proxy card in the enclosed return envelope or emailing the signed and dated proxy card to annualmeeting@atai.life. Voting your shares or submitting your proxy, as applicable, will be important for the presence of a quorum at the Annual General Meeting and will save us the expense of further solicitation. Submitting a proxy will not prevent you from voting your shares at the Annual General Meeting if you desire to do so, as your proxy is revocable at your option.

By Order of the Board of Supervisory Directors

Ryan Barrett
General Counsel and Corporate Secretary

Berlin, Germany
April [], 2023

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE SHAREHOLDER MEETING TO BE HELD ON TUESDAY, MAY 16, 2023**

This Proxy Statement and the Annual Report on Form 10-K are available at <http://www.proxyvote.com/>



PROXY STATEMENT

This proxy statement is furnished in connection with the solicitation by the board of supervisory directors of ATAI Life Sciences N.V. of proxies to be voted in respect of our Annual General Meeting of Shareholders to be held at 6:00 p.m. (Central European Summer Time) on Tuesday, May 16, 2023 (the “Annual General Meeting”). Our Annual General Meeting will be a “hybrid” meeting of shareholders, meaning that you may attend the meeting either via the Internet at www.virtualshareholdermeeting.com/ATAI2023 by following the instructions set forth below or in person in Amsterdam, The Netherlands. We believe this virtual attendance alternative enables increased shareholder participation from locations around the world. In addition, the online format allows us to communicate more effectively via a pre-meeting forum that you can enter by visiting www.proxyvote.com and entering your 16-digit control number included on your proxy card or on the instructions that accompanied your proxy materials. We recommend that you log in a few minutes before the meeting to ensure you are logged in when the meeting starts.

You may attend the meeting either virtually, by visiting www.virtualshareholdermeeting.com/ATAI2023 and entering your 16-digit control number, or in person at Dentons Europe LLP, Gustav Mahlerplein 2, Amsterdam 1082 MA, The Netherlands. If you choose to attend the Annual General Meeting virtually, you may submit your questions up to 72 hours in advance of the meeting by visiting www.proxyvote.com and entering your 16-digit control number. You will be able to submit follow-up questions during the meeting pertaining to the same subject matter of your questions submitted in advance of the meeting by visiting www.virtualshareholdermeeting.com/ATAI2023 and entering your 16-digit control number.

The record date for the Annual General Meeting in respect of our common shares is April 18, 2023 (the “Record Date”). Those who are holders of our common shares, or who otherwise have voting rights and/or meeting rights with respect to our common shares, on the Record Date, provided that they are recorded as such in the register maintained by our U.S. transfer agent, may virtually attend and, if relevant, vote prior to the Annual General Meeting (the “Persons with Meeting Rights”). As of April 18, 2023, there were approximately [] common shares outstanding. Each common share is entitled to one vote on any matter presented at the Annual General Meeting as a voting item.

This proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 (the “Annual Report on Form 10-K”) will be mailed on or about April [], 2023 to our shareholders of record as of the close of business on the Record Date.

Our principal executive offices are located at Wallstraße 16, 10179 Berlin, Germany. In this proxy statement, “atai”, “Company”, “we”, “us” and “our” refer to ATAI Life Sciences N.V.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE SHAREHOLDER MEETING TO BE HELD ON TUESDAY, MAY 16, 2023**

This Proxy Statement and the Annual Report on Form 10-K are available at <http://www.proxyvote.com/>

Proposals

At the Annual General Meeting, each of the following proposals (the “Proposals”) will be on the agenda as a voting item:

1. Adoption of the Dutch statutory annual accounts over fiscal year 2022;
2. Appointment of Deloitte & Touche LLP (and its Dutch offices/entity) as our external auditor for fiscal year 2023;
3. Release of each member of our board of supervisory directors and board of managing directors from liability for the exercise of their duties during fiscal year 2022;
4. Re-appointment of Sabrina Martucci Johnson as a supervisory director;
5. Re-appointment of Amir Kalali as a supervisory director;
6. Re-appointment of Andrea Heslin Smiley as a supervisory director;
7. Extension of the authorization of our management board to issue shares and grant rights to subscribe for shares;
8. Extension of the authorization of our management board to limit and exclude pre-emption rights; and
9. Extension of the authorization of our management board to acquire shares (or depositary receipts for such shares) in our capital.

No business shall be voted on at the Annual General Meeting, except for the Proposals.

Recommendations of the Supervisory Board

The supervisory board recommends that you vote your shares FOR each Proposal. If you properly submit your proxy, your common shares will be voted on your behalf as you direct. If not otherwise specified, the common shares represented by the proxies received prior to 5:59 a.m. (Central European Summer Time) on May 16, 2023 (the “Cut-off Time”) will be voted FOR each Proposal.

Information About This Proxy Statement

Why you received this proxy statement. You have received these proxy materials because atai’s supervisory board is soliciting your proxy to vote your shares at the Annual General Meeting. This proxy statement includes information that we are required to provide to you under the rules of the SEC and that is designed to assist you in voting your shares.

Proxy Card. Instructions regarding how you can vote are contained on the proxy card included with these materials.

Householding. The SEC’s rules permit us to deliver a single set of proxy materials to one address shared by two or more of our shareholders. This delivery method is referred to as “householding” and can result in significant cost savings. To take advantage of this opportunity, we have delivered only one set of proxy materials to multiple shareholders who share an address, unless we received contrary instructions from the impacted shareholders prior to the mailing date. We agree to deliver promptly, upon written or oral request, a separate copy of the proxy materials, as requested, to any shareholder at the shared address to which a single copy of those documents was delivered. If you prefer to receive separate copies of the proxy statement or annual report, contact Broadridge Financial Solutions, Inc. by calling 1-866-540-7095 or in writing at 51 Mercedes Way, Edgewood, New York 11717, Attention: Householding Department. In addition, if you currently are a shareholder who shares an address with another shareholder and would like to receive only one copy of future notices and proxy materials for your household, you may notify your broker if your shares are held in a brokerage account or you may notify us if you hold registered shares. Registered shareholders may notify us by contacting Broadridge Financial Solutions, Inc. at the above telephone number or address.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL GENERAL MEETING

Who is entitled to vote prior to the Annual General Meeting?

The Record Date for the Annual General Meeting is April 18, 2023. Persons with Meeting Rights (*i.e.*, holders of common shares or who otherwise have voting rights and/or meeting rights with respect to common shares on the Record Date, provided that they are recorded as such in the register maintained by our U.S. transfer agent) may attend and vote at the Annual General Meeting. Each outstanding common share is entitled to one vote on all matters presented at the Annual General Meeting as voting items. At the close of business on April 18, 2023, there were approximately [] common shares outstanding.

What is the difference between being a “record holder” and holding shares in “street name”?

A record holder holds shares in his or her name. Shares held in “street name” means shares that are held in the name of a bank or broker on a person’s behalf.

Am I entitled to vote if my shares are held in “street name”?

Yes. If your shares are held by a bank or a brokerage firm, you are considered the “beneficial owner” of those shares held in “street name.” If your shares are held in street name, these proxy materials will be provided to you by your bank or brokerage firm, along with a voting instruction card. As the beneficial owner, you have the right to direct your bank or brokerage firm how to vote your shares, and the bank or brokerage firm is required to vote your shares in accordance with your instructions. If your shares are held in street name, you may not be able to vote your shares during the Annual General Meeting unless you obtain a legal proxy from your bank or brokerage firm.

How many shares must be present to hold the Annual General Meeting?

A quorum must be present at the Annual General Meeting for any proposal to be voted on. At the Annual General Meeting, at least one-third of the Company’s issued and outstanding common shares must be present or represented in order to constitute a quorum for Proposals 1 through 9.

Where and when will the Annual General Meeting be held?

The Annual General Meeting will be held at 6:00 p.m. (Central European Summer Time) on Tuesday, May 16, 2023. Shareholders may attend the meeting either virtually, by visiting www.virtualshareholdermeeting.com/ATAI2023 and entering your 16-digit control number included on your proxy card or on the instructions that accompanied your proxy materials, or in person at Dentons Europe LLP, Gustav Mahlerplein 2, Amsterdam 1082 MA, The Netherlands.

Who can attend the Annual General Meeting?

You may attend the Annual General Meeting if you are a Person with Meeting Rights (see above under “Who is entitled to vote prior to the Annual General Meeting”), or if you hold a valid proxy from a Person with Meeting Rights for the Annual General Meeting. If you would like to attend the Annual General Meeting, or be represented by proxy, you must notify us by e-mail (addressed to annualmeeting@atai.life) or in writing (addressed to ATAI Life Sciences N.V., Corporate Secretary, Wallstraße 16, 10179 Berlin, Germany) of your identity and intention to attend the Annual General Meeting. This notice must be received by us no later than 5:00 p.m. (Central European Summer Time) on May 14, 2023. If you do not comply with this requirement, you may be refused attendance of the Annual General Meeting.

Proxyholders who wish to attend the Annual General Meeting should also present a copy of their proxy by e-mail (addressed to annualmeeting@atai.life) or in writing (addressed to ATAI Life Sciences N.V., Corporate Secretary, Wallstraße 16, 10179 Berlin, Germany) prior to the Cut-off Time, failing which the proxyholder concerned may be refused attendance of the Annual General Meeting.

If your bank or broker holds your shares in street name, you may also be required to provide proof of beneficial ownership of our common shares on the Record Date, such as a bank or brokerage statement or a letter from your bank or broker showing that you owned our common shares at the close of business on the Record Date.

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You may virtually attend and participate in the Annual General Meeting by visiting www.virtualshareholdermeeting.com/ATAI2023. The meeting webcast will begin promptly at 6:00 p.m. (Central European Summer Time). We encourage you to access the meeting prior to the start time. Online check-in will begin at 5:55 p.m. (Central European Summer Time), and you should allow ample time for the check-in procedures. To virtually attend and participate in the Annual General Meeting, you will need the 16-digit control number included on your proxy card or on the instructions that accompanied your proxy materials. If your bank or broker holds your shares in street name, you should contact your bank or broker to obtain your 16-digit control number. If you lose your 16-digit control number, you may join the Annual General Meeting as a “Guest” but you will not be able to ask questions.

What if during the check-in time or during the Annual General Meeting I have technical difficulties or trouble accessing the virtual meeting website?

We will have IT personnel ready to assist you with any technical difficulties you may have accessing the virtual meeting website. If you encounter any difficulties accessing the virtual meeting website during the check-in or meeting time, please call the technical support number that will be posted on the Annual General Meeting login page.

Will ATAI’s supervisory directors attend the Annual General Meeting?

Yes, our supervisory directors are expected to attend the Annual General Meeting. In light of the fact that we will be holding a hybrid Annual General Meeting this year, we expect that some or all of our supervisory directors may virtually attend the Annual General Meeting.

What if a quorum is not present at the Annual General Meeting?

If the requisite quorum (see above under “How many shares must be present to hold the Annual General Meeting”) is not present, then the Annual General Meeting cannot validly pass any of the voting items on the agenda for the Annual General Meeting and a new meeting shall be convened in accordance with applicable law.

What does it mean if I receive more than one set of proxy materials?

It means that your common shares are held in more than one account at the transfer agent and/or with banks or brokers. Please vote all of your shares. To ensure that all of your shares are voted, for each set of proxy materials please submit your proxy by phone, via the Internet, by signing, dating and returning the enclosed proxy card in the enclosed envelope or via email.

How do I vote?

Shareholders of Record – If you are a shareholder of record, you have the right to vote online or in person at the Annual General Meeting or you may appoint a proxy to vote on your behalf. All proxies must be received no later than the Cut-off Time. There are four ways to vote by proxy:

- by Telephone — You can vote by telephone by calling 1-800-690-6903 and following the instructions on the proxy card;
- by Internet — You can vote over the Internet at www.proxyvote.com by following the instructions on the proxy card;
- by Mail — You can vote by mail by signing, dating and mailing the proxy card; or
- by Email — You can vote by email by signing, dating and emailing the proxy card to annualmeeting@atai.life.

Telephone and Internet voting facilities will be available 24 hours a day and will close at the Cut-off Time.

Submitting a proxy will not prevent you from voting your shares at the Annual General Meeting if you desire to do so, as your proxy is revocable at your option.

Beneficial Owners of Shares Held in “Street Name” – If your shares are held in street name through a bank or broker, you will receive instructions on how to vote from your bank or broker. You must follow their instructions in order for your shares to be voted. Telephone and Internet voting also may be offered to shareholders owning shares through certain banks and brokers.

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If your shares are held in street name and you would like to vote your shares in person at the Annual General Meeting, you should contact your bank or broker to obtain a legal proxy, bring it to the Annual General Meeting in order to vote and notify us in writing of your identity and intention to attend the Annual General Meeting (see above under “Who can attend the Annual General Meeting?”).

Can I change my vote after I submit my proxy?

Yes. You may revoke your submitted proxy and change your vote prior to the time of voting at the Annual General Meeting by:

- submitting a duly executed proxy bearing a later date;
- by granting a subsequent proxy through the Internet or telephone; or
- revoking your proxy by voting at the Annual General Meeting.

Your most recent proxy card or telephone or Internet proxy is the one that will be counted. You may also attend the Annual General Meeting in person and revoke your proxy at the meeting or grant a separate proxy in writing to a representative who may attend the Annual General Meeting in person and revoke your prior proxy at the meeting on your behalf.

If your shares are held in street name, you may change or revoke your voting instructions by following the specific directions provided to you by your bank or broker, or you may vote in person at the Annual General Meeting by obtaining a legal proxy from your bank or broker, bringing your legal proxy to the Annual General Meeting in order to vote and notifying the Company in writing of your identity and intention to attend the Annual General Meeting (see above under “Who can attend the Annual General Meeting?”).

What if I do not specify how my shares are to be voted?

If you submit a proxy prior to the Cut-Off Time but do not indicate any voting instructions, the persons named as proxies will vote in accordance with the recommendations of the supervisory board. The supervisory board’s recommendations are indicated on page 4 of this proxy statement, as well as with the description of each proposal in this proxy statement.

Who will count the votes?

Broadridge Financial Solutions, Inc. will tabulate the votes submitted by proxy prior to the Cut-off Time as described in this proxy statement. This tabulation will be provided to the Company. Votes cast at the Annual General Meeting by Persons with Meeting Rights attending in person shall be tabulated by a civil law notary of Dentons Europe LLP, our Dutch legal counsel (or a substitute).

Will any other business be conducted at the Annual General Meeting?

No business shall be voted on at the Annual General Meeting, except such items as included in the agenda for the meeting included on page 4 of this proxy statement.

How many votes are required for the approval of the proposals to be voted upon?

Other than the proposals to re-appoint Sabrina Martucci Johnson, Amir Kalali and Andrea Heslin Smiley, each voting item on the agenda for the Annual General Meeting requires the affirmative vote of a simple majority of the valid votes cast. Proposals 4 through 6 to re-appoint Ms. Johnson, Dr. Kalali and Ms. Smiley, respectively, are based on a binding nomination proposed by the supervisory board. The proposed candidate specified in a binding nomination shall be appointed provided that the requisite quorum is present or represented at the Annual General Meeting, unless the nomination is overruled by the Annual General Meeting, which would result if at least a two-thirds of the votes cast, representing more than half of the Company’s issued share capital, vote against the re-appointment.

What is an abstention and how will abstentions be treated?

An “abstention” represents a shareholder’s affirmative choice to decline to vote on a proposal. Under Dutch law and our articles of association, shares abstaining from voting will not count as votes cast at the Annual General Meeting, but will count as shares present and entitled to vote for purposes of determining a quorum. Abstentions have no effect on the proposals.

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How many votes do I have?

Each shareholder present in person, virtually or by proxy or, in the case of a corporation, by a duly authorized representative, has one vote for each share held by the shareholder.

What are broker non-votes and do they count for determining a quorum?

Generally, broker non-votes occur when shares held by a broker in “street name” for a beneficial owner are not voted with respect to a particular proposal because the broker has not received voting instructions from the beneficial owner and lacks discretionary voting power to vote those shares. A broker is entitled to vote shares held for a beneficial owner on routine matters, such as the appointment of our independent registered public accounting firm, without instructions from the beneficial owner of those shares, in which case your shares will count for purposes of determining whether a quorum is present. On the other hand, absent instructions from the beneficial owner of such shares, a broker is not entitled to vote shares held for a beneficial owner on non-routine matters, such as the appointment of directors. Broker non-votes have no effect on the proposals and do not count for purposes of determining whether a quorum is present or for the purpose of determining the number of votes cast. We do not expect any broker non-votes in connection with Proposal 2.

How do we solicit proxies?

We will solicit proxies and will bear the entire cost of this solicitation. The initial solicitation of proxies may be supplemented by additional mail communications and by telephone, fax, email, Internet and personal solicitation by our supervisory directors, managing directors or other employees. No additional compensation for soliciting proxies will be paid to our supervisory directors, managing directors or other employees for their proxy solicitation efforts.

Where can I find the voting results of the annual general meeting?

We plan to announce whether the Proposals have passed at the Annual General Meeting and we will report the final voting results in a Current Report on Form 8-K, which we intend to file with the SEC after the Annual General Meeting.

PROPOSAL 1
ADOPTION OF DUTCH STATUTORY ANNUAL ACCOUNTS OVER FISCAL YEAR 2022

The Annual General Meeting, as required under Dutch law, will be asked to adopt our Dutch statutory annual accounts over fiscal year 2022, which are comprised of our company annual accounts and consolidated annual accounts. This approval also extends to the approval of the use of the English language for the line items in our Dutch statutory annual accounts and the preparation of our annual reports (for this and other fiscal years).

Our Dutch statutory consolidated annual accounts are prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS”) and are different from the consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2022 that were prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”) and filed with the SEC. The Dutch statutory annual accounts contain some disclosures that are not required under U.S. GAAP and not contained in our Annual Report on Form 10-K. The adoption of the Dutch statutory annual accounts will also mean that the result for the applicable financial year is allocated in the manner stipulated therein.

A copy of our Dutch statutory annual accounts over fiscal year 2022 will be included in our Dutch statutory annual report over fiscal year 2022, which will be made available on our website at www.atai.life and at our offices located at Wallstraße 16, 10179 Berlin, Germany, no later than the 15th day prior to the day of the Annual General Meeting.

Vote Required

This proposal requires a simple majority of votes cast in favor of the proposal. Abstentions and broker non-votes are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote on this proposal.

Recommendation of the Supervisory Board

The supervisory board unanimously recommends a vote FOR the adoption of our Dutch statutory annual accounts over fiscal year 2022.

PROPOSAL 2

APPOINTMENT OF DELOITTE & TOUCHE LLP (AND ITS DUTCH OFFICES/ENTITY) AS OUR EXTERNAL AUDITOR FOR FISCAL YEAR 2023

Pursuant to Dutch law, our general meeting of shareholders is authorized to appoint an auditor to audit our Dutch annual report, including our statutory annual accounts. Upon the recommendation of the audit committee of our supervisory board, our supervisory board proposes to appoint and instruct Deloitte & Touche LLP to serve as our external auditor who will audit our Dutch annual report and Dutch statutory annual accounts to be prepared in accordance with Dutch law for fiscal year 2023.

A representative of Deloitte & Touche LLP is expected to virtually attend the Annual General Meeting and to have an opportunity to make a statement and be available to respond to appropriate questions from shareholders.

Vote Required

This proposal requires a simple majority of votes cast in favor of the proposal. Abstentions and broker non-votes are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote on this proposal.

Recommendation of the Supervisory Board

The supervisory board unanimously recommends a vote FOR appointment of Deloitte & Touche LLP (and its Dutch offices/entity) as our external auditor for fiscal year 2023.

PROPOSAL 3

RELEASE OF EACH MEMBER OF OUR BOARD OF SUPERVISORY DIRECTORS AND OUR BOARD OF MANAGING DIRECTORS FROM LIABILITY FOR THE EXERCISE OF THEIR DUTIES DURING FISCAL YEAR 2022

As is customary for companies organized under Dutch law, the Annual General Meeting will be asked to release each member of our board of supervisory directors and our board of managing directors in office during fiscal year 2022 from liability with respect to the exercise of their respective duties during that year.

The scope of this release from liability extends to the exercise of the respective duties of our supervisory and managing board members insofar as these are reflected in our Dutch statutory annual report over fiscal year 2022, our Dutch statutory annual accounts over fiscal year 2022 or in our other public disclosures.

Vote Required

This proposal requires a simple majority of votes cast in favor of the proposal. Abstentions and broker non-votes are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote on this proposal.

Recommendation of the Supervisory Board

The supervisory board unanimously recommends a vote FOR the release of each member of our board of supervisory directors and our board of managing directors from liability for the exercise of their duties during fiscal year 2022.

PROPOSAL 4

RE-APPOINTMENT OF SABRINA MARTUCCI JOHNSON AS A SUPERVISORY DIRECTOR

The supervisory board has made a binding nomination to re-appoint Sabrina Martucci Johnson as a supervisory director for a period ending at the end of the annual general meeting of shareholders of the Company to be held in 2026.

Sabrina Martucci Johnson, age 56, founded Daré Bioscience, Inc., a public biopharmaceutical company engaged in the development of novel therapies that expand treatment options for women, and has served on the board of directors and as Chief Executive Officer since 2015. From January 2018 to April 2022, Ms. Johnson served on the board of directors of Aethlon Medical, Inc., a public company developing immunotherapeutic technologies to combat infectious disease and cancer, and as a member of its Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee. Ms. Johnson received a Master of International Management degree from the American Graduate School of International Management, an MSc. in biochemical engineering from University College London and a BSc. in biomedical engineering from Tulane University. We believe that Ms. Johnson is qualified to serve on our supervisory board because of her experience in building successful companies and launching innovative products into specialty markets.

Vote Required

The proposal to re-appoint Ms. Johnson as a supervisory director is based on a binding nomination proposed by the supervisory board. Consequently, Ms. Johnson shall be re-appointed provided that the requisite quorum is present or represented at the Annual General Meeting, unless the nomination is overruled by the Annual General Meeting, which would result if at least two-thirds of the votes cast, representing more than half of the Company's issued share capital, vote against the re-appointment. Abstentions and broker non-votes are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote on this proposal.

Recommendation of the Supervisory Board

The supervisory board unanimously recommends a vote FOR the re-appointment of Sabrina Martucci Johnson as a supervisory director.

PROPOSAL 5
RE-APPOINTMENT OF AMIR KALALI AS A SUPERVISORY DIRECTOR

The supervisory board has made a binding nomination to re-appoint Amir Kalali as a supervisory director for a period ending at the end of the annual general meeting of shareholders of the Company to be held in 2026.

Amir Kalali, M.D., age 57, is the Co-Chair of the Decentralized Trials and Research Alliance since 2020 and Founding Chairman and Chief Curator of the CNS Summit, a forum focused on the future of life sciences, since 2011. He is also the Founding Chairman and sits on the Executive Committee of the International Society for CNS Drug Development, an independent non-profit focused on improving central nervous system drug development, founded in 2022. In addition, Dr. Kalali is a Professor of Psychiatry at the University of California San Diego and Editor of the journal *Innovations in Clinical Neuroscience*. He previously served as the Global Head of the Neuroscience Center of Excellence at IQVIA (formerly Quintiles and IMS Health, Inc.), a publicly traded health information technology company, from 1997 to 2017. From January 2004 to January 2011, Dr. Kalali served as a member of the board of directors, as well as the Compensation Committee and Nominating Committee, of Cypress Bioscience, a public pharmaceutical company. Dr. Kalali received his M.D. from University College London and his MRCPsych from the Royal College of Psychiatrists. We believe that Dr. Kalali is qualified to serve on our supervisory board because of his more than 20 years of experience in the life sciences and technology fields, as well as his involvement in numerous drug development programs.

Vote Required

The proposal to re-appoint Dr. Kalali as a supervisory director is based on a binding nomination proposed by the supervisory board. Consequently, Dr. Kalali shall be re-appointed provided that the requisite quorum is present or represented at the Annual General Meeting, unless the nomination is overruled by the Annual General Meeting, which would result if at least two-thirds of the votes cast, representing more than half of the Company's issued share capital, vote against the re-appointment. Abstentions and broker non-votes are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote on this proposal.

Recommendation of the Supervisory Board

The supervisory board unanimously recommends a vote FOR the re-appointment of Amir Kalali as a supervisory director.

PROPOSAL 6
RE-APPOINTMENT OF ANDREA HESLIN SMILEY AS A SUPERVISORY DIRECTOR

The supervisory board has made a binding nomination to re-appoint Andrea Heslin Smiley as a supervisory director for a period ending at the end of the annual general meeting of shareholders of the Company to be held in 2026.

Andrea Heslin Smiley, age 55, has served in various roles at VMS Biomarketing, Inc., or VMS, since 2008, most recently as President and Chief Executive Officer since January 2011. Prior to joining VMS, from 1996 to 2008, Ms. Smiley served in various roles at Eli Lilly and Company, most recently as Vice President, Osteoporosis Business Unit. Ms. Smiley currently serves as a director and member of the Audit Committee of Rockwell Medical, Inc., a public biopharmaceutical company, and as a director of Agent Capital LLC. Ms. Smiley previously served as a director of Assertio Therapeutics, Inc., a public commercial pharmaceutical company, from May 2020 to January 2021, and Zyla Life Sciences, a public specialty commercial pharmaceutical company, from January 2017 to May 2020, where she was also the Chair of the Nominating and Governance Committee and a member of the Audit Committee. We believe that Ms. Smiley is qualified to serve on our supervisory board because of her more than 25 years of commercialization and management experience in the biopharmaceutical industry in both public and private companies.

Vote Required

The proposal to re-appoint Ms. Smiley as a supervisory director is based on a binding nomination proposed by the supervisory board. Consequently, Ms. Smiley shall be re-appointed provided that the requisite quorum is present or represented at the Annual General Meeting, unless the nomination is overruled by the Annual General Meeting, which would result if at least two-thirds of the votes cast, representing more than half of the Company’s issued share capital, vote against the re-appointment. Abstentions and broker non-votes are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote on this proposal.

Recommendation of the Supervisory Board

The supervisory board unanimously recommends a vote FOR the re-appointment of Andrea Heslin Smiley as a supervisory director.

Our Board of Supervisory Directors

Our supervisory board (*raad van commissarissen*) is composed of six members, whom we refer to as our supervisory directors. Each supervisory director holds office for the term set by our general meeting (as set forth in the table below), or until his or her earlier death, resignation or removal. Our supervisory directors do not have a retirement age requirement under our articles of association.

The following table sets forth the names and functions of our supervisory directors, their ages, term served and the year of expiration of their term as supervisory directors:

Name	Age	Year Current Term Began	Year in which Term Expires	Function
Christian Angermayer	45	2021	2024	Supervisory Director (Chairman)
Michael Auerbach	47	2022	2025	Supervisory Director
Jason Camm	34	2022	2025	Supervisory Director
Sabrina Martucci Johnson	56	2021	2023	Supervisory Director
Amir Kalali, M.D.	57	2021	2023	Supervisory Director
Andrea Heslin Smiley	55	2021	2023	Supervisory Director

Nominees for Election at the 2023 Annual General Meeting for Terms Expiring in 2026 (see Proposals 4 through 6)

Biographical information for Ms. Johnson, Dr. Kalali, and Ms. Smiley, each a nominee for election at the 2023 Annual General Meeting, is set forth under Proposals 4, 5 and 6, respectively.

Continuing Supervisory Directors with Terms Expiring in 2024

Christian Angermayer is the founder of Apeiron Investment Group Ltd., which he founded in 2012. Mr. Angermayer is also the founder of Presight Capital Management Company, L.L.C. and has served as General

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Partner since 2019. Mr. Angermayer also serves on the board of directors of several private companies, including, since 2019, Cambrian Biopharma, Inc. and Rejuveron Life Sciences AG. We believe that Mr. Angermayer is qualified to serve on our supervisory board because of his extensive finance and life sciences industry experience.

Continuing Supervisory Directors with Terms Expiring in 2025

Michael Auerbach is the Founder of Subversive Capital, a private equity firm he founded in 2015, and has served as its General Partner since July 2019. Mr. Auerbach has also served as Senior Vice President at Albright Stonebridge Group, a global strategy firm, since August 2012. Mr. Auerbach currently serves as Chairman of the Board of The Parent Company (TPCO Holding Co.) since June 2019, formerly Subversive Capital Acquisition Corp., where he also serves as a member of the Nominating and Governance Committee, and, since June 2019, a director of Tuscan Holdings Corp. II, a Delaware blank check company seeking to complete its initial public offering. Mr. Auerbach previously served as a Chairman of the Board of Tilray, Inc. from February 2018 to April 2021 and director of Cybaero AB from 2016 to January 2018. Mr. Auerbach received his M.A. in International Relations from Columbia University and his B.A. in Critical Theory from the New School for Social Research. We believe that Mr. Auerbach is qualified to serve on our supervisory board because of his experience investing in companies that employ sophisticated government and regulatory strategies for success.

Jason Camm currently serves as General Partner of Thiel Bio Fund, L.P. Prior to that, he has served in various roles at Thiel Capital LLC, an investment management firm, since 2013, most recently as Managing Director and Chief Medical Officer. Mr. Camm serves on the board of advisors at the Gerald J. and Dorothy R. Friedman School of Nutrition Science and Policy at Tufts University since 2016. Mr. Camm previously served as a director of ChemomAb (NASDAQ: CMMB) and was a board observer at AbCellera (NASDAQ: ABCL). Mr. Camm received his Master of Osteopathy degree from the British School of Osteopathy. We believe that Mr. Camm is qualified to serve on our supervisory board because of his investment management experience, as well as his demonstrated business acumen.

There are no family relationships among any of our executive officers or directors.

Board Diversity Matrix (as of April [], 2023)

Country of Principal Executive Offices	Germany			
Foreign Private Issuer	No			
Disclosure Prohibited Under Home Country Law	No			
Total Number of Directors	6			
	Female	Male	Non-Binary	Did Not Disclose Gender
Part I: Gender Identity				
Directors	2	4	—	—
Part II: Demographic Background				
Underrepresented Individual in Home Country Jurisdiction	—	1	—	—
LGBTQ+	—	1	—	—
Did Not Disclose Demographic Background	—	—	—	—

PROPOSAL 7
EXTENSION OF THE AUTHORIZATION OF OUR MANAGEMENT BOARD TO ISSUE
SHARES AND GRANT RIGHTS TO SUBSCRIBE FOR SHARES

The management board has been authorized, for a period of five years following May 25, 2022, to resolve to issue ordinary shares and/or grant rights to subscribe for ordinary shares, in each case up to the Company's authorized share capital included in its articles of association from time to time. It is proposed that this authorization be extended to expire five years following the date of this Annual General Meeting. If this Proposal 7 is approved, the proposed authorization shall replace the currently existing authorization.

Vote Required

This proposal requires a simple majority of votes cast in favor of the proposal. Abstentions and broker non-votes are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote on this proposal.

Recommendation of the Supervisory Board

The supervisory board unanimously recommends a vote FOR the extension of the authorization of our management board to issue shares and grant rights to subscribe for shares.

PROPOSAL 8
EXTENSION OF THE AUTHORIZATION OF OUR MANAGEMENT BOARD
TO LIMIT AND EXCLUDE PRE-EMPTION RIGHTS

The management board has been authorized, for a period of five years following May 25, 2022, to limit and/or exclude pre-emption rights in relation to an issuance of, or a granting of rights to subscribe for, ordinary shares resolved upon by the management board. It is proposed that this authorization be extended to expire five years following the date of this Annual General Meeting. If this Proposal 8 is approved, the proposed authorization shall replace the currently existing authorization.

Vote Required

This proposal requires a simple majority of votes cast in favor of the proposal. Abstentions and broker non-votes are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote on this proposal.

Recommendation of the Supervisory Board

The supervisory board unanimously recommends a vote FOR the extension of the authorization of our management board to limit and exclude pre-emption rights.

PROPOSAL 9

***EXTENSION OF THE AUTHORIZATION OF OUR MANAGEMENT BOARD TO ACQUIRE SHARES
(OR DEPOSITARY RECEIPTS FOR SUCH SHARES) IN OUR CAPITAL***

The management board has been authorized, for a period of 18 months following May 25, 2022, to resolve for the Company to acquire fully paid-up ordinary shares in the Company's capital (and depositary receipts for such ordinary shares), by any means, for a price which does not exceed 110% of the average market price of the Company's ordinary shares on the Nasdaq Stock Market (such average market price being the average of the closing prices on each of the five consecutive trading days preceding the date the acquisition is agreed upon by the Company), up to 20% of the Company's issued share capital. It is proposed that this authorization be renewed for a period of, and effectively extended until, 18 months following the date of this Annual General Meeting for up to 20% of the Company's issued share capital (to be determined as at the close of business on the date of this Annual General Meeting). If this Proposal 9 is approved, the proposed authorization shall replace the currently existing authorization.

Vote Required

This proposal requires a simple majority of votes cast in favor of the proposal. Abstentions and broker non-votes are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote on this proposal.

Recommendation of the Supervisory Board

The supervisory board unanimously recommends a vote FOR the extension of the authorization of the Company's management board to acquire shares (or depositary receipts for such shares) in the Company's capital.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF SUPERVISORY DIRECTORS

The audit committee has reviewed our U.S. GAAP audited financial statements for the fiscal year ended December 31, 2022 and has discussed these financial statements with management and our independent registered public accounting firm. The audit committee has also received from, and discussed with, our independent registered public accounting firm various communications that such independent registered public accounting firm is required to provide to the audit committee, including the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (“PCAOB”) and the SEC.

Our independent registered public accounting firm also provided the audit committee with a formal written statement required by the applicable requirements of the PCAOB describing all relationships between the independent registered public accounting firm and us, including the disclosures required by the applicable requirements of the PCAOB regarding the independent registered public accounting firm’s communications with the audit committee concerning independence. In addition, the audit committee discussed with the independent registered public accounting firm its independence from us. The audit committee also considered whether the independent registered public accounting firm’s provision of certain other non-audit related services to us is compatible with maintaining such firm’s independence.

Based on its discussions with management and the independent registered public accounting firm, and its review of the representations and information provided by management and the independent registered public accounting firm, the audit committee recommended to the board of supervisory directors that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022.

Sabrina Martucci Johnson (Chair)

Amir Kalali, M.D.

Andrea Heslin Smiley

The information contained in this Report of the Audit Committee of the Board of Supervisory Directors shall not be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing (except to the extent that we specifically incorporate this information by reference) and shall not otherwise be deemed “soliciting material” or “filed” with the SEC, or to the liabilities of Section 18 of the Exchange Act (except to the extent that we specifically incorporate this information by reference).

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INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES AND OTHER MATTERS

The following table summarizes fees billed to us for the fiscal years ended December 31, 2022 and 2021, by Deloitte & Touche LLP, our independent registered public accounting firm (in thousands):

Fee Category	2022	2021
Audit Fees	\$3,326	\$5,307
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	\$3	2
Total Fees	<u>\$3,329</u>	<u>\$5,309</u>

Audit Fees

Audit fees consist of fees associated with the audit of our annual consolidated financial statements, statutory audits, reviews of our quarterly consolidated financial statements, issuances of consents and comfort letters, and assistance with review of documents filed with the Securities and Exchange Commission, and are all services that are normally provided by the accounting firm in connection with our statutory and regulatory filings or engagements. For the year ended December 31, 2021, this category also included fees for services incurred in connection with our initial public offering.

All Other Fees

All other fees consist of an annual license fee for access to an accounting research software application.

Audit Committee Pre-Approval Policy and Procedures

The audit committee has adopted a policy (the “Pre-Approval Policy”) that sets forth the procedures and conditions pursuant to which audit and non-audit services proposed to be performed by the independent auditor may be pre-approved. The Pre-Approval Policy generally provides that we will not engage Deloitte & Touche LLP to render any audit, audit-related, tax or permissible non-audit service unless the service is either (i) explicitly approved by the audit committee (“specific pre-approval”) or (ii) entered into pursuant to the pre-approval policies and procedures described in the Pre-Approval Policy (“general pre-approval”). Unless a type of service to be provided by Deloitte & Touche LLP has received general pre-approval under the Pre-Approval Policy, it requires specific pre-approval by the audit committee or by a designated member of the audit committee to whom the committee has delegated the authority to grant pre-approvals. Any proposed services exceeding pre-approved cost levels or budgeted amounts will also require specific pre-approval. For both types of pre-approval, the audit committee will consider whether such services are consistent with the SEC’s rules on auditor independence. The audit committee will also consider whether the independent auditor is best positioned to provide the most effective and efficient service, for reasons such as its familiarity with our business, people, culture, accounting systems, risk profile and other factors, and whether the service might enhance our ability to manage or control risk or improve audit quality. All such factors will be considered as a whole, and no one factor should necessarily be determinative. On an annual basis, the audit committee reviews and generally pre-approves the services (and related fee levels or budgeted amounts) that may be provided by Deloitte & Touche LLP without first obtaining specific pre-approval from the audit committee. The audit committee may revise the list of general pre-approved services from time to time, based on subsequent determinations.

EXECUTIVE OFFICERS

We have a two-tier board structure consisting of a management board (*bestuur*) and a separate supervisory board (*raad van commissarissen*). There are no family relationships among any of our managing directors and supervisory directors.

Management Board

Our management board is composed of two members, whom we refer to as our managing directors (and who are also executive officers). Each managing director will hold office for the term set by our general meeting (as set forth in the table below), except in the case of his or her earlier death, resignation or removal. Our managing directors do not have a retirement age requirement under our articles of association.

Our managing directors are responsible for our management and representation.

The following table lists our current managing directors — both of whom we consider executive officers — as well as their age and position:

Name	Age	Position
Florian Brand	36	Co-Founder and Chief Executive Officer
Stephen Bardin	33	Chief Financial Officer

The following is a brief summary of the prior business experience and principal business activities performed outside of atai of our managing directors. Unless otherwise indicated, the current business addresses for each managing director is Wallstraße 16, 10179 Berlin, Germany.

Florian Brand is our co-founder and has served as our Chief Executive Officer since our inception in June 2018. From 2015 to 2018 Mr. Brand served as Managing Director of Springlane GmbH. Mr. Brand received his bachelor's degree in Economics from LMU Munich and his master's degree in Management from ESCP Europe, Paris.

Stephen Bardin has served as the Company's Chief Financial Officer since August 16, 2022, and served as the Company's Deputy Chief Financial Officer and Chief Financial Officer Designate from June 27, 2022 to August 15, 2022. Prior to joining the Company, Mr. Bardin served in various capacities at BridgeBio Pharma, Inc. ("BridgeBio"), a commercial-stage biopharmaceutical company, most recently as its Senior Vice President, Finance and Operations, from January 2022 to June 2022, and previously as Vice President, Finance and Operations, from July 2020 to December 2021, and as Senior Director, Finance and Operations, from October 2019 to June 2020. Prior to that, Mr. Bardin served in roles of increasing responsibility at Myovant Sciences Ltd., a biopharmaceutical company, most recently as Director, Corporate Development from January 2019 to October 2019, and as Associate Director, Corporate Development from July 2017 to December 2018. Prior to that, Mr. Bardin served as a Consultant at The Boston Consulting Group from August 2011 to May 2014 and September 2016 to July 2017. Mr. Bardin received his Master of Business Administration from Stanford Graduate School of Business and his Bachelor of Science in Engineering in biomedical engineering from Duke University.

Other Executive Officers

The following table lists our current additional key employees, who are also executive officers, as well as their age and position:

Name	Age	Position
Srinivas Rao, M.D., Ph.D.	54	Co-Founder and Chief Scientific Officer
Rolando Gutiérrez-Esteinou, M.D.	62	Chief Medical Officer
Sahil Kirpekar, M.D.	38	Chief Business Officer

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The following is a brief summary of the prior business experience and principal business activities performed outside of atai of our key employees. Unless otherwise indicated, the current business addresses for our key employees is Wallstraße 16, 10179 Berlin, Germany.

Srinivas Rao, M.D., Ph.D., is our co-founder and has served as our Chief Scientific Officer since April 2019. He has also worked as a consultant for Simons Foundation Autism Research Initiative, or SFARI, since June 2011. Prior to joining us, Dr. Rao was the Chief Medical Officer at Axial Biotherapeutics, Inc. from August 2017 to March 2019 and the Chief Medical Officer at Depomed, Inc. from July 2014 to July 2017. Prior to that, he served as Executive Vice President and Head of Neuroscience at Retrophin from December 2013 to March 2014 and Chief Executive Officer at Kyalin Biosciences Inc. from October 2011 to December 2013. He has held leadership positions at a number of biotechnology companies, including Kalyra Pharmaceuticals, Avelas Biosciences, Sova Pharmaceuticals, ReVision Therapeutics and Cypress Bioscience, Inc. Dr. Rao also serves on the board of directors of IntelGenx Technologies Corp., a drug delivery company. Dr. Rao received his Ph.D. in Neuropharmacology, his M.D. in Internal Medicine, his M.S. in Electrical Engineering and his Bachelor of Science in Electrical Engineering from Yale University.

Rolando Gutiérrez-Esteinou, M.D., has served as our Chief Medical Officer since January 2021. Prior to joining us, Dr. Gutiérrez-Esteinou served as Senior Vice President at Aptinix, Inc. from March 2020 to December 2020 and Vice President of Clinical Development and Pharmacovigilance at Marinus Pharmaceuticals, Inc. from July 2018 to January 2020. Before that, he served as the Executive Director and Global Clinical Leader, Psychiatry, at Takeda Pharmaceuticals from July 2017 to May 2018, and as Vice President and Global Therapeutic Area Head at Covance Clinical Development Services, from July 2010 to March 2017. He has also held positions at Prostrakan, Inc., Bristol-Myers Squibb, Novartis Pharmaceuticals and the Janssen Research Foundation. He received his M.D. from the National Autonomous University of Mexico Medical School, Mexico City, and was a resident and research fellow at Harvard Medical School.

Sahil Kirpekar, M.D., has served as our Chief Business Officer since November 2022. Prior to joining us, Dr. Kirpekar worked at Otsuka Pharmaceutical Co., Ltd. (“Otsuka”) from April 2014 to November 2022, most recently as the Head of Business Development prior to joining us. Prior to Otsuka, Dr. Kirpekar served as a strategy consultant at Double Helix Consulting / McCann Health Consultant where he built the Emerging Markets Practice and executed on commercial and market access strategies for biopharmaceutical companies globally. He also served as a market analyst for the World Health Organization and has co-founded a company building a drug delivery device focused on adherence. Dr.

Kirpekar is a trained physician and holds an MPhil from the University of Cambridge, where he is an honorary lecturer.

CORPORATE GOVERNANCE

General

Our supervisory board has adopted, among other policies, Rules of the Board of Supervisory Directors, an Insider Trading Compliance Policy, a Code of Conduct and charters for each of our audit, compensation and nominating committees to assist the supervisory board in the exercise of its responsibilities and to serve as a framework for our effective governance. You can access our committee charters and our Rules of the Board of Supervisory Directors in the *Corporate Governance* section under *Governance Documents* of the *Investors* page of our website located at www.atai.life.

Supervisory Board Composition

Our supervisory board currently consists of six members: Christian Angermayer, Michael Auerbach, Jason Camm, Sabrina Martucci Johnson, Amir Kalali and Andrea Heslin Smiley. Each supervisory board member is appointed for an initial term of up to three years. Our articles of association provide that the number of supervisory directors may only be determined by our supervisory board. Our supervisory directors are appointed on the basis of a binding nomination prepared by our supervisory board. Our general meeting of shareholders may overrule the binding nomination by a resolution passed by a two-thirds majority of votes cast, provided such majority represents more than half of our issued share capital, in which case our supervisory board shall be allowed to make a new binding nomination. Our supervisory directors may be dismissed only by a resolution at a general meeting of shareholders. Dismissal of a supervisory director by our general meeting of shareholders requires a two-thirds majority of votes cast, provided such majority represents more than half of our issued share capital, unless the dismissal is proposed by the supervisory board, in which latter case a simple majority of votes cast will suffice to pass the resolution.

Supervisory Director Independence

All of our supervisory directors, other than Christian Angermayer, qualify as “independent” in accordance with Nasdaq listing requirements. The Nasdaq independence definition includes a series of objective tests, including that the supervisory director is not, and has not been for at least three years, one of our employees and that neither the supervisory director nor any of his or her family members has engaged in various types of business dealings with us. In addition, as required by Nasdaq rules, our supervisory board has made a subjective determination as to each independent director that no relationships exist, which, in the opinion of our supervisory board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a supervisory director. In making these determinations, our supervisory board reviewed and discussed information provided by the supervisory directors and us with regard to each supervisory director’s business and personal activities and relationships as they may relate to us and our management. Mr. Angermayer is not independent because he is the founder of Apeiron Investment Group Ltd., one of our principal shareholders.

Supervisory Director Candidates

The nominating committee is responsible for drawing up selection criteria and appointment procedures for the supervisory directors. In searching for qualified supervisory director candidates for appointment to the supervisory board and filling vacancies on the supervisory board, the nominating committee may solicit current supervisory directors and our executives for the names of potentially qualified candidates or ask supervisory directors and executives to pursue their own business contacts for the names of potentially qualified candidates. The nominating committee may also consult with outside advisors or retain search firms to assist in the search for qualified candidates, or consider supervisory director candidates recommended by our shareholders. Once potential candidates are identified, the nominating committee reviews the backgrounds of those candidates, evaluates candidates’ independence from us and potential conflicts of interest and determines if candidates meet the qualifications desired by the nominating committee for candidates for appointment as a supervisory director.

In evaluating the suitability of individual candidates (both new candidates and current supervisory board members), the nominating committee, in recommending candidates for appointment, and the supervisory board, in approving (and, in the case of vacancies, appointing), may take into account many factors, including: personal and professional integrity, ethics and values; experience in corporate management, such as serving as an officer or former officer of a publicly held company; strong finance experience; experience relevant to our industry;

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experience as a board member or executive officer of another publicly held company; experience relevant to an international company; relevant academic expertise or other proficiency in an area of our operations; diversity of expertise and experience in substantive matters pertaining to our business relative to other board members; diversity of background and perspective, including, but not limited to, with respect to age, gender, ethnicity and specialized experience; practical and mature business judgment, including, but not limited to, the ability to make independent analytical inquiries; and any other relevant qualifications, attributes or skills. The supervisory board evaluates each individual in the context of the supervisory board, with the objective of assembling a group that can best perpetuate the long-term success and sustainability of the business and further the interests of our stakeholders, including shareholders, through the exercise of sound judgment using its diversity of experience in these various areas. In determining whether to recommend a supervisory director for re-appointment, the nominating committee may also consider the director's past attendance at meetings and participation in and contributions to the activities of the supervisory board.

Shareholders may recommend individuals to our nominating committee for consideration as potential supervisory director candidates by submitting the names of the recommended individuals, together with appropriate biographical information and background materials, to our nominating committee, c/o Corporate Secretary at corpsec@atai.life. In the event there is a vacancy, and assuming that appropriate biographical and background material has been provided on a timely basis, the committee will evaluate shareholder-recommended candidates by following substantially the same process, and applying substantially the same criteria, as it follows for candidates submitted by others. Shareholders who desire to nominate persons directly for election to the supervisory board at an annual general meeting of shareholders must meet the deadlines and other requirements set forth under "Shareholder Proposals."

Communications from Shareholders

The supervisory board will give appropriate attention to written communications that are submitted by shareholders, and will respond if and as appropriate. Our General Counsel and Corporate Secretary is primarily responsible for monitoring communications from shareholders and for providing copies or summaries to the supervisory directors as he considers appropriate.

Communications deemed to comply with our policy regarding shareholder communications with the board of supervisory directors and are deemed appropriate are forwarded to our supervisory directors on a periodic basis, generally in advance of each regularly scheduled meeting of the supervisory board. Shareholders who wish to send communications on any topic to the board of supervisory directors, the management board, the chairman of the supervisory board, any chairman of a committee of the supervisory board, or the lead independent supervisory director should address such communications to the intended recipient by name or position in case of: Corporate Secretary at corpsec@atai.life.

Supervisory Board Leadership Structure and Role in Risk Oversight

Our supervisory board is comprised of individuals with extensive experience in the life sciences industry. Our management board and key employees are charged primarily with our day-to-day business and operations and the implementation of our strategy. Our supervisory directors are charged primarily with the supervision of the performance of the duties of our supervisory board.

Under the Rules of the Board of Supervisory Directors, if the chairperson of the supervisory board does not qualify as independent, the independent directors may elect a lead independent supervisory director, who we refer to as our lead director. The lead director's responsibilities include presiding over all meetings of the supervisory board at which the chairperson is not present, including any executive sessions of the independent directors; approving supervisory board meeting schedules and agendas; and acting as the liaison between the independent directors and the chief executive officer and chairperson of the supervisory board. At such times as the chairperson of the supervisory board is an independent director, the chairperson will serve as lead director.

In light of the fact that Mr. Angermayer serves as chairman, in April 2022 the supervisory board appointed Michael Auerbach to serve as lead director. Mr. Auerbach's qualifications to serve as our lead director include his strong leadership experience as the founder and General Partner of Subversive Capital since 2013 and as Senior Vice President at Albright Stonebridge Group, a global consulting firm chaired by former Secretary of State Madeleine Albright.

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Our supervisory board believes that this leadership structure, coupled with a commitment to board independence, provides effective independent oversight of management. Our supervisory board has concluded that our current leadership structure is appropriate at this time. However, our supervisory board will continue to periodically review our leadership structure and may make such changes in the future as it deems appropriate. Risk assessment and oversight are an integral part of our governance and management processes.

Our supervisory board encourages management to promote a culture that incorporates risk management into our corporate strategy and day-to-day business operations. Management discusses strategic and operational risks at regular management meetings and conducts specific strategic planning and review sessions during the year that include a focused discussion and analysis of the risks facing us. Throughout the year, senior management reviews these risks with the supervisory board at regular board meetings as part of management presentations that focus on particular business functions, operations or strategies, and presents the steps taken by management to mitigate or eliminate such risks. Our supervisory board does not have a standing risk management committee, but rather administers this oversight function directly through the supervisory board as a whole, as well as through various standing committees of the supervisory board that address risks inherent in their respective areas of oversight. In particular, our supervisory board is responsible for monitoring and assessing strategic risk exposure, including with respect to business continuity risks such as risks relating to the COVID-19 pandemic, and our audit committee is charged with overseeing the responsibilities of our supervisory board with respect to the application of information and communication technology by us, including risks relating to cybersecurity. The audit committee also periodically reviews our policies and procedures for reviewing and approving or ratifying “related person transactions” (defined as transactions required to be disclosed pursuant to Item 404 of Regulation S-K), including our related person transaction policy, and recommends any changes to our supervisory board, and in accordance with our related person transaction policy and the Nasdaq rules, our audit committee conducts appropriate review and oversight of all related person transactions for potential conflict of interest situations on an ongoing basis. Our nominating committee manages the risk associated with the independence of the supervisory board and potential conflicts of interest and oversees our efforts with regard to environmental, social and governance matters and associated risks. Our compensation committee oversees the management of risk relating to our incentive compensation and equity-based plans and arrangements, and is charged with submitting clear and understandable proposals to our supervisory board concerning changes to our compensation policies. The supervisory board does not believe that its role in the oversight of our risks adversely affects the board’s leadership.

Annual Board Evaluation

Under the Rules of the Board of Supervisory Directors, an annual assessment of the supervisory board and its committees is required and the nominating committee charter requires the nominating committee to oversee such annual assessment.

Code of Conduct

We have adopted a written Code of Conduct that applies to our supervisory directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, and others temporarily assigned to perform work or services for us. We have posted a current copy of the Code of Conduct on our website, www.atai.life. Our supervisory board is responsible for administering the Code of Conduct. The supervisory board is allowed to amend, alter or terminate the Code of Conduct. In addition, we intend to post on our website all disclosures that are required by law or the Nasdaq rules concerning any amendments to, or waivers from, any provision of the Code of Conduct. We did not grant any waivers in 2022.

Anti-Hedging Policy

Our supervisory board has adopted an Insider Trading Compliance Policy, which applies to all of our supervisory directors, officers and employees. The policy prohibits our directors, officers and employees and any entities they control from purchasing financial instruments, such as prepaid variable forward contracts, equity swaps, collars and exchange funds, or otherwise engaging in transactions that hedge or offset, or are designed to hedge or offset, any decrease in the market value of our equity securities, or that may cause an officer, director or employee to no longer have the same objectives as our other shareholders.

Attendance by Members of the Supervisory Board at Meetings

There were five meetings of the supervisory board during fiscal year 2022. During fiscal year 2022, each incumbent director attended at least 75% of the aggregate of (i) all meetings of the supervisory board and (ii) all meetings of the committees on which the director served during the period in which he or she served as a director.

Currently, we do not maintain a formal policy regarding director attendance at the Annual General Meeting. All of our then-incumbent directors attended our annual meeting of shareholders held in 2022.

COMMITTEES OF THE SUPERVISORY BOARD

Our supervisory board has established audit, compensation and nominating committees — each of which operates under a written charter that has been approved by our supervisory board and that is available in the *Investors* section of our website at www.atai.life. All of the members of each of these committees are independent as defined under the Nasdaq rules. Our supervisory board has determined that Sabrina Martucci Johnson, Amir Kalali and Andrea Heslin Smiley meet the independence requirements of Rule 10A-3 under the Exchange Act for purposes of serving on the audit committee. All members of the compensation committee meet the heightened standard for independence specific to members of a compensation committee under the Nasdaq rules and each qualifies as a “non-employee director” as defined in Rule 16b-3 of the Exchange Act. All members of the nominating committee are independent under the Nasdaq rules.

The members and chairpersons of our audit, compensation and nominating committees are set forth in the following table. Neither Christian Angermayer nor Jason Camm serve on any of these committees.

Name	Audit	Compensation	Nominating
Michael Auerbach	—	Member	—
Sabrina Martucci Johnson	Chair	—	Chair
Amir Kalali, M.D.	Member	—	Member
Andrea Heslin Smiley	Member	Chair	Member

Audit Committee

Our audit committee’s duties and responsibilities include:

- the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of any disagreements between management and the independent auditor regarding financial reporting) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attestation services for us, and the independent auditor and each such other registered public accounting firm must report directly to the committee. The audit committee (or any member to whom pre-approval authority has been delegated) must pre-approve any audit and non-audit service provided to us by the independent auditor, unless the engagement is entered into pursuant to appropriate pre-approval policies established by the committee or if such service falls within available exceptions under SEC rules;
- to review, discuss with our independent auditor and approve the functions of our internal auditor, including its purpose, authority, organization, responsibilities, budget and staffing; and review the scope and performance of the internal audit plan, including the results of any internal audits, any reports to management and management’s response to those reports;
- to ensure that the independent auditor prepares and delivers, at least annually, a written statement delineating all relationships between the independent auditor and us, must actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the committee, may impact the objectivity and independence of the independent auditor, and, if the committee determines that further inquiry is advisable, must take appropriate action in response to the independent auditor’s report to satisfy itself of the auditor’s independence;
- to review and discuss the quarterly and annual audited financial statements with management and the independent auditor, including our disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations”;
- to provide us with the report of the committee with respect to the audited financial statements for inclusion in our annual proxy statements;
- to discuss our earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies;
- to discuss our policies with respect to risk assessment and risk management, including guidelines and policies to govern the process by which our exposure to risk is handled, and oversee management of our enterprise risk, including financial and cybersecurity risks;

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- to review, with our General Counsel and outside legal counsel, legal and regulatory matters, including legal cases against or regulatory investigations of us and our subsidiaries, that could have a significant impact on our financial statements;
- to establish procedures for the receipt, retention and treatment of complaints received by us regarding accounting, internal accounting controls or auditing matters, and for the confidential and anonymous submission by our employees of concerns regarding questionable accounting or auditing matters;
- to review all related person transactions as defined by Item 404 of Regulation S-K on an ongoing basis and all such transactions must be approved by the committee. The committee shall review and discuss with the independent auditor any matters required to be discussed by applicable auditing standards, including with respect to related party transactions;
- to report regularly to the supervisory board regarding the activities, deliberations and findings of the committee, including as required under applicable Dutch laws and regulations;
- to at least annually perform an evaluation of the performance of the committee;
- to annually review and reassess the committee’s charter and submit any recommended changes to the supervisory board for its consideration; and
- to, at least annually, consider and discuss with management and the independent auditor our Code of Conduct and the procedures in place to enforce the Code of Conduct. The committee must also consider and discuss and, as appropriate, grant requested waivers from the Code of Conduct brought to the attention of the committee, though the committee may defer any decision with respect to any waiver to the supervisory board.

The members of the audit committee are Ms. Johnson (who serves as chair of the audit committee), Dr. Kalali and Ms. Smiley. The members of our audit committee meet the requirements for financial literacy under the applicable rules of Nasdaq. Our supervisory board has determined that Ms. Johnson is an “audit committee financial expert” as defined by Item 407(d)(5)(ii) of Regulation S-K.

The audit committee meets as often as one or more members of the audit committee deem necessary, but in any event, meets at least four times per year. The audit committee meets at least once per year with our independent accountant, without our management being present. The audit committee met seven times in 2022.

Compensation Committee

Our compensation committee is responsible for assisting the supervisory board in the discharge of its responsibilities relating to the compensation of our senior management, including our management board and key employees. In fulfilling its purpose, our compensation committee has the following principal duties:

- to review and recommend for approval by the supervisory board the compensation of our chief executive officer and other executive officers, including members of the management board, 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 committee shall meet without the presence of executive officers when approving or deliberating on chief executive officer compensation but may, in its discretion, invite the chief executive officer to be present during the approval of, or deliberations with respect to, other executive officer compensation;
- to periodically review and make recommendations to the supervisory board regarding managing director and supervisory director compensation;
- prepare the annual Compensation Committee Report, to the extent required under applicable rules and regulations of the Securities and Exchange Commission;
- report regularly to the supervisory board regarding the activities of the committee;
- review and approve or make recommendations to the supervisory board regarding our incentive compensation and equity-based plans and arrangements;
- review and make recommendations to the supervisory board regarding employment agreements and severance arrangements or plans for the chief executive officer and the other executive officers;

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- review regulatory compliance with respect to compensation matters, including ensuring that reasonable efforts are made to structure compensation programs to preserve tax deductibility;
- to the extent that we are required to include a “Compensation Discussion and Analysis” (“CD&A”) in our Annual Report on Form 10-K or annual proxy statement, the committee will review and discuss with management the CD&A and will consider whether it will recommend to the supervisory board that the CD&A be included in the appropriate filing;
- periodically perform an evaluation of its performance; and
- annually review and reassess the committee’s charter and submit any recommended changes to the supervisory directors for consideration.

The compensation committee has the authority to retain or obtain the advice of compensation consultants, legal counsel and other advisors to assist in carrying out its responsibilities, including being directly responsible for the appointment, oversight and compensation of such consultant, counsel or advisor and the ability to cause us, without further action by the supervisory board, to pay the compensation of such consultant, counsel or advisor as approved by the compensation committee, provided, however, that in retaining or obtaining the advice of such consultant, counsel or advisor, other than in-house legal counsel, the compensation committee shall take into consideration the factors affecting independence required by applicable SEC and Nasdaq rules. The compensation committee also has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of us to meet with the compensation committee or any advisors engaged by the compensation committee. During 2022, the compensation committee engaged Radford, which is part of the Rewards solutions practice at Aon plc (“Radford”). The compensation committee reviewed compensation assessments provided by Radford comparing our compensation to that of a group of peer companies within our industry and met with Radford to discuss compensation of our management board and key employees and to receive input and advice. The compensation committee reviewed legal matters related to the form of compensation of our management board and key employees and the employment contracts associated with these officers. The compensation committee has considered the independence of its advisors and found them to be so according to the adviser independence factors required under SEC rules as they relate to (i) additional services, (ii) total fees as a percentage of total revenue, (iii) conflict of interest policies, (iv) business or personal relationships with members of the compensation committee, (v) stock ownership by compensation advisors and (vi) business or personal relationships with our executives.

The members of our compensation committee are Mr. Auerbach and Ms. Smiley (who serves as chair of the compensation committee). The compensation committee met three times during 2022.

Nominating Committee

Our nominating committee’s responsibilities include:

- to 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 general meeting of shareholders;
- to 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;
- to 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;

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- to oversee the annual self-evaluations of the supervisory board, the management board and management;
- to make recommendations to the supervisory board regarding governance matters, including, but not limited to, the articles of association, corporate governance guidelines and the charters of the other committees;
- to report regularly to the supervisory board regarding the activities of the committee;
- to annually perform an evaluation of its performance; and
- to annually review and reassess its charter and submit any recommended changes to the supervisory board for its consideration.

The members of our nominating committee are Ms. Smiley, Dr. Kalali and Ms. Johnson (who serves as chair of the nominating committee). The members of the nominating committee met three times during 2022.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table presents information relating to the beneficial ownership of our common shares as of April 10, 2023 by:

- each person, or group of affiliated persons, known by us to own beneficially 5% or more of our common shares;
- each managing director, named executive officer and supervisory director, individually; and
- all managing directors, executive officers and supervisory directors as a group.

The number of common shares beneficially owned by each entity, person, supervisory director or managing director is determined in accordance with the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any common shares over which the individual has sole or shared voting power or investment power as well as any common shares that the individual has the right to acquire within 60 days of April 10, 2023 through the exercise of any option, warrant or other right. Except as otherwise indicated, and subject to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all common shares held by that person.

Unless otherwise indicated below, the address for each beneficial owner is ATAI Life Sciences N.V., Wallstraße 16, 10179 Berlin, Germany.

Name of beneficial owner	Number of common shares beneficially owned	
	Number	Percent
5% or greater shareholders:		
Apeiron Investment Group Ltd. ⁽¹⁾	33,885,999	20.4%
Galaxy Group Investments LLC ⁽²⁾	10,796,736	6.5%
Named Executive Officers and Supervisory Directors:		
Florian Brand ⁽³⁾	9,932,805	6.0%
Stephen Bardin	—	*
Srinivas Rao, M.D., Ph.D. ⁽⁴⁾	2,910,065	1.8%
Christian Angermayer ⁽¹⁾⁽⁵⁾	34,534,443	20.8%
Michael Auerbach ⁽⁶⁾	670,086	*
Jason Camm	—	*
Sabrina Martucci Johnson ⁽⁷⁾	145,778	*
Amir Kalali, M.D. ⁽⁸⁾	150,444	*
Andrea Heslin Smiley ⁽⁹⁾	<u>150,444</u>	<u>*</u>
All managing directors, executive officers and supervisory directors as a group (11 persons)	<u><u>49,790,927</u></u>	<u><u>30.0%</u></u>

* Indicates ownership of less than 1%.

(1) Based solely on (i) the Schedule 13G/A jointly filed with the SEC on February 10, 2023 by Apeiron Investment Group Ltd. (“Apeiron”), Apeiron Presight Capital Fund II, L.P. (“Presight II”), Presight Capital Management I, L.L.C. (“Presight Management”), Fabien Hansen and Christian Angermayer and (ii) the Form 4 jointly filed with the SEC on March 29, 2023 by Apeiron and Christian Angermayer. As of March 29, 2023, Apeiron and Mr. Angermayer reported shared voting and dispositive power over 33,885,999 common shares, and Presight II reported shared voting and dispositive power over 1,799,302 common shares. Presight II is the record holder of 1,799,302 common shares. Apeiron and Mr. Hansen are the managing members of Presight Management, which is the general partner of Presight II. As a result, each of Apeiron, Mr. Hansen and Presight Management may be deemed to share beneficial ownership of the securities held by Presight II. Apeiron is the record holder of 29,719,497 common shares and may be deemed to own an additional 2,367,200 common shares underlying convertible notes. Mr. Angermayer is the majority shareholder of Apeiron and may be deemed to share beneficial ownership of the securities beneficially owned by Apeiron. Apeiron has pledged 23,364,432 of our common shares beneficially owned by Apeiron to secure obligations under a loan agreement. The address for Apeiron, Presight II, Presight Management, Mr. Hansen and Mr. Angermayer is 66 & 67, Amery Street, SLM1707, Sliema, Malta.

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- (2) Based solely on Schedule 13G jointly filed with the SEC on March 1, 2022 by Galaxy Group Funding (ECI) (U) LLC (“GCF”), Galaxy Group Investments LLC (“GGI”) and Michael E. Novogratz (together with GGF and GGI, the “Galaxy Reporting Persons”). As of December 31, 2021, the Galaxy Reporting Persons reported that GGF, GGI and Mr. Novogratz had shared voting and dispositive power over 10,796,736 common shares. GGF is the record holder of 10,796,736 common shares. GGI is the manager of GGF and Mr. Novogratz is the manager of GGI. As a result, GGI and Mr. Novogratz may be deemed to share beneficial ownership of the common shares held of record by GGF. The address for the Galaxy Reporting Persons is 107 Grand Street, 7th Floor, New York, NY 10013.
- (3) Consists of 2,333 shares owned by Mr. Brand’s spouse, 70,000 shares owned by Mr. Brand, 5,277,405 options held by Mr. Brand that are exercisable within 60 days of April 10, 2023 and 4,583,067 shares indirectly held by the HSOP GbR for the benefit of Mr. Brand under the Company’s Hurdle Share Option Program.
- (4) Consists of 3,500 shares owned by Dr. Rao’s spouse and 2,906,565 options held by Dr. Rao that are exercisable within 60 days of April 10, 2023.
- (5) In addition to the beneficial ownership described in footnote (1), also includes 648,444 options held by Mr. Angermayer that are exercisable within 60 days of April 10, 2023.
- (6) Consists of 145,778 options held by Mr. Auerbach that are exercisable within 60 days of April 10, 2023, and also includes 4,666 shares held directly by Mr. Auerbach and 519,642 common shares held directly by M3 Daat, LLC. Mr. Auerbach is a member of M3 Daat, LLC and has sole voting power with respect to the shares held by M3 Daat, LLC. The address for Mr. Auerbach is c/o Subversive Atai LLC, 217 Centre Street, Suite 122, New York, NY 10013.
- (7) Consists of 145,778 options held by Ms. Johnson that are exercisable within 60 days of April 10, 2023.
- (8) Consists of 4,666 shares owned by Dr. Kalali and 145,778 options held by Dr. Kalali that are exercisable within 60 days of April 10, 2023.
- (9) Includes 4,666 shares owned by Ms. Smiley and 145,778 options held by Ms. Smiley that are exercisable within 60 days of April 10, 2023.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

The following includes a summary of transactions since January 1, 2021 to which we have been a party in which the amount involved exceeded or will exceed the lesser of (i) \$120,000 or (ii) one percent of the average of our total assets at fiscal year end for our last two fiscal years, and in which any of our managing directors, supervisory directors or beneficial owners of more than 5% of our common shares or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest.

Convertible Note Agreements with Perception

In March 2020, Perception Neuroscience Holdings, Inc. (“Perception”), one of our platform companies, entered into a convertible promissory note agreement with us and other investors, which provided for the issuance of up to \$3.9 million principal amount of convertible notes. Pursuant to that agreement, Perception issued \$0.3 million principal amount of convertible notes to Sonia Weiss Pick, a former director. In December 2020, Perception entered an additional convertible promissory note agreement that provided for the issuance of convertible notes in two tranches for up to \$12.0 million principal amount. In January 2021, under the first tranche funding, Perception issued \$0.2 million principal amount of convertible notes to Apeiron and \$0.5 million principal amount of convertible notes to Ms. Pick. In May 2021, under the second tranche funding, Perception issued \$0.2 million principal amount of convertible notes to Apeiron and \$0.3 million principal amount of convertible notes to Ms. Pick. In June 2021, the convertible notes automatically converted into Series A preferred stock pursuant to their original terms. Apeiron and Ms. Pick received 27,809 shares and 440,415 shares of Perception Series A preferred stock, respectively, upon conversion of the convertible notes.

Apeiron is Mr. Angermayer’s family office. As of April 10, 2023, Apeiron held a 20.4% interest in us.

Series C Financing

In November 2020, we issued 17,066,672 Series C shares of ATAI Life Sciences AG at a purchase price of €4.69 per share, for an aggregate purchase price of €80,000,025. In January and August 2020, in connection with our Series C financing, we issued notes that converted into 8,773,056 Series C shares of ATAI Life Sciences AG for an aggregate purchase price of €26,966,000, pursuant to certain investment agreements and purchase agreements.

The following table summarizes purchases of our Series C shares and convertible notes by related parties:

Name	Series C Shares	Total Purchase Price
Apeiron Investment Group Limited ⁽¹⁾	2,133,328	€9,999,975
Galaxy Group Investments LLC ⁽²⁾	853,344	€4,000,050
	Series C Shares Issued Upon Conversion of Notes	
Name	Series C Shares Issued Upon Conversion of Notes	Total Purchase Price
Galaxy Group Investments LLC ⁽²⁾	34,080	€100,000

(1) As of April 10, 2023, Apeiron held a 20.4% interest in us.

(2) As of April 10, 2023, Galaxy Group Investments LLC held a 6.5% interest in us.

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In January 2021, pursuant to an additional closing under our Series C financing, we issued an additional 2,133,328 Series C shares of ATAI Life Sciences AG at a purchase price of €4.69 per share, for an aggregate purchase price of €9,999,975.

The following table summarizes purchases of our Series C shares by related parties pursuant to the additional closing:

<u>Name</u>	<u>Series C Shares</u>	<u>Total Purchase Price</u>
Apeiron Investment Group Limited ⁽¹⁾	2,133,328	€9,999,975

(1) As of April 10, 2023, Apeiron held a 20.4% interest in us.

2018 Convertible Notes

Between November 2018 and October 2020, we issued 1.0 million convertible notes at a purchase price of €1.00 per note, with an exercise price of €17.00 per note, for an aggregate subscription price of €1.0 million and additional aggregate proceeds that we would receive upon exercise of €17.0 million. These notes are exchangeable in up to 16.0 million common shares.

The following table summarizes purchases of these notes by related parties:

<u>Name</u>	<u>Shares to be Issued Upon Conversion of Notes</u>	<u>Total Subscription Price</u>
Apeiron Investment Group Limited ⁽¹⁾	8,320,000	€520,000

(1) As of April 10, 2023, Apeiron held a 20.4% interest in us.

In March 2021, Galaxy Group Investments LLC, one of our principal shareholders, purchased 100,000 convertible notes from Apeiron. On September 17, 2021, Galaxy exercised all of their convertible notes for a total payment to us of €1.7 million and was issued 1.6 million common shares.

Consulting Agreement with Christian Angermayer

On January 16, 2021, we entered into a consulting agreement with Christian Angermayer, one of our co-founders and chairman of our board of supervisory directors. Pursuant to the consulting agreement, Mr. Angermayer has agreed to render certain services to us, including advising on the structure and timing of our initial public offering in June 2021 and on business and financing strategies generally. In exchange for the services provided by Mr. Angermayer, and upon the achievement of certain performance targets, he was allocated 624,000 options under our 2020 Plan, each option exercisable for \$5.68 into one of our common shares. The consulting agreement expires on March 31, 2024. The options granted to Mr. Angermayer are subject to his continued services through the date of the agreement.

Apeiron is Mr. Angermayer's family office. As of April 10, 2023, Apeiron held a 20.4% interest in us.

Series D Financing

In March 2021, we issued 13,419,360 Series D shares of ATAI Life Sciences AG at a purchase price of €9.69 per share, for an aggregate purchase price of €130,000,050. The following table summarizes purchases of our Series D shares by related parties:

<u>Name</u>	<u>Series D Shares</u>	<u>Total Purchase Price</u>
Apeiron Investment Group Limited ⁽¹⁾	1,238,720	€12,000,100
Presight II, L.P. ⁽²⁾	1,187,104	€11,500,070

(1) As of April 10, 2023, Apeiron held a 20.4% interest in us.

(2) Apeiron Investment Group Limited is the co-managing member of the general partner of Presight II. See note 1.

Directed Share Program

In connection with our initial public offering in June 2021, the underwriters reserved a portion of the common shares for sale to our managing directors, supervisory directors and others. Under the directed share program, Apeiron purchased 700,000 common shares for \$10.5 million. Apeiron is Mr. Angermayer’s family office. As of April 10, 2023, Apeiron held a 20.4% interest in us.

Indemnification Agreements

Our articles of association require us to indemnify our current and former managing directors and supervisory directors to the fullest extent permitted by law, subject to certain exceptions. We have entered into indemnification agreements with all our managing directors and supervisory directors.

Employment Agreements

We have entered into employment agreements with all of our managing directors, as discussed in more detail within “Executive Compensation — Executive Employment Agreements.”

Related Party Transaction Policy

Our supervisory board adopted a related person transaction policy that sets forth our procedures for the identification, review, consideration and approval or ratification of related person transactions. Under the policy, our legal team is primarily responsible for developing and implementing processes and procedures to obtain information regarding related persons with respect to potential related person transactions and then determining, based on the facts and circumstances, whether such potential related person transactions do, in fact, constitute related person transactions requiring compliance with our policy. A related person transaction is a transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which the Company and any related person are, were or will be participants in which the amount involved exceeds \$120,000. Pursuant to the policy, transactions involving (i) compensation to an executive officer, member of the management board or member of the supervisory board, if such compensation is required to be reported in our proxy statement and has been approved by the supervisory board or remuneration committee of the supervisory board, (ii) compensation for services provided to the Company as an executive officer who is not an immediate family member of a related person if the executive officer was a named executive officer in the proxy statement and such remuneration has been approved, or recommended to the supervisory board for approval, by the compensation committee of the supervisory board, and (iii) certain ordinary course of business transactions have been pre-approved by the audit committee. A related person is any executive officer, director or beneficial owner of more than 5% of any class of our voting securities and any of their respective immediate family members and any entity owned or controlled by such persons.

Under the policy, if a transaction has been identified as a related person transaction, including any transaction that was not a related person transaction when originally consummated or any transaction that was not initially identified as a related person transaction prior to consummation, our general counsel must present information regarding the related person transaction to the audit committee, for review, consideration and approval or ratification. The presentation must include a description of, among other things, all relevant facts and circumstances relating thereto. Under the policy, we will collect information that we deem reasonably necessary from each director, executive officer and, to the extent feasible, significant shareholder to enable us to identify any existing or potential related-person transactions and to effectuate the terms of the policy. In considering related person transactions, our audit committee will take into account the relevant available facts and circumstances including, but not limited to:

- whether the transaction is on terms comparable to those that could be obtained in arm’s length dealings with an unrelated third party; and
- the extent of the related person’s interest in the transaction and the conflicts of interest and corporate opportunity provisions of the Company’s Code of Conduct.

EXECUTIVE AND DIRECTOR COMPENSATION

This section discusses the material components of the executive compensation program for our executive officers who are named in the “2022 Summary Compensation Table” below. In 2022, our “named executive officers” and their positions were as follows:

- Florian Brand, Chief Executive Officer;
- Srinivas Rao, M.D., Ph.D., Chief Scientific Officer; and
- Stephen Bardin, Chief Financial Officer.

2022 Summary Compensation Table

The following table sets forth information concerning the compensation of our named executive officers for the years presented.

Name and Principal Position ⁽¹⁾	Year	Salary (\$)	Bonus (\$) ⁽²⁾	Stock Awards (\$)	Option Awards (\$) ⁽³⁾	All Other Compensation (\$) ⁽⁴⁾	Total (\$)
Florian Brand, <i>Chief Executive Officer</i>	2022	550,000	275,000	—	3,420,889	10,442	4,256,331
	2021	440,495	186,207	21,336,537	4,557,562	1,069	26,521,870
Srinivas Rao, M.D., Ph.D., <i>Chief Scientific Officer</i>	2022	550,000	275,000	—	2,736,711	9,150	3,570,861
	2021	480,682	204,082	—	11,253,208	8,700	11,946,672
Stephen Bardin ⁽⁵⁾ <i>Chief Financial Officer</i>	2022	226,667	190,652	—	2,280,000	19,803	2,717,122

- (1) All amounts shown for Mr. Brand and all 2021 amounts shown in the “Stock Awards” and “Option Awards” columns for all named executive officers were paid or calculated, as applicable, in Euros and converted to U.S. Dollars using the exchange rate in effect on the applicable grant date for purposes of the “Stock Awards” and “Option Awards” columns and the exchange rate in effect on the applicable payment date for purposes of the other columns for Mr. Brand.
- (2) Amounts represent performance-based annual cash bonuses for the named executive officers for fiscal year 2022. For additional information regarding these amounts, refer to “2022 Cash Based Incentive Compensation”. In addition, \$100,000 shown for Mr. Bardin represents a one-time cash sign on bonus paid in connection with his commencement of employment during 2022.
- (3) Amounts reflect the grant-date fair value of stock options computed in accordance with ASC Topic 718, rather than the amounts paid or realized by the named individual. We provide information regarding the assumptions used to calculate the value of stock options granted to our named executive officers in Note 12 to the consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022.
- (4) The amount shown for Mr. Brand includes contributions to a German pension scheme and private insurance premiums. The amount shown for Dr. Rao includes matching contributions under our 401(k) plan. The amount shown for Mr. Bardin includes matching contributions under our 401(k) plan and a relocation stipend.
- (5) Mr. Bardin commenced employment with us as the Deputy Chief Financial Officer and Chief Financial Officer Designate, effective as of June 27, 2022 and was appointed as the Chief Financial Officer, effective as of August 16, 2022.

Narrative to 2022 Summary Compensation Table

General

Our executive compensation program is designed to align executive pay with our performance on both short-term and long-term bases, link executive pay to stockholder value creation, and utilize compensation as a tool to assist us in attracting and retaining the high-caliber executives that we believe are critical to our long-term success. Our equity-based awards are subject to vesting over a number of years and, in some instances, the achievement of pre-established performance metrics. Additionally, these awards only provide value to the extent our stock price increases over time. Therefore, “total” compensation as shown in the table above and calculated in accordance with SEC and applicable accounting rules, is not necessarily reflective of the compensation actually realized by our named executive officers for a given year.

A significant portion of “total” compensation for our named executive officers is based on accounting assumptions for equity awards granted to our named executive officers that have not yet been earned, and, for fiscal year 2021, include equity awards granted prior to our initial public offering. For example, a portion of the \$21,336,537 shown in the “Stock Awards” column and a portion of the \$4,557,562 shown in the “Option Awards” column for Mr. Brand for 2021 reflect the value of equity awards granted prior to our initial public offering. This includes the grant-date fair value of shares under a Hurdle Share Option Program (or “HSOP Shares”) and options computed in accordance with ASC Topic 718, rather than the amounts paid or realized by

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Mr. Brand. Similarly, a portion of the amount reflected under the “Option Awards” column in the table above for Dr. Rao for 2021 was granted prior to our initial public offering.

In January 2021, Mr. Brand was granted 4,906,400 HSOP Shares, which have a fifteen-year contractual term and, therefore, the estimated fair value of the HSOP Shares is based on the length of that term. Upon allocation, Mr. Brand paid the nominal value of €0.06 per share for each HSOP Share. The strike price for these HSOP Shares was €2.00 per share, plus a re-allocation compensation amount of €2.63 per HSOP Share, so that the sum of the strike price and re-allocation compensation amount reflected the fair market value of one common share at the time of allocation of the HSOP Shares. These HSOP Shares vest over a three to four-year service period, and only provide value upon an exit transaction or other liquidity event that occurs within fifteen years of the date of grant. These awards are subject to the risk of forfeiture until vested by virtue of continued employment or service to the Company. Further, upon the occurrence of an exit transaction or liquidity event, Mr. Brand will be obligated to pay to an amount per HSOP Share (as converted) equal to the strike price of the HSOP Shares (as increased by the reallocation compensation amount). For more information regarding the HSOP Shares see also Note 12 to the consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022.

Please see the remaining sections of this “Narrative to 2022 Summary Compensation Table” for a description of all of the elements that comprise our executive compensation program for 2022.

2022 Salaries

The named executive officers receive a base salary to compensate them for services rendered to our company. The base salary payable to each named executive officer is intended to provide a fixed component of compensation reflecting the executive’s skill set, experience, role and responsibilities. During 2022, our management board approved the annual base salaries of our named executive officers as set forth in the following table. There were no changes in the base salaries of Mr. Brand or Dr. Rao from the prior year. The base salary for Mr. Bardin was negotiated in connection with his commencement of employment with us during 2022.

Name	2022 Annual Base Salary
Florian Brand	\$550,000
Srinivas Rao, M.D., Ph.D.	\$550,000
Stephen Bardin	\$440,000 ⁽¹⁾

(1) As Mr. Bardin commenced employment with us on June 27, 2022, his salary shown in the 2022 Summary Compensation Table above reflects a partial year of employment.

2022 Cash-Based Incentive Compensation

We provide annual bonuses designed to motivate and reward our executives, including our named executive officers, for achievements relative to certain Company performance metrics for the year. Each named executive officer’s target bonus opportunity is expressed as a percentage of annual base salary. The 2022 annual bonuses for Mr. Brand, Dr. Rao and Mr. Bardin were targeted at 50%, 50% and 40% of their respective base salaries.

In March 2023, in consultation with our management board and upon the recommendation of the compensation committee, the supervisory board determined that the 2022 corporate, clinical and financing goals were achieved at 100%. As such, 2022 bonuses for our named executive officers were paid at 100% of their target bonus opportunities, except Mr. Bardin’s annual bonus was pro-rated due to his partial year of employment with us.

The bonuses awarded to our named executive officers for 2022 performance are set forth above in the 2022 Summary Compensation Table in the column entitled “Bonus”.

Equity Compensation

Our named executive officers have been granted options to purchase our common shares. Options typically vest as to 25% of the shares subject to the option on the first anniversary of the applicable vesting commencement date and as to the remaining 75% of the shares subject to the option in 36 substantially equal monthly installments thereafter until the fourth anniversary of the vesting commencement date, subject to

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accelerated vesting upon a change in control or in the event the named executive officer's service with the Company is terminated due to his or her death or disability. Certain options granted to our named executive officers have been granted with performance-based vesting conditions. Options granted prior to our initial public offering were not exercisable prior to (1) the fourth anniversary of the date of grant and (2) the occurrence of a liquidity event, subject, in each case, to continued service through such date. Following our initial public offering, these conditions to exercisability are no longer applicable.

The following table sets forth the aggregate number of options granted to our named executive officers during 2022.

Named Executive Officer	2022 Options Granted
Florian Brand	971,750
Srinivas Rao, M.D., Ph.D.	777,400
Stephen Bardin	1,000,000

Refer to the "Outstanding Equity Awards at Fiscal Year End" table below for information regarding the vesting schedules of these awards.

Other Elements of Compensation

Retirement Plans

ATAI Life Sciences US, Inc. maintains a 401(k) retirement savings plan for its employees employed in the United States who satisfy certain eligibility requirements. Our named executive officers in the United States are eligible to participate in the 401(k) plan on the same terms as other full-time employees. Currently, we match 100% of employee contributions to the 401(k) plan, up to 3% of eligible compensation, and these matching contributions are fully vested as of the date on which the contribution is made. We believe that providing a vehicle for tax-deferred retirement savings to our employees in the United States adds to the overall desirability of our executive compensation package and further incentivizes our employees, including our named executive officers, in accordance with our compensation policies. We did not maintain any private pension or retirement plans for our employees employed in Germany or the United Kingdom during 2022.

Employee Benefits and Perquisites

All of our full-time employees in the United States, including our named executive officers, are eligible to participate in our health and welfare plans, including, medical, dental and vision benefits, short-term and long-term disability insurance, and life insurance. During 2022, we reimbursed or directly paid 100% of the premium payments for coverage under these plans for all of our employees.

During 2022, Mr. Brand was entitled to reimbursement for contributions paid by him for private health and long-term care insurance, not to exceed \$960 per month, which amounts are reported in the "All Other Compensation" column of the 2022 Summary Compensation Table above.

Outstanding Equity Awards at Fiscal Year-End

The following table summarizes the number of common shares underlying outstanding equity awards for each named executive officer as of December 31, 2022.

Name	Vesting Commencement Date	Option Awards					Stock Awards	
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable (1)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Exercise Price (\$)(2)	Option Expiration Date	Number of Securities That Have Not Vested (#)(3)	Market Value of Securities That Have Not Vested(\$)(4)
Florian Brand	6/5/2018	4,240,000	—	—	0.37	8/20/2025	—	—
	1/20/2021	292,161	108,527 ⁽⁵⁾	—	5.68	8/20/2025	—	—
	4/29/2021	140,880	197,232 ⁽⁶⁾	—	11.71	8/20/2025	—	—
	8/21/2020	—	—	—	—	—	192,000 ⁽⁸⁾	510,720
	1/20/2021	—	—	—	—	—	511,333 ⁽⁵⁾	1,360,146
	3/2/2022	—	649,050 ⁽⁶⁾	322,700 ⁽⁹⁾	5.65	3/1/2032	—	—
Srinivas Rao, M.D., Ph.D.	4/1/2019	1,198,451	108,957 ⁽⁶⁾	—	2.44	8/20/2025	—	—
	4/1/2019	248,889 ⁽⁷⁾	—	—	2.50	8/20/2025	—	—
	8/21/2020	700,000	140,000 ⁽⁵⁾	—	2.44	8/20/2025	—	—
	1/20/2021	517,149 ⁽⁷⁾	—	226,616 ⁽⁵⁾⁽⁷⁾	5.68	8/20/2025	—	—
	4/29/2021	295,808	414,144 ⁽⁶⁾	—	11.71	8/20/2025	—	—
	3/2/2022	—	519,240 ⁽⁶⁾	258,160 ⁽⁹⁾	5.65	3/1/2032	—	—
Stephen Bardin	6/27/2022	—	1,000,000 ⁽⁶⁾	—	3.65	7/1/2032	—	—

- Outstanding options that were granted prior to our June 2021 initial public offering (“IPO”) are subject to accelerated vesting upon a change in control or in the event the named executive officer’s service with us is terminated due to his or her death or disability.
- All options granted prior to our June 2021 IPO were granted with an exercise price denominated in Euros. The exercise prices have been converted to U.S. dollars using the exchange rate in effect as of the date of grant. All options granted after our IPO are denominated in USD.
- Awards shown in this column represent HSOP Shares. Upon the occurrence of an exit transaction or liquidity event, Mr. Brand will be required to pay to the Partnership an amount per HSOP Share equal to €4.63, which represents the strike price per HSOP Share (as increased by the applicable re-allocation compensation amount). See “Equity Compensation” above for additional information on these shares. As of December 31, 2022, Mr. Brand held 4,203,067 vested HSOP Shares.
- Amounts shown are based on the closing price of our common shares on December 30, 2022, of \$2.66 per share.
- The award vests as to 50% of the shares subject to the award on the first anniversary of the vesting commencement date and as to the remaining 50% of the shares subject to the award in 24 substantially equal monthly installments thereafter until the third anniversary of the vesting commencement date, subject to the named executive officer’s continued service with us through each applicable vesting date.
- The award vests as to 25% of the shares subject to the award on the first anniversary of the vesting commencement date and as to the remaining 75% of the shares subject to the award in 36 substantially equal monthly installments thereafter until the fourth anniversary of the vesting commencement date, subject to the named executive officer’s continued service with us through each applicable vesting date.
- The options may not be exercised prior to the achievement of certain performance metrics, subject to continued employment through such date. The number of shares for which each option is shown as being exercisable and unexercisable represent, respectively, the number of shares for which each option was vested and unvested as of December 31, 2022 pursuant to the service-based vesting schedule. The performance metrics applicable to the options generally related to certain clinical achievements.
- The award vests in substantially equal monthly installments until the third anniversary of the vesting commencement date, subject to the named executive officer’s continued service with us through each applicable vesting date.
- The options may not be exercised prior to the achievement of certain performance metrics, subject to continued employment through such date. The options are fully vested upon achievement of the performance metrics which generally relate to certain financial achievements and clinical milestones.

Executive Employment Agreements

We or ATAI Life Sciences US, Inc. (“ATAI US”) have entered into an employment agreement with each of our named executive officers.

Under the employment agreements, if we (or ATAI US, as applicable) terminate Mr. Brand, Dr. Rao or Mr. Bardin without “cause” or he resigns for “good reason” (each as defined below), subject to his timely executing a release of claims and his continued compliance with certain covenants, he is entitled to receive (i) base salary continuation (or a lump sum for Mr. Bardin) for a period of nine months (or 12 months for

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Mr. Brand); (ii) payment for any earned but unpaid annual bonus for the year prior to the year of termination; and (iii) for Dr. Rao and Mr. Bardin only, reimbursement for continued health coverage pursuant to COBRA for up to nine months following termination. Mr. Bardin would also be entitled to an additional payment of \$15,000 in relocation expenses to move back to the US.

If we (or ATAI US, as applicable) terminate Mr. Brand, Dr. Rao or Mr. Bardin without “cause” or he resigns for “good reason”, in either case, on or within 12 months following a change in control, then, in lieu of the severance payments and benefits described above, subject to his timely executing a release of claims and his continued compliance with certain covenants, he is entitled to receive (i) a lump-sum payment equal to one times (or 1.5 times for Mr. Brand) the sum of his annual base salary and, for Mr. Brand and Dr. Rao only, his target annual bonus for the year of termination; (ii) payment for any earned but unpaid annual bonus for the year prior to the year of termination; (iii) for Dr. Rao and Mr. Bardin only, reimbursement for continued health coverage pursuant to COBRA for up to 12 months following termination; and (iv) accelerated vesting of all unvested equity or equity-based awards held by the executive that vest solely based on the passage of time, with any such awards that vest based on the attainment of performance-vesting conditions being governed by the terms of the applicable award agreement. In addition, the time period that the executives have to exercise any unvested options will be extended until the first to occur of (i) 12 months (or 18 months for Mr. Brand) following termination and (ii) the expiration of the remaining term of the applicable option. Mr. Bardin would also be entitled to an additional payment of \$15,000 in relocation expenses to move back to the US.

In the event Mr. Brand is prevented from working due to illness or other similar reasons for which he is not responsible, or upon his death, he (or his widow and dependents in the case of death) would be entitled to continued payment of his base salary for up to six months, less insurance or similar payments received due to such illness or death.

Upon Mr. Brand’s termination or resignation as a managing director for any reason, he shall be entitled to three months’ notice, or pay in lieu of notice; provided that such payments shall be offset against any severance to which he is otherwise entitled under his employment agreement.

For purposes of the employment agreements, “cause” generally means the named executive officer’s (i) commission of, or indictment for, a felony or any misdemeanor involving moral turpitude, deceit or intentional fraud, (ii) gross negligence, willful misconduct or repeated insubordination with respect to the Company or any of its affiliates, (iii) use of alcohol or illegal drugs in a manner that impairs the performance of his obligations under the employment agreement, (iv) misconduct that violates any applicable state or federal law prohibiting workplace harassment or that violates any written policy of the Company adopted to prevent workplace harassment or discrimination, (v) conduct which the executive knows or reasonably should have known would cause the Company to violate state or federal law, or (vi) repeated failure to substantially perform his employment duties or material breach of his material obligations under the employment agreement if such breach is not cured following notice from the board.

For purposes of the employment agreements, “good reason” generally means (i) subject to an opportunity for notice and cure, the Company’s material breach of any material obligation under the employment agreement or (ii) for Mr. Brand only, his involuntary removal as a member of the management board.

Mr. Brand has agreed to refrain from competing with us while employed and following his termination of employment for any reason for a period of 12 months. Mr. Brand and Dr. Rao have agreed to refrain from soliciting our employees or consultants to terminate their relationship with us and from inducing our clients, licensors, licensees or customers to terminate, breach or materially change their relationship with the Company, in each case, while employed and following his termination of employment for any reason for a period of 12 months (or 24 months for Mr. Brand).

Supervisory Director Compensation

We maintain a remuneration policy for our supervisory board pursuant to which our supervisory directors may be entitled to cash and equity compensation in such amounts necessary to attract and retain supervisory directors that have the talent and skills to foster long-term value creation and enhance the sustainable development of the Company. The compensation payable under the policy is intended to be competitive in relation to both the market in which the Company operates and the nature, complexity and size of the Company’s business.

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Our supervisory directors currently receive the following amounts for their services on our supervisory board:

- Upon the director's initial election or appointment to our supervisory board, an option to purchase 128,000 common shares;
- If the director has served on our supervisory board for at least six months as of the date of an annual meeting of shareholders and will continue to serve as a director immediately following such meeting, an option to purchase 64,000 common shares on the date of the annual meeting;
- An annual director fee of \$40,000;
- If the director serves as lead independent director or chair or on a committee of our supervisory board, an additional annual fee as follows:
 - Chair of the board, \$30,000;
 - Lead independent director, \$25,000;
 - Chair of the audit committee, \$15,000;
 - Audit committee member other than the chair, \$7,500;
 - Chair of the compensation committee, \$10,000;
 - Compensation committee member other than the chair, \$5,000;
 - Chair of the nominating and corporate governance committee, \$8,000; and
 - Nominating and corporate governance committee member other than the chair, \$4,000.

Director fees are payable in arrears in four equal quarterly installments not later than the thirtieth day following the final day of each calendar quarter, provided that the amount of each payment is prorated for any portion of a quarter that a director is not serving on our supervisory board.

Options granted to our non-employee directors have an exercise price equal to the fair market value of a common share on the date of grant and expire not later than ten years after the date of grant. Options granted upon a director's initial election or appointment vest as to one-third of the shares on the first anniversary of the date of grant and in twenty-four (24) substantially equal monthly installments thereafter until the third anniversary of the date of grant. Options granted annually to directors vest in a single installment on the earlier of the day before the next annual meeting or the first anniversary of the date of grant. In addition, all unvested options vest in full upon the occurrence of a change in control.

The following table sets forth information concerning the compensation of non-employee members of our supervisory board for service on the board for the year ended December 31, 2022.

Name	Fees Earned or Paid in Cash (\$)	Option Awards (\$) ⁽²⁾	Total (\$)
Christian Angermayer	70,000	152,960	222,960
Michael Auerbach	70,000	152,960	222,960
Jason Camm ⁽¹⁾	—	—	—
Alexis de Rosnay ⁽³⁾	50,380	152,960	203,340
Sabrina Martucci Johnson	56,702	152,960	209,662
Amir Kalali, M.D.	45,202	152,960	198,162
Andrea Heslin Smiley	61,500	152,960	214,460

(1) Due to his association with Thiel Capital LLC during the year ended December 31, 2022, Mr. Camm has waived his right to receive compensation for serving on our supervisory board.

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- (2) Amounts reflect the full grant-date fair value of stock options computed in accordance with ASC Topic 718, rather than the amounts paid to or realized by the named individual. We provide information regarding the assumptions used to calculate the value of all stock options granted to our supervisory board members in Note 12 to the consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022.
- (3) Mr. de Rosnay resigned from the supervisory board effective November 2, 2022.

The table below shows the aggregate numbers of option awards (exercisable and unexercisable) held as of December 31, 2022 by each non-employee director. None of the non-employee directors held any unvested stock awards in us as of December 31, 2022.

Name	Options Outstanding at Fiscal Year End
Christian Angermayer	816,000
Michael Auerbach	192,000
Jason Camm ⁽¹⁾	—
Alexis de Rosnay	192,000
Sabrina Martucci Johnson	192,000
Amir Kalali, M.D.	192,000
Andrea Heslin Smiley	192,000

- (1) Mr. Camm has waived his right to receive compensation, including options, for serving on our supervisory board due to his association with Thiel Capital LLC during the year ended December 31, 2022.

Equity Compensation Plan Information

The following table sets forth information as of December 31, 2022 regarding our equity compensation plans, consisting of the 2021 Incentive Award Plan, the 2020 Employee, Director and Consultant Equity Incentive Plan and the Hurdle Share Option Program. Awards under the Hurdle Share Option Program represent indirect equity interests in us held by ATAI Life Sciences HSOP GbR, a German law private partnership. See Note 12 to the consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 for a description of this program. We do not have any non-shareholder approved equity compensation plans.

Plan Category	Number of Common Shares to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Common Shares Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by shareholders	41,802,433 ⁽¹⁾	\$ 5.52 ⁽²⁾	33,094,557 ⁽³⁾⁽⁴⁾
Equity compensation plans not approved by shareholders	—	—	—
Total	41,802,433⁽¹⁾	\$ 5.52⁽²⁾	33,094,557⁽³⁾⁽⁴⁾

- (1) Includes 18,433,859 shares subject to outstanding options under the 2020 Plan, 16,466,745 shares subject to outstanding options under the 2021 Plan, and 6,921,829 shares subject to outstanding awards under the Hurdle Share Option Program. As of the effective date of the 2021 Plan, we ceased granting awards under the 2020 Plan.
- (2) As of December 31, 2022, the weighted-average exercise price of outstanding options under the 2020 Plan was \$4.66, the weighted-average exercise price of outstanding options under the 2021 Plan was \$7.46, and the weighted average exercise price of outstanding awards under the Hurdle Share Option Program was \$6.64.
- (3) Under the terms of our 2021 Plan, the number of shares initially available for issuance will be increased by an annual increase on January 1 of each calendar year beginning in 2022 and ending in and including 2031, equal to the lesser of (A) five percent of the common shares outstanding on the final day of the immediately preceding calendar year and (B) such smaller number of shares as determined by our supervisory board. Effective as of January 1, 2023, the number of shares initially available for issuance increased by 8,296,796 common shares.
- (4) Represents 32,837,138 shares available for issuance under the 2021 Plan and 257,419 shares available for issuance under the Hurdle Share Option Program. To the extent outstanding options under the 2020 Plan are forfeited or lapse unexercised, the common shares subject to such options will be available for issuance under the 2021 Plan.

SHAREHOLDER PROPOSALS

Rule 14a-8 Proposals — Pursuant to Rule 14a-8 under the Exchange Act, shareholders who intend to have a proposal considered for inclusion in our proxy materials for presentation at our 2024 annual general meeting of shareholders must submit the proposal to our Corporate Secretary at our offices at Wallstraße 16, 10179 Berlin, Germany in writing not later than 120 days before the anniversary of the date on which we sent our proxy materials for this Annual General Meeting, or December [], 2023, unless the date of the 2024 annual general meeting is changed by more than 30 days from the date of this Annual General Meeting, and must satisfy the requirements of the proxy rules promulgated by the SEC.

Other Proposals — Shareholders intending to include a proposal on the agenda for the 2024 annual general meeting of shareholders, irrespective of whether they intend to have the proposal included in our proxy statement, must comply with the requirements under our articles of association and Dutch law. Under Dutch law and our articles of association, only shareholders representing at least 3% of our issued share capital are authorized to make such a proposal, provided that they do so at least 60 days prior to our 2024 annual general meeting of shareholders.

Proposals and nominations that are not received by the dates specified above, or otherwise do not meet all relevant requirements, will be considered untimely or improper, as applicable. You may contact our Corporate Secretary at Wallstraße 16, 10179 Berlin, Germany for a copy of the relevant provisions of our articles of association regarding the requirements for making shareholder proposals.

In addition to satisfying the foregoing requirements under our articles of association, to comply with the universal proxy rules, shareholders who intend to solicit proxies in support of supervisory director nominees other than the Company's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act.

We reserve the right to reject, rule out of order or take other appropriate action with respect to any proposal that does not comply with these or other applicable requirements.

OTHER MATTERS

No business shall be voted on at the Annual General Meeting, except such items as included in the agenda for the Annual General Meeting.

SOLICITATION OF PROXIES

The accompanying proxy is solicited by and on behalf of our supervisory board, whose Notice of Annual General Meeting is attached to this proxy statement, and the entire cost of such solicitation will be borne by us. In addition to the use of mail, proxies may be solicited by personal interview, telephone, e-mail and facsimile by our supervisory directors, officers and other employees who will not be specially compensated for these services. We will also request that brokers, nominees, custodians and other fiduciaries forward soliciting materials to the beneficial owners of shares held by such brokers, nominees, custodians and other fiduciaries. We will reimburse such persons for their reasonable expenses in connection therewith.

Certain information contained in this proxy statement relating to the occupations and security holdings of our supervisory directors and officers is based upon information received from the individual directors and officers.

We intend to file a Proxy Statement and WHITE proxy card with the SEC in connection with the solicitation of proxies for our 2024 annual general meeting of shareholders. Shareholders may obtain our proxy statement (and any amendments and supplements thereto) and other documents as and when filed by us with the SEC without charge from the SEC's website at: www.sec.gov.

ANNUAL REPORT ON FORM 10-K

A copy of ATAI's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, including financial statements and schedules thereto, but not including exhibits, as filed with the SEC, will be sent to any shareholder of record as of the close of business on April 18, 2023, without charge, upon written request addressed to: ATAI Life Sciences N.V., Attention: Corporate Secretary, Wallstraße 16, 10179 Berlin, Germany.

A reasonable fee will be charged for copies of exhibits. You also may access this proxy statement and our Annual Report on Form 10-K at www.proxyvote.com. You also may access our Annual Report on Form 10-K for the year ended December 31, 2022 at www.atai.life.

WE URGE YOU TO VOTE YOUR SHARES PRIOR TO THE ANNUAL GENERAL MEETING VIA THE TOLL-FREE TELEPHONE NUMBER OR OVER THE INTERNET, AS DESCRIBED IN THIS PROXY STATEMENT OR BY SIGNING, DATING AND MAILING THE PROXY CARD IN THE ENCLOSED RETURN ENVELOPE OR EMAILING THE SIGNED AND DATED PROXY CARD TO ANNUALMEETING@ATALIFE. PROMPTLY VOTING YOUR SHARES WILL ENSURE THE PRESENCE OF A QUORUM AT THE ANNUAL GENERAL MEETING AND WILL SAVE US THE EXPENSE OF FURTHER SOLICITATION.

By Order of the Board of Supervisory Directors

Ryan Barrett
General Counsel and Corporate Secretary

Berlin, Germany
April [], 2023

atai LIFE SCIENCES N.V.
WALLSTRAË 16
10179 BERLIN, GERMANY



VOTE BY INTERNET
Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 5:59 AM Central European Summer Time on May 16, 2023. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/ATAI2023

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 5:59 AM Central European Summer Time on May 16, 2023. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY EMAIL

Mark, sign and date your proxy card and return it via email to annualmeeting@atai.life by 5:59 a.m. Central European Summer Time on May 16, 2023.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V11620-P86304

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

atai LIFE SCIENCES N.V.



The Board of Directors recommends you vote FOR the following proposals 1, 2, 3, 4, 5, 6, 7, 8 and 9:

	For	Against	Abstain
1. Adoption of the Dutch statutory annual accounts over fiscal year 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Appointment of Deloitte & Touche LLP (and its Dutch offices/entity) as atai Life Sciences N.V.'s external auditor for fiscal year 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Release of each member of atai Life Sciences N.V.'s board of supervisory directors and board of managing directors from liability for the exercise of their duties during fiscal year 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-appointment of Sabrina Martucci Johnson as a supervisory director of atai Life Sciences N.V.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-appointment of Amir Kalali as a supervisory director of atai Life Sciences N.V.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-appointment of Andrea Heslin Smiley as a supervisory director of atai Life Sciences N.V.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Extension of the authorization of atai Life Sciences N.V.'s management board to issue shares and grant rights to subscribe for shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Extension of the authorization of atai Life Sciences N.V.'s management board to limit and exclude pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Extension of the authorization of atai Life Sciences N.V.'s management board to acquire shares (or depositary receipts for such shares) in atai Life Sciences N.V.'s capital.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

**Important Notice Regarding the Availability of Proxy Materials for the
Annual General Meeting of Shareholders:**

The Notice and Proxy Statement and Annual Report on Form 10-K are available at www.proxyvote.com.

V11621-P86304

**PROXY
ANNUAL GENERAL MEETING OF SHAREHOLDERS
MAY 16, 2023**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF SUPERVISORY DIRECTORS OF
atai LIFE SCIENCES N.V.**

The undersigned hereby appoints each member of atai Life Sciences N.V.'s Board of Supervisory Directors, as well as Bram Bloemers, candidate civil law notary, and Jan-Mathijs Hermans, partner, working with Dentons Europe LLP, atai Life Sciences N.V.'s Dutch legal counsel, and each of them, with power to act without the other and with power of substitution, as proxies and attorneys-in-fact and hereby authorizes them to represent and vote, as provided on the other side of this proxy card, all the shares of atai Life Sciences N.V. which the undersigned is entitled to vote at the Annual General Meeting of Shareholders of atai Life Sciences N.V. to be held at the offices of Dentons Europe LLP (address: Gustav Mahlerplein 2, Amsterdam 1082 MA, The Netherlands) and via live webcast (www.virtualshareholdermeeting.com/ATAI2023) on May 16, 2023 at 6:00 p.m. Central European Summer Time or any adjournment thereof, with all powers which the undersigned would possess if present at the Annual General Meeting of Shareholders.

Such proxies are authorized to vote in their discretion (x) for the election of any person to the Board of Supervisory Directors if any nominee named herein becomes unable to serve or for good cause will not serve, (y) on any matter that the Board of Supervisory Directors did not know would be presented at the Annual General Meeting of Shareholders by a reasonable time before the proxy solicitation was made and (z) upon such other matters as may properly come before such Annual General Meeting of Shareholders and at any adjournment or postponement thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED. IF NO SUCH DIRECTIONS ARE MADE BUT THE CARD IS SIGNED, THIS PROXY WILL BE VOTED "FOR" PROPOSALS 1, 2, 3, 4, 5, 6, 7, 8 and 9, AND IN THE DISCRETION OF THE PROXIES WITH RESPECT TO SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE.