



ATAI LIFE SCIENCES N.V.

COMPENSATION COMMITTEE CHARTER

I. Purpose

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Supervisory Directors (the “*Supervisory Board*”) of ATAI Life Sciences N.V. (the “*Company*”) is to oversee the discharge of the responsibilities of the Supervisory Board relating to compensation of the Company’s executive officers and directors.

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

II. Composition

1. *Number.* Except as otherwise permitted by the applicable rules of The Nasdaq Stock Market LLC (“*Nasdaq*”), the Committee shall consist of at least two members of the Supervisory Board.

2. *Independence and Eligibility.* Except as otherwise permitted by the applicable Nasdaq rules, each member of the Committee shall be an “independent director” as defined by Nasdaq Rule 5605(a)(2), meet the applicable criteria for independence set forth in Rule 5605(d)(2) of the Nasdaq rules and meet all other eligibility requirements of any applicable laws. Furthermore, more than half of the members of the Committee shall be independent within the meaning of the Dutch Corporate Governance Code.

3. *Chair.* Unless the Supervisory Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote of the full Committee membership. The Committee may dismiss the Chair (other than when the Chair is appointed by the full Board), provided that the Chair so dismissed shall subsequently continue his or her term of office as a Committee member without having the title of Chair. The Chair shall not be the Chair or a former member of the Board of Managing Directors (the “*Management Board*”) of the Company.

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

III. Meetings, Procedures and Authority

The Committee will meet as often as necessary to carry out its responsibilities. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's Articles of Association (as may be amended and/or restated from time to time, the "*Articles*") that are applicable to the Committee. Unless otherwise restricted by the Articles, all meetings of the Committee may be held telephonically or via other electronic means. In addition, unless otherwise restricted by the Articles, the Committee may act by unanimous written consent in lieu of a meeting.

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

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

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

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

IV. Duties and Responsibilities

1. *Executive Officer Compensation.* The Committee shall review and recommend for approval by the Supervisory Board the compensation of the Company's Chief Executive Officer (the "*CEO*") and the Company's 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 CEO compensation but may, in its discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other executive officer compensation.

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

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

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

5. *Incentive Compensation and Equity-Based Plans.* The Committee will review and approve or make recommendations to the Supervisory Board regarding the Company's incentive compensation and equity-based plans and arrangements.

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

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

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

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

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

V. Delegation of Duties

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

VI. Amendments and Deviations

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

VII. Governing Law and Jurisdiction

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