

AXSOME THERAPEUTICS, INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

I. Purpose

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Axsome Therapeutics, Inc. (the “**Company**”) is appointed by the Board to assist in fulfilling certain of the Board’s oversight responsibilities. The Committee’s purposes shall be:

- A. To recommend to the Board the composition and operations of the Board;
- B. To identify individuals qualified to serve as members of the Board, and to identify and recommend that the Board select the director nominees for the next annual meeting of stockholders and to fill vacancies;
- C. To develop and maintain the Company’s corporate governance policies;
- D. To recommend to the Board the responsibilities of each Board committee, the composition and operation of each Board committee, and the director nominees for assignment to each Board committee; and
- E. To carry out any related matters required by federal securities laws.

II. Membership

- A. The Committee shall be composed of at least two directors, each of whom must be independent, as determined pursuant to the applicable rules of the The NASDAQ Stock Market LLC.
- B. The members of the Committee shall be designated and approved by a majority of the whole Board and shall serve for one-year terms. The Committee shall recommend, and the Board shall designate, one member of the Committee to serve as its chair (the “**Chairperson**”). The members of the Committee shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed. A majority of the independent directors of the full Board, not including the director being so removed, may remove any member from the Committee at any time with or without cause.

III. Meetings and Procedures

- A. The Committee shall meet as often as it may deem necessary and appropriate in its judgment to carry out its responsibilities, which meetings may be in person or by telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other.

- B. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting, and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent in accordance with the Company's Amended and Restated Bylaws.
- C. The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.
- D. The Committee may delegate authority to one or more members of the Committee when appropriate, but no such delegation shall be permitted if the authority is required by law, regulation, or listing standard to be exercised by the Committee as a whole.
- E. The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests. However, the Committee shall meet regularly without such individuals present.
- F. The Committee shall fix its own rules of procedure, which shall be consistent with the Amended and Restated Bylaws of the Company and this charter (this "**Charter**").
- G. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

IV. Resources and Authority

- A. The Committee shall have the sole authority to retain, set compensation and retention terms for, oversee, and terminate any legal counsel, experts, or advisors that the Committee determines to employ to assist it in the performance of its duties. The Committee shall have the authority to retain, set compensation and retention terms for, and terminate any search firm to be used to identify director candidates. The Committee shall also have the sole authority to retain legal, accounting, or other experts that it determines to be necessary to carry out its duties and to determine compensation for such advisors.
- B. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any such persons retained by the Committee.
- C. The Committee shall have access to internal advisors and all other resources within the Company to assist it in carrying out its duties and responsibilities.

V. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

A. Board Size and Composition

1. Consider and recommend to the Board the appropriate size and the needs of the Board. The Committee shall determine what types of backgrounds, skills, and attributes of Board members are needed to help strengthen and balance the Board. Periodically, the Committee shall determine the qualifications for nominees for election to the Board.
2. Adopt corporate governance guidelines, which shall provide for, among other matters, Board size, mix, and membership criteria. The Committee shall review and assess the adequacy of these principles annually and submit any changes to the Board for approval.
3. Evaluate and recommend to the Board the slate of nominees for directors to be elected by the stockholders at the Company's next annual meeting of stockholders and, where applicable, to be appointed to fill vacancies. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's corporate governance guidelines and described in the Company's proxy statement.
4. Oversee the establishment of the Board's policies and procedures for stockholder communications with the Board.
5. Determine, evaluate, and recommend to the Board any policy or procedures for nomination of directors by stockholders, including any procedure proposed by stockholders relating to the nomination of directors, and implement such policy and procedure as approved by the Board.
6. Review any director resignation letter tendered in accordance with the Company's director resignation policy and evaluate and recommend to the Board whether such resignation should be accepted.
7. Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and oversee the conduct of this annual evaluation.

B. Board Committees

1. Recommend to the Board the responsibilities of the Board committees, including each committee's composition, operations, and authority to delegate to subcommittees.

2. Evaluate and recommend to the Board those directors to be appointed to the various Board committees, including the persons recommended to serve as chairperson of each committee.

C. General Corporate Governance Matters

1. Oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including its Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws;
2. Recommend general matters for consideration by the Board, which may include: (i) the structure of Board meetings, including recommendations for the improvement of such meetings, and the timeliness and adequacy of the information provided to the Board prior to such meetings; (ii) director retirement policies; (iii) policies regarding the number of boards on which a director may serve; (iv) director orientation and training; and (v) the roles of the Company's executive officers and the outside directorships of such executives.
3. Develop and recommend to the Board for approval an executive officer succession plan (the "**Succession Plan**"), review the Succession Plan periodically with the executive officers, develop and evaluate potential candidates for each executive officer position, and recommend to the Board any changes to and any candidates for succession under the Succession Plan.
4. Develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Company that would impair their independence.
5. Develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs, and update them as necessary.
6. Consult with management, as appropriate, and other Board members to ensure that their decisions are consistent with the sound relationship between and among the Board, Board committees, individual directors, and management.
7. Consider, develop, and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the U.S. Securities and Exchange Commission or otherwise considered to be desirable and appropriate in the discretion of the Committee, including identifying best practices and

reviewing and recommending to the Board for approval any changes to the documents, policies, and procedures in the Company's corporate governance framework.

8. Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence, and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
9. Oversee the establishment of, and periodically review the performance of, a disclosure policy committee composed of Company management, the duties of which shall include developing and implementing policies to ensure that all of the Company's public statements, including securities filings, press releases, corporate presentations, investor relations materials, third-party publications prepared with Company input, marketing materials, and oral statements made to analysts and current or potential investors, are in compliance with applicable law, the Company's corporate governance guidelines, and the Company's disclosure policies.
10. Provide oversight of the Company's environmental, social, and governance strategy and reporting as well as corporate citizenship matters.
11. Provide oversight of the Company's policies and practices related to human capital management, which may include, but is not limited to, culture, diversity, equity and inclusion, pay equity, and talent management.
12. Monitor emerging issues potentially affecting the reputation of the pharmaceutical industry and the Company.
13. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
14. Perform any other activities consistent with this Charter, the Company's Amended and Restated Certificate of Incorporation, the Company's Amended and Restated Bylaws, and governing law as the Committee or the Board deems necessary or appropriate.
15. Conduct an annual evaluation of the performance of its duties under this Charter and present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

Amended and restated on February 9, 2024.