

## AXSOME THERAPEUTICS, INC.

### CODE OF BUSINESS CONDUCT AND ETHICS

#### I. Purpose

Axsome Therapeutics, Inc. (the “**Company**”) strives to apply high ethical, moral and legal principles in every aspect of its business conduct. This Code of Business Conduct and Ethics (this “**Code**”) is a guide for each of the Company’s directors, officers and employees to follow in meeting these principles. The Company shall make this Code available on its website at [www.axsome.com](http://www.axsome.com).

This Code describes certain ethical and moral principles that the Company has established for the conduct of its business and outlines certain key legal requirements of which the Company’s directors, officers and employees must be generally aware and with which they must comply. While this Code does not cover every issue that may arise, it sets out basic principles to guide the Company’s directors, officers and employees in the course of performing their duties and responsibilities to the Company.

Specifically, the Board of Directors (the “**Board**”) of the Company has adopted this Code in order to:

- promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or furnishes or submits to, the U.S. Securities and Exchange Commission (the “**SEC**”) and in other public communications made by the Company;
- promote compliance with applicable governmental laws, rules and regulations;
- promote the protection of Company assets, including corporate opportunities and confidential information;
- promote fair dealing practices;
- deter wrongdoing;
- prompt internal reporting to an appropriate person or persons identified in this Code of potential or actual violations of this Code; and
- ensure accountability for adherence to this Code.

All directors, officers and employees are required to be familiar with this Code, comply with its provisions and report any suspected violations as described below in Section XV - Reporting and Enforcement.

## II. Honest and Ethical Conduct

- A. The Company's policy is to promote high standards of integrity by conducting its affairs honestly and ethically.
- B. Each director, officer and employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job.

## III. Conflicts of Interest

- A. A conflict of interest occurs when an individual's private interest (or the interest of a member of his or her family) interferes, or even appears to interfere, with the interests of the Company as a whole. A conflict of interest can arise when an employee, officer or director (or a member of his or her family) takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when an employee, officer or director (or a member of his or her family) receives improper personal benefits as a result of his or her position in the Company.
- B. Loans by the Company to, or guarantees by the Company of obligations of, employees or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by the Company to, or guarantees by the Company of obligations of, any director or executive officer or their family members are expressly prohibited.
- C. Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest should be avoided unless specifically authorized as described below.
- D. Persons other than directors and executive officers who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with and seek a determination and prior authorization or approval from their supervisor or the General Counsel. A supervisor may not authorize or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the General Counsel with a written description of the activity and seeking the General Counsel's written approval. If the supervisor is himself or herself involved in the potential or actual conflict, the matter should instead be discussed directly with the General Counsel.
- E. Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Audit Committee of the Board (the "**Audit Committee**").

- F. In addition, any transaction involving an executive officer or director of the Company, or holder of 5% or more of a class of the Company's voting securities, or any immediate family member of any such person, other than compensation matters that are otherwise approved by the Compensation Committee, must be reviewed and approved by the Audit Committee.
- G. A Company director, officer, or employee and his or her immediate family members cannot accept material gifts or favors that could create the appearance that his or her business judgment could be affected by the receipt of such gifts or favors. A Company director, officer or employee and members of his or her immediate family can accept gifts of nominal value that are consistent with customary business practices from existing sources, prospective sources and persons, firms or companies with whom the Company does or might do business. Nevertheless, any gift of cash or a cash equivalent, may not be accepted and must be reported to the General Counsel. The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. Company directors, officers or employees cannot offer gifts or favors to any employee of a competitor, supplier, customer, payer or other person who does or seeks to do business with the Company, or a member of such employee's immediate family, if the gifts or favors might place the recipient under any obligation to a director, officer or employee or to the Company.
- H. From time to time, the Company may fund meals and hospitality for individuals doing business with the Company. Meals and hospitality provided must be (i) of reasonable value and not lavish, (ii) designed to serve legitimate business goals and (iii) compliant with the Company's applicable policies and procedures, including with respect to any restrictions as to form, frequency, value and location. Restrictions may vary by geography and stricter restrictions may apply to certain recipients, such as healthcare professionals and government employees. Similar restrictions must be observed by directors, officers and employees who are offered meals or hospitality by Company suppliers and business partners.

#### **IV. Compliance**

- A. Employees, officers and directors should comply, both in letter and spirit, with all applicable laws, rules and regulations in the cities, states and countries in which the Company operates.
- B. Although not all employees, officers and directors are expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance should be addressed to the General Counsel.
- C. No director, officer or employee may purchase or sell any Company securities while in possession of material non-public information regarding the Company, nor may any director, officer or employee purchase or sell another company's

securities while in possession of material non-public information regarding that company. It is against Company policies and illegal for any director, officer or employee to use material non-public information regarding the Company or any other company to:

1. obtain profit for himself or herself; or
2. directly or indirectly “tip” others who might make an investment decision on the basis of that information.

The Company’s directors, officers and employees are subject to the Company’s Insider Trading Policy and should reference the policy for further guidance.

- D. The Company promulgates policies and procedures, such as the Company’s Healthcare Compliance Policies, and provides training sessions to promote compliance with laws, rules, regulations and Company policies and procedures. Training with respect to the Healthcare Compliance Policies is provided to all field-facing employees upon on-boarding and recurrently on an at least annual basis thereafter. Compliance with these policies and procedures is required. Additional training can be provided upon request.

## **V. Disclosure and Record Keeping**

- A. Generally, the Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. Company directors, officers and employees with responsibility for reporting, filing, furnishing and/or submitting reports, records, documents or other information shall ensure that such reports, records, documents, or other information are accurately and timely reported, filed and/or submitted. A Company director, officer or employee who believes an inaccurate or dishonest recording or reporting of financial transaction or information has occurred or is occurring shall either file a report through secure web form at <https://www.whistleblowerservices.com/axsm/> or by calling the secure hotline at (844) 407-6323 to leave a voicemail message with the Audit Committee. Reports filed through secure web form may, at the reporting person’s discretion, be done so anonymously. Reports filed by leaving a voicemail message with the Audit Committee will be electronically altered/disguised to ensure the confidentiality of the reporting person’s identity. When filing a report through either method, the reporting person will receive a 14 to 16-digit code that can be used to access the status of their report. The Audit Committee may also use such code to ask the reporting person, with complete confidentiality, for additional information regarding the reported issue.
- B. The Company’s periodic reports and other documents filed with or furnished or submitted to the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules.

- C. Each director, officer and employee who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. Each director, officer and employee must cooperate fully with the Company's accounting department as well as the Company's independent public accountants and counsel.
- D. Each director, officer and employee who is involved in the Company's disclosure process must:
  - 1. be familiar with and comply with the Company's disclosure controls and procedures and the Company's internal control over financial reporting; and
  - 2. take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

## **VI. Protection and Proper Use of Company Assets**

- A. All directors, officers and employees should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability and are prohibited.
- B. All Company assets should be used only for legitimate business purposes, though incidental personal use may be permitted. Any suspected incident of fraud or theft should be reported for investigation immediately.
- C. The obligation to protect Company assets includes the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any non-public financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

## **VII. Corporate Opportunities**

All directors, officers and employees owe a duty to the Company to advance the Company's interests when the opportunity arises. Directors, officers and employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of Company assets, property, information or position. Directors, officers and employees may not use Company assets, property, information or position for personal gain (including gain of friends or family members). In addition, no director, officer or employee may compete with the Company.

## **VIII. Payments to Government Personnel**

Company directors, officers and employees must comply with the Foreign Corrupt Practices Act (the “FCPA”), which prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political parties or candidates to obtain or retain business and prohibits making payments to government officials of any country. Additionally, other countries have enacted similar laws with which directors, officers and employees must comply. No Company director, officer or employee may give to, or receive from, any government official kickbacks, bribes, rebates or other illegal consideration. Company directors, officers and employees dealing with government agencies must be aware of, and comply with, any agency rules limiting or prohibiting gifts or other favors.

The FCPA does allow for certain permissible payments to foreign officials. Specifically, the law permits “facilitating” payments, which are payments of small value to effect routine government actions such as obtaining permits, licenses, visas, mail, utilities hook-ups and the like. However, determining what is a permissible “facilitating” payment involves difficult legal judgments. Therefore, directors, officers and employees must obtain permission from the General Counsel before making any payment or gift thought to be exempt from the FCPA.

Additionally, the Company systematically conducts due diligence reviews on new, high-risk vendors (e.g., consultants for sales team), and directors, officers and employees are all expected to conduct appropriate due diligence to ensure the Company works with responsible third parties that align with the Company’s values and standards as well as meet business and regulatory requirements. Finally, directors, officers and employees must ensure that necessary documentation and approvals are in place before starting work with third parties.

## **IX. Interactions with Healthcare Professionals**

When interacting with healthcare professionals, directors, officers and employees must conduct themselves in an appropriate, professional and compliant manner in accordance with all applicable legal and regulatory requirements, as well as the Company’s applicable policies and procedures pertaining to such interactions. The Company has adopted a number of policies and procedures designed to ensure that its interactions with healthcare professionals comply with applicable promotional and marketing laws, as well as relevant industry codes of practice. All interactions with healthcare professionals must be conducted in appropriate settings and contexts and any hospitality offered to healthcare professionals must be permitted by the Company’s applicable policies and procedures. The Company may retain healthcare professionals as consultants, speakers or advisors only when they are qualified to do so and only where the Company has a legitimate business need for their services. The Company must ensure that any compensation paid to healthcare professionals for providing such services reflects the fair market value of such services, and that the Company collects, reports and discloses

payments and other transfers of value made to healthcare professionals as required by applicable laws and regulations.

The Company works with various outside vendors to perform certain research, development and commercial activities. These vendors must comply with all applicable federal healthcare program and U.S. Food and Drug Administration requirements. Any employee who is responsible for such vendor's activities must ensure that the vendor understands that, in performing services on behalf of the Company, they must adhere to the same high standards to which the Company is held. Employees who are concerned that a vendor is not conducting its activities in compliance with the Company's policies and procedures, including the Healthcare Compliance Policies, should report compliance concerns to their supervisor, the Compliance Department or the General Counsel.

## **X. Confidentiality**

Directors, officers and employees should maintain the confidentiality of information entrusted to them by the Company or by its customers, suppliers or partners, except when disclosure is expressly authorized or legally required. Confidential information includes all non-public information (regardless of its source) that might be of use to the Company's competitors or harmful to the Company or its customers, suppliers or partners if disclosed.

## **XI. Document Retention**

All of the Company's books, records and documents must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Whenever it becomes apparent that documents of any type will be required in connection with a lawsuit or governmental investigation, all possibly relevant documents should be preserved, and ordinary disposal or alteration of documents pertaining to the subjects of the litigation or investigation should be immediately suspended.

## **XII. Discrimination and Harassment**

The Company requires strict adherence to its policies and applicable laws regarding equal employment opportunities and discrimination in the workplace. The Company will not tolerate any illegal discrimination or harassment of any kind. Relationships with colleagues and business relationships with competitors, suppliers and customers always must be conducted free of any discrimination, including based on race, color, creed, religion, age, sex, sexual preference, national origin, marital status, veteran status, handicap or disability. Examples of illegal discrimination or harassment include derogatory comments based on any of the preceding characteristics or unwelcome sexual advances.

### **XIII. Health and Safety**

The Company strives to provide each employee with a safe and healthful work environment. Each director, officer and employee is responsible for maintaining a safe and healthy workplace for their colleagues by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. The Company will not tolerate violence or threatening behavior in the workplace. Company directors, officers and employees are required to report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The Company will not tolerate the use of illegal drugs in the workplace or on any Company property.

### **XIV. Fair Dealing**

Each director, officer and employee must deal fairly with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job. No director, officer or employee may take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair dealing practice.

The Company is committed to competing vigorously but fairly in compliance with all applicable antitrust and fair competition laws and regulations in the markets in which the Company operates. Antitrust and competition laws protect free enterprise and are based on the premise that the public interest is best served by vigorous competition and will suffer from illegal agreements or collusion among competitors. Consequences of antitrust violations can be severe and costly for both the Company and directors, officers and employees. Antitrust laws generally prohibit:

- Agreements, formal or informal, with competitors that harm competition or customers, including price fixing and allocations of customers, territories or contracts;
- Agreements, formal or informal, that establish or fix the price at which a customer may resell a product; and
- The acquisition or maintenance of a monopoly or attempted monopoly through anticompetitive conduct.

Directors, officers and employees must follow the Company's applicable policies and procedures relating to antitrust and fair competition matters, including with respect to restrictions on interactions with actual or potential suppliers, customers and competitors and product pricing-related communications. Certain kinds of information, such as pricing, costs and production, should not be exchanged with competitors, regardless of how innocent or casual the exchange may be and regardless of the setting, whether business or social. Directors, officers and employees should be especially cautious to avoid discussing improper topics with competitor representatives at conferences, trade



shows and similar meetings and events. Directors, officers and employees are also expected to deal honestly on behalf of the Company and must not engage in any activity that can be considered to be unfair dealing or unfair competition. Prohibited behaviors include making any statements known or intended to be misleading, untrue, deceptive or fraudulent about the Company's products, services or prices, or those of the Company's competitors, as well as using deceptive or disruptive practices to obtain information from third parties.

Understanding the requirements of antitrust and fair competition laws and regulations can be difficult, and directors, officers and employees are urged to seek assistance from the Company's legal department whenever you have a question relating to these laws.

## **XV. Reporting and Enforcement**

### **A. Reporting and Investigation of Violations.**

1. Actions prohibited by this Code involving directors or executive officers must be reported to the Audit Committee or the Compliance Hotline at either (888) 576-5436 or <https://app.mycompliancereport.com/report?cid=AXSO>. The Compliance Hotline is a confidential hotline and website available twenty-four (24) hours a day, seven (7) days a week, staffed by a third-party organization that will document any legal or ethical concerns a reporting person may have and send a report to the Company's leadership for investigation.
2. Actions prohibited by this Code involving any other person must be reported to the reporting person's supervisor, the General Counsel or the Compliance Hotline at either (888) 576-5436 or <https://app.mycompliancereport.com/report?cid=AXSO>.
3. After receiving a report of an alleged prohibited action, the Audit Committee, the relevant supervisor or the General Counsel must promptly take all appropriate actions necessary to investigate.
4. All directors, officers and employees are expected to cooperate in any internal investigation of misconduct.

### **B. Anonymity.**

The Company prefers that individuals, when reporting suspected violations of this Code, identify themselves to facilitate the Company's ability to take steps to address the suspected violation, including conducting an investigation. However, the Company also recognizes that, in certain circumstances, individuals may prefer to report a suspected violation anonymously.

An officer, employee, director or designated agent who wishes to remain anonymous may do so, and the Company will use reasonable efforts to protect confidentiality. If a report is made anonymously, however, the Company may not have sufficient information to investigate or evaluate the allegations. Accordingly, persons who report suspected violations anonymously should provide as much detail as they can to permit the Company to evaluate the allegation and, if it deems appropriate, conduct an investigation.

C. Enforcement.

1. The Company must ensure prompt and consistent action against violations of this Code.
2. If, after investigating a report of an alleged prohibited action by a director or executive officer, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the Board.
3. If, after investigating a report of an alleged prohibited action by any other person, the relevant supervisor or the General Counsel determines that a violation of this Code has occurred, the supervisor or the General Counsel will report such determination to the Company's executive leadership team, and, if required by applicable rules and regulations, the Company's executive leadership team will report such determination to the Board.
4. Upon receipt of a determination that there has been a violation of this Code, the Board or the Company's executive leadership team, as applicable, will take such preventative or disciplinary action as they deem appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

D. Waivers.

1. The (i) Audit Committee (in the case of a violation by (x) a director not serving on the Audit Committee or (y) an executive officer), (ii) Board (in the case of a violation by a director serving on the Audit Committee) and (iii) General Counsel (in the case of a violation by any other person) may, in their discretion, waive any violation of this Code.
2. Any waiver for a director or an executive officer shall be disclosed as required by SEC and The NASDAQ Stock Market LLC rules.

E. Prohibition on Retaliation.

The Company does not tolerate acts of retaliation against any director, officer or employee who makes a good faith report of known or suspected acts of

misconduct or other violations of this Code. Specifically, the Company will not reprimand, discharge, demote, suspend, threaten, harass or in any other manner discriminate against, such director, officer or employee. Anyone who participates in any such conduct is subject to disciplinary action, including termination.

#### **XVI. Amendments**

This Code may be amended by the Board. The Company must report promptly any amendments pertaining to executive officers or senior financial officers as required by applicable laws, rules or regulations.

Amended and restated on February 9, 2024.

**ACKNOWLEDGMENT OF RECEIPT AND REVIEW**

[To be signed and returned to the General Counsel.]

I, \_\_\_\_\_, acknowledge that I have received and read a copy of the Axsome Therapeutics, Inc. Code of Business Conduct and Ethics (the “**Code**”). I understand the contents of the Code and I agree to comply with the policies and procedures set out in the Code.

I understand that I should approach the General Counsel if I have any questions about the Code generally or any questions about reporting a suspected conflict of interest or other violation of the Code.

\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
PRINTED NAME

\_\_\_\_\_  
DATE