AXSOME THERAPEUTICS, INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

I. Purpose

The Compensation 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 establish a compensation philosophy designed to attract and retain the Company's Executive Officers (as defined below) and other employees in a competitive market and to maintain a link between executive compensation and Company and executive performance, and to set the individual compensation of each Executive Officer in accordance with the Committee's compensation philosophy.

For purposes of this Charter, "Executive Officers" means any officer of the Company with a title of Executive Vice President or higher. The determination that an officer of the Company is an Executive Officer for purposes of this Charter shall not affect the determination as to whether such person is also an "executive officer" for purposes of the Securities Act of 1933, as amended or the Securities Exchange Act of 1934, as amended (the "**Exchange Act**").

B. To administer the Company's equity compensation plans and other incentive compensation plans.

C. To evaluate the performance of the Company's Executive Officers and adjust compensation arrangements as appropriate based upon Company and individual performance.

D. To review and monitor the organizational structure of the Company and management development plans and activities.

II. Membership

A. The Committee shall be composed of at least two directors. All members of the Committee shall meet the independence requirements of Rule 10C-1(b)(1) under the Exchange Act, the listing rules of The NASDAQ Stock Market LLC ("**NASDAQ**"), or any other exchange on which the Company's securities are listed or quoted and must also qualify as "non-employee" directors as defined in Rule 16b-3 under the Exchange Act.

B. The members of the Committee shall be nominated by the Nominating and

Corporate Governance Committee and appointed by the Board for one-year terms. The Nominating and Corporate Governance 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, but not less frequently than annually, 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 where 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, and in all cases, the chief executive officer (the "**CEO**") and any other officers shall not be present at any Board or Committee meetings at which their compensation, incentives, or performance are discussed, determined, or approved.

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 authority, in its sole discretion, to select, retain, and obtain the advice of compensation consultants, outside legal counsel, or other advisers ("**Compensation Advisers**"), as necessary, to assist with the execution of its duties and responsibilities. The Committee shall set the compensation and oversee the work of the Compensation Advisers. The Committee shall not be required to implement or act consistently with the advice or recommendations of its Compensation Advisers, and the authority granted herein shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

B. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for (i) payment of compensation to any Compensation Adviser selected by the Committee and (ii) ordinary administrative expenses of the Committee.

C. Prior to retaining or seeking advice from any Compensation Adviser, and annually thereafter, the Committee shall assess the independence of any Compensation Adviser pursuant to applicable Exchange Act rules and NASDAQ listing requirements, including taking into consideration the applicable factors affecting independence as specified in NASDAQ Rule 5605(d)(3)(D) and conflicts of interest as specified in Item 407(e)(3)(iv) of Regulation S-K. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors and that is generally available to all salaried employees; or (ii) providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor and about which the consultant or advisor does not provide advice.

V. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

A. Compensation Philosophy, Plans, and Programs

1. Periodically review, consider, and approve a philosophy for compensation of the Company's Executive Officers and other employees in order to attract, retain, engage, and reward employees in a competitive market and to maintain a link between executive compensation and Company and executive performance.
2. Review and approve, or recommend to the Board for approval, the establishment of compensation plans and programs for Executive Officers, including incentive and equity-based plans and programs,

and any benefits or perquisites.

3. Periodically review the adequacy of such plans, programs, and arrangements for the Executive Officers. In reviewing incentive compensation plans and equity-based plans, including whether to adopt, amend, or terminate any such plans, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act (the "**Say on Pay Vote**").

4. Administer or delegate to a subcommittee of the Committee the authority to administer the Company's incentive and equity-based plans and programs, including the making of grants under such plans, and otherwise exercise the authority of the Board with respect to such plans.

5. Periodically review compensation programs applicable to non-employee members of the Board, including all forms of cash compensation and equity compensation, and any related policies, and recommend any proposed changes to the Board for its approval.

6. Review and approve any stock ownership guidelines for the CEO and other Executive Officers. If applicable, determine and monitor compliance with any Executive or Board stock ownership guidelines. Establish, or recommend to the Board, policies with respect to "insider" trading and hedging and pledging of Company stock and periodically review compliance with such policies.

7. Approve, or recommend to the Board to the extent required, the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees and administer such policy to the extent applicable.

B. Specific Compensation Amounts and Incentives

1. Establish general compensation levels for Executive Officers, other than the CEO, including, but not limited to, annual base salaries, annual cash-based incentive opportunities and equity-based awards and opportunities. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote.

2. Annually review and approve the corporate goals and objectives relevant to the CEO's compensation. Review and evaluate, at least annually (taking into account the views of the other members of the Board), the performance and leadership of the CEO and determine the CEO's total compensation package, including base salary, annual cash-based incentive opportunities, and equity-based awards and opportunities, based

upon such performance and consistent with the achievement of the established goals and the performance of the Company. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent Say on Pay Vote.

3. Annually review and approve the corporate goals and objectives relevant to each Executive Officer's compensation. Annually review with the CEO his evaluation of the performance of the Executive Officers other than the CEO and approve each such Executive Officer's total compensation package, including base salary, annual cash-based incentive opportunities, and equity-based awards and opportunities based upon such performance and consistent with the achievement of the established goals and the performance of the Company.

4. Review annually the compensation of non-employee directors and recommend to the Board, for its approval, the components and amounts of compensation for non-employee directors.

5. Review and approve any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other Executive Officers, which includes the ability to adopt, amend, and terminate such agreements, arrangements, or plans.

C. Management Development and Succession

1. Review and monitor major organizational and staffing matters as well as management development plans and activities.
2. 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.

D. Risk Assessment of Compensation Programs

1. Annually assess the Company's various compensation plans, programs, and practices, including those in which non-Executive Officers participate, to determine whether there exists a reasonable likelihood that one or more of those plans, programs, or practices would have a material

adverse effect upon the Company or would otherwise encourage Executive Officers and other participating employees to engage in unnecessary or excessive risk taking.

E. Say on Pay and Other Shareholder Matters

1. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on the frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement. The Committee shall advise the Board on management proposals to shareholders on executive compensation matters and proposals received from shareholders on executive compensation matters, and the Committee shall oversee the Company's engagement with shareholders and proxy advisory firms on executive compensation matters.

F. Other Responsibilities

1. Review and discuss with management the Company's Compensation Discussion and Analysis ("**CD&A**") and other compensation-related disclosures, and based on that review and discussion, recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K.

2. Prepare the Committee's report on executive compensation in accordance with all applicable rules and regulations of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K.

3. Review and reassess on an annual basis the adequacy of this Charter and recommend any proposed changes to the Board for its approval.

4. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, the Company's Amended and Restated Bylaws, and governing law as the Committee or the Board deems necessary or appropriate.

5. 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.

6. This Charter, and any amendments thereto, shall be displayed on the Company's web site, and a printed copy of such shall be made available to any shareholder of the Company who requests it.

Adopted October 29, 2015, amended on November 12, 2021, and further amended on August 8, 2025.