



Cognition Therapeutics, Inc.

Code of Conduct

Effective 2/22/2023

COMPANY VISION, VALUES & EMPLOYEE PROPOSITION

Our Vision

- We drive the industry towards a cure for neurodegenerative disease by conquering the hurdles to the development of restorative therapies.
- We are the beginning of the end of neurological disorders and the start of hope for an improved future for our patients.

Our Values

Purpose: We make a meaningful difference in the lives of our patients, partners and team members.

Inclusivity: We involve others in problem solving and decision making, efficiently leveraging the diverse capabilities of others.

Drive: We are resourceful and persistent in our desire to change human health by mitigating disease.

Transparency: We readily offer knowledge and support to colleagues; we want everyone to succeed.

Balance: We balance a bias toward achievement with a genuine interest in the lives of those with whom we work.

Our Employee Value Proposition

- We design breakthrough therapies for people with neurodegenerative conditions.
- We are a highly collaborative and synergistic team of professionals.
- We thrive in an honest, respectful, and open workplace into which all team members are invited, heard, and appreciated.
- We value personal responsibility and accountability, and seek to recognize and reward courageous, innovative contributions.

We are Cognition Therapeutics.

SECTION ONE:

Equal Employment Opportunity POLICY

Equal Employment Opportunity

Cognition Therapeutics (Cognition) is committed to providing equal employment opportunity in all our employment programs and decisions. All employment decisions, policies and practices are in accordance with applicable federal, state and local anti-discrimination laws.

The Company will not engage in or tolerate unlawful discrimination (including any form of unlawful harassment or retaliation) on account of an employee's or applicant's race, color, religion, creed, sex, pregnancy, sexual orientation, gender identity or expression, predisposing genetic characteristics, ancestry, national origin, age, handicap or disability, familial status, marital status, status as a victim of domestic violence, arrest record or conviction record, veteran status, military status or any other status protected under applicable federal, state, or local law.

This policy applies to all terms and conditions of employment including, but not limited to, recruitment and hiring, placement, promotion, termination, reductions in force, recall, transfer, leaves of absence, compensation and training.

Overall responsibility for the implementation of the Company's Equal Employment Opportunity Policy rests with the chief executive officer (CEO). Any questions regarding this policy or its implementation should be directed to the CEO.

Cognition complies with the provisions of the Immigration Reform and Control Act and verifies documentation as required within three days of hiring and as needed during employment.

Policy Prohibiting Sexual Harassment

Sexual harassment is a form of sex discrimination. Consistent with the foregoing, the following behaviors are prohibited by any employee to any employee:

- To threaten or insinuate, expressly or implicitly, that any person is required to submit to sexual advances or to provide sexual favors as a condition of employment, continued employment or any term, condition or benefit of employment, or that a person's refusal to submit to sexual advances or to provide sexual favors will affect adversely the person's employment, continued employment or any term, condition or benefit of employment.
- To make any employment decision or take any employment action based on a

person's submission to or refusal to submit to sexual advances.

- To engage in unwelcome sexually oriented or otherwise hostile conduct which has the purpose or effect of interfering unreasonably with another person's work performance or of creating an intimidating, hostile, abusive or offensive working environment.

The following behaviors and communications are inappropriate and are prohibited, whether or not illegal under applicable law:

- Denying an employee any term, condition or benefit of employment because of an employee's refusal to submit to sexual advances of a supervisor (or someone else);
- Granting an employee any term, condition or benefit of employment because they submit to a sexual advance;
- Conditioning any term, condition or benefit of employment on an employee's submission to sexual advances (even if no adverse employment action);
- Demanding or requesting sex or sexual favors;
- Requesting a date from someone after the recipient of the request already has said "No" to a prior request;
- Providing preferential treatment to someone with whom the employee is having a sexual or romantic relationship;
- Sexually assaulting another individual;
- Engaging in unwelcome and/or inappropriate physical contact, such as patting, pinching or brushing against another person's body;
- Engaging in sexual banter, "jokes" and "teasing;"
- Making sexual, suggestive or biased "jokes;"
- Making gender biased or stereotypic comments or other communications;
- Engaging in sexual flirtations, or making sexual advances or propositions;
- Engaging in verbal abuse of a sexual nature;
- Making verbal commentaries about an individual's body, sexuality, or sexual orientation;
- Making disparaging, stereotyping or other inappropriate comments about pregnancy;
- Using sexually degrading language about an individual (verbally or otherwise);
- Engaging in discussions of, or questions and comments about, sexual desires, fantasies, experiences, frustrations or the like;
- Transmitting, showing or describing pornographic or obscene materials, or other similar communications of any kind;

- Transmitting, showing or describing sexually explicit or sexually-suggestive objects, cartoons, software, photos, pictures, drawings or other communications;
- Making sexually oriented or degrading gestures;
- Engaging in verbal or non-verbal innuendo of a sexual, suggestive or biased nature;
- Engaging in other non-verbal communications of a sexual or suggestive nature, such as leering or gawking;
- Using obscene, off-color or otherwise hostile language of a sexual, suggestive or biased nature;
- Referring to any person or employee in pejorative, negative or demeaning terms;
- Engaging in any other behavior of a hostile or abusive nature to any employee, even if not sexual in nature; and/or
- Engaging in any other inappropriate behavior of the kind, or similar to that, referred to here or elsewhere in this policy.

Harassment on Account of or With Regard to Any Protected Group

Harassment based on an individual's membership in any protected group (for example, race, age, national origin, ancestry or disability) is equally prohibited and will not be tolerated.

The following behaviors, communications, etc. are inappropriate, and as such, prohibited, regardless of whether they are illegal under applicable law:

- Derogatory comments about an individual's membership in any protected group, for example, the "old guy" or "the mommies;"
- Displays of cartoons, calendars, computer software, pictures, etc. which are degrading to or reflect negatively upon any protected group;
- "Jokes," comments or stories which have the purpose or effect of stereotyping, demeaning or making fun of any protected group, for example, Pope "jokes" or pregnancy "jokes";
- Slurs to describe any protected group, for example, the "N" word or the "C" word;
- Nicknames relating to a person's membership in any protected group;
- Verbal or non-verbal innuendo which relates to or reflects negatively upon any protected group, for example, mimicking a disabled employee's walk or a foreign national's accent;
- Hate symbols or other symbols which suggest the inferiority of any group, for example, a noose or a swastika;

- Racist, sexist or other hate-based graffiti;
- Inappropriate questions or comments about attire associated with an individual's religion or ethnicity;
- Inappropriate questions or comments about an employee's sexual orientation or gender identity;
- Hostile, abusive or demeaning behavior, including threats, directed at an employee because of their membership in any protected group, even if not racial, ethnic, religious, etc. in nature;
- Stereotypic or biased comments or slurs about any protected group, for example, "They are..." (they refers as a protected group, such as Latinos);
- Comments that suggest an employee does not conform with stereotypic, such as "You don't act gay..."; and/or
- Any other inappropriate behavior of the kind or similar to that referred to here or elsewhere in this policy.

All Kinds of Harassing Behaviors

It is important to keep in mind that these are only some examples of inappropriate behavior. If you have any question about whether a behavior is inappropriate, don't do it.

It is also important to remember that these prohibitions apply not only to oral and written communications, but also to e-mail, voicemail, internet communications and searches, and other technology-assisted communications, such as social media platforms.

The prohibitions also may extend to postings on personal blogs and other forms of social networking containing messages about your colleagues or others with whom we work or to whom we provide services.

The prohibitions on inappropriate behavior set forth above apply not only in the workplace itself but also to all other work-related settings, such as offsite meetings, as well as business trips and business-related social functions.

It is of no defense to inappropriate behavior that there was no bad intent, that it was only a "joke" or that it was not directed at any particular person.

It is also of no defense that the individual initiating or engaging the inappropriate conduct is a stellar performer or revenue generator.

It is of no defense that the unacceptable conduct is “welcome” or otherwise okay to the party or parties engaging in it.

Intimate Relationships

While personal relationships may develop in a professional setting, there are restrictions. While you have a right to say “yes” to personal invitations (such as a request for a date), you also have an absolute right to say “no.”

In particular, no employee ever should feel any pressure to become intimately involved with any other employee or non-employee. If any employee encounters or feels any unwelcome pressure to become intimately involved with any employee (officer, division head, manager, supervisor, co-worker, etc.) or non-employee (customer, vendor, supplier, etc.), such employee is urged to use the procedure set forth below.

If you let the Company know that there’s a problem, then we can help.

If you ask an employee or non-employee for a date and the person declines, it is clear your social advances are not welcome and additional conversations should cease.

There can be no retaliation, nor can you retaliate against him or her in any way for saying “no.” If you ask again or retaliate in any way, you will be subject to severe disciplinary action, up to and including the termination of your employment.

Policy Prohibiting Retaliation

The Company will neither engage in nor tolerate unlawful retaliation of any kind:

- by anyone against any person who raises a complaint about unlawful discrimination, harassment or retaliation, serves as a witness or otherwise participates in the investigatory process; or
- by anyone against a person who is associated with any person who raises such a complaint.

Prohibited unlawful retaliation includes adverse tangible employment actions, such as denial of a raise or promotion. It also may include, in some circumstances, other material changes in the terms and conditions of employment, such as work assignments. Prohibited unlawful retaliation also may include adverse actions independent of the workplace, such as trying to exclude an employee from membership in an outside professional organization because of a complaint he or she raised at work.

It is no defense to retaliation by any person (officer, manager, supervisor, etc.) that the complaint raised did not have legal merit.

Discrimination, Retaliation and Harassment and Other Unacceptable Conduct by Non-Employees

The prohibitions against unlawful discrimination, retaliation and harassment and other inappropriate conduct prohibited by this policy apply not only to the conduct of employees of our Company but also to the conduct of non-employees (for example, customers, vendors, suppliers and contractors) with whom our employees come into contact in the course of their employment with our Company. Consequently, if you feel discriminated or retaliated against or harassed (sexually or otherwise) or subject to inappropriate conduct prohibited by this policy by a non-employee in the course of your employment with the Company, you should use the procedure set forth below. Conversely, the prohibitions against unlawful discrimination, harassment and retaliation and other inappropriate conduct set forth in this policy apply to your conduct relative to non-employees with whom you come into contact in the course of your employment with the Company.

Complaint Procedure

Any employee who believes they have been subject to or witnessed illegal discrimination, including sexual or other forms of unlawful harassment, is requested and encouraged to make a complaint. You may, but are not required to, complain first to the person you feel is discriminating against or harassing you. You may complain directly to the CEO, chief medical officer (CMO) or any member of management with whom you feel comfortable bringing such a complaint. Similarly, if you observe acts of discrimination toward or harassment of another employee, you are required to report this to one of the individuals listed above.

To make a complaint, you may, but are not required to, use the Complaint Form in Appendix B.

No reprisal, retaliation or other adverse action will be taken against an employee for making a complaint or report of discrimination or harassment or for assisting in the investigation of any such complaint or report. Any suspected retaliation or intimidation should be reported immediately to one of the persons identified above. All complaints will be investigated promptly and, to the extent possible, with regard for confidentiality.

If the investigation confirms conduct contrary to this policy has occurred, the Company will take immediate, appropriate, corrective action, including discipline, up to and including immediate termination.

Alternative Reporting and Remedies

The Company encourages employees to report incidents of discrimination and harassment internally. However, employees who believe they have been subjected to discrimination or harassment in the workplace, consistent with N.Y. Lab. Law § 203-E, may file a private civil action or seek relief by either:

Filing a complaint alleging violation of the New York State Human Rights law with the Division of Human Rights, or in the New York State Supreme Court; or

Filing a charge of discrimination with the Equal Employment Opportunity Commission (EEOC) for violation of federal antidiscrimination laws, including Title VII of the Civil Rights Act of 1964 (Title VII).

To file a complaint, contact the appropriate agency below.

- New York Division of Human Rights
One Fordham Plaza, Fourth Floor
Bronx, New York, NY 10458
718-741-8400
www.dhr.ny.gov
- Pennsylvania Human Relations Commission
333 Market Street, 8th Floor
Harrisburg, PA 17101-2210
(717) 787-4410
www.phrc.pa.gov
- Equal Employment Opportunity Commission (EEOC)
800-669-4000
TTY: 800-669-6820
info@eeoc.gov
www.eeoc.gov

Local jurisdictions may have additional protections against discrimination and harassment.

If the discrimination or harassment involves criminal activity, contact local police.

In any civil action alleging a violation of the laws prohibiting sexual harassment and discrimination, a court may order or award:

- Damages including but not limited to back pay, benefits, and reasonable attorneys' fees and costs;
- Injunctive relief;

- Reinstatement; and/or
- Liquidated damages equal to 100 percent of the award for damages.

Any act of retaliation against New York employees for exercising any rights granted under this policy may subject the Company to separate civil penalties. For the purposes of this policy, retaliation or retaliatory personnel action means discharging, suspending, demoting, or otherwise penalizing employees for:

- Making or threatening to make a complaint to the Company, a coworker, or to a public body, that rights guaranteed under this policy have been violated;
- Causing to be instituted any proceeding under or related to this policy; or
- Providing information to or testifying before any public body conducting an investigation, hearing, or inquiry into any such violation of a law, rule, or regulation by the Company.

What to Do If You Believe You Have Experienced Discrimination (WIA Title I)

If you think that you have been subjected to discrimination under a WIA Title I – financially assisted program or activity, then you may file a complaint within 180 days from the date of the alleged violation with either: the Company’s Equal Opportunity Officer, in the case of the Company this would be the CEO (or the person whom the recipient has designated for this purpose); or the director of the Civil Rights Center (CRC), U.S. Department of Labor, 200 Constitution Avenue NW, Room N-4123, Washington, DC 20210.

If you file your complaint with the Company, then you must wait either until the Company issues a written Notice of Final Action, or until 90 days have passed (whichever is sooner), before filing with the Civil Rights Center (see address above). If the Company does not give you a written Notice of Final Action within 90 days of the day on which you filed your complaint, then you do not have to wait for the Company to issue that Notice before filing a complaint with CRC. However, you must file your CRC complaint within 30 days of the 90-day deadline (in other words, within 120 days after the day on which you filed your complaint with the recipient). If the Company does give you a written Notice of Final Action on your complaint, but you are dissatisfied with the decision or resolution, then you may file a complaint with CRC. You must file your CRC complaint within 30 days of the date on which you received the Notice of Final Action.

Whistleblower

On the simplest level, a whistleblower is someone who reports waste, fraud, abuse, corruption, or dangers to public health and safety to someone who is in the position to rectify the wrongdoing. A whistleblower typically works inside of the organization where the

wrongdoing is taking place; however, being an agency or company “insider” is not essential to serving as a whistleblower. What matters is that the individual discloses information about wrongdoing that otherwise would not be known.

How to File a Whistleblower Complaint: <https://www.whistleblowers.gov>.

Reasonable Accommodations

The Company complies with the Americans with Disabilities Act (ADA), the Pregnancy Discrimination Act, and all applicable state and local fair employment practices laws and is committed to providing equal employment opportunities to qualified individuals with disabilities, including disabilities related to pregnancy, childbirth, and related conditions. Consistent with this commitment, the Company will provide reasonable accommodation to otherwise qualified individuals where appropriate to allow the individual to perform the essential functions of the job, unless doing so would create an undue hardship on the business.

If you require an accommodation because of your disability, it is your responsibility to notify your supervisor. You may be asked to include relevant information such as:

- A description of the proposed accommodation.
- The reason you need an accommodation.
- How the accommodation will help you perform the essential functions of your job.

After receiving your request, the Company will engage in an interactive dialogue with you to determine the precise limitations of your disability and explore potential reasonable accommodations. Where appropriate, we may need your permission to obtain additional information from your medical provider. All medical information received by the Company in connection with a request for accommodation will be treated as confidential.

The Company encourages you to suggest specific reasonable accommodations that you believe would allow you to perform your job. However, the Company is not required to make the specific accommodation requested by you and may provide an alternative accommodation, to the extent any reasonable accommodation can be made without imposing an undue hardship on the Company.

The Company will not discriminate or retaliate against employees for requesting an accommodation.

Immigration Compliance

In compliance with the immigration Reform and Control Act of 1986, each new employee, as a condition of employment, must complete the Employment Eligibility Verification Form (I-9)

and present documentation establishing identity and employment eligibility no later than three working days after commencement of an employee's employment.

Sanctions for Violations of the Company's Equal Employment Opportunity Policy

Any officer, manager, supervisor, other employee, agent or non-employee who, after appropriate investigation, has been found to have engaged in unlawful discrimination, harassment or retaliation and/or inappropriate behavior inconsistent with this policy (even if not unlawful) will be subject to appropriate (immediate and proportionate) corrective action, up to and including termination of their employment or other relationship with our Company.

Conduct does not need to violate the law to violate this policy. At the same time, not every behavior that may be considered offensive to someone violates this policy.

Exempt and non-exempt employees who violate this policy also may be suspended without pay. Exempt employees will be suspended without pay in full day increments only.

SECTION TWO: EMPLOYMENT POLICIES

COVID Policy

If you test positive for COVID, please alert your manager immediately and any colleagues you were in close contact with in the previous five (5) days. Please stay home in isolation and refer to Center for Disease Control (CDC) policies: <https://www.cdc.gov/>.

Business Ethics and Compliance with Law Policy

The policy of Cognition is to comply with all laws, domestic and foreign, rules and regulations that apply to its businesses and to conduct its activities in accordance with high standards of business ethics in all respects. Compliance with this policy is necessary for the Company to remain a responsible member of the communities in which it does business and to ensure lawful conduct, honesty and fair dealing.

As a biopharmaceutical company which is developing novel medicines, we must also comply with the rules and standards of the U.S. Food and Drug Administration as well as comparable regulatory agencies throughout the world.

All Company personnel are required to comply with the applicable laws, rules and regulations of the countries, states and cities that govern the conduct of the Company's business and to report any suspected violations to an officer of the Company or, if an officer, to the chair of the Board of Directors.

Directors and Officers must not only comply with applicable law and act in an honest and ethical manner, but also have a leadership responsibility to create a culture of high ethical standards, to encourage adherence to legal compliance, to maintain a work environment that encourages employees to raise concerns, and to assure prompt attention to employee compliance concerns.

Confidentiality

Employees at Cognition may, during the course of their employment, become privy to certain business information that is competitive and/or confidential in nature. All employees must keep such information confidential and refrain from disclosing it to any personnel outside the Company or any other Company employees who do not have legitimate business reason to have the information.

Additionally, the Company has adopted an Insider Trading Policy to satisfy the Company's obligation to prevent insider trading and to help our personnel and its external advisors avoid violating insider trading laws.

Employees must sign an Employee Restrictive Covenant Agreement (which includes non-disclosure of confidential information) and the Insider Trading Policy upon employment with the Company. If you have any questions about the disclosure of information, contact your manager.

Conflicts of Interest

Cognition expects employees to support and adhere to a high standard of business ethics that we have developed and maintained. The Company does not intend to arbitrarily restrict employees' personal activities, rather Cognition wants to make it clear that no conflict of interest should exist that could conceivably influence employees' judgment in handling Company business or that might present an unfair advantage to suppliers, vendors, tenants or contractors.

As a Cognition employee, you have an ethical and legal responsibility to put the interests of the Company ahead of any other business or commercial interests that you may have as an individual. A conflict of interest exists when other business or commercial interests compete with your obligation to serve the interests of the Company. Even the appearance of a conflict of interest can cause harm to the Company and the employee involved.

A conflict of interest exists whenever there is a proposed transaction of the Company in which a staff member, director or officer has any actual or potential involvement, interest or relationship, either directly or indirectly. A staff member, director or officer shall have an indirect interest in a proposed transaction if:

- the other party to the transaction is related to such staff member, director or officer;
- such other party is an entity in which the staff member, director or officer has a material financial interest; or
- the staff member, director or officer is an officer, director or general partner of such other party.

A conflict of interest may also exist when the interests or concerns of any staff member, director or officer, or such member's immediate family, or any party, group or organization to which such person has allegiance, may be seen as competing with the interests or concerns of the Company.

Gifts, Favors and Entertainment

Company employees may not give or accept gifts, payments, fees or services or other favors that influence, or appear to influence, the performance of their duties. In particular, employees shall neither solicit nor promise or accept any gift from an individual or organization that:

- has or is seeking to obtain contractual or other business relations with the Company;
- conducts an operation or activity that may be affected by Company activities; or
- has an interest that may be affected by the performance or non-performance of a senior officer.

The acceptance of meals, refreshments or entertainment of nominal value on infrequent occasions in the normal course of business is not prohibited. In addition, the acceptance of unsolicited gifts of nominal value (generally considered to be less than \$50 total value) is not prohibited when the gifts are of such nature as to indicate that they are merely tokens of respect or friendship and could not be construed as a bribe, payoff or secret compensation. Employees who have questions concerning the appropriateness of a gift or other item of value should contact the CEO, who will then make a decision as to the disposition of the gift.

Employees may accept travel and other “in-kind” support in lieu of expenses from outside sources with the approval of their supervisor. Employees who make presentations, participate in conferences, teach or lecture are expected to submit to the Company any honoraria received if such honoraria are earned while on Company time during which the employee is receiving a salary. Honoraria for any activity clearly in the private capacity of the employee may be accepted.

Mementos of nominal intrinsic value given to all speakers or attendees may be retained by the employee. Additionally, Company employees may accept an established award recognizing meritorious achievement from an organization, provided that such award does not fall within the prohibitions previously listed.

Reporting of Illegal or Unethical Behavior

Company personnel are encouraged to consult with their supervisors or other appropriate personnel about any observed illegal or unethical behavior or whenever they are in doubt about the best course of action in a particular situation. Company personnel must promptly report any suspected violations of any applicable law, rule or regulation or of any material Employment Policy violation to their manager or CEO. Suspected violations by the CEO must be reported to the chairman of the Board of Directors.

The Company will not retaliate or allow retaliation against any Company employee as a result of their good faith reporting of any suspected violation of any applicable law, rule or regulation of the policies in this Handbook. Anyone reporting must act in good faith and have reasonable grounds for believing the information disclosed is a violation of an Employment Policy. Making allegations that prove to have been made maliciously, recklessly or with the foreknowledge that the allegations are false will be viewed as a serious disciplinary offense and may result in discipline, up to and including termination of employment.

Reported matters and investigations shall be kept confidential to the extent possible consistent with the need to conduct an adequate investigation. Disclosure to individuals not involved in the investigation shall be viewed as a disciplinary offense. Company personnel must fully cooperate in any internal investigation of alleged misconduct.

In addition to the above, an employee may also contact the Commonwealth of Pennsylvania, Department of Community and Economic Development at (877) 888-7927 if they suspect inappropriate use of Commonwealth of Pennsylvania funds. An employee may contact the State Comptroller of New York at (888) 672-4555 if they suspect inappropriate use of New York State funds.

Charitable Giving

All requests for the Company to engage in charitable giving must be directed to the CEO or the CMO. No other staff members are permitted to approve any charitable giving on behalf of the Company.

Employment of Relatives

The Company will not hire a relative of a current employee as an employee, consultant or contractor. For purposes of this policy, a relative is defined as a spouse, partner, parent, in-law, child, grandchild, grandparent, brother, sister, aunt, uncle, niece, nephew, or first cousin. This policy applies to both blood relatives and relatives by marriage or adoption.

E-Mail, Internet and Social Media

The purpose of this policy is to define the proper use of electronic mail (e-mail), internet services and social media by Cognition employees.

The Company maintains a computer network, including an e-mail system, to assist in the conduct of business within the Company. An employee's user account is the property of the Company. All messages composed, sent, received or stored on the e-mail system are (and remain) the property of the Company. They are not the private property of the employee. Therefore, employees should have no reasonable expectation of privacy in the use of these Company systems.

Additionally:

- The Company reserves and intends to exercise the right to review, audit, intercept access, disclose and use all messages created, received, or sent over its electronic mail system for any purpose. The contents of e-mail may be disclosed and used by the Company to protect its rights and/or property without the permission of the employee, at the Company's discretion.

- The confidentiality of any message or file should not be assumed. It is still possible to retrieve a message or file as a result of Company backup procedures. Further, passwords for security do not guarantee confidentiality.
- Employees not involved in the maintenance or operation of the Company's e-mail system are not authorized to retrieve or read any e-mail not sent to them. Any exception to this policy requires the approval by senior management of the Company.
- Use of the Company computer network during times other than your working time is permissible so long as the use is minimal and does not interfere in any way with Company business.
- Employees should have a confidentiality disclaimer included with each message. Anything sent through the Internet passes through a number of different computer networks, all with different levels of security. The confidentiality of messages may be compromised at any point along the way.
- Employees not involved in the maintenance or operation of the Company's web site are not authorized to make changes to the web site. Any exceptions to this policy require the approval of the CEO.
- Intellectual property should not be sent via unencrypted e-mail as it may be interpreted as public disclosure.
- Offensive, sexually suggestive, obscene, lewd, demeaning or disruptive messages are prohibited on the Company's computer network. This includes, but is not limited to, messages that are inconsistent with the Company's policies on Equal Employment Opportunity and Anti-Harassment. Moreover, the e-mail system is not to be used to solicit or proselytize for commercial or personal ventures, religious or political causes, or other non-job-related solicitations or distributions, including jokes or chain e-mail. The Company prohibits unauthorized uploading or downloading on the Company's computer network. This includes but is not limited to copyrighted materials, trade secrets, proprietary financial information, obscene, pornographic, sexually oriented or sexually explicit material. The Company also prohibits unauthorized use of the computer network. Unauthorized use includes, but is not limited to, connecting, posting or downloading pornographic material; engaging in computer "hacking" and other related activities; attempting to disable or compromise the security of information contained on the Company's computers or otherwise using the Company's computers in a manner which interferes with their business purpose.
- Use of the Company's e-mail and internet systems from a personal or Company-owned computer through Company-owned connections is subject to the same policies that apply to use from within Company facilities. Any employee who violates the Company's e-mail and internet policy shall be subject to discipline.

Public and Media Disclosure

The Company has three authorized spokespersons responsible for all media communications. They are the chief executive officer (CEO), chief financial officer (CFO) and the chief medical officer (CMO). No other staff members may be permitted to speak to the media unless they have received approval from authorized spokespersons.

The authorized spokespersons should be kept fully aware of all Company developments. All employees should refer all inquiries to the authorized spokespersons. Certain information may be deemed “material” in nature, which is information of significant importance to the Company and its collaborators.

Such information may be subject to receiving approval from collaborators prior to disclosure to the media or the public. Decisions made as to the materiality of this information are the responsibility of the CEO and CMO.

The Company makes it a practice not to disclose information on organizational developments that have not yet been finalized and approved for disclosure. These developments may range from instances where contracts have not been signed or agreements have not been reached, to in some cases, transactions that have not been completed or finalized. Decisions made on disclosure of such information are the responsibility of the CEO and CMO.

Intellectual Property

Any intellectual property (including but not limited to copyright, trademark, service mark, patent applications and patents) that is produced at any time on or after the first date of employment with the Company and prior to the date of termination of employment, and that is related in any way to any technology, products or business of the Company, constitutes work made for hire and is owned by Cognition. This is confirmed and agreed to by you in your signed Employment Documents.

Protection and Proper Use of Company Assets

Cognition’s assets should be dedicated to the advancement of its corporate purposes and used for legitimate business purposes. Carelessness, waste, misuse or theft of Company assets can have a direct impact on the Company’s financial condition. Accordingly, Company personnel should seek to protect these assets and ensure their efficient use. Company assets should not be used for non-Company business or any personal purposes, except that, subject to a rule of reason, incidental personal use of such assets may be permitted.

Political Contributions and Political Campaign Activity

Cognition will not directly or indirectly contribute to political parties, political committees or candidates for political office whether in cash, property, services, facilities or any other thing of value and whether within or outside the United States. The Company will not reimburse its directors, officer or employees or any third party for any political contribution they may make with their personal funds. The Company will not solicit its directors, officers, employees or any third party to make political contributions in the name of or on behalf of the Company.

Each employee is encouraged to participate in the political process by voting for candidates of their choice. Any employee who engages in political campaign activities shall do so as an individual and not as a representative of the Company and shall do so only on their own time and without any use of corporate facilities or resources. The Company's name and address should not be used in any political advertisement or literature.

Solicitation and Distribution of Literature

The Company recognizes that employees may have causes and/or interests on behalf of which they may wish to solicit and/or distribute literature. At the same time, solicitation and distribution in the workplace may interfere with productivity. Therefore, the Company has developed reasonable rules which restrict (but do not prohibit) solicitation and distribution by employees. In contrast, solicitation and distribution by non-employees is strictly prohibited.

Employees of the Company are prohibited from soliciting on Company premises for any cause or on behalf of any organization except during the non-working time of all involved.

Employees of the Company also are prohibited from distributing literature on Company premises for any cause or on behalf of any organization except in non-work areas during the non-working time of all involved. Working time is defined as all hours of work, exclusive of breaks and other authorized non-working periods.

Non-work areas include break areas in the Cognition offices. Company premises includes the facilities, buildings, parking areas, surrounding grounds and motor vehicles owned or leased by the Company.

Any non-employee who violates this Policy will be removed immediately from our Company's premises. An employee who violates the Policy will be subject to appropriate disciplinary action, up to and including immediate discharge.

Acknowledgment of Employee Handbook and Code of Conduct

I acknowledge that I have received a copy of the Employee Handbook (the “Handbook”) of Cognition Therapeutics, Inc. (“Cognition” or the “Company”) and understand I must comply with the policies.

Cognition has adopted a Code of Conduct as part of its Compliance Program. It includes operating principles, commitments and requirements applicable to employees and others associated with the Company. I acknowledge receipt of the Code of Conduct and understand that I am obligated to comply with its provisions.

Date: _____

Signature: _____

Print Name: _____

