

# COGNITION THERAPEUTICS, INC.

## AUDIT COMMITTEE CHARTER

*Effective December 15, 2023*

### **I. PURPOSE**

The Audit Committee (the “Committee”) shall report to and assist the Board of Directors (the “Board”) of Cognition Therapeutics, Inc. (the “Company”) by providing oversight of the financial management, independent auditors and financial reporting procedures of the Company, as well as such other matters as directed by the Board or this Charter.

### **II. MEMBERSHIP**

The Committee shall be comprised of at least three members of the Board, or such other number as may be determined by the Board in its sole discretion. Members shall be appointed and may be removed by the Board. All members of the Committee shall be independent directors, as independence is defined in accordance with the rules, regulations and standards of The Nasdaq Stock Market LLC (“Nasdaq”) and all other legal requirements, as determined in the business judgment of the Board. All members shall, in the judgement of the Board, be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, and cash flow statement, and at least one member shall be an “audit committee financial expert” in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”). The Board shall designate one member to act as the Chairperson of the Committee. The Chairperson shall chair all meetings of the Committee and perform such other activities as from time to time are requested by the other Committee members or as circumstances dictate. The Committee may form and delegate authority to subcommittees when appropriate, and shall periodically review such delegations.

### **III. MEETINGS**

The Committee shall meet as often as it determines is necessary to carry out its responsibilities under this Charter, and in no event less than four times each year. The Committee shall meet at least once a year, in executive session, with representatives of the Company’s independent auditor or be provided with the opportunity for full and frank discussion without members of senior management present. The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate. The Committee shall maintain written minutes of its meetings. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by vote of a majority of members present at a meeting. The Committee may act by unanimous written consent in lieu of a meeting. The Committee may, in its discretion, invite to any meeting other directors of the Company, members of the Company’s management or any other person, including, without limitation, outside counsel or consultants, whose presence the Committee believes to be desirable and appropriate.

#### **IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES**

The Committee's responsibilities are limited to review and oversight, and all other duties set forth in this Charter. The Company's management is responsible for establishing and maintaining accounting policies and procedures in accordance with generally accepted accounting principles ("GAAP") and other applicable reporting and disclosure standards and for preparing the Company's financial statements. The Company's independent auditor is responsible for auditing and reviewing those financial statements. The Committee is also responsible for preparing the report of the Committee that SEC rules require be included in the Company's annual proxy statement.

##### **Oversight of the Company's Independent Auditor**

1. *Appointment, Evaluation and Oversight.* The Committee is directly responsible for the appointment, retention, compensation, oversight, evaluation and, when appropriate, termination of the Company's independent auditor, including resolving disagreements between management and the independent auditor regarding financial reporting and overseeing the qualifications and performance of the independent auditor and the lead audit partner and the other senior members of the independent auditor team.
2. *Review of Quality Controls and Compliance.* At least annually, receive and review: (a) a report by the independent registered public accounting firm describing the independent registered public accounting firm's internal quality control procedures and any material issues raised by the most recent internal quality-control review, peer review or Public Company Accounting Oversight Board review or inspection of the independent registered public accounting firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (b) other required reports from the independent registered public accounting firm.
3. *Review of Performance and Independence.* At least annually: (a) consider and evaluate the qualifications, performance and independence of the independent registered public accounting firm, including whether the provision by the independent registered public accounting firm of permissible non-audit services is compatible with independence; and (b) obtain and review a report from the independent registered public accounting firm describing all relationships between the firm or its affiliates and the Company or individuals in a financial reporting oversight role at the Company, that may reasonably be thought to bear on the firm's independence. The Committee shall actively discuss with the independent auditor this report and any disclosed relationships or services that may impact the objectivity and independence of the auditor and take, or recommend that the Board take, appropriate action in response to this report to satisfy itself of the auditor's independence.

4. *Pre-Approval of Services.* The Committee shall pre-approve all audit and permitted non-audit and tax services that may be provided by the Company's independent auditor or other registered public accounting firm (including by delegating this pre-approval authority to any one or more members who shall present their decisions to the full Committee at the next scheduled meeting), unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules.
5. *Review of Audit.* Review and discuss with the independent registered public accounting firm: (a) the firm's responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process; (b) the scope, timing and results of the audit; (c) any problems or difficulties that the firm encountered in the course of the audit work, and management's response; and (d) any questions, comments or suggestions the firm may have relating to the internal controls, and accounting practices and procedures, of the Company.
6. *Hiring of Independent Auditor Employees.* The Committee shall establish policies for the hiring of employees or former employees of the independent auditor.
7. *Critical Accounting Policies.* The Committee shall review with the independent auditor the critical accounting policies and practices used by the Company, alternative treatments of financial information within GAAP that the independent auditor has discussed with management, the ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor.

### **Review of Financial Reporting, Policies and Processes**

1. *Annual Reports.* The Committee shall discuss with management and the independent auditor the audited financial statements to be included in the Company's annual report on Form 10-K, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and review and consider with the independent auditor the matters required to be discussed by the applicable auditing standards issued by the PCAOB (the "Auditing Standards"), and, based on these discussions advise the Board whether it recommends that the audited financial statements be included in the Company's annual report on Form 10-K.
2. *Quarterly Reports.* The Committee shall discuss with management and the independent auditor, prior to the filing thereof, the Company's interim financial results to be included in the Company's quarterly reports on Form 10-Q, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the matters required to be discussed by the applicable Auditing Standards.
3. *Earnings Press Releases.* The Committee shall review the Company's earnings press releases prior to public dissemination, the type and presentation of

information included in the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies, paying particular attention to the use of non-GAAP financial information.

4. *Accounting Policies and Practices.* The Committee shall review (i) changes in the Company's accounting policies and practices and significant judgments that may affect the financial results, (ii) the nature of any unusual or significant commitments or contingent liabilities together with the underlying assumptions and estimates of management, and (iii) the effect of changes on accounting standards that may materially affect the Company's financial reporting practices.
5. *Internal Controls.* The Committee shall review with management its assessment of the effectiveness and adequacy of the Company's internal control structure and procedures for financial reporting ("Internal Controls") and review with the independent auditor the attestation to and report on the assessment made by management, if any, and consider whether any changes to the Internal Controls are appropriate. The review of Internal Controls shall include whether there are any significant deficiencies and material weaknesses in the design or operation of the Internal Controls which are reasonably likely to affect the Company's ability to record, process, summarize and report financial information and any fraud involving management or other employees with a significant role in the Internal Controls. The Committee shall also review any special audit steps adopted in light of material control deficiencies.
6. *Regulatory Initiatives.* The Committee shall review the effects of regulatory initiatives in the areas of securities, accounting or tax, and accounting initiatives, as well as off-balance sheet transactions and structures, on the financial statements of the Company.

### **Related Party Transactions**

1. *Related Party Standards.* The Committee shall implement and administer standards to be applied by the Board in making its determination as to related party transactions that may present actual, potential or perceived conflicts of interest or may raise questions as to whether such transactions are consistent with the best interests of the Company and its stockholders.
2. *Reviewing Related Party Transactions.* The Committee shall review, approve and ratify or prohibit, and monitor any related party transactions based on the standards set forth in the Company's Related Party Transaction Policy and in accordance with applicable law and SEC and Nasdaq rules and regulations.

### **Risk Management, Legal Compliance and Ethics**

1. *Legal Compliance.* The Committee shall review and monitor, as appropriate: (i) litigation or other legal matters that could have a significant impact on the Company's financial results and (ii) significant findings of any examination by

regulatory authorities or agencies, in the areas of securities, accounting or tax, such as the SEC or the U.S. Internal Revenue Service.

2. *Controls and Procedures.* The Committee shall review with management the Company's disclosure controls and procedures and management's conclusions about the efficacy of such disclosure controls and procedures, including any deficiencies in, or material non-compliance with, such controls and procedures.
3. *Complaint Procedures.* The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Review with management and the independent auditor any correspondence with legal, accounting or tax regulators or government agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements. Adopt, as necessary, appropriate remedial measures or actions with respect to such complaints or concerns.
4. *Review of Code of Business Conduct and Ethics.* The Committee shall periodically review and discuss with management and the independent auditor the Company's Code of Business Conduct and Ethics (the "Code") and the procedures in place to enforce the Code and shall recommend any proposed changes to the Board for approval. The Committee shall also consider and discuss and, as appropriate, grant requested waivers from the Code brought to the attention of the Committee, though the Committee may defer any decision with respect to any waiver to the Board.
5. *Risk Assessment and Management.* The Committee shall discuss guidelines and policies to govern the process by which risk assessment and management is undertaken and handled. Discuss with management the Company's financial risks. The Committee shall annually discuss the Company's major financial risk exposures, the adequacy and effectiveness of the Company's information security policies and practices and the internal controls regarding information security, and the steps management has taken to monitor and control such exposures, including insurance coverage and tax compliance. The Audit Committee shall periodically review and discuss with management risks relating to data privacy, technology and information security, and cyber security, and all back-up of information systems and other measures the Company has implemented to monitor and control such exposures.
6. *Audit Committee Report.* The Committee shall prepare and approve the Committee's report required to be included in the Company's annual proxy statement.

## **Other Areas of Responsibility and Authority**

1. *Self-Evaluation.* The Committee shall conduct an annual self-evaluation of the its performance in fulfilling its duties and responsibilities under this Charter.
2. *Review of this Charter.* At least annually, the Committee shall review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
3. *Subcommittees.* The Committee may establish and delegate authority to one or more subcommittee consisting of one of more of its members to carry our its responsibilities and exercise its powers.

## **V. ADVISORS**

The Committee has sole authority to retain and terminate any consultants, independent legal counsel or other advisors, including the sole authority to approve their fees and other retention terms.

## **VI. RESOURCES AND AUTHORITY OF THE COMMITTEE**

The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, in each case at the expense of the Company. The Committee shall have sole authority to approve fees, costs, compensation and other terms of engagement of such outside resources and advisors, all of which will be promptly paid by the Company. The Committee shall also have the authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Chairperson shall have the delegated authority to act on behalf of the Committee in connection with (i) approval of the retention of outside service providers and advisors (including negotiation and execution of their engagement letters), (ii) preapproval of audit or non-audit services, (iii) approval of payment of expenses incurred by the Committee described in the previous paragraph, and (iv) as may otherwise be determined by the Committee.

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. In carrying out its responsibilities, each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company that it receives information from and (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations, absent actual knowledge to the contrary (which shall be promptly reported to the Board). The Committee shall have the authority to require that any of the Company's personnel, counsel or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special legal, accounting or other advisors and consultants. The Committee is empowered to investigate any matter brought to its attention and to retain counsel, auditors or other experts as required and to recommend to the Board resolution of any matter brought to its attention.