

## AXSOME THERAPEUTICS, INC.

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

#### I. Purpose

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

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

#### II. Membership

- A. The Committee shall be composed of at least two directors, each of whom must be independent, as determined pursuant to applicable rules of the NASDAQ Stock Market, LLC.
- B. The members of the Committee shall be designated and approved by a majority of the whole Board and shall serve for one-year terms. The Committee shall recommend, and the Board shall designate, one member of the Committee to serve as 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, then in office may remove any member from the Committee at any time with or without cause.

#### III. Meetings and Procedures

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

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

#### **IV. Resources and Authority**

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

## **V. Duties and Responsibilities**

The Committee shall have the following duties and responsibilities:

### **A. Board Size and Composition**

1. Consider and recommend to the Board the appropriate size and the needs of the Board. The Committee shall determine what types of backgrounds, skills, and attributes of Board members are needed to help strengthen and balance the Board. Periodically, the Committee shall determine the qualifications for nominees for election to the Board. In addition, the Company may adopt corporate governance guidelines which shall provide for, among other matters, limits on the number of public company boards in which directors may serve, and mandatory retirement age for directors.
2. Evaluate and recommend to the Board the slate of nominees for directors to be elected by the stockholders at the Company's next annual meeting of stockholders and, where applicable, to be appointed to fill vacancies. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's corporate governance guidelines and described in the Company's proxy statement.
3. Oversee the establishment of the Board's policies and procedures for stockholder communications with the Board.
4. Determine, evaluate and recommend to the Board any policy or procedures for nomination of directors by stockholders, including any procedure proposed by stockholders relating the nomination of directors, and implement such policy and procedure as approved by the Board.
5. Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.

### **B. Board Committees**

1. Recommend to the Board the responsibilities of the Board committees, including each committee's composition, operations, and authority to delegate to subcommittees.
2. Evaluate and recommend to the Board those directors to be appointed to the various Board committees, including the persons recommended to serve as chairperson of each committee.

C. General Corporate Governance Matters

1. Recommend general matters for consideration by the Board, which may include: (i) the structure of Board meetings, including recommendations for the improvement of such meetings, and the timeliness and adequacy of the information provided to the Board prior to such meetings; (ii) director retirement policies; (iii) policies regarding the number of boards on which a director may serve; (iv) director orientation and training; and (v) the roles of the Company's executive officers and the outside directorships of such executives.
2. Develop and recommend to the Board for approval an executive officer succession plan (the "**Succession Plan**"), to 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.
3. Consult with the chief executive officer, as appropriate, and other Board members to ensure that its decisions are consistent with the sound relationship between and among the Board, Board committees, individual directors, and management.
4. Consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the Securities and Exchange Commission or otherwise considered to be desirable and appropriate in the discretion of the Committee, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.
5. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
6. Perform any other activities consistent with this Charter, the Company's Amended and Restated Certificate of Incorporation, the Company's Amended and Restated Bylaws, and governing law, as the Committee or the Board deems necessary or appropriate.
7. The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

Adopted October 29, 2015.