

**NEUMORA THERAPEUTICS, INC.**  
**CODE OF BUSINESS CONDUCT AND ETHICS**

**Effective: January 1, 2024**

**Introduction**

The Board of Directors (the “**Board**”) of Neumora Therapeutics, Inc. (the “**Company**”) has adopted this Code of Business Conduct and Ethics (the “**Code**”) to encourage:

- Honest and ethical conduct, including fair dealing and the ethical handling of actual or apparent conflicts of interest;
- Full, fair, accurate, timely and understandable disclosure;
- Compliance with applicable governmental laws, rules and regulations;
- Prompt internal reporting of any violations of law or the Code;
- Accountability for adherence to the Code, including fair process by which to determine violations;
- Consistent enforcement of the Code, including clear and objective standards for compliance;
- Protection for persons reporting any such questionable behavior;
- The protection of the Company’s legitimate business interests, including its assets and corporate opportunities; and
- Confidentiality of information entrusted to directors, officers and employees by the Company and its customers.

All directors, officers, and employees of the Company and all of its subsidiaries and controlled affiliates, including contractors, consultants and representatives operating on Company’s behalf, (collectively, “**personnel**”) are expected to be familiar with the Code and to adhere to those principles and procedures set forth below.

The Code has been adopted in accordance with the requirements of the U.S. Securities and Exchange Commission (the “**SEC**”), the New York Stock Exchange (“**NYSE**”), and the National Association of Securities Dealers Automated Quotations Stock Market (“**Nasdaq**”) Listing Standards.

***Seeking Help, Information, and Reporting Violations of the Code***

The Company promotes ethical behavior at all times. This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you feel uncomfortable about a situation or have any doubts about whether any situation or action is consistent with the Company’s ethical standards, seek help. We encourage you to contact your manager for help first. If your manager cannot answer your question or if you do not feel comfortable contacting your manager, you can contact the Company’s Head of Compliance (who is currently the Chief Legal Officer, Jason Duncan), any member of the Company’s Executive Committee or any member of our Human Resources team or report your concerns through the Ethics Hotline, detailed below.

All personnel have a duty to report any known or suspected violation of this Code, including violations of the laws, rules, regulations or policies that apply to the Company. If you know of or believe there has been a violation of this Code, immediately report the conduct to your manager, the Company's Head of Compliance, any member of the Company's Executive Committee, or Human Resources. The Head of Compliance will work with you and your manager or other appropriate persons to investigate your concern. If you do not feel comfortable reporting the conduct to your manager or the individuals listed above, or you do not get a satisfactory response, you may contact the Head of Compliance directly. Reports may be made anonymously. If requested, confidentiality will be maintained, subject to applicable law, regulations, and legal proceedings.

You may also report known or suspected violations of the Code on the Ethics Hotline that is available 24 hours a day, 7 days a week at:

Website: <https://www.whistleblowerservices.com/neumora>

Phone Number: 833-636-3126

Any reports submitted via the Ethics Hotline will be reviewed by the Head of Compliance and subsequently reported to the Audit Committee of the Board (the "***Audit Committee***"). You may remain anonymous and will not be required to reveal your identity in calls to the Ethics Hotline, as permitted by law. However, providing your identity may assist the Company in investigating your concern. All reports of known or suspected violations of the law or this Code will be handled sensitively and with discretion. The Company will protect your confidentiality to the extent possible, consistent with applicable law and the Company's need to investigate your concern.

It is Company policy that any personnel who violate this Code, or who direct or approve a violation of this Code, may be subject to appropriate corrective action, which may include termination of employment or contractual relationship, as appropriate. This determination will be based upon the facts and circumstances of each particular situation. Personnel who violate the law or this Code may expose themselves to substantial civil damages, criminal fines and prison terms. The Company may also face substantial fines and penalties and may incur damage to its reputation and standing in the community.

The Head of Compliance with support from the Audit Committee or other appropriate officer or body, shall investigate and determine, or shall designate appropriate persons to investigate and determine, the legitimacy of such reports. Appropriate persons will then determine the necessary corrective action. Such corrective action includes, but is not limited to, reprimand, termination with cause, and possible civil and criminal prosecution.

### ***Policy Against Retaliation***

The Company prohibits retaliation against personnel who, in good faith, seek help or report known or suspected violations. Any individual who retaliates against personnel who, in good faith, sought help or filed a report, will be subject to corrective action, including potential termination

of employment or the consulting relationship, as applicable. Refer to the Company's *Reporting Misconduct and Non-Retaliation Policy* for more details.

### ***Waivers of the Code***

Any waiver of this Code for our directors, executive officers or other principal financial officers may be made only by the Board of Directors and will be disclosed to the public as required by law or the rules of Nasdaq. Waivers of this Code for other personnel may be made only by the Company's Chief Executive Officer or Chief Financial Officer and will be reported to our Audit Committee.

#### **I. Honest and Ethical Conduct**

It is our policy to promote high standards of integrity by conducting our affairs in an honest and ethical manner. The Company's integrity and reputation depends on the honesty, fairness and integrity brought to the job by all personnel. Unyielding personal integrity and sound judgment are the foundation of corporate integrity.

#### **II. Conflict of Interest**

A conflict of interest occurs when the private interests of personnel interfere, or appear to interfere, with the interests of the Company as a whole.

For example, a conflict of interest can arise when personnel take actions or has personal interests that may make it difficult to perform their Company duties objectively and effectively. A conflict of interest may also arise when personnel, or their immediate family member,<sup>1</sup> receive improper personal benefits as a result of their position at the Company.

Conflicts of interest can also occur indirectly. For example, a conflict of interest may arise when personnel are also in the position of an executive officer, a major shareholder, or have a material interest in a company or organization doing business with the Company.

Personnel have an obligation to conduct the Company's business in an honest and ethical manner, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed promptly to the Company's Head of Compliance or the Audit Committee. Factors that may be considered in evaluating a potential conflict of interest are, among others:

- whether it may interfere with the job performance or responsibilities of personnel;
- whether the personnel have access to confidential information;

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<sup>1</sup> "immediate family member" means a person's child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, or any person (other than a tenant or employee) sharing the person's household.

- whether it may interfere with the job performance, responsibilities or morale of others within the Company;
- any potential adverse or beneficial impact on the Company's business;
- any potential adverse or beneficial impact on the Company's relationships with its third-party collaborators, suppliers or other service providers;
- whether it would enhance or support a competitor's position relative to the Company;
- the extent to which it would result in financial or other benefit (direct or indirect) to the personnel;
- the extent to which it would result in financial or other benefit (direct or indirect) to a third-party collaborator, supplier or other service provider of the Company; and
- the extent to which it would appear improper to an outside observer.

This Code does not attempt to describe all possible conflicts of interest that could develop. Other common scenarios which may, depending on the facts and circumstances, create a conflict of interest from which personnel must refrain are set out below:

- Personnel may not engage in any conduct or activities that are inconsistent with the Company's best interests or that disrupt or impair the Company's relationship with any person or entity with which the Company has or proposes to enter into a business or contractual relationship.
- Personnel may not accept compensation, in any form, for services performed for the Company from any source other than the Company.
- No personnel may take up any management or other employment position with, or have any material interest in, any firm or company that is in direct or indirect competition with the Company.

More information on what constitutes a conflict of interest and the Company's policy regarding conflicts of interest may be found in the *Conflicts of Interest Policy*.

### **III. Disclosures**

The information in the Company's public communications, including in all reports and documents filed with or submitted to the SEC, must be full, fair, accurate, timely and understandable.

To ensure the Company meets this standard, all personnel (to the extent they are involved in the Company's disclosure process) are required to maintain familiarity with the disclosure requirements, processes and procedures applicable to the Company commensurate with their duties. Personnel are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit, material facts about the Company to others, including the Company's independent auditors, governmental regulators and self-regulatory organizations.

#### **IV. Compliance with Laws, Rules and Regulations**

The Company is obligated to comply with all applicable laws, rules and regulations. It is the personal responsibility of all personnel to adhere to the standards and restrictions imposed by these laws, rules and regulations in the performance of their duties for the Company.

The Executive Chairperson, Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, and Chief Development Officer (or persons performing similar functions) of the Company (together, the “*Senior Officers*”), as well as the Head of Compliance, are also required to promote compliance by all personnel with the Code and to abide by Company standards, policies and procedures.

#### **V. Insider Trading**

Trading on inside information is a violation of federal securities law. Personnel in possession of material non-public information about the Company or companies with whom the Company does business must abstain from trading or advising others to trade in the respective company’s securities from the time that they obtain such inside information until adequate public disclosure of the information. Material information is information of such importance that it can be expected to affect the judgment of investors as to whether or not to buy, sell, or hold the securities in question. To use non-public information for personal financial benefit or to “tip” others, including family members, who might make an investment decision based on this information is not only unethical but also illegal. Personnel who trade stock based on insider information can be jailed, disqualified from serving as an officer or director of a public company as well as personally liable for damages totaling up to three times the profit made, or loss avoided by the respective personnel. The Company maintains a policy regarding trading in securities, please refer to the Company’s *Insider Compliance Trading Policy* for more details.

If you are uncertain about the constraints on your purchase or sale of any Company securities or the securities of any other company that you are familiar with by virtue of your relationship with the Company or what constitutes material non-public information, you should consult with the Company’s Head of Compliance or Chief Financial Officer before making any such purchase or sale.

#### **VI. Corporate Opportunities**

All personnel owe a duty to the Company to advance the legitimate interests of the Company when the opportunity to do so arises. Personnel are prohibited from directly or indirectly (a) taking personally for themselves opportunities that are discovered through the use of Company property, information or positions; (b) using Company property, information or positions for personal gain; or (c) competing with the Company for business opportunities; provided, however, if the Company's disinterested directors of the Board determine that the Company will not pursue an opportunity that relates to the Company's business, personnel may do so, after notifying the disinterested directors of the Board of intended actions in order to avoid any appearance of conflict of interest.

#### **VII. Confidentiality**

In carrying out the Company's business, personnel may learn confidential or proprietary information about the Company, its customers, distributors, vendors, suppliers, or collaborators. Confidential or proprietary information includes all non-public information relating to the Company, or other companies, that would be harmful to the relevant company or useful or helpful to competitors if disclosed, including data, financial results or prospects, information provided by a third party, trade secrets, new product or marketing plans, research and development plans or ideas, manufacturing processes, potential acquisitions or investments, or information of use to our competitors or harmful to us or our customers if disclosed.

Personnel must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Personnel must safeguard confidential information by keeping it secure, limiting access to those who have a need to know in order to do their job, and avoiding discussion of confidential information in public areas such as planes, elevators, restaurants and on mobile phones. This prohibition includes, but is not limited to, inquiries made by the press, analysts, investors, or others. Personnel may not use such information for personal gain and must only use such information for the legitimate interests of the Company. These confidentiality obligations continue even after employment or other functional relationship with the Company ends.

Employees should refer to their *Employee Proprietary Information and Assignment Agreement* for more information on your specific obligations.

## **VIII. Intellectual Property**

The Company depends on intellectual property protections for its business. We are committed to protecting our intellectual property, which includes our patents, patent applications, data, copyrights, software code, trade secrets, concepts, designs, and business processes and also expect all personnel to respect and carefully protect our intellectual property.

We also respect the hard work of others and the ownership rights they have in their intellectual property. Patents, copyrights, trademarks, trade secrets, and other intellectual property rights of others must be respected, and you are not permitted to use or incorporate the intellectual property of others on behalf of the Company without an appropriate license.

Employees should refer to their *Employee Proprietary Information and Assignment Agreement* for more information on your specific obligations.

## **IX. Privacy and Data Protection**

Data protection is an essential element in maintaining the trust that our patients, collaboration partners, vendors, and employees place in us. We abide by the various privacy laws, regulations, and numerous contracts with collaboration partners and third parties that require us to protect certain kinds of information.

All Neumora personnel are expected to protect the confidentiality and security of all confidential information you encounter while working here, and compliance with all Neumora IT and data security and privacy policies is mandatory. Personnel are also required to immediately report any actual or suspected unauthorized processing (collection, use, access, destruction, etc.)

of personal data, as well as actual or suspected unauthorized use of Neumora's systems, applications, compromised logins, passwords, or other system access controls, and any unusual system behavior to Business Technology and/or Data Privacy ([dataprivacy@neumorax.com](mailto:dataprivacy@neumorax.com)).

## **X. Fair Dealing**

Personnel should endeavor to deal fairly with fellow employees and with the Company's customers, service providers, suppliers, and competitors. No personnel should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice. Inappropriate use of proprietary information, misusing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is also prohibited.

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

All personnel should protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. All Company assets should be used for legitimate business purposes; however, the Company recognizes that Company issued computers and phones may occasionally be used for personal purposes, consistent with the Company's *Acceptable Use Policy*. The obligation of personnel to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, research, development and commercialization plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports.

## **XII. Accuracy of Business Records**

All financial books, records and accounts must accurately reflect transactions and events, and conform both to U.S. generally accepted accounting principles ("*GAAP*") and to the Company's system of internal controls. No entry may be made that intentionally hides or disguises the true nature of any transaction. Personnel should therefore attempt to be as clear, concise, truthful, and accurate as possible when recording any information. The Company maintains a *Whistleblower Policy* that outlines its policies and procedures for complaints and concerns regarding accounting, internal accounting controls, fraud or auditing matters.

## **XIII. Corporate Loans or Guarantees**

Federal law prohibits the Company from making loans and guarantees of obligations to directors, executive officers, and members of their immediate families.

## **XIV. Gifts and Favors**

The purpose of our interactions with customers and other business stakeholders is to create goodwill and sound working relationships, not to gain unfair advantage. As a result, the Company does not allow personnel to give gifts to customers during the course of their business interactions, nor at any other time (with limited exceptions). Personnel must act in a fair and impartial manner in all business dealings, and gifts, including entertainment, can often be construed—by the

customer, by a regulator, or by a member of the public—as a bribe, potentially influencing business judgment or creating an obligation.

The giving or receipt of gifts of cash or cash equivalents are never permitted when conducting the business of the Company. Requesting or soliciting personal gifts, favors, entertainment or services is unacceptable. Personnel should contact the Company’s Head of Compliance or Human Resources if there are any questions regarding the appropriateness of a gift.

The Company’s *Anti-Bribery and Anti-Corruption Policy*, in accordance with the Foreign Corrupt Practices Act, prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country. In addition, the promise, offer or delivery to an official, employee, or contractor of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules.

## **XV. Antitrust Laws and Competition**

The purpose of antitrust laws is to preserve fair and open competition and a free market economy, which are goals that the Company fully supports. Personnel must not directly or indirectly enter into any formal or informal agreement with competitors that fixes or controls prices, divides or allocates markets, limits the production or sale of products, boycotts certain suppliers or customers, eliminates competition or otherwise unreasonably restrains trade.

## **XVI. Political Contributions**

Personnel may participate in the political process as individuals on their own time. However, personnel must make every effort to ensure that they do not create the impression that they speak or act on behalf of the Company with respect to political matters. Company contributions to any political candidate or party or to any other organization that might use the contributions for a political candidate or party are prohibited. Personnel may not receive any reimbursement from corporate funds for a personal political contribution.

## **XVII. Discrimination and Harassment**

The Company is an equal opportunity employer and will not tolerate illegal discrimination or harassment of any kind. The Company is committed to providing a workplace free of discrimination and harassment based on race, color, religion, age, gender, national origin, ancestry, physical or mental or sensory disability (including the use of a trained guide dog or service animal by a person with a disability), genetic information, actual or perceived HIV or Hepatitis C infection, medical condition (cancer or a record or history of cancer and genetic characteristics), marital status, sexual orientation, sexual preference, pregnancy (including childbirth and related medical conditions), disability, veteran status, political ideology, taking or requesting statutorily protected leave, status as a victim of domestic violence, sexual assault or stalking, or any other basis prohibited by applicable law. Examples include derogatory comments based on a person’s protected class and sexual harassment and unwelcome sexual advances. Similarly, offensive, or hostile working conditions created by such harassment or discrimination will not be tolerated.



Please reference the Company's *Employee Handbook* for further information on the Company's policies on discrimination and harassment.

#### **XVIII. Environmental Protection**

The Company is committed to managing and operating its assets in a manner that is protective of human health and safety and the environment. It is our policy to comply with both the letter and the spirit of the applicable health, safety and environmental laws and regulations and to attempt to develop a cooperative attitude with government inspection and enforcement officials. Personnel are encouraged to report conditions that they perceive to be unsafe, unhealthy, or hazardous to the environment.

#### **XIX. Personal Conduct and Social Media Policy**

Personnel should take care and pay attention when presenting themselves in public settings, as well as online and in web-based forums or networking sites. All personnel are encouraged to conduct themselves in a responsible, respectful, and honest manner at all times. The Company understands that personnel may wish to create and maintain a personal presence online using various forms of social media. However, in doing so, to the extent personnel express opinions or positions on topics relevant to the Company or its assets and business, personnel should include a disclaimer that the views expressed therein do not necessarily reflect the views of the Company. Personnel should be aware that that even after a posting is deleted, certain technology may still make that content available to readers.

Harassment (in person or online) of other Company personnel will not be tolerated. Personnel responsible for Company social media sites will ensure that all postings will be accurate and truthful as is expected on all Company communications. Personnel may not provide any content to Company social media sites that may be construed as political lobbying or solicitation of contributions or use the Company social media sites to link to any sites sponsored by or endorsing political candidates or parties, or to discuss political campaigns, political issues or positions on any legislation or law. The Company maintains a *Social Media Policy* that outlines its policies and procedures for the appropriate use of social media.

#### **XX. No Rights Created**

This Code is a statement of certain fundamental principles, policies and procedures that govern personnel's conduct in Company business. It is not intended to and does not create any rights in any employee, customer, client, visitor, supplier, competitor, shareholder or any other person or entity. It is the Company's belief that the policy is robust and covers most conceivable situations.