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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Materials Pursuant to Rule 14a-12

**CINGULATE INC.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
  - Fee paid previously with preliminary materials
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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**CINGULATE INC.**  
**1901 W. 47<sup>th</sup> Place**  
**Kansas City, Kansas 66205**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**  
**To be held on June 11, 2024**

To the Stockholders of Cingulate Inc.

**NOTICE IS HEREBY GIVEN** that the Annual Meeting of Stockholders (the “Annual Meeting”) of Cingulate Inc. (the “Company”) will be held on June 11, 2024, beginning at 10:00 a.m. Central Time. The Annual Meeting will be held solely in a virtual meeting format online at [www.meetnow.global/MA5FK4T](http://www.meetnow.global/MA5FK4T). You will not be able to attend the Annual Meeting at a physical location. If you plan to attend the Annual Meeting, please review and follow the instructions in the “General Information” section of the accompanying proxy statement. At the Annual Meeting, stockholders will act on the following matters:

- To elect Shane J. Schaffer and Bryan Lawrence as Class III directors to hold office until our annual meeting of stockholders to be held in 2027 and until their successors have been duly elected;
- To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2024;
- To approve an amendment to the Cingulate Inc. 2021 Omnibus Equity Incentive Plan to increase the number of shares of common stock authorized for issuance thereunder by 1,250,000 shares to 1,506,926 shares; and
- To consider any other matters that may properly come before the Annual Meeting or any adjournment or postponement thereof.

Only stockholders of record at the close of business on April 15, 2024 are entitled to receive notice of and to vote at the Annual Meeting or any postponement or adjournment thereof. A list of the stockholders entitled to vote at the Annual Meeting will be available during ordinary business hours 10 days before the Annual Meeting at the Company’s principal place of business located at 1901 W. 47<sup>th</sup> Place, Kansas City, Kansas 66205.

Your vote is important. Whether you plan to attend the meeting or not, you may vote your shares by telephone or the Internet or by completing and returning your proxy card in the envelope provided. If your shares are held in “street name” by your bank, broker or other nominee, your bank, broker or other nominee will be unable to vote your shares without instructions from you. You should instruct your bank, broker or other nominee to vote your shares in accordance with the procedures provided by your bank, broker or other nominee.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 11, 2024.**

**Our proxy materials, including our Proxy Statement for the Annual Meeting, our Annual Report for the fiscal year ended December 31, 2023 and the proxy card are available on the Internet at [www.envisionreports.com/CING](http://www.envisionreports.com/CING). Under Securities and Exchange Commission rules, we are providing access to our proxy materials by notifying you of the availability of our proxy materials on the Internet.**

By Order of the Board of Directors

/s/ Jennifer L. Callahan

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Jennifer L. Callahan

Senior Vice President, Chief Financial Officer and Secretary

April 26, 2024  
Kansas City, Kansas

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**CINGULATE INC.**  
**1901 W. 47<sup>th</sup> Place**  
**Kansas City, Kansas 66205**

**PROXY STATEMENT**

**GENERAL INFORMATION**

This proxy statement contains information related to our Annual Meeting of Stockholders to be held on June 11, 2024 at 10:00 a.m. Central Time, or at such other time and place to which the Annual Meeting may be adjourned or postponed (the “Annual Meeting”). The enclosed proxy is solicited by the Board of Directors (the “Board”) of Cingulate Inc. (the “Company”). The proxy materials relating to the Annual Meeting are being mailed to stockholders entitled to vote at the meeting on or about April 26, 2024.

***When and where will the Annual Meeting be held?***

The Annual Meeting will be held on June 11, 2024, at 10:00 a.m., Central Time, in a virtual meeting format online at [www.meetnow.global/MA5FK4T](http://www.meetnow.global/MA5FK4T), and at any adjournment or postponement thereof. You will not be able to attend the Annual Meeting at a physical location. If you plan to attend the Annual Meeting, please review the instructions under “*How can I attend and vote at the Annual Meeting?*” below.

***What is the purpose of the Annual Meeting?***

We are calling the Annual Meeting to seek the approval of our stockholders:

- To elect Shane J. Schaffer and Bryan Lawrence as Class III directors to hold office until our annual meeting of stockholders to be held in 2027 and until their successors have been duly elected;
- To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2024;
- To approve an amendment to the Cingulate Inc. 2021 Omnibus Equity Incentive Plan (the “2021 Plan”) to increase the number of shares of common stock authorized for issuance thereunder by 1,250,000 shares to 1,506,926 shares; and
- To consider any other matters that may properly come before the Annual Meeting or any adjournment or postponement thereof.

***What are the Board’s recommendations?***

The Board recommends you vote:

- **FOR** the election of Shane J. Schaffer and Bryan Lawrence as Class III directors to hold office until our annual meeting of stockholders to be held in 2027 and until their successors have been duly elected;
- **FOR** the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2024; and
- **FOR** the approval of an amendment to the 2021 Plan to increase the number of shares of common stock authorized for issuance thereunder by 1,250,000 shares to 1,506,926 shares.

***Why did I receive a notice in the mail regarding the Internet availability of the proxy materials instead of a paper copy of the proxy materials?***

In accordance with rules adopted by the Securities and Exchange Commission (the “SEC”), we have elected to furnish to our stockholders this Proxy Statement and our Annual Report for the fiscal year ended December 31, 2023 by providing access to these documents on the Internet rather than mailing printed copies. Accordingly, a Notice of Internet Availability of Proxy Materials (the “Notice”) is being mailed to our stockholders of record and beneficial owners, which will direct stockholders to a website where they can access our proxy materials and view instructions on how to vote online or by telephone. If you would prefer to receive a paper copy of our proxy materials, please follow the instructions included in the Notice.

***Who is entitled to vote at the Annual Meeting?***

Only stockholders of record at the close of business on the record date, April 15, 2024, are entitled to receive notice of, and to vote the shares of common stock that they held on that date at, the Annual Meeting, or any adjournment or postponement thereof. Holders of our common stock are entitled to one vote per share on each matter to be voted upon.

As of the record date, we had 6,046,479 outstanding shares of common stock.

***Who can attend the meeting?***

All stockholders as of the record date, or their duly appointed proxies, may attend the Annual Meeting.

***What constitutes a quorum?***

The presence at the Annual Meeting, in person or by proxy, of the holders of one third of our common stock outstanding on the record date will constitute a quorum for the Annual Meeting. Pursuant to the General Corporation Law of the State of Delaware, abstentions will be counted for the purpose of determining whether a quorum is present. If brokers have, and exercise, discretionary authority on at least one item on the agenda for the Annual Meeting, uninstructed shares for which broker non-votes occur will constitute voting power present for the discretionary matter and will therefore count towards the quorum.

***How can I attend and vote at the Annual Meeting?***

***For registered stockholders:*** If on the record date your shares were registered directly in your name with our transfer agent, Computershare Trust Company, N.A. (“Computershare”), then you are a stockholder of record (also known as a “record holder”). Stockholders of record at the close of business on the record date will be able to attend the Annual Meeting, vote, and submit questions during the Annual Meeting by visiting [www.meetnow.global/MA5FK4T](http://www.meetnow.global/MA5FK4T) at the meeting date and time. We encourage you to access the meeting prior to the start time. Online access will begin at 9:45 a.m., Central Time. To access the Annual Meeting, you will need the 15-digit control number located in the shaded bar on the proxy card.

***For beneficial owners:*** If on the record date your shares were not registered directly in your name with Computershare but instead held by an intermediary, such as a bank, broker or other nominee, then you are the beneficial owner of shares held in “street name.” The organization holding your account is considered to be the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you must register in advance to attend the Annual Meeting, vote and submit questions. To register in advance, you will need to obtain a legal proxy from the bank, broker or other nominee that holds your shares giving you the right to vote the shares. Once you have received a legal proxy form from your bank, broker or other nominee, forward the email with your name and the legal proxy attached or send a separate email with your name and legal proxy attached labeled “Legal Proxy” in the subject line to Computershare, at [legalproxy@computershare.com](mailto:legalproxy@computershare.com). Requests for registration must be received no later than 5:00 p.m., Central Time, on June 5, 2024. You will then receive a confirmation of your registration, with a control number, by email from Computershare. At the time of the meeting, go to [www.meetnow.global/MA5FK4T](http://www.meetnow.global/MA5FK4T) and enter your control number. If you do not have your control number you may attend as a guest (non-stockholder) by going to [www.meetnow.global/MA5FK4T](http://www.meetnow.global/MA5FK4T) and entering the requested information. Please note that guest access is in listen-only mode and you will not have the ability to ask questions or vote during the Annual Meeting.

***Do I need to attend the Annual Meeting?***

No. It is not necessary for you to attend the virtual Annual Meeting in order to vote your shares. You may vote by telephone, through the Internet or by mail, as described in more detail below.

***How do I vote my shares without attending the Annual Meeting?***

***Stockholder of record: shares registered in your name.*** If you are a stockholder of record, you may authorize a proxy to vote on your behalf at the Annual Meeting in any of the following ways:

***By Telephone or via the Internet.*** You can submit a proxy to vote your shares by telephone or via the Internet by following the instructions on the enclosed proxy card. Proxies submitted by telephone or via the Internet must be received by 11:59 p.m., Central Time, on the day before the Annual Meeting. Have your proxy card in hand as you will be prompted to enter your control number.

***By Mail.*** You can submit a proxy to vote your shares by mail if you received a printed proxy card by completing, signing, dating and promptly returning your proxy card in the postage-prepaid envelope provided with the materials. Proxies submitted by mail must be received by the close of business on the day before the Annual Meeting in order to ensure that your vote is counted.

To facilitate timely receipt of your proxy, we encourage you to promptly vote via the Internet or telephone following the instructions on the enclosed proxy card. If you are submitting your proxy by telephone or through the Internet, your voting instructions must be received by 11:59 p.m., Central Time on the day before the Annual Meeting.

Submitting your proxy by mail, by telephone or through the Internet will not prevent you from casting your vote at the Annual Meeting. You are encouraged to submit a proxy by mail, by telephone or through the Internet even if you plan to attend the Annual Meeting via the virtual meeting website to ensure that your shares are represented at the Annual Meeting.

If you return your signed proxy card, but do not mark the boxes showing how you wish to vote, your shares will be voted (1) “**FOR**” the election of Shane J. Schaffer and Bryan Lawrence as Class III directors, (2) “**FOR**” the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2024, (3) “**FOR**” the approval of an amendment to the 2021 Plan to increase the number of shares of common stock authorized for issuance thereunder by 1,250,000 shares to 1,506,926 shares and (4) in accordance with the proxy holders’ best judgment as to any other business that properly comes before the Annual Meeting.

***Beneficial owner: shares registered in the name of bank, broker or other nominee.*** If you are a beneficial owner of shares registered in the name of your bank, broker or other nominee, you should have received voting instructions from that organization rather than from us. Simply complete and mail the voting instruction form to ensure that your vote is counted. Alternatively, you may vote by telephone or over the Internet as instructed by your bank, broker or other nominee. Follow the instructions from your broker, bank or other nominee included with this proxy statement, or contact your bank, broker or other nominee to request a proxy form.

Even if you plan to attend the Annual Meeting live via the Internet, we encourage you to vote in advance by Internet, telephone, or mail so that your vote will be counted if you later decide not to attend the Annual Meeting live via the Internet.

***May I change my vote after I have mailed my proxy card or after I have submitted my proxy by telephone or through the Internet?***

Yes. You may revoke your proxy or change your vote at any time before the proxy is exercised at the Annual Meeting. You may revoke your proxy by delivering a signed written notice of revocation stating that the proxy is revoked and bearing a date later than the date of the proxy to the Company’s Secretary, Jennifer L. Callahan, at Cingulate Inc., 1901 W. 47<sup>th</sup> Place, 3<sup>rd</sup> Floor, Kansas City, Kansas 66205. You may also revoke your proxy or change your vote by submitting another proxy by telephone or through the Internet in accordance with the instructions on the enclosed proxy card. You may also submit a later-dated proxy card relating to the same shares. If you voted by completing, signing, dating and returning the enclosed proxy card, you should retain a copy of the voter control number found on the proxy card in the event that you later decide to revoke your proxy or change your vote by telephone or through the Internet. Alternatively, your proxy may be revoked or changed by attending the Annual Meeting via the virtual meeting website and voting at the meeting by following the internet voting instructions on your proxy card. However, simply attending the Annual Meeting without voting will not revoke or change your proxy. “Street name” holders of shares of our common stock should contact their bank, broker, trust or other nominee to obtain instructions as to how to revoke or change their proxies.

***What is the difference between holding shares as a stockholder of record and as a beneficial owner?***

Many of our stockholders hold their shares through a broker, bank or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

***Stockholder of Record***

If your shares are registered directly in your name with our transfer agent, Computershare, you are considered, with respect to those shares, the stockholder of record. As the stockholder of record, you have the right to directly grant your voting proxy or to vote in person at the Annual Meeting.

***Beneficial Owner***

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you by your broker, bank or nominee which is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker as to how to vote and are also invited to attend the Annual Meeting. However, because you are not the stockholder of record, you may not vote these shares in person at the Annual Meeting unless you obtain a signed proxy from the record holder giving you the right to vote the shares. If you do not provide the stockholder of record with voting instructions or otherwise obtain a signed proxy from the record holder giving you the right to vote the shares, broker non-votes may occur for the shares that you beneficially own. The effect of broker non-votes is more specifically described in “*What vote is required to approve each proposal?*” below.

***What vote is required to approve each proposal?***

Assuming that a quorum is present, the following votes will be required:

- With respect to the first proposal (election of directors, “Proposal 1”), directors are elected by a plurality of the votes present in person or represented by proxy and entitled to vote, and the director nominees who receive the greatest number of votes at the Annual Meeting (up to the total number of directors to be elected) will be elected. As a result, withheld votes and “broker non-votes” (see below), if any, will not affect the outcome of the vote on this proposal.
- With respect to the proposal to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2024 (“Proposal 2”), the proposal to approve an amendment to the 2021 Plan to increase the number of shares of common stock authorized for issuance thereunder by 1,250,000 shares to 1,506,926 shares (“Proposal 3”) and approval of any other matter that may properly come before the Annual Meeting, the affirmative vote of a majority of the total votes cast on these proposals, in person or by proxy, is required to approve these proposals, except as required by law. As a result, abstentions, if any, will not affect the outcome of the vote on these proposals. Because Proposal 2 is “routine,” no “broker non-votes” will occur. “Broker non-votes,” if any, will not affect the outcome of Proposal 3 if Proposal 3 is deemed to be “non-routine.”

Under the General Corporation Law of the State of Delaware, holders of the common stock will not have any dissenters’ rights of appraisal in connection with any of the matters to be voted on at the Annual Meeting.

***What is a “broker non-vote”?***

Banks and brokers acting as nominees are permitted to use discretionary voting authority to vote proxies for proposals that are deemed “routine” by the New York Stock Exchange, which means that they can submit a proxy or cast a ballot on behalf of stockholders who do not provide a specific voting instruction. Brokers and banks are not permitted to use discretionary voting authority to vote proxies for proposals that are deemed “non-routine” by the New York Stock Exchange. The determination of which proposals are deemed “routine” versus “non-routine” may not be made by the New York Stock Exchange until after the date on which this proxy statement has been mailed to you. As such, it is important that you provide voting instructions to your bank, broker or other nominee, if you wish to ensure that your shares are present and voted at the Annual Meeting on all matters and if you wish to direct the voting of your shares on “routine” matters.

When there is at least one “routine” matter to be considered at a meeting, a broker “non-vote” occurs when a proposal is deemed “non-routine” and a nominee holding shares for a beneficial owner does not have discretionary voting authority with respect to the “non-routine” matter being considered and has not received instructions from the beneficial owner.

The election of directors (Proposal 1) and approval of an amendment to the 2021 Plan to increase the number of shares of common stock authorized for issuance thereunder by 1,250,000 shares to 1,506,926 shares (Proposal 3) are generally not considered to be a “routine” matter and banks or brokers are not permitted to vote on these matters if the bank or broker has not received instructions from the beneficial owner. Accordingly, it is particularly important that beneficial owners instruct their brokers how they wish to vote their shares. The ratification of our independent registered public accounting firm (Proposal 2) is generally considered to be a “routine” matter, and hence a bank or broker may be able to vote on Proposal 2 even if it does not receive instructions from you, so long as it holds your shares in its name.

***Who will count the votes?***

Our transfer agent, Computershare, will serve as inspector of election at the Annual Meeting and will tabulate and certify the votes.

***Where can I find the voting results of the Annual Meeting?***

We will publish final voting results of the Annual Meeting in a Current Report on Form 8-K within four business days after the Annual Meeting.

***How are we soliciting this proxy?***

We are soliciting this proxy on behalf of our Board and will pay all expenses associated therewith. Some of our officers, directors and other employees also may, but without compensation other than their regular compensation, solicit proxies by further mailing or personal conversations, or by telephone, facsimile or other electronic means.

We will also, upon request, reimburse brokers and other persons holding stock in their names, or in the names of nominees, for their reasonable out-of-pocket expenses for forwarding proxy materials to the beneficial owners of the capital stock and to obtain proxies.



## PROPOSAL 1: ELECTION OF DIRECTORS

Our Certificate of Incorporation provides that the number of directors shall be established from time to time by our Board. Our Board has fixed the number of directors at five, and we currently have five directors serving on the Board.

Our Certificate of Incorporation provides that the Board be divided into three classes, designated as Class I, Class II and Class III. Each class must consist, as nearly as may be practicable, of one-third of the total number of directors constituting the entire Board. Each class of directors shall serve for a term ending on the date of the third annual meeting of stockholders following the annual meeting at which such class of directors was elected. The term of the Class I directors expires at the 2025 annual meeting of stockholders, the term of the Class II directors expires at the 2026 annual meeting of stockholders, and the term of the Class III directors expires at the Annual Meeting; provided further, that the term of each director will continue until the election and qualification of his or her successor and is subject to his or her earlier death, disqualification, resignation or removal. Generally, vacancies or newly created directorships on the Board will be filled only by vote of a majority of the directors then in office and will not be filled by the stockholders. A director appointed by the Board to fill a vacancy will hold office until the next election of the class for which such director was chosen, subject to the election and qualification of his or her successor and his or her earlier death, disqualification, resignation or removal.

Messrs. Schaffer and Lawrence have been nominated by the Board to stand for election. As the directors assigned to Class III, the current term for each of Messrs. Schaffer and Lawrence will expire at the Annual Meeting. If elected by the stockholders at the Annual Meeting, Messrs. Schaffer and Lawrence will each serve for a term expiring at the annual meeting of stockholders to be held in 2027 subject to the election and qualification of his successor or until his earlier death, resignation or removal.

Directors are elected by a plurality of the votes of the holders of shares present in person or represented by proxy and entitled to vote on the election of directors. Stockholders may not vote, or submit a proxy, for a greater number of nominees than the nominees named below. The nominees receiving the highest number of affirmative votes will be elected. Unless otherwise directed, shares represented by executed proxies will be voted for the election of the nominees named below. Each person nominated for election has agreed to serve if elected, and management and the Board have no reason to believe that any nominee will be unable to serve. If, however, prior to the Annual Meeting, the Board should learn that any nominee will be unable to serve for any reason, the proxies that otherwise would have been voted for this nominee will be voted for a substitute nominee as selected by the Board. Alternatively, the proxies, at the Board's discretion, may be voted for that fewer number of nominees as results from the inability of any nominee to serve.

The following table sets forth the director name, class, age as of April 26, 2024, and other information for each member of our Board:

<b>Name</b>	<b>Class</b>	<b>Age</b>	<b>Director Since</b>	<b>Current Term Expires</b>	<b>Expiration of Term For Which Nominated</b>	<b>Skills and Experience</b>
Bryan Lawrence	III	58	2024	2024	2027	Life Sciences, Product Development and Healthcare
Shane J. Schaffer	III	49	2012	2024	2027	Life Sciences, Commercialization, Product Development, Corporate Management and Capital Raising
Peter J. Werth	I	85	2018	2025		Life Sciences, International Markets, Commercialization, Product Development, Manufacturing and Corporate Development
Jeffrey S. Ervin	II	46	2024	2026		Healthcare, Finance, Capital Raising and Corporate Management
John A. Roberts	II	65	2024	2026		Healthcare, Finance, Capital Raising and Corporate Management

### **Class III Nominees for Election for a Term Expiring at the 2027 Annual Meeting**

*Shane J. Schaffer, PharmD* co-founded Cingulate in 2012 and has since served as our Chief Executive Officer and Chairman of our Board. Prior to his work at Cingulate, Dr. Schaffer served as the Managing Director of Sabre Scientific Solutions, from July 2009 through December 2012. Previously, Dr. Schaffer worked as a Director of National Accounts at Pri-Med Access from September 2008 through May 2009, Senior Marketing at Sanofi from February 2004 through December 2007, and as a Marketing Manager at Novartis from June 2001 through October 2003. From July 1999 through June 2001, he served as Chief Fellow of the Rutgers Pharmaceutical Industry Fellowship Program and was Senior Fellow at Warner Lambert/Parke Davis and Pfizer. From June 1997 to July 1999, he worked as a clinical research associate at Hoechst Marion Roussel. Dr. Schaffer has over 25 years' experience in drug development, commercialization and biotech commercial operation. Dr. Schaffer received his Doctor of Pharmacy from The University of Kansas School of Pharmacy. We believe that Dr. Schaffer's extensive knowledge of the pharmaceutical industry, his clinical and commercial background in a wide range of therapeutic areas, and his experience serving as our Chief Executive Officer, qualifies him to serve on our Board.

*Bryan Lawrence* has served on our Board since February 2024. Mr. Lawrence has been an entrepreneur and philanthropist since October 2007. Mr. Lawrence has previously held positions at Xcenda, a division of AmerisourceBergen, Johnson & Johnson Health Care Systems, Janssen Pharmaceutica and Sandoz Pharmaceuticals Corporation. Mr. Lawrence also has experience in healthcare consulting and has held roles at Navigant Consulting and Applied Health Outcomes. Mr. Lawrence is currently a member of the University of Kansas School of Pharmacy Advisory Council. He completed a two-year Pharmacoeconomics Fellowship at Glaxo Inc. and the University of South Carolina. Mr. Lawrence earned a Doctor of Pharmacy from University of Kansas School of Pharmacy and a Master of Business Administration from the Wharton School at the University of Pennsylvania. We believe that Mr. Lawrence's extensive experience in the life sciences and healthcare industries qualifies him to serve on our Board.

### **Class I Director Continuing in Office until the 2025 Annual Meeting**

*Peter J. Werth* has served on our Board since June 2018. Mr. Werth is Founder and Chief Executive Officer of ChemWerth Inc., a full-service generic drug development and supply company providing Active Pharmaceutical Ingredients to regulated markets worldwide. Mr. Werth previously served as Vice President at Ganes Chemicals, a subsidiary of Siegfried Chemicals, from March 1975 through May 1982. From 1965 through 1975, Mr. Werth worked in Research and Development for Upjohn Pharmaceuticals, now Pfizer (NYSE: PFE). In addition to serving on the Board of Cingulate, Mr. Werth has served on the Board of Directors of VM Pharma LLC since December 2010, VM Therapeutics LLC since May 2012, Alopexx Vaccines LLC since June 2012, VM Oncology LLC since August 2014, Perseus Science Group LLC since January 2015, Likarda LLC since August 2017, Techtona LLC since September 2017, MedRhythms LLC since June 2018 and Bastion Healthcare LLC since September 2020. He earned his Master of Science in Organic Chemistry from Stanford University and his Bachelor of Science in Chemistry and Math from Fort Hays State University. We believe that Mr. Werth's extensive experience in the life sciences industry and his knowledge in business and international markets qualifies him to serve on our Board.

### **Class II Directors Continuing in Office until the 2026 Annual Meeting**

*Jeffrey S. Ervin* has served on our Board since February 2024. Mr. Ervin co-founded IMAC Holdings, Inc. (NASDAQ: BACK), a provider of medical care, in March 2015, and currently serves as its Chief Executive Officer and a member of its board of directors. From October 2011 to January 2015, Mr. Ervin joined Medicare.com parent and its parent, Medx Publishing as a senior financial officer tasked with building administrative functions to satisfy rapid growth in the CMS education sector. Prior to that, Mr. Ervin was the Senior Financial Analyst and Vice President of Finance for the Baptist Hospital System of Nashville from June 2005 to October 2011, responsible for sourcing and managing direct investments to satisfy pension obligations. Mr. Ervin earned his Master of Business Administration from Vanderbilt University and his Bachelor of Science in Finance from Miami University. We believe that Mr. Ervin's extensive experience in the healthcare industry, as well as his experience as an executive of a public company qualifies him to serve on our Board.

*John A. Roberts* has served on our Board since February 2024. Mr. Roberts is currently serving as a Venture Partner for DigiLife Fund II, a position he has held since September 2023. From April 2018 to February 2023, he served as Chief Executive Officer and President of Vyant Bio, Inc., a biotechnology company formerly listed on Nasdaq. Prior to that, Mr. Roberts had been the interim Chief Executive Officer of Vyant Bio, Inc. since February 2018. Mr. Roberts had previously served as Vyant Bio, Inc.'s Chief Operating Officer since July 2016. From July 2015 to June 2016, Mr. Roberts served as the Chief Financial Officer for VirMedica, Inc., a company that provides an end-to-end platform that enables specialty drug manufacturers and pharmacies to optimize product commercialization and management. Prior to VirMedica, from August 2011 to July 2015, Mr. Roberts was the Chief Financial and Administrative Officer for AdvantEdge Healthcare Solutions, a global healthcare analytics and services organization. Prior to that, Mr. Roberts was the Chief Financial Officer and Treasurer for InfoLogix, Inc., a publicly-traded healthcare-centric mobile software and solutions provider. He has also held CFO roles at leading public medical device and healthcare services firms including Clariant, Inc., a publicly-traded provider of diagnostic laboratory services and Daou Systems, Inc., a publicly-traded healthcare IT software development and services firm. In addition, he has held senior executive roles with MEDdecision, Inc., HealthOnline, Inc. and the Center for Health Information. Mr. Roberts currently serves on the board of directors of Vyant Bio, Inc., Caidya, Inc., a global, multi-therapeutic clinical research organization, Navipoint Health, Inc., a biotechnology company, VeriSkin, Inc., a medical device company, and Cohere-Med Inc., a clinical analytics company. He also is a member of the Fellows of the Drug Information Association, a global neutral forum enabling drug developers and regulators access to education and collaboration. Mr. Roberts earned a Bachelor of Science and a master's degree in business administration from the University of Maine. We believe that Mr. Robert's extensive experience in the healthcare industry, as well as his experience as an executive of public companies qualifies him to serve on our Board.

## Board Membership Diversity

In accordance with Nasdaq's Board Diversity Rules (Rule 5605(f) and Rule 5606), the following Board Diversity Matrix presents our Board diversity statistics. The minimum diversity objective for smaller reporting companies listed on the Nasdaq Capital Market on or after August 6, 2021 is two diverse directors by December 31, 2026 or two years from the date of listing, whichever is later, including one who self-identifies as female, and one who self-identifies as either female, an underrepresented minority or LGBTQ+. "Underrepresented Minority" means an individual who self-identifies as one or more of the following: Black or African American, Hispanic or Latinx, Asian, Native American or Alaska Native, Native Hawaiian or Pacific Islander, or Two or More Races or Ethnicities. "Two or More Races or Ethnicities" means a person who identifies with more than one of the following categories: White (not of Hispanic or Latinx origin), Black or African American, Hispanic or Latinx, Asian, Native American or Alaska Native, Native Hawaiian or Pacific Islander. Our Board does not currently include any diverse directors; however, we intend to have at least two diverse directors by the August 6, 2026, the deadline set forth in the Nasdaq rules.

### Board Diversity Matrix (As of April 26, 2024)

Total Number of Directors	5			Did Not Disclose Gender
	Female	Male	Non-Binary	
<b>Part I: Gender Identity</b>				
Directors	-	2	-	3
<b>Part II: Demographic Background</b>				
African American or Black	-	-	-	
Alaskan Native or Native American	-	-	-	
Asian	-	-	-	
Hispanic or Latinx	-	-	-	
Native Hawaiian or Pacific Islander	-	-	-	
White	-	3	-	
Two or More Races or Ethnicities	-	-	-	
LGBTQ+	-	-	-	
Did Not Disclose Demographic Background		2		

Our prior year Board Diversity Matrix is disclosed in our Definitive Proxy Statement filed with the SEC on May 5, 2023.

**THE BOARD RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE ELECTION OF EACH OF THE DIRECTOR NOMINEES.**

## CORPORATE GOVERNANCE

### ***Board of Director Composition***

Our Board currently consists of five members. Our directors hold office until their successors have been elected and qualified or until the earlier of their death, resignation or removal.

During 2023, our Board consisted of six members. Scott Applebaum resigned from our Board on December 6, 2023. Patrick Gallagher resigned from our Board on December 12, 2023. Gregg Givens and Curt Medeiros resigned from our Board on December 13, 2023. The decisions by each director to resign was not the result of any disagreement with the Company or its management on any matter relating to the Company's operations, policies or practices.

On February 12, 2024, Bryan Lawrence was appointed as a Class III director and each of Jeffrey S. Ervin and John A. Roberts was appointed as a Class II director.

### ***Corporate Governance Guidelines***

Our Board adopted Corporate Governance Guidelines, a copy of which can be found in the "Corporate Governance—Governance Documents" section of the "Investors" page of our website located at [www.cingulate.com](http://www.cingulate.com). Among the topics addressed in our Corporate Governance Guidelines are:

- Board size, independence and qualifications
- Executive sessions of independent directors
- Board leadership structure
- Selection of new directors
- Director orientation and continuing education
- Limits on board service
- Change of principal responsibilities
- Term limits
- Director responsibilities
- Director compensation
- Stock ownership
- Communications with directors
- Interaction with investors and others
- Board access to senior management
- Board access to independent advisors
- Board self-evaluations
- Board meetings
- Meeting attendance by directors and non-directors
- Meeting materials
- Board committees, responsibilities and independence
- Succession planning
- Risk management

### ***Board Meetings***

During 2023, our Board met 15 times. Each director attended at least 75% of the total of the meetings of the Board and the committees of which they were a member during the period the person was a director during 2023, except for Peter Werth, who attended 11 of the 15 meetings of our Board.

### ***Director Attendance at Annual Meeting of Stockholders***

Board members are encouraged to attend all stockholder meetings. All of the directors serving on our Board at the time of the 2023 Annual Meeting of Stockholders attended the meeting.

### ***Executive Sessions***

Independent directors meet regularly (a minimum of two times per year) in executive session without management present. Currently, all non-employee directors, except Peter Werth, are independent. During 2023, Gregg Givens, who served as Lead Independent Director until his resignation from our Board in December of 2023, presided at the executive sessions of independent directors.

## ***Director Independence***

Pursuant to the rules of Nasdaq, a director will only qualify as an “independent director” if, in the opinion of that company’s board of directors, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Our Board has determined that Jeffrey S. Ervin, Bryan Lawrence and John A. Roberts are “independent directors” as such term is defined by Nasdaq Marketplace Rule 5605(a)(2). Due to the promissory note issued by CTx in favor of Werth Family Investment Associates LLC (“WFIA”) in 2022, our Board determined that Mr. Werth is not an independent director. In addition, Shane Schaffer is not an independent director due to his position as Chief Executive Officer of the Company. Scott Applebaum, who resigned from the Board on December 6, 2023, Patrick Gallagher who resigned from the Board on December 12, 2023 and each of Gregg Givens and Curt Medeiros who resigned from the Board on December 13, 2023, were deemed to be independent directors.

We have established an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee, each of which are comprised of independent directors.

### ***Committees of the Board of Directors***

Our Board has established an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. Our Board may establish other committees to facilitate the management of our business. The composition and functions of each committee are described below. Members serve on these committees until their resignation or until otherwise determined by our Board. Each of these committees operates under a charter that has been approved by our Board, which can be found in the “Corporate Governance—Committee Charters” section of the “Investors” page of our website located at [www.cingulate.com](http://www.cingulate.com).

**Audit Committee.** The Audit Committee met four times during 2023. During 2023 (prior to their resignations from our Board in December 2023), the Audit Committee consisted of Scott Applebaum, Gregg Givens and Curt Medeiros, with Mr. Givens serving as the Chairman of the Audit Committee. Our Board determined that the former directors that served on the Audit Committee during 2023 were independent within the meaning of the Nasdaq Marketplace Rules and Rule 10A-3 under the Exchange Act. In addition, our Board determined that Gregg Givens qualified as an audit committee financial expert within the meaning of SEC regulations and the Nasdaq Marketplace Rules during his service on the Audit Committee.

The Audit Committee currently consists of Jeffrey S. Ervin, Bryan Lawrence and John A. Roberts, with Mr. Roberts serving as the Chairman of the Audit Committee. From December 2023 to the appointment of Messrs. Ervin, Lawrence and Roberts to the Audit Committee in February of 2024, we did not have an Audit Committee. Our Board has determined that the directors currently serving on the Audit Committee are independent within the meaning of the Nasdaq Marketplace Rules and Rule 10A-3 under the Exchange Act. In addition, our Board has determined that Mr. Roberts qualifies as an audit committee financial expert within the meaning of SEC regulations and the Nasdaq Marketplace Rules.

The Audit Committee’s primary responsibilities are to (i) oversee and monitor our financial reporting process, internal control system and disclosure controls and procedures; (ii) review and evaluate the audit performed by our registered independent public accountants and report to the Board any substantive issues found during the audit; (iii) oversee communication among our registered independent public accountants, senior management and the Board; (iv) appoint, compensate and oversee the work of our registered independent public accountants; (v) oversee compliance with legal and regulatory requirements; (vi) review and approve all related party transactions; and (vii) oversee compliance with our Code of Business Conduct and Ethics.

**Compensation Committee.** The Compensation Committee met four times during 2023. During 2023 (prior to their resignations from our Board in December 2023), the Compensation Committee consisted of Gregg Givens and Pat Gallagher, with Mr. Gallagher serving as the Chairman of the Compensation Committee. Our Board determined that the former directors that served on the Compensation Committee during 2023 were independent under the listing standards, are “non-employee directors” as defined in rule 16b-3 promulgated under the Exchange Act.

The Compensation Committee currently consists of Jeffrey S. Ervin, Bryan Lawrence and John A. Roberts, with Mr. Lawrence serving as the Chairman of the Compensation Committee. From December 2023 to the appointment of Messrs. Ervin, Lawrence and Roberts to the Compensation Committee in February of 2024, we did not have a Compensation Committee. Our Board has determined that the directors currently serving on our Compensation Committee are independent under the listing standards, are “non-employee directors” as defined in rule 16b-3 promulgated under the Exchange Act.

The Compensation Committee’s primary responsibilities are to review and approve all forms of non-equity and equity-based compensation of our executive officers and directors and to administer our equity-based compensation plans. The Compensation Committee also reviews and approves corporate goals and objectives relevant to the compensation of our Chief Executive Officer, and evaluates our Chief Executive Officer’s performance in light of those goals and objectives.

#### *Compensation Consultant*

In accordance with its authority to retain consultants and advisors, the Compensation Committee has engaged Pay Governance LLC to provide executive and director compensation consulting services to the Compensation Committee. In 2023, Pay Governance LLC provided services to the Compensation Committee, which included providing information and data on current trends and developments in executive and director compensation and analyzing benchmarking data for our industry. The Compensation Committee evaluated whether any of the work performed by Pay Governance LLC during 2023 raised any conflict of interest and determined that it did not.

**Nominating and Corporate Governance Committee.** The Nominating and Corporate Governance Committee met two times during 2023. During 2023 (prior to their resignations from our Board in December 2023), the Nominating and Corporate Governance Committee consisted of Scott Applebaum, Curt Medeiros and Pat Gallagher, with Mr. Medeiros serving as the Chairman of the Nominating and Corporate Governance Committee. Our Board determined that the former directors that served on the Nominating and Corporate Governance Committee during 2023 were independent directors as defined under the Nasdaq listing standards.

The Nominating and Corporate Governance Committee currently consists of Jeffrey S. Ervin, Bryan Lawrence and John A. Roberts, with Mr. Ervin serving as the Chairman of the Nominating and Corporate Governance Committee. From December 2023 to the appointment of Messrs. Ervin, Lawrence and Roberts to the Nominating and Corporate Governance Committee in February of 2024, we did not have a Nominating and Corporate Governance Committee. All members of the Nominating and Corporate Governance Committee are independent directors as defined under the Nasdaq listing standards. The Nominating and Corporate Governance Committee (i) identifies, reviews the qualifications of, and recommends to the Board individuals to be elected to the Board and (ii) considers recommendations from stockholders if submitted in a timely manner in accordance with the procedures set forth in our bylaws and will apply the same criteria to all persons being considered. The Nominating and Corporate Governance Committee also oversees the annual evaluation of the Board and its committees.

#### ***Director Nominations Process***

The Nominating and Corporate Governance Committee is responsible for recommending candidates to serve on our Board and its committees. In considering whether to recommend any particular candidate to serve on the Board or its committees, or for inclusion in the Board’s slate of recommended director nominees for election at an annual meeting of stockholders, the Nominating and Corporate Governance Committee considers the criteria set forth in our Corporate Governance Guidelines. Specifically, the Nominating and Corporate Governance Committee may take into account many factors, including: personal and professional integrity, ethics and values; experience in corporate management, such as serving as an officer or former officer of a publicly held company; strong finance experience; relevant social policy concerns; experience relevant to the Company’s industry; experience as a board member of another publicly held company; relevant academic expertise or other proficiency in an area of the Company’s operations; diversity of expertise and experience in substantive matters pertaining to the Company’s business relative to other Board members; diversity of background and perspective, including, but not limited to, with respect to age, gender, race and ethnicity; practical and mature business judgment, including, but not limited to, the ability to make independent analytical inquiries; and any other relevant qualifications, attributes or skills. In determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee may also consider the director’s past attendance at meetings and participation in and contributions to the activities of the Board.

We do not have a formal policy with regard to the consideration of diversity in identifying director nominees. The Board evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of experience in these various areas.

In identifying prospective director candidates, the Nominating and Corporate Governance Committee may seek referrals from other members of the Board, management, stockholders and other sources, including third party recommendations. The Nominating and Corporate Governance Committee also may, but need not, retain a search firm in order to assist it in identifying candidates to serve as directors of the Company. The Nominating and Corporate Governance Committee uses the same criteria for evaluating candidates regardless of the source of the referral or recommendation. When considering director candidates, the Nominating and Corporate Governance Committee seeks individuals with backgrounds and qualities that, when combined with those of our incumbent directors, provide a blend of skills and experience to further enhance the Board's effectiveness. In connection with its annual recommendation of a slate of nominees, the Nominating and Corporate Governance Committee also may assess the contributions of those directors recommended for re-election in the context of the Board evaluation process and other perceived needs of the Board.

Although our Board did not have a Nominating and Corporate Governance Committee at the time, Shane Schaffer and Peter Werth considered the criteria set forth in our Corporate Governance Guidelines when appointing Jeffrey Ervin, Bryan Lawrence and John Roberts to our Board in February 2024.

Each of the director nominees to be elected at the Annual Meeting was evaluated in accordance with our standard review process for director candidates in connection with their nomination for election at the Annual Meeting. When considering whether the directors and nominees have the experience, qualifications, attributes and skills, taken as a whole, to enable the Board to satisfy its oversight responsibilities effectively in light of our business and structure, the Board focused primarily on the information discussed in each of the member's biographical information set forth above. We believe that our directors provide an appropriate mix of experience and skills relevant to the size and nature of our business. This process resulted in the Board's nomination of the incumbent directors named in this Proxy Statement and proposed for election by you at the Annual Meeting.

### ***Stockholder Nominations for Directorships***

Stockholders may recommend individuals to the Nominating and Corporate Governance Committee for consideration as potential director candidates by submitting their names and background to the Secretary of the Company at the address set forth below under "Stockholder Communications" in accordance with the provisions set forth in our bylaws. All such recommendations will be forwarded to the Nominating and Corporate Governance Committee, which will review and only consider such recommendations if appropriate biographical and other information is provided, including, but not limited to, the items listed below, on a timely basis. All stockholder recommendations for director candidates must be received by the Company in the timeframe(s) set forth under the heading "Stockholder Proposals" below.

- the name and address of the stockholder and the beneficial owner, if any;
- a representation that the stockholder is a record holder of the Company's securities entitled to vote at the meeting upon such nomination and intends to appear in person or by proxy at the meeting to propose such nomination;
- the name, age, business and residential address, and principal occupation or employment of the proposed director candidate;
- a description of any arrangements or understandings between the proposed director candidate and any other person or entity other than the Company; and
- the consent of the proposed director candidate to be named in the proxy statement relating to the Company's annual meeting of stockholders and to serve as a director if elected at such annual meeting.

Assuming that appropriate information is provided for candidates recommended by stockholders, the Nominating and Corporate Governance Committee will evaluate those candidates by following substantially the same process, and applying substantially the same criteria, as for candidates submitted by members of the Board or other persons, as described above and as set forth in its written charter.

### ***Board Leadership Structure***

The Board believes that it should have the flexibility to make determinations as to whether the same individual should serve as both the Chief Executive Officer and the Chairman of the Board, taking into account changing needs and circumstances of both the Company and the Board over time. In determining the appropriate leadership structure, the Board considers, among other things, the current composition of the Board, the role of the Lead Independent Director, if any, and challenges and opportunities specific to the Company. Currently, the Chief Executive Officer and Chairman positions are held by Shane J. Schaffer. Our Board has determined that its leadership structure is appropriate given the efficiencies of having a single individual fulfill both roles, the benefit of having a single source of leadership and authority for the Board, and Dr. Schaffer's extensive knowledge of all aspects of Cingulate, our business and risks. Periodically, our Board assesses these roles and the Board leadership structure to ensure the interests of Cingulate and our stockholders are best served. In December 2022, the Board appointed Gregg Givens as Lead Independent Director. Mr. Givens served in this role until his resignation from the Board in December 2023. Dr. Schaffer consulted with Mr. Givens on Board matters and issues facing the Company. During his time as Lead Independent Director, Mr. Givens served as the principal liaison between the Chairman of the Board and the independent directors, advised the Chairman of the Board with respect to agenda items, and presided over executive sessions of the independent directors at regularly scheduled Board meetings. Currently, the Board does not have a Lead Independent Director; however, the independent directors will consider whether to appoint someone to this role in the future.

### ***Role of Board in Risk Oversight Process***

While management is responsible for assessing and managing our risks, our Board is responsible for overseeing management's efforts to assess and manage risk. This oversight is conducted by our full Board, which has responsibility for general oversight of risks, and standing committees of our Board. Our Board satisfies this responsibility through full reports by each committee chair regarding the committee's considerations and actions, as well as through regular reports directly from officers responsible for oversight of particular risks within our company. Our Board believes that full and open communication between management and the Board is essential for effective risk management and oversight.

The Audit Committee is responsible for discussing the Company's policies with respect to risk assessment and risk management, including guidelines and policies to govern the process by which the Company's exposure to financial risk is handled. In accordance with those policies, our Board and the Board committees shall have an active role in overseeing management of the Company's risks. Our Board regularly reviews information regarding the Company's credit, liquidity and operations, as well as the risks associated with each. The Compensation Committee oversees the management of risks relating to the Company's executive compensation plans and arrangements. The Audit Committee oversees financial and cybersecurity risks. The Nominating and Corporate Governance Committee manages risks associated with the independence of our Board and potential conflicts of interest.

### ***Stockholder Communications***

Any stockholder or any other interested party who desires to communicate with our Board, our non-management directors or any specified individual director, may do so by directing such correspondence to the attention of our Secretary, Jennifer L. Callahan, at Cingulate Inc., 1901 W. 47<sup>th</sup> Place, 3<sup>rd</sup> Floor, Kansas City, Kansas 66205. Our Secretary will forward the communication to the appropriate director or directors.



### ***Code of Business Conduct and Ethics***

Our Board adopted a Code of Business Conduct and Ethics (the “Code of Conduct”) that applies to our employees, officers and directors. A copy of the Code of Conduct is posted on the Corporate Governance section of the Investor Relations page of our website, which is located at [www.cingulate.com/investors](http://www.cingulate.com/investors). We intend to disclose future amendments to certain provisions of the Code of Conduct, or waivers of such provisions applicable to any principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, and our directors, on our website identified above or in future filings with the SEC.

### ***Anti-Hedging Policy***

Our Board has adopted a Statement of Company Policy on Insider Trading and Policy Regarding Special Trading Procedures, which applies to all of our directors, officers and employees. The policy prohibits our directors, officers and employees from engaging in hedging or monetization transactions, such as zero-cost collars and forward sale contracts.

### ***Delinquent Section 16(a) Reports***

Section 16(a) of the Exchange Act requires our directors, executive officers and persons who beneficially own more than 10% of our outstanding common stock to file reports with the SEC regarding their stock ownership and changes in their ownership of our common stock. Based on our records and representations from our directors and executive officers, we believe that all Section 16(a) filing requirements applicable to our directors and executive officers were complied with during fiscal year 2023, except for the following: due to administrative error, Jennifer Callahan filed a late Form 4 on March 22, 2024 to report her purchase of common stock and warrants to purchase our common stock on March 15, 2022.

## EXECUTIVE OFFICERS

The following table provides information regarding our executive officers with their respective ages as of April 26, 2024:

Name	Age	Position
Shane J. Schaffer, PharmD	49	Chief Executive Officer and Chairman of the Board
Jennifer L. Callahan	53	Senior Vice President, Chief Financial Officer and Secretary
Laurie A. Myers, PhD	67	Executive Vice President and Chief Operating Officer
Raul R. Silva, MD	67	Executive Vice President and Chief Science Officer
Matthew Brams, MD	61	Executive Vice President and Chief Medical Officer

*See page 7 of this Proxy Statement for Mr. Schaffer's biography.*

*Jennifer L. Callahan* was appointed Senior Vice President and Chief Financial Officer on January 25, 2024. She has served the Company in an accounting role since January 2017 and was appointed as our Vice President, Corporate Controller in January 2019. Prior to her role at the Company, Ms. Callahan served as the Director of Accounting for Meridian Business Services, a local Kansas City accounting firm since 2014 where she provided outsourced controller services to various businesses, including start-up companies and companies in need of process improvements. Over the tenure of her career, Ms. Callahan has provided consulting services to companies in a variety of industries and stages. She started her career with Deloitte where she served in various roles in the audit practice from June 1992 to December 1998. Ms. Callahan holds a CPA designation and received a BSBA in Accounting and Finance from Creighton University

*Laurie A. Myers, PhD, MBA* has served as our Executive Vice President and Chief Operating Officer since April 2018 and previously served as a member of our Board from June 2013 through April 2018 and as our Senior Vice President of Operations from November 2017 to April 2018. Dr. Myers also serves as a Member of the Board of Advisors of Linea System, LLC, a position she has held since September 2020. Dr. Myers previously served as the Head of Marketing of Fidia Pharma USA Inc., a wholly owned subsidiary of Fidia Farmaceutici from September 2014 through November 2017. Dr. Myers was an Adjunct Professor at the College of New Jersey School of Business from January 2012 through December 2014, and served as President and a Member of the Board of the Hallett David Strategic Group from January 2010 through September 2014. Dr. Myers received her Doctor of Philosophy in Toxicology from Rutgers Medical School and Rutgers School of Pharmacy, her Masters in Business Administration from St. Joseph's University and her Master of Science and Bachelor of Science from the University of Scranton.

*Raul R. Silva, MD* co-founded Cingulate in 2013 and has served as our Executive Vice President and Chief Science Officer since January 2018. He has been in private practice since 2009. Previously, Dr. Silva served as Executive Director of Rockland Children's Psychiatric Center from 2006-2009. He also served as Vice Chairman of The New York University Child Study Center 2005 through 2009. Dr. Silva served as Deputy Director of Child Psychiatry at Bellevue Hospital Center from 1999 through 2006. Prior to that, he was Director of Child and Adolescent Psychiatry at St. Luke's/Roosevelt Hospital in New York City from 1995 through 1990. He completed his fellowship in child and adolescent psychiatry at Columbia University's St. Luke's/Roosevelt Hospital Center in 1990. Dr. Silva completed a psychopharmacology research fellowship at New York University Medical Center. Dr. Silva is board certified in general, child and adolescent psychiatry. Dr. Silva received his Doctor of Medicine degree from Ross University and his Bachelor of Science in Biology from Fairleigh Dickinson University.

*Matthew N. Brams, MD* co-founded Cingulate in 2013 and has served as our Executive Vice President and Chief Medical Officer since January 2018 and served as a director of Cingulate from January 2018 through July 2021. Dr. Brams served as a Principal of Bayou City Research, a position he held from April 1999 to January 2021. Prior to that, he served as a consultant medical director and/or admitting psychiatrist at numerous medical facilities including Taylor Recover Center (April 2019 to present); Lakeview Health Rehabilitation Center (2018-2019); The Parc, Houston Tx (2012-2015); GeroPsych Unit Gulf Coast Hospital (2009-Present). Dr. Brams has been integral to the research teams for all the major pharmaceutical companies participating in the ADHD clinical arena. Dr. Brams completed residency and fellowship at Baylor College of Medicine in adult and child psychiatry, respectively. He is board certified in Adult and Child Psychiatry (1994) and is an acting Senior Board Examiner for the American Board of Psychiatry and Neurology. He received his Doctor of Medicine from The University of Texas Science Center and his Bachelor of Arts in Biology from the University of Texas.

## EXECUTIVE OFFICER AND DIRECTOR COMPENSATION

The following tables and accompanying disclosure set forth information about the compensation earned by our named executive officers during 2023. Our named executive officers include our principal executive officer, the two most highly-compensated executive officers (other than our principal executive officer) serving as executive officers as of December 31, 2023 and two former executive officers that would have been one of the two most highly-compensated executive officers (other than our principal executive officer) had they been serving as an executive officer as of December 31, 2023 as set forth below:

- Shane J. Schaffer, Chief Executive Officer and Chairman of the Board;
- Laurie A. Myers, Executive Vice President and Chief Operating Officer;
- Matthew N. Brams, Executive Vice President and Chief Medical Officer;
- Louis G. Van Horn, Former Executive Vice President and Chief Financial Officer; and
- Craig S. Gilgallon, Esq., Former Executive Vice President, General Counsel and Secretary.

### SUMMARY COMPENSATION TABLE

The following table sets forth information regarding compensation awarded to, earned by or paid to each of our named executive officers for the years shown.

Name and Principal Position	Year	Salary (\$)	Bonus \$(1)	Stock Awards (\$)	Option Awards \$(2)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
Shane J. Schaffer, <i>Chairman and CEO</i>	2023	491,961	-	-	137,610	-	-	629,571
	2022	475,000	29,688	-	78,503	-	-	583,191
Laurie A. Myers <i>EVP and COO</i>	2023	415,167	-	-	61,160	-	-	476,327
	2022	400,000	25,000	-	34,890	-	-	459,890
Matthew N. Brams <i>EVP and CMO</i>	2023	244,792	-	-	22,935	-	-	267,727
Louis G. Van Horn, <i>Former EVP and CFO (3)</i>	2023	382,205	-	-	76,450	-	-	458,655
	2022	380,000	23,750	-	34,890	-	-	438,640
Craig S. Gilgallon <i>Former EVP, GC and Secretary (4)</i>	2023	385,250	-	-	61,160	-	-	446,410
	2022	380,000	23,750	-	34,890	-	-	438,640

(1) The bonus amounts represent the annual bonuses earned by our named executive officers in 2022.

(2) The amounts reflect the grant date fair value of the non-qualified stock option awards on February 28, 2023 and February 25, 2022 in accordance with Financial Accounting Standards Board Accounting Standards Codification (“FASB ASC”) Topic 718. The fair market value of the option awards was determined using the Black-Scholes Model. See Note 11 to our consolidated financial statements for the year ended December 31, 2022 for the weighted average assumptions used to estimate the grant date fair value of the stock option awards in 2022. The assumptions used to estimate the grant date fair value of the stock option awards in February 2023 were as follows:

Risk-free interest rate	0.04%
Expected term (in years)	6.08
Expected volatility	1.13
Expected dividend yield	0%
Grant date fair value	\$30.58

(3) Mr. Van Horn retired from the Company, effective December 13, 2023.

(4) Mr. Gilgallon resigned as an officer of the Company and terminated employment with Cingulate Therapeutics LLC (“CTx”), effective December 15, 2023. Mr. Gilgallon claims his termination was for “good reason” pursuant to Section 4(e) of his employment agreement with CTx dated September 23, 2021. The Company disputes Mr. Gilgallon’s claim. Subject to execution of a general release in favor of the Company, termination for “good reason” pursuant to Mr. Gilgallon’s employment agreement would entitle him to a lump sum payment equal to his base salary (\$402,800) and target bonus (\$100,500) within 60 days of his termination date. In addition, any of Mr. Gilgallon’s outstanding stock options that would have vested if he had remained employed for an additional four (4) months following his termination date shall become vested and exercisable as of the termination date and all vested stock options would be exercisable for their full term.

#### *Employee Benefit Plans*

We currently provide broad-based health and welfare benefits that are available to all of our employees, including our named executive officers, including medical, dental, and vision insurance.

#### *401(k) Plan*

We sponsor a 401(k) savings plan (the “401(k) Plan”) for all eligible employees. Under the 401(k) Plan, we do not make matching contributions into the 401(k) Plan other than the annual required safe harbor match.

#### **Contingent Bonus Plan**

In connection with the reduction in annual base salary for all employees, effective December 16, 2023, and to incentivize employees to remain with the Company, the independent members of the Board approved a contingent bonus plan. Pursuant to this plan, the Company will pay to each employee on the date that is three months after the filing date of the New Drug Application for CTx-1301 with the FDA (the “payment date”) an amount equal to the aggregate dollar amount of base salary through the payment date that was not paid to the employee due to the salary reductions plus 20% of the reduction amount.

#### **Employment Arrangements with our Named Executive Officers**

##### *Shane J. Schaffer*

On September 23, 2021, we entered into an employment agreement with Dr. Schaffer. Under the terms of Dr. Schaffer’s employment agreement, he holds the position of Chief Executive Officer. The employment agreement originally provided for a base salary of \$475,000 annually, which was increased to \$503,500, effective January 1, 2023. In connection with cost containment measures, Mr. Schaffer’s annual base salary was reduced to \$226,350, effective December 16, 2023. In addition, Dr. Schaffer is eligible to receive an annual bonus, with a target amount equal to twenty-five percent (25%) of Dr. Schaffer’s annual base salary. The actual amount of each bonus will be determined by the sole discretion of our Compensation Committee and will be based upon both the Company’s performance and Dr. Schaffer’s individual performance. Pursuant to the terms of his employment agreement, Dr. Schaffer is also eligible to participate in all incentive and deferred compensation programs available to other executives or officers of the Company, and will be eligible to participate in any employee benefit plans and equity plans that we may adopt, which plans may be amended by the Company from time to time in its sole discretion.

We may terminate Dr. Schaffer's employment at any time without cause upon providing written notice to Dr. Schaffer, and Dr. Schaffer may terminate his employment at any time for any reason, including for Good Reason (as that term is defined in Dr. Schaffer's employment agreement).

If Dr. Schaffer's employment is terminated by the Company without cause or by Dr. Schaffer for Good Reason, Dr. Schaffer will be entitled to receive, subject to his signing a general release of claims in favor of the Company and related persons and entities within twenty-one (21) days of the date of termination and following the expiration of seven (7) days thereafter, a severance payment of a lump sum amount in cash equal to one and one half (1 ½) times Dr. Schaffer's base salary and annual target bonus, within 60 days following the date of termination. In addition, all stock options and stock appreciation rights held by Dr. Schaffer, which would have vested if he had remained employed for an additional four (4) months following the date of termination, shall become vested and exercisable as of the date of termination for the remainder of their full term. If Dr. Schaffer's employment is terminated by the Company without cause or by Dr. Schaffer for Good Reason within twelve (12) months of a Change of Control, Dr. Schaffer will be entitled to receive, subject to his signing a general release of claims in favor of the Company and related persons and entities within twenty-one (21) days of the date of termination and following the expiration of seven (7) days thereafter, a severance payment of a lump sum amount in cash equal to two (2) times Dr. Schaffer's base salary and annual target bonus, within 60 days following the date of termination; provided however, if any payment or benefits would constitute an "parachute payment" as defined in Section 280(G) of the Internal Revenue Code, the payments will be the greater of (i) the largest amount to ensure that no portion of those payments be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code and (ii) the amount of the full payment, less all taxes, including the excise tax imposed by Section 4999 of the Internal Revenue Code. In addition, all stock options and stock appreciation rights held by Dr. Schaffer shall become vested and exercisable as of the date of termination for the remainder of their full term.

*Laurie A. Myers*

On September 23, 2021, we entered into an employment agreement with Ms. Myers. Under the terms of Ms. Myers' employment agreement, she holds the positions of Executive Vice President and Chief Operating Officer. The employment agreement originally provided for a base salary of \$400,000 annually, which was increased to \$424,000, effective January 1, 2023. In connection with cost containment measures, Ms. Myers' annual base salary was reduced to \$212,000, effective December 16, 2023. In addition, Ms. Myers is eligible to receive an annual bonus, with a target amount equal to twenty-five percent (25%) of Ms. Myers' annual base salary. The actual amount of each bonus will be determined by the sole discretion of our Compensation Committee and will be based upon both the Company's performance and Ms. Myers' individual performance, as recommended by the Chief Executive Officer. Pursuant to the terms of her employment agreement, Ms. Myers is also eligible to participate in all incentive and deferred compensation programs available to other executives or officers of the Company, and will be eligible to participate in any employee benefit plans and equity plans that we may adopt, which plans may be amended by the Company from time to time in its sole discretion.

We may terminate Ms. Myers' employment at any time without cause upon providing written notice to Ms. Myers, and Ms. Myers may terminate her employment at any time for any reason, including for Good Reason (as that term is defined in Ms. Myers' employment agreement).

If Ms. Myers' employment is terminated by the Company without cause or by Ms. Myers for Good Reason, Ms. Myers will be entitled to receive, subject to her signing a general release of claims in favor of the Company and related persons and entities within twenty-one (21) days of the date of termination and following the expiration of seven (7) days thereafter, a severance payment of a lump sum amount in cash equal to one (1) times Ms. Myers' base salary and annual target bonus, within 60 days following the date of termination. In addition, all stock options and stock appreciation rights held by Ms. Myers, which would have vested if she had remained employed for an additional four (4) months following the date of termination, shall become vested and exercisable as of the date of termination for the remainder of their full term. If Ms. Myers' employment is terminated by the Company without cause or by Ms. Myers for Good Reason within twelve (12) months of a Change of Control, Ms. Myers will be entitled to receive, subject to her signing a general release of claims in favor of the Company and related persons and entities within twenty-one (21) days of the date of termination and following the expiration of seven (7) days thereafter, a severance payment of a lump sum amount in cash equal to one (1) times Ms. Myers' base salary and annual target bonus, within 60 days following the date of termination; provided however, if any payment or benefits would constitute an "parachute payment" as defined in Section 280(G) of the Internal Revenue Code, the payments will be the greater of (i) the largest amount to ensure that no portion of those payments be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code and (ii) the amount of the full payment, less all taxes, including the excise tax imposed by Section 4999 of the Internal Revenue Code. In addition, all stock options and stock appreciation rights held by Ms. Myers shall become vested and exercisable as of the date of termination for the remainder of their full term.

On September 23, 2021, we entered into an employment agreement with Mr. Brams. Under the terms of Mr. Brams's employment agreement, he holds the positions of Executive Vice President and Chief Medical Officer. The employment agreement originally provided for a base salary of \$200,000 annually, which was increased to \$250,000, effective January 1, 2023. In connection with cost containment measures, Mr. Brams' annual base salary was reduced to \$125,000, effective December 16, 2023. Effective January 1, 2024, Mr. Brams' employment agreement was amended (i) to modify Mr. Bram's annual base salary to an amount to allow (a) Mr. Brams to contribute to the 401(k) Plan the maximum amount permitted by the Internal Revenue Service and (b) the Company to withhold the minimum statutory amount to satisfy federal, state and local taxes and (ii) to provide that the Company will grant Mr. Brams 1,000 non-qualified stock options on the last business day of each calendar quarter pursuant to the 2021 Plan.

Mr. Brams is eligible to receive an annual bonus, with a target amount equal to twenty-five percent (25%) of Mr. Brams's annual base salary. The actual amount of each bonus will be determined by the sole discretion of our Compensation Committee and will be based upon both the Company's performance and Brams's individual performance, as recommended by the Chief Executive Officer. Pursuant to the terms of his employment agreement, Mr. Brams is also eligible to participate in all incentive and deferred compensation programs available to other executives or officers of the Company, and will be eligible to participate in any employee benefit plans and equity plans that we may adopt, which plans may be amended by the Company from time to time in its sole discretion.

We may terminate Mr. Brams's employment at any time without cause upon providing written notice to Mr. Brams, and Mr. Brams may terminate his employment at any time for any reason, including for Good Reason (as that term is defined in Mr. Brams's employment agreement).

If Mr. Brams's employment is terminated by the Company without cause or by Mr. Brams for Good Reason, Mr. Brams will be entitled to receive, subject to his signing a general release of claims in favor of the Company and related persons and entities within twenty-one (21) days of the date of termination and following the expiration of seven (7) days thereafter, a severance payment in twelve (12) equal monthly payments equal to one (1) times Mr. Brams's base salary, within 60 days following the date of termination. In addition, all stock options and stock appreciation rights held by Mr. Brams, which would have vested if he had remained employed for an additional four (4) months following the date of termination, shall become vested and exercisable as of the date of termination for the remainder of their full term. If Mr. Brams's employment is terminated by the Company without cause or by Mr. Brams for Good Reason within twelve (12) months of a Change of Control, Mr. Brams will be entitled to receive, subject to his signing a general release of claims in favor of the Company and related persons and entities within twenty-one (21) days of the date of termination and following the expiration of seven (7) days thereafter, a severance payment of a lump sum amount in cash equal to one (1) times Mr. Brams's base salary, within 60 days following the date of termination; provided however, if any payment or benefits would constitute an "parachute payment" as defined in Section 280(G) of the Internal Revenue Code, the payments will be the greater of (i) the largest amount to ensure that no portion of those payments be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code and (ii) the amount of the full payment, less all taxes, including the excise tax imposed by Section 4999 of the Internal Revenue Code. In addition, all stock options and stock appreciation rights held by Mr. Brams shall become vested and exercisable as of the date of termination for the remainder of their full term.

On September 23, 2021, we entered into an employment agreement with Mr. Van Horn. Under the terms of Mr. Van Horn's employment agreement, he held the positions of Executive Vice President and Chief Financial Officer. The employment agreement originally provided for a base salary of \$380,000 annually, which was increased to \$406,600, effective January 1, 2023. In addition, Mr. Van Horn was eligible to receive an annual bonus, with a target amount equal to twenty-five percent (25%) of Mr. Van Horn's annual base salary. The actual amount of each bonus was determined by the sole discretion of our Compensation Committee and based upon both the Company's performance and Mr. Van Horn's individual performance, as recommended by the Chief Executive Officer. Pursuant to the terms of his employment agreement, Mr. Van Horn was also eligible to participate in all incentive and deferred compensation programs available to other executives or officers of the Company, and eligible to participate in any employee benefit plans and equity plans that we adopted.

We had the right to terminate Mr. Van Horn's employment at any time without cause upon providing written notice to Mr. Van Horn, and Mr. Van Horn had the right to terminate his employment at any time for any reason, including for Good Reason (as that term is defined in Mr. Van Horn's employment agreement).

If Mr. Van Horn's employment had been terminated by the Company without cause or by Mr. Van Horn for Good Reason, Mr. Van Horn would have been entitled to receive, subject to his signing a general release of claims in favor of the Company and related persons and entities within twenty-one (21) days of the date of termination and following the expiration of seven (7) days thereafter, a severance payment of a lump sum amount in cash equal to one (1) times Mr. Van Horn's base salary and annual target bonus, within 60 days following the date of termination. In addition, all stock options and stock appreciation rights held by Mr. Van Horn, which would have vested if he had remained employed for an additional four (4) months following the date of termination, would have become vested and exercisable as of the date of termination for the remainder of their full term. If Mr. Van Horn's employment had been terminated by the Company without cause or by Mr. Van Horn for Good Reason within twelve (12) months of a Change of Control, Mr. Van Horn would have been entitled to receive, subject to his signing a general release of claims in favor of the Company and related persons and entities within twenty-one (21) days of the date of termination and following the expiration of seven (7) days thereafter, a severance payment of a lump sum amount in cash equal to one (1) times Mr. Van Horn's base salary and annual target bonus, within 60 days following the date of termination; provided however, if any payment or benefits would have constituted a "parachute payment" as defined in Section 280(G) of the Internal Revenue Code, the payments would have been the greater of (i) the largest amount to ensure that no portion of those payments be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code and (ii) the amount of the full payment, less all taxes, including the excise tax imposed by Section 4999 of the Internal Revenue Code. In addition, all stock options and stock appreciation rights held by Mr. Van Horn would have become vested and exercisable as of the date of termination for the remainder of their full term.

Mr. Van Horn retired from his position as our Chief Financial Officer on December 13, 2023.

*Craig S. Gilgallon, Esq.*

On September 23, 2021, we entered into an employment agreement with Mr. Gilgallon. Under the terms of Mr. Gilgallon's employment agreement, he held the positions of Executive Vice President and General Counsel. The employment agreement originally provided for a base salary of \$380,000 annually, which was increased to \$402,800, effective January 1, 2023. In addition, Mr. Gilgallon was eligible to receive an annual bonus, with a target amount equal to twenty-five percent (25%) of Mr. Gilgallon's annual base salary. The actual amount of each bonus would have been determined by the sole discretion of our Compensation Committee and based upon both the Company's performance and Mr. Gilgallon's individual performance, as recommended by the Chief Executive Officer. Pursuant to the terms of his employment agreement, Mr. Gilgallon was also eligible to participate in all incentive and deferred compensation programs, and other executive retirement plans available to other executives or officers of the Company, and would have been eligible to participate in any employee benefit plans and equity plans that we adopted, which plans may be amended by the Company from time to time in its sole discretion.

We had the right to terminate Mr. Gilgallon's employment at any time without cause upon providing written notice to Mr. Gilgallon, and Mr. Gilgallon had the right to terminate his employment at any time for any reason, including for Good Reason (as that term is defined in Mr. Gilgallon's employment agreement).

If Mr. Gilgallon’s employment had been terminated by the Company without cause or by Mr. Gilgallon for Good Reason, Mr. Gilgallon would have been entitled to receive, subject to his signing a general release of claims in favor of the Company and related persons and entities within twenty-one (21) days of the date of termination and following the expiration of seven (7) days thereafter, a severance payment of a lump sum amount in cash equal to one (1) times Mr. Gilgallon’s base salary and annual target bonus, within 60 days following the date of termination. In addition, all stock options and stock appreciation rights held by Mr. Gilgallon, which would have vested if he had remained employed for an additional four (4) months following the date of termination, would have become vested and exercisable as of the date of termination for the remainder of their full term. If Mr. Gilgallon’s employment had been terminated by the Company without cause or by Mr. Gilgallon for Good Reason within twelve (12) months of a Change of Control, Mr. Gilgallon would have been entitled to receive, subject to his signing a general release of claims in favor of the Company and related persons and entities within twenty-one (21) days of the date of termination and following the expiration of seven (7) days thereafter, a severance payment of a lump sum amount in cash equal to one (1) times Mr. Gilgallon’s base salary and annual target bonus, within 60 days following the date of termination; provided however, if any payment or benefits would have constituted a “parachute payment” as defined in Section 280(G) of the Internal Revenue Code, the payments would have been the greater of (i) the largest amount to ensure that no portion of those payments be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code and (ii) the amount of the full payment, less all taxes, including the excise tax imposed by Section 4999 of the Internal Revenue Code. In addition, all stock options and stock appreciation rights held by Mr. Gilgallon would have become vested and exercisable as of the date of termination for the remainder of their full term.

Mr. Gilgallon resigned as an officer of the Company and terminated employment with CTx, effective December 15, 2023. Mr. Gilgallon claims his termination was for “good reason” pursuant to Section 4(e) of his employment agreement with CTx dated September 23, 2021. The Company disputes Mr. Gilgallon’s claim. Subject to execution of a general release in favor of the Company, termination for “good reason” pursuant to Mr. Gilgallon’s employment agreement would entitle him to a lump sum payment equal to his base salary (\$402,800) and target bonus (\$100,500) within 60 days of his termination date. In addition, any of Mr. Gilgallon’s outstanding stock options that would have vested if he had remained employed for an additional four (4) months following his termination date shall become vested and exercisable as of the termination date and all vested stock options would be exercisable for their full term.

#### Outstanding Equity Awards at 2023 Fiscal Year-End

Name	Grant date	Number of securities underlying unexercised options (#) exercisable (1)	Number of securities underlying unexercised options (#) unexercisable (1)	Option exercise price (\$) (1)	Option expiration date
Shane J. Schaffer	2-28-2023 (2)	-	4,500	35.80	2-28-2033
	2-25-2022 (2)	1,544	1,831	27.60	2-25-2032
	12-7-2021 (3)	4,492	4,492	120.00	12-7-2031
Laurie A. Myers	2-28-2023 (2)	-	2,000	35.80	2-28-2033
	2-25-2022 (2)	685	815	27.60	2-25-2032
	12-7-2021 (3)	1,685	1,684	120.00	12-7-2031
Matthew N. Brams	2-28-2023 (2)	-	750	35.80	2-28-2033
	2-25-2022 (2)	287	338	27.60	2-25-2032
	12-7-2021 (3)	113	112	120.00	12-7-2031
Louis G. Van Horn (4)	2-28-2023 (2)	-	2,500	35.80	2-28-2033(4)
	2-25-2022 (2)	654	846	27.60	2-25-2032(4)
	12-7-2021 (3)	1,685	1,684	120.00	12-7-2031(4)
Craig S. Gilgallon (4)	2-28-2023 (2)	-	2,000	35.80	2-28-2033(4)
	2-25-2022 (2)	654	846	27.60	2-25-2032(4)
	12-7-2021 (3)	1,685	1,684	120.00	12-7-2031(4)

(1) Number of shares of our common stock underlying stock options and option exercise price reflects the 1-for-20 reverse stock split of our issued and outstanding common stock, which became effective on November 30, 2023.



- (2) The option vests as follows: 25% on the one-year anniversary of the date of grant and the remaining shares in substantially equal monthly installments over the 36-month period following the initial vesting date.
- (3) The options vest in four equal annual installments beginning on the one-year anniversary of the grant date.
- (4) Pursuant to the 2021 Plan, Messrs. Van Horn and Gilgallon may exercise vested stock options up until 90 days following their respective termination dates. Upon expiration of such 90-day period all stock options held by Messrs. Van Horn and Gilgallon will be forfeited, including the stock options granted on February 28, 2023. Mr. Gilgallon resigned as an officer of the Company and terminated employment with CTx, effective December 15, 2023. Mr. Gilgallon claims his termination was for “good reason” pursuant to Section 4(e) of his employment agreement with CTx dated September 23, 2021. The Company disputes Mr. Gilgallon’s claim. Subject to execution of a general release in favor of the Company, termination for “good reason” pursuant to Mr. Gilgallon’s employment agreement would entitle him to a lump sum payment equal to his base salary (\$402,800) and target bonus (\$100,500) within 60 days of his termination date. In addition, any of Mr. Gilgallon’s outstanding stock options that would have vested if he had remained employed for an additional four (4) months following his termination date shall become vested and exercisable as of the termination date and all vested stock options would be exercisable for their full term.

### Director Compensation

The following table sets forth information regarding compensation awarded to, earned by or paid to each of the non-employee members of our Board for their service as a director during 2023 other than for reimbursement of reasonable expenses incurred in attending meetings of our Board and committees of our Board.

**2023 Director Compensation Table**

<b>Name</b>	<b>Fees earned or paid in cash \$(1)</b>	<b>Option awards \$(2)</b>	<b>Total (\$)</b>
Scott Applebaum(3)	43,341	12,938	56,279
Jeff Conroy (3)	0	0	0
Patrick Gallagher (3)	46,470	12,938	59,408
Gregg Givens (3)	71,332	12,938	84,270
Curt Medeiros (3)	48,030	12,938	60,968
Peter Werth	35,000	12,938	47,938

- (1) In connection with cost containment measures, the Board deferred the payment of cash fees for the second, third and fourth quarters of 2023.

- (2) The amounts reflect the grant date fair value of the non-qualified stock options awarded on June 15, 2023 to the non-employee directors as of that date in accordance with FASB ASC Topic 718. The fair market value of the option awards was determined using the Black-Scholes Model. The assumptions used to estimate the grant date fair value of the stock option awards in June 2023 were as follows:

Risk-free interest rate 0.04%  
Expected term (in years) 5.51  
Expected volatility 1.28  
Expected dividend yield 0%  
Grant date fair value \$17.25

Messrs. Applebaum, Gallagher, Givens and Medeiros may exercise vested stock options up until ninety (90) days following their respective resignation dates. Upon expiration of such 90-day period, all stock options held by Messrs. Applebaum, Gallagher, Givens and Medeiros will be forfeited, including the stock options granted on June 15, 2023. As of December 31, 2023: Mr. Conroy held no stock options; Mr. Applebaum held 1,350 stock options, of which 600 were vested; and Messrs. Gallagher, Givens, Medeiros and Werth held 1,650 stock options, which 675 were vested.

- (3) The following directors resigned from our Board as of the dates indicated: Mr. Applebaum (December 6, 2023); Mr. Conroy (January 5, 2023); Mr. Gallagher (December 12, 2023); Mr. Givens (December 13, 2023); and Mr. Medeiros (December 13, 2023).

### **2023 Director Compensation Program**

Our Compensation Committee and Board approved a director compensation program for our non-employee directors, effective June 15, 2023. This program provides for the following annual cash compensation:

- Director Retainer - \$35,000
- Lead Independent Director Retainer - \$55,000
- Committee Chair Retainer:
  - Audit - \$15,000
  - Compensation - \$10,000
  - Nominating and Corporate Governance - \$8,000
- Committee Member Retainer:
  - Audit - \$7,500
  - Compensation - \$5,000
  - Nominating and Corporate Governance - \$4,000

All cash fees will be paid quarterly in arrears and shall be pro-rated based on the number of whole or partial months served during a calendar year. Although directors are not paid meeting fees, the lead independent director, if any, and the Chairman of the Compensation Committee may determine to pay meeting fees for one or more meetings to the extent the number of Board or committee meetings exceeds the typical number of meetings during the year. We will also reimburse non-employee directors for reasonable expenses incurred in connection with attending board of director and committee meetings. Non-employee directors will receive an annual stock option award, which will vest in a single installment on the first anniversary of the date of grant. Each non-employee director as of June 15, 2023 received a non-qualified stock option award of 750 options on that date.

Dr. Schaffer, our Chief Executive Officer, serves as Chairman of our Board but does not receive additional compensation for his service as a director. See the Summary Compensation Table for a description of Dr. Schaffer’s 2023 compensation.

### Equity Compensation Plan Information

In September 2021, our Board and stockholders adopted the 2021 Plan, which provides for the grant of incentive stock options and non-qualified stock options to purchase shares of our common stock and other types of awards. The general purpose of the 2021 Plan is to provide a means whereby eligible employees, officers, non-employee directors and other individual service providers develop a sense of proprietorship and personal involvement in our development and financial success, and to encourage them to devote their best efforts to our business, thereby advancing our interests and the interests of our stockholders.

The following table provides information as of December 31, 2023 with respect to shares of our common stock that may be issued pursuant to our equity compensation plans.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column a) (c)(2)
Equity compensation plans approved by security holders (1)	57,300	\$ 61.14	82,016
Equity compensation plans not approved by security holders	—	\$ —	—
<b>Total</b>	<b>57,300</b>	<b>\$ 61.14</b>	<b>82,016</b>

(1) The amounts shown in this row include securities under the 2021 Plan.

(2) In accordance with the “evergreen” provision in our 2021 Plan, an additional 117,600 shares of our common stock were automatically made available for issuance on the first day of 2024, which represents 5% of the number of fully-diluted shares outstanding on December 31, 2023 (rounded to the nearest 1,000 share increment). These shares are excluded from the shares disclosed in the table.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information about the beneficial ownership of our common stock as of April 15, 2024 (unless otherwise noted) by:

- each person or group known to us who beneficially owns more than 5% of our common stock;
- each of our directors;
- each of our Named Executive Officers; and
- all of our directors and current executive officers as a group.

We have determined beneficial ownership in accordance with the rules of the SEC. Under these rules, beneficial ownership includes any shares of common stock as to which the individual or entity has sole or shared voting power or investment power. In computing the number of shares beneficially owned by an individual or entity and the percentage ownership of that person, shares of common stock subject to options or warrants held by such person that are currently exercisable or will become exercisable within 60 days of April 15, 2024 are considered outstanding, although these shares are not considered outstanding for purposes of computing the percentage ownership of any other person.

Name of Beneficial Owner (1)	Number of Shares Beneficially Owned	Percent of Class (2)
<b><i>Named Executive Officers and Directors</i></b>		
Shane J. Schaffer, Pharm.D.	53,798(3)	*
Laurie A. Myers	5,565(4)	*
Matthew Brams, MD	34,213(5)	*
Louis G. Van Horn, MBA	7,831(6)	*
Craig S. Gilgallon, Esq.	9,994(7)	*
Jeff S. Ervin	-(8)	*
Bryan Lawrence	-(8)	*
John. A. Roberts	-(8)	*
Peter J. Werth	1,178,108(9)	19.48%
<b><i>All Directors and Executive Officers as a group (9 persons) (10)</i></b>	<b>1,323,297(11)</b>	<b>21.79%</b>

\* Denotes less than 1%.

- (1) Unless noted otherwise, the address of all listed stockholder is 1901 W. 47th Place, Kansas City, KS 66205. Each of the stockholders listed has sole voting and investment power with respect to the shares beneficially owned by the stockholder unless noted otherwise, subject to community property laws where applicable.
- (2) We have determined beneficial ownership in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended, which is generally determined by voting power and/or dispositive power with respect to securities. Percentage ownership is based on 6,046,479 shares of common stock issued and outstanding as of April 15, 2024, plus any shares issuable upon exercise of options or warrants that are exercisable with 60 days of April 14, 2024 held by such person.
- (3) Includes (i) 3,537 shares of our common stock issuable upon exercise of warrants that are currently exercisable, (ii) 7,794 shares of our common stock issuable upon the exercise of stock options that are exercisable within 60 days of April 15, 2024, and (iii) 40,392 shares of common stock held by Fountainhead Shrugged, LLC. Dr. Schaffer is the manager of Fountainhead Shrugged, LLC and has voting and investment power over the securities held by Fountainhead Shrugged, LLC. Does not include 66,388 shares of our common stock issuable upon the exercise of stock options that are not exercisable within 60 days of April 15, 2024.

- (4) Includes 3,151 shares of our common stock issuable upon the exercise of stock options that are exercisable within 60 days of April 15, 2024. Does not include 29,774 shares of our common stock issuable upon the exercise of stock options that are not exercisable within 60 days of April 15, 2024.
- (5) Includes 1,701 shares of our common stock issuable upon the exercise of stock options that are exercisable within 60 days of April 15, 2024. Does not include 17,575 shares of our common stock issuable upon the exercise of stock options that are not exercisable within 60 days of April 15, 2024.
- (6) Includes 7,081 shares of common stock held by Louis G. Van Horn Trust, 12/23/19. Mr. Van Horn is the Trustee of Louis G. Van Horn Trust, 12/23/19 and has voting and investment power over the securities held by Louis G. Van Horn Trust, 12/23/19. Mr. Van Horn resigned from the Company on December 13, 2023. Amounts reflect shares reported on the last Form 4 filed by Mr. Van Horn before his resignation that reflected his holdings of our common stock, as adjusted for our 1-for-20 reverse stock split, effective November 30, 2023.
- (7) Includes (i) 251 shares of our common stock issuable upon exercise of warrants that are currently exercisable and (ii) 9,265 shares of common stock held by The Limerick Group, LLC. Mr. Gilgallon is the sole member of The Limerick Group, LLC and has voting and investment power over the securities held by Limerick Group, LLC. Mr. Gilgallon resigned from the Company on December 13, 2023. Amounts reflect shares reported on the last Forms 4 filed by Mr. Gilgallon before his resignation that reflected his holdings of our common stock and warrants to purchase shares of our common stock, as adjusted for our 1-for-20 reverse stock split, effective November 30, 2023.
- (8) Does not include 5,000 shares of our common stock issuable upon the exercise of stock options that are not exercisable within 60 days of April 15, 2024.
- (9) Includes (i) 415 shares of our common stock issuable upon exercise of warrants that are currently exercisable, (ii) 675 shares of our common stock issuable upon the exercise of stock options that are exercisable within 60 days of April 15, 2024, and (iii) 1,175,925 shares of common stock held by Werth Family Investment Associates LLC. Mr. Werth is the manager of Werth Family Investment Associates LLC and has voting and investment power over the securities held by Werth Family Investment Associates LLC. Does not include 2,799 shares of our common stock issuable upon the exercise of stock options that are not exercisable within 60 days of April 15, 2024.
- (10) Includes directors and current executive officers.
- (11) Does not include 174,941 shares of our common stock issuable upon the exercise of stock options that are not exercisable within 60 days of April 15, 2024.

#### **TRANSACTIONS WITH RELATED PERSONS**

The following is a description of transactions since January 1, 2022 to which we have been a participant in which the amount involved exceeded or will exceed the lesser of (i) \$120,000 and (ii) one percent of the average of our total assets at year-end for the last two completed fiscal years in which any of our directors, executive officers or holders of more than 5% of our voting securities, or any members of their immediate family, had or will have a direct or indirect material interest, other than compensation arrangements.

##### *WFIA Note*

On August 9, 2022, CTx issued a promissory note to WFIA (“the Original Note”) with a principal amount of \$5,000,000 (the “Original Principal Amount”). Peter Werth, a member of our Board is the manager of WFIA. The Original Note was unsecured with interest accruing at 15% per annum. Outstanding principal and all accrued and unpaid interest were due and payable on August 8, 2025, or 120 days following written demand made by WFIA during the first five business days of a calendar quarter beginning April 1, 2023. CTx was permitted to prepay the Original Note, in whole or in part, without premium or penalty; provided, that no amount repaid was permitted to be reborrowed.

On May 9, 2023, we and CTx executed an amended and restated promissory note in favor of WFIA that increased the principal amount of the Original Note from \$5.0 million to \$8.0 million (the “A&R Note”).

On September 8, 2023, we entered into a note conversion agreement with WFIA, pursuant to which WFIA agreed to convert the Original Principal Amount under the A&R Note plus all accrued interest thereon, or \$5,812,500, into pre-funded warrants (“September WFIA Pre-Funded Warrants”) to purchase 341,912 shares of common stock at a conversion price per September WFIA Pre-Funded Warrant of \$17.00. The September WFIA Pre-Funded Warrants had no expiration date and were exercisable immediately at an exercise price of \$0.002 per share, to the extent that after giving effect to such exercise, WFIA and its affiliates would beneficially own, for purposes of Section 13(d) of the Exchange Act, no more than 19.99% of the outstanding shares of common stock of the Company. On April 11, 2024, WFIA exercised all of the September WFIA Pre-Funded Warrants at an exercise price of \$0.002 per share.

On January 25, 2024, we entered into a note conversion agreement with WFIA, pursuant to which WFIA converted the remaining \$3.0 million of principal amount under the A&R Note plus all accrued interest thereon, or \$3,287,500, into pre-funded warrants to purchase 687,043 shares of common stock at a conversion price per pre-funded warrant of \$4.785 (“the January WFIA Pre-Funded Warrants”). The January WFIA Pre-Funded Warrants had no expiration date and were exercisable immediately at an exercise price of \$0.0001 per share, to the extent that after giving effect to such exercise, WFIA and its affiliates would beneficially own, for purposes of Section 13(d) of the Exchange Act, no more than 19.99% of the outstanding shares of our common stock. In March of 2024, we issued to WFIA an additional pre-funded warrant to purchase 7,053 shares of common stock as a result of an error in the interest calculation, on the same form and at the same conversion price as the January WFIA Pre-Funded Warrants. On April 11, 2024, WFIA exercised all of the January WFIA Warrants, including the January Pre-Funded Warrants issued in March of 2024, at an exercise price of \$0.0001 per share.

#### *WFIA August 2023 Private Placement*

On August 11, 2023, we entered into a securities purchase agreement with WFIA (the “WFIA Private Placement”), pursuant to which we issued 51,158 shares of our common stock at a purchase price per share of \$10.97, for aggregate gross proceeds to us of approximately \$1.0 million, before deducting transaction expenses payable by us. The WFIA Private Placement closed on August 11, 2023.

#### **Indemnification of Officers and Directors**

We have entered into indemnification agreements with each of our current directors and executive officers. These agreements require us to indemnify these individuals to the fullest extent permitted under Delaware law against liabilities that may arise by reason of their service to us, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified. We also intend to enter into indemnification agreements with our future directors and executive officers.

#### **Policies and Procedures for Related Party Transactions**

We adopted policies and procedures for related party transactions that prohibit our executive officers, directors, nominees for election as a director, beneficial owners of more than 5% of any class of our common stock, any members of the immediate family of any of the foregoing persons and any firms, corporations or other entities in which any of the foregoing persons is employed or is a partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest, or related parties, from entering into a transaction with us without the prior consent of our Board acting through the Audit Committee or, in certain circumstances, the chairman of the Audit Committee. Any request for us to enter into a transaction with a related party, in which the amount involved will, or may be expected to, exceed \$100,000 and such related party would have a direct or indirect interest must first be presented to our Audit Committee, or in certain circumstances the chairman of our Audit Committee, for review, consideration and approval. In approving or rejecting any such proposal, our Audit Committee is to consider the material facts of the transaction, including, but not limited to, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances, the extent of the benefits to us, the availability of other sources of comparable products or services and the extent of the related person’s interest in the transaction.

## PROPOSAL 2: RATIFY THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has reappointed KPMG LLP (“KPMG”) as our independent registered public accounting firm to audit the financial statements of the Company for the fiscal year ending December 31, 2024, and has further recommended that our Board submit their selection of independent registered public accounting firm for ratification by our stockholders at the Annual Meeting. Neither the accounting firm nor any of its members has any direct or indirect financial interest in or any connection with us in any capacity other than as public registered accounting firm.

A representatives of KPMG will attend the Annual Meeting, will have an opportunity to make a statement and will be available to respond to appropriate questions from stockholders.

### Principal Accountant Fees and Services

Our independent registered public accounting firm is KPMG LLP, Kansas City, MO, Auditor Firm ID: 185. The following table summarizes the fees billed by KPMG for audit and other services provided to the Company for the fiscal years ended December 31, 2023 and 2022:

	2023	2022
Audit Fees (1)	\$ 672,000	\$ 440,000
Audit-Related Fees	—	—
Tax Fees (2)	38,445	68,125
All Other Fees	—	—
<b>Total</b>	<b>\$ 710,445</b>	<b>\$ 508,125</b>

(1) Audit fees consist of fees for our quarterly reviews and audits of our financial statements, and fees relating to registration statement reviews, consents and comfort letters.

(2) Tax fees consist of fees for tax compliance services, including preparation and review of tax returns and general tax consulting services.

### Pre-Approval Policy

The Audit Committee or its Chairman pre-approves audit and non-audit services to be rendered to the Company and establishes a dollar limit on the amount of fees the Company will pay for each category of services. Generally, management will submit to the Audit Committee a list of services that it recommends the Audit Committee engage the independent registered public accounting firm to provide for the fiscal year. The Audit Committee is informed from time to time of the non-audit services provided pursuant to the pre-approval process. During the year, the Audit Committee periodically reviews the types of services and dollar amounts approved and adjusts such amounts, as it deems appropriate. Unless a service to be provided by the independent registered public accounting firm has received general pre-approval, it will require specific pre-approval by the Audit Committee or its Chairman. Any service pre-approved by the Chairman will be presented to the Audit Committee at its next regularly scheduled meeting. The Audit Committee also periodically reviews all non-audit services to ensure such services do not impair the independence of the Company’s independent registered public accounting firm. All services rendered by KPMG LLP in our fiscal years ended December 31, 2023 and 2022 were pre-approved by our Audit Committee.

**THE BOARD RECOMMENDS THAT THE STOCKHOLDERS VOTE “FOR” THE RATIFICATION OF  
KPMG AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR  
ENDING DECEMBER 31, 2024.**

## REPORT OF THE AUDIT COMMITTEE\*

The undersigned members of the Audit Committee of the Board of Directors of Cingulate Inc. (the “Company”) submit this report in connection with the committee’s review of the financial reports for the fiscal year ended December 31, 2023 as follows:

1. The Audit Committee has reviewed and discussed with management the audited financial statements for the Company for the fiscal year ended December 31, 2023.
2. The Audit Committee has discussed with representatives of KPMG LLP, the independent public accounting firm, the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the Securities and Exchange Commission.
3. The Audit Committee has discussed with KPMG LLP, the independent public accounting firm, the auditors’ independence from management and the Company has received the written disclosures and the letter from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board.

In addition, the Audit Committee considered whether the provision of non-audit services by KPMG LLP is compatible with maintaining its independence. In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors (and the Board of Directors has approved) that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 for filing with the Securities and Exchange Commission.

### **Submitted by the Audit Committee of the Board of Directors**

*John A. Roberts, Chairman*

*Jeffrey S. Ervin*

*Bryan Lawrence*

\*The foregoing report of the Audit Committee is not to be deemed “soliciting material” or deemed to be “filed” with the Securities and Exchange Commission (irrespective of any general incorporation language in any document filed with the Securities and Exchange Commission) or subject to Regulation 14A of the Securities Exchange Act of 1934, as amended, or to the liabilities of Section 18 of the Securities Exchange Act of 1934, except to the extent we specifically incorporate it by reference into a document filed with the Securities and Exchange Commission.



## PROPOSAL 3: APPROVAL OF AN AMENDMENT TO THE CINGULATE 2021 OMNIBUS EQUITY INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE THEREUNDER BY 1,250,000 SHARES TO 1,506,926 SHARES

### General

Equity-based compensation is a key component to our pay philosophy in order to:

- enable the Company to attract and retain the types of employees, non-employee directors and consultants who will contribute to our long-term success; and
- provide incentives that align the interests of our employees, non-employee directors and consultants with those of our stockholders and that drive exceptional performance to achieve our business priorities.

The general purpose of our 2021 Omnibus Equity Incentive Plan (the “2021 Plan”) is to provide a means whereby our eligible employees, officers, non-employee directors and other individual service providers (including consultants, advisors and prospective employees, officers, non-employee directors, consultants and advisors) develop a sense of proprietorship and personal involvement in the development and the financial success of our Company and to encourage them to devote their best efforts to the business of our Company, thereby advancing the interests of our Company and our stockholders. We, by means of the 2021 Plan, seek to attract and retain the services of these eligible persons and to provide incentives for these persons to exert maximum efforts for the success of our Company.

Our Board believes that the granting of stock options, restricted stock awards and similar kinds of equity-based compensation promotes continuity of management and increases incentive and personal interest in the welfare of our Company by those who are primarily responsible for shaping and carrying out our long-term plans and securing our growth and financial success. On March 4, 2024, our Board approved an amendment to increase the number of shares of common stock authorized for issuance under the 2021 Plan from 256,926 to 1,506,926 shares (the “Plan Amendment”). The Board directed that the Plan Amendment be submitted to the stockholders for approval at the Annual Meeting. A copy of the Plan Amendment is attached as [Annex A](#). If the Plan Amendment is approved by our stockholders, all 1,506,926 shares of common stock available for issuance under the 2021 Plan may be granted as “Incentive stock options” (“ISOs”) that are intended to meet the requirements of Section 422 of the Internal Revenue Code of 1986 (the “Code”).

If our stockholders do not approve this proposal, the Company will continue to operate the 2021 Plan under its current provisions.

### Reasons for the Proposed Plan Amendment

Our Board unanimously recommends that you vote **FOR** the Plan Amendment Proposal, including for the following reasons:

- The ability to provide equity-based compensation to employees is essential based on our liquidity position.
- We may face significant retention risk with employees if we are not able to provide competitive equity-based compensation awards.
- We did not pay cash bonuses for fiscal year 2023 and implemented salary reductions in December 2023 in connection with cost containment measures, which make the ability to grant equity-based awards to employees vital to provide employees with competitive compensation.
- Our future success as a company depends on our continued ability to attract, recruit, motivate and retain high-quality talent. Being able to continue to provide equity-based incentives is critical to achieving this success as we compete for talent in an industry in which equity compensation is market practice and is expected by existing personnel and prospective candidates. Equity awards are intended to motivate high performance levels and to align the interests of our employees, non-employee directors and consultants with those of our stockholders by giving such individuals an equity stake in our Company and by providing a means of recognizing such individuals’ contributions to our success. Our Board and management believe equity awards are necessary to remain competitive in our industry and are essential in a competitive labor market and industry to attracting, recruiting, motivating and retaining the highly qualified employees who help us meet our goals.
- The current number of shares remaining available for grant under the 2021 Plan is insufficient in light of our existing compensation structure and strategy. The additional share authorization being sought is necessary to help ensure that we have a sufficient number of shares authorized, reserved for issuance, and available to appropriately compensate our employees, non-employee directors and consultants in 2024, and to issue appropriate awards going forward, under the 2021 Plan.
- In determining the number of additional shares to be reserved for issuance under the 2021 Plan, the Board, with the assistance of Pay Governance LLC, reviewed market and industry practices and data. The Board determined that the 2021 Plan does not provide sufficient share authorization to appropriately compensate our employees, non-employee directors and consultants in 2024 and for a sufficient duration. We believe the Plan Amendment Proposal will remedy this by both meeting our specific needs and positioning us to be competitive for qualified employees, non-employee directors and consultants.

Stockholders are being asked to approve the Plan Amendment to satisfy 2021 Plan and the Nasdaq Stock Market LLC requirements.

## Overview of the Plan Amendment

The Plan Amendment increases the overall share limit from 256,926 to 1,506,926 shares of Common Stock. Whether or not the Plan Amendment is approved by our stockholders, the number of shares of common stock available for issuance under the 2021 Plan will continue to be subject to the annual 5% “evergreen” increase under the 2021 Plan described below.

As of December 31, 2023, there were 82,016 shares of our common stock available for future issuance under the 2021 Plan (not including future increases under the Plan’s evergreen provision). This amount, even when including the increase under the 2021 Plan’s evergreen provision of 117,600 shares that occurred on January 1, 2024, is insufficient for us to be able to attract, recruit, motivate and retain employees, non-employee directors and consultants or to appropriately compensate these individuals in 2024, and to issue appropriate awards going forward, under the 2021 Plan. As of April 15, 2024, there were 15,169 shares of common stock available for future issuance under the 2021 Plan, excluding shares of common stock subject to the Contingent Stock Option Grants and the Plan Amendment. As a result, a portion of the annual stock option awards made to employees in March 2024, a portion of the initial stock option awards made to the directors appointed in February 2024 and a portion of the stock option awards made to non-employee directors in lieu of receiving cash retainer payments during the first half of 2024 were granted subject to stockholder approval of the Plan Amendment (the “Contingent Stock Option Grants”). For additional information about the Contingent Stock Option Grants, please see the section below titled “New Plan Benefits”.

In the event that stockholders do not approve the Plan Amendment, the number of shares of common stock reserved for issuance under the 2021 Plan will not increase pursuant to the Plan Amendment and the Contingent Stock Option Grants will be forfeited. Awards will continue to be made under the 2021 Plan to the limited extent that there are available shares of common stock to do so.

## Description of 2021 Plan

The following description of the principal terms of the 2021 Plan is a summary and is qualified in its entirety by the full text of the 2021 Plan which is incorporated herein by reference to Exhibit 10.1 to the Company’s Annual Report on Form 10-K filed on April 1, 2024.

**Purpose.** In September 2021, our Board and stockholders adopted the 2021 Plan which provides for the grant of ISOs and non-qualified stock options to purchase shares of our common stock and other types of awards, as described below. The general purpose of the 2021 Plan is to provide a means whereby eligible employees, officers, non-employee directors and other individual service providers develop a sense of proprietorship and personal involvement in our development and financial success, and to encourage them to devote their best efforts to our business, thereby advancing our interests and the interests of our stockholders. By means of the 2021 Plan, we seek to attract and retain the services of such eligible persons and to provide incentives for such persons to exert maximum efforts for our success and the success of our subsidiaries.

**Administration.** In general, the 2021 Plan is administered by the Compensation Committee of our Board. The Compensation Committee determines the persons to whom options to purchase shares of common stock, stock appreciation rights (or SARs), restricted stock units, restricted or unrestricted shares of common stock, performance shares, performance units, incentive bonus awards, other stock-based awards and other cash-based awards may be granted. The Compensation Committee is authorized to establish rules and regulations for the administration of the 2021 Plan and, subject to certain limitations set forth in the 2021 Plan, to amend or modify any outstanding award (including authority to reduce or reprice the exercise price of any stock option and/or stock appreciation right that exceeds the fair market value of a share of our common stock on the date of such repricing). The Compensation Committee may delegate authority to individuals who are reporting persons (as defined in the 2021 Plan), officers, or employees of the Company to grant options and other awards to employees (other than themselves), subject to applicable law and the 2021 Plan. No options, stock purchase rights or awards may be made under the 2021 Plan on or after September 24, 2031 (the expiration date of the 2021 Plan), but the 2021 Plan will continue thereafter while previously granted options, SARs or other awards remain outstanding.

**Eligibility.** Persons eligible to receive options, SARs or other awards under the 2021 Plan are those employees, officers, directors, consultants, advisors and other individual service providers of our Company and our subsidiaries who, in the opinion of the Compensation Committee, are in a position to contribute to our success, or any person who is determined by the Compensation Committee to be a prospective employee, officer, director, consultant, advisor or other individual service provider of the Company or any subsidiary. As of the record date, April 15, 2024, we had approximately 17 persons were eligible to participate in the 2021 Plan, including three officers, five executive officers (who are not included in the number of officers) and four non-employee directors. As of April 15, 2024, no person is eligible to participate as a result of a determination by the Compensation Committee that that person is a prospective employee, director or consultant of our Company or any affiliate. Except for the Contingent Stock Option Grants, awards under the 2021 Plan are within the discretion of the Compensation Committee and we cannot determine how many individuals in each of the categories described above will receive awards.

**Shares Subject to the 2021 Plan.** Prior to the proposed increase pursuant to the Plan Amendment, an aggregate of 256,926 shares of our common stock were authorized for issuance in connection with options and other awards under the 2021 Plan. As of April 15, 2024, there were 15,169 shares of common stock available for future issuance under the 2021 Plan, excluding shares of common stock subject to the Contingent Stock Option Grants and the Plan Amendment.

Under the 2021 Plan's "evergreen" provision, the number of shares of common stock available for issuance under the 2021 Plan will automatically increase on January 1st of each year until the expiration date of the 2021 Plan, in an amount equal to 5% percent of the total number of shares of our common stock outstanding on December 31st of the preceding calendar year on a fully diluted basis or such lesser number of shares as determined by Board.

If the Plan Amendment is approved by our stockholders, ISOs may be granted under the 2021 Plan with respect to all of the 1,506,926 shares of common stock authorized for issuance under the 2021 Plan. None of the additional shares of common stock available for issuance as a result of future increases pursuant to the 2021 Plan's evergreen provision may be subject to ISOs.

If any option or SAR granted under the 2021 Plan terminates without having been exercised in full or if any award is forfeited, the number of shares of common stock as to which such option or award was forfeited will be available for future grants under the 2021 Plan. Awards settled in cash will not count against the maximum number of shares available for issuance under the 2021 Plan.

No non-employee director may receive awards in any calendar year having an accounting value in excess of \$750,000 (inclusive of any cash awards to the non-employee director for such year that are not made pursuant to the 2021 Plan); provided that in the case of a new non-employee director, such amount is increased to (\$1,000,000 for the initial year of the non-employee director's term).

The number of shares authorized for issuance under the 2021 Plan and the foregoing share limitations are subject to customary adjustments for stock splits, stock dividends or similar transactions.

We intend to file with the SEC a registration statement on Form S-8 covering the additional 1,250,000 shares of our common stock issuable under the 2021 Plan (if approved by the Company's stockholders).

**Terms and Conditions of Options.** Options granted under the 2021 Plan may be either ISOs or "nonstatutory stock options" that do not meet the requirements of Section 422 of the Code. The Compensation Committee determines the exercise price of options granted under the 2021 Plan. The exercise price of stock options may not be less than the fair market value per share of our common stock on the date of grant (or 110% of fair market value in the case of ISOs granted to a ten-percent stockholder).

Fair market value will generally be the closing sale price on the date of grant (or the last trading day before the date of grant if no trades occurred on the date of grant). The closing price of a share of our common stock on Nasdaq on April 15, 2024 was \$0.81 per share.

No option may be exercisable for more than ten years (five years in the case of an ISO granted to a ten-percent stockholder) from the date of grant. Options granted under the 2021 Plan will be exercisable at such time or times as the Compensation Committee prescribes at the time of grant. No employee may receive ISOs that first become exercisable in any calendar year in an amount exceeding \$100,000. The Compensation Committee may, in its discretion, permit a holder of a nonstatutory option to exercise the option before it has otherwise become exercisable, in which case the shares of our common stock issued to the recipient will continue to be subject to the vesting requirements that applied to the option before exercise.

Generally, the option exercise price may be paid by certified or bank check. The Compensation Committee may permit other methods of payment, including (a) through delivery of shares of our common stock having a fair market value equal to the purchase price, (b) by surrendering shares of common stock otherwise receivable on exercise of an option, (c) by a cashless exercise program implemented by the Compensation Committee in connection with the 2021 Plan, or (d) a combination of these methods, as set forth in an award agreement or as otherwise determined by the Compensation Committee.

No option may be transferred other than by will or by the laws of descent and distribution, and during a recipient's lifetime an option may be exercised only by the recipient. However, the Compensation Committee may permit the holder of an option, SAR or other award to transfer the option, right or other award to immediate family members or a family trust for estate planning purposes. The Compensation Committee will determine the extent to which a holder of a stock option may exercise the option following termination of service with us.

**Stock Appreciation Rights.** The Compensation Committee may grant stock appreciation rights ("SARs") under the 2021 Plan independent of or in connection with an option. The Compensation Committee will determine the other terms applicable to SARs. The exercise price per share of a SAR will not be less than 100% of the fair market value of a share of our common stock on the date of grant, as determined by the Compensation Committee. The maximum term of any SAR granted under the 2021 Plan is ten years from the date of grant. Generally, each SAR will entitle a participant upon exercise to an amount equal to:

- the excess of the fair market value on the exercise date of one share of our common stock over the exercise price, multiplied by
- the number of shares of common stock covered by the SAR.

Payment may be made in shares of our common stock, in cash, or partly in common stock and partly in cash, all as determined by the Compensation Committee.

**Restricted Stock and Restricted Stock Units.** The Compensation Committee may award restricted common stock and/or restricted stock units under the 2021 Plan. Restricted stock awards consist of shares of stock that are transferred to a participant subject to restrictions that may result in forfeiture if specified conditions are not satisfied. Restricted stock units confer the right to receive shares of our common stock, cash, or a combination of shares and cash, at a future date upon or following the attainment of certain conditions specified by the Compensation Committee. The restrictions and conditions applicable to each award of restricted stock or restricted stock units may include performance-based conditions. Dividends with respect to restricted stock may be paid to the holder of the shares as and when dividends are paid to stockholders or at the time that the restricted stock vests, as determined by the Compensation Committee. Dividend equivalent amounts may be deemed reinvested in additional restricted stock units as determined by the Compensation Committee in its sole discretion or paid with respect to restricted stock units either when cash dividends are paid to stockholders or when the units vest. Unless the Compensation Committee determines otherwise, holders of restricted stock will have the right to vote the shares.

**Performance Shares and Performance Units.** The Compensation Committee may award performance shares and/or performance units under the 2021 Plan. Performance shares and performance units are awards, denominated in either shares or U.S. dollars, which are earned during a specified performance period subject to the attainment of performance criteria, as established by the Compensation Committee. The Compensation Committee will determine the restrictions and conditions applicable to each award of performance shares and performance units.

**Incentive Bonuses.** The Compensation Committee may grant incentive bonus awards under the 2021 Plan from time to time. The terms of incentive bonus awards will be set forth in award agreements. Each award agreement will have such terms and conditions as the Compensation Committee determines, including performance goals and amount of payment based on achievement of such goals. Incentive bonus awards are payable in cash or shares of our common stock.

**Other Stock-Based and Cash-Based Awards.** The Compensation Committee may award other types of equity-based or cash-based awards under the 2021 Plan, including the grant or offer for sale of shares of our common stock that do not have vesting requirements and the right to receive one or more cash payments subject to satisfaction of such conditions as the Compensation Committee may impose.

**Transferability.** Awards under the 2021 Plan may not be assigned or transferred except by will or by the laws of descent or distribution, and an award may be exercised only by the recipient during the lifetime of that recipient (or guardian or legal representative in the case of the recipient's incapacity). The Compensation Committee may in its discretion permit transfers of awards in the form of a non-qualified stock options, share-settled stock appreciation rights, restricted stock, performance shares or share-settled other stock-based awards (i) to a recipient's "Immediate Family" (as defined in the 2021 Plan), (ii) by instrument to an inter vivos or testamentary trust (or other entity) in which the Award is to be passed to the Participant's designated beneficiaries, or (iii) by gift to charitable institutions. Any permitted transferee of an award shall be bound by all of the terms and conditions of the 2021 Plan and the applicable award agreement.

**Effect of Certain Corporate Transactions.** The Compensation Committee may, in its discretion and without the need for the consent of any recipient of an award, take one or more of the following actions contingent upon the occurrence of a change in control (as defined in the 2021 Plan): (a) cause any or all outstanding options and/or SARs to become immediately exercisable, in whole or in part; (b) cause restrictions and/or vesting conditions with respect to any other awards to lapse, in whole or in part; (c) cancel any option or SAR in exchange for a substitute option; (d) cancel any award of restricted stock, restricted stock units, performance shares, performance units, or other cash-based awards or other stock-based awards in exchange for restricted stock, restricted stock units, performance shares, performance units or other cash-based or other stock-based awards in respect of the capital stock of any successor corporation; (e) terminate any award for the "change in control consideration" (as defined in the 2021 Plan), but if the change in control consideration with respect to any option or SAR does not exceed its exercise price, the option or SAR may be canceled without payment of any consideration; or (f) make such other modifications, adjustments or amendments to outstanding awards as the Compensation Committee deems necessary or appropriate.

**Amendment, Termination.** The Board may at any time amend the 2021 Plan for the purpose of satisfying the requirements of the Code, or other applicable law or regulation or for any other legal purpose.

**Forfeiture of Awards.** All awards under the 2021 Plan and any compensation directly attributable to any award under the 2021 Plan may, in an award agreement, be made subject to reduction, cancellation, forfeiture, or recoupment upon the occurrence of certain specified events (such events may include, but are not be limited to, termination of Continuous Service for Cause (as such terms are defined in the 2021 Plan), violation of material Company policies, breach of noncompetition, confidentiality or other restrictive covenants or other conduct that is detrimental to the business or reputation of the Company) in addition to any otherwise applicable vesting or performance conditions of an award. In 2023, we adopted the Compensation Recovery Policy (the "Recovery Policy"), in accordance with the requirements of the Nasdaq listing standards and the rules of the SEC implementing Section 954 of the Dodd- Frank Wall Street Reform and Consumer Protection Act of 2010. The Recovery Policy requires the Compensation Committee to recoup certain cash and equity incentive compensation paid to or deferred by executive officers in the event the Company is required to prepare an accounting restatement due to material noncompliance with any financial reporting requirement under the federal securities laws.

**No Right to Continued Employment or Service.** Nothing in the 2021 Plan, any award granted under the 2021 Plan, nor any agreement entered into in connection with such an award, will confer upon any recipient of an award any right to continue in the employ or service of the Company or any of its subsidiaries, or in any way interfere with the right of either the Company or any of its subsidiaries or the recipient to terminate the employment or service relationship at any time.

**Governing Law.** The 2021 Plan and all rights under the 2021 Plan shall be subject to and interpreted in accordance with, the laws of the State of Delaware.

### New Plan Benefits

As discussed above, on March 4, 2024, our Board approved Contingent Stock Option Grants to the individuals named below. The Contingent Stock Option Grants are subject to approval by our stockholders of the Plan Amendment. If stockholders do not approve the Plan Amendment, the Contingent Stock Option Grants will be forfeited.

The table below contains information about the Contingent Stock Option Grants.

Name and Position	Number of Shares Subject to Stock Options
<b>Named Executive Officers</b>	
Shane J. Schaffer Chairman and Chief Executive Officer	217,677
Laurie A. Myers Executive Vice President and Chief Operating Officer	98,944
Matthew N. Brams Executive Vice President and Chief Medical Officer	63,324
Louis G. Van Horn (1) Former Executive Vice President and Chief Financial Officer	—
Craig S. Gilgallon, Esq. (2) Former Executive Vice President, General Counsel and Secretary	—
<b>Executive Officer Group (3)</b>	<b>538,256</b>
<b>Non-Employee Director Group (4)</b>	<b>64,676</b>
<b>Non-Executive Officer Employee Group</b>	<b>118,733</b>

(1) Mr. Van Horn retired effective December 13, 2023.

(2) Mr. Gilgallon resigned as an officer of the Company effective December 15, 2023.

(3) Includes shares underlying Contingent Stock Options listed separately for Messrs. Schaffer and Brams and Ms. Meyers, as well as shares underlying Contingent Stock Options all other current executive officers.

(4) A portion of the Contingent Stock Options granted to nonemployee directors represents options granted in lieu of cash retainer fees for Board and committee services during the first half of 2024. In the case of Messrs. Ervin, Lawrence and Roberts, a portion of the Contingent Stock Options also represents a portion of the 10,000 options granted each of them upon appointment to the Board (the “New Director Option Grants”).

If the Plan Amendment is approved by stockholders, Contingent Stock Option Grants made to our executives and non-executive officer employees will vest and become exercisable as to 50% of the shares subject thereto on the six-month anniversary of the date of grant, and will vest and become exercisable as to the remaining shares subject to the option in monthly installments over the ensuing 30-month period, provided that the optionee remains in our continuous service on each vesting date.

If the Plan Amendment is approved by stockholders, Contingent Stock Option Grants made to our nonemployee directors in respect of New Director Option Grants will vest and become exercisable as to 50% of the shares subject thereto on the six-month anniversary of the date of grant, and shall vest and become exercisable as to the remaining shares subject to the option on the twelve-month anniversary of the date of grant, provided that the Optionee remains in our continuous service as of each vesting date. All other Contingent Stock Options granted to our nonemployee directors will vest and become exercisable on the one-year anniversary of the date of grant.

Each of the Contingent Stock Option Grants has a ten (10) year term and an exercise price equal to \$1.18 per share, the fair market value of our common stock on March 4, 2024, the date of grant. All Contingent Stock Option Grants will be forfeited if stockholders do not approve the Plan Amendment.

Future awards under the 2021 Plan will be made at the discretion of the Compensation Committee. Other than the Contingent Stock Option Grants as summarized in the table above, the benefits that will be paid or awarded under the 2021 Plan cannot currently be determined.

### Plan Benefits

Since the adoption of 2021 Plan through April 15, 2024, we have granted the following stock options under the 2021 Plan to the individuals and groups listed below. In all cases, the securities underlying such stock options were shares of our common stock. These share numbers do not take into account the effect of awards that have been cancelled or forfeited. As of the date hereof, we have granted only stock options and no other type of award under the 2021 Plan.

<b>Name and Position</b>	<b>Number of Shares Subject to Stock Options (1)</b>
<b>Named Executive Officers</b>	
Shane J. Schaffer Chairman and Chief Executive Officer	74,182
Laurie A. Myers Executive Vice President and Chief Operating Officer	32,925
Matthew N. Brams Executive Vice President and Chief Medical Officer	19,276
Louis G. Van Horn (2) Former Executive Vice President and Chief Financial Officer	7,369
Craig S. Gilgallon, Esq. (3) Former Executive Vice President, General Counsel and Secretary	6,869
<b>Executive Officer Group (4)</b>	<b>176,829</b>
<b>Non-Employee Director Group</b>	<b>24,774</b>
<b>Each Nominee for Election as Director</b>	
Shane J. Schaffer	(see above)
Bryan Lawrence (5)	5,000
<b>Associates of any of such directors, executive officers or nominees</b>	
<b>Each other person who received or is to receive five percent of such options</b>	<b>—</b>
<b>Non-Executive Officer Employee Group (6)</b>	<b>63,878</b>

(1) Does not include, as applicable, the Contingent Stock Option Grants. Number of shares of our common stock underlying stock options reflects the 1-for-20 reverse stock split of our issued and outstanding common stock, which became effective on November 30, 2023.

(2) Mr. Van Horn retired effective December 13, 2023.

(3) Mr. Gilgallon resigned as an officer of the Company effective December 15, 2023.

(4) Includes shares underlying stock options listed separately for Messrs. Schaffer and Brams and Ms. Meyers, as well as shares underlying stock options for all other current executive officers.

(5) Shares underlying stock options held by Mr. Lawrence are included in the total for the Non-Employee Director Group.

(6) Includes shares underlying stock options grants to Messrs. Van Horn and Gilgallon, who are no longer executive officers of the Company and are listed above.

## U.S. Federal Income Tax Consequences

Following is a brief summary of the U.S. federal income tax consequences of option and other grants under the 2021 Plan. This summary does not purport to be complete and does not address the federal income tax consequences to taxpayers with special tax status. Optionees and recipients of other rights and awards granted under the 2021 Plan are advised to consult their personal tax advisors before exercising an option or SAR or disposing of any stock received pursuant to the exercise of an option or SAR or following the vesting and payment of any award. In addition, the following summary is based upon an analysis of the Code as currently in effect, existing laws, judicial decisions, administrative rulings, regulations and proposed regulations, all of which are subject to change and does not address state, local, foreign or other tax laws. Further, this summary does not discuss the provisions of the income tax laws of any municipality, state or foreign country in which the recipient may reside, and does not discuss the estate, gift or other tax consequences other than income tax consequences.

### *Treatment of Options*

The Code treats ISOs and nonstatutory stock options differently. However, as to both types of options, no income will be recognized to the optionee at the time of the grant of the options under the 2021 Plan, nor will our Company be entitled to a tax deduction at that time.

Generally, upon exercise of a nonstatutory stock option (including an option intended to be an incentive stock option but which has not continued to so qualify at the time of exercise), an optionee will recognize ordinary income tax on the excess of the fair market value of the stock on the exercise date over the option price. Our Company will be entitled to a tax deduction in an amount equal to the ordinary income recognized by the optionee in the fiscal year which includes the end of the optionee's taxable year. We will be required to satisfy applicable withholding requirements in order to be entitled to a tax deduction. In general, if an optionee, in exercising a nonstatutory stock option, tenders shares of our common stock in partial or full payment of the option price, no gain or loss will be recognized on the tender. However, if the tendered shares were previously acquired upon the exercise of an ISO and the tender is within two years from the date of grant or one year after the date of exercise of the ISO, the tender will be a disqualifying disposition of the shares acquired upon exercise of the ISO.

For ISOs, there is no taxable income to an optionee at the time of exercise. However, the excess of the fair market value of the stock on the date of exercise over the exercise price will be taken into account in determining whether the "alternative minimum tax" will apply for the year of exercise. If the shares acquired upon exercise are held until at least two years from the date of grant and more than one year from the date of exercise, any gain or loss upon the sale of such shares, if held as capital assets, will be long-term capital gain or loss (measured by the difference between the sales price of the stock and the exercise price). Under current federal income tax law, a long-term capital gain will be taxed at a rate which is less than the maximum rate of tax on ordinary income. If the two-year and one year holding period requirements are not met (a "disqualifying disposition"), an optionee will recognize ordinary income in the year of disposition in an amount equal to the lesser of (i) the fair market value of the stock on the date of exercise minus the exercise price or (ii) the amount realized on disposition minus the exercise price. The remainder of the gain will be treated as long-term capital gain, depending upon whether the stock has been held for more than a year. If an optionee makes a disqualifying disposition, our Company will be entitled to a tax deduction equal to the amount of ordinary income recognized by the optionee.

In general, if an optionee, in exercising an ISO, tenders shares of common stock in partial or full payment of the option price, no gain or loss will be recognized on the tender. However, if the tendered shares were previously acquired upon the exercise of another ISO and the tender is within two years from the date of grant or one year after the date of exercise of the other option, the tender will be a disqualifying disposition of the shares acquired upon exercise of the other option.

As noted above, the exercise of an ISO could subject an optionee to the alternative minimum tax. The application of the alternative minimum tax to any particular optionee depends upon the particular facts and circumstances which exist with respect to the optionee in the year of exercise. However, as a general rule, the amount by which the fair market value of the common stock on the date of exercise of an option exceeds the exercise price of the option will constitute an item of "adjustment" for purposes of determining the alternative minimum taxable income on which the alternative tax may be imposed. As such, this item will enter into the tax base on which the alternative minimum tax is computed, and may therefore cause the alternative minimum tax to become applicable in any given year.



### ***Treatment of Stock Appreciation Rights***

Generally, the recipient of a SAR will not recognize any income upon grant of the SAR, nor will our Company be entitled to a deduction at that time. Upon exercise of a SAR, the holder will recognize ordinary income, and our Company generally will be entitled to a corresponding deduction, equal to the excess of fair market value of our common stock at that time over the exercise price.

### ***Treatment of Stock Awards***

Generally, absent an election to be taxed currently under Section 83(b) of the Code (or, a Section 83(b) Election), there will be no federal income tax consequences to either the recipient or our Company upon the grant of a restricted stock award or award of performance shares. At the expiration of the restriction period and the satisfaction of any other restrictions applicable to the restricted shares, the recipient will recognize ordinary income and our Company generally will be entitled to a corresponding deduction equal to the fair market value of the common stock at that time. If a Section 83(b) Election is made within 30 days after the date the restricted stock award is granted, the recipient will recognize an amount of ordinary income at the time of the receipt of the restricted shares, and our Company generally will be entitled to a corresponding deduction, equal to the fair market value (determined without regard to applicable restrictions) of the shares at such time, less any amount paid by the recipient for the shares. If a Section 83(b) Election is made, no additional income will be recognized by the recipient upon the lapse of restrictions on the shares (and prior to the sale of such shares), but, if the shares are subsequently forfeited, the recipient may not deduct the income that was recognized pursuant to the Section 83(b) Election at the time of the receipt of the shares.

The recipient of an unrestricted stock award, including a performance unit award, will recognize ordinary income, and our Company generally will be entitled to a corresponding deduction, equal to the fair market value of our common stock that is the subject of the award when the Award is made.

The recipient of a restricted stock unit generally will recognize ordinary income as and when the units vest and are settled. The amount of the income will be equal to the fair market value of the shares of our common stock issued at that time, and our Company will be entitled to a corresponding deduction. The recipient of a restricted stock unit will not be permitted to make a Section 83(b) Election with respect to such award.

### ***Treatment of Incentive Bonus Awards and Other Stock or Cash Based Awards***

Generally, the recipient of an incentive bonus or other stock or cash based award will not recognize any income upon grant of the award, nor will our Company be entitled to a deduction at that time. Upon payment with respect to such an award, the recipient will recognize ordinary income, and our Company generally will be entitled to a corresponding deduction, equal to the amount of cash paid and/or the fair market value of our common stock issued at that time.

### ***Section 409A***

If an award is subject to Section 409A of the Code, but does not comply with the requirements of Section 409A of the Code, the taxable events as described above could apply earlier than described, and could result in the imposition of additional taxes and penalties. Recipients are urged to consult with their tax advisors regarding the applicability of Section 409A of the Code to their awards.

### ***Potential Limitation on Company Deductions***

Section 162(m) of the Code generally disallows a tax deduction for compensation in excess of \$1 million paid in a taxable year by a publicly held corporation to its chief executive officer and certain other "covered employees." Our Board and the Compensation Committee intend to consider the potential impact of Section 162(m) on grants made under the 2021 Plan, but reserve the right to approve grants of options and other awards for an executive officer that exceed the deduction limit of Section 162(m).

### ***Restrictions on Resale***

Certain officers and directors of the Company may be deemed to be “affiliates” of the Company as that term is defined under the Securities Act. The common stock acquired under the 2021 Plan by an affiliate may be reoffered or resold only pursuant to an effective registration statement or pursuant to Rule 144 under the Securities Act or another exemption from the registration requirements of the Securities Act. It is intended that the shares issuable pursuant to the 2021 Plan will be registered under the Securities Act of 1933, as amended.

### **Tax Withholding**

As and when appropriate, we shall have the right to require each optionee purchasing shares of common stock and each grantee receiving an award of shares of common stock under the 2021 Plan to pay any federal, state, or local taxes required by law to be withheld.

**THE BOARD RECOMMENDS THAT STOCKHOLDERS VOTE  
“FOR” THE APPROVAL OF AN AMENDMENT TO OUR 2021 PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR  
ISSUANCE THEREUNDER BY 1,250,000 SHARES TO 1,506,926 SHARES.**

## STOCKHOLDER PROPOSALS

### Stockholder Proposals to be Considered for Inclusion in the Company's Proxy Materials

In order for a stockholder proposal to be eligible to be included in the Company's proxy statement and proxy card for the 2025 Annual Meeting of Stockholders, the proposal must (1) be received by the Company at its principal executive offices, 1901 W. 47<sup>th</sup> Place, 3<sup>rd</sup> Floor, Kansas City, Kansas 66205, Attn: Jennifer L. Callahan, Secretary, on or before December 27, 2024, and (2) concern a matter that may be properly considered and acted upon at the annual meeting in accordance with applicable laws, regulations and the Company's Bylaws and policies, and must otherwise comply with Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

### Director Nominations and Other Business to be Brought Before the 2024 Annual Meeting of Stockholders

Notice of any director nomination or the proposal of other business that you intend to present at the 2025 Annual Meeting of Stockholders, but do not intend to have included in the Company's proxy statement and form of proxy relating to the 2025 Annual Meeting of Stockholders, must be received by the Company at its principal executive offices, 1901 W. 47<sup>th</sup> Place, 3<sup>rd</sup> Floor, Kansas City, Kansas 66205, Attn: Jennifer L. Callahan, Secretary, not earlier than the close of business on February 11, 2025 and not later than the close of business on March 13, 2025. In the event that the date of the 2025 Annual Meeting of Stockholders is more than 30 days before or more than 70 days after the anniversary date of the 2024 Annual Meeting of Stockholders, the notice must be delivered to the Company not earlier than the 120<sup>th</sup> day prior to the 2025 Annual Meeting of Stockholders and not later than the later of the 90<sup>th</sup> day prior to such annual meeting or the 10<sup>th</sup> day following the day on which public announcement of the date of such annual meeting is first made by the Company. In addition, your notice must include the information required by the Company's Bylaws with respect to each director nomination or proposal of other business that you intend to present at the 2025 Annual Meeting of Stockholders.

In addition to satisfying the foregoing requirements pursuant to the Company's Bylaws, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than Cingulate's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than April 12, 2025. The supplemental notice and information required under Rule 14a-19 is in addition to the applicable advance notice requirements under the Company's Bylaws as described in this section and it shall not extend any such deadline set forth in the Company's Bylaws.

## ANNUAL REPORT

Copies of our Annual Report on Form 10-K (including audited financial statements) filed with the SEC may be obtained without charge by writing to Cingulate Inc., 1901 W. 47<sup>th</sup> Place, 3<sup>rd</sup> Floor, Kansas City, Kansas 66205, Attn: Jennifer L. Callahan, Secretary. A request for a copy of our Annual Report on Form 10-K must set forth a good-faith representation that the requesting party was either a holder of record or a beneficial owner of our common stock on April 15, 2024. Exhibits to the Form 10-K will be mailed upon similar request and payment of specified fees to cover the costs of copying and mailing such materials.

Our audited financial statements for the fiscal year ended December 31, 2023 and certain other related financial and business information are contained in our Annual Report on Form 10-K, which is being made available to our stockholders along with this Proxy Statement, but which is not deemed a part of the proxy soliciting material.

## HOUSEHOLDING OF ANNUAL MEETING MATERIALS

Some banks, brokers and other nominee record holders may be participating in the practice of "householding" proxy statements. This means that only one copy of this Proxy Statement may have been sent to multiple stockholders in the same household. We will promptly deliver a separate copy of this Proxy Statement to any stockholder upon written or oral request to: Cingulate Inc., Attn: Jennifer L. Callahan, Secretary, 1901 W. 47<sup>th</sup> Place, 3<sup>rd</sup> Floor, Kansas City, Kansas 66205 or by phone at (913) 942-2300. Any stockholder who wants to receive a separate copy of this Proxy Statement, or of our proxy statements or annual reports in the future, or any stockholder who is receiving multiple copies and would like to receive only one copy per household, should contact the stockholder's bank, broker, or other nominee record holder, or the stockholder may contact us at the address and phone number above.

## OTHER MATTERS

As of the date of this proxy statement, the Board does not intend to present at the Annual Meeting any matters other than those described herein and does not presently know of any matters that will be presented by other parties. If any other matter requiring a vote of the stockholders should come before the meeting, it is the intention of the persons named in the proxy to vote with respect to any such matter in accordance with the recommendation of the Board or, in the absence of such a recommendation, in accordance with the best judgment of the proxy holder.

By Order of the Board of Directors

*/s/ Jennifer L. Callahan*

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Jennifer L. Callahan

Senior Vice President, Chief Financial Officer and Secretary

April 26, 2024  
Kansas City, Kansas

**AMENDMENT No. 1 TO THE CINGULATE INC. 2021 OMNIBUS  
EQUITY INCENTIVE PLAN**

This first Amendment (the "Amendment") to the Cingulate Inc. 2021 Omnibus Equity Incentive Plan (the "Plan") of Cingulate Inc. (the "Company"), is made as of March 4, 2024. All capitalized terms used but not defined in this Amendment shall have the meanings assigned to such terms in the Plan.

**WITNESSETH:**

**WHEREAS**, Section 17.2 of the Plan reserves to the Board of Directors of the Company (the "Board") the right to amend the Plan from time to time;

**WHEREAS**, the Board desires to increase the number of shares of Common Stock reserved for issuance under the Plan from 256,926 shares to 1,506,926 shares, subject to approval by the Company's stockholders.

**NOW, THEREFORE**, be it effective as of the date of approval by the Company's stockholders, the Plan is hereby amended as follows:

1. **Amendment to Section 4.1.** Section 4.1(a) of the Plan is hereby amended and restated in its entirety, to read as follows:
  - (a) Subject to adjustment pursuant to Section 4.3 and any other applicable provisions hereof, the maximum aggregate number of shares of Common Stock, which may be issued under all Awards granted to Participants under the Plan, shall be 1,506,926 shares.
2. This Amendment shall be subject to approval by the stockholders of the Company within 12 months after the date this Amendment is adopted. Such stockholder approval shall be obtained in the manner and to the degree required under applicable laws. Notwithstanding any provision in the Plan to the contrary, exercise of any Option granted for shares of Common Stock in excess of those remaining available for grant under the Plan in the absence of such Amendment before the Company has obtained stockholder approval of this Amendment in accordance with this Section 2 shall be conditioned upon obtaining such stockholder approval of this Amendment in accordance with this Section 2.
3. Except as set forth herein, the Plan shall remain in full force and effect without modification.

**IN WITNESS WHEREOF**, the undersigned officer hereby certifies that the foregoing amendment to the Plan was duly adopted and approved by the Board.

Dated: March 4, 2024

**CINGULATE INC.**

*/s/ Shane J. Schaffer*

Name: Shane J. Schaffer

Title: Chairman and Chief Executive Officer

## Your vote matters – here's how to vote!

You may vote online or by phone instead of mailing this card.

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Go to [www.envisionreports.com/CING](http://www.envisionreports.com/CING) or scan the QR code – login details are located in the shaded bar below.



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Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.



## 2024 Annual Meeting Proxy Card

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

### **A** Proposals – The Board of Directors recommend a vote **FOR** all the nominees listed in Proposal 1 and **FOR** Proposals 2 and 3.

1. Election of Shane J. Schaffer and Bryan Lawrence as Class III directors to hold office until our annual meeting of stockholders to be held in 2027 and until their successors have been duly elected. +

	<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>
01 - Shane J. Schaffer	<input type="checkbox"/>	<input type="checkbox"/>	02 - Bryan Lawrence	<input type="checkbox"/>	<input type="checkbox"/>

2. Ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2024

<b>For</b>	<b>Against</b>	<b>Abstain</b>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. To approve an amendment to the Cingulate Inc. 2021 Omnibus Equity Incentive Plan to increase the number of the shares of common stock authorized for issuance thereunder by 1,250,000 shares to 1,506,926 shares.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### **B** Authorized Signatures – This section must be completed for your vote to count. Please date and sign below.

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.



1 P C F



The 2024 Annual Meeting of Stockholders of Cingulate Inc. will be held on Tuesday, June 11, 2024 at 10:00 a.m. Central Time, virtually via the Internet at [meetnow.global/MASFK4T](https://meetnow.global/MASFK4T).

To access the virtual meeting, you must have the information that is printed in the shaded bar located on the reverse side of this form.

Important notice regarding the Internet availability of proxy materials for the 2024 Annual Meeting of Stockholders. The material is available at: [www.envisionreports.com/CING](http://www.envisionreports.com/CING)

	<b>Small steps make an impact.</b> Help the environment by consenting to receive electronic delivery, sign up at <a href="http://www.envisionreports.com/CING">www.envisionreports.com/CING</a>	
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▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

**Cingulate Inc.** +

**2024 Annual Meeting of Stockholders**

**Proxy Solicited by Board of Directors for the 2024 Annual Meeting – June 11, 2024**

The undersigned hereby appoints Shane J. Schaffer and Jennifer L. Callahan, or any of them, each with the full power of substitution, to represent and vote all shares of Cingulate Inc. common stock that the undersigned holds and is entitled to vote at the 2024 Annual Meeting of Stockholders of Cingulate Inc. to be held on June 11, 2024, or at any postponement or adjournment thereof.

**Shares represented by this proxy will be voted in the manner directed by the stockholder. If no direction is indicated, the proxies will have authority to vote FOR each of the nominees for director in Proposal 1 and FOR Proposals 2 and 3, and in their discretion upon such other matters as may properly come before the meeting.**

**This proxy is revocable at any time before it is exercised. The proxies cannot vote your shares unless you sign and return this card.**

(Items to be voted appear on reverse side)

**C Non-Voting Items**

**Change of Address** – Please print new address below.

**Comments** – Please print your comments below.

