

ANAVEX LIFE SCIENCES CORP. COMPENSATION CLAWBACK POLICY

Overview, Purpose and Scope

All applicable compensation provided by Anavex Life Sciences Corp. and its subsidiaries and affiliates (the “**Company**”) to employees is provided subject to all applicable laws and regulations providing for the forfeiture, disgorgement, recoupment or diminution (commonly referred to as “clawback”) of incentive compensation and to the additional terms and conditions of this Compensation Clawback Policy (“**Policy**”).

The Company believes that incentive compensation offered to its employees should be subject to clawback in order to incentivize employees to manage the Company’s risks carefully and avoid acts and practices that expose the Company to undue risk of short- or long-term financial loss, reputational damage or similar adverse impacts, and to ensure that incentive compensation realized by employees fairly reflects the short- and long-term value of the services provided by the employees. The primary method of subjecting incentive compensation to clawback is through compensation design features that expose the Company’s employees to loss of potential compensation in the event of such adverse impacts. These design features include payout deferrals and multi-year performance and vesting periods. These design features serve similar objectives as post-payout clawback policies.

The Company acknowledges that in certain circumstances these design features may be insufficient to disincentivize undue risk-taking and ensure the fairness of realized compensation. To address these circumstances, the Company has adopted this Policy, which gives the Company the discretion to clawback incentive compensation awarded to any employee in the event of certain adverse impacts for which the employee is responsible.

Administration of Policy

The discretion to clawback compensation and to make all determinations under this Policy will be exercised by the Board of Directors of Anavex Life Sciences Corp. (the “**Board**”) and the Compensation Committee of the Board, as applicable.

Clawback Policy

The Board or Compensation Committee in their discretion may require any employee who has been awarded incentive compensation to forfeit, disgorge, return to the Company or adjust such compensation, and if so required any employee will forfeit, disgorge, return or adjust such compensation in the manner directed by the Company, in the following circumstances:

- (1) As required by § 304 of the Sarbanes Oxley Act of 2002, which generally provides that, if the Company is required to prepare an accounting restatement due to material noncompliance as a result of misconduct with financial reporting requirements under the securities laws, then the chief executive officer and chief financial officer must reimburse the Company for any incentive compensation or equity compensation and profits from the sale of the Company’s securities during the 12-month period following initial publication of the financial statements that had been restated;

- (2) As required by § 954 of the Dodd-Frank Act, which indirectly provides that, in the event the Company is required to prepare an accounting restatement due to its material noncompliance with financial reporting requirements under the securities law, the Company may recover from any of its current or former executive officers who received incentive compensation, including stock options or other equity awards, during the three-year period preceding the date on which the Company is required to prepare a restatement based on the erroneous financial reporting, any amount that exceeds what would have been paid to the executive officer after giving effect to the restatement;
- (3) As required by any other applicable law, regulation or regulatory requirement;
- (4) If the Company suffers significant financial loss, reputational damage or similar adverse impact as a result of actions taken or decisions made by the employee in circumstances constituting illegal or intentionally wrongful conduct or gross negligence; or
- (5) If the employee is awarded or receives a payment with respect to an award under the Company's 2022 Omnibus Incentive Plan, as such plan may be amended or restated from time to time, and any successor plan, or any other incentive compensation plan of the Company (collectively, the "**Plan**") on the basis of significantly incorrect financial calculations or information or if events coming to light after the award or payout would have significantly reduced the amount of the award or payout if known at the time of the award or payment.

Compensation Subject to Recovery

Awards and incentive compensation subject to clawback under this Policy include equity awards, whether or not vested or restricted, shares acquired upon vesting or lapse of restrictions, short- and long-term incentive bonus and similar compensation, discretionary bonuses and any other awards or compensation under the Plan.

Remedies

Any clawback under this Policy may, in the discretion of the Board and Compensation Committee, be effectuated through the reduction, forfeiture or cancellation of awards, the return of cash received in payment of an award, the return of exercised or released shares, adjustments to future incentive compensation opportunities or in such other manner as the Board and Compensation Committee in their discretion determine to be appropriate. If the Board or Compensation Committee determines to seek a recovery pursuant to this Policy, it will make a written demand for repayment from the employee and, if the employee does not promptly tender repayment in response to such demand, and the Board determines that the employee is unlikely to do so, the Board may engage counsel and take any action it deems necessary and proper against the employee to obtain such repayment. Any clawback under this Policy will not limit or prohibit any disciplinary actions the Company may take against the employee, up to and including termination of employment.

Compensation Committee and Board Discretion

The Compensation Committee and the Board will have full discretion to decline to seek recovery under this Policy to the extent permitted by applicable law. In exercising its discretion, the Compensation Committee and Board may, to the extent permitted by applicable law, consider (i) the likelihood of success in achieving the recovery, given the anticipated cost and management effort required, (ii) whether the assertion of a claim for recovery may prejudice the interests of the Company, including in any related proceeding or investigation, (iii) any pending legal proceeding relating to the underlying causes of the clawback, (iv) the degree of harm suffered by the Company, (v) the employee's responsibility for the harm and his or her state of mind relative to the acts or decisions giving rise to the harm, (vi) the extent to which the employee was acting in accordance with Company policies, procedures and processes, (vii) the extent to which others were responsible for the acts or decisions giving rise to the harm, (viii) the position and responsibilities of the employee relative to the magnitude of harm suffered by the Company, (ix) the long-term value of the employee to the Company and (x) such other factors as the Compensation Committee and the Board deem to be appropriate.

Employee Rights

Before the Compensation Committee or the Board determines to seek recovery pursuant to this Policy, the employee will be provided written notice and the opportunity to be heard at a meeting of the Compensation Committee (which may be in-person or telephonic, as determined in the discretion of the Compensation Committee).

Adopted Effective March 31, 2023