

## NEUROPACE, INC.

### WHISTLEBLOWER POLICY FOR ACCOUNTING AND AUDITING MATTERS

SUBMITTED TO THE BOARD OF DIRECTORS FOR APPROVAL ON

APRIL 7, 2021

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#### STATEMENT OF POLICY

NeuroPace, Inc. (the “**Company**” or “**NeuroPace**”) is committed to complying with all laws that govern our business, including those that govern our accounting and auditing practices. We also encourage open discussion within the workplace of our business practices. We will not tolerate conduct that is in violation of applicable laws, policies, or regulatory requirements. If a NeuroPace employee has a good faith complaint regarding a possible violation of law or policy, including with regard to accounting or auditing matters, we expect the employee to report the complaint promptly in accordance with this policy. Other third parties, such as consultants or vendors, also may report a good faith complaint regarding accounting or auditing matters in accordance with this policy.

The Audit Committee of the Company’s Board of Directors (the “**Audit Committee**”) has established these procedures to facilitate the reporting of complaints regarding accounting or auditing matters. The procedures enable (i) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission of concerns regarding questionable accounting or auditing matters. This policy is a supplement to our Code of Business Conduct and Ethics.

#### SCOPE OF ACCOUNTING MATTERS COVERED BY POLICY

This policy covers complaints relating to accounting matters, including the following:

- fraud, deliberate error or gross negligence or recklessness in the preparation, evaluation, review or audit of the financial statements of NeuroPace;
- fraud, deliberate error or gross negligence or recklessness in the recording and maintaining of financial records of NeuroPace;
- deficiencies in our internal accounting controls or noncompliance with them;
- misrepresentation or false statement to management, regulators, the outside auditors or others by a senior officer, accountant or other employee regarding a matter contained in the financial records, financial reports or audit reports of NeuroPace; or
- deviation from full and fair reporting of our results or financial condition.

#### POLICY OF NON-RETALIATION

NeuroPace will not retaliate against any individual for filing a good-faith concern regarding non-compliance with this policy (or other rules, laws, corporate policies, or procedures). NeuroPace will not retaliate against any individual participating in the investigation of any such complaint solely as a result of such individual’s participation in such investigation. Finally, NeuroPace will not permit any such retaliation by any manager or executive officer. If any employee believes he or she has been subjected to any such retaliation, or the threat of it, they may file a complaint with our human resources department. We will take appropriate corrective action if an employee has experienced any improper employment action in violation of this policy.

## **RESPONSIBLE OFFICER**

The officer responsible for administering this policy is Irina Ridley, the Company's General Counsel and Corporate Secretary (referred to as the "**Responsible Officer**"). The Responsible Officer (or his or her designee) is responsible for receiving, reviewing and then investigating (under the direction and oversight of the Audit Committee) complaints under this policy. If an employee has a complaint covered by this policy, they should report such matter to the Responsible Officer. If the suspected violation involves the Responsible Officer, the employee should report the suspected violation to the Company's Chief Executive Officer or any member of the Audit Committee.

## **ANONYMOUS REPORTING OF COMPLAINTS**

We have also established a procedure under which complaints regarding accounting matters (or other matters) may be reported anonymously. Employees may anonymously report these concerns by leaving an anonymous message via a toll free telephone call at 833-490-0007 which is available 24 hours a day, seven days a week or through an online portal, accessible via [www.lighthouse-services.com/neuropace](http://www.lighthouse-services.com/neuropace).

Employees should make every effort to report their concerns using one or more of the methods specified above. The complaint procedure is specifically designed so that employees have a mechanism that allows the employee to bypass a supervisor he or she believes is engaged in prohibited conduct under this policy. Anonymous reports should be factual, instead of speculative or conclusory, and should contain as much specific information as possible to allow the Responsible Officer and other persons investigating the report to adequately assess the nature, extent and urgency of the investigation.

## **POLICY FOR RECEIVING AND INVESTIGATING COMPLAINTS**

Upon receipt of a complaint, the Responsible Officer (or his or her designee) will determine whether the information alleged in the complaint pertains to an accounting or audit matter. The Audit Committee will be notified promptly of all complaints that pertain to an accounting or audit matter and will determine the planned course of action. Complaints regarding matters other than accounting or audit will be investigated by the Responsible Officer or other appropriate person designated by the Responsible Officer.

Initially, the Audit Committee will determine if there is an adequate basis for an investigation. If so, the Responsible Officer will appoint one or more internal or external investigators to promptly and fully investigate the claim(s) under the direction and oversight of the Audit Committee. The Audit Committee may also appoint other persons to provide direction and oversight of the investigation. The Responsible Officer will also confidentially inform the reporting person (if their identity is known) that the complaint was received and whether an investigator has been assigned. If so, the reporting person will be given the name of the investigator and his or her contact information.

Confidentiality of the employee submitting the complaint will be maintained to the fullest extent possible consistent with the need to conduct an adequate investigation. Note that NeuroPace may find it necessary to share information on a "need to know" basis in the course of any investigation, however.

If the investigation confirms that a violation has occurred, NeuroPace will promptly take appropriate corrective action with respect to the persons involved. This may include discipline up to and including termination. Further, in appropriate circumstances, the matter may be referred to governmental authorities that may investigate and initiate civil or criminal proceedings.

## **RETENTION OF COMPLAINTS**

The Responsible Officer will maintain a log of all complaints, tracking their receipt, investigation and resolution, and will prepare a periodic summary report to be presented to the Audit Committee. Each

member of the Audit Committee will have access to the log and the Responsible Officer may also provide access to the log to other personnel involved in the investigation of complaints. Copies of the log and all documents obtained or created in connection with any investigation will be maintained in accordance with any established document retention policy.

**[End of Policy]**