

On March 9, 2023, in connection with the adoption of Rule 14a-19 (the "Universal Proxy Rules") under the Securities Exchange Act of 1934, as amended, certain recent changes to the Delaware General Corporation Law (the "DGCL"), and a periodic review of the bylaws of Acumen Pharmaceuticals, Inc. (the "Company"), the Board of Directors of the Company (the "Board") adopted amended and restated bylaws (the "Amended and Restated Bylaws"), effective immediately. Among other things, the Amended and Restated Bylaws:

- enhance the procedural mechanics and disclosure requirements in connection with stockholder nominations of directors and other proposals made in connection with annual and special meetings of shareholders by, among other things:
  - requiring additional background information and disclosures regarding proposing stockholders and proposed nominees;
  - requiring any stockholder submitting a nomination notice to make a representation as to whether such shareholder intends to solicit proxies in support of director nominees other than the Company's nominees in accordance with Rule 14a-19 under the Exchange Act and to provide reasonable evidence that certain requirements of such rule have been satisfied;
  - clarifying that the Company will disregard the nomination of each proposed director nominee other than the Company's nominees (notwithstanding that the nominee is included as a nominee in the Company's proxy statement, notice of meeting or other proxy materials for any annual meeting (or any supplement thereto) and notwithstanding that proxies or votes in respect of the election of such proposed nominees may have been received by the Company (which proxies and votes shall be disregarded)) if, after a stockholder provides notice pursuant to Rule 14a-19 under the Exchange Act, such stockholder subsequently fails to comply with the requirements of Rule 14a-19 under the Exchange Act;
  - prohibiting stockholders from nominating placeholder nominees; and
  - any stockholder directly or indirectly soliciting proxies from other stockholders to use a proxy card other than white, with the white proxy card being reserved for exclusive use by the Board.
- modify the provisions relating to stockholder meeting adjournment procedures and the list of stockholders entitled to vote at stockholder meetings to reflect recent amendments to the DGCL.
- make other updates, including ministerial, clarifying and conforming changes.