

CLEARPOINT NEURO, INC.
2024 ANNUAL MEETING OF STOCKHOLDERS
WEDNESDAY, MAY 15, 2024

AGENDA

1. CALL TO ORDER
 - a. MEETING CALL TO ORDER AND INTRODUCTIONS
 - b. RULES OF CONDUCT
 - c. OPENING OF POLLS
 - d. AFFIDAVIT OF MAILING
 - e. INSPECTOR OF ELECTION – PROCEDURAL MATTERS AND REPORT ON SHARES PRESENTED AT THE MEETING

2. PROPOSALS
 - a. PROPOSAL NO. 1 – ELECTION OF DIRECTORS

 - b. PROPOSAL NO. 2 – RATIFICATION OF CHERRY BEKAERT, LLP AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

 - c. PROPOSAL NO. 3 – ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION

 - d. PROPOSAL NO. 4 – APPROVAL OF THE FIFTH AMENDED AND RESTATED 2013 INCENTIVE COMPENSATION PLAN

3. MEETING-RELATED QUESTION & ANSWER SESSION

4. CLOSING OF POLLS

5. POLLING

6. REPORT OF VOTING RESULTS BY THE INSPECTOR OF ELECTION

7. ADJOURNMENT OF MEETING

PLEASE READ THE RULES OF CONDUCT ON THE FOLLOWING PAGE

CLEARPOINT NEURO, INC.
2024 ANNUAL MEETING OF STOCKHOLDERS
WEDNESDAY, MAY 15, 2024

RULES OF CONDUCT

We welcome you to the 2024 Annual Meeting of Stockholders of ClearPoint Neuro, Inc. (the “*Company*”). In fairness to all stockholders attending the 2024 Annual Meeting and in the interest of an orderly and constructive meeting, the following procedures will apply:

Virtual Meeting. The Annual Meeting will be a completely virtual meeting of stockholders, which will be conducted exclusively by audio webcast. No physical in-person meeting will be held.

Assumption of Quorum. The Company assumes the presence of a quorum for this meeting, subject to later confirmation by the Inspector of Election. A quorum constitutes the presence, by attending the virtual meeting or by proxy, of a majority of voting power of the outstanding shares of stock entitled to vote.

Access to Meeting; No Recording Permitted. Access to the meeting site shall be limited to the Company’s Stockholders or legal proxy holders of record as of March 18, 2024, current board members and properly nominated director nominees, executive management and other invited employees of the Company, and the Company’s invited representatives, legal counsel and registered independent public accounting firm. No audio or video recording of the meeting shall be permitted. A webcast replay will be available at <https://www.cstproxy.com/clearpointneuro/2024> for three months from the date of the meeting.

Question and Answer Period. Questions shall only be taken from stockholders or legal proxy holders. Questions must be submitted where indicated in the designated field on the web portal. To submit a question, a questioner will be required to use the control number appearing on his/her Proxy Card for purposes of identification. All questions must pertain to the matters to be voted upon at the meeting. Appropriate questions should be written so as to be no longer than one (1) minute in the aggregate to be read aloud by the Chairman or his designee from the Company and will receive appropriate answers of not more than two (2) minutes, from the person to whom the Chairman directs such inquiry (any extension of time to ask or answer a question shall be at the sole and absolute discretion of the Chairman). Appropriate, meeting-related questions (as determined by the Chairman in his sole discretion) will be addressed in a brief question and answer session after the proposals are presented at the meeting. Any general questions submitted may be addressed in the normal course of the Company’s future communications with investors.

Polls Open/Polls Close. Stockholders or legal proxy holders may vote at the Annual Meeting via the Internet until the time the polls are closed as directed and announced by the Chairman. Once the polls are closed, no further voting shall be permitted. For purposes of its certification of the vote, the decision of the Inspector of Election as to whether the receipt of votes is timely shall be determinative.

Final Report of Inspector. Immediately upon completing its final report, the Inspector shall make the certified final report available to the Company in the form customarily used by the Inspector.

Technical Malfunction. In the event of a technical malfunction or other significant problem that disrupts the meeting, the Chairman may adjourn, recess or expedite the meeting, or take such other action that the Chairman determines is appropriate in light of the circumstances.