

GENERAL AGENDA
SPECIAL MEETING OF STOCKHOLDERS
OF
MOUNTAIN CREST ACQUISITION CORP. II
October 27, 2021

1. Call to order of the Special Meeting of Stockholders (the “Meeting”) by Suying Liu, Chairman and Chief Executive Officer of Mountain Crest Acquisition Corp. II, a Delaware corporation (“MCAD,” “Mountain Crest” or the “Company”).
2. Presentation of evidence of due calling of the Meeting, appointing Inspector of Election and confirming the existence of a quorum.
3. Approval of the following proposals (each of which is described in detail in the definitive proxy statement/prospectus (the “Proxy Statement/Prospectus”) filed with the U.S. Securities and Exchange Commission on October 12, 2021):

Proposal 1. The Business Combination Proposal — to consider and vote on a proposal to adopt and approve (a) the Agreement and Plan of Merger, dated as of April 6, 2021 and as amended as of August 30, 2021 and September 27, 2021 (the “**Merger Agreement**”), by and among Mountain Crest Acquisition Corp. II, a Delaware corporation (“**MCAD**”), MCAD Merger Sub Inc., a Delaware corporation and wholly owned subsidiary of MCAD (“**Merger Sub**”), and Better Therapeutics, Inc., a Delaware corporation (“**BTX**”), pursuant to which Merger Sub will merge with and into BTX, with BTX surviving the merger as a wholly owned subsidiary of MCAD and (b) such merger and the other transactions contemplated by the Merger Agreement (the “**Business Combination**” and such proposal, the “**Business Combination Proposal**”). A copy of the Merger Agreement is attached to the Proxy Statement/Prospectus;

Proposal 2. The Charter Amendment Proposal — to consider and vote on a proposal to adopt the proposed amended and restated certificate of incorporation of MCAD (the “**Proposed Certificate of Incorporation**”) attached the Proxy Statement/Prospectus (the “**Charter Amendment Proposal**”).

Proposal 3. The Governance Proposal — to consider and vote, on a non-binding advisory basis, on seven separate governance proposals relating to the following material differences between the Current Charter and the Proposed Certificate of Incorporation (collectively, the “**Governance Proposal**”):

- (A) to amend the name of MCAD to “Better Therapeutics, Inc.” from “Mountain Crest Acquisition Corp. II” and remove certain provisions

related to MCAD's status as a special purpose acquisition company that will no longer be relevant following the closing of the Business Combination;

- (B) to increase the authorized shares of (i) Common Stock from 30,000,000 shares to 200,000,000 shares and (ii) preferred stock from no shares to 10,000,000 shares;
- (C) require the vote of at least two-thirds of the voting power of the outstanding shares of capital stock, rather than a simple majority, to adopt, amend or repeal MCAD's bylaws;
- (D) require the vote of at least two-thirds of the voting power of the outstanding shares of capital stock, rather than a simple majority, to remove a director from office;
- (E) require the vote of a majority of the voting power of the outstanding shares of capital stock, to amend or repeal certain provisions of the Proposed Certificate of Incorporation;
- (F) require that special meetings of stockholders may only be called by the board of directors and not by stockholders, subject to any special rights of the holders of preferred stock; and
- (G) remove the forum selection provision providing for concurrent jurisdiction in the Court of Chancery and the federal district court for the District of Delaware for claims arising under the Securities Act of 1933 from the Proposed Certificate of Incorporation, such that Section 7 of the Combined Entity's Bylaws providing for designation of the U.S. federal district courts as the exclusive forum for claims arising under the Securities Act of 1933 will be applicable.

Proposal 4. The Nasdaq Proposal — to consider and vote on a proposal to approve, for purposes of complying with Nasdaq Rules 5635(a) and (b), (i) the issuance of more than 20% of the issued and outstanding MCAD common stock, \$0.0001 par value (the "**Common Stock**"), and the resulting change in control in connection with the Business Combination and (ii) for the purposes of complying with Nasdaq Rules 5635(d) the issuance of more than 20% of the issued and outstanding Common Stock in the PIPE Investment (as defined in the accompanying proxy statement/prospectus), upon the completion of the Business Combination (the "**Nasdaq Proposal**");

Proposal 5. The Directors Proposal — to consider and vote upon a proposal to elect, effective as of the consummation of the Business Combination David Perry, Kevin Appelbaum, Richard Carmona, Suying Liu, Andy Armanino, Geoffrey Parker and Risa Lavizzo-Mourey to serve on MCAD's Board of Directors (the "**Directors Proposal**");

Proposal 6. The 2021 Stock Option and Incentive Plan Proposal — to

consider and vote on a proposal to approve the 2021 Stock Option and Incentive Plan Proposal (the “**2021 Plan**”), a copy of which is annexed to the Proxy Statement/Prospectus , in connection with the Business Combination (the “**2021 Plan Proposal**”);

Proposal 7. The 2021 Employee Stock Purchase Plan Proposal — to consider and vote on a proposal to approve the 2021 Employee Stock Purchase Plan (the “**2021 ESPP**”), a copy of which is annexed to the Proxy Statement/Prospectus, in connection with the Business Combination (the “**2021 ESPP Proposal**”);

Proposal 8. The Adjournment Proposal — to approve a proposal to adjourn the Special Meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies if, based upon the tabulated vote at the time of the Special Meeting, there are not sufficient votes to approve the Business Combination Proposal, the Charter Amendment Proposal, the Governance Proposal, the Nasdaq Proposal, the Directors Proposal, the 2021 Plan Proposal or the 2021 ESPP (the “Adjournment Proposal”).

4. Tally of Shareholder Vote
5. Adjournment of the Meeting.