



NOTICE

Notice is hereby given that the annual general meeting of shareholders (the **General Meeting**) of TME Pharma N.V. (the **Company**) is convened at 13.30 (CEST) on 29 June 2023 at the offices of Freshfields Bruckhaus Deringer LLP, Strawinskylaan 10, 1077 XZ in Amsterdam, the Netherlands. The language of the meeting shall be English.

You do not need to be present to cast your vote at the General Meeting on 29 June 2023. Instead, you can give your voting instructions by proxy. Further details on participation, voting or representation by proxy are given in the Attendance Notice for this General Meeting available on the Company's website.

Shareholders who decide not to attend the General Meeting on 29 June 2023 in Amsterdam, the Netherlands, and who wish to submit questions regarding items on the agenda of the General Meeting, may submit their questions by email to shareholders@tmepharma.com up to 17:00 (CEST) on 26 June 2023. The email submitting such question(s) must include name, surname, number of shares held by the shareholder on 01 June 2023 (the Registration Date as defined below) and the agenda item to which the question relates.

AGENDA

The General Meeting is convened to discuss and decide on the following:

Agenda

- 1. Opening**
- 2. Annual Accounts 2022**
 - a. Discussion of the annual report 2022 (discussion)
 - b. Policy on additions to reserves and on dividends (discussion)
 - c. Adoption of the annual accounts 2022 (voting)
 - d. Release from liability of the members of the board of directors (voting)
 - e. Release from liability of the members of the supervisory board (voting)
- 3. Re-appointment of Susan Coles as member of the supervisory board (voting)**
- 4. Appointment of Baker Tilly (Netherlands) N.V. as statutory auditor for the financial year 2023 (voting)**
- 5. Partial amendment of the articles of association in relation (i) to the increase of the authorised share capital and (ii) to (re-instating) a**

transitional provision to further increase the authorised share capital (voting)

- 6. Delegation to the board of directors to issue ordinary shares and/or preference shares and to limit or exclude any pre-emptive rights in connection therewith (voting)**
- 7. Renewal of the delegation to the board of directors to acquire shares (voting)**
- 8. Close of meeting**

Berlin, Federal Republic of Germany, 30 May 2023

The board of directors

EXPLANATORY NOTES

Agenda item 2a - Discussion of the annual report 2022 (discussion)

The annual report 2022 is available through the Company's corporate website. This agenda item is a discussion item only.

Agenda item 2b - Policy on additions to reserves and on dividends (discussion)

The Dutch Corporate Governance Code requires that this item is placed on the agenda. The Company has not and will not declare any dividends for the financial year 2022. This agenda item is a discussion item only.

Agenda item 2c - Adoption of the annual accounts 2022 (voting)

The General Meeting is requested to vote on the adoption of the annual accounts of the Company for the financial year 2022.

Agenda item 2d - Release from liability of the members of the board of directors (voting)

The General Meeting is requested to vote to release Dr. Aram Mangasarian and Bryan Jennings as members of the Company's board of directors from liability for their management during 2022 insofar as such management is apparent from the financial statements or otherwise disclosed to the General Meeting prior to the adoption of the annual accounts.

Agenda item 2e - Release from liability of the members of the supervisory board (voting)

The General Meeting is requested to vote to release all persons who were a member of the Company's supervisory board in 2022 (or a part of 2022 only) from liability for their supervision on the management by the board of directors insofar as such supervision is apparent from the financial statements or otherwise disclosed to the General Meeting prior to the adoption of the annual accounts.

Agenda item 3 – Re-appointment of Susan Coles member of the supervisory board (voting)

The term of office of Susan Coles as member of the supervisory board will expire on the day of the General Meeting. Susan Coles has expressed her willingness to accept a re-appointment into her current office. In furtherance of the profile and composition

of the supervisory board (available on the Company's corporate website www.tmepharma.com), the supervisory board has considered the contribution and performance of the director available for re-appointment and expect her to continue to be effective in her respective role. The supervisory board is of the view that she has demonstrated the desired commitment and respective expertise in her role in the Company. Upon recommendation of the Compensation and Nomination & Corporate Governance Committee, the supervisory board has therefore recommended her re-appointment and pursuant to the articles of association of the Company, the supervisory board has made the following binding nomination: to re-appoint Susan Coles as member of the supervisory board.

The relevant biographical details and curriculum vitae of Susan Coles as nominee are set in the Company's annual report 2022 which is available for inspection at the offices of the Company as well as on the Company's website (www.tmepharma.com).

The new term of office of Susan Coles as member of the supervisory board will be two years as from the General Meeting up to and including the annual general meeting of shareholders to be held in 2025.

Susan Coles, as member of the supervisory board and respectively as member of the Audit Committee and chair of the Compensation Nomination & Corporate Governance Committee, will receive a remuneration in conformity with the remuneration policy as lastly amended by the General Meeting on 29 June 2022 which is available on the Company's website (www.tmepharma.com).

Agenda item 4 – Appointment of Baker Tilly (Netherlands) N.V. as statutory auditor for the financial year 2023 (voting)

Based on the Audit Committee's assessment of the functioning of Baker Tilly (Netherlands) N.V. as external auditor in respect of the audit of the annual accounts for the financial year 2022 and its recommendation to the supervisory board, the board of directors and the supervisory board propose to re-appoint Baker Tilly (Netherlands) N.V. as statutory auditor. This agenda item proposes to appoint Baker Tilly (Netherlands) N.V. as statutory auditor for the financial year 2023.

Agenda item 5 – Partial amendment of the articles of association in relation (i) to the increase of the authorised share capital and (ii) to (re-instating) a transitional provision to further increase the authorised share capital (voting)

To facilitate further capital increases to support the Company's continuous need for equity investors by current and new investors, it is proposed to increase the Company's authorised share capital and in connection therewith to re-instate a transitional clause that would allow for a further increase of the authorised share

capital of the Company when it will have used up its room for issuances of new common shares and/or preference shares under the authorised share capital.

Attached to this explanation is an overview of the current text of the relevant provisions of the articles of association of the Company, the proposed amendments to the relevant provisions in order to implement this agenda item 5 and a short explanation to the proposed amendment (both in the original Dutch version as well as an informal English translation).

This proposal includes the authorization of each lawyer, (deputy/assigned) civil law notary and practice support lawyer practicing with Freshfields Bruckhaus Deringer LLP, aforementioned, to execute the deed of partial amendment of the articles of association and to perform all administrative acts necessary to update the records of the trade register of the Dutch Chamber of Commerce in connection with the amendment of the articles of association.

Agenda item 6 – Delegation to the board of directors to issue ordinary shares and/or preference shares and to limit or exclude any pre-emptive rights in connection therewith (voting)

At the ordinary general meeting held on 29 June 2022, the board of directors was delegated with the authority to, subject to approval of the supervisory board, issue ordinary shares in the capital of the Company and grant rights to subscribe for ordinary shares and/or preference shares in the capital of the Company, at any time during a period of 5 years as from the date the amendment of the articles of association approved at that general meeting took effect on 27 July 2022, i.e. until 26 July 2027, and further up to the maximum number of ordinary and/or preference shares, as applicable, available under the Company's authorised share capital and, subject to the transitional provision taking effect, and therefore up to the maximum of ordinary shares and/or preference shares, as applicable, available under the authorised share capital at that time as a result of the transitional provision having become effective. The authorization is intended to allow the board of directors to issue new ordinary shares and/or preference shares, as applicable, for general purposes, which includes, without limitation, mergers, demergers, acquisitions and other strategic transactions and alliances as well as pursuant to the ESOP and to limit or exclude any pre-emptive rights in connection therewith (the **Existing Authority**).

However, in connection with the amendment of the articles of association as approved under agenda items 7 and/or 8, of the extraordinary shareholders meeting held on 30 January 2023 and as implemented on 12 May 2023 (the **EGM Amendment**) and as proposed to be further amended under agenda item 5 of this General Meeting (**Proposed Amendment**), this agenda item proposes to replace

and renew the Existing Authority of the board of directors as the corporate body competent to issue ordinary shares and/or preference shares in the capital of the Company and grant rights to subscribe for ordinary shares and/or preference shares in the capital of the Company, with the prior approval of the supervisory board, at any time during a period of 5 years as from the date of this General Meeting, i.e. until 28 June 2028 and further up to the maximum number of ordinary and/or preference shares, as applicable, available under the Company's authorised share capital under the Proposed Amendment and, subject to the related transitional provision taking effect, and therefore up to the maximum of ordinary shares and/or preference shares, as applicable, available under the authorised share capital at that time as a result of the transitional provision having become effective. In case the General Meeting does not resolve to approve the Proposed Amendment under agenda item 5, the authority shall be limited to the maximum number of ordinary and/or preference shares, as applicable, available under the Company's authorised share capital under the EGM Amendment.

The delegation is intended to allow the board of directors to issue new ordinary shares and/or preference shares, as applicable, for general purposes, which includes, without limitation, mergers, demergers, acquisitions and other strategic transactions and alliances as well as pursuant to the ESOP and to limit or exclude any pre-emptive rights in connection therewith.

When the General Meeting votes in favour of the proposal of this agenda item 6, the Existing Authority shall end at the time this new authority takes effect.

Agenda item 7 – Renewal of the delegation to the board of directors to acquire shares (voting)

This agenda item proposes to replace and renew the existing authority of the board of directors as the corporate body competent to repurchase any ordinary shares in the Company's own share capital given to it on 29 June 2022 to allow the liquidity of the stock and support the secondary market through a liquidity agreement with an authorised investment services provider, complying with the charters of ethics approved by the French Autorité des Marchés Financiers (AMF) and the French Association of the Financial Markets (AMAFI).

It is proposed to again designate the board of directors to repurchase any ordinary shares in the Company's own share capital for the same purpose through stock exchange trading or otherwise up to 10% of the issued and outstanding ordinary share capital at any time during a period of 18 months as of the day of the General Meeting and therefore up to and including 28 December 2024 against a repurchase price between EUR 0.01 and EUR 50.00, with the prior approval of the supervisory board.

ATTENDANCE INFORMATION

General Meeting documentation

The General Meeting documentation:

- annual accounts and report of the board of directors for 2022;
- agenda and the explanatory notes to the agenda;
- text proposal partial amendments of the articles of association; and
- instructions and documents for participation and voting at the General Meeting,

are available on the Company's website (www.tmepharma.com). These documents are also available at the Company's offices at Max-Dohrn-Strasse 8-10 10589 Berlin, Federal Republic of Germany, for shareholders and persons entitled to attend the meeting who, upon request, will receive a copy free of charge.

Participation and voting

Under Dutch law and the Company's articles of association, persons entitled to attend and to vote at the General Meeting are shareholders of the Company (which for the purposes of this notice includes holders of a Dutch law right of usufruct) who (i) were registered as shareholder in one of administration records of the intermediaries that are (indirectly) participants in Euroclear France on 01 June 2023 (the **Registration Date**) after all debit and credit entries have been handled as per the Registration Date and (ii) have notified the Company by 17.00 hours (CEST) on 22 June 2023 of their attendance in writing or electronically (contact details at the end of this announcement). You do not need to be present to cast your vote at the General Meeting on 29 June 2023. Instead, you can give your voting instructions by proxy.

Representation by proxy

Subject to compliance with the provisions above, shareholders who cannot attend and vote at the General Meeting in person may also be represented at the General Meeting by proxy. In order to be eligible to give proxy and voting instructions, the relevant shareholder must ensure that (i) he or she is registered as a shareholder in the manner as described above and (ii) the duly completed and signed proxy including, as appropriate, voting instructions, are received by the Company by 17.00 hours (CEST) on 22 June 2023 in writing or electronically (contact details at the end of this announcement). Shareholders who cannot attend and vote in person, are urged to give proxy and voting instructions to Bert Spijkervet, deputy civil law notary with Freshfields Bruckhaus Deringer LLP, by completing the power of attorney form available on the Company's website under "Attendance notice and PoA".



Attendance card

Shareholders who have notified the Company of their attendance (either in person or by proxy), will receive an attendance card issued in their name. This will serve as admission certificate and prior to the start of the General Meeting, the shareholder (or his or her proxy) will need to hand over the attendance card, and as applicable the written power of attorney, at the registration desk before being allowed to enter the General Meeting.

Identification

Persons entitled to attend the General Meeting may be requested to identify themselves at the registration desk prior to admission to the General Meeting and are therefore requested to bring a valid identity document.

Address details of the Company:

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