

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF TME PHARMA N.V.

Minutes of the proceedings of the extraordinary general meeting of shareholders of **TME Pharma N.V.**, a public company with limited liability (*naamloze vennootschap*) incorporated under the laws of the Netherlands, having its official seat in Amsterdam, the Netherlands, its registered office address at Max-Dohrn-Strasse 8-10, 10589 Berlin, Germany, and registered with the trade register of the Netherlands Chamber of Commerce under number 62425781 (the **Company**), held at Strawinskylaan 10, 1077 XZ in Amsterdam, the Netherlands, on 30 January 2023.

In accordance with Article 33, paragraph 1, of the Company's articles of association, Dr. A. Mangasarian, member of the board of directors and CEO of the Company, was appointed as chairman over the meeting. L.R.L. Spijkervet, deputy civil law notary with Freshfields Bruckhaus Deringer LLP, Amsterdam office, acted as secretary of the meeting.

AGENDA ITEM 1

OPENING

Dr. A. Mangasarian (the **Chairman**) present at the meeting venue, opened the meeting at 13.30 hours CET. The Chairman noted that other than by way of proxy issued to L.R.L. Spijkervet no shareholder turned up at the meeting. Each of the powers of attorney included a clear voting instruction.

The Chairman noted that:

- the convocation for the meeting had been published on the Company's website on 30 December 2022 and in the Dutch newspaper with national circulation '*Trouw*' on 31 December 2022 and that the meeting had been convened in accordance with the law and the articles of association;
- the documents for the meeting had been available as from that date on the Company's website and at the Company's offices at Max-Dohrn-Strasse 8-10, 10589 Berlin, Germany, for shareholders and persons entitled to attend the meeting who, upon request, could receive a copy free of charge;
- the members of the supervisory board of the Company had scheduling conflicts and therefore were not able to be present at the meeting (via conference call or in person); and
- on the registration date, 02 January 2023, being the 28th day prior to the day of the meeting, the Company's issued and outstanding share capital amounted to EUR 1,727,195 consisting of 1,727,195 ordinary shares with a nominal value of EUR 1.00 each (excluding treasury shares) and that according to the attendance list 57,824 of those shares were present or represented, as such constituting 3.35% of the applicable issued outstanding share capital of the Company, for which in total 57,824 votes could be cast at the meeting. The agenda for the meeting constituted of the following agenda items:

AGENDA ITEM 2

CAPITAL REDUCTION AND PARTIAL AMENDMENT OF THE ARTICLES OF ASSOCIATION IN RELATION TO A REDUCTION OF THE NOMINAL VALUE OF THE SHARES (*VOTING ITEM*)

It was proposed to reduce the nominal value of each share from EUR 1.00 to EUR 0.01. The difference between the aggregate nominal value of all issued and fully paid-up shares immediately prior to the capital reduction

becoming effective and the aggregate nominal value of all issued and fully paid-up shares immediately after the capital reduction becoming effective would not be repaid to the shareholders but would be added to the Company's share premium reserve. As a matter of Dutch statutory law, the effectiveness of such capital reduction is subject to observing a statutory creditor opposition period of two months and conditional upon the execution of a partial amendment of the articles of association of the Company to reflect the reduced nominal value of each share. The required amendments to the relevant provisions and a short explanation to the proposed amendment (both in the original Dutch version as well as an informal English translation) has been attached to the convocation notice and available at the Company's offices.

Certain questions had been raised in advance of the meeting by shareholders seeking explanation for the agenda items as well as questions around the status of the brain cancer trial. The below constitutes the responses to those questions by Dr. Aram Mangasarian:

This extraordinary general meeting of shareholders was convened to vote on the proposal to reduce the nominal value per share and increase authorized share capital. Both actions are preemptive measures for the Company to ensure its ability to continue financing its activities. It is our goal to bring long-term investors on board that would allow the Company to end reliance on convertible debt financing.

We believe that compelling clinical data emerging from the ongoing Phase 1/2 brain cancer trial supports further development and our team remains committed to developing novel therapies for treatment of one of the most aggressive cancers. The Company is focusing its current capabilities towards the strategic goal of bringing NOX-A12-based therapy to the glioblastoma patients as the opportunity with the fastest path to approval. We hope our shareholders will continue to support us in this mission.

The Chairman noted that given that less than half of the issued share capital was represented at the meeting, a majority of two third of the votes cast was required to adopt the proposal. The Chairman established that all votes had been cast in favor of the cancellation of shares and that there were no votes against and no abstentions.

AGENDA ITEM 3

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 ITEM)

To facilitate further capital increases to support the Company's continuous need for equity investors by current and new investors, it was 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.

It is noted that this proposal, if approved by the General Meeting, will only be implemented if agenda item 2 has also been approved.

The required amendments to the relevant provisions and a short explanation to the proposed amendment (both in the original Dutch version as well as an informal English translation) has been attached to the convocation notice and available at the Company's offices. 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.

The Chairman noted that given that less than half of the issued share capital was represented at the meeting, a majority of two third of the votes cast was required to adopt the proposal. The Chairman established that all votes had been cast in favour of the resolution and that there were no abstentions.

Close of meeting

The Chairman closed the meeting at 13.55 hours CET.

Signed on 28 February 2023

was signed by

Chairman

Secretary