



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

Minutes of the proceedings of the annual 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, Federal Republic of 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 27 June 2024 (the **General Meeting**).

In accordance with Article 33, paragraph 1, of the Company's articles of association (the **Articles of Association**), Dr. A. Mangasarian, member of the board of directors of the meeting, was appointed as chairperson 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, was appointed by the supervisory board of the Company (the **Supervisory Board**) to chair the meeting (the **Chairperson**) and present at the meeting venue, opened the meeting at 13.30 hours CEST. The Chairperson noted that other than by way of proxy issued to L.R.L. Spijkervet, deputy civil law notary with Freshfields Bruckhaus Deringer LLP, Amsterdam office, no shareholder turned up at the meeting. The submitted Power of Attorney included a clear voting instruction.

The Chairperson noted that:

- the convocation for the meeting had been published on the Company's website on 27 May 2024 and in the Dutch newspaper with national circulation 'Trouw' on 27 May 2024 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, Federal Republic of Germany, for shareholders and persons entitled to attend the meeting who, upon request, could receive a copy free of charge;
- Dr. Aram Mangasarian, member of the board of directors of the Company (the **Board of Directors**) was present at the meeting in person;
- Susan Coles, Dr. C. A. Izeboud and Dr. Maurizio PetitBon, all members of the Supervisory Board, and Dr. Lee Schalop were present at the meeting in person;
- the statutory auditors were available by telephone to answer any questions regarding agenda item 2 should there be any;
- on the registration date, 30 May 2024, being the 28th day prior to the day of the meeting, the Company's issued and outstanding share capital amounted to EUR 284,046.27 consisting of 28,404,627 ordinary shares with a nominal value of EUR 0.01 each (excluding treasury shares) and that according to the attendance list 627,637 of those shares were present or represented, as such constituting 2.21% of the entire issued and outstanding share capital of the Company, for which in total 627,637 votes could be cast at the meeting; and

- the Company had allowed shareholders to submit their questions in advance of the meeting by e-mail.

It is noted that in preparation for the General Meeting, the Company has undertaken extensive efforts to outreach to shareholders requesting them to submit their PoA, including to the following measures:

- ⇒ placing the invitation in the Dutch newspaper *Trouw* on 27 May 2024,
- ⇒ issuing the corresponding press release on BusinessWire (and through that on Euronext webpage),
- ⇒ issuing the corresponding press release and placing it on the Company's webpage,
- ⇒ informing its centralizing agent Uptevia with the request to pass on the information + documentation of the General Meeting to their affiliated custodians asking them to submit a PoA.

The agenda for the meeting constituted of the following agenda items:

AGENDA ITEM 2 - Annual accounts 2023

2a - Discussion of the annual report 2023 (*discussion item only*)

The annual report 2023 had been made available through the Company's corporate website.

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

The Company has not and will not declare any dividends for the financial year 2023.

2c - Adoption of the annual accounts 2023 (*voting item*)

The Chairperson established that all votes had been cast in favor of the resolution on the adoption of the annual accounts 2023 and that there were no abstentions.

2d - Release from liability of the members of the Board of Directors (*voting item*)

This agenda item concerned the proposal to release Dr. Aram Mangasarian as sole member of the Board of Directors from liability for his management during 2023 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.

The Chairperson established that all votes had been cast in favor of the proposal to release Dr. Aram Mangasarian from liability for his management during the financial year 2023 and that there were no abstentions.

2e - Release from liability of the members of the Supervisory Board (*voting item*)

The Board of Directors requested the meeting to release all members of the Supervisory Board in 2023 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.

The Chairperson established that all votes had been cast in favor of the resolution and that there were no abstentions.

2f - Compliance with the revised Dutch Corporate Governance Code 2022 (*discussion item only*)

Regarding the corporate governance statement, the Chairperson indicated that the Company takes the corporate governance of the Company very seriously and referred to the relevant pages of the annual report 2023.

AGENDA ITEM 3 - (Re-)appointment of certain members of the Supervisory Board (*voting item*)



The term of office of each of Dr. Maurizio PetitBon and Dr. Cornelis Alexander Izeboud as members of the Supervisory Board expired on the day of the General Meeting. Both had expressed their willingness to accept a re-appointment into their current office.

The new term of office of Dr. Maurizio PetitBon and Dr. Cornelis Alexander Izeboud as members of the Supervisory Board would be two years as from the General Meeting up to and including the annual general meeting of shareholders to be held in 2026.

3a – Re-appointment of Dr. Maurizio PetitBon as member of the supervisory board *(voting item)*

The Chairperson established that all votes had been cast in favor of the re-appointment of Dr. Maurizio PetitBon and that there were no abstentions.

3b – Re-appointment of Dr. Cornelis Alexander Izeboud as member of the supervisory board *(voting item)*

The Chairperson established that all votes had been cast in favor of the re-appointment of Dr. Cornelis Alexander Izeboud and that there were no abstentions.

3c – Supervisory Board’s binding nomination concerning appointment of Dr. Lee Schalop as member of the Supervisory Board *(voting item)*

The Chairman informed the meeting that the Supervisory Board was further of the view that the current development and performance of the Company and its strategy supported enlarging the Supervisory Board to four members. The Supervisory Board had therefore made the binding nomination to appoint Dr. Lee Schalop as additional member of the Supervisory Board. Relevant biographical details and curriculum vitae were included in the explanatory notes to the agenda for the meeting. The first term of office of Dr. Lee Schalop as supervisory director would be two years as from the meeting up to and including the annual general meeting of shareholders to be held in 2026.

The Chairperson established that all votes had been cast in favor of the appointment of Dr. Lee Schalop and that there were no abstentions.

AGENDA ITEM 4 - Appointment of Baker Tilly (Netherlands) N.V. as statutory auditor for the financial year 2024 *(voting item)*

Upon assessment of the functioning of Baker Tilly (Netherlands) N.V. as external auditor during the financial year of 2023, the Board of Directors and the Supervisory Board had proposed to re-appoint Baker Tilly (Netherlands) N.V. as statutory auditor for the financial year 2024.

The Chairperson established that all votes had been cast in favor of the resolution and that there were no abstentions.

AGENDA ITEM 5 - Partial amendment of the articles of association in relation to the increase of 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 is proposed to increase the Company’s authorised share capital that would allow for



further increase of the room for issuances of new common shares and/or preference shares in the capital of the Company.

In the convocation documents an overview of the current text of the relevant provision of the articles of association, the proposed amendment to that provision and a short explanation to the proposed amendment (both in the original Dutch version as well as an informal English translation) were included.

The proposal included the authorization of each lawyer, (deputy) civil law notary and paralegal 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 Chairperson 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 Chairperson established that all votes had been cast in favor of the resolution and that there were no abstentions.

AGENDA ITEM 6 - Partial amendment of the articles of association in relation 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 investment by current and new investors, it is proposed to re-instate a transitional provision in the articles of association that would allow for an increase of the authorised share capital of the Company when it will have used up the authorised capital proposed under agenda item 5 for issuances of new common shares and/or preference shares in the capital of the Company (i.e., when the Company's issued and paid-up share capital amounts to EUR 1,000,000).

In the convocation documents an overview of the current text of the relevant provision of the articles of association, the proposed amendment to that provision and a short explanation to the proposed amendment (both in the original Dutch version as well as an informal English translation) were included.

The proposal included the authorization of each lawyer, (deputy) civil law notary and paralegal 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 Chairperson 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 Chairperson established that all votes had been cast in favor of the resolution and that there were no abstentions.

AGENDA ITEM 7 - Renewal of the 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 item*)

At the ordinary general meeting held on 29 June 2023, 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 of that 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 and, subject to the related transitional provision taking effect, 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 proposed under agenda items 5 and 6, and on proposal of the Board of Directors, this agenda item proposes to replace and renew the Existing Authority of the Board of Directors as the corporate body competent to issue ordinary 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, and to limit or exclude any pre-emptive rights in connection therewith, with the prior approval of the Supervisory Board, at any time during a period of 5 years as from the date the amendment of the articles of association concerning items 5 and 6 take effect and further up to the maximum number of ordinary and/or preference shares, as applicable, available under the Company's new to be increased authorised share capital and, subject to the transitional provision taking effect, as such clauses will read after execution of the deed concerning the partial amendment of the articles of association as provided for under agenda items 5 and 6 above, 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 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.

The Chairperson 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 Chairperson established that all votes had been cast in favor of the resolution and that there were no abstentions and with this the existing delegation of authority from 29 June 2023 ended.

AGENDA ITEM 8 - Renewal of the delegation to the Board of Directors the authority to acquire shares (*voting item*)

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 2023 to allow the liquidity of the stock and support the secondary market through a liquidity agreement with an authorised investment services provides, 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 26 December 2025 against a repurchase price between EUR 0.01 and EUR 50.00, with the prior approval of the Supervisory Board.



The Chairperson established that all votes had been cast in favor of the resolution and that there were no abstentions.

AGENDA ITEM 9 - Amendment of the remuneration policy regarding the compensation structure of managing and supervisory board directors in addition to general amendments (*voting item*)

The Chairman explained that this agenda item concerned a proposal to amend the Company's remuneration policy and that the proposed amended remuneration policy of the Company in order to implement this agenda item 9 was included in the convocation documents.

The Chairman established that all votes were cast in favor of the resolution and that there were no abstentions.

Close of meeting

The Chairperson noted that all voting items on the agenda were adopted, that there were no votes against and that there were no abstentions. The Chairperson closed the meeting at 13.50 hours CEST.

Signed on 15 July 2024

was signed by

Chairperson

Secretary