

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, 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 30 September 2024.

In accordance with Article 33, paragraph 1, of the Company's articles of association, L.R.L. Spijkervet, deputy civil law notary with Freshfields Bruckhaus Deringer LLP, Amsterdam office, was appointed as chairperson over the meeting (the **Chairperson**). In accordance with Article 33, paragraph 3, of the Company's articles of association, the Chairperson appointed S. Verspiek, candidate civil law notary with Freshfields Bruckhaus Deringer LLP, Amsterdam office, as secretary of the meeting (the **Secretary**).

AGENDA ITEM 1

OPENING

The Chairperson 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 himself no shareholder turned up at the meeting. The powers 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 August 2024 and in the Dutch newspaper with national circulation 'Trouw' on 28 August 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, Germany, for shareholders and persons entitled to attend the meeting who, upon request, could receive a copy free of charge;
- Dr. Aram Mangasarian, sole member of the Board of the Company, was present at the meeting via conference call;
- Dr. Maurizio PetitBon, member of the supervisory board of the Company, was present at the meeting via conference call;
- the other 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);
- on the registration date, 02 September 2024, being the 28th day prior to the day of the meeting, the Company's issued and outstanding share capital amounted to EUR 421,095.58 consisting of 42,109,558 ordinary shares with a nominal value of EUR 0.01 each (excluding treasury shares) and that according to the attendance list 752,637 of those shares were present or represented, as such constituting 1.79% of the applicable issued outstanding share capital of the Company, for which in total 752,637 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 this extraordinary 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 28 August 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 and documentation of the Extraordinary general meeting to their affiliated custodians asking them to submit a power of attorney.

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

AGENDA ITEM 2

APPOINTMENT OF DR. ALEXANDRA GLUCKSMANN AS MEMBER OF THE SUPERVISORY BOARD (VOTING)

A question had been raised in advance of the meeting by a shareholder seeking explanation for the agenda item. The below constitutes the response to this question by Dr. Aram Mangasarian:

Q: Even though, it is more than welcome to have experienced professionals joining the Board of the company, could you please give an update of the different and specific roles and prerogatives given to the Board and to the Data Safety Monitoring Board on which the company previously communicated and which seems not active anymore. In the case there would be no more DSMB, do you consider organizing such a governance body?

A: The Company applies a two-tier board structure that consists of two separate statutory corporate bodies, comprising the management board (being responsible for the day-to-day management of the Company) and the supervisory board (with the authority to oversee the management of the Company). The recent appointment concerns an addition to the Company's Supervisory Board. It needs to be ensured that each Supervisory Board member has the specific expertise required for the fulfilment of its duties.

Unlike the management board or the supervisory board, the GLORIA Data Safety Monitoring Board (DSMB) was established specifically for the glioblastoma clinical study to advise TME Pharma about the continued safety of the study participants. DSMBs typically consist of independent clinical experts and are particularly important in studies where interim data analysis is required to ensure the safety of research participants, e.g. when a study protocol foresees the escalation of the dose of an experimental drug. Since the dose escalation portion of the GLORIA Phase 1/2 study was completed and the GLORIA DSMB granted the final validation of the highest dose of NOX-A12 in that trial (as announced in the press release on May 10, 2021, the current GLORIA study protocol doesn't stipulate further dose escalation, and therefore the engagement of a DSMB is not foreseen. However, depending on potential future amendments of the study protocol or the nature of new clinical studies, the Company will decide whether to establish a DSMB or not.

Therefore, the responsibilities of the Supervisory Board and a DSMB are of different nature and a DSMB cannot be considered a statutory corporate body.

The Chairperson informed the meeting that the Supervisory Board was of the view that the current development and performance of the Company and its strategy supported enlarging the Supervisory Board to five members. The Supervisory Board had therefore made the binding nomination to appoint Dr. Alexandra Glucksmann 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. Alexandra Glucksmann 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. Alexandra Glucksmann 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 13.36 hours CEST.

Signed on 1 October 2024

was signed by



Chairperson



Secretary