



Vivoryon Therapeutics N.V.

Amsterdam

ISIN NL00150002Q7 / VVY

Notice of Extraordinary General Meeting of Shareholders

This is the notice of the

extraordinary general meeting of shareholders

of Vivoryon Therapeutics N.V. (the “**company**”) to be virtually held

on Friday, March 12, 2021 at 11 a.m. (CET),

In accordance with the Temporary Act COVID-19 Justice and Safety (*Tijdelijke wet COVID-19 Justitie en Veiligheid*), shareholders can only attend the meeting virtually through an audio webcast via the company’s website, at <https://www.vivoryon.com/extraordinary-general-meeting-2021/>. Votes can only be cast by proxy to Mr. J.H.F. Siemerink, civil law notary in Amsterdam, the Netherlands, and/or his substitute.

**I.
Agenda**

- 1. Opening**
- 2. Re-appointment of Dr. Ulrich Dauer as executive member of the board (*voting item*)**

Upon April 30, 2021, the term of office of the executive board member Dr. Ulrich Dauer will expire. In accordance with article 15.4 of the company’s articles of association the board of directors (the “**board**”), by way of binding nomination, proposes to re-appoint

Dr. Ulrich Dauer as executive member of the board with effect from May 1, 2021 and until immediately after the closing of the annual general meeting of the company to be held in 2024. The board will re-grant Dr. Ulrich Dauer the title Chief Executive Officer (CEO).

Profile of the proposed candidate:

Date of birth:	February 25, 1965
Nationality:	German
Current position:	Chief Executive Officer of the company
Date of initial appointment:	May 1, 2018
Current term in office:	3 years
Shares held in the company:	33,982
Previous positions:	Dr. Dauer has had a career spanning more than 20 years in the biopharmaceutical industry in both public and private companies. As one of the founders, Dr. Dauer previously worked for 14 years as CEO of 4SC AG, attracting multiple private and, upon the company's listing at the Prime Standard segment of Deutsche Börse in 2005, public investors. Under his leadership, 4SC closed multiple industry partnerships with international biopharmaceutical companies. In subsequent leadership positions in the biotech industry, he executed in 2014 the € 130 M trade sale of Activaero and later took up CEO positions of two privately held biotech companies. Dr. Dauer holds a PhD in Chemistry from the Julius-Maximilians University of Würzburg.
Current ancillary positions:	Chairman of the Advisory Board of Atriva Therapeutics GmbH
Supervisory positions:	Not applicable

Reasons for nomination for re-appointment:

Dr. Ulrich Dauer has been Chief Executive Officer of the company since May 1, 2018 and has since then proven excellent exercise of leadership by leading the company through challenging developments and transformation and as such made a very important contribution to the company's achievements and progress. His broad and extensive experience in the biopharmaceutical industry, as Chief Executive Officer of the company and in leadership positions of other public and internationally operating companies is of great value to the company and makes him well fit to lead the company into the next stage of development.

Remuneration:

In its meeting of December 4, 2020, the board resolved to renew the service agreement with Dr. Ulrich Dauer, including the following remuneration components, effective May 1, 2021:

- base salary of € 290,000 per annum; and
- success based payment of € 100,000 per annum (depending on achievement of management corporate / management goals as defined on an annual base respectively).

In addition, at the general meeting held on September 30, 2020, the Stock Option Program 2020 was adopted, pursuant to which Dr. Ulrich Dauer may be granted the right to acquire up to 236,775 shares in the capital of the company, under the conditions set out in the Stock Option Program 2020. Further information can be found on the company's website at <https://www.vivoryon.com/investors-news/ordinary-general-meeting-of-shareholders-2020/>.

Pursuant to Section 2:135a of the Dutch Civil Code and article 16.1 of the company's articles of association, the company should have a policy on the remuneration of the board. The remuneration policy of the company will be submitted for adoption to the annual general meeting of shareholders to be held in 2021. In the annual general meeting of shareholders the board will motivate how the remuneration of Dr. Ulrich Dauer is in line with the proposed remuneration policy.

3. Appointment of Mr. Florian Schmid as executive member of the board (voting item)

In accordance with article 15.4 of the company's articles of association the board, by way of binding nomination, proposes to appoint Mr. Florian Schmid as executive member of the board with effect from April 1, 2021 and until immediately after the closing of the annual general meeting of the company to be held in 2024. The board will grant Mr. Florian Schmid the title Chief Financial Officer (CFO).

Profile of the proposed candidate:

Date of birth:	March 11, 1974
Nationality:	German
Current position:	Director Finance & Controlling, InflaRx N.V.
Shares held in the company:	Not applicable
Previous positions:	Mr. Schmid has 20 years of finance leadership experience in public biopharmaceutical and technology businesses. Mr. Schmid joins the company from InflaRx N.V., where he served as Director Finance & Controlling supporting various financing transactions including a U.S. IPO. Prior to that role, Mr. Schmid spent nearly six years at T-Systems International GmbH, where he most recently led the Global Deal & Business Support department. Mr. Schmid began his career as certified Tax Advisor and Public Accountant at Arthur Andersen and Ernst & Young. He received a business degree from the Ludwig-Maximilian-University, Munich.

Current ancillary positions: Not applicable

Supervisory positions: Not applicable

Reasons for nomination for appointment:

Mr. Florian Schmid has a sound and long year financial background in leadership positions in finance departments in various industries including a NASDAQ-listed biotechnology company and having served as a certified tax advisor and certified public accountant in Germany has excellent and extensive knowledge of tax structuring and international and public financial reporting standards. His broad and extensive experience in finance leadership positions in the biopharmaceutical industry is of great value to the company and makes him well fit to co-lead the company into the next stage of development.

Remuneration:

In its meeting of January 29th, 2021, the board resolved to conclude a service agreement with Mr. Florian Schmid, including the following remuneration components, effective April 1, 2021:

- base salary of € 200,000 per annum; and
- success based payment of € 40,000 per annum (depending on achievement of management corporate / management goals as defined on an annual base respectively).

Pursuant to Section 2:135a of the Dutch Civil Code and article 16.1 of the company's articles of association, the company should have a policy on the remuneration of the board. The remuneration policy of the company will be submitted for adoption to the annual general meeting of shareholders to be held in 2021. In the annual general meeting of shareholders the board will motivate how the remuneration of Mr. Florian Schmid is in line with the proposed remuneration policy.

4. Appointment of the external auditor for the financial year 2020 (voting item)

In the general meeting held on September 30, 2020, it was resolved to - in case of the conversion of the company from a German AG into a Dutch N.V. - appoint KPMG Accountants N.V., Zuiderzeelaan 33, 8017 JV Zwolle, the Netherlands ("**KPMG Netherlands**") to audit the annual accounts of the company for the first financial year of the company as an N.V.

Some uncertainty has arisen whether the appointment - when the company still had the legal form of a German AG - of KPMG NL to audit the annual accounts of the company as an N.V. for the financial year 2020 has been validly made.

Therefore, the board now proposes to confirm the appointment of, and to the extent required to appoint, KPMG Netherlands to audit the annual accounts of the company for the financial year 2020.

The proposal of the board as to this item 4 of the agenda is made based on a recommendation of the audit committee of the board, which includes KPMG Netherlands and Deloitte Accountants B.V. as selected audit firms with a preference for KPMG Netherlands.

5. **Any other business**
6. **Closing**

II. Other details of the notice

1. Information and documents

The agenda and explanatory notes (including the information regarding the nominated executive members of the board) are available for viewing and downloading on the company's website at <https://www.vivoryon.com/extraordinary-general-meeting-2021/>.

Moreover, they are available free of charge at the offices of the company at:

Weinbergweg 22
06120 Halle (Saale)
Germany

during the usual business hours of the company from Monday through Friday from 09:00 a.m. until 04:00 p.m. (CET).

2. Procedure for participation

Record date

Those persons who (i) on **Friday, February 12, 2021**, after close of trading on Euronext Amsterdam (the "**Record Date**") are registered in one of the registers designated for that purpose by the board below and (ii) have submitted their application to attend as set out below, will be regarded as having the right to vote and to virtually attend the general meeting.

Register

The administrations of the intermediaries as defined in the Dutch Securities Giro Act (*Wet giraal effectenverkeer*), showing those entitled to these shares as at the Record Date are designated as the (sub-)registers of holders of shares.

Application

Shareholders (or their authorised representatives) who wish to attend the general meeting virtually must apply as from the Record Date and no later than on **Friday, March 5, 2021, 06:00 p.m. (CET)** via their own intermediary at which their shares are administered to:

Vivoryon Therapeutics N.V.
c/o Computershare Operations Center
80249 München, Germany

Fax: +49 (0)89 30903-74675

E-mail: anmeldestelle@computershare.de

In all circumstances, the intermediaries will need to issue a statement to Vivoryon Therapeutics N.V., c/o Computershare Operations Center as mentioned above, no later than **Friday, March 5, 2021, 6:00 p.m. (CET)**, stating the number of shares held on the Record Date by the shareholder concerned which have been applied for registration. In addition, the intermediaries are requested to include the full address details as well as the valid e-mail address of the relevant shareholder in order to be able to verify the shareholding on the Record Date in an efficient manner

The company or Computershare on its behalf will provide a shareholder that has been duly registered in accordance with the procedure above by e-mail with login details for the audio webcast.

3. Procedure for granting proxies with voting instructions

Shareholders who wish to exercise their voting rights are requested to grant a proxy with voting instructions to Mr. J.H.F. Siemerink, civil law notary in Amsterdam, the Netherlands, and/or his substitute (the “**Proxy Holder**”), provided they have submitted their application to attend the general meeting in time in the manner set out above.

A form for granting a written proxy is available on the company’s website at <https://www.vivoryon.com/extraordinary-general-meeting-2021/>. The completed proxy form should be received for organizational reasons until **Friday, March 5, 2021, 06:00 p.m. (CET)** at the following address, telefax number or e-mail address:

Vivoryon Therapeutics N.V.
c/o Computershare Operations Center
80249 München, Germany

Fax: +49 (0)89 30903-74675

E-mail: anmeldestelle@computershare.de

4. Submission of questions

From today until **Tuesday, March 9, 2021, 11 a.m. (CET)** the latest, shareholders may submit written questions about the items on the agenda via investor@vivoryon.com. These questions will, possibly thematically, be dealt with and discussed at the latest at the general meeting and the answers will be published on the company’s website.

Shareholders who were timely registered for the general meeting and who have submitted questions prior to the deadline as set out above may ask follow-up questions during the general meeting via a chat function, unless this cannot reasonably be asked given the circumstances at that time, and will for that purpose receive a personal login and password. The chairman of the meeting may further determine this in the interest of the order of the general meeting.

The personal login credentials together with a login manual will be send to the relevant shareholders within 48 hours prior to the general meeting.

5. Webcast

There will be a live audio webcast of the integral general meeting via the company’s website, at <https://www.vivoryon.com/extraordinary-general-meeting-2021/>.

6. Number of issued shares and voting rights

At the time of convening the general meeting, the company’s registered share capital amounts to € 19,975,482.00 and is divided in 19,975,482 shares. Each share confers one vote. Accordingly, at the date of convening the general meeting, the total number of voting rights in the company is 19,975,482. The company does not hold any own shares; there are no shares of different classes.

Halle (Saale), January 29, 2021

Vivoryon Therapeutics N.V.

The Board

Contact information:

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