



BOARD PROFILE

Adopted by the Board of Vivoryon Therapeutics N.V. on April 29, 2021



1 INTRODUCTION

- 1.1 This is the profile (the **Board Profile**) of the Board as prepared by the Non-Executive Directors taking into account the nature of the Company's business and the Board's activities, and as adopted by the Board on April 29, 2021 in accordance with best practice provision 2.1.1 of the Code.
- 1.2 This Board Profile is posted on the Company's website.
- 1.3 The meaning of certain capitalized terms used in this Board Profile is set forth in the List of Definitions attached as **Annex**.

2 DESIRED EXPERTISE AND BACKGROUND OF THE INDIVIDUAL DIRECTORS

- 2.1 Each Director should have the specific expertise required for the fulfilment of his duties. Each Non-Executive Director should be capable of assessing the broad outline of the overall management.
- 2.2 The composition of the Board shall be such that the requisite expertise, background, competencies and - as regards its Non-Executive Directors - independence are present for it to carry out its duties properly and will enable the Board to in the best way perform its duties towards the Company and the stakeholders of the Company (including its shareholders).
- 2.3 The composition and qualities of the Board as a whole should be in line with the Company's size, portfolio, nature, culture, geographical spread and its status as a listed company. It is important that sufficient expertise is available within the Board to identify opportunities and risks that may be associated with innovations in business models and technologies in a timely manner.
- 2.4 The Non-Executive Directors are selected and recommended according to the following selection criteria:
- (i) background/ education/ training/ degrees;
 - (ii) (international) experience;
 - (iii) skills;
 - (iv) independence;
 - (v) diversity.
- 2.5 In particular, the following areas of expertise and backgrounds shall vest among the Non-Executive Directors:
- (i) pharmacological research and research into the Alzheimer's disease and similar diseases;
 - (ii) biopharmaceutical industry;
 - (iii) financial and capital markets, including, given the international positioning of the Company, US markets;



- (iv) financial administration and accounting, and internal risk management and control systems;
- (v) management strategy and risks inherent to the Company's business;
- (vi) compliance, stock exchange rules, corporate governance.

2.6 In order to ensure that the group of Non-Executive Directors is properly composed, nominations for the appointment of a Non-Executive Director shall be made taking into account the general criteria described above in this Clause **Fehler! Verweisquelle konnte nicht gefunden werden..**

3 DESIRED DIVERSE COMPOSITION OF THE BOARD

3.1 The desired composition of the Board complies with the Company's diversity policy.

4 SIZE OF THE BOARD

4.1 Pursuant to article 15.1 of the Company's articles of association, the Board shall consist of one or more Executive Directors and one or more Non-Executive Directors. The number of Non-Executive Directors must always exceed the number of Executive Directors. Only individuals can be Directors.

4.2 The size of the Board shall reflect the requirements set out in Clause 2.2. From April 1, 2021, the Board shall consist of three (3) Executive Directors and four (4) Non-Executive Directors.

5 INDEPENDENCE OF THE NON-EXECUTIVE DIRECTORS

5.1 The composition of the Board shall be such that the Non-Executive Directors are able to operate independently and critically vis-à-vis one another, the Executive Directors and any particular interests involved. In particular, the following criteria apply to the Non-Executive Directors:

- (i) at most one Non-Executive Director does not qualify as independent pursuant to best practice provision 2.1.8 under (i) through (v) of the Code;
- (ii) less than half of the Non-Executive Directors do not qualify as independent pursuant to best practice provision 2.1.8 of the Code; and
- (iii) for each shareholder or group of affiliated shareholders who directly or indirectly hold more than ten percent of the shares in the Company, there is at most one Non-Executive Director who can be considered to be affiliated with or representing them as stipulated to in best practice provision 2.1.8 under (vi) and (vii) of the Code.

5.2 The chairman of Board should not be an Executive Director or former Executive Director and should be independent within the meaning of best practice provision 2.1.8 of the Code.

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ANNEX LIST OF DEFINITIONS

1. In this Board Profile, the following terms shall have the following meaning:

Board means the board of directors of the Company.

Code means the Dutch corporate governance code.

Company means Vivoryon Therapeutics N.V., a public company incorporated under the laws of the Netherlands (*naamloze vennootschap*), having its official seat in Amsterdam, the Netherlands.

Director means a member of the Board. Unless the contrary is apparent, this shall include each Executive Director and each Non-Executive Director.

Executive Director means an executive member of the Board.

Non-Executive Director means a non-executive member of the Board.

2. Save where the context dictates otherwise, in this Board Profile:

- (a) words and expressions expressed in the singular form also include the plural form, and vice versa;
- (b) words and expressions expressed in the masculine form also include the feminine form; and
- (c) a reference to a statutory provision counts as a reference to this statutory provision including all amendments, additions and replacing legislation that may apply from time to time.

Headings of clauses and other headings in the Board Profile are inserted for ease of reference and do not form part of the Board Profile for the purpose of interpretation.