



RETIREMENT SCHEDULE

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

1 INTRODUCTION

- 1.1 This is the retirement schedule (the **Retirement Schedule**) for the Non-Executive Directors as prepared by the Non-Executive Directors, and as adopted by the Board on April 29, 2021 in accordance with best practice provision 2.2.4 of the Code. The Non-Executive Directors shall update this Retirement Schedule for adoption by the Board if and when necessary.
- 1.2 This Retirement Schedule is posted on the Company's website.
- 1.3 The meaning of certain capitalized terms used in this Retirement Schedule is set forth in the List of Definitions attached as **Annex**.

2 RETIREMENT SCHEDULE

	Name Non-Executive Director	End of current term
1.	Mr. Erich Maximilian Oswald Platzer (Chairman of the Board)	end of AGM 2022
2.	Ms. Eva Charlotte Lohman	end of AGM 2022
3.	Mr. Dinnies Johannes von der Osten	end of AGM 2022
4.	Mr. Jörg Neermann	end of AGM 2022

3 APPOINTMENT AND RE-APPOINTMENT PERIODS

- 3.1 According to best practice provision 2.2.2 of the Code, Non-Executive Directors will be appointed for a term of four years and may be reappointed for one additional term of four years and subsequently for a term of two years, which term of two years may be extended by at most two years.
- 3.2 The Board holds the view that the current terms of the Non-Executive Directors are to be considered as their first term, as the Code has only become applicable to the Company from the date of its conversion from a public company incorporated under the laws of Germany (*Aktiengesellschaft*) into a public company incorporated under the laws of the Netherlands (*naamloze vennootschap*) taking effect, being November 28, 2020.
- 3.3 A Non-Executive Director's term of office shall lapse in accordance with this Retirement Schedule. The current terms of the Non-Executive Directors all end at the same time. In order to avoid, as much as possible, that Non-Executive Directors will retire simultaneously, when nominations for the re-appointment of the current Non-Executive Directors and/or for the appointment of new Non-Executive Directors are made, the terms of (re-)appointment will be set such that these will not all end at the same time.
- 3.4 Nominations for the appointment or re-appointment of a Non-Executive Director shall be made taking into account the Company's diversity policy and the Company's profile of the Board.

**ANNEX
LIST OF DEFINITIONS**

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

AGM means the annual general meeting of the Company that shall be held within six months after the end of the financial year.

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.

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

2. Save where the context dictates otherwise, in this Retirement Schedule:

- (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 Retirement Schedule are inserted for ease of reference and do not form part of the Retirement Schedule for the purpose of interpretation.