



## **NOMINATION AND CORPORATE GOVERNANCE COMMITTEE RULES**

**Adopted by the Board of Vivoryon Therapeutics N.V. on November 2<sup>nd</sup>, 2021**



## 1 INTRODUCTION

- 1.1 These are the nomination and corporate governance committee rules (the **Nomination and Corporate Governance Committee Rules**) of the Company as adopted by the Board on November 2<sup>nd</sup>, 2021 pursuant to article 17.3 of the Articles and in accordance with best practice provision 2.3.3 of the Code.
- 1.2 The Board is authorized to adopt and amend these Nomination and Corporate Governance Committee Rules and retains the right to deviate from these Nomination and Corporate Governance Committee Rules.
- 1.3 These Nomination and Corporate Governance Committee Rules are posted on the Company's website.
- 1.4 The meaning of certain capitalized terms used in these Nomination and Corporate Governance Committee Rules is set forth in the List of Definitions attached as **Annex**.

## 2 COMPOSITION

- 2.1 The Nomination and Corporate Governance Committee will consist of a minimum of two and a maximum of three members. The Board shall appoint the members of the Nomination and Corporate Governance Committee. The Board may replace the members of the Nomination and Corporate Governance Committee at any time.
- 2.2 All members of the Nomination and Corporate Governance Committee must be Non-Executive Directors.
- 2.3 More than half of the members of the Nomination and Corporate Governance Committee, including its chairman, should be independent within the meaning of best practice provision 2.1.8 of the Code.
- 2.4 All Committee Members shall be independent within the meaning of NASDAQ Rules 5605(a)(2), except as permitted by the applicable NASDAQ rules.
- 2.5 The Nomination and Corporate Governance Committee as a whole shall have competence relevant to the sector in which the Company is operating.
- 2.6 The Nomination and Corporate Governance Committee shall designate the chairman of the Nomination and Corporate Governance Committee from among its members.
- 2.7 The composition of the Nomination and Corporate Governance Committee shall be stated in the Non-Executive Report and on the Company's website.
- 2.8 The term of office of a member of the Nomination and Corporate Governance Committee will generally be equivalent to his term of office as a Non-Executive Director, unless a shorter term of office is set at the time of appointment.



### **3 ROLE AND RESPONSIBILITIES**

3.1 The task of the Nomination and Corporate Governance Committee is to prepare the decision-taking of the Board regarding the selection and appointment procedure for the Company's executive officers and individual Directors, as well as developing and monitoring the compliance of the Company's code of conduct.

3.2 The Nomination and Corporate Governance Committee is charged with, and shall be able to pass resolutions relating to, the following matters:

- (i) drawing up selection criteria and appointment procedures for the Directors;
- (ii) reviewing the size and composition of the Board and submitting proposals for the composition profile of the Board;
- (iii) making recommendations to the Board as to the determination of independence of Non-Executive Directors;
- (iv) reviewing the functioning of individual Directors and reporting on such review to the Board;
- (v) drawing up a plan for the succession of Directors;
- (vi) submitting proposals for (re)appointment of Directors;
- (vii) supervising the policy of the Board regarding the selection criteria and appointment procedures for the Company's senior management and executive officers;
- (viii) overseeing the self-evaluation of the Board and its committees to determine whether they are functioning effectively; and
- (ix) developing the Code of Conduct and overseeing compliance with the Code of Conduct, including, at least annually, reviewing and reassessing the adequacy of the Code of Conduct and recommending any proposed changes to the Board.

### **4 REPORTS**

4.1 Annually, at such time after the end of the financial year that the relevant information can be accounted for in the Non-Executive Report, the Nomination and Corporate Governance Committee shall prepare a report of its deliberations and findings and submit this to the Board.

4.2 The report of the Nomination and Corporate Governance Committee shall include information on how the duties of the Nomination and Corporate Governance Committee were carried out in the financial year, and shall also report on the composition of the Nomination and Corporate Governance Committee, the number of meetings of the Nomination and Corporate Governance Committee during the last financial year and the main items discussed at these meetings.

### **5 MEETINGS AND DECISION-MAKING PROCESS**



- 5.1 Meetings of the Nomination and Corporate Governance Committee shall be held at least four times each calendar year or as often as any member of the Nomination and Corporate Governance Committee deems necessary.
- 5.2 The meetings of the Nomination and Corporate Governance Committee shall be presided over by its chairman or his deputy. The chairman of the meeting shall appoint a secretary for the meeting.
- 5.3 The secretary of a meeting of the Nomination and Corporate Governance Committee shall keep minutes of the proceedings at the meeting. The minutes shall be adopted by the Nomination and Corporate Governance Committee, in the same meeting or the next. Evidencing their adoption, the minutes shall be signed by the chairman and the secretary of the meeting in which the minutes are adopted.
- 5.4 Meetings of the Nomination and Corporate Governance Committee can be held in person or by conference call, video conference or by any other means of communication, provided that all members of the Nomination and Corporate Governance Committee participating in such meeting are able to communicate with each other simultaneously. Participation in a meeting held in any ways shall constitute presence at such meeting.
- 5.5 The convocation notices of an Nomination and Corporate Governance Committee meeting shall be given by the chairman of the Nomination and Corporate Governance Committee by e-mail or mail, at such time that all the members of the Nomination and Corporate Governance Committee are given opportunity to participate in and prepare themselves for the meeting ultimately. In urgent cases, the chairman of the Nomination and Corporate Governance Committee may determine that the meeting shall be convened upon short notice. Any notice of the Nomination and Corporate Governance Committee meeting shall contain the agenda for the meeting. The agenda stating the matters for decision shall be drawn up by the chairman of the Nomination and Corporate Governance Committee. Other information and decision material for the meeting shall be circulated together with the agenda or as soon as possible thereafter.
- 5.6 In the Nomination and Corporate Governance Committee, each member of the Nomination and Corporate Governance Committee may cast one vote. If there is a tie in voting, then the vote of the Nomination and Corporate Governance Committee Chairman decides.
- 5.7 All resolutions of the Nomination and Corporate Governance Committee shall be adopted by a simple majority of the votes cast.
- 5.8 The Nomination and Corporate Governance Committee can only adopt valid resolutions in a meeting where at least two members of the Nomination and Corporate Governance Committee represented.
- 5.9 As a rule, resolutions of the Nomination and Corporate Governance Committee are adopted in meetings. However, resolutions of the Nomination and Corporate Governance Committee may also at all times be adopted in writing, provided the proposal concerned is submitted to all members of the Nomination and Corporate Governance Committee and none of them objects to this manner of adopting resolutions, evidenced by written statements from all members of the Nomination and Corporate Governance Committee.

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## Annex

### List of definitions

1. In these Nomination and Corporate Governance Committee Rules, the following terms shall have the following meaning:

**Articles** means the articles of association of the Company effective as per November 28, 2020, as amended from time to time.

**Board** means the board of directors of the Company.

**CEO** means the Executive Director who has been granted the title of Chief Executive Officer.

**Chairman** means the chairman of the Board.

**Code** means the Dutch corporate governance code.

**Code of Conduct** means the Company's code of business conduct and ethics.

**Company** means Vivoryon Therapeutics N.V., a public company existing 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.

**Management Report** means the management report of the Company drawn up by the Board annually, no later than four months after the end of the financial year.

**Nomination and Corporate Governance Committee** means the Nomination and Corporate Governance Committee established by the Board.

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

**Non-Executive Report** means the report drawn up by the Non-Executive Directors annually, after the end of each financial year, as will be included in the Management Report.

2. Save where the context dictates otherwise, in these Nomination and Corporate Governance Committee Rules:
  - (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 Nomination and Corporate Governance Committee Rules are inserted for ease of reference and do not form part of the Nomination and Corporate Governance Committee Rules for the purpose of interpretation.