

FIXED REMUNERATION

The following table shows the proposed fixed remuneration for the non-executive Board members to be (re-)appointed during the Annual General Meeting scheduled for June 22, 2022

Non-exec Board Member	Position	Fixed Compensation per annum
Dr. Erich Platzer	Chair of the non-executive board	EUR 60,000
Dr. Dinnies von der Osten	non-executive board member	EUR 45,000
Charlotte Lohmann	non-executive board member	EUR 45,000
Dr. Jörg Neermann	non-executive board member	EUR 45,000
Dr. Samir Shah	non-executive board member	EUR 40,000
Dr. Claudia Riedl	non-executive board member	EUR 45,000

Members of committees receive an additional annual remuneration of EUR 5,000, while the chairs of the board or a committee receive additional EUR 10,000.

The following table shows the proposed nomination to committees of non-executive Board members to be (re-)appointed during the Annual General Meeting scheduled for June 22, 2022

Committees	Chair	Members
Audit committee	Dr. Dinnies von der Osten	Charlotte Lohmann and Dr. Jörg Neermann
Compensation committee	Dr. Jörg Neermann	Charlotte Lohmann and Dr. Erich Platzer
Nomination and corporate governance committee	Charlotte Lohmann	Dr. Jörg Neermann and Dr. Erich Platzer
Investor Relations & Communications Committee*	tbd*	Dr. Samir Shah, Dr. Claudia Riedl and Dr. Erich Platzer*

* Proposal by the board with effect as of June 22, 2022, to establish an Investor Relations & Communications Committee, with as its members: Dr. Samir Shah, Dr. Claudia Riedl and Dr. Erich Platzer. The roles and responsibilities of the committee will be decided on by the Board separately.

The fixed remuneration is paid quarterly at the end of a quarter. If members join the board or a committee during the year, the compensation is calculated pro rata according to the months of participation in the Board or committee.

SHARE-BASED REMUNERATION

The following table shows the proposed share-based remuneration for the non-executive Board members to be (re-)appointed during the Annual General Meeting scheduled for June 22, 2022. The following share options shall be granted under the Vivoryon Therapeutics N.V. Long-Term Incentive Plan adopted by the General Meeting of Vivoryon Therapeutics N.V. on June 28, 2021.

Non-exec Board Member	Numbers of share options	Vesting period	Graded option vesting: granted options shall vest	
			12 months after date of grant	thereafter linearly over 24 months
Dr. Erich Platzer	90,000	three years	51,000 share options	1,625 share options per month
Dr. Dinnies von der Osten	90,000	three years	51,000 share options	1,625 share options per month
Charlotte Lohmann	90,000	three years	51,000 share options	1,625 share options per month
Dr. Jörg Neermann	90,000	three years	51,000 share options	1,625 share options per month
Dr. Samir Shah	150,000	three years	51,000 share options	4,125 share options per month
Dr. Claudia Riedl	90,000	three years	30,000 share options	2,500 share options per month

Capitalized terms used herein have the meanings ascribed thereto in the Vivoryon Therapeutics N.V. Long-Term Incentive Plan.

Date of Grant is June 22, 2022

Exercise Price is the share price at the date of the grant.

No performance based conditions apply.

Standard option expiration: 10 years expiration from June 22, 2022

Standard Termination provision: In case the term of office is terminated by the Company before the initially agreed term of office, all unvested Options lapse on date of notice and are considered forfeit. In case the term of office is terminated without Cause by the Option Holder all unvested Options lapse on date of notice and are considered forfeit. If the term of office is terminated before the initially agreed end of the term by the Company without “cause” or without “good reason” (in each case, as defined in the 2021 Plan), all unvested options shall vest on the day of termination. The same shall apply if the Option Holder is asked to voluntarily terminate the term of office before the initially agreed term.

Standard accelerated vesting provision: Plan provides for accelerated vesting upon a change in control (CIC) of the Company (as defined in the 2021 Plan). If such CIC becomes effective during the term of office all granted remaining, non-vested options shall vest and become immediately exercisable. Plan also provides that upon a participant’s termination term of office due to (i) retirement (or after reaching the statutory retirement age), (ii) permanent disability rendering the relevant participant incapable of continuing term of office or (iii) death, all outstanding equity awards that would have vested during a 12-month period following such termination of term of office will vest and become immediately exercisable. Otherwise at termination all unvested awards will be forfeited. If a participant experiences a termination of term of office without “cause” or without “good reason” (in each case, as defined in the 2021 Plan) within six months prior to a CIC, the Company will make a cash payment equivalent to the economic value that the participant would have realized in connection with the CIC upon the exercise and sale of the equity awards that such participant forfeited upon his or her termination of term of office. In connection with a CIC and subject to the approval of the non-executive board, the executive board may amend the exercise provisions of the 2021 Plan.