

May 11, 2022



**Vivoryon Therapeutics N.V.**

Amsterdam

**ISIN NL00150002Q7 / VVY**

**Notice of Annual General Meeting of Shareholders**

This is the notice of the

**annual general meeting of shareholders**

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

**on Wednesday, June 22, 2022 at 13:00 p.m. (CEST),**

**NOTE:** The annual general meeting will be held on Wednesday, June 22, 2022 at 13:00 p.m. (CEST) as a hybrid meeting both virtually through an audio webcast via the company’s website, at <https://www.vivoryon.com/ordinary-general-meeting-of-shareholders-2022/>, and physically at Novotel Amsterdam City, Europaboulevard 10, 1083 AD Amsterdam, the Netherlands.

**I.**  
**Agenda**

**1. Opening**

**2. Report of the board for the financial year 2021 (*no voting*)**

This agenda item includes an account of the financial year 2021 by the board of directors of the company (the “**board**”), including the report of the non-executive members of the board.

**3. Remuneration report (*voting item*)**

This agenda item concerns an advisory vote on the remuneration report for the financial year 2021 which is set out on pages 68 through 73 of the company’s annual report 2021. The board proposes to cast a favorable vote.

**4. 2021 annual accounts (*voting item*)**

The board proposes to adopt the 2021 annual accounts, as set out on pages 76 through 109 of the company’s annual report 2021.

**5. Reservation and dividend policy (*no voting*)**

In accordance with the Dutch corporate governance code and in due observance of the company’s articles of association, the reservation and dividend policy is dealt with and explained as a separate agenda item.

The company has not made any distributions of profits, interim distributions of profits and/or other distributions since its incorporation. Pursuant to the company’s dividend policy as adopted by the board on April 29, 2021, it is not foreseen that any distributions shall be made on shares in the capital of the company until the company generates profits for the first time and there are no legal restrictions on distributions by the laws of the Netherlands or by the company’s articles of association. Within this framework, the company may (but will not be obliged to) at times consider returning capital to its shareholders by making distributions of profits, interim distributions of profits and/or distributions at the expense of any reserve of the company, or by repurchasing shares if deemed appropriate on the basis of its strategy.

**6. Release from liability of the company’s executive directors (*voting item*)**

The board proposes to release the company’s executive directors from liability for the exercise of their duties in the financial year 2021, insofar as the exercise of those duties is reflected in the 2021 annual accounts or otherwise disclosed to the general meeting prior to the adoption of the 2021 annual accounts.

**7. Release from liability of the company’s non-executive directors (*voting item*)**

The board proposes to release the company’s non-executive directors from liability for the exercise of their duties in the financial year 2021, insofar as the exercise of those duties is reflected in the 2021 annual accounts or otherwise disclosed to the general meeting prior to the adoption of the 2021 annual accounts.

**8. Re-appointment of Ms. Eva Charlotte Lohmann as non-executive member of the board (voting item)**

Upon the closing of this annual general meeting, the term of office of the non-executive board member Ms. Eva Charlotte Lohmann will expire. In accordance with article 15.4 of the company's articles of association the board, by way of binding nomination, following a recommendation by the nomination and corporate governance committee, proposes to re-appoint Ms. Lohmann as non-executive member of the board with effect from the date of this annual general meeting and until immediately after the closing of the annual general meeting of the company to be held in 2025.

Profile of the proposed candidate:

Date of birth:	November 5, 1970
Nationality:	German and Swedish
Current positions:	Non-executive member of the board of the company; General Counsel and member of the Executive Committee, MorphoSys AG
Date of initial appointment:	November 28, 2020
Current term in office:	2 years
Shares held in the company:	Not applicable

Ms. Lohmann has been member of the non-executive board since 2015. She is a member of the Executive Committee at MorphoSys AG in Planegg, Germany, since July 2020 and serves as General Counsel at MorphoSys since 2012, and, since 2018, in her role as Senior Vice President. Prior to this, she spent eleven years at the biotechnology company Wilex AG in Munich, most recently as Senior Vice President Legal Affairs & Human Resources. Prior to her position at Wilex, she practiced law at the law firm KPMG Treuhand & Goerdeler GmbH in Munich. She started her career in the tax and law department of the auditing company KPMG Deutsche Treuhand-Gesellschaft AG. Ms. Lohmann received her degree in law from the Ludwig Maximilians University of Munich and is a licensed attorney.

Reasons for nomination for re-appointment:

Charlotte Lohmann has been a non-executive member of the board of the company since the conversion of the company into a Dutch N.V. in 2020, and has been a supervisory board member of Vivoryon Therapeutics AG (previously named: Probiodrug AG) since the 2015 annual general meeting. She qualifies as a corporate legal and financial expert due to many years of professional practice. Ms. Lohmann is also familiar with the sector in which the company operates. Due to Charlotte Lohmann's experience and valuable contributions to the company, the board of directors is of the opinion that Vivoryon will continue to benefit from Ms. Lohmann's membership as non-executive member of the board.

The proposed reappointment is not in line with Dutch Corporate Governance Code as in deviation of principle 2.2.2 of the Dutch Corporate Governance Code, the company wishes to reappoint the non-executive members of the board not for a period of 4 years but for a period of 3 years. As the proposal concerns a reappointment within the meaning of section 2:142a of the Dutch Civil Code, the proposed reappointment of Ms. Lohmann is permitted under section 2:142a of the Dutch Civil Code.

**9. Re-appointment of Mr. Erich Maximilian Oswald Platzer as non-executive member of the board (voting item)**

Upon the closing of this annual general meeting, the term of office of the non-executive board member Mr. Erich Maximilian Oswald Platzer will expire. In accordance with article 15.4 of the company's articles of association the board, by way of binding nomination, following a recommendation by the nomination and corporate governance committee, proposes to re-appoint Mr. Platzer as non-executive member of the board with effect from the date of this annual general meeting and until immediately after the closing of the annual general meeting of the company to be held in 2025.

Profile of the proposed candidate:

Date of birth:	July 25, 1950
Nationality:	Swiss
Current positions:	Non-executive member of the board of the company; non-executive board member of Aptose Biosciences Inc., AOT AG, LMD SA, Panavance Inc., Peripal AG, MTIP AG and PlatzerInvest AG
Date of initial appointment:	November 28, 2020
Current term in office:	2 years
Shares held in the company:	355,409

Dr. Platzer has served as a non-executive director on our board of directors since 2007. He is a business angel and board member of Swiss angel organization StartAngels-Network, focusing on Life Sciences and technology investments. In addition, he serves as a board member and healthcare partner at Swiss venture capital firm MTIP in Basel, which focuses on medtech and e-health investments. Prior to this, he was an investment advisor and industry partner at HBM Partners AG, a venture capital company, which he co-founded in 2001. Dr. Platzer has been chairman or board member of various biotech companies, public or private, in the US and Europe and he currently serves on the boards of the privately held life sciences companies, AOT, LMD, Peripal and Panavance as well as the public biotech company Aptose Biosciences (NASDAQ, TSE). Until 1999, Dr. Platzer worked in various functions in product development and marketing at F. Hoffmann — La Roche, Basel, most recently as Business Director Oncology (worldwide). Prior to that, Dr. Platzer worked in academic medicine and research and had a key role in the team at MSKCC that purified natural human G-CSF, which led to the development of Neupogen® and Neulasta®. Dr. Platzer holds an MD from the Medical Faculty of the University of Erlangen, Germany, where he also earned his MD PhD (Habilitation).

Reasons for nomination for re-appointment:

Erich Platzer has been a non-executive member of the board of the company since the conversion of the company into a Dutch N.V. in 2020, and has been a supervisory board member of Vivoryon Therapeutics AG (previously named: Probiodrug AG) since the 2007 annual general meeting. He qualifies as a financial expert due to many years of professional practice. Mr. Platzer is also familiar with the sector in which the company operates. Due to

Erich Platzer's experience and valuable contributions to the company, the board of directors is of the opinion that Vivoryon will continue to benefit from Mr. Platzer's membership as non-executive member of the board.

The proposed reappointment is not in line with Dutch Corporate Governance Code as in deviation of principle 2.2.2 of the Dutch Corporate Governance Code, the company wishes to reappoint the non-executive members of the board not for a period of 4 years but for a period of 3 years. As the proposal concerns a reappointment within the meaning of section 2:142a of the Dutch Civil Code, the proposed reappointment of Mr. Platzer is permitted under section 2:142a of the Dutch Civil Code.

**10. Re-appointment of Mr. Dinnies Johannes von der Osten as non-executive member of the board (voting item)**

Upon the closing of this annual general meeting, the term of office of the non-executive board member Mr. Dinnies Johannes von der Osten will expire. In accordance with article 15.4 of the company's articles of association the board, by way of binding nomination, following a recommendation by the nomination and corporate governance committee, proposes to re-appoint Mr. Von der Osten as non-executive member of the board with effect from the date of this annual general meeting and until immediately after the closing of the annual general meeting of the company to be held in 2025.

Profile of the proposed candidate:

Date of birth:	October 5, 1961
Nationality:	German
Current positions:	Non-executive member of the board of the company; CEO/Partner, GoodVent Beteiligungsmangement GmbH & Co KG
Date of initial appointment:	November 28, 2020
Current term in office:	2 years
Shares held in the company:	20,000

Dr. von der Osten has been member of the non-eecutive board since 2007. He has the German nationality and is CEO and Partner at GoodVent Beteiligungsmangement GmbH & Co. KG since 2007. He is managing director of Elector GmbH, Berlin. He is a former member of the board of directors at Market Logic Software AG, Berlin as well as of Acktar Ltd, Kiryat Gat, Israel. He has served as member of the board of directors to numerous private and public companies in the tech sector since 1997. Since 2007 he is co-proprietor of a Berlin based Family Office investing in tech based private and public entities. Dr. von der Osten spent over 20 years in the venture and private capital sector in various positions. Until 2017 he served as CEO of Cedrus Private Equity. Between 1998 and 2007 he was sole managing director of IBG Beteiligungsgesellschaft Sachsen-Anhalt mbH. Before that he worked as managing director of VWM Waste und Beteiligungsgesellschaft mbH (1994 – 1997) after having been responsible for business development of TechnoCommerz GmbH, a Treuhandanstalt owned company (1993 – 1994). Dr. von der Osten holds a Ph.D. in Economics from the Freie Universität Berlin, Germany, a diploma in Economics from the

Ludwig Maximilians University in Munich, Germany and a Bachelor of Business and Engineering from the TU Karlsruhe, Germany.

Reasons for nomination for re-appointment:

Dinnies von der Osten has been a non-executive member of the board of the company since the conversion of the company into a Dutch N.V. in 2020, and has been a supervisory board member of Vivoryon Therapeutics AG (previously named: Probiodrug AG) since the 2007 annual general meeting. He qualifies as a financial expert due to many years of professional practice. Mr. von der Osten is also familiar with the sector in which the company operates. Due to Dinnies von der Osten's experience and valuable contributions to the company, the board of directors is of the opinion that Vivoryon will continue to benefit from Mr. von der Osten's membership as non-executive member of the board.

The proposed reappointment is not in line with Dutch Corporate Governance Code as in deviation of principle 2.2.2 of the Dutch Corporate Governance Code, the company wishes to reappoint the non-executive members of the board not for a period of 4 years but for a period of 3 years. As the proposal concerns a reappointment within the meaning of section 2:142a of the Dutch Civil Code, the proposed reappointment of Mr. Von der Osten is permitted under section 2:142a of the Dutch Civil Code.

**11. Re-appointment of Mr. Jörg Neermann as non-executive member of the board (voting item)**

Upon the closing of this annual general meeting, the term of office of the non-executive board member Mr. Jörg Neermann will expire. In accordance with article 15.4 of the company's articles of association the board, by way of binding nomination, following a recommendation by the nomination and corporate governance committee, proposes to re-appoint Mr. Neermann as non-executive member of the board with effect from the date of this annual general meeting and until immediately after the closing of the annual general meeting of the company to be held in 2025.

Profile of the proposed candidate:

Date of birth:	February 12, 1967
Nationality:	German
Current positions:	Non-executive member of the board of the company; CEO, Curexsys GmbH
Date of initial appointment:	November 28, 2020
Current term in office:	2 years
Shares held in the company:	4,761

Dr. Neerman has been member of the non-executive board since 2011 and has the German nationality. He is currently the CEO of Curexsys GmbH, a privately held, German Biotech company, active in exosome and antiaging technologies. Between 2007 and 2020 he was Partner at LSP, a leading European Venture Capital group, and from September 2009 onwards Managing Partner at LSP Services Deutschland GmbH, the German subsidiary of LSP. Prior to that he was Managing Partner at DVC Deutsche Venture Capital, a venture subsidiary of Deutsche Bank, where he joined in 1998. Dr. Neermann started his venture

capital career as an associate with Atlas Venture in 1996. Since April 2019, he has served as a non-executive member of the board of directors of Immunic Inc. (NASDAQ: IMUX), New York, USA, and since April 2016, as chairman of the board of Immunic AG Munich, Germany (now a 100% subsidiary of Immunic Inc.). He is also a non-executive board member of Idea AG, a private German company. In the past he served on the boards of various private and public biotech companies, where he accompanied numerous private financings, IPOs and M&As. In the last five years he served as a non-executive member on the boards of: Imcyse S.A. (Liège, Belgium, July 2019 – January 2021); ViCentra B.V. (Utrecht, Netherlands, January 2016 to January 2021); Eyesense AG (Basel, Switzerland, July 2012 – January 2021); Ventaleon GmbH (Gemünden, Germany, July 2012 – December 2020); and Kuros AG (Zurich, Switzerland, August 2015 – May 2017). Dr. Neermann studied Biotechnology at TU Braunschweig and at the Massachusetts Institute of Technology (Cambridge, MA, USA) and holds a Master's degree and a Ph.D. in biotechnology from TU Braunschweig, Germany. He also studied economics at TU Braunschweig and Harvard Business School (Cambridge, MA, USA).

Reasons for nomination for re-appointment:

Jörg Neermann has been a non-executive member of the board of the company since the conversion of the company into a Dutch N.V. in 2020, and has been a supervisory board member of Vivoryon Therapeutics AG (previously named: Probiodrug AG) since the 2011 annual general meeting. He qualifies as a financial expert due to many years of professional practice. Mr. Neermann is also familiar with the sector in which the company operates. Due to Mr. Neermann's experience and valuable contributions to the company, the board of directors is of the opinion that Vivoryon will continue to benefit from Mr. Neermann's membership as non-executive member of the board.

The proposed reappointment is not in line with Dutch Corporate Governance Code as in deviation of principle 2.2.2 of the Dutch Corporate Governance Code, the company wishes to reappoint the non-executive members of the board not for a period of 4 years but for a period of 3 years. As the proposal concerns a reappointment within the meaning of section 2:142a of the Dutch Civil Code, the proposed reappointment of Mr. Neermann is permitted under section 2:142a of the Dutch Civil Code.

**12. Appointment of Ms. Claudia Riedl as non-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, following a recommendation by the nomination and corporate governance committee, proposes to appoint Ms. Riedl as non-executive member of the board with effect from the date of this annual general meeting and until immediately after the closing of the annual general meeting of the company to be held in 2025.

Profile of the proposed candidate:

Date of birth:	September 4, 1970
Nationality:	German
Current positions:	Senior Advisor, MC Services AG
Date of initial appointment:	June 22, 2022

Current term in office: 0 years  
Shares held in the company: 1,000

Dr. Claudia Riedl has been with MC Services since 2017, initially serving as Managing Director and now in a Senior Advisor capacity. Prior to this, she spent 15 years at MorphoSys in roles of increasing responsibility, most recently as Senior Vice President and member of the company's senior management group. Dr. Riedl was Head of Corporate Communications & IR at MorphoSys. She began her career in investor relations at cassiopeia AG. Dr. Riedl holds a PhD in Biology from Technical University, Munich.

Reasons for nomination for appointment:

Dr. Riedl is a seasoned investor relations and communications professional in the biotechnology industry and brings senior executive, corporate communications, and investor relations expertise into Vivoryon. Dr. Riedl's broad expertise also includes senior advisory roles in a number of IPOs and financings in various geographies. During her 15-year tenure as Head of Corporate Communications and Investor Relations at the German biotech MorphoSys until 2016 she supported the company's transformation and growth from a technology-focused antibody discovery and development enterprise into a fully integrated biopharmaceutical company. Subsequently, in a senior advisor capacity, she was instrumental in the company's successful secondary listing on Nasdaq in 2018. The board of directors is of the opinion that her professional track record will complement the current non-executive board's expertise and will be beneficial for the company.

The proposed appointment is not in line with Dutch Corporate Governance Code as in deviation of principle 2.2.2 of the Dutch Corporate Governance Code, the company wishes to appoint the non-executive members of the board not for a period of 4 years but for a period of 3 years. The proposed appointment of Ms. Riedl is permitted under section 2:142a of the Dutch Civil Code.

**13. Appointment of Mr. Samir Shah as non-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, following a recommendation by the nomination and corporate governance committee, proposes to appoint Mr. Shah as non-executive member of the board with effect from the date of this annual general meeting and until immediately after the closing of the annual general meeting of the company to be held in 2025.

Profile of the proposed candidate:

Date of birth: November 11, 1961  
Nationality: Swiss and British  
Current positions: Head of Investor Relations, Novartis AG  
Date of initial appointment: June 22, 2022  
Current term in office: 0 years  
Shares held in the company: Not applicable



Samir Shah, MD, has been with Novartis since 2004, serving as the company's Head of Investor Relations since 2012. He is a member of the Finance Leadership Team, Innovation Management Board and Trust & Reputation Committee of Novartis. Previous roles within Novartis include Head Business Development & Licensing Strategy and Commercial Business Franchise Head Neuroscience and Ophthalmology. Before joining Novartis, Dr. Shah spent more than 12 years at Merck Serono, where he led several global franchises, including Neurology. He graduated as a physician from University of Sheffield, England and joined the pharmaceutical industry after completing his postgraduate medical training (MRCP). Dr. Shah also holds an MBA from the University of Warwick, England.

Reasons for nomination for appointment:

Through his longstanding career in the pharmaceutical industry Dr. Shah brings senior executive, business development, commercial, financial and investor relations expertise to Vivoryon. As a trained physician who has led the global Neurology franchise of a large pharmaceutical company, he is an expert in the sector in which Vivoryon operates. The board of directors is of the opinion that his professional track record will complement the current non-executive board's expertise and will be beneficial for the company.

The proposed appointment is not in line with Dutch Corporate Governance Code as in deviation of principle 2.2.2 of the Dutch Corporate Governance Code, the company wishes to appoint the non-executive members of the board not for a period of 4 years but for a period of 3 years. The proposed appointment of Mr. Shah is permitted under section 2:142a of the Dutch Civil Code.

**14. Remuneration non-executive members of the board (voting item)**

The board proposes, upon recommendation by the compensation committee of the board, to establish share based remuneration in the form of share options for the non-executive members of the board to be (re-)appointed during this annual general meeting in such numbers and subject to such terms and conditions (including but not limited to vesting periods) as set out in annex A, all in accordance with the company's long term incentive plan 2021 as approved by the general meeting on June 28, 2021.

The board proposes, upon recommendation by the compensation committee of the board, to establish a fixed remuneration for the non-executive members of the board to be (re-)appointed during this annual general meeting in such amounts as set out in annex A, all in accordance with the company's remuneration policy.

**15. Re-appointment of external auditor (voting item)**

The board proposes, upon a recommendation to that effect by the audit committee of the board, to re-appoint KPMG Accountants N.V., Laan van Langerhuize 1, 1186 DS Amstelveen, the Netherlands, as external auditor to audit the annual accounts of the company for the financial year 2022.

**16. Authorization to acquire own shares (voting item)**

The board proposes to renew the authorization of the board to acquire shares in the capital of the company for a consideration from Wednesday, June 22, 2022, for a period of 18 months or if earlier, until the date on which the company's general meeting again renews the authorization. The number of shares that may be so acquired will not exceed 10% of the company's issued share capital. Shares may be acquired at the stock exchange or otherwise,

at a price for each share between par value and 110% of the opening price at Euronext Amsterdam N.V. at the date of the acquisition of such share.

The purpose of this proposal is to give the board of the company the authorization to reduce the company's share capital in order to return capital to the company's shareholders and/or to cover obligations under share-based compensation plans, or for other purposes.

**17. Any other business**

**18. Closing**

## II. Other details of the notice

### 1. Information and documents

The agenda and explanatory notes (including the Annexes) are available for viewing and downloading on the company's website at <https://www.vivoryon.com/ordinary-general-meeting-of-shareholders-2022/>. 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. (CEST).

Due to the extraordinary circumstances as a result of the COVID-19 pandemic, the related health risks and with the health of shareholders and employees in mind, the company highly recommends shareholders not to attend the meeting in person, but rather to attend the meeting virtually through the audio webcast via the company's website and to exercise voting rights virtually or by way of a proxy with voting instructions in accordance with paragraph 3 below.

### 2. Procedure for participation

#### Record date

Those persons who (i) on **Wednesday, May 25, 2022** 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 must apply as from the Record Date and no later than on **Wednesday, June 15, 2022, 06:00 p.m. (CEST)** 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](mailto: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 **Wednesday, June 15, 2022, 06:00 p.m. (CEST)**, 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 a confirmation of registration with login details for virtual admission to the meeting (such email the “**Confirmation of Registration**”).

#### Additional precautionary measures COVID-19

In order to mitigate the COVID-19 health risks as much as possible, the following precautionary measures will apply:

1. the company will not allow shareholders to attend the meeting in person to the extent not permitted under, or not sufficient distance between all attendees in the meeting room can be guaranteed in accordance with, the rules or advice issued by the Dutch Government and/or the Dutch RIVM at the time of the general meeting;
2. if a shareholder insists on attending the meeting in person and provided he/she has submitted his/her application to attend the general meeting in time in the manner set out above, he/she is kindly requested (in addition to following the procedure for participation as outlined above below) to send an email to the company, at [investor@vivoryon.com](mailto:investor@vivoryon.com) until **Wednesday, June 15, 2022, 06:00 p.m. (CEST)**, clarifying the reasons for the desired attendance in person. This will allow the company to assess such request and to determine whether the company will continue to be able to meet the prevailing guidelines and instructions as imposed by the Dutch Government and the Dutch RIVM. The company will send the shareholder by e-mail a confirmation of attendance (the “**Confirmation of Attendance**”) or a rejection of the request. **Shareholders who have not submitted a request and who have not received a Confirmation of Attendance will not be admitted;**
3. only shareholders (and their authorised representatives) holding (i) their Confirmation of Registration, (ii) their Confirmation of Attendance, (iii) in case of an authorized representative, their completed and signed proxy form (see also paragraph 3 below), and (iv) a valid identification document, will be admitted to the meeting. Registration for admission in person to the meeting will take place from **12:00 p.m. (CEST) until the commencement of the meeting at 13:00 p.m. (CEST)**. After this time registration is no longer possible;
4. shareholders who do attend the meeting in person will do so at their own health risk and are responsible for maintaining the mandatory distance at all times, for using a medical or non-medical facemask and, generally, for observing the measures required or advised by the Dutch Government, the Dutch RIVM and/or the company for the duration of the general until they leave the premises;
5. those who show symptoms of COVID-19 as referred to on the Dutch RIVM website from time to time, such as cough, shortness of breath or fever, or who have been in contact with any person suffering from COVID-19, may not attend the meeting insofar the rules or advice issued by the Dutch Government and/or the Dutch RIVM provide

that such person should remain in quarantine at the date of the annual general meeting;

6. attendees who do not act in accordance with the mandatory distance, if and to the extent applicable, or any of the other foregoing requirements will be asked to leave the meeting. Visitors, other than the registered shareholders (or their authorized representatives), will not be admitted;
7. no social gatherings, including a post-meeting reception or side meetings, will be held. The company is closely monitoring the insights and measures from the Dutch Government and the Dutch RIVM and may impose additional measures that may be required to mitigate the COVID-19 health risks. We recommend you to regularly check our website for any further updates.

### 3. Voting

Shareholders are entitled to vote up to the total number of shares that they hold after close of trading on Euronext Amsterdam at the Record Date, provided they have submitted their application to attend the general meeting in time in the manner set out above.

#### Virtual voting

Shareholders who have been duly registered and who have logged in for virtual admission to the meeting can virtually attend and vote in real time at the meeting on all resolutions of the general meeting via the internet, by means of the online platform with their own smartphone, tablet or personal computer. Shareholders attending the meeting virtually will however not be able to speak or otherwise comment during the meeting, other than in accordance with the procedure for follow up questions set out in paragraph 4 below.

Shareholders who have been duly registered will be able to log in for virtual admission to the meeting by using the login details set out in the Confirmation of Registration on **Wednesday, June 22, 2022 from 12:00 p.m. (CEST) until the commencement of the meeting at 13:00 a.m. (CEST)**. Shareholders must log in and complete the admission procedure for the meeting before 10:30 a.m. (CEST). After this time registration is no longer possible. Shareholders who will log in afterwards will only have access to the live audio webcast to follow the meeting, but will not be able to vote.

Shareholders wishing to exercise their voting rights virtually should be aware that there will always be certain residual risks in relation to the technical infrastructure used for virtual voting. These risks include, amongst others: any failure in virtual meeting equipment, software, network infrastructure, servers, internet or telephone connectivity, video or voice equipment, whether or not caused by an information security incident or caused by any type of mechanical failure such as an electrical power outage during the meeting or low batteries of mobile devices. The failure of technology can happen both on the side of the company or Computershare or with shareholders. To avoid such risks, shareholders are advised to grant a proxy with voting instructions as set out below.

#### Voting in person

Shareholders (or their authorized representatives) attending the meeting in person can exercise their voting rights in the meeting.

#### Voting by proxy

Shareholders who wish to exercise their voting rights, without attending the meeting virtually or in person, 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 “**Notary**”), provided they have submitted their application to attend the general meeting in time in the manner set out above.

Shareholders who have submitted their application to attend the general meeting in time in the manner set out above may also have their right to attend and vote in the meeting in person exercised by a holder of a written proxy.

Forms for granting a written proxy to the Notary or to a person attending the meeting in person, are available on the company’s website at <https://www.vivoryon.com/ordinary-general-meeting-of-shareholders-2022/>. The completed proxy form should be received for organizational reasons until **Wednesday, June 15, 2022, 06:00 p.m. (CEST)** 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](mailto:anmeldestelle@computershare.de)

In addition, the completed and signed proxy form to a person attending the meeting in person must be shown at registration for the meeting.

#### **4. Submission of questions**

Shareholders timely registered for the general meeting may, as from the Record Date and until **Sunday, June 19, 2022, 13:00 p.m. (CEST)** at the latest, submit written questions about the items on the agenda via [investor@vivoryon.com](mailto:investor@vivoryon.com). These questions will, possibly thematically, be dealt with and discussed at the latest at the meeting and the answers will be published on the company’s website.

Only shareholders timely registered for the general meeting and attending the general meeting virtually, who have submitted questions prior to the deadline as set out above may ask follow-up questions during the 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 sent to the relevant shareholders within 48 hours prior to the general meeting.

Shareholders (or their authorized representatives) attending the meeting in person may ask questions about the items on the agenda during the 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/ordinary-general-meeting-of-shareholders-2022/>.

Shareholders who have been duly registered will be able to log in for virtual admission to the meeting by using the login details set out in the Confirmation of Registration on **Wednesday, June 22, 2022 from 12:00 p.m. (CEST) until the commencement of the meeting at 13:00 p.m.**

**(CEST)**. Shareholders must log in and complete the admission procedure for the meeting before 13:00 p.m. (CEST). After this time registration is no longer possible. Shareholders who log in afterwards will only have access to the live audio web cast to follow the meeting, but will not be able to vote.

## **6. Number of issued shares and voting rights**

At the time of convening the general meeting, the company's registered share capital amounts to € 22,050,482.00 and is divided in 22,050,482 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 22,050,482. The company does not hold any own shares; there are no shares of different classes.

Halle (Saale), May 11, 2022

Vivoryon Therapeutics N.V.

The Board

### **Contact information:**

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**III.**  
**Annexes**