



BOARD RULES

Adopted by the Board of Vivoryon Therapeutics N.V. on August 5, 2022



1 INTRODUCTION

- 1.1 These are the board rules (the **Board Rules**) of the Company as adopted by the Board on August 5, 2022 pursuant to article 17.2 of the Articles and in accordance with best practice provision 2.3.1 of the Code.
- 1.2 The Board is authorized to adopt and amend these Board Rules and retains the right to deviate from these Board Rules.
- 1.3 These Board Rules are posted on the Company's website.
- 1.4 The meaning of certain capitalized terms used in these Board Rules is set forth in the List of Definitions attached as Annex.

2 COMPOSITION, APPOINTMENT, REAPPOINTMENT AND TERM OF OFFICE

2.1 Composition

- 2.1.1 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.
- 2.1.2 In the event two or more Executive Directors are in office, the Board may grant titles to the individual Executive Directors, including (but not limited to) those of 'Chief Executive Officer' (**CEO**), 'Chief Financial Officer' (**CFO**) and 'Chief Business Officer' (**CBO**). In the event one Executive Director is in office, that Executive Director shall be granted the title of CEO. The Board shall appoint one of the Non-Executive Directors as chairman of the Board (**Chairman**) and may appoint another Non-Executive Director to be the vice-Chairman of the Board (**Vice-Chairman**).
- 2.1.3 The composition of the Board shall be balanced considering the respective skills, experience and knowledge of each of the Directors.
- 2.1.4 The Board believes that the Directors should have the highest professional and personal ethics and values, consistent with the Company's values and standards. Directors should have broad experience at the policy-making level and should be committed to long-term value creation and should have sufficient time to carry out their duties and to provide insight and practical wisdom based on experience.
- 2.1.5 The Non-Executive Directors shall prepare a profile of the Board taking into account the nature of the Company's business and the Board's activities (**Board Profile**).
- 2.1.6 In composing the Board, the following requirements must be observed:
 - (a) each Non-Executive Director must be capable of assessing the broad outline of the overall management;
 - (b) each Director must have the specific expertise required for the fulfilment of his duties;
 - (c) each of the Non-Executive Directors must match the applicable Board Profile and, by way of their respective participation in the Board (upon (re)appointment and thereafter), the Board must be composed in accordance with Clause 3.1.2;

- (d) none of the Non-Executive Directors may be re-appointed after his twelfth year in office;
- (e) the Chairman may not be a (former) Executive Director and must be independent within the meaning of Clause 3.2; and
- (f) the independency criteria referred to in Clause 3.2.

2.2 Appointment, suspension and dismissal

- 2.2.1 The Board ensures that the Company has a sound plan in place for the succession of Directors that is aimed at retaining the balance in the requisite expertise, experience and diversity within the Board, with due regard of the Company's diversity policy referred to in Clause 2.5.
- 2.2.2 The Directors are appointed, suspended and dismissed in the manner provided in the Articles. The Executive Directors can (also) be suspended by the Board.

2.3 Term and retirement

- 2.3.1 Directors shall be (re)appointed for a term to be determined by the General Meeting, upon a proposal by the Board with due observance of the Articles.
- 2.3.2 The Non-Executive Directors shall - for adoption by the Board - prepare a retirement schedule for the Non-Executive Directors to prevent, to the extent possible, re-appointments occurring simultaneously. The retirement schedule shall be amended from time to time in case of change in circumstances. Subject to Clause 2.3.3, Non-Executive Directors shall in any event retire in accordance with the Company's retirement schedule.
- 2.3.3 Directors retire early in the event of inadequate functioning, structural incompatibility of interests and other instances where retirement is deemed necessary at the discretion of the Board. In the event of early retirement of a Director, the Company shall issue a press release stating the reasons for the early retirement.

2.4 Other positions

Directors shall report any other positions they may have to the Board in advance. The other positions shall be discussed by the Non-Executive Directors at least annually. The acceptance of the membership of a supervisory board or the non-executive membership of a one-tier board by an Executive Director requires the approval of the Board.

2.5 Diversity

The Non-Executive Directors shall - for adoption by the Board - prepare a diversity policy for the composition of the Board. The policy shall address suitable, ambitious and concrete targets relating to gender diversity, consistent with applicable gender diversity requirements. The policy shall also address other diversity aspects relevant to the Company, such as nationality, age, education and work background.

2.6 Evaluation

- 2.6.1 The Board regularly, and at least annually, evaluates its own functioning and the functioning of each Director.



- 2.6.2 In addition, at least once per year, outside the presence of the Executive Directors, the Non-Executive Directors evaluate the functioning of the Board and of the Committees and that of the individual Directors, and should discuss the conclusions that are attached to the evaluation, such also in light of the succession of Directors. In doing so, attention should be paid to:
- (a) substantive aspects and the mutual interaction;
 - (b) events that occurred in practice from which lessons may be learned; and
 - (c) the desired profile, composition, competencies and expertise of the Non-Executive Directors.

2.6.3 The Non-Executive Report should state:

- (a) how the evaluation of the Board, the Committees and the individual Directors has been carried out; and
- (b) what has been or will be done with the conclusions from the evaluations.

3 INDEPENDENCE

3.1 Independent functioning

3.1.1 The Board shall function independently from any instructions by third parties outside the Company.

3.1.2 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.

3.1.3 The following criteria apply to the Non-Executive Directors:

- (a) at most one Non-Executive Director does not qualify as independent pursuant to Clauses 3.2(a) through 3.2(e);
- (b) less than half of the Non-Executive Directors do not qualify as independent pursuant to Clause 3.2; and
- (c) for each Shareholder or group of affiliated Shareholders who directly or indirectly hold more than ten percent of the Shares, there is at most one Non-Executive Director who can be considered to be affiliated with or representing them as stipulated to in Clauses 3.2(f) or 3.2(g).

3.1.4 Each Director shall provide such information to the Company as is necessary to enable the Company to comply with applicable laws and regulations (including the rules of any stock exchanges on which the Company may be listed).

3.2 **Independency criteria**

A Non-Executive Director shall not be considered independent from the Company if he or his spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree:

- (a) has been an employee or Executive Director of the Company (including associated companies as referred to in Section 5:48 of the Dutch Act on Financial Supervision (*Wet op het financieel toezicht*) in the five years prior to his appointment;
- (b) receives significant personal financial compensation from the Company, other than the compensation received for the work performed as Non-Executive Director and in so far as this is not in keeping with the normal course of business;
- (c) has had an important business relationship with the Company in the year prior to his appointment; including in any event the case where (i) the Non-Executive Director or the firm of which he is a shareholder, partner, associate or adviser has acted as adviser of the Company (consultant, external auditor, civil notary or lawyer) or (ii) the Non-Executive Director is a member of the management board or an employee of a bank with which the Company has a lasting and significant relationship;
- (d) is a member of the management board or an executive board member of a company in which an Executive Director is a member of the supervisory board or non-executive board member;
- (e) has temporarily performed management duties during the previous twelve months in the absence or incapacity of Executive Directors;
- (f) has a shareholding in the Company of at least ten percent, taking into account the shareholding of natural persons or legal entities cooperating with him on the basis of an express or tacit, verbal or written agreement;
- (g) is a member of the management board or supervisory board or an executive or non-executive board member - or is a representative in some other way - of a legal entity which holds at least ten percent of the Shares.

4 **DUTIES AND RESPONSIBILITIES AND DIVISION OF DUTIES**

4.1 **General duties, responsibilities and division of duties**

- 4.1.1 The Directors are collectively responsible for the Company's management and the general affairs of the Company's business. In discharging its duties, the Board shall be guided by the interests of the Company and its business; it shall take into account the relevant interests of all those involved in the Company (including Shareholders).
- 4.1.2 The Board is responsible for the continuity of the Company and shall develop a view on long-term value creation for the Company and its business, taking into account the relevant stakeholder interests. The Board shall formulate a strategy in line with this, whereby - depending on market dynamics - it may be necessary to make short-term adjustments to this strategy.

- 4.1.3 The Board shall adopt values for the Company and the Company's business that contribute to a culture focused on long-term value creation. The Board is responsible for the incorporation and maintenance of these values within the Company and the Company's business.
- 4.1.4 The Directors may divide their tasks by mutual consultation, provided that (i) the day-to-day management of the Company shall be entrusted to the Executive Directors and (ii) the task to supervise the performance by the Directors of their duties cannot be taken away from the Non-Executive Directors.
- 4.1.5 Each Director shall be accountable to the Board for the fulfilment of his duties and must therefore report to the Board on a regular basis and in such a manner as to give the Board a proper insight in the performance of his duties, the foregoing also in view of the Board's collective responsibility.
- 4.1.6 Each Director shall have the right to receive from other Directors and from employees any information about matters which such Director may deem useful or appropriate in connection with his collective responsibility for the Company's management. Each Director must consult with the other Directors if the implementation of his duties affects the implementation of the duties of the other Directors or if the significance of the matter requires consultation with the other Directors.

4.2 Specific responsibilities of the Board and the Non-Executive Directors

- 4.2.1 The responsibilities of the Board include:
- (a) the achievement of the Company's operational and financial objectives;
 - (b) determining the strategy and policy designed to achieve the objectives;
 - (c) corporate social responsibility issues that are relevant to the Company's business;
 - (d) the general state of affairs in and the results of the Company;
 - (e) identifying and managing the risks connected to the business activities;
 - (f) ensuring that effective Internal Controls are in place and reporting on this in the Management Report;
 - (g) maintaining and preparing the financial reporting process;
 - (h) compliance with legislation and regulations;
 - (i) compliance with and maintaining the corporate governance structure of the Company;
 - (j) publishing the corporate structure of the Company and any other information required under the Code, through the Company's website, publication in the Management Report and otherwise;
 - (k) preparing the Annual Accounts and drawing up the annual budget and important capital investments of the Company;

- (l) facilitating the Audit Committee in relation to the selection process of the External Auditor and the nomination of the External Auditor for appointment by the General Meeting;
- (m) ensuring that internal procedures are established and maintained which safeguard that all relevant information is known to the Board in a timely fashion;
- (n) ensuring that the External Auditor receives all necessary information to perform his work in a timely fashion; and
- (o) ensuring that the draft audit plan is discussed with the External Auditor before the External Auditor presents the plan to the Audit Committee.

4.2.2 Notwithstanding the responsibilities of the Board referred to in Clause 4.2.1, the responsibilities of the Non-Executive Directors include:

- (a) selecting and recommending the External Auditor for appointment (upon a proposal by the Board) by the General Meeting;
- (b) selecting and recommending individuals for appointment (upon a proposal by the Board) by the General Meeting as Directors;
- (c) preparing the Remuneration Policy to be adopted (upon a proposal by the Board) by the General Meeting, establishing the remuneration (in accordance with the Remuneration Policy) and contractual terms and conditions of employment of the Executive Directors;
- (d) proposing the remuneration of the Non-Executive Directors for adoption by the General Meeting;
- (e) reviewing the performance of the Board and individual Directors and discussing the conclusions that must be drawn on the basis of this review at least on an annual basis; and
- (f) drawing up the Company's diversity policy for the composition of the Board.

4.2.3 The responsibilities referred to in Clause 4.2.2 may be carried out by the respective Committees, consistent with the rules of those Committees as drawn up by the Board.

4.3 Risk management and Internal Controls

4.3.1 The Board is responsible for:

- (a) identifying and analyzing the risks associated with the strategy and activities of the Company and its business; and
- (b) establishing the risk appetite and the measures that are put in place to counter the risks being taken.

4.3.2 Based on the risk assessment referred to in Clause 4.3.1, the Board shall design, implement and maintain adequate Internal Controls.

4.3.3 The Board monitors the operation of the Internal Controls and shall carry out a systematic assessment of their design and effectiveness once a year together with the Audit Committee. This review shall include:

- (a) identified material weaknesses or significant deficiencies in the Internal Controls; and
- (b) material changes made to, and material improvements or remediation measures planned for, the Internal Controls.

4.3.4 The Board shall ensure that the Audit Committee shall have:

- (a) sufficient resources to prepare and execute the Company's internal audit plan;
- (b) access to information that is important for the performance of the tasks and duties allocated to the Audit Committee, including with regard to its consideration of the adequacy of the Internal Controls; and
- (c) direct access to the External Auditor.

4.4 Financial reporting

4.4.1 Annually, not later than four months after the end of the financial year, the Board shall prepare the Annual Accounts, the Management Report and the Remuneration Report, including any information required by law and pursuant to the Code.

4.4.2 The Non-Executive Directors shall prepare and publish a report on the work undertaken by them (**Non-Executive Report**).

5 RESPONSIBILITIES OF THE CHAIRMAN

5.1 In addition to the coordination of the Board's policy, the Chairman shall be responsible for:

- (a) chairing the meetings of the Board;
- (b) ensuring that the Board has proper contact with the General Meeting;
- (c) ensuring that there is sufficient time for deliberation and decision-taking by the Board;
- (d) ensuring that the Directors receive all information that is necessary for the proper performance of their duties in a timely fashion;
- (e) ensuring that the Board and the Committees function properly;
- (f) ensuring that the performance of the individual Directors is assessed at least annually;
- (g) ensuring that the Directors follow their introduction program;
- (h) ensuring that the Directors follow their education or training program, where relevant;

- (i) ensuring that the Board creates a culture that is aimed at long-term value creation for the Company;
- (j) ensuring that the Board is alert to indications of actual or suspected material misconduct and irregularities within the Company's business and ensuring that these are reported to the Board without delay;
- (k) ensuring that the General Meeting proceeds in an orderly and efficient manner;
- (l) assuring effective communication with Shareholders;
- (m) ensuring that the Non-Executive Directors are involved closely, and at least at an early stage, in any merger or takeover process.

5.2 The Vice-Chairman, or, if no Vice-Chairman is appointed, any other Non-Executive Director, shall deputize for the Chairman when the occasion arises, and assumes the powers and duties of the Chairman in the latter's absence. The Vice-Chairman, or, if no Vice-Chairman is appointed, any other Non-Executive Director (other than the Chairman) in office, shall act as contact for individual Directors concerning the functioning of the Chairman.

6 RESPONSIBILITIES OF THE CEO, CFO AND CBO

6.1 CEO

6.1.1 The CEO shall, together with the other Executive Directors, be responsible for the day-to-day management of the Company. More specific, the CEO is responsible for the general guidelines of the business policy, the corporate strategy and coordinates the communication with the Chairman and with the Board as a whole. The CEO shall in particular be responsible for:

- (a) business development in collaboration with the CBO;
- (b) investor relations and communication;
- (c) legal, compliance;
- (d) intellectual property;
- (e) quality management; and
- (f) corporate administration.

6.1.2 In addition, the CEO shall ensure that the Board and the Chairman are able to exercise their responsibilities as Directors. The CEO shall therefore:

- (a) prepare proposals on topics for which decision-making is the preserve of the Board;
- (b) meet the Chairman at regular intervals, consult him and involve him in strategic projects from the outset; and
- (c) provide the Board with all possible relevant information required to exercise its powers.



6.2 CFO

The CFO shall, together with the other Executive Directors, be responsible for the day-to-day management of the Company. The CFO shall in particular be responsible for:

- (a) corporate finance;
- (b) finance and controlling, risk management, reporting;
- (c) information technology; and
- (d) human resources.

6.3 CBO

The CBO shall, together with the other Executive Directors, be responsible for the day-to-day management of the Company. More specific, the CBO is responsible for the Company's operations in research and development as well as its business development strategy and operations in line with the corporate strategy and in collaboration with the CEO. The CBO shall in particular be responsible for:

- (a) business development in collaboration with the CEO;
- (b) research and development;
- (c) preclinical and clinical development;
- (d) medicinal chemistry;
- (e) chemistry, manufacturing and control (CMC);
- (f) drug metabolism and pharmacokinetics (DMPK); and
- (g) pharmacology.

7 COMMITTEES

7.1 Audit Committee

7.1.1 The Board shall appoint an Audit Committee consisting of Non-Executive Directors only. The Board shall determine the number of members of the Audit Committee.

7.1.2 The Board shall receive from the Audit Committee at least annually a report of its deliberations and findings, which comments on how the duties of the Audit Committee were carried out in the financial year, the composition of the Audit Committee, the number of Audit Committee meetings and the main items discussed at the meetings (as adopted by the Board in the rules for the Audit Committee).

7.1.3 The task of the Audit Committee is to prepare the decision-taking of the Board regarding the integrity and quality of the Company's financial reporting and the effectiveness of the Company's Internal Controls and shall be further set out in the rules for the Audit Committee. The Board shall remain collectively responsible for decisions prepared by the Audit Committee appointed from among its Non-Executive Directors.



7.2 Compensation Committee

- 7.2.1 The Board shall appoint a Compensation Committee consisting of Non-Executive Directors only. The Board shall determine the number of members of the Compensation Committee.
- 7.2.2 The Board shall receive from the Compensation Committee at least annually a report of its deliberations and findings, which comments on how the duties of the Compensation Committee were carried out in the financial year, the composition of the Compensation Committee, the number of Compensation Committee meetings and the main items discussed at the meetings (as adopted by the Board in the rules for the Compensation Committee).
- 7.2.3 The task of the Compensation Committee is to prepare the decision-taking of the Board regarding the Remuneration Policy and benefits policies generally and the compensation of the Company's executive officers and the individual Directors and shall be further set out in in the rules for the Compensation Committee. The Board shall remain collectively responsible for decisions prepared by the Compensation Committee appointed from among its Non-Executive Directors.

7.3 Nomination and Corporate Governance Committee

- 7.3.1 The Board shall appoint a Nomination and Corporate Governance Committee consisting of Non-Executive Directors only. The Board shall determine the number of members of the Nomination and Corporate Governance Committee.
- 7.3.2 The Board shall receive from the Nomination and Corporate Governance Committee at least annually a report of its deliberations and findings, which comments on how the duties of the Nomination and Corporate Governance Committee were carried out in the financial year, the composition of the Nomination and Corporate Governance Committee, the number of Nomination and Corporate Governance Committee meetings and the main items discussed at the meetings (as adopted by the Board in the rules for the Nomination and Corporate Governance Committee).
- 7.3.3 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 and shall be further set out in in the rules for the Nomination and Corporate Governance Committee. The Board shall remain collectively responsible for decisions prepared by the Nomination and Corporate Governance Committee appointed from among its Non-Executive Directors.

7.4 Investor Relations Committee

- 7.4.1 The Board shall appoint an Investor Relations Committee consisting of Non-Executive Directors only. The Board shall determine the number of members of the Investor Relations Committee.
- 7.4.2 The Board shall receive from the Investor Committee at least annually a report of its deliberations and findings, which comments on how the duties of the Investor Relations Committee were carried out in the financial year, the composition of the Investor Relations Committee, the number of Investor Relations Committee meetings and the main items



discussed at the meetings (as adopted by the Board in the rules for the Investor Relations Committee).

- 7.4.3 The task of the Investor Relations Committee is to implement and execute the Company's investor relations strategy and plan and to oversee and advise the Board on the Company's investor relations activities and investor relations communications with existing, potential and former shareholders of the Company, as well as members of the broader financial community and shall be further set out in in the rules for the Investor Relations Committee. The Board shall remain collectively responsible for decisions prepared by the Investor Relations Committee appointed from among its Non-Executive Directors.

7.5 Committee Rules

The Board shall draw up rules for the Audit Committee, the Compensation Committee, the Nomination and Corporate Governance Committee and the Investor Relations Committee, which may be amended by the Board at any time.

8 REMUNERATION

8.1 Remuneration policy

The Company must establish a remuneration policy in respect of the remuneration of the Board (**Remuneration Policy**). The Remuneration Policy is adopted by the General Meeting upon the proposal of the Board based on a recommendation of the Compensation Committee.

8.2 Remuneration

- 8.2.1 With due observance of the Remuneration Policy, the authority to establish remuneration and other conditions of employment for Executive Directors is vested in the Board. The Executive Directors shall not take part in the discussions and decision-making by the Board in relation to the establishment of the remuneration and other conditions of employment of the Executive Directors.

- 8.2.2 With due observance of the Remuneration Policy, the remuneration of Non-Executive Directors is determined by the General Meeting on a proposal of the Board based on a recommendation of the Compensation Committee.

9 INCENTIVE PLANS

- 9.1 The Company established a share option program on September 13, 2019, which was amended on December 4, 2020 (the **2020 Plan**), with the purpose of promoting the long-term loyalty of the beneficiaries to the Company. The 2020 Plan governs issuances of share options to current or future employees and members of the Board. The 2020 Plan is operated by the Board. The Executive Directors in office from time to time can make valid decisions on behalf of the Board regarding matters pertaining to their respective duties under or pursuant to the 2020 Plan, in accordance with Section 2:129a subparagraph 3 DCC, provided that if it concerns the grant of options for Shares to or exercise of options for Shares by an Executive Director this authority will vest in the Non-Executive Directors from time to time.

- 9.2 The Company established a long-term incentive plan 2021 on June 28, 2021 (the **2021 LTIP 2021**), with the purpose to motivate and reward employees, Directors, consultants and



advisors of the Company and its affiliates to perform at the highest level and to further the best interests of the Company and its shareholders. The 2021 LTIP governs the grants of Awards (as defined in the 2021 LTIP), including options for Shares, stock appreciation rights (SARs), restricted stock and restricted stock units (RSUs), performance awards and other Share based awards, to employees, Directors, consultants and advisors of the Company and its affiliates. The 2021 LTIP is operated by the Committee (as defined in the 2021 LTIP), being: the Compensation Committee or such other committee as may be designated by the Board, provided that with respect to any Award granted to a Director not being an employee of the Company or any of its affiliates, this shall mean the Nomination and Corporate Governance Committee or such other committee as may be designated by the Board, whereby if the Board does not designate the Committee, this shall mean the Board. The Non-Executive Directors from time to time constituting (i) the Compensation Committee, (ii) the Nomination and Corporate Governance Committee, or (iii) such other committee as may be designated by the Board in accordance with the 2021 LTIP, can make valid decisions on behalf of the Board regarding matters pertaining to their respective duties under or pursuant to the 2021 LTIP, in accordance with Section 2:129a subparagraph 3 DCC.

- 9.3 The authority referred to in Clauses 9.1 and 9.2 to make valid decisions on behalf of the Board regarding matters pertaining to the respective duties under or pursuant to the 2020 Plan and the 2021 LTIP, respectively, will include, if and as long as the Board is the corporate body of the Company authorized to do so, the authority to resolve issue Shares and to grant the right to acquire Shares (i.e. options for Shares) and to exclude or limit any pre-emption rights of existing Shareholders in connection therewith.

10 INTRODUCTION PROGRAM AND ONGOING TRAINING AND EDUCATION

10.1 Introduction program

After their appointment, all Non-Executive Directors will follow an introduction program that covers general financial, social and legal affairs, financial reporting by the Company, any specific aspects that are unique to the Company and its business activities, the Company culture and the responsibilities of a Non-Executive Director.

10.2 Ongoing training and education

The Board shall conduct an annual review to identify any aspects with regard to which Directors require further training or education. The Company shall play a facilitating role in this respect.

11 MEETINGS AND DECISION-MAKING

- 11.1 Meetings of the Board shall be held on regular intervals. Meetings of the Executive Directors shall be held, at least one time per month if possible or as often as any member of the Board deems necessary. Meetings of the Non-Executive Directors shall be held quarterly at least once per half year.

- 11.2 The meetings of the full Board shall be presided over by the Chairman or his deputy. The chairman of the meeting shall appoint a secretary for the meeting. For other meetings, the rules of the respective committees apply. For meetings of the Executive Directors only, the CEO is the Chairman.

- 11.3 The secretary of a meeting of the Board shall keep minutes of the proceedings at the meeting. The minutes shall be adopted by the Board, 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.
- 11.4 Meetings of the Board may be held by means of an assembly of the Directors in person at a formal meeting or by conference call, video conference or by any other means of communication, provided that all Directors participating in such meeting are able to communicate with each other simultaneously. Participation in a meeting held in any of the above ways shall constitute presence at such meeting.
- 11.5 The convocation notices of a Board meeting shall be given by the Chairman by mail, e-mail or equivalent communication forms, at such time that all the Directors are given sufficient opportunity to participate in and prepare themselves for the meeting and ultimately two business days in advance. In urgent cases, the Chairman may determine that the meeting shall be convened upon shorter notice and may also determine that the meeting shall be convened by telephone. Any notice of the Board meeting shall contain the agenda for the meeting. The agenda stating the matters for decision shall be drawn up by the Chairman. Other information and decision material for the meeting shall be circulated together with the agenda or as soon as possible thereafter. If a matter for decision was not included in the agenda, the relevant resolution can only be validly adopted in the meeting if no Director objects thereto prior to the adoption of such resolution.
- 11.6 In the Board, each Director may cast one vote. If there is a tie in voting, the proposal shall be deemed to have been rejected.
- 11.7 Notwithstanding Clauses 11.8, 11.9 and 11.10, all resolutions of the Board shall be adopted by a simple majority of the votes cast. However, the Board may determine that certain resolutions of the Board require the consenting vote of a majority of the Non-Executive Directors. Such resolutions must be clearly specified and laid down in writing.
- 11.8 The Board shall adopt its resolutions unanimously, if possible. If in an exceptional case no agreement can be reached on a matter subject to decision, then the chairman of the meeting decides whether a voting should be held or if the adoption of the resolution should be suspended. In case of suspension, a resolution on the item on the agenda must be adopted in the next Board meeting. Resolutions which have not been adopted unanimously shall be specified in the minutes with the respective proportion of votes cast.
- 11.9 Matters relating to the area of responsibility of a Director not attending the meeting shall only be discussed and decided if it can be expected that the relevant Director will be prevented from attending the next meeting as well and if the matter does not admit any delay. The relevant Director shall be informed of the decision immediately.
- 11.10 The Executive Directors shall not take part in the discussions and decision-making by the Board in relation to the following matters:
- (a) nominations for the appointment of Directors;
 - (b) establishment of the remuneration and other conditions of employment of the Executive Directors; and

- (c) the appointment of the External Auditor, if the General Meeting has not proceeded thereto,

and the relevant resolutions shall require at least a majority of the votes cast by the Non-Executive Directors present or represented in a Board meeting where all Non-Executive Directors then in office are present or represented.

- 11.11 Notwithstanding Clause 11.10, the Board can only adopt valid resolutions in a meeting where the majority of the Directors then in office is present or represented. However, the Board may designate resolutions of the Board which are subject to a different requirement. Such resolutions and the nature of the difference must be clearly specified and laid down in writing. A Director may be represented in a meeting by another Director authorized in writing.
- 11.12 As a rule, resolutions of the Board are adopted in meetings. However, Board resolutions may at all times be adopted in writing (mail, e-mail or equivalent communication forms), provided the proposal concerned is submitted to all Directors then in office in respect of whom no conflict of interest within the meaning of Clause 11.13 exists and none of them objects to this manner of adopting resolutions, evidenced by written (mail, e-mail or equivalent communication forms) statements from all relevant Directors then in office.
- 11.13 A Director shall not take part in the discussions and decision-making by the Board if he has a direct or indirect personal interest therein that conflicts with the interests of the Company or the business connected with it. The provision of the first full sentence shall not apply if as a result no resolution can be adopted.
- 11.14 When determining how many votes are cast by Directors or how many Directors are present or represented, no account shall be taken of Directors that are not allowed to take part in the discussions and decision-making by the Board pursuant to the laws of the Netherlands, the Articles or these Board Rules.
- 11.15 Resolutions of the Board entailing a significant change in the identity or character of the Company or its business are subject to the approval of the General Meeting, including in any case:
 - (a) the transfer of (nearly) the entire business of the Company to a third party;
 - (b) entering into or terminating long-term co-operations of the Company or a Subsidiary with an other legal entity or company or as fully liable partner in a limited partnership or general partnership, if this co-operation or termination is of major significance for the Company;
 - (c) acquiring or disposing by the Company or a Subsidiary of participating interests in the capital of a company, with a value equal to at least one-third of the sum of the assets of the Company as shown on its balance sheet with explanatory notes or, if the Company prepares a consolidated balance sheet, its consolidated balance sheet with explanatory notes according to the last adopted Annual Accounts.
- 11.16 Resolutions of the Board regarding the entering into or termination by the Company or a Subsidiary of any license agreement in respect of any medical drugs developed by the Company or a Subsidiary will however not (be deemed to) be subject to approval of the



General Meeting pursuant to Clause 11.15(b), as the entering into or termination of such license agreement will not entail a significant change in the identity or character of the Company or its the business.

12 CONFLICTS OF INTERESTS

12.1 Preventing conflicts of interest

12.1.1 Any Conflict of Interest between the Company and a Director shall be prevented.

12.1.2 Directors must be alert to Conflicts of Interest and may not:

- (a) compete with the Company;
- (b) demand or accept substantial gifts from the Company for themselves or their spouse, registered partner or other life companion, foster child or relative by blood or marriage upon the second degree;
- (c) provide unjustified advantages to third parties at the Company's expense; or
- (d) take advantage of business opportunities that the Company is entitled to, for themselves or for their spouse, registered partner or other life companion, foster child or relative by blood or marriage upon the second degree.

12.2 Definition

12.2.1 For the purpose of this Clause 12, a Conflict of Interest means:

- (a) a direct or indirect personal conflict of interest within the meaning of Section 2:129, subsection 6, DCC; and
- (b) any other situation which causes reasonable doubt about whether the Director concerned is primarily guided in the decision-taking process by the interests of the Company and its business.

12.2.2 A Director has a potential Conflict of Interest, if the Company intends to enter into a transaction with a legal entity:

- (a) in which that Director has a material financial interest;
- (b) whose management board or supervisory board includes a member who has a family law relationship with that Director; or
- (c) where that Director has a management or supervisory position.

12.3 Consequences

12.3.1 A Director may not participate in the discussions and/or decision-taking process on a subject or transaction in relation to which he is found to have a Conflict of Interest pursuant to Clause 12.4.3. The Director does not qualify as Director entitled to vote in relation to that subject. If all Directors are found to have a Conflict of Interest, the decision will nevertheless be taken by the Board.

12.3.2 All transactions in which there are Conflicts of Interest with Directors shall (i) be agreed on terms that are customary in the market, and (ii) shall require the prior approval of the Board.

12.3.3 The Chairman shall procure that these transactions will be referred to in the Management Report, with a declaration that the provisions in the Code have been complied with.

12.4 Obligation to report and determination

12.4.1 Each Director (excluding the Chairman) must immediately report any potential Conflict of Interest concerning itself to the Chairman and to the other Directors. A Director with such (potential) Conflict of Interest must provide the Chairman and the other Directors with all relevant information in that regard, including the information relevant to the situation concerning his spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree.

12.4.2 In case the Chairman has a potential Conflict of Interest he must immediately report such potential Conflict of Interest to the Vice-Chairman, or, if no Vice-Chairman is appointed, any other Non-Executive Director (other than the Chairman) in office. The Chairman must provide all relevant information in that regard, including the information relevant to the situation concerning his spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree.

12.4.3 The Chairman decides whether a Director (other than the Chairman) has a Conflict of Interest, without the relevant Director being present. The Vice-Chairman, or if no Vice-Chairman is appointed, such other Non-Executive Director that has been informed by the Chairman of his potential Conflict of Interest decides whether the Chairman has a Conflict of Interest.

12.5 Related party transactions

12.5.1 All transactions between the Company and persons who hold at least ten percent of the Shares shall (i) be agreed on terms that are customary in the market, and (ii) shall require the prior approval of the Board. The Chairman shall procure that these transactions will be referred to in the Management Report, with a declaration that the provisions in the Code have been complied with.

12.5.2 The Chairman will inform the Board with respect to the impact of the transactions as meant in this Clause 12.5 on the Company, its business and other stakeholders, including the other Shareholders, to ensure that decisions of the Board are taken on a sound and well-informed basis.

13 COMPLAINTS AND WHISTLEBLOWING

13.1 The Board shall establish a procedure for reporting actual or suspected irregularities within the Company.

13.2 The Board shall ensure that employees have the opportunity, without jeopardizing their legal position, to file a report about actual or suspected irregularities.

14 RELATIONSHIP WITH THE GENERAL MEETING

14.1 Convocation, attendance and Chairman

14.1.1 In accordance with the Articles, General Meetings may as a main rule be convened by the Board. The Board shall ensure that General Meetings once convened are held in due time.

14.1.2 The Directors shall attend the General Meetings, unless they are prevented from attending on serious grounds. Directors nominated for appointment will attend the General Meeting at which votes will be cast on their nomination. The External Auditor may be questioned by the General Meeting in relation to his report on the fairness of the Annual Accounts. The External Auditor shall for this purpose attend and be entitled to address this General Meeting.

14.1.3 In conformity with the Articles, the Chairman shall, as a general rule, chair General Meetings, and shall decide on the contents of resolutions. The ruling pronounced by the Chairman in respect of the outcome of a vote in a General Meeting shall be decisive subject to the provisions of Section 2:13 DCC.

14.2 Information

14.2.1 The Board shall ensure that the General Meeting is adequately provided with information. If Board decides not to provide the General Meeting with all information desired by it in view of important interests (*zwaarwegende belangen*) of the Company or any law, rules or regulations applicable to the Company preventing the Board from doing so, the Board shall specify the reasons for invoking such important interests.

14.2.2 The Board shall inform the Shareholders by means of explanatory notes to the agenda of all facts and circumstances relevant to the matters included in the agenda of a General Meeting.

14.2.3 The following items should be dealt with at a General Meeting as separate agenda items:

- (a) material amendments to the Articles;
- (b) proposals relating to the appointment of Directors;
- (c) the Company's policy on additions to reserves and on dividends (the level and purpose of the addition to reserves, the amount of the dividend and the type of dividend);
- (d) any proposal to pay out dividend;
- (e) resolutions to approve the management conducted by the Board (discharge of Directors from liability);
- (f) each substantial change in the corporate governance structure of the Company and in the compliance with the Code; and
- (g) the appointment of the External Auditor.

14.2.4 The Board shall adopt a policy on bilateral contacts with the General Meeting and the Shareholders.

15 RELATIONSHIP WITH THE EXTERNAL AUDITOR

- 15.1 The Board must maintain regular contact with the External Auditor. The Board ensures that the External Auditor receives all information that is necessary for its work in a timely manner. The Board gives the External Auditor the opportunity to respond to the information that the Board has provided.
- 15.2 The External Auditor in any event attends the meeting of the Board at which its report on the audit of the Annual Accounts is discussed.
- 15.3 The Company shall inform the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten* or **AFM**) which auditor or auditors firm will be proposed to be appointed as External Auditor, ultimately at the time of the convocation of the General Meeting at which the proposal to appoint the External Auditor is resolved upon. If the instructions to the External Auditor are withdrawn by the Company or terminated prior to the end of the term by the External Auditor, the Board shall notify the AFM without delay of such withdrawal or termination stating their conclusive justification therefor.

16 HOLDING OF AND TRADING IN SECURITIES

- 16.1 With respect to securities in the Company, Directors are bound by the Company's policy on inside information and securities trading and must at all times comply with all Dutch and foreign statutory provisions and regulations, including applicable notification requirements, applicable to the ownership of and transactions related to securities in the Company and securities in other companies.
- 16.2 In addition, each Director shall practice great reticence:
- (a) when trading in shares or other financial instruments issued by another listed company, if this could reasonably create the appearance of such Director violating applicable insider trading and/or market manipulation prohibitions; and
 - (b) when trading in shares or other financial instruments issued by another listed company which is a direct competitor of the Company.
- 16.3 Any Shares held by a Non-Executive Director are expected to be long-term investments.

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ANNEX

LIST OF DEFINITIONS

1. In these Board Rules, the following terms shall have the following meaning:

2020 Plan has the meaning attributed thereto in Clause 9.1.

2021 LTIP has the meaning attributed thereto in Clause 9.2.

AFM has the meaning attributed thereto in Clause 15.3.

Annual Accounts means the annual accounts of the Company as referred to in Section 2:361, subsection 1, DCC.

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

Audit Committee means the audit committee of the Board.

Board means the board of directors of the Company.

Board Profile has the meaning attributed thereto in Clause 2.1.5.

Chairman has the meaning attributed thereto in Clause 2.1.2.

CBO has the meaning attributed thereto in Clause 2.1.2.

CEO has the meaning attributed thereto in Clause 2.1.2.

CFO has the meaning attributed thereto in Clause 2.1.2.

Code means the Dutch corporate governance code.

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.

Committees means the committees of the Board from time to time, being as at the date hereof the Audit Committee, the Compensation Committee, the Nomination and Corporate Governance Committee and the Investor Relations Committee.

DCC means the Dutch Civil Code (*Burgerlijk Wetboek*).

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.

External Auditor means the Company's auditor as referred to in Section 2:393 DCC.

General Meeting means the body of the Company consisting of the persons to whom, as a Shareholder or otherwise, voting rights attached to Shares accrue, or (as the case may be) a meeting of such persons (or their representatives) and other persons with Meeting Rights.



Internal Controls means the Company's internal risk management and control systems, including its disclosure controls and procedures and internal control over financial reporting.

Investor Relations Committee means the investor relations committee of the Board.

Management Report means the management report of the Company as referred to in Section 2:391 DCC.

Meeting Rights means the right to, as a Shareholder or as a person to whom these rights have been attributed in accordance with the Articles, be invited to and to attend General Meetings in person or by a proxy authorized in writing and to speak at such meetings and the other rights conferred by the laws of the Netherlands upon holders of depositary receipts issued with a company's cooperation for shares in its capital.

Nomination and Corporate Governance Committee means the nomination and corporate governance committee of the Board.

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

Non-Executive Report has the meaning attributed thereto in Clause 4.4.2.

Remuneration Policy has the meaning attributed thereto in Clause 8.1.

Remuneration Report means the remuneration report of the Company as referred to in Section 2:135b, subsection 1, DCC.

Share means a share in the capital of the Company.

Shareholder means a holder of one or more Shares.

Subsidiary means a subsidiary of the Company as referred to in Section 2:24a DCC.

Vice-Chairman has the meaning attributed thereto in Clause 2.1.2.

2. Save where the context dictates otherwise, in these Board 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 Board Rules are inserted for ease of reference and do not form part of the Board Rules for the purpose of interpretation.