

05 August 2022



## **INVESTOR RELATIONS COMMITTEE RULES**

**Adopted by the Board of Vivoryon Therapeutics N.V. on 05 August 2022**



## **1 INTRODUCTION**

- 1.1 These are the investor relations committee rules (the **Investor Relations Committee Rules**) of the Company as adopted by the Board on 22 June 2022 pursuant to article 17.3 of the Articles.
- 1.2 The Board is authorized to adopt and amend these Investor Relations Committee Rules and retains the right to deviate from these Investor Relations Committee Rules.
- 1.3 These Investor Relations Committee Rules are posted on the Company's website.
- 1.4 The meaning of certain capitalized terms used in these Investor Relations Committee Rules is set forth in the List of Definitions attached as **Annex**.

## **2 COMPOSITION**

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

## **3 ROLE AND RESPONSIBILITIES**

- 3.1 Without prejudice to the collegiate responsibility of the Board to implement and execute the Company's investor relations strategy and plan, the duty of the Investor Relations Committee is 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. In doing so, the Investor Relations Committee will review and comment on the Company's investor relations strategy and plan and its execution, to assess whether the Company is being properly valued and positioned with shareholders whose investment objectives are consistent with the Company's strategy of creating and attaining long-



term shareholder value.

- 3.2 The Investor Relations Committee is in particular charged with the following matters:
- (i) to review and assess the Company's overall investor relations strategy and plan periodically to determine its status and progress, to monitor results and to offer suggestions for improvement to the Board, including making recommendations on possible actions with regard to shareholder engagement;
  - (ii) to review and assess the Company's policy on bilateral contacts with shareholders and offer recommendations to the Board with respect thereto;
  - (iii) to review and assess the Company's messaging (including assumptions and recommendations) to the financial community and offer recommendations to the Board with respect thereto;
  - (iv) to periodically review issues that affect investor relations, including trends in corporate governance, shareholder activism, and regulatory actions;
  - (v) to ensure that the Board has allocated adequate resources to support the implementation and achievement of the objectives of the investor relations strategy and plan; and
  - (vi) to make recommendations – as necessary – to the Nomination and Corporate Governance Committee on possible actions with regard to corporate governance that impact investor relations.

#### **4 REPORTS**

- 4.1 Annually, at such time after the end of the financial year that the relevant information can be accounted for in the Non-Executive Report, the Investor Relations Committee shall prepare a report of its deliberations and findings and submit this to the Board.
- 4.2 The report of the Investor Relations Committee shall include information on how the duties of the Investor Relations Committee were carried out in the financial year, and shall also report on the composition of the Investor Relations Committee, the number of meetings of the Investor Relations Committee during the last financial year and the main items discussed at these meetings.

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

- 5.1 Meetings of the Investor Relations Committee shall be held at least four times each calendar year or as often as any member of the Investor Relations Committee deems necessary.
- 5.2 The meetings of the Investor Relations Committee shall be presided over by its chairman or its deputy. The chairman of the meeting shall appoint a secretary for the meeting.
- 5.3 The secretary of a meeting of the Investor Relations Committee shall keep minutes of the proceedings at the meeting. The minutes shall be adopted by the Investor Relations Committee, in the same meeting or the next. Evidencing their adoption, the minutes shall be signed by the chairman and the secretary of the meeting in which the minutes are adopted.



- 5.4 Meetings of the Investor Relations Committee can be held in person at a formal meeting or by conference call, video conference or by any other means of communication, provided that all members of the Investor Relations Committee participating in such meeting are able to communicate with each other simultaneously. Participation in a meeting held in any ways shall constitute presence at such meeting.
- 5.5 The convocation notices of an Investor Relations Committee meeting shall be given by the chairman of the Investor Relations Committee by e-mail or mail, at such time that all the members of the Investor Relations Committee are given opportunity to participate in and prepare themselves for the meeting ultimately. In urgent cases, the chairman of the Investor Relations Committee may determine that the meeting shall be convened upon short notice. Any notice of the Investor Relations Committee meeting shall contain the agenda for the meeting. The agenda stating the matters for decision shall be drawn up by the chairman of the Investor Relations Committee. Other information and decision material for the meeting shall be circulated together with the agenda or as soon as possible thereafter.
- 5.6 In the Investor Relations Committee, each member of the Investor Relations Committee may cast one vote. If there is a tie in voting, then the vote of the chairman of the Investor Relations Committee shall decide.
- 5.7 All resolutions of the Investor Relations Committee shall be adopted by a simple majority of the votes cast.
- 5.8 The Investor Relations Committee can only adopt valid resolutions in a meeting where at least two members of the Investor Relations Committee represented.
- 5.9 As a rule, resolutions of the Investor Relations Committee are adopted in meetings. However, resolutions of the Investor Relations Committee may also at all times be adopted in writing, provided the proposal concerned is submitted to all members of the Investor Relations Committee and none of them objects to this manner of adopting resolutions, evidenced by written statements from all members of the Investor Relations Committee.

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## ANNEX LIST OF DEFINITIONS

1. In these Investor Relations Committee Rules, the following terms shall have the following meaning:

**Articles** means the articles of association of the Company effective as per June 29, 2021, as amended from time to time.

**Investor Relations Committee** means the investor relations committee established by the Board.

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

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

**Company** means Vivoryon Therapeutics N.V., a public company incorporated under the laws of the Netherlands (*naamloze vennootschap*), having its official seat in Amsterdam, the Netherlands.

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

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

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

2. Save where the context dictates otherwise, in these Investor Relations Committee Rules:

- (a) words and expressions expressed in the singular form also include the plural form, and vice versa;
- (b) words and expressions expressed in the masculine form also include the feminine form; and
- (c) a reference to a statutory provision counts as a reference to this statutory provision including all amendments, additions and replacing legislation that may apply from time to time.

Headings of clauses and other headings in the Investor Relations Committee Rules are inserted for ease of reference and do not form part of the Investor Relations Committee Rules for the purpose of interpretation.