

August 4, 2023



Vivoryon Therapeutics N.V.

Amsterdam

ISIN NL00150002Q7 / VVY

Notice of Extraordinary General Meeting of Shareholders

This is the notice of the

extraordinary general meeting of shareholders

of Vivoryon Therapeutics N.V. (the "**Company**") to be held

on Friday, September 15, 2023 at 1:00 p.m. (CEST),

NOTE: The extraordinary general meeting will be held on Friday, September 15, 2023 at 1:00 p.m. (CEST) at the Amsterdam offices of NautaDutilh N.V. at Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands.

I.
Agenda

- 1. Opening**
- 2. Release from liability of Ulrich Dauer (*voting item*)**

In connection with the resignation of Ulrich Dauer, the Company's Chief Executive Officer and one of its executive directors, effective August 14, 2023 (the "**Resignation Date**"), the Company's Board of Directors (the "**Board**") proposes to release Ulrich Dauer from liability for the exercise of his duties until and including the Resignation Date, insofar as the exercise of those duties is disclosed to the general meeting prior to the adoption of this resolution.

- 3. Appointment of Frank Weber as executive director 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 Frank Weber as executive director of the Board with effect immediately after this extraordinary general meeting and until immediately after the closing of the annual general meeting of the Company to be held in 2025 or, if the voting item proposed as agenda item 5 does not pass, the closing of the annual general meeting of the Company to be held in 2026.

Dr. Weber brings 30 years of experience in the pharmaceutical and life science industry. He supported InterMune (now Genentech/Roche), in particular, its launch of Esbriet in Europe, as Global Clinical Advisor. Prior to this, he served as Chief Medical Officer at Merck KGaA in Germany and Switzerland, where he contributed to several marketing authorizations and market access agreements in the EU, U.S. and Japan and also spearheaded personalized medicine, biomarker and companion diagnostics. During his career, he has also been involved in several M&A transactions as well as licensing deals. Dr. Weber started his industry career after ten years in academic clinical research and patient care in the areas of cancer, immunology, infectiology and maxillo-facial surgery. His past roles include management positions in medical affairs and clinical development at American Cyanamid (Lederle), USA and at Synthelabo (now Sanofi), France. Dr. Weber is also a board member at Zambon Biotech SA, a Swiss-based private company searching for innovative in-licensing projects for the Zambon Group. Dr. Weber is a licensed physician and received his MD in Cancer Immunology from the Medical University Cologne, Germany.

A summary of the main elements of Dr. Weber's management agreement with the Company is enclosed as an Annex.

- 4. Appointment of Anne Doering as executive director 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 Anne Doering as executive director of the Board with effect immediately after this extraordinary general meeting and until immediately after the closing of the annual general meeting of the Company to be held in 2025 or, if the voting item proposed as agenda item 5 does not pass, the closing of the annual general meeting of the Company to be held in 2026.

Ms. Doering brings over 25 years of capital markets, investment and corporate biopharmaceutical industry experience. Prior to joining Vivoryon, Ms. Doering was Director of

Investor Relations at BioNTech and Director of Group Strategy at Merck KGaA, where she contributed to the strategic direction of the company. Her additional corporate experience includes R&D finance and strategy at Merck & Co. On the investment front, Ms. Doering helped build the Franklin European Equity Funds franchise at Franklin Templeton, a leading global asset manager, as portfolio manager and analyst and has spent time in venture capital at Creathor Ventures in Germany. In addition, for several years Ms. Doering was a healthcare equity research analyst covering pharmaceutical companies for a number of investment banks in New York including Bear Stearns, Credit Suisse, Bank of America and Commerzbank, during which time she was instrumental in the team achieving a #1 Institutional Investor ranking. Ms. Doering holds an MBA from The Wharton School and an MA in International Studies from The Lauder Institute, both of the University of Pennsylvania. She is also a Chartered Financial Analyst (CFA) Charterholder.

A summary of the main elements of Ms. Doering's management agreement with the Company is enclosed as an Annex.

5. **Amendment to remuneration policy (voting item)**

The Board, following a recommendation by the remuneration committee, proposes to revise the Company's remuneration policy (the "**Remuneration Policy**"), as prepared by the non-executive members of the Board, such that the revised Remuneration Policy would allow for the appointment and re-appointment of the Company's executive directors for terms that are consistent with the Dutch Corporate Governance Code and provides more flexibility to grant awards that are subject to performance criteria. The Board believes that the current Remuneration Policy is unnecessarily restrictive in this respect.

The only changes that are proposed to the Remuneration Policy are in section 7 (Management Agreements) and in section 5.8(c) and are highlighted below:

Proposed changes to section 7:

*The Executive Directors will each have a management agreement with the Company, in principle with a term of (approximately) **and up to four** years, ending immediately after the closing of the annual General Meeting to be held in, **at the latest, the fourth** year of the term (equaling the term of appointment). These management agreements may stipulate that the Company shall bear (part of) the contributions of an Executive Director to health insurance, life insurance (direct insurance) and/or pension. These management agreements may be terminated by both the Company and the Executive Director for good cause without notice period. Ordinary termination is excluded. These management agreements may contain severance provisions, provided that any severance payments shall not exceed one year's salary (the 'fixed' remuneration component, i.e. annual base salary and benefits). Severance payments will not be made if a management agreement is terminated early at the initiative of an Executive Director, or in the event of seriously culpable or negligent behavior on the part of an Executive Director.*

Proposed changes to section 5.8(c):

Where the Company awards Share-based remuneration, the following will apply:

(...)

*(c) any Award granted may only be exercised within ten years after their grant and will vest in equal parts over a period of two, three, four or five years, as determined by the Board. Any awards (other than replacement awards **or awards that are subject to performance criteria**) shall not vest in full prior to the one-year anniversary of the applicable grant date;*

The decision-making of the Board in coming to this proposal is consistent with all applicable requirements of Dutch law, including the restrictions on potential conflicts of interests under Dutch law. Given that these proposed changes are of a technical nature, ensuring further alignment with the Dutch Corporate Governance Code, and do not impact the compensation packages for the Board members, and given that at the most recent annual general meeting of shareholders of the Company both the current version of the Remuneration Policy and the implementation of the Remuneration Policy over the financial year 2023 was supported by more than 75% of the votes cast, the Board has not deemed it necessary to submit other changes to the Remuneration Policy for the approval of the Company's general meeting.

6. 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/2023-extraordinary-general-meeting/>. Moreover, they are available free of charge at the offices of the Company (address: Weinbergweg 22, 06120 Halle (Saale), Germany) during the usual business hours of the Company from Monday through Friday from 9:00 a.m. until 4:00 p.m. (CEST).

2. Procedure for participation

Record date

Those persons who on **Friday, August 18, 2023** after close of trading on Euronext Amsterdam (the "**Record Date**") (i) are shareholders of the Company or otherwise have voting rights and/or meeting rights with respect to shares in the Company's capital and (ii) are recorded as such in the Company's shareholders' register and/or any register maintained by an intermediary (*intermediair*) for purposes of the administration of shares included in a collective deposit (*verzameldepot*) pursuant to the Dutch Giro Securities Transfer Act (*Wet giraal effectenverkeer*), will be regarded as having the right to vote and/or attend, as applicable, the general meeting ("**Eligible Participants**").

Application

Eligible Participants (or their authorised representatives) who wish to attend the general meeting must apply as from the Record Date and no later than on **Friday, September 8, 2023, 6:00 p.m. (CEST)** (the "**Cut-off Time**") via their own intermediary to:

Vivoryon Therapeutics N.V.
c/o Computershare Operations Center
80249 München, Germany

E-mail: 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 **Monday, September 11, 2023, 6:00 p.m. (CEST)**, stating the number of shares held (or in respect of which rights can be exercised) on the Record Date by the Eligible Participant 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 Eligible Participant in order to be able to verify the shareholding (or other rights to shares) on the Record Date in an efficient manner.

The Company or Computershare on its behalf will provide each Eligible Participant that has been duly registered in accordance with the procedure above by e-mail a confirmation of registration (such email the "**Confirmation of Registration**") by electronic means.

Attendance in person

If an Eligible Participant (or an authorised representative) wishes to attend 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) to send an email to the Company, at investor@vivoryon.com, ultimately by the Cut-off Time. The Company will then send the relevant Eligible Participant by e-mail a confirmation of attendance (the “**Confirmation of Attendance**”). **Eligible Participants who have not submitted a request and who have not received a Confirmation of Attendance will not be admitted to the meeting.**

Only Eligible Participants (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 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 1:00 p.m. (CEST). After this time registration is no longer possible.

Attendance by proxy

Eligible Participants who have been duly registered may grant a proxy to have themselves represented at the meeting. Such a proxy may be granted either to any third party or to Mr. P.C.S. van der Bijl, civil law notary in Amsterdam, the Netherlands, and/or any other civil law notary or candidate civil law notary working with NautaDutilh N.V.

A form for granting such a proxy is available on the Company’s website at <https://www.vivoryon.com/2023-extraordinary-general-meeting/>. The completed proxy form should be received ultimately by the Cut-off Time at the following address or e-mail address:

Vivoryon Therapeutics N.V.
c/o Computershare Operations Center
80249 München, Germany

E-mail: anmeldestelle@computershare.de

3. Number of issued shares and voting rights

At the time of convening the general meeting, the Company’s registered share capital amounts to € 26,066,808.00 and is divided in 26,066,808 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 26,066,808. The Company does not hold any own shares; there are no shares of different classes.

Halle (Saale), August 4, 2023

Vivoryon Therapeutics N.V.

The Board

Contact information:

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III.
Annexes