



MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
Vivoryon Therapeutics N.V.
15 September 2023

These are the minutes of the Extraordinary General Meeting of Shareholders of Vivoryon Therapeutics N.V., a public liability company (*naamloze vennootschap*) incorporated under the laws of the Netherlands, having its official seat (*statutaire zetel*) in Amsterdam, the Netherlands, and its registered office address at Weinbergweg 22, 06120 Halle, Germany ("**Vivoryon**"), held at the offices of NautaDutilh N.V., Beethovenstraat 400, 1083 PR, Amsterdam, the Netherlands, on 15 September 2023 at 13:00h CEST.

1 OPENING AND ANNOUNCEMENTS

The Chairman opened the meeting at 13:00h CEST and welcomed all attendees and briefly highlighted the course of events of this meeting.

The Chairman noted that in accordance with article 32.3 of Vivoryon's articles of association, the language of this meeting would be English.

The Chairman further noted that the shareholders were offered the opportunity to either attend the meeting in person or to attend the meeting by granting a proxy to have themselves represented at the meeting. Shareholders were allowed to ask questions about the items on the agenda during the meeting which will, possibly thematically, be dealt with and discussed at this meeting.

Claudia Riedl and Morten Asser Karsdal, both non-executive members of the board of directors, attended the meeting by electronic means. Florian Schmid, Chief Financial Officer and Michael Schaeffer, Chief Business Officer, both executive members of the board of directors, also attended the meeting by electronic means. Frank Weber and Anne Doering, both nominated to be appointed as executive members of the board of directors, both attended the meeting in person. Mr. Bastian Kardol at Computershare in Rotterdam was also present in person. Finally, Paul van der Bijl, partner and civil law notary at NautaDutilh in Amsterdam and Mariëlle van Nimwegen, senior associate at NautaDutilh in Amsterdam, also both attended the meeting in person.

The Chairman noted that Paul van der Bijl was present in person for the voting results. Voting for this meeting was also possible by written proxy including voting instructions, granted to the notary as independent party.

Mariëlle van Nimwegen was designated to keep the minutes of the meeting. Audio recordings were made of the meeting for reporting purposes.

Convocation and record date

The Chairman noted that the agenda for the meeting was included in the notice to convene and the relevant documentation had been published and made available on Friday, August 4, 2023 on Vivoryon's website and made available at Vivoryon's offices and that the record date for the meeting was on Friday, August 18, 2023. The Chairman concluded that the notice to convene was given



with due observance of all legal and statutory requirements and that therefore this meeting is qualified to take legally binding decisions.

The Chairman communicated that a total of 13,387,837 shares, representing 51.36% of Vivoryon's issued capital at the record date, were represented at the meeting.

The Chairman explained the voting procedures for the meeting. The Chairman further noted that the notary received proxies with voting instructions for a total of 13,387,837 shares, representing 51.36% of the issued capital eligible to vote.

The Chairman explained that any shareholder attending this meeting would be given the opportunity to raise any questions they may have with respect to any of the agenda items during this meeting.

2 RELEASE FROM LIABILITY OF ULRICH DAUER

The Chairman explained the first agenda item, being the release from liability of Ulrich Dauer. The Chairman noted that the board of directors proposes to release Ulrich Dauer from liability for the exercise of his duties until and including his resignation date, being August 14, 2023, insofar as the exercise of those duties is disclosed to the general meeting prior to the adoption of this resolution.

The Chairman noted that there were no questions asked by the shareholder present.

The shareholders were given the opportunity to cast their vote.

3 APPOINTMENT OF FRANK WEBER AS EXECUTIVE DIRECTOR OF THE BOARD

The Chairman explained the next agenda item, being the proposal to appoint Frank Weber as executive member of the board of directors of Vivoryon.

The Chairman noted that in accordance with article 15.4 of the company's articles of association the board of directors, by way of binding nomination, following a recommendation by the nomination and corporate governance committee, proposes to appoint Mr. Weber as executive director of the board of directors 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.

The Chairman noted that the profile of Mr. Weber and the reasons for the nomination for his appointment were published as part of the explanatory notes to this agenda item.

The Chairman explained the reasons for the nomination for Mr. Weber's appointment. The Chairman noted that Mr. Weber brings thirty years of experience in the pharmaceutical and life science industry. Mr. Weber started his industry career after ten years of academic clinical research and patient care in the areas of cancer, immunology, infectiology and maxilla-facial surgery. His past roles include management positions in medical affairs and clinical development, Mr. Weber has acted as global clinical advisor, served as chief medical officer and has also been involved in several M&A transactions as well as licensing deals. The Board of Directors is of the opinion that his professional track record will complement the current executive Board's expertise and will be beneficial for the Company.



Mr. Weber was thereafter given the opportunity to shortly introduce himself. Mr Weber expressed his gratitude for the nomination and his commitment to the development of the company, the organization and the employees.

Shareholders were given the opportunity to ask questions. The Chairman noted that there were no questions asked by the shareholder present.

The shareholders were given the opportunity to cast their vote.

4 APPOINTMENT OF ANNE DOERING AS EXECUTIVE DIRECTOR OF THE BOARD

The Chairman explained the next agenda item, being the proposal to appoint Ms. Anne Doering as executive member of the board of directors of Vivoryon.

The Chairman noted that in accordance with article 15.4 of the company's articles of association the board of directors, by way of binding nomination, following a recommendation by the nomination and corporate governance committee, proposes to appoint Ms. Doering as executive director of the board of directors 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.

The Chairman noted that the profile of Ms. Doering and the reasons for the nomination for her appointment were published as part of the explanatory notes to this agenda item.

The Chairman explained the reasons for the nomination for Ms. Doering's appointment. The Chairman noted that Ms. Doering brings twenty-five years of experience in capital markets, investments and corporate biopharmaceutical industry experience. Her past roles include director of investor relations and director of group strategy, and her additional corporate experience includes R&D finance and strategy. Further, for several years Ms. Doering was a healthcare equity research analyst covering pharmaceutical companies for a number of investment banks. The Board of Directors is of the opinion that her professional track record will complement the current executive Board's expertise and will be beneficial for the Company.

Ms. Doering was thereafter given the opportunity to shortly introduce herself. Ms. Doering expressed her gratitude for the nomination and her commitment to aid the company's development from her capital markets and investor relations background.

Shareholders were given the opportunity to ask questions. The Chairman noted that there were no questions asked by the shareholder present.

The shareholders were given the opportunity to cast their vote.

5 AMENDMENT OF REMUNERATION POLICY

The Chairman explained the next agenda item, being the proposal to amend the company's remuneration policy.

The Chairman noted that the board of directors, following a recommendation by the remuneration



committee, proposes to revise the company's remuneration policy, 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 of directors believe that the current remuneration policy is unnecessarily restrictive in this respect.

The Chairman further noted that 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 of directors has not deemed it necessary to submit other changes to the remuneration policy for the approval of the company's general meeting.

The Chairman stated that the proposed amendments was published as part of the explanatory notes to this agenda item.

Shareholders were given the opportunity to ask questions. The Chairman noted that there were no questions asked by the shareholder present.

The shareholders were given the opportunity to cast their vote.

6 VOTING RESULTS

The Chairman read out the voting results:

- On agenda item 2 “Release from liability of Ulrich Dauer”, 13,387,837 votes have been cast of which 9,919,519 have been cast FOR, 3,466,758 have been cast AGAINST, and 1,560 have been cast ABSTAIN. The Chairman confirmed that the majority of the votes cast is in favour of the proposal and that the proposal was adopted.
- On agenda item 3 “Appointment of Frank Weber as executive director of the Board”, 13,387,837 votes have been cast of which 13,075,081 have been cast FOR, 311,406 have been cast AGAINST, and 1,350 have been cast ABSTAIN. The Chairman confirmed that the majority of the votes cast is in favour of the proposal and that the proposal was adopted.
- On agenda item 4 “Appointment of Anne Doering as executive director of the Board”, 13,387,837 votes have been cast of which 9,820,683 have been cast FOR, 3,565,904 have been cast AGAINST, and 1,250 have been cast ABSTAIN. The Chairman confirmed that the majority of the votes cast is in favour of the proposal and that the proposal was adopted.
- On agenda item 5 “Amendment to the remuneration policy”, 13,387,837 votes have been cast of which 8,794,422 have been cast FOR, 4,379,975 have been cast AGAINST, and 213,440 have been cast ABSTAIN. The Chairman confirmed that the majority of the votes cast is in favour of the proposal and that the proposal was adopted.

7 ANY OTHER BUSINESS

Shareholders were given the opportunity to ask any further questions, but no questions were raised.



The Chairman noted that in accordance with best practice provision 4.1.10 of the Dutch corporate governance code, a draft of the minutes of this meeting shall be made available, on request, to the shareholders no later than three months after the end of this meeting, after which shareholders shall have the opportunity to react to the minutes in the following three months. The minutes shall then be adopted by the secretary of this meeting and myself and as evidence thereof shall be signed by the both of us, such in accordance with article 32.4 of Vivoryon's articles of association.

As there was no other business before the meeting, the Chairman concluded this agenda item.

8 CLOSING

Finally the Chairman closed the meeting at 13.24 CET and thanked all shareholders and other participants for participating.