August 18, 2026

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 held

on Tuesday, September 29, 2026 at 11:00 a.m. (CEST).

NOTE: The annual general meeting will be held on Tuesday, September 29, 2026 at 11:00 a.m. (CEST) at the Amsterdam offices of NautaDutilh N.V. at Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands (the "**AGM**").

I.
Agenda

1. Opening

2. Report of the Board for the financial year 2025 (*discussion item*)

This agenda item includes an account of the financial year 2025 by the Board of Directors of the Company (the "**Board**"), including the report of the non-executive members of the Board.

It has become apparent to the Board that the Company's equity may decrease to or below 50% of the Company's paid up and called up share capital. This discussion item shall therefore also include a discussion of potential measures (if any) to be taken by the Company, including in connection with a potential transaction as discussed under agenda item 15.

3. Remuneration report (*advisory voting item*)

This agenda item concerns an advisory vote on the remuneration report for the financial year 2025 which is set out on pages 49 through 54 of the Company's annual report 2025.

4. 2025 annual accounts (*voting item*)

The Board proposes to adopt the 2025 annual accounts, as set out on pages 59 through 94 of the Company's annual report 2025.

5. Reservation and dividend policy (*discussion item*)

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. Within this framework and subject to the applicable rules of law and the Company's articles of association, 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, including in connection with a potential transaction as discussed under agenda item 15.

6. Release from liability of the Company's executive directors (*voting item*)

The Board proposes to release the Company's current and former executive directors from liability for the exercise of their duties in the financial year 2025, insofar as the exercise of those duties is reflected in the 2025 annual accounts or otherwise disclosed to the general meeting prior to the adoption of this agenda item.

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

The Board proposes to release the Company's current and former non-executive directors from liability for the exercise of their duties in the financial year 2025, insofar as the exercise of those duties is reflected in the 2025 annual accounts or otherwise disclosed to the general meeting prior to the adoption of this agenda item.

8. 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, annual report and, to the extent required, sustainability reporting of the Company for the financial year 2026. Because of the importance of continuity of audit activities, it is desirable to extend the current engagement of the Company's external auditor.

9. Re-appointment of Dr. Frank Weber as executive director (*voting item*)

Upon the closing of this AGM, the term of office of the executive director Dr. Weber will expire. In accordance with article 15.4 of the Company's articles of association, the Board, by way of binding nomination, proposes to re-appoint Dr. Weber as executive director until the closing of the annual general meeting of the Company to be held in 2027. Dr. Weber will continue to serve as Chief Executive Officer and Chief Medical Officer.

Reasons for nomination for re-appointment:

Dr. Frank Weber has been Vivoryon's Chief Executive Officer since August 2023 and has served as the Company's Chief Medical Officer since 2010. With 30 years of experience in the pharmaceutical and life science industry, he demonstrated strong leadership by spearheading the strategic transformation of the Company in the past twelve months.

Dr. Weber 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. 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. He started his industry career after 10 years in academic clinical research and patient care in the areas of cancer, immunology, infectiology and maxillo-facial surgery. He is a licensed physician and received his MD in Cancer Immunology from the Medical University Cologne, Germany.

Extension of Service Contract and Remuneration:

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

10. Re-appointment of Dr. Michael Schaeffer as executive director (*voting item*)

Upon the closing of this AGM, the term of office of the executive director Dr. Michael Schaeffer will expire. In accordance with article 15.4 of the Company's articles of association, the Board, by way of binding nomination, proposes to re-appoint Dr. Schaeffer as executive director until the closing of the annual general meeting of the Company to be held in 2028. Dr. Schaeffer will continue to serve as Chief Business Officer (CBO).

Reasons for nomination for re-appointment:

Dr. Michael Schaeffer has been Chief Business Officer of the Company since October 1, 2018 and has since then demonstrated strong leadership by navigating the Company through challenging developments and transformation and as such made a very important contribution to the Company's achievements and progress.

Dr. Schaeffer is a highly experienced entrepreneur with an over 20-year track record. He was founder, CEO and Managing Director of the biotech companies CRELUX GmbH and SiREEN AG as well as of the nano-tech company CRENANO GmbH prior to joining Vivoryon. Together with two partners he established CRELUX from scratch and expanded it to a world leader in biophysical and structure-based drug discovery services. Following the acquisition of CRELUX by WuXiAppTec in 2016 he was responsible for integrating the Munich based entity into WuXiAppTec, a leading Shanghai based CRO with over 40,000 employees globally. Dr. Schaeffer received his PhD in Molecular Biology from the Ludwig Maximilians University in Munich, Germany. He is also an active start-up coach and a mentor for young talent with immigrant background.

Extension of Service Contract and Remuneration:

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

11. Appointment of Marcus Irsfeld as executive director (*voting item*)

In accordance with article 15.4 of the Company's articles of association, the Board, by way of binding nomination, proposes to appoint Marcus Irsfeld as executive director until the closing of the annual general meeting of the Company to be held in 2027.

Marcus Irsfeld has been Vivoryon's Chief Financial Officer since December 2025, following his role as a strategic consultant to Vivoryon since December 2024. He is an experienced finance executive with deep life sciences expertise, including five years as CFO of iOmx Therapeutics AG. He is co-founder, President and CFO of Venock and active in the healthcare consulting industry. Mr. Irsfeld has also founded and co-founded several small and medium-sized enterprises, particularly in healthcare. He has led companies across Europe, the U.S., and China through all stages of growth, either as managing director or in an operational consulting role, from founding and early-stage financing to exits and M&A. Mr. Irsfeld holds a Masters degree in Business Administration (Diplom-Kaufmann) from the University of Münster.

Service Contract and Remuneration:

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

12. Delegation of the authority of the Board to issue ordinary shares and to grant rights to subscribe for ordinary shares in the capital of the Company for 10% of the Company's issued share capital (*voting item*)

At the Company's annual general meeting held on June 24, 2025 (the "**2025 AGM**"), the Board has been designated as the corporate body authorized (i) to resolve to issue ordinary shares in the Company's capital and/or to grant rights to subscribe for ordinary shares, for any purpose, in the Company's capital up to 10% of the Company's issued share capital determined as at the close of business on November 28, 2025 and (ii) to resolve upon the limitation or exclusion of pre-emption rights in relation to any issuance of ordinary shares in the Company's capital or granting of rights to subscribe for such ordinary shares which the Board is authorized to perform under the aforementioned authorization described in paragraph (i), in each case for a period ending on May 28, 2027. The Board is now seeking authorization for a period of 18 months from May 28, 2027 to issue ordinary shares and grant rights to subscribe for ordinary shares, for any purpose, up to a maximum of 10% of the Company's issued share capital, provided that the above-mentioned percentage shall be calculated by reference to the Company's issued share capital determined as at the close of business on May 28, 2027.

For the avoidance of doubt, if adopted, the authorization proposed under this agenda item 12 will not replace or otherwise affect the delegation of the authority of the Board to issue ordinary shares and to grant rights to subscribe for ordinary shares in the capital of the Company for 50% of the Company's issued share capital in connection with one or more potential capital raises, or for other strategic purposes (including in connection with a potential transaction as discussed under agenda item 15), and to limit or exclude pre-emptive rights in connection therewith, as granted at the 2025 AGM.

13. Delegation of the authority of the Board to limit or exclude pre-emptive rights in connection with an issuance of shares or a grant of rights to subscribe for ordinary shares in the capital of the Company for 10% of the Company's issued share capital (*voting item*)

The Board is seeking authorization for a period of 18 months from May 28, 2027 to limit or exclude pre-emptive rights in connection with an issuance of shares or a grant of rights to subscribe for ordinary shares in the capital of the Company resolved upon by the Board under the authorization described in agenda item 12 above.

14. 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 valuable consideration, for a period of 18 months from the date of the AGM. The number of shares that may be so acquired will not exceed 10% of the Company's issued share capital (determined at the end of the date of the AGM). Shares may be acquired at the stock exchange or otherwise, at a price for each share higher than nil and up to 110% of the average opening price at Euronext Amsterdam N.V. over the five consecutive trading days preceding the date of the purchase of such share.

The purpose of this proposal is to give the Board 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.

15. Approval, to the extent required under applicable law and/or the Company's articles of association, by the Company's general meeting of a potential transaction (*voting item*)

On April 23, 2026, the Company published its annual report for the financial year 2025. In those financial statements, the Company expressed its expectation that (i) the Company's then-existing cash and cash equivalents would not be sufficient to fund its operating plans for the next 12 months after the date of those financial statements and (ii) based on the Company's operational plans, its then-existing cash resources would be sufficient to fund its planned level of operations into Q4 2026, assuming continuation of current operations, subject to the occurrence of unforeseen circumstances and without taking into account any funds possibly raised under its standby equity purchase agreement (SEPA) or through other potential additional financing transactions. The Company reiterated this guidance in its publication of its financial results for the first six months of 2026 and its related business update on August 6, 2026.

The Company also emphasized that the viability of its business beyond this cash runway guidance is dependent on its ability to raise additional funds to finance its operations which also depends on the success of its research and development activities such as those focusing on exploring opportunities in kidney disease.

The Company's key strategic priority has been, and continues to be, to secure the funding necessary to advance varoglutamstat into a Phase 2b clinical study in patients with advanced diabetic kidney disease (DKD) stage 3b/4 in order to confirm the compelling data observed in the VIVIAD and VIVA-MIND studies. As announced previously, multiple strategic discussions have been progressing and the Company is advancing negotiations towards securing beneficial partnerships for varoglutamstat in kidney disease, including advanced term sheet negotiations for a potential licensing agreement and potential investments into the Company. The Company has also announced that it continues to engage with strategic parties to maximize the full potential of its QPCT/L platform.

The Company emphasizes that, whilst the status and contents of its strategic negotiations currently remain strictly confidential, these negotiations are still ongoing and that as of the date of this convocation notice these negotiations have not yet resulted in a definitive agreement on a potential transaction.

Although there can be no certainty that a strategic partnership, investment or other transaction will materialize from these (or other) negotiations and discussions, the Company is utilizing the AGM as an opportunity to seek approval from the Company's general meeting, to the extent required under applicable law and/or the Company's articles of association, for any such a strategic partnership, investment or other transaction (which may include a sale and/or transfer of all or substantially all of the Company's business by way of share and/or asset sale), including approval of the Board's resolution to pursue such a strategic partnership, investment or other transaction, should this come to fruition, on the terms as approved by the Board (the "**Shareholder Approval**"). Obtaining the Shareholder Approval at the AGM would allow the Board to act expeditiously and without the timing constraints and associated additional costs of having to convene an extraordinary general meeting (which would be subject to a minimum notice period of 42 days and would cause incremental costs for the Company) should the terms and/or structure of a potential transaction (if any) require such approval under applicable law or the Company's articles of association at a later point in time.

Having considered the interests of shareholders and other relevant stakeholders, the facts and circumstances that the Company is facing and, in particular, in light of the Company's previously communicated cash runway expectations, the Board believes that Shareholder Approval at the AGM is in the Company's and Shareholders' best interests, and that it is imperative to provide the Board and the Company's management with the necessary entrepreneurial agility and flexibility in negotiations and discussions towards securing a strategic partnership, investment or other transaction (if any). The Board resolution to approve the material terms of a strategic partnership, investment or other transaction (if any) as discussed in this agenda item would require an affirmative vote of a majority of the non-executive directors in office and eligible to vote at that time.

For further clarity, the Company stresses that, should Shareholder Approval <u>not</u> be obtained at the AGM, the Company may be restrained in entering into a definitive agreement relating to a strategic partnership, investment or other transaction, or may be forced to enter into a definitive agreement on inferior terms, should one materialize from the negotiations and discussions mentioned above or may be forced to take alternative strategic options into account.

If the Company enters into a definitive agreement relating to a strategic partnership, investment or other transaction as mentioned above, the Company shall at that point in time inform shareholders in accordance with its legal obligations. Moreover, if and to the extent the strategic partnership, investment or other transaction concerned would require approval from the Company's general meeting under applicable law and/or the Company's articles of association and the proposed Shareholder Approval is granted at the AGM, the Company shall include a discussion item on the agenda of its next general meeting to give account of such strategic partnership, investment or other transaction, together with an outline of the key terms of, the business rationale underlying, the potential risks associated with and, (if applicable) the valuations applied in connection therewith (but, for the avoidance of doubt, without having to seek further approval, ratification or confirmation from the general meeting).

16. 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/2026-annual-general-meeting/.

2. Procedure for participation

Record date

Those persons who on **Tuesday, September 1, 2026** 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 authorized representatives) who wish to attend the general meeting must apply as from the Record Date and no later than on **Tuesday, September 22, 2026, 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 **Tuesday, September 22, 2026, 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 authorized 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 authorized 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 10:30 a.m. (CEST) until the commencement of the meeting at 11:00 a.m. 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/2026-annual-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 issued share capital amounts to € 296,143.37 and is divided in 29,614,337 shares, of which at the opening of trading on Euronext Amsterdam 10 shares are held by the Company as treasury shares. Each share confers one vote. No votes may be cast in the AGM on shares that have been repurchased by the Company. Accordingly, at the date of convening the general meeting, the total number of voting rights that can be exercised at a general meeting of the Company is 29,614,327.

Halle (Saale), August 18, 2026

Vivoryon Therapeutics N.V.

The Board

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III.
Annexes