



**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
VIVORYON THERAPEUTICS N.V.
29 SEPTEMBER 2026**

These are the minutes of the Annual 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 (Saale), Germany ("**Vivoryon**"), held in Amsterdam, the Netherlands, on 29 September 2026 at 11:00h CEST.

1 OPENING AND ANNOUNCEMENTS

The Chairman, opened the meeting at 11:00h CEST and welcomed all attendees, including the shareholder present in person, 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, and that shareholders would be allowed to ask questions about the items on the agenda during the meeting.

Julia Neugebauer, Chief Operating Officer and executive member of the board of directors, attended the meeting in person. Furthermore, Marcus Irsfeld, Chief Financial Officer, who had been nominated for appointment as executive member of the board of directors, attended the meeting in person. Bas Geerling, partner at KPMG Accountants N.V., attended the meeting in person as well. Finally, Paul van der Bijl, partner and civil law notary at NautaDutilh, and Esther Schreiber, senior associate and deputy civil law notary at NautaDutilh, attended the meeting in person.

The Chairman noted that Paul van der Bijl was present in person to supervise the voting results. Voting for this meeting was also possible by written proxy including voting instructions, granted to each notary and candidate civil law notary or lawyer of NautaDutilh as independent party.

Esther Schreiber was designated to keep the minutes of the meeting.

The Chairman noted that audio recordings would be made of the meeting for reporting purposes.

The Chairman noted that the agenda for the meeting, together with the explanatory notes, had been published and made available on 18 August 2026 on Vivoryon's website, in line with the statutory term of at least 42 days prior to the meeting, and that the record date for the meeting was 1 September 2026, in line with the statutory term of exactly 28 days prior to the meeting. 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 noted that shareholders (or their authorised representatives) wishing to attend the meeting in person or virtually were required to register no later than 22 September 2026, 6:00 p.m. CEST, and that the relevant holders of validly registered shares had the right to attend the meeting in person.



The Chairman communicated that approximately 11% of Vivoryon's issued capital at the record date was present or represented at the meeting.

The Chairman explained that voting would take place by show of hands, that a vote would be recorded as a vote in favour of a proposed resolution unless a participant raised a hand to vote against or to abstain, and that written proxies with voting instructions would be voted by the respective proxyholder in accordance with those instructions.

The Chairman furthermore explained that after each vote, he will determine whether the resolution had passed and that the exact voting results for each voting item will be published after the meeting.

The Chairman finally noted that shareholders attending this meeting will be given the opportunity to raise any questions they may have with respect to any of the agenda items during the meeting.

2 REPORT OF THE BOARD FOR THE FINANCIAL YEAR 2025

The Chairman noted that this agenda item concerned the discussion of Vivoryon's statutory annual report for the financial year 2025 and that, being a discussion item, no resolution would be put to vote.

Ms. Julia Neugebauer, Chief Operating Officer, gave a presentation on Vivoryon's key developments, focusing on Vivoryon's lead asset varoglutamstat for the treatment of diabetic kidney disease, the clinical and scientific evidence supporting its further development, the Company's intellectual property position, and the Company's ongoing discussions on potential strategic alternatives, including potential partnerships, financing options and licensing deals.

Mr. Marcus Irsfeld, Chief Financial Officer, presented Vivoryon's key financial figures for the financial year 2025, noting a decrease in research and development expenses and in general and administrative expenses compared to 2024, a corresponding decrease in net loss, and the Company's financial position and cash runway. Mr. Irsfeld further informed the meeting that, based on the Company's half-year balance sheet as of 30 June 2026 and its internal financial projections, the board of directors had determined that the Company's equity might decrease to or below 50% of its paid-up and called-up share capital during September or October 2026, and that the Company's focus therefore remained on preserving liquidity and at the same time pursuing strategic and financing opportunities to support the Company's future development.

The shareholder present raised a number of questions on the clinical development of varoglutamstat, including on the trial design and sample size for the planned kidney study, the comparability of the eGFR endpoint to clinical practice, and the planned use of the product as an add-on therapy to standard of care. Ms. Neugebauer responded to these questions to the shareholder's satisfaction. The shareholder further asked about the status of the Company's partnership discussions. Ms. Neugebauer indicated that discussions on potential strategic alternatives are ongoing under strict confidentiality and noted that there could be no assurance that these discussions would result in a transaction.

3 REMUNERATION REPORT

The Chairman noted that this agenda item concerned an advisory vote on the remuneration report for the financial year 2025, as set out in Vivoryon's annual report 2025, and that the board of

directors proposed to cast a favourable vote. No questions were raised on this topic.

Based on the voting results, the Chairman concluded that a majority of the votes cast was in favour of this agenda item.

4 2025 ANNUAL ACCOUNTS

The Chairman noted that this agenda item addressed the proposal to adopt Vivoryon's annual accounts for the financial year 2025. Bas Geerling of KPMG Accountants N.V. provided information regarding the audit activities, including the scope of the audit, the materiality applied, and the key audit matter relating to going concern, noting that the audit had resulted in an unqualified auditor's report with an emphasis of matter paragraph for going concern. No questions were raised on this topic.

Based on the voting results, the Chairman concluded that this resolution had passed.

5 RESERVATION AND DIVIDEND POLICY

The Chairman noted that this agenda item concerned the discussion of Vivoryon's dividend and reservation policy, as outlined in the explanatory notes to the convening notice, and that, being a discussion item, no resolution would be put to vote. No questions were raised on this topic.

6 RELEASE FROM LIABILITY OF THE COMPANY'S EXECUTIVE DIRECTORS

The Chairman noted that this agenda item addressed the proposal to release Vivoryon's current and former executive directors from liability for the exercise of their duties in the financial year 2025, insofar as reflected in the 2025 annual accounts or otherwise disclosed to the general meeting prior to the adoption of the 2025 annual accounts. No questions were raised on this topic.

Based on the voting results, the Chairman concluded that this resolution had passed.

7 RELEASE FROM LIABILITY OF THE COMPANY'S NON-EXECUTIVE DIRECTORS

The Chairman noted that this agenda item addressed the proposal to release Vivoryon's current and former non-executive directors from liability for the exercise of their duties in the financial year 2025, insofar as reflected in the 2025 annual accounts or otherwise disclosed to the general meeting prior to the adoption of the 2025 annual accounts. No questions were raised on this topic.

Based on the voting results, the Chairman concluded that this resolution had passed.

8 RE-APPOINTMENT OF EXTERNAL AUDITOR

The Chairman noted that this agenda item addressed the proposal to re-appoint KPMG Accountants N.V. as external auditor to audit the annual accounts, annual report and, to the extent required, sustainability reporting of Vivoryon for the financial year 2026. No questions were raised on this topic.

Based on the voting results, the Chairman concluded that this resolution had passed.

9 RE-APPOINTMENT OF DR. FRANK WEBER AS EXECUTIVE DIRECTOR

The Chairman noted that this agenda item addressed the proposal, by way of binding nomination of the board of directors in accordance with article 15.4 of Vivoryon's articles of association, to re-appoint Dr. Frank Weber as executive director of Vivoryon until the closing of the annual general meeting to be held in 2027, with Dr. Weber continuing to serve as Chief Executive Officer and Chief Medical Officer. No questions were raised on this topic.

Based on the voting results, the Chairman concluded that this resolution had passed.

10 RE-APPOINTMENT OF DR. MICHAEL SCHAEFFER AS EXECUTIVE DIRECTOR

The Chairman noted that this agenda item addressed the proposal, by way of binding nomination of the board of directors in accordance with article 15.4 of Vivoryon's articles of association, to re-appoint Dr. Michael Schaeffer as executive director of Vivoryon until the closing of the annual general meeting to be held in 2028, with Dr. Schaeffer continuing to serve as Chief Business Officer. No questions were raised on this topic.

Based on the voting results, the Chairman concluded that this resolution had passed.

11 APPOINTMENT OF MARCUS IRSFELD AS EXECUTIVE DIRECTOR

The Chairman noted that this agenda item addressed the proposal, by way of binding nomination of the board of directors in accordance with article 15.4 of Vivoryon's articles of association, to appoint Marcus Irsfeld as executive director of Vivoryon with effect immediately after the meeting and until the closing of the annual general meeting to be held in 2027, with Mr. Irsfeld continuing to serve as Chief Financial Officer as he had been since December 2025. Mr. Irsfeld briefly introduced himself to the meeting, outlining his professional background. No questions were raised on this topic.

Based on the voting results, the Chairman concluded that this resolution had passed.

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

The Chairman noted that this agenda item addressed the proposal to authorise the board of directors, for a period of 18 months from 28 May 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 this percentage shall be calculated by reference to the Company's issued share capital determined as at the close of business on May 28, 2027.

The Chairman furthermore noted that, for the avoidance of doubt, this authorisation would not replace or otherwise affect the delegation of the authority of the board of directors 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.

The shareholder present asked what safeguards existed for shareholders in connection with this authorisation and what the Company's financing and partnership aspirations were. Ms. Neugebauer explained that the board of directors remains bound by all applicable legal requirements and the Company's articles of association, including its fiduciary duty to act in the interest of the Company and its business, and that the authorisation was intended to enable the board of directors to act expeditiously, without the delay and cost of convening an extraordinary general meeting if the Company could move to a transaction in furtherance of the Company's ongoing financing and partnership discussions. The Chairman and Ms. Neugebauer noted that no further details beyond the Company's public disclosures could be shared at this stage.

Based on the voting results, the Chairman concluded that this resolution had passed.

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

The Chairman noted that this agenda item addressed the proposal to authorise the board of directors, for a period of 18 months from 28 May 2027, to limit or exclude pre-emptive rights in connection with an issuance of ordinary shares or grant of rights to subscribe for ordinary shares in the capital of the Company resolved upon under the authorisation granted under the previous agenda item. No questions were raised on this topic.

Based on the voting results, the Chairman concluded that this resolution had passed.

14 AUTHORISATION TO ACQUIRE OWN SHARES

The Chairman noted that this agenda item addressed the proposal to renew the authorisation of the board of directors to acquire shares in the capital of Vivoryon for valuable consideration, for a period of 18 months from the date of the meeting, up to a maximum of 10% of Vivoryon's issued share capital (determined at the end of the date of this meeting). 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. No questions were raised on this topic.

Based on the voting results, the Chairman concluded that this resolution had passed.

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

The Chairman mentioned that, as previously announced, multiple strategic discussions had 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 Chairman furthermore said that the Company had also announced that it continues to engage with strategic parties to maximize the full potential of its QPCT/L platform. The Chairman noted that this agenda item addressed the approval, to the extent required under applicable law and/or Vivoryon's articles of association, of a potential strategic partnership, investment or other transaction, should this come to fruition,



including a potential sale or transfer of all or substantially all of the Company's business, on terms to be approved by the board of directors, so as to allow the board to act expeditiously without the timing constraints and costs of convening an extraordinary general meeting.

In response to a question from the shareholder present as to whether the potential transaction could involve a sale of the Company or a licensing arrangement, the Chairman confirmed that the authorisation sought covered both possibilities.

Based on the voting results, the Chairman concluded that this resolution had passed.

16 CLOSING

With no further questions or business before it, 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 would be made available, on request, to the shareholders no later than three months after the end of the meeting, after which shareholders would have the opportunity to react to the minutes within the following three months, following which the minutes would be adopted and signed by the chairman and the secretary of the meeting in accordance with article 32.4 of Vivoryon's articles of association.

The Chairman thanked all participants for their participation and closed the meeting at 12:06h CEST.

SIGNED BY:

E. Platzer Chairman	E. Schreiber Secretary
--	---