



MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF TME PHARMA N.V.

Minutes of the proceedings of the annual general meeting of shareholders of **TME Pharma N.V.**, a public company with limited liability (*naamloze vennootschap*) incorporated under the laws of the Netherlands, having its official seat in Amsterdam, the Netherlands, its registered office address at Max-Dohrn-Strasse 8-10, 10589 Berlin, Germany, and registered with the trade register of the Netherlands Chamber of Commerce under number 62425781 (the *Company*), held at Strawinskylaan 10, 1077 XZ in Amsterdam, the Netherlands, on 29 June 2023 (the *General Meeting*).

In accordance with Article 33, paragraph 1, of the Company's articles of association (the *Articles of Association*), Dr. A. Mangasarian, member of the board of directors of the meeting, was appointed as chairman over the meeting. L.R.L. Spijkervet, deputy civil law notary with Freshfields Bruckhaus Deringer LLP, Amsterdam office, acted as secretary of the meeting.

AGENDA ITEM 1

Opening

Dr. A. Mangasarian, was appointed by the supervisory board of the Company (the *Supervisory Board*) to chair the meeting (the *Chairman*) and present at the meeting venue, opened the meeting at 13.30 hours CEST. The Chairman noted that other than by way of proxy issued to L.R.L. Spijkervet, deputy civil law notary with Freshfields Bruckhaus Deringer LLP, Amsterdam office, no shareholder turned up at the meeting. Each of the Powers of Attorney included a clear voting instruction.

The Chairman noted that:

- the convocation for the meeting had been published on the Company's website on 30 May 2023 and in the Dutch newspaper with national circulation 'Trouw' on 30 May 2023 and that the meeting had been convened in accordance with the law and the Articles of Association;
- the documents for the meeting had been available as from that date on the Company's website and at the Company's offices at Max-Dohrn-Strasse 8-10 10589 Berlin, Germany, for shareholders and persons entitled to attend the meeting who, upon request, could receive a copy free of charge;
- Dr. Aram Mangasarian, member of the board of directors of the Company (the *Board of Directors*) was present at the meeting in person;
- Susan Coles, Dr. Martine van Vugt, Dr. C. A. Izeboud and Dr. Maurizio PetitBon, all members of the Supervisory Board, were present at the meeting in person;
- the statutory auditors were available by telephone should to answer any questions regarding agenda item 2 should there be any;
- on the registration date, 1 June 2023, being the 28th day prior to the day of the meeting, the Company's issued and outstanding share capital amounted to EUR 53,022.14 consisting of 5,302,214 ordinary shares with a nominal value of EUR 0.01 each (excluding treasury shares) and that according to the attendance list 2,113,633 of those shares were present or represented, as such constituting 39.86% of the entire issued outstanding share capital of the Company, for which in total 2,113,633 votes could be cast at the meeting; and



- in line with temporary legislation in the Netherlands in connection with the COVID-19 pandemic, the Company had allowed shareholders to submit their questions in advance of the meeting by e-mail.

The agenda for the meeting constituted of the following agenda items:

AGENDA ITEM 2

Annual accounts 2022

2a - Discussion of the annual report 2022 *(discussion item only)*

The annual report 2022 had been made available through the Company's corporate website.

2b - Policy on additions to reserves and on dividends *(discussion item only)*

The Company has not and will not declare any dividends for the financial year 2022.

2c - Adoption of the annual accounts 2022 *(voting item)*

The Chairman established that all votes had been cast in favour of the resolution on the adoption of the Annual Accounts 2022 and that there were no abstentions.

2d - Release from liability of the members of the board of directors *(voting item)*

This agenda item concerned the proposal to release Dr. Aram Mangasarian and Bryan Jennings as members of the Company's board of directors from liability for their management during 2022 insofar as such management is apparent from the financial statements or otherwise disclosed to the General Meeting prior to the adoption of the annual accounts.

The Chairman established that all votes had been cast in favour of the proposal to release Dr. Aram Mangasarian and Bryan Jennings from liability for their management during the financial year 2022 and that there were no abstentions.

2e - Release from liability of the members of the supervisory board *(voting item)*

The Board of Directors requested the meeting to release all members of the Company's supervisory board in 2022 from liability for their supervision on the management by the board of directors insofar as such supervision is apparent from the financial statements or otherwise disclosed to the General Meeting prior to the adoption of the annual accounts.

The Chairman established that all votes had been cast in favour of the resolution and that there were no abstentions.

AGENDA ITEM 3

RE-APPOINTMENT OF SUSAN COLES MEMBER OF THE SUPERVISORY BOARD *(voting item)*

The term of office of each of Susan Coles and Dr. Martine van Vugt as members of the supervisory board expired on the day of the General Meeting. Susan Coles had expressed her willingness to accept a re-appointment into her current office.

The new term of office of Susan Coles as members of the supervisory board would be two years as from the General Meeting up to and including the annual general meeting of shareholders to be held in 2025.



The Chairman established that all votes had been cast in favour of the appointment of Susan Coles and that there were no abstentions.

AGENDA ITEM 4

Appointment of Baker Tilly (Netherlands) N.V. as statutory auditor for the financial year 2023 *(voting item)*

Upon assessment of the functioning of Baker Tilly (Netherlands) N.V. as external auditor during the financial year of 2022, the Board of Directors and the Supervisory Board had proposed to re-appoint Baker Tilly (Netherlands) N.V. as statutory auditor for the financial year 2023.

The Chairman established that all votes had been cast in favour of the resolution and that there were no abstentions.

AGENDA ITEM 5

Partial amendment of the articles of association in relation (i) to the increase of the authorised share capital and (ii) to (re-instating) a transitional provision to further increase the authorised share capital *(voting item)*

To facilitate further capital increases to support the Company's continuous need for equity investors by current and new investors, it is proposed to increase the Company's authorised share capital and in connection therewith to re-instate a transitional clause that would allow for a further increase of the authorised share capital of the Company when it will have used up its room for issuances of new common shares and/or preference shares under the authorised share capital.

In the convocation documents an overview of the current text of the relevant provision of the articles of association, the proposed amendment to that provision and a short explanation to the proposed amendment (both in the original Dutch version as well as an informal English translation) were included.

The proposal included the authorization of each lawyer, (deputy) civil law notary and paralegal practicing with Freshfields Bruckhaus Deringer LLP, aforementioned, to execute the deed of partial amendment of the articles of association and to perform all administrative acts necessary to update the records of the trade register of the Dutch Chamber of Commerce in connection with the amendment of the articles of association.

The Chairman noted that given that less than half of the issued share capital was represented at the meeting, a majority of two third of the votes cast was required to adopt the proposal. The Chairman established that all votes had been cast in favour of the resolution and that there were no abstentions.

AGENDA ITEM 6

Delegation to the board of directors to issue ordinary shares and/or preference shares and to limit or exclude any pre-emptive rights in connection therewith *(voting item)*

At the ordinary general meeting held on 29 June 2022, the board of directors was delegated with the authority to, subject to approval of the supervisory board, issue ordinary shares in the capital of the Company and grant rights to subscribe for ordinary shares and/or preference shares in the capital of the Company, at any time during a period of 5 years as from the date the amendment of the articles of association approved at that general meeting took effect on 27 July 2022, i.e. until 26 July 2027, and further up to the maximum number of ordinary and/or preference shares, as applicable, available under the Company's authorised share capital



and, subject to the transitional provision taking effect, and therefore up to the maximum of ordinary shares and/or preference shares, as applicable, available under the authorised share capital at that time as a result of the transitional provision having become effective. The authorization is intended to allow the board of directors to issue new ordinary shares and/or preference shares, as applicable, for general purposes, which includes, without limitation, mergers, demergers, acquisitions and other strategic transactions and alliances as well as pursuant to the ESOP and to limit or exclude any pre-emptive rights in connection therewith (the *Existing Authority*).

However, in connection with the amendment of the articles of association as approved under agenda items 7 and/or 8, of the extraordinary shareholders meeting held on 30 January 2023 and as implemented on 12 May 2023 and as proposed to be further amended under agenda item 5 of this General Meeting (*Proposed Amendment*), this agenda item proposes to replace and renew the Existing Authority of the board of directors as the corporate body competent to issue ordinary shares and/or preference shares in the capital of the Company and grant rights to subscribe for ordinary shares and/or preference shares in the capital of the Company, with the prior approval of the supervisory board, at any time during a period of 5 years as from the date of this General Meeting, i.e. until 28 June 2028 and further up to the maximum number of ordinary and/or preference shares, as applicable, available under the Company's authorised share capital under the Proposed Amendment and, subject to the related transitional provision taking effect, and therefore up to the maximum of ordinary shares and/or preference shares, as applicable, available under the authorised share capital at that time as a result of the transitional provision having become effective.

The delegation is intended to allow the board of directors to issue new ordinary shares and/or preference shares, as applicable, for general purposes, which includes, without limitation, mergers, demergers, acquisitions and other strategic transactions and alliances as well as pursuant to the ESOP and to limit or exclude any pre-emptive rights in connection therewith.

The Chairman noted that given that less than half of the issued share capital was represented at the meeting, a majority of two third of the votes cast was required to adopt the proposal. The Chairman established that all votes had been cast in favour of the resolution and that there were no abstentions and with this the existing delegation of authority from 29 June 2022 ended.

AGENDA ITEM 7

Delegation to the Board of Directors the authority to acquire shares in the Company (*voting item*)

This agenda item proposes to replace and renew the existing authority of the board of directors as the corporate body competent to repurchase any ordinary shares in the Company's own share capital given to it on 29 June 2022 to allow the liquidity of the stock and support the secondary market through a liquidity agreement with an authorised investment services provider, complying with the charters of ethics approved by the French Autorité des Marchés Financiers (AMF) and the French Association of the Financial Markets (AMAFI).

It is proposed to again designate the board of directors to repurchase any ordinary shares in the Company's own share capital for the same purpose through stock exchange trading or otherwise up to 10% of the issued and outstanding ordinary share capital at any time during a period of 18 months as of the day of the General Meeting and therefore up to and including 28 December 2024 against a repurchase price between EUR 0.01 and EUR 50.00, with the prior approval of the supervisory board.

The Chairman established that all votes had been cast in favour of the resolution and that there were no abstentions.



AGENDA ITEM 8

Close of meeting

The Chairman noted that all voting items on the agenda were adopted, that there were no votes against and that there were no abstentions. The Chairman closed the meeting at 13.50 hours CEST.

Signed on 17 July 2023

was signed by

Chairman

Secretary