

NOTICE

Notice is hereby given that the extraordinary general meeting of shareholders (the **General Meeting**) of TME Pharma N.V. (the **Company**) is convened at 13.30 (CET) on 30 January 2023 at the offices of Freshfields Bruckhaus Deringer LLP, Strawinskylaan 10, 1077 XZ in Amsterdam, the Netherlands. The language of the meeting shall be English.

You do not need to be present to cast your vote at the General Meeting on 30 January 2023. Instead, you can give your voting instructions by proxy. Further details on participation, voting or representation by proxy are given in the Attendance Notice for this General Meeting available on this website.

Shareholders who decide not to attend the General Meeting on 30 January 2023 in Amsterdam, the Netherlands, and who wish to submit questions regarding items on the agenda of the General Meeting, may submit their questions by email to shareholders@tmepharma.com up to 17:00 (CET) on 27 January 2023. The email submitting such question(s) must include name, surname, number of shares held by the shareholder on 2 January 2023 (the **Registration Date**) for the General Meeting and the agenda item to which the question relates.

AGENDA

The General Meeting is convened to discuss and decide on the following:

Agenda

- 1. Opening**
- 2. Capital reduction and partial amendment of the articles of association in relation to a reduction of the nominal value of the shares (voting)**
- 3. 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)**
- 4. Close of meeting**

Berlin, Germany, 30 December 2022

The board of directors

EXPLANATORY NOTES

Agenda item 2

It is proposed to reduce the nominal value of each share from EUR 1.00 to EUR 0.01. The difference between the aggregate nominal value of all issued and fully paid-up shares immediately prior to the capital reduction becoming effective and the aggregate nominal value of all issued and fully paid-up shares immediately after the capital reduction becoming effective shall not be repaid to the shareholders but shall be added to the Company's share premium reserve. As a matter of Dutch statutory law, the effectiveness of such capital reduction is subject to observing a statutory creditor opposition period of two months and conditional upon the execution of a partial amendment of the articles of association of the Company to reflect the reduced nominal value of each share.

Attached to this explanation is an overview of the current text of the relevant provisions of the articles of association of the Company, the required amendments to the relevant provisions and a short explanation to the proposed amendment (both in the original Dutch version as well as an informal English translation).

This proposal includes the authorization of each lawyer, (deputy/assigned) civil law notary and practice support lawyer 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.

It is noted that this proposal to partially amend the articles is proposed separately from the proposal to further amend the articles of association set out below under item 3.

Agenda item 3

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.

It is noted that this proposal, if approved by the General Meeting, will only be implemented if agenda item 2 has also been approved.

Attached to this explanation is an overview of the current text of the relevant provisions of the articles of association of the Company, the proposed amendments to the relevant provisions in order to implement this agenda item 3 and a short explanation to the proposed amendment (both in the original Dutch version as well as an informal English translation).

This proposal includes the authorization of each lawyer, (deputy/assigned) civil law notary and practice support lawyer 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.

ATTENDANCE INFORMATION

General Meeting documentation

The General Meeting documentation:

- agenda and the explanatory notes to the agenda;
- text proposals to the partial amendments of the articles of association; and
- instructions and documents for participation and voting at the General Meeting,

are available on the Company's website (www.tmepharma.com). These documents are also available 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, will receive a copy free of charge.

Participation and voting

Under Dutch law and the Company's articles of association, persons entitled to attend and to vote at the General Meeting are shareholders of the Company (which for the purposes of this notice includes holders of a Dutch law right of usufruct) who (i) were registered as shareholder in one of administration records of the intermediaries that are (indirectly) participants in Euroclear France the Registration Date after all debit and credit entries have been handled as per the Registration Date and (ii) have notified the Company by 17.00 hours (CET) on 23 January 2023 of their attendance in writing or electronically (contact details at the end of this announcement). You do not need to be present to cast your vote at the General Meeting on 30 January 2023. Instead, you can give your voting instructions by proxy.

Representation by proxy

Subject to compliance with the provisions above, shareholders can also be represented at the General Meeting by proxy. In order to be eligible to give proxy and voting instructions, the relevant shareholder must ensure that (i) he or she is registered as a shareholder in the manner as described above and (ii) the duly completed and signed proxy including, as appropriate, voting instructions, are received by the Company by 17.00 hours (CET) on 23 January 2023 in writing or electronically (contact details at the end of this announcement). Shareholders are urged to give proxy and voting instructions to Bert Spijkervet, deputy civil law notary with Freshfields Bruckhaus Deringer LLP, by completing the format power of attorney available on the Company's website under "Attendance notice and PoA".

Attendance card

Shareholders who have notified the Company of their attendance (either in person or by proxy), will receive an attendance card issued in their name. This will serve as

admission certificate and prior to the start of the General Meeting, the shareholder (or his or her proxy) will need to hand over the attendance card, and as applicable the written power of attorney, at the registration desk before being allowed to enter the General Meeting.

Identification

Persons entitled to attend the General Meeting may be requested to identify themselves at the registration desk prior to admission to the General Meeting and are therefore requested to bring a valid identity document.

Address details of the Company:

TME Pharma N.V.
Attn: Mrs. K.C. Ophoff, general counsel
Max-Dohrn-Strasse 8-10
10589 Berlin, Germany
e-mail: shareholders@tmepharma.com