

## Power of Attorney

### THE UNDERSIGNED:

1. If the shareholder is a private person:

Name : \_\_\_\_\_

Address: \_\_\_\_\_

2. If the shareholder is a legal entity:

Company name : \_\_\_\_\_

Statutory seat : \_\_\_\_\_

Office address : \_\_\_\_\_

Representative(s) : \_\_\_\_\_

Number of IGEA Pharma N.V. shares held on the record date (12 September 2018) and for which this power of attorney is granted:

\_\_\_\_\_

(the "**Shareholder**").

### WHEREAS:

- The undersigned is holder of shares in the share capital of the public limited liability company (*naamloze vennootschap*) IGEA Pharma N.V., with corporate seat in Amsterdam, the Netherlands (the "**Company**").
- The management board of the Company convened an Extraordinary General Meeting to be held at the offices of De Brauw Blackstone Westbroek N.V., Claude Debussylaan 80, 1082 MD Amsterdam, the Netherlands, on Wednesday October 10, 2018, starting at 10:00 CET (the "**EGM**").
- The undersigned instructed the intermediary at the registration for the EGM for the number of shares set out above.

### RESOLVES TO:

Grant a power of attorney to each of the members of the management board of the Company or alternatively, if so specified here, to \_\_\_\_\_, to (i) attend the EGM and (ii) represent the Shareholder during the EGM and to cast a vote in accordance with the voting instructions attached to this power of attorney.

This power of attorney is governed by Dutch law.

## VOTING INSTRUCTION FORM\*

\*The numbers below refer to the voting items as listed on the agenda for the EGM. For a valid vote, please **only mark one box per voting item**. Please only complete this section, in case you want to give voting instructions in advance of the EGM.

**3. Amendment of the Articles of Association**

IN FAVOUR                       AGAINST                       ABSTAIN

**4. Appointment of Mr. M. Seniga as Managing Director**

IN FAVOUR                       AGAINST                       ABSTAIN

**5. (a) Appointment of Mr. G. Ferrario as Supervisory Director**

IN FAVOUR                       AGAINST                       ABSTAIN

**(b) Appointment of Mr. F. Peralda as Supervisory Director**

IN FAVOUR                       AGAINST                       ABSTAIN

**(c) Appointment of Mr. M. De Simone as Supervisory Director**

IN FAVOUR                       AGAINST                       ABSTAIN

**(d) Appointment of Mr. F. Bazzoni as Supervisory Director**

IN FAVOUR                       AGAINST                       ABSTAIN

**6. Adoption of the Remuneration Policy**

IN FAVOUR                       AGAINST                       ABSTAIN

**7. Remuneration for the Management Board**

IN FAVOUR                       AGAINST                       ABSTAIN

**8. Remuneration for the Supervisory Board**

IN FAVOUR                       AGAINST                       ABSTAIN

**9. Appointment of Mazars N.V. as external auditor**

IN FAVOUR                       AGAINST                       ABSTAIN

**10. (a) Authorisation for the Management Board to issue Private Placement Shares**

IN FAVOUR                       AGAINST                       ABSTAIN

**(b) Authorisation for the Management Board to limit or exclude pre-emptive rights in respect of the issuance of Private Placement Shares**

IN FAVOUR                       AGAINST                       ABSTAIN

**11. (a) Authorisation for the Management Board to issue Shares following the Listing**

IN FAVOUR                       AGAINST                       ABSTAIN

**(b) Authorisation for the Management Board to limit or exclude pre-emptive rights in respect of shareholders**

IN FAVOUR                       AGAINST                       ABSTAIN

**12. Authorisation for the Management Board to repurchase Shares following the Listing**

IN FAVOUR                       AGAINST                       ABSTAIN

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**Signature:** \_\_\_\_\_

**Name:** \_\_\_\_\_

**Date and place:** \_\_\_\_\_

*Please mail the original power of attorney to IGEA Pharma N.V., attn. Diego Mortillaro, at IGEA Pharma N.V., Siriusdreef 17, 2132 WT Hoofddorp, the Netherlands and email a copy to IGEA Pharma N.V., attn. Diego Mortillaro, email: [mortillaro@igearresearch.com](mailto:mortillaro@igearresearch.com) and Van Lanschot N.V., either by e-mail to [proxyvoting@kempen.nl](mailto:proxyvoting@kempen.nl) or by telefax +31 20 348 9549.*