

Agenda and explanatory notes

Agenda for the extraordinary general meeting (the "**General Meeting**" or "**EGM**") of IGEA Pharma N.V., a public limited liability company, organised under the laws of the Netherlands, with corporate seat in Amsterdam, the Netherlands ("**IGEA**" and the "**Company**"), to be held at the offices of De Brauw Blackstone Westbroek N.V., Claude Debussylaan 80, 1082 MD, Amsterdam, the Netherlands, on Thursday November 29, 2018, starting at 10.00 CET.

- 1 Opening
- 2 Adoption of the Balance Sheet (*voting item*)
- 3 Closing

*This agenda with explanatory notes, the proposed Balance Sheet and other documents relevant for the EGM have been published on the Company's website (www.igeapharma.nl). Copies of the meeting documents are also available to shareholders via Van Lanschot N.V., either by e-mail to proxyvoting@kempen.nl or by telefax +31 20 348 9549 and at the Company's offices (Siriusdreef 17, 2132 WT, Hoofddorp, the Netherlands) (the "**Company's Offices**"). The meeting documents will also be available at the EGM.*

Explanatory notes

1 Opening

2 Adoption of the Balance Sheet

The Company has the intention to have all of the Company's issued and outstanding shares (the "**Shares**") listed in accordance with the International Reporting Standard of SIX Swiss Exchange Ltd ("**SIX**") (the "**Listing**"). The Listing and commencement of trading in the Shares is intended to take place on or around 30 November 2018. In connection with the Listing, the Company's articles of association will be amended by way of a deed of amendment, which is intended to be executed shortly prior to listing (the "**Deed of Amendment**").

At the extraordinary general meeting of shareholders of the Company held on 10 October 2018, the Company's management board (the "**Management Board**") has been authorised for a period of 18 months, effective as of the execution date of the Deed of Amendment, to resolve to repurchase up to a maximum of 20% of the issued share capital of the Company as at the execution date of the Deed of Amendment for valuable consideration on the stock exchange or otherwise, at a price between, on the one hand, an amount equal to the nominal value of the Shares and, on the other hand, an amount equal to 110% of the market price of these Shares on SIX, the market price being the average of the highest price on each of the five days of trading prior to the day of acquisition (the "**Repurchase Authorisation**").

The Repurchase Authorisation is intended to provide the Management Board flexibility to (i) repurchase Shares for capital reduction purposes (to the extent allowed by applicable law and the Company's articles of association upon the execution of the Deed of Amendment) and (ii) cover any of the Company's obligations to deliver Shares, like any possible future share-based remuneration plans and any liquidity providing agreements the Company may enter into.

Pursuant to Dutch law, the Company may only repurchase shares to the extent that the Company has sufficient equity as evidenced by an adopted balance sheet.

It is proposed to adopt the interim balance sheet, which reflects the assets and liabilities of the Company at 14 November 2018 (the "**Balance Sheet**").

The proposed Balance Sheet has been published on the Company's website (www.igeapharma.nl), and is also available at the Company's Offices.

3 Closing