



Agenda and explanatory notes

Agenda for the annual general meeting (the “AGM”) 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” or the “Company”), to be held at Hoofddorp Transpolis, Polarisavenue 1, 2132 JH Hoofddorp, The Netherlands, on 6 June 2019, starting at 10:00 am. CET.

This agenda with explanatory notes and other documents relevant for the AGM have been published on the Company’s website at <https://www.igeapharma.nl/investors-relations/>, section ‘Information for Shareholders’. These documents are also available at the Company’s offices at Siriusdreef 17, 2132 WT, Hoofddorp, the Netherlands. The meeting documents will also be available at the AGM.

1 Agenda

The agenda of the AGM is as follow:

1. Opening
2. Discussion of the Annual Report 2018, including corporate governance
3. Implementation of the remuneration policy during the financial year 2018
4. Proposal to adopt the annual accounts for the financial year 2018 (*voting item*)
5. Proposal for discharge of liability of the Managing Directors (*voting item*)
6. Proposal for discharge of liability of the Supervisory Directors (*voting item*)
7. Closing

2 Explanatory notes

2. Discussion of the Annual Report 2018, including corporate governance

The Company's Annual Report 2018 has been made available on the Company's website <https://www.igeapharma.nl/investors-relations/>, section ‘Financial Reports’ and at the Company's office address. In December 2018 the Company's governance structure changed from a one-tier to a two-tier model. The Company's compliance with the Dutch Corporate Governance Code has been outlined in the Company's Annual Report 2018, Section II.

3. Implementation of the remuneration policy during the financial year 2018

The implementation of the Remuneration policy during the financial year 2018 is set out in Section II of the Annual Report 2018. Shareholders are invited to consider the implementation of the Company’s current remuneration policy

4. Proposal to adopt the annual accounts for the financial year 2018 (*voting item*)

The Company's 2018 annual accounts (consisting of the consolidated and the standalone annual accounts) are included in the Annual Report 2018, Sections III, IV and V, made available on the Company's website <https://www.igeapharma.nl/investors-relations/>, section ‘Financial Reports’ and at the Company's office address. This agenda item includes the proposal to adopt the 2018 annual accounts.

5. Proposal for discharge of liability of the Managing Directors (*voting item*)

It is proposed to the General Meeting to discharge the members of the Management Board (each a "**Managing Director**") in office in 2018 from all liability in relation to the exercise of their duties in the financial year 2018, to the extent that such exercise is apparent from the Annual Report 2018, the 2018 annual accounts, announcements during the AGM or other public disclosures prior to the adoption of the 2018 annual accounts.

6. Proposal for discharge of liability of the Supervisory Directors (*voting item*)

It is proposed to the General Meeting to discharge the members of the Supervisory Board (each a "**Supervisory Director**") in office in 2018 from all liability in relation to the supervision on the Management Board for the exercise of their duties in the financial year 2018, to the extent that such exercise is apparent from the Annual Report 2018, the 2018 annual accounts, announcements during the AGM or other public disclosures prior to the adoption of the 2018 annual accounts