



Minutes of the first annual general meeting of IGEA Pharma N.V.

Minutes of the first annual general meeting of IGEA Pharma N.V., a public limited liability company (naamloze vennootschap) incorporated under the laws of the Netherlands, having its corporate seat at Hoofddorp, the Netherlands (the “**Company**”), held on 6 June 2019 at 10:00 am CET at Hoofddorp Transpolis, Polarisavenue 1, 2123 JH Hoofddorp, the Netherlands (the “**Meeting**”).

1 Opening

Mr. Diego Mortillaro, member of the Management board and CEO of the Company, acted as chairman (the “**Chairman**”) of the Meeting in accordance with the Company's articles of association.

The Meeting had been convened with due observance of all relevant provisions of applicable law and the Company's articles of association.

The Chairman introduced Mr. Jean Schoonbrood and Mr. Peter Exel from Zuidbroek Notarissen, acting as advisers to the Company on legal matters, Mr. Onno Opzitter and Martin Bom from Mazars, as representative of the Company's independent registered public accounting firm, and some other guests to the Meeting, namely Mrs. Marianne Blackburn and Mr. Dick Siemensma of Kempen.

The Chairman appointed Jean Schoonbrood as secretary of the Meeting. The Chairman would also act as proxy for those shareholders who opted to be represented by a Company representative. No shareholders opted to be represented by an independent representative. 12'464'130 shares in the Company's capital were represented, being 49.76% of the Company's issued share capital.

The Chairman concluded that as a result of the foregoing, the Meeting is permitted to adopt all proposed resolutions as referred to in the agenda of the Meeting, with due observance of all applicable rules.

2 Discussion of the Annual Report 2018, including corporate governance

The Chairman made a summary of the Annual Report 2018, which has been made publicly available on 30 April 2019. There were no comments or questions to the Annual Report 2018.

3 Implementation of the remuneration policy during the financial year 2018

During 2018, the Management board and the Supervisory board members did not get any compensation. Management agreements and Supervisory board compensation as well as the remuneration policy were approved by the shareholders during 2018, but as explained by the Chairman, their consistent implementation during 2019 will depend from the operating development of the Company.

4 Proposal to adopt the annual accounts for the financial year 2018

The Chairman made a summary of the 2018 financial statements (consolidated and statutory) as disclosed in the Annual Report 2018 and opened then the floor for questions or comments. After receiving no comments or questions, the Chairman then put the proposal of the adoption of the financial statements 2018 (both consolidated and statutory) up for the vote. 12'464'130 votes were cast in favour, 0 votes were cast against and

0 votes abstained. The Chairman recorded that the Meeting unanimously adopted the annual accounts for the financial year 2018.

5 Proposal for discharge of liability of the Managing Directors

The Chairman explained the formalities for this vote and opened then the floor for questions or comments. After receiving no comments or questions, the Chairman then put the proposal of the discharge of liability up for the vote. 12'464'130 votes were cast in favour, 0 votes were cast against and 0 votes abstained. The Meeting unanimously adopted the discharge of liability of the Managing directors.

6 Proposal for discharge of liability of the Supervisory Directors

The Chairman explained the formalities for this vote and opened then the floor for questions or comments. After receiving no comments or questions, the Chairman then put the proposal of the discharge of liability up for the vote. 12'464'130 votes were cast in favour, 0 votes were cast against and 0 votes abstained. The Meeting unanimously adopted the discharge of liability of the Supervisory directors.

7 Closing

On behalf of himself, the Supervisory board and the Management board, the Chairman thanked all the persons joining the Meeting for their contribution, and then closed this first annual general meeting of the Company.

The Chairman

The Secretary

Diego Franco Mortillaro

Jean Schoonbrood