



Convening notice and agenda

Dear Shareholder,

The Management Board of IGEA Pharma N.V. (the “**Company**”) hereby invites you to attend the extraordinary general meeting on 8 January 2020 (the “**EGM**”). The meeting will be held at Hoofddorp Transpolis, Polarisavenue 1, 2123 JH Hoofddorp, the Netherlands. The meeting will start at 10:00 hours CET. Registration will start at 9:30 hours CET.

As of the date hereof, the convening notice, the agenda, the explanatory notes to the agenda and a copy of the revised articles of association are available for inspection on our website at <https://www.igeapharma.nl/investors-relations/>. Furthermore, these items can be obtained free of charge at:

- a. the offices of Van Lanschot Kempen N.V., Beethovenstraat 300, 1077 WZ Amsterdam or by e-mail via proxyvoting@kempen.nl;
- b. the Company's offices at Siriusdreef 17, 2132 WT Hoofddorp (the “**Company's Offices**”) or by e-mail at ir@igearesearch.com.

1 Agenda

The items on the agenda are:

1. Opening
2. Amendment of the articles of association of the Company (*voting item*) including authorization of the Management Board (after amendment of the articles of association, the Board of Directors) to execute the notarial deed of amendment (*voting item*)
3. Appointment of non-executive directors of the Board of Directors (*voting item*)
4. Authorization of the Management Board (after amendment of the articles of association, the Board of Directors) of the Company to:
 - a. issue shares (*voting item*)
 - b. limit or exclude pre-emptive rights of shareholders (*voting item*)
5. Approval of the acquisition of the spin-off of Meditalia S.r.l. (*voting item*)
6. Closing

2 Record date

You are entitled to participate in and vote at the EGM if you have these rights on 11 December 2019 at 17:00 hours CET (the “**Record Date**”) and are registered as such in one of the registers designated by the Company's Management Board, provided that you have registered for the EGM in accordance with the provisions set forth below.

3 Meeting attendance

If you wish to attend the EGM either in person or by proxy, you must notify Van Lanschot Kempen N.V. by e-mail to proxyvoting@kempen.nl through your bank or stockbroker (the “**Intermediaries**”). Notification can take place as of the date hereof, but no later than 30 December 2019, 17:00 hours CET. The Intermediaries must provide Van Lanschot Kempen N.V. with a statement mentioning (i) the number of shares held by each of the shareholders on the Record Date on whose behalf they make the registration and (ii) as per shareholder,

for which number of shares registration for the meeting is requested. All attendees must be prepared to show a valid proof of identity for admittance.

4 Voting by proxy

Shareholders who do not wish to attend the EGM in person may grant a proxy to either (i) Mr Vincenzo Moccia, CEO of the Company or (ii) Mr Cees de Zeeuw, civil notary at Pels Rijcken & Droogleever Fortuijn N.V., or his deputy, as independent third party or (iii) another person, to vote at the EGM on the shareholders' behalf. The duly signed proxy instrument needs to be received by no later than 30 December 2019, 17:00 hours CET at Van Lanschot Kempen N.V., Beethovenstraat 300, 1077 WZ Amsterdam and e-mail to proxyvoting@kempen.nl or at the Company's Offices. Prior to the EGM, the proxy holder shall hand in the admission ticket and a copy of the proxy instrument at the registration desk. A proxy form can be found on our website at <https://www.igeapharma.nl/investors-relations/>.

For further information, please do not hesitate to contact the Company at the Company's Offices or via e-mail at ir@igearesearch.com or moccia@igearesearch.com.

Hoofddorp, 6 December 2019
The Management Board

Explanatory notes

Agenda item 2: Amendment of the articles of association of the Company (*voting item*) including authorization of the Management Board (after amendment of the articles of association, the Board of Directors) to execute the notarial deed of amendment (*voting item*)

The Management Board makes a proposal to the General Meeting to amend the articles of association of the Company by introducing a one-tier board structure with executive and non-executive directors (instead of a two-tier structure with a Management Board and a Supervisory Board). The proposal includes the authorization to execute the notarial deed. The Supervisory Board has approved this proposal by the Management Board as required by the existing articles of association of the Company.

A one-tier board is an international recognized governance standard. Processes will become more efficient and functional.

Agenda item 3: Appointment of non-executive directors of the Board of Directors (*voting item*)

After amendment of the articles of association of the Company to implement a one-tier board with executive and non-executive directors, the Managing Directors will become the executive Directors (unless they resign before the amendment comes into force). The Supervisory Board will be abolished as a corporate body in connection with this proposed amendment. The Management Board proposes to the General Meeting - following to a binding nomination by the Supervisory Board - to appoint - under the condition precedent of the coming into force of the amendment of the articles of association by which the one-tier board is introduced - the following persons as the non-executive directors of the Company as of the moment the amendment of the articles of association comes into force:

- Mr. Giovanni Ferrario;
- Mr. Mark de Simone;
- Mr. Mario Patrocollo
- Mr. Camillo Ricordi
- Mr. Barth A. Green

Giovanni Ferrario and Mark de Simone are actual members of the Supervisory Board. The CVs of Mario Patrocollo, Camillo Ricordi and Barth A. Green as new proposed non-executive directors are available on <https://www.igeapharma.nl/investors-relations/>.

Agenda item 4: Authorization of the Management Board (after amendment of the articles of association, the Board of Directors) of the Company to:

- a. issue shares (*voting item*)**
- b. limit or exclude pre-emptive rights of shareholders (*voting item*)**

The Management Board makes a proposal to the General Meeting, in accordance with article 3.2.1 of the articles of association, to authorize the Management Board (or after amendment of the articles of association, the Board of Directors) to issue shares with a view of raising additional capital to support the execution of the Company's strategy and the development of its business. This authorization is requested for a period of 5 years after the approval by the General Meeting is granted, to resolve to issue shares or grant rights to subscribe for shares for a maximum of 50% of the issued share capital of the Company on the date of the EGM. This is not a replacement of the authorization to issue shares granted by the General Meeting to the Management Board on 10 October 2018.

The Management Board also makes a proposal to the General Meeting to authorize the Management Board (or after amendment of the articles of association, the Board of Directors) to limit or exclude pre-emptive rights of shareholders with regard to the shares that will be issued based on the aforementioned authorization of the Management Board. This authorization is requested for a period of 5 years after the approval by the General Meeting is granted.

Agenda item 5: Approval of the acquisition of the spin-off of Meditalia S.r.l. (*voting item*)

According to Dutch law and article 7.3.2 of the articles of association of the Company, the approval of the General Meeting is required for resolutions of the Management Board regarding “acquiring or disposing of a participating interest in the share capital of a company with a value of at least one-third (1/3) of the Company's assets, as shown in the consolidated balance sheet with explanatory notes according to the last adopted Annual Accounts by the Company or a Subsidiary”.

As still publicly disclosed on 20 November 2019 by IGEA Pharma N.V., the transaction will consist on the acquisition of 66% of the spin-off of the med-tech activities of privately held Meditalia S.r.l. from certain of its current shareholders entitled to receive 12.2 million new issued shares of IGEA Pharma N.V. The Management Board proposes to the General Meeting to grant approval for the acquisition by means of issuance of shares, for which issue of shares the authorization of the Management Board has already been granted by the General Meeting on 10 October 2018 and by the Supervisory Board.