



Power of attorney

THE UNDERSIGNED:

If the shareholder is a private person:

If the shareholder is a legal entity:

Name: Company name:
Address: Statutory seat:
..... Office address:
.....
Representative(s):
.....

Number of shares of IGEA Pharma N.V. held on the record date (11 December 2019) and for which this power of attorney is granted:

(the “Shareholder”)

WHEREAS:

- The Shareholder 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 Hoofddorp Transpolis, Polarisavenue 1, 2123 JH Hoofddorp, the Netherlands, on 8 January 2020, starting at 10:00 hours CET (the “EGM”);
- The Shareholder 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:

- Mr Vincenzo Moccia; or
- Mr Cees de Zeeuw, civil law notary (*notaris*) at Pels Rijcken & Droogleevers Fortuijn N.V., or his deputy (*independent third party as provided by the Corporate Governance Code*); or
- (*another person*),

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.

Signature:

Name:

Place and date:

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.

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)

a. amendment of the articles of association of the Company

IN FAVOUR AGAINST ABSTAIN

b. authorization to execute the notarial deed of amendment

IN FAVOUR AGAINST ABSTAIN

3. Appointment of the following non-executive directors of the Board of Directors as nominated by the Supervisory Board (under the condition precedent that the amendment of the articles of association under 2. comes into force):

Mr. Giovanni Ferrario

IN FAVOUR AGAINST ABSTAIN

Mr. Mark de Simone

IN FAVOUR AGAINST ABSTAIN

Mr. Mario Patrocollo

IN FAVOUR AGAINST ABSTAIN

Mr. Camillo Ricordi

IN FAVOUR AGAINST ABSTAIN

Mr. Barth A. Green

IN FAVOUR AGAINST ABSTAIN

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

a. issue shares

IN FAVOUR AGAINST ABSTAIN

b. limit or exclude pre-emptive rights of shareholders

IN FAVOUR AGAINST ABSTAIN

5. Approval of the acquisition of the spin-off of Meditalia S.r.l.:

IN FAVOUR AGAINST ABSTAIN

Signature:

Name:

Place and date:

Please mail the original power of attorney to:

- Van Lanschot Kempen N.V., Beethovenstraat 300, 1077 WT Amsterdam, the Netherlands and e-mail to proxylvoting@kempen.nl; or
- IGEA Pharma N.V., attn. Mr. Vincenzo Moccia, Siriusdreef 17, 2132 WT Hoofddorp, the Netherlands and e-mail to ir@igearesearch.com or moccia@igearesearch.com.