

PELS RIJCKEN

MINUTES

of the Extraordinary General Meeting (the '**Meeting**') of **IGEA Pharma N.V.**, a public limited company (*naamloze vennootschap*), having its registered office in Amsterdam (the Netherlands), and address at: (2132 WT) Hoofddorp, Siriusdreef 17, registered with the Commercial Register of the Chamber of Commerce under number 70212821 (the '**Company**'), held at Hoofddorp Transpolis, Polarisavenue 1, (2123 JH) Hoofddorp (the Netherlands) on 8 January 2020 at 10:00 hours CET.

The attendance list with the name of the shareholders and the names of the members of the Management Board and Supervisory Board of the Company, who are attending the Meeting, is appended to these minutes.

In accordance with article 8.5.1 of the articles of association of the Company, the chairman of the Management Board, Mr Vincenzo Moccia, acts as Chair of the Meeting (the '**Chair**').

In accordance with article 8.5.1 of the articles of association of the Company the Chair of the Meeting appoints Mr Cees de Zeeuw, in his capacity as legal advisor of the Company, to act as Secretary of the Meeting (the '**Secretary**').

1. Opening

The Chair opens the meeting and notes that:

- all requirements concerning convening the Meeting and giving notice of the items to be discussed have been met;
- all proposals to be decided on in the Meeting have been announced in the convocation for this Meeting;
- the Management Board of the Company has proposed to amend the articles of association of the Company as stated below, which proposal has been approved by the Supervisory Board of the Company;
- the members of the Board of Directors and Supervisory Board of the Company have been given sufficient time to advise on the resolutions that will be taken in this Meeting, on the basis whereof the General Meeting can take valid resolutions in respect of the proposals set out below by a simple majority of the votes cast.

2. Amendment of the articles of association of the Company and authorization of the Management Board to execute the notarial deed of amendment

The Chair puts the following proposals to the Meeting:

- a. to amend the Company's articles of association in accordance with the draft deed dated 15 November 2019, drawn up by Pels Rijcken & Droogleeve Fortuijn N.V. in The Hague (the Netherlands) and published by the Company on its website (*voting item*);
- b. to authorize each member of the Company's Management Board as well as each civil-law notary, assigned civil-law notary and deputy civil-law notary employed by the aforementioned Pels Rijcken & Droogleeve Fortuijn N.V., each individually, to have executed the deed of amendment of the articles of association in accordance with the aforementioned draft of this deed, and additionally to perform all other legal acts (including making textual changes of minor significance), that the authorized representative deems useful or necessary in connection with the aforementioned legal act(s) (*voting item*).

The proposal under 2.a. is put to the vote and the Chair declares that this proposal has been carried by 8,685,851 votes, of the total of 8,685,851 votes cast, which means that the proposal set out above under 2.a. has been adopted and is now as such a resolution of the General Meeting.

The proposal under 2.b. is put to the vote and the Chair declares that this proposal has been carried by 8,685,851 votes, of the total of 8,685,851 votes cast, which means that the proposal set out above under 2.b. has been adopted and is now as such a resolution of the General Meeting.

3. Appointment of non-executive directors of the Board of Directors

The Chair puts the following proposals to the Meeting:

to appoint - following to a binding nomination by the Supervisory Board - and under the condition precedent of the coming into force of the amendment of the articles of association under 2.a. (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 (*voting item*):

- a. Mr. Giovanni Ferrario;
- b. Mr. Mark de Simone;
- c. Mr. Mario Patrocollo
- d. Mr. Camillo Ricordi
- e. Mr. Barth A. Green

The proposals under 3. are put to the vote and the Chair declares that these proposals have been carried by 8,685,851 votes, of the total of 8,685,851 votes cast, which means that the proposals set out above under 3. have been adopted and are now as such resolutions of the General Meeting.

4. Authorization of the Management Board of the Company to issue shares and limit or exclude pre-emptive rights of shareholders

The Chair puts the following proposals to the Meeting:

- a. to authorize the Management Board (after amendment of the articles of association, the Board of Directors) of the Company in accordance with article 3.2.1 of the articles of association, to issue shares for a period of 5 years after the approval by the General Meeting is granted for a maximum of 50% of the issued share capital of the Company on 8 January 2020, which authorization to issue shares is not a replacement of the authorization to issue shares granted by the General Meeting to the Management Board on 10 October 2018 (*voting item*);
- b. to authorize the Management Board (after amendment of the articles of association, the Board of Directors) of the Company in accordance with article 3.2.3 in conjunction with article 3.2.1. of the articles of association 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 under 4.a. for a period of 5 years after the approval by the General Meeting is granted (*voting item*).

The proposal under 4.a. is put to the vote and the Chair declares that this proposal has been carried by 8,685,851 votes, of the total of 8,685,851 votes cast, which means that the proposal set out above under 4.a. has been adopted and is now as such a resolution of the General Meeting.

The proposal under 4.b. is put to the vote and the Chair declares that this proposal has been carried by 8,685,851 votes, of the total of 8,685,851 votes cast, which means that the proposal set out above under 4.b. has been adopted and is now as such a resolution of the General Meeting.

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

The Chair puts the following proposal to the Meeting:



- to approve, as required by Dutch law and article 7.3.2 of the articles of association of the Company, the acquisition of the spin-off of Meditalia S.r.l. by means of issue 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 (*voting item*).

The proposal under 5. is put to the vote and the Chair declares that this proposal has been carried by 8,685,851 votes, of the total of 8,685,851 votes cast, which means that the proposal set out above under 5. has been adopted and is now as such a resolution of the General Meeting.

6. Closing

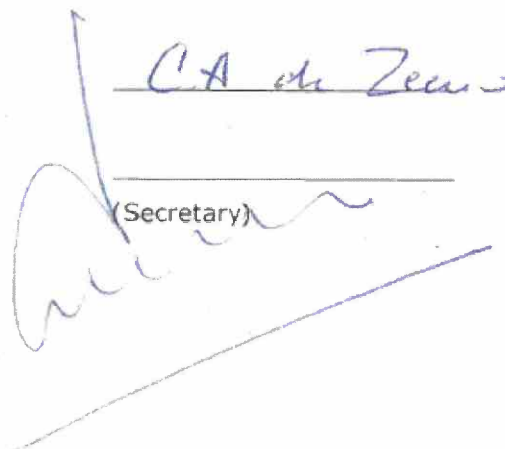
The Chair establishes that no further business is required to be dealt with, and closes the meeting at ten hours and seventeen minutes.

A copy of these minutes shall be forwarded to the Management Board of the Company, to enable the board members to enter the resolutions in the record of the Company.

Signed in Hilvordorp on 8 January 2020.



(Chair)



(Secretary)

Attachment: Attendance list