



## Convening notice and agenda

Dear Shareholder,

The board of directors (the “**Board**”) of IGEA Pharma N.V. (the “**Company**”) hereby invites you to attend the general meeting on 3 July 2020 (the “**GM**”) at Hoofddorp Transpolis, Polarisavenue 1, 2123 JH Hoofddorp, the Netherlands. The meeting will start at 10:00 hours CEST. Registration will start at 9:30 hours CEST. Due to the current ongoing situation with COVID-19, the Company encourages its shareholders to attend the GM by proxy.

The convening notice, the agenda and the explanatory notes are available for inspection on our website at <https://www.igeapharma.nl/category/information-for-shareholders/>. Furthermore, these items can be obtained free of charge at (i) the offices of Van Lanschot Kempen Wealth Management N.V. (Beethovenstraat 300, 1077 WZ Amsterdam) or by e-mail at [proxylvoting@kempen.nl](mailto:proxylvoting@kempen.nl); or (ii) the Company's offices (Siriusdreef 17, 2132 WT Hoofddorp) (the “**Company's Offices**”) or by e-mail at [ir@igearesearch.com](mailto:ir@igearesearch.com).

### 1 Agenda

1. Opening
2. Annual Report 2019, including corporate governance
3. Implementation of the remuneration policy during the financial year 2019
4. Proposal to adopt the new remuneration policy (*voting item*)
5. Proposal to adopt the annual accounts for the financial year 2019 (*voting item*)
6. Proposal for discharge of liability of the Managing Directors and officers (*voting item*)
7. Proposal for discharge of liability of the Supervisory Directors (*voting item*)
8. Proposal for discharge of liability of the Board members (*voting item*)
9. Proposal to appoint Mr. Lieven Baten in the Board as non-executive director (*voting item*)
10. Proposal to re-appoint Mr. Marco Seniga in the Board as executive director (*voting item*)
11. Closing

### 2 Record date

You are entitled to participate in and vote at the GM if you have these rights on 5 June 2020 after close of trading and processing of all settlements (the “**Record Date**”) and are registered as such in one of the registers designated by the Board, provided that you have registered to attend the GM in accordance with the provisions set forth below.

### 3 Registration

If you wish to attend the GM either in person or by proxy, you must notify Van Lanschot Kempen Wealth Management N.V. by e-mail to [proxylvoting@kempen.nl](mailto:proxylvoting@kempen.nl) through your bank or stockbroker (the “**Intermediaries**”). Notification can take place as of the date hereof, but no later than 23 June 2020, 17:00 hours CEST. The Intermediaries must provide Van Lanschot Kempen Wealth Management 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

If you wish to have yourself represented at the GM by a proxy holder, you 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 & Droogleevers Fortuijn N.V., or his deputy, as independent third party or (iii) another person, to vote at the GM on your behalf. The duly signed proxy instrument needs to be received by no later than 23 June 2020, 17:00 hours CEST at Van Lanschot Kempen Wealth Management N.V., Beethovenstraat 300, 1077 WZ Amsterdam and e-mail to [proxylvoting@kempen.nl](mailto:proxylvoting@kempen.nl) or at the Company's Offices. Prior to the GM, the proxy holder shall hand in the admission ticket and a copy of the proxy instrument at the registration desk. A proxy form is available at <https://www.igeapharma.nl/category/information-for-shareholders/>.

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

Hoofddorp, 2 June 2020  
The Board of Directors

## Explanatory notes

- Agenda item 2:** **Discussion of the Annual Report 2019, including corporate governance**  
The Company's Annual Report 2019 has been made available on the Company's website <https://www.igeapharma.nl/category/financial-reports/> and at the Company's office address.
- Agenda item 3:** **Implementation of the remuneration policy during the financial year 2019**  
The implementation of the remuneration policy during the financial year 2019 is set out in Section II, item 5.3 of the Annual Report 2019.
- Agenda item 4:** **Proposal to adopt a new remuneration policy (*voting item*)**  
The Board proposes the adoption of a new remuneration policy. The new proposed remuneration policy has been made available on the Company's website at <https://www.igeapharma.nl/category/information-for-shareholders/> and at the Company's Office.
- Agenda item 9:** **Appointment of Mr. Lieven Baten as non-executive Director (*voting item*)**  
The Board proposes to the GM to appoint Mr. Lieven Baten as non-executive Director of the Company. The CV of Lieven Baten as new proposed non-executive director is available at <https://www.igeapharma.nl/category/information-for-shareholders/>.
- Agenda item 10:** **Re-appointment of Mr. Marco Seniga as executive Director (*voting item*)**  
The Board proposes to the GM to re-appoint Mr. Marco Seniga as executive Director for a further mandate.