

PELS RIJCKEN

MINUTES

of the Annual 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 3 July 2020 at 10:00 hours CEST.

The attendance list with the name of the shareholders 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 Board of Directors, Mr Francesco Patrocollo, has charged Mr Cees de Zeeuw, civil notary at Pels Rijcken & Droogleeuyer Fortuijn N.V., in his capacity as legal advisor of the Company, with chairing 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 Ms Marie-Jeanne Zillikens-Loos, deputy civil notary at Pels Rijcken & Droogleeuyer Fortuijn N.V., to act as Secretary of the Meeting (the '**Secretary**'). The Chair also introduces Mr Onno Opzitter ~~and Mr _____~~ from Mazars, as representative(s) of the Company's statutory auditor.

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 members of the Board of Directors of the Company have been given sufficient time to advise on the resolutions that will be taken at this Meeting;
- 8'835'123 shares in the Company's capital are represented, being 35.27% of the Company's issued share capital consisting of 25'048'769 shares,

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. Annual Report 2019, including corporate governance

The Chair made a summary of the Annual Report 2019. There were no comments or questions to the Annual Report 2019.

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. There were no comments or questions to the implementation of the remuneration policy during the financial year 2019.

4. Proposal to adopt the new remuneration policy (voting item)

The Chair puts the following proposal to the Meeting:

the adoption of a new remuneration policy, which has been made available on the Company's website and at the Company's Office.

The proposal under 4. is put to the vote and the Chair declares that this proposal has been carried by the total of the 8'835'123 votes cast, which means that the proposal set out above under 4. has been adopted and is now as such a resolution of the General Meeting.

5. Proposal to adopt the annual accounts for the financial year 2019 (voting item)

The Chair made a summary of the 2019 financial statements as disclosed in the Annual Report 2019 and puts the following proposal to the Meeting:

the adoption of annual accounts for the financial year 2019.

The proposal under 5. is put to the vote and the Chair declares that this proposal has been carried by the total of the 8'835'123 votes cast, which means that the proposal set out above under 5. to adopt the annual accounts for the financial year 2019 has been adopted and is now as such a resolution of the General Meeting.

6. Proposal for discharge of liability of the Managing Directors and officers (voting item)

The Chair explained the formalities for this vote and puts the following proposal to the Meeting:

the discharge of liability of the Managing Directors and officers except for Mr Diego Mortillaro.

The proposal under 6. is put to the vote and the Chair declares that this amended proposal has been carried by the total of the 8'835'123 votes cast, which means that the proposal set out above under 6. has been adopted and is now as such a resolution of the General Meeting.

7. Proposal for discharge of liability of the Supervisory Directors (voting item)

The Chair explained the formalities for this vote and puts the following proposal to the Meeting:

the discharge of liability of the Supervisory Directors.

The proposal under 7. is put to the vote and the Chair declares that this proposal has been carried by the total of the 8'835'123 votes cast, which means that the proposal set out above under 7. has been adopted and is now as such a resolution of the General Meeting.

8. Proposal for discharge of liability of the Board members (voting item)

The Chair explained the formalities for this vote and opened the floor for questions or comments. After receiving no comments or questions, the Chair puts the following proposal to the Meeting:

the discharge of liability of the Board members.

The proposal under 8. is put to the vote and the Chair declares that this proposal has been carried by the total of the 8'835'123 votes cast, which means that the proposal set out above under 8. has been adopted and is now as such a resolution of the General Meeting.

9. Proposal to appoint Mr. Lieven Baten in the Board as non-executive director (voting item)

The Chair puts the following proposal to the Meeting:

to appoint - following a binding nomination by the Board of Directors - Mr. Lieven Baten as non-executive Director of the Company.

The proposal under 9. is put to the vote and the Chair declares that this proposal has been carried by the total of the 8'835'123 votes cast, which means that the proposal set out above under 9. has been adopted and is now as such a resolution of the General Meeting.

10. Proposal to re-appoint Mr. Marco Seniga in the Board as executive director (voting item)

The Chair puts the following proposal to the Meeting:

to re-appoint - following a binding nomination by the Board of Directors - Mr. Marco Seniga in the Board as executive Director of the Company.


The proposal under 10. is put to the vote and the Chair declares that this proposal has been carried by the total of the 8'835'123 votes cast, which means that the proposal set out above under 10. has been adopted and is now as such a resolution of the General Meeting.

11. Closing


The Chair establishes that no further business is required to be dealt with, and closes the meeting at 10 hours and 25 minutes.

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

Confirmed in Hoofddorp (the Netherlands) on 3 July 2020.



Chair: C.A. de Zeeuw



Secretary: M.J.L.A.M. Zillikens-Loos

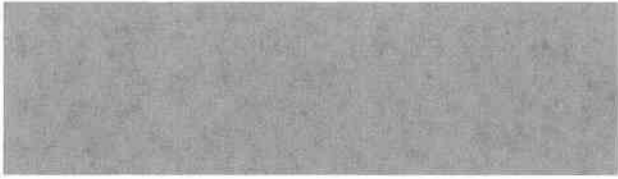
Attachment: Attendance list

Company
Meeting name
Meeting date

IGEA Pharma N.V.
Annual General Meeting
7-3-2020

Registration	Shareholder	Attendee
XXXX 2020 1 01 00001	Mrs. C. Cerani	Mr. Cees de Zeeuw (deputy) <i>Marie-Jeanne Zillikens-Loos</i>
XXXX 2020 1 01 00002	Mr. P. Cerani	Mr. Cees de Zeeuw (deputy) <i>Marie-Jeanne Zillikens-Loos</i>
XXXX 2020 1 01 00003	Mrs. C. Canepa <i>Milano</i>	Mr. Cees de Zeeuw (deputy) <i>Marie-Jeanne Zillikens-Loos</i>

Mr. Baten, appointed non-executive director.
Mr. Opzitter, Hazars.



Signature
