



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 virtual extraordinary general meeting on 28 April 2021 (the “**EGM**”). The meeting will start at 10:00 hours CEST and is to be attended virtually. Registration will start at 9:30 hours CEST.

The Board hereby convenes a virtual EGM, in accordance with the emergency act adopted by the Dutch government on 24 April 2020 (the “**Emergency Act**”). This means that no visitors or shareholders can attend the EGM in person, but the EGM can be attended virtually. Further, shareholders will have the possibility to ask questions about the agenda items (i) during the EGM and (ii) prior to the EGM by submitting questions up to 72 hours prior to the EGM (for further information, please see section 7).

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 (i) by e-mail at proxyvoting@kempen.nl; or (ii) at the Company's offices (Siriusdreef 17, 2132 WT Hoofddorp) (the “**Company's Offices**”) or by e-mail at ir@igearesearch.com.

1 Agenda

1. Opening
2. Approval of the resolution of the Board to enter into a business combination with Blue Sky Natural Resources LTD (*voting item*)
3. Appointment of the Board to issue shares for a period of one year after 28 April 2021, for a maximum of 309,600,000 new shares at par, reserved for issuance to the shareholders of Blue Sky Natural Resources LTD only, against contribution in kind of their shares and votes in Blue Sky Natural Resources LTD (*voting item*)
4. Appointment of the Board to:
 - a. issue shares for a period of five years after 28 April 2021, for a maximum of 70,000,000 new shares (*voting item*)
 - b. limit or exclude pre-emptive rights of shareholders regarding the issue of shares under 4.a. for a period of five years after 28 April 2021 (*voting item*)
5. Amendment of the articles of association of the Company including authorization to execute the notarial deed of amendment (*voting item*)
6. Appointment of non-executive directors of the Board (*voting item*)
7. Closing

2 Record date

You are entitled to participate in and vote at the EGM if you have these rights on 31 March 2021 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 EGM in accordance with the provisions set forth below.

3 Registration

If you wish to attend the EGM either virtually or by proxy, you must notify Van Lanschot Kempen Wealth Management 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 16 April 2021, 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.

4 Voting by proxy

If you wish to have yourself represented at the EGM by a proxy holder, you may - in addition to registering for the EGM as described above - grant a proxy to either (i) Mr Cees de Zeeuw, civil notary at Pels Rijcken & Droogleever Fortuijn N.V., or his deputy, as independent third party, or (ii) another person, to vote at the EGM on your behalf. The duly signed proxy instrument needs to be received by no later than 16 April 2021, 17:00 hours CEST at Van Lanschot Kempen Wealth Management N.V., Beethovenstraat 300, 1077 WZ Amsterdam and e-mail to proxyvoting@kempen.nl or at the Company's Offices. A proxy form is available at <https://www.igeapharma.nl/category/information-for-shareholders/>.

5 Virtual EGM

Due to the associated health risks and governmental restrictions related to the COVID-19 pandemic, the Board decided that the EGM will be held virtually and can only be attended virtually. This means that shareholders will not be able to physically attend the meeting. Shareholders can only attend, participate in, address the meeting and vote electronically at the meeting on all resolutions via the internet, therefore online and remote with their own smartphone, tablet or personal computer.

6 Virtual admittance to the EGM

Registration for admission to the EGM will take place on the day of the EGM from 9:30 hours (CEST) until the commencement of the EGM at 10:00 hours (CEST). After this time registration for admission is no longer possible. Persons entitled to attend the meeting must identify themselves electronically to enter the EGM. More information will be available at <https://www.igeapharma.nl/category/information-for-shareholders/> (updated regularly).

7 Submission of questions before or during the EGM

Shareholders attending the EGM have the possibility to send questions about the agenda items addressed to the General Meeting up to 72 hours prior to the EGM via e-mail to ir@igearesearch.com. The Company will address these questions either before the EGM on its website, or during the EGM, possibly in a bundled form. The answers to these questions will be published on the website of the Company. There is also a possibility to submit questions during the EGM. The Chairman of the meeting may further determine this in the interest of the order the meeting.

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, 26 March 2021
The Board of Directors

Explanatory notes

Agenda item 2: Approval of the business combination with Blue Sky Natural Resources LTD (as required by Dutch law and article 7.3.3 of the articles of association (*voting item*)).

The intention to and the modalities by which the two businesses would be combined was first disclosed on 8 August 2020 with a further updated then following on 15 February 2021. The business combination between the Company and Blue Sky Natural Resources LTD has been structured through a contribution in-kind by the BSNR shareholders of their shares in BSNR into IGEA by subscribing IGEA's newly issued shares, as further explained under agenda item 3. The Board proposes to approve the business combination.

Agenda item 3: Appointment of the Board (in accordance with article 3.2.1 of the articles of association) to issue shares for a period of one year after 28 April 2021, for a maximum of 309'600'000 new shares at par, reserved for issuance to the shareholders of Blue Sky Natural Resources LTD only, against contribution in kind of their shares and votes in Blue Sky Natural Resources LTD (which appointment to issue shares is not a replacement of the appointment to issue shares granted by the General Meeting to the Board on 10 October 2018 and 8 January 2020 (*voting item*)).

The Board makes a proposal to the General Meeting, in accordance with article 3.2.1 of the articles of association, to appoint the Board to issue shares with a view to entering into a business combination with Blue Sky Natural Resources LTD. The reference value of Blue Sky Natural Resources LTD, on a fully diluted and post-money basis, has been set by the Board in CHF 186 million. The reference value of one (1) share of the Company has been set by the Board in CHF sixty cents (0.60). Accordingly, the board proposes to the EGM to appoint the Board in accordance with article 3.2.1 of the articles of association to issue up to 309'600'000 new shares to perform the transaction. All figures will be rounded down to the nearest new share's unit. The percentage in the share capital of Blue Sky Natural Resources LTD not contributed-in will result in an equal reduction in the newly issued shares, provided however that at least 75% of the share capital (on a fully diluted basis) and the votes of BSNR shall be achieved for considering the transaction as completed and that no event leading to a reduction in the reference value of Blue Sky Natural Resources LTD will occur until completion of the transaction.

Agenda item 4: Appointment of the Board (in accordance with article 3.2.1 and 3.4.2 of the articles of association) to:

- a. issue shares for a period of five years after 28 April 2021, for a maximum of 70.000.000 new shares (which appointment to issue shares is not a replacement of the appointment to issue shares granted on 10 October 2018 and 8 January 2020) (*voting item*)**
- b. limit or exclude pre-emptive rights of shareholders regarding the issue of shares under 4.a. (*voting item*).**

The Board makes a proposal to the General Meeting, in accordance with article 3.2.1 of the articles of association, to appoint the Board 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 and for a number of 70,000,000 shares in the capital of the Company. This is not a replacement of the authorization granted by the General Meeting to the Management Board on 10 October 2018 and 8 January 2020).

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

Agenda item 5: Amendment of the articles of association of the Company including authorization to execute the notarial deed of amendment (*voting item*)

Consequent to the agenda item 3, the Board proposes to the EGM to amend section 3.1.1. of the articles of association of the Company by setting the authorized share capital of the Company from EUR one (1) million up to EUR five (5) million, divided into five hundred million (500,000,000) shares, each with a nominal value of EUR one cent (0.01). The proposal

includes the authorization of each executive Board member individually and each civil-law notary, assigned civil-law notary, deputy civil-law notary and notarial assistant, employed by the Pels Rijcken & Droogleever Fortuijn N.V., each individually, to execute the notarial deed of amendment of the articles of association in accordance with the aforementioned draft, 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).

Agenda item 6:

Appointment of non-executive directors of the Board (*voting item*)

The Board proposes to the EGM - following to a binding nomination - to appoint the following persons as the non-executive directors of the Company:

- Mrs Giovanna Puppo;
- Mr. Massimiliano Colella;
- Mr. Raffaele Bruto Bertoni

The CVs of Giovanna Puppo, Massimiliano Colella and Raffaele Bruto Bertoni as new proposed non-executive directors are available on <https://www.igeapharma.nl/category/information-for-shareholders/>.