

# 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 virtually on 28 April 2021 at 10:00 hours CEST.

The attendance list with the name of the shareholders and the names of the members of the Board of Directors of the Company (the '**Board**'), 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, Mr Francesco Patrocollo, 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:

- due to the associated health risks and governmental restrictions related to the COVID-19 pandemic, the Board has convened a virtual EGM, in accordance with the emergency act adopted by the Dutch government on 24 April 2020 (the '**Emergency Act**'), which Emergency Act is still valid today;
- because of that shareholders will not be able to physically attend the meeting and 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;
- following the rules of the Emergency Act shareholders 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;
- the Board has received no questions about the agenda items prior to the EGM;
- 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;

- 8.351.521 shares in the Company's capital are represented, being 33,34% 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.

The Chair asks the shareholders if any one has any questions about the agenda items. There are no questions.

The Chair gives the floor to Mr Moccia, who also holds the proxy on behalf of the registered shareholders. Mr Moccia also welcomes Mrs Puppo to the Meeting. On the agenda is the resolution to appoint her and two other new non-executive directors to the Board.

The Chair puts the following proposals to the Meeting:

**2. Approval of the resolution of the Board to enter into a business combination with Blue Sky Natural Resources LTD (voting item)**

The Chair gave an explanation to the resolution to enter into a business combination with Blue Sky Natural Resources LTD. There were no comments or questions with respect to this agenda item. After receiving no comments or questions the Chair puts the following proposal to the Meeting:

- approval of the resolution of the Board to enter into a business combination with Blue Sky Natural Resources LTD.

The proposal under 2. is put to the vote and the Chair declares that this proposal has been carried by 8.351.521 votes, of the total of 8.351.521 votes cast, which means that the proposal set out above under 2. has been adopted and is now as such a resolution of the General Meeting.

**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)**

The Chair gave an explanation to this resolution. There were no comments or questions with respect to this agenda item. After receiving no comments or questions, the Chair puts the following proposal to the Meeting:

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.

The proposal under 3. is put to the vote and the Chair declares that this proposal has been carried by 8.351.521 votes, of the total of 8.351.521 votes cast, which means that the proposal set out above under 3. has been adopted and is now as such a resolution of the General Meeting.

**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).**

The Chair gave an explanation to these resolutions. There were no comments or questions with respect to this agenda item. After receiving no comments or questions, the Chair puts the following proposals to the Meeting:

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).

The proposal under 4.a. is put to the vote and the Chair declares that this proposal has been carried by 8.351.521 votes, of the total of 8.351.521 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 8.351.521 votes, of the total of 8.351.521 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. Amendment of the articles of association of the Company including authorization to execute the notarial deed of amendment (voting item)**



At the request of the Chair Mr De Zeeuw gave an explanation to these resolutions. There were no comments or questions with respect to this agenda item. After receiving no comments or questions, the Chair puts the following proposal to the Meeting:

Amendment of the articles of association of the Company in accordance with the draft dated 23 March 2021, drawn up by Pels Rijcken & Droogleever Fortuijn N.V. in The Hague (the Netherlands) and published by the Company on its website, including the authorisation of each member of the Company's Management Board as well as each civil-law notary, assigned civil law notary, deputy civil-law notary or notarial assistant, employed by the aforementioned Pels Rijcken & Droogleever Fortuijn N.V., each individually, to have executed the 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).

The proposal under 5. is put to the vote and the Chair declares that this proposal has been carried by 8.351.521 votes, of the total of 8.351.521 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. Appointment of non-executive directors of the Board (voting items)**

The Chair gave an explanation to these resolutions. There were no comments or questions with respect to this agenda item. After receiving no comments or questions, the Chair puts the following proposals to the Meeting:

6.1 to appoint - following a binding nomination by the Board of Directors - Mrs. Giovanna Puppo as non-executive Director.

The proposal under 6.1. is put to the vote and the Chair declares that this proposal has been carried by 8.351.521 votes, of the total of 8.351.521 votes cast, which means that the proposal set out above under 6.1. has been adopted and is now as such a resolution of the General Meeting.

6.2 to appoint - following a binding nomination by the Board of Directors - Mr. Massimiliano Colella as non-executive Director.

The proposal under 6.2. is put to the vote and the Chair declares that this proposal has been carried by 8.351.521 votes, of the total of 8.351.521 votes cast, which means that the



proposal set out above under 6.2. has been adopted and is now as such a resolution of the General Meeting.

6.3 to appoint - following a binding nomination by the Board of Directors - Mr. Raffaele Bruto Bertoni as non-executive Director.

The proposal under 6.3. is put to the vote and the Chair declares that this proposal has been carried by 8.351.521 votes, of the total of 8.351.521 votes cast, which means that the proposal set out above under 6.3. has been adopted and is now as such a resolution of the General Meeting.

**7. Closing**

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

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

Confirmed in \_\_\_\_\_ on 28 April 2021.

Chair: F.M. Patrocollo

Secretary: C.A. de Zeeuw

*Attachment: Attendance list*



*Attendance list of the Extraordinary General Meeting of **IGEA Pharma N.V.**, held virtually on 28 April 2021 at 10:00 hours CEST.*

Mr Francesco Patrocollo

Mr Vincenzo Moccia

Mr Lieven Baten

Mr Patrick Pozzorini

Mrs Giovanna Puppo

Mr Cees de Zeeuw