

# Convening notice

13 MARCH 2023

Dear Shareholder,

The board of directors (the “**Board**”) of IGEA Pharma N.V. (the “**Company**”) hereby invites you to attend the Extraordinary General Meeting on 24.04.2023 (the “**EGM**”) that will take place at the offices of the Company at Siriusdreef 17, 2123 WT Hoofddorp. The meeting will start at 14:00 hours CEST and is to be attended physically. Registration will start at 13:00 hours CEST.

The Board hereby convenes this EGM. The Company urges all shareholders to attend the meeting in person (or by proxy). Shareholders will have the possibility to vote manually or by proxy, and they 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. 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/>.

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](mailto:proxyvoting@kempen.nl); or by e-mail at [info@igeapharma.nl](mailto:info@igeapharma.nl).

# 1 Agenda

1. Opening
2. Approval of the resignation of the current board members:
  - a) Mr. Nicola Alessandro Mona (Executive Director of the Board) (voting item)
  - b) Mr. Marcello Vendittelli (Non-Executive Director of the Board) (voting item)
  - c) Mr. Gijsbert Reinout Oussoren (Non-Executive Director of the Board) (voting item)
3. Full and final discharge of the current board members:
  - a) Mr. Nicola Alessandro Mona (Executive Director of the Board) (voting item)
  - b) Mr. Marcello Vendittelli (Non-Executive Director of the Board) (voting item)
  - c) Mr. Gijsbert Reinout Oussoren (Non-Executive Director of the Board) (voting item)
4. Appointment of:
  - a) Pierpaolo Cerani (Executive Director of the Board) (voting item)
  - b) Pellegrino De Santis (Non-Executive Director of the Board) (voting item)
  - c) Angelo Strazzella (Non-Executive Director of the Board) (voting item)
5. To authorize the directors of the board to:
  - a) issue shares for a period of five years after (24.04.2023) up to the total authorised capital of 500 million shares (voting item)
  - b) limit or exclude pre-emptive rights of shareholders regarding the issue of shares under 5.a) for a period of five years after (24.04.2023) (voting item)
6. Closing

## 2 Record date

You are entitled to participate in and vote at the EGM if you have these rights on 27 March 2023 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 by proxy, you must notify Van Lanschot Kempen N.V. by e-mail to [proxyvoting@kempen.nl](mailto:proxyvoting@kempen.nl) through your bank or stockbroker (the “**Intermediaries**”). Notification can take place as of the date hereof, but no later than 17 April 2023, 16:00 hours CEST. The Intermediaries must provide Van Lanschot Kempen 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) any employee of Computershare Netherlands B.V., 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 17 April 2023, 16:00 hours CEST at Van Lanschot Kempen N.V., Beethovenstraat 300, 1077 WZ Amsterdam and e-mail to [proxyvoting@kempen.nl](mailto:proxyvoting@kempen.nl) or to [info@igeapharma.nl](mailto:info@igeapharma.nl). **A proxy form is available at the bottom.**

## 5 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 [info@igeapharma.nl](mailto:info@igeapharma.nl). 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 at [info@igeapharma.nl](mailto:info@igeapharma.nl).

## **6 Issued capital and voting rights of the Company**

At the day of this notice, the Company has an issued share capital of EUR 3,370,301.42 consisting of 336,994,737 ordinary shares and 35,405 treasury shares, each having a nominal value of EUR 0.01 The Company does not hold ordinary shares in its own capital. Therefore, the total number of voting rights at the day of this notice amounts to 336,994,737

Hoofddorp, 13 March 2023

The Board of Directors

# Explanatory notes

## Agenda item 2:

Approval of the resignation of the current board members:

- a) **Mr. Nicola Alessandro Mona (Executive Director of the Board) (voting item)**
- b) **Mr. Marcello Vendittelli (Non-Executive Director of the Board) (voting item)**
- c) **Mr. Gijsbert Reinout Oussoren (Non-Executive Director of the Board) (voting item)**

The current Board remains in charge until the EGM. It will resign on 24.04.2023. The Board proposes to the EGM – following to a binding nomination – to appoint the newly proposed executive and non-executive directors.

## Agenda item 3:

Full and final discharge of the current board members:

- a) **Mr. Nicola Alessandro Mona (Executive Director of the Board) (voting item)**
- b) **Mr. Marcello Vendittelli (Non-Executive Director of the Board) (voting item)**
- c) **Mr. Gijsbert Reinout Oussoren (Non-Executive Director of the Board) (voting item)**

The current Board shall be discharged from any liabilities by the General Meeting.

## Agenda item 4:

Appointment of:

- a) **Pierpaolo Cerani (Executive Director of the Board) (voting item)**
- b) **Pellegrino De Santis (Non-Executive Director of the Board) (voting item)**
- c) **Angelo Strazzella (Non-Executive Director of the Board) (voting item)**

The Board proposes to the EGM – following to a binding nomination – to appoint the newly proposed executive and non-executive directors as per 24.04.2023.

## Agenda item 5:

**To authorize the directors of the board to:**

**a. issue shares for a period of five years after 24.04.2023 up to the total authorised capital of 500 million shares (voting item)**

**b. limit or exclude pre-emptive rights of shareholders regarding the issue of shares under 5.a. for a period of five years after 24.04.2023 (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 up to the newly authorised capital of 500 million (500'000'000) shares in the capital of the Company. This is not a replacement of the authorization granted by the General Meeting to the Board on 28 April 2021.

The Board also makes a proposal to the General Meeting to authorize the Board to limit or exclude pre-emptive rights of shareholders regarding 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.

## **Documents to download**

- [Convening notice, agenda and explanatory notes](#)
- [Proxy form EGM 24.04.2023](#)