

**PROPOSAL TO PARTIALLY AMEND THE ARTICLES OF ASSOCIATION OF TME PHARMA N.V.**

The left column shows the text of the relevant provisions of the articles of association to be amended. The middle column shows the proposed amendments to these provisions in relation to agenda item 5. The right column provides a short explanation to the proposed amendments.

**TEXT TO BE AMENDED****Article 4. Authorised capital and shares.**

1. The authorised capital of the company amounts to nine hundred thousand euro (€ 900,000).
2. The capital is divided into:
  - (i) eighty million (80,000,000) ordinary shares, numbered consecutively from 1 onwards, each share with a nominal value of one eurocent (€ 0.01); and
  - (ii) ten million (10,000,000) preference shares numbered consecutively from 1 onwards, each share with a nominal value of one eurocent (€ 0.01).

**PROPOSED AMENDMENT****Article 4. Authorised capital and shares.**

1. The authorised capital of the company amounts to one million three hundred thousand and fifty euro (€ 1,350,000).
2. The capital is divided into:
  - (i) one hundred and twenty-one million (121,000,000) ordinary shares, numbered consecutively from 1 onwards, each share with a nominal value of one eurocent (€ 0.01); and
  - (ii) fourteen million (14,000,000) preference shares numbered consecutively from 1 onwards, each share with a nominal value of one eurocent (€ 0.01).

**EXPLANATION**

*It is noted that the text in the first column concerns the current text of the articles of association and the text in the second column is the text as it will read after the amendment in relation to agenda item 5.*

*For a Dutch company, the authorised capital under the articles of association represents the maximum amount for which the company can issue shares, with the maximum ratio between issued share capital and authorised share capital being 1:5. At the date of the annual general meeting, there is sufficient room to increase the authorised share capital to 1,350,000 euro.*