

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 6. The right column provides a short explanation to the proposed amendments.

TEXT TO BE AMENDED

PROPOSED AMENDMENT

EXPLANATION

CHAPTER XIII.

Transitional provision.

Article 37. Increase authorised share capital.

1. If and as per the moment the Company's issued and paid-up share capital amounts to one million euro (€ 1,000,000), paragraphs 1 and 2 of article 4 of these articles of association shall be deemed to have been amended and shall read as follows:
 - “1. The authorised capital of the company amounts to five million euro (€5,000,000).
 2. The capital is divided into:
 - (i) four hundred fifty million (450,000,000) ordinary shares, numbered consecutively from 1 onwards, each share with a nominal value of one eurocent (€ 0.01); and
 - (ii) fifty million (50,000,000) preference shares, numbered

It is noted that with the prior transitional provision of art. 37 having come into effect in February 2024, this has disappeared for which reason the first column is empty and the text in the second column is the text as it will read after the amendment in relation to agenda item 6.

Dutch law limits the size of a public company's authorised share to a maximum of five times the issued share capital. To facilitate further capital increases to support the Company's continuous need for equity investors by current and new investors without having to convoke a(n extraordinary) general meeting of shareholders to amend the articles of association and increase the authorised share capital, this transitional provision automatically increases the authorised share

consecutively from 1 onwards, each share with a nominal value of one eurocent (€ 0.01).”

2. As per the moment, the provisions of paragraph 1 above take effect, this Chapter XIII concerning the transitional provision shall terminate and disappear.

capital once the Company's issued and paid up share capital reaches 1,000,000 euro. Once the authorised share capital is increased the Company would again have room for additional issuance of new shares.