

REMUNERATION POLICY OF THE MEMBERS OF THE BOARD OF TME PHARMA N.V. (the *Company*)

1. GENERAL

1.1 The objective of this remuneration policy (the **Remuneration Policy**) is to provide remuneration in a manner that:

- qualified and expert directors can be recruited and retained to achieve the Company's strategic, business and sustainability objectives;
- are rewarded in consistency with the Company's performance; and
- sustainable long-term value may be created for the Company and its affiliated enterprise.

1.2 This Remuneration Policy applies to both the members of the supervisory board of the Company (the **Supervisory Board**) and the members of the management board of the Company (the **Management Board**) and has been adopted by the general meeting (the **General Meeting**) on 22 September 2016, amended by the General Meeting on 30 June 2020, on 24 June 2021, on 29 June 2022 and on [27] June 2024 in accordance with Section 2:135 in conjunction with Section 2:383c to 2:383e of the Dutch Civil Code (the **DCC**) and principle 3.1 and best practice provision 3.1.2 of the Dutch Corporate Governance Code. This Remuneration Policy shall be posted on the Company's website.

1.3 Within the limits of this Remuneration Policy a committee established by the Supervisory Board (the **Compensation Committee**) will make a proposal for the remuneration of the individual managing director(s), which shall be determined by the Supervisory Board with due observance of this Remuneration Policy.

2. COMPENSATION MANAGING DIRECTOR

Scope of application

2.1 The principles set out below in relation of the compensation of the managing directors shall apply irrespective of whether the relevant service agreement is entered into by the Company or TME Pharma AG or any other subsidiary.

Structure

2.2 The remuneration structure of a managing director consists of up to five elements:

- A gross fixed base salary
- A gross variable compensation, linked to performance, consisting of:
 - short term incentive components; and

- sustainable long term incentive component in the form of stock options
- Fringe benefits
- Pension arrangements
- Severance arrangements.

Fixed base salary

- 2.3 The base salary of a managing director will be determined at a range around or slightly above the median salary levels payable within the peer-group, subject however to adjustments taking into account circumstances unique to the Company and its business, if any.

Variable short-term compensation

- 2.4 The objective of these short-term incentives is to ensure that a managing director is well incentivized to achieve performance targets in the shorter term.
- 2.5 The short-term incentive component of the variable compensation consists of the managing director's bonus scheme as applicable from time to time. Herein conditions for the granting of the bonus including individual and/or Company performance targets and conditions will be set by the Supervisory Board upon recommendation of the Compensation Committee.
- 2.6 Performance conditions will be set by the Supervisory Board before or ultimately at the beginning of the relevant calendar year and shall include criteria concerning the Company's financial performance, qualitative criteria representing Company performance and/or individual qualitative performance.

Long-term incentive plan

- 2.7 The long-term incentive component of the variable compensation intends to encourage the managing director to focus on the Company's long-term performance and value creation consistent with the Company's strategy and align (more closely) the interest of the managing director with those of the shareholders.
- 2.8 A managing director can therefore be awarded stock options under the stock option plan as approved by the General Meeting on 22 September 2016 as amended from time to time.

Fringe benefits

- 2.9 Any service agreement of a managing director can provide that the managing director is entitled to fringe benefits, such as a company car or allowances in respect of health and nursery insurance.

Pension arrangements

- 2.10 Any service agreement of a managing director can provide that the Company or the relevant subsidiary makes defined contributions to a third-party pension insurance organization for the benefit of the managing director.

Severance arrangements

- 2.11 In case of a dismissal, the managing director shall, subject to mandatory law, not be entitled to any severance payment in excess of one year's base salary, unless the Board decides otherwise based on a recommendation of the Compensation Committee.

3. COMPENSATION SUPERVISORY DIRECTORS

Structure

- 3.1 The remuneration structure of the supervisory directors consists of three elements:
- a fixed fee, which fee will be prorated in case the supervisory director does not attend all meetings where his or her presence is required;
 - a long-term variable incentive plan, in the form of stock options;
 - if applicable, a fee for chairing the Supervisory Board and for serving on the Audit Committee, and/or the Compensation Committee and/or the Nomination & Corporate Governance Committee.

Fixed fee

- 3.2 Each supervisory director will receive annual cash compensation of EUR 35,000 if attending or participating in $\geq 75\%$ of the duly convened Supervisory Board meetings (no separate meeting fees).
- 3.3 Supervisory directors attending or participating in less than 75% of the convened Supervisory Board meetings are eligible to receive an annual cash compensation *pro rata temporis*.

Long-term variable incentive plan

- 3.4 Under the stock option plan as approved by the General Meeting on 22 September 2016 and as amended from time to time, the supervisory directors shall receive an equity compensation based on a designated number of options be structured as follows:
- upon appointment as well as upon each re-appointment after a regular two-year appointment term a grant of approximately 0.2% of the Company's outstanding shares at the relevant time with a vesting period of three years (1/3 for each period between one Annual General Meeting (**AGM**) to the next AGM) from the date of appointment or re-appointment as applicable; and

- should at the time of annual vesting of a certain number of options the Company's issued share capital have been increased compared to the day of grant of such options, the Company shall issue as many options as needed to compensate for the relative increase in issued share capital, which additional options shall be considered vested as of the grant.

Chair of the Supervisory Board

- 3.5 The Chair of the Supervisory Board (the "**Chair**") will receive annual cash compensation of EUR 55,000 if attending or participating in $\geq 75\%$ of the duly convened Supervisory Board meetings (no separate meeting fees). If the Chair attends or participates in less than 75% of the convened Supervisory Board meetings the Chair shall be eligible to receive an annual cash compensation *pro rata temporis*.
- 3.6 With regard to the Long-term variable incentive plan, the Chair shall be eligible to receive an equity compensation based on a designated number of options outlined under section 3.4 of this Remuneration Policy that equals two times of such aforementioned compensation.

Committee members

- 3.7 Supervisory directors serving on a committee shall receive an additional cash compensation as follows:

Audit Committee

- Each member of the Audit Committee shall receive an annual compensation of EUR 4,000.
- The Chair of the Audit Committee shall receive an annual compensation of EUR 8,000.

Any other committee if established by the Supervisory Board

- Each member of such committee shall receive an annual compensation of EUR 3,000.
- The Chair of such committee shall receive an annual compensation of EUR 6,000.

4. CLAWBACK

The Company is dedicated to maintaining and enhancing a culture focused on integrity and accountability. Under the DCC, the Supervisory Board are entitled to recover, or "clawback", variable payments, such as bonuses and benefits provided under long-term incentive plans, in full or in part, to the extent that payment thereof has been made on the basis of incorrect information about the realisation of the underlying goals or about the circumstances from which the entitlement to the bonus arose. Furthermore, the AGM may adjust the outcome of variable remuneration to an appropriate level if payment of the variable remuneration is unacceptable according to the requirement of reasonableness and fairness. Any application of clawback or discretion will be disclosed and explained in the annual remuneration report.

5. LOANS AND GUARANTEES

In principle, no personal loans or guarantees, including mortgage loans, will be offered to any of the members of the Management Board or to any members of the Supervisory Board.