



## NOTICE

Notice is hereby given that the annual general meeting of shareholders (the **General Meeting**) of TME Pharma N.V. (the **Company**) is convened at 13.30 (CEST) on 27 June 2024 at the offices of Freshfields Bruckhaus Deringer LLP, Strawinskylaan 10, 1077 XZ in Amsterdam, the Netherlands. The language of the meeting shall be English.

You do not need to be present to cast your vote at the General Meeting on 27 June 2024. Instead, you can give your voting instructions by proxy. Further details on participation, voting or representation by proxy are given in the Attendance Notice for this General Meeting available on the Company's corporate website: <https://www.tmepharma.com> (the **Company's Website**).

Shareholders who decide not to attend the General Meeting on 27 June 2024 in Amsterdam, the Netherlands, and who wish to submit questions regarding items on the agenda of the General Meeting, may submit their questions by email to [shareholders@tmepharma.com](mailto:shareholders@tmepharma.com) up to 17:00 (CEST) on 24 June 2024. The email submitting such question(s) must include name, surname, number of shares held by the shareholder on 30 May 2024 (the Registration Date as defined below) and the agenda item to which the question relates.

## AGENDA

The General Meeting is convened to discuss and decide on the following:

### **Agenda**

- 1. Opening**
- 2. Annual Accounts 2023**
  - a. Discussion of the annual report 2023 (discussion)
  - b. Policy on additions to reserves and on dividends (discussion)
  - c. Adoption of the annual accounts 2023 (voting)
  - d. Release from liability of the sole member of the board of directors (voting)
  - e. Release from liability of the members of the supervisory board (voting)
  - f. Compliance with the revised Dutch Corporate Governance Code 2022 (discussion)
- 3. (Re-)Appointment of certain members of the supervisory board**
  - a. Re-appointment of Dr. Maurizio PetitBon as member of the supervisory board (voting)

- b. Re-appointment of Dr. Cornelis Alexander Izeboud as member of the supervisory board (voting)
- c. Appointment of Dr. Lee Schalop as member of the supervisory board (voting)
- 4. Appointment of Baker Tilly (Netherlands) N.V. as statutory auditor for the financial year 2024 (voting)**
- 5. Partial amendment of the articles of association in relation to the increase of the authorised share capital (voting)**
- 6. Partial amendment of the articles of association in relation to re-instating a transitional provision to further increase the authorised share capital (voting)**
- 7. Renewal of the delegation to the board of directors to issue ordinary shares and/or preference shares and to limit or exclude any pre-emptive rights in connection therewith (voting)**
- 8. Renewal of the delegation to the board of directors to acquire shares (voting)**
- 9. Amendment of the remuneration policy regarding the compensation structure of managing and supervisory board directors in addition to general amendments (voting)**
- 10. Close of meeting**

*Berlin, Federal Republic of Germany, 27 May 2024*

*The board of directors*

## EXPLANATORY NOTES

### **Agenda item 2a - Discussion of the annual report 2023 (discussion)**

The annual report 2023 is available through the Company's Website. This agenda item is a discussion item only.

### **Agenda item 2b - Policy on additions to reserves and on dividends (discussion)**

The Dutch Corporate Governance Code requires that this item is placed on the agenda. The Company has not and will not declare any dividends for the financial year 2023. This agenda item is a discussion item only.

### **Agenda item 2c - Adoption of the annual accounts 2023 (voting)**

The General Meeting is requested to vote on the adoption of the annual accounts of the Company for the financial year 2023.

### **Agenda item 2d - Release from liability of the sole member of the board of directors (voting)**

The General Meeting is requested to vote to release Dr. Aram Mangasarian as sole member of the Company's board of directors from liability for his management during 2023 insofar as such management is apparent from the financial statements or otherwise disclosed to the General Meeting prior to the adoption of the annual accounts.

### **Agenda item 2e - Release from liability of the members of the supervisory board (voting)**

The General Meeting is requested to vote to release all persons who were a member of the Company's supervisory board in 2023 (or a part of 2023 only) from liability for their supervision on the management by the board of directors insofar as such supervision is apparent from the financial statements or otherwise disclosed to the General Meeting prior to the adoption of the annual accounts.

### **Agenda item 2f - Compliance with the revised Dutch Corporate Governance Code 2022 (discussion)**

The current version of the Dutch Corporate Governance Code, as updated and published on 20 December 2022, came into force as of the financial year starting on 1 January 2023. The Corporate Governance Code Monitoring Committee

recommends that companies submit to the general meeting, as a separate agenda item in 2024, the chapter in the annual report outlining the corporate governance structure and compliance with the Dutch Corporate Governance Code. The relevant chapter corresponds to the section “Corporate Governance”, which provides an overview of the governance of the Company as well as a description of the existing deviations from the Dutch Corporate Governance Code. The chapter is presented to the General Meeting for discussion only.

**Agenda item 3 – (Re-)Appointment of certain members of the supervisory board (voting)**

The terms of office of each of Dr. Maurizio PetitBon and Dr. Cornelis Alexander Izeboud as members of the supervisory board will expire on the day of the General Meeting. Dr. Maurizio PetitBon and Dr. Cornelis Alexander Izeboud have each expressed their willingness to accept a re-appointment into their current office.

In furtherance of the profile and composition of the supervisory board (available on the Company’s Website), the supervisory board has considered the contribution and performance of each of the directors available for re-appointment and expect each of them continue to be effective in their respective roles. The supervisory board is of the view that they each have demonstrated the desired commitment and respective expertise in their roles in the Company. Upon recommendation of the Company’s Compensation and Nomination & Corporate Governance Committee, the supervisory board has therefore recommended their re-appointment and pursuant to the articles of association of the Company, the supervisory board has made the following binding nominations:

**Agenda item 3a – Re-appointment of Dr. Maurizio PetitBon as member of the supervisory board.**

**Agenda item 3b – Re-appointment of Dr. Cornelis Alexander Izeboud as member of the supervisory board.**

The relevant biographical details and curriculae vitae of Dr. Maurizio PetitBon and Dr. Cornelis Alexander Izeboud as nominees are presented in the Company’s Annual Report 2023 which is available for inspection at the offices of the Company as well as on the Company’s Website.

The new terms of office of Dr. Maurizio PetitBon and Dr. Cornelis Alexander Izeboud as members of the supervisory board will be two years as from the General Meeting up to and including the annual general meeting of shareholders to be held in 2026.

**Agenda item 3c – Appointment of Dr. Lee Schalop as member of the supervisory board (voting)**

The supervisory board is of the view that the current development and performance of the Company and its strategy support enlarging the supervisory board to four members. Considering the profile and composition of the supervisory board, the supervisory board has made the following binding nomination: to appoint Dr. Lee Schalop as additional member of the supervisory board.

Dr. Lee Schalop (age 60 on 27 June 2024, New York, USA) has a unique combination of biotech development expertise and deep financial industry knowledge. He was co-founder of Oncoceutics, Inc. (**Oncoceutics**), a clinical-stage drug discovery and development company with a novel brain cancer drug, and as Chief Executive Officer led a transformative acquisition of the company by Chimerix in January 2021 for \$78 million plus up to \$360 million in contingent milestone payments and royalties of 15-20% on sales. In addition, Dr. Schalop served as Oncoceutics' Chief Operating Officer from 2016 to 2020 and as the Chief Business Officer from Oncoceutics' founding in 2009 until 2016. Prior to co-founding Oncoceutics, Dr. Schalop attended the Albert Einstein College of Medicine, graduating with a doctor of medicine degree in 2008. Before attending medical school, Dr. Schalop spent more than 19 years in the financial industry at a number of major Wall Street firms, including Morgan Stanley, J.P. Morgan, Credit Suisse and Banc of America Securities. From 1985 to 1993, he was an investment banker, and his fund-raising activities included more than 10 initial public offerings, the largest of which raised over \$700 million. From 1993 to 2004, he served as a research analyst and authored more than 1,000 reports covering more than 50 different publicly traded companies, earning a reputation for groundbreaking research. Dr. Schalop serves as a Board Observer at Chimerix Inc. and sits on the advisory board of the Vagelos Program in Life Sciences and Management at the University of Pennsylvania. He is a summa cum laude graduate of the University of Pennsylvania where he earned dual degrees from the University's Wharton School and College of Arts and Sciences.

Dr. Schalop currently does not hold any shares in the capital of the Company.

The first term of office of Dr. Schalop as supervisory board member will be two years as from the General Meeting up to and including the annual general meeting of shareholders to be held in 2026.

#### **Agenda item 4 – Appointment of Baker Tilly (Netherlands) N.V. as statutory auditor for the financial year 2024 (voting)**

Based on the Audit Committee's assessment of the functioning of Baker Tilly (Netherlands) N.V. as external auditor in respect of the audit of the annual accounts for the financial year 2023 and its recommendation to the supervisory board, the board of directors and the supervisory board propose to re-appoint Baker Tilly

(Netherlands) N.V. as statutory auditor. This agenda item proposes to appoint Baker Tilly (Netherlands) N.V. as statutory auditor for the financial year 2024.

**Agenda item 5 – Partial amendment of the articles of association in relation to the increase of the authorised share capital (voting)**

To facilitate further capital increases to support the Company's continuous need for equity investors by current and new investors, it is proposed to increase the Company's authorised share capital.

Furthermore it is intended in relation to the above, to re-instate a transitional clause that would allow for a further increase of the authorised share capital of the Company when it will have used up its room for issuances of new common shares under the authorised share capital. This measure, in combination with replacing the existing authority of the board of directors as the corporate body competent to issue ordinary shares and/or preference shares in the capital of the Company and grant rights to subscribe for ordinary shares and/or preference shares in the capital of the Company as outlined in agenda item 7, will give the Company more flexibility and means to facilitate future rounds of (equity) capital funding by investors.

Attached to this explanation is an overview of the current text of the relevant provisions of the articles of association of the Company, the proposed amendment to the relevant provisions in order to implement this agenda item 5 and a short explanation to the proposed amendment (both in the original Dutch version as well as an informal English translation).

This proposal includes the authorization of each lawyer, (deputy/assigned) civil law notary and practice support lawyer practicing with Freshfields Bruckhaus Deringer LLP, aforementioned, to execute the deed of partial amendment of the articles of association and to perform all administrative acts necessary to update the records of the trade register of the Dutch Chamber of Commerce in connection with the amendment of the articles of association.

**Agenda item 6 – Partial amendment of the articles of association in relation to re-instating a transitional provision to further increase the authorised share capital (voting)**

To facilitate further capital increases to support the Company's continuous need for equity investment by current and new investors, it is proposed to re-instate a transitional provision in the articles of association that would allow for an increase of the authorised share capital of the Company when it will have used up its current room for issuances of new common shares shares.

Attached to this explanation is an overview of the proposed amendment to that provision and a short explanation to the proposed amendment (both in the original Dutch version as well as an informal English translation).

This proposal includes the authorisation of each lawyer, (deputy) civil law notary and paralegal practicing with Freshfields Bruckhaus Deringer LLP, aforementioned, to execute the deed of partial amendment of the articles of association and to perform all administrative acts necessary to update the records of the trade register of the Dutch Chamber of Commerce in connection with the amendment of the articles of association.

This proposal is dependent on the General Meeting approving the proposal under item 5. If item 5 is not approved, the proposal under this item 6 will not be voted on, as no effect could be given to this proposal.

**Agenda item 7 – Renewal of the delegation to the board of directors to issue ordinary shares and/or preference shares and to limit or exclude any pre-emptive rights in connection therewith (voting)**

At the ordinary general meeting held on 29 June 2023, the board of directors was delegated with the authority to, subject to approval of the supervisory board, issue ordinary shares in the capital of the Company and grant rights to subscribe for ordinary shares and/or preference shares in the capital of the Company, at any time during a period of 5 years as from the date of that general meeting, i.e. until 28 June 2028, and further up to the maximum number of ordinary and/or preference shares, as applicable, available under the Company's authorised share capital and, subject to the related transitional provision taking effect, therefore up to the maximum of ordinary shares and/or preference shares, as applicable, available under the authorised share capital at that time as a result of the transitional provision having become effective. The authorization is intended to allow the board of directors to issue new ordinary shares and/or preference shares, as applicable, for general purposes, which includes, without limitation, mergers, demergers, acquisitions and other strategic transactions and alliances as well as pursuant to the ESOP and to limit or exclude any pre-emptive rights in connection therewith (the **Existing Authority**).

However, in connection with the amendment of the articles of association as proposed under agenda items 5 and/or 6, and on proposal of the board of directors, this agenda item proposes to replace and renew the Existing Authority of the board of directors as the corporate body competent to issue ordinary and/or preference shares in the capital of the Company and grant rights to subscribe for ordinary shares and/or preference shares in the capital of the Company, and to limit or exclude any pre-emptive rights in connection therewith, with the prior approval of the supervisory board, at any time during a period of 5 years as from the date the amendment of the



articles of association concerning items 5 and/or 6 takes effect and further up to the maximum number of ordinary and/or preference shares, as applicable, available under the Company's new to be increased authorised share capital and, subject to the transitional provision taking effect, as such clauses will read after execution of the deed concerning the partial amendment of the articles of association as provided for under agenda item 5 and, as applicable 6 above, and therefore up to the maximum of ordinary shares and/or preference shares, as applicable, available under the authorised share capital at that time as a result of the transitional provision having become effective. The delegation is intended to allow the board of directors to issue new ordinary shares and/or preference shares, as applicable, and to limit or exclude any pre-emptive rights in connection therewith, for general purposes, which includes, without limitation, mergers, demergers, acquisitions and other strategic transactions and alliances as well as pursuant to the ESOP.

When the General Meeting votes in favour of the proposal of this agenda item 7, the Existing Authority shall end at the time this new authority takes effect. In case however, agenda item 6 is not passed, the General Meeting shall not be asked to vote on this agenda item in which case the Existing Authority shall continue to remain valid.

**Agenda item 8 – Renewal of the delegation to the board of directors to acquire shares (voting)**

This agenda item proposes to replace and renew the existing authority of the board of directors as the corporate body competent to repurchase any ordinary shares in the Company's own share capital given to it on 29 June 2023 to allow the liquidity of the stock and support the secondary market through a liquidity agreement with an authorised investment services provides, complying with the charters of ethics approved by the French Autorité des Marchés Financiers (AMF) and the French Association of the Financial Markets (AMAFI).

It is proposed to again designate the board of directors to repurchase any ordinary shares in the Company's own share capital for the same purpose through stock exchange trading or otherwise up to 10% of the issued and outstanding ordinary share capital at any time during a period of 18 months as of the day of the General Meeting and therefore up to and including 26 December 2025 against a repurchase price between EUR 0.01 and EUR 50.00, with the prior approval of the supervisory board.

**Agenda item 9 – Amendment of the remuneration policy regarding the compensation structure of managing and supervisory board directors in addition to general amendments (voting)**





Attached to this explanation is a draft of the proposed amended remuneration policy of the Company in order to implement this agenda item 9.

Among general amendments, in particular to take into account the 2022 Dutch Corporate Governance Code and the Company's two-tier board structure, it is proposed that the third sentence of Sec. 2.5 of the remuneration policy shall be cancelled, and to increase the fixed fee of the members and the chair of the Company's supervisory board.

## ATTENDANCE INFORMATION

### ***General Meeting documentation***

The General Meeting documentation:

- annual accounts and report of the board of directors for 2023;
- agenda and the explanatory notes to the agenda;
- text proposals partial amendments of the articles of association;
- draft of the amended remuneration policy; and
- instructions and documents for participation and voting at the General Meeting,

are available on the Company's Website. These documents are also available at the Company's offices at Max-Dohrn-Strasse 8-10, 10589 Berlin, Federal Republic of Germany, for shareholders and persons entitled to attend the meeting who, upon request, will receive a copy free of charge.

### ***Participation and voting***

Under Dutch law and the Company's articles of association, persons entitled to attend and to vote at the General Meeting are shareholders of the Company (which for the purposes of this notice includes holders of a Dutch law right of usufruct and/or a right of pledge (if applicable and if such right includes meeting rights)) who (i) were registered as shareholder in one of administration records of the intermediaries that are (indirectly) participants in Eurocler France on 30 May 2024 (the **Registration Date**) after all debit and credit entries have been handled as per the Registration Date and (ii) have notified the Company by 17.00 hours (CEST) on 20 June 2024 of their attendance in writing or electronically (contact details at the end of this announcement). You do not need to be present to cast your vote at the General Meeting on 27 June 2024. Instead, you can give your voting instructions by proxy.

### ***Representation by proxy***

Subject to compliance with the provisions above, shareholders who cannot attend and vote at the General Meeting in person, may also be represented at the General Meeting by proxy. In order to be eligible to give proxy and voting instructions, the relevant shareholder must ensure that (i) he or she is registered as a shareholder in the manner as described above and (ii) the duly completed and signed proxy including, as appropriate, voting instructions, are received by the Company by 17.00 hours (CEST) on 20 June 2024 in writing or electronically (contact details at the end of this announcement). Shareholders who cannot attend and vote in person, are urged to give proxy and voting instructions to Bert Spijkervet, deputy civil law notary with Freshfields Bruckhaus Deringer LLP, by completing the power of attorney form available on the Company's Website under "Attendance notice and PoA".



***Attendance card***

Shareholders who have notified the Company of their attendance (either in person or by proxy), will receive an attendance card issued in their name. This will serve as admission certificate and prior to the start of the General Meeting, the shareholder (or his or her proxy) will need to hand over the attendance card, and as applicable the written power of attorney, at the registration desk before being allowed to enter the General Meeting.

***Identification***

Persons entitled to attend the General Meeting may be requested to identify themselves at the registration desk prior to admission to the General Meeting and are therefore requested to bring a valid identity document.

Address details of the Company:

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