

**Minutes of the
extraordinary general meeting of
COSMO Pharmaceuticals N.V. ("COSMO") ("EGM")**

Friday, 5 July 2024

Present:

Management

- Niall Donnelly ("**ND**"), Chief Financial Officer (the "**Chair**").

Shareholders

- At the EGM, 7,173,931 ordinary shares constituting 40.89% of all outstanding ordinary shares in the capital of COSMO (as of the record date) were presented or represented.
- Certain shareholders of COSMO have appointed the Chair as proxyholder to vote on ordinary shares in the capital of COSMO during the EGM.

1. Opening of the meeting.

In accordance with article 19.1 of the articles of association of COSMO (the "**Articles**"), the EGM shall - in the absence of the chairman of the board of directors of COSMO (the "**Board of Directors**") - be presided by any other person nominated by the Board of Directors. The Board of Directors nominated the Chair to act as the chair of the EGM. The Chair opens the meeting and shall act as secretary of the meeting as well.

The Chair welcomes the persons attending the EGM. Furthermore, the Chair informs the general meeting (the "**General Meeting**") that the draft minutes of the EGM will be published on COSMO's website after the EGM. During a period of three months, shareholders have the opportunity to react on the draft minutes, after which they will be adopted.

The Chair records that proxies were issued for a total number of 7,173,931 ordinary shares in the capital of COSMO. The Chair records that the right to vote may be exercised on 7,173,931 ordinary shares.

2. Report of the Board of Directors on the course of business of COSMO and the conduct of its affairs during the financial year ended 31 December 2023 ("FY 2023") (discussion item).

The Chair gives a summary of the report of Cosmo's board of directors (the "**Board of Directors**") on the course of business of COSMO and the conduct of COSMO's affairs during FY 2023.

3. Proposal to adopt the annual accounts of FY 2023 (voting item).

The annual accounts of FY 2023 have been drawn up by the Board of Directors and audited by BDO Audit & Assurance B.V. ("**BDO**"). BDO has issued an unqualified opinion for the annual accounts of FY 2023. Pursuant to article 25.6 of the articles of association of COSMO ("**Articles**"), the general meeting of COSMO ("**General Meeting**") decides on the adoption of the annual accounts. It is proposed to the General Meeting to adopt the annual accounts of FY 2023.

The Chair moves to a vote on this item.

Those who vote in favour?
Those who vote against?
Those who abstain from voting?

The Chair reads the voting results out loud, which are in accordance with the following overview:

Overview votes	Number	%
For	7,173,931	100
Against	0	0
Abstain	0	0.00
Total	7,173,931	100.00

The Chair concludes that the item is adopted with the required majority of votes.

4. Appropriation of the result of FY 2023 (voting item).

As stated in the annual accounts of FY 2023 (standalone), the result for FY 2023 amounts to EUR 48.481 million. Subject to the adoption of the annual accounts of FY 2023 (including the consolidated financial statements and financial statements) by the General Meeting and in accordance with article 26 of the Articles, it is proposed to the General Meeting to add the result of FY 2023 to COSMO's retained earnings.

The Chair moves to a vote on this item.

Those who vote in favour?
Those who vote against?
Those who abstain from voting?

The Chair reads the voting results out loud, which are in accordance with the following overview:

Overview votes	Number	%
For	7,173,931	100
Against	0	0
Abstain	0	0.00
Total	7,173,931	100.00

The Chair concludes that the item is adopted with the required majority of votes.

5. Proposal to adopt the proposed resolution of the Board of Directors to declare a distribution out of COSMO's freely distributable reserves (voting item).

On 31 May 2024, the Board of Directors resolved to propose to the General Meeting, to declare a cash distribution in the amount of EUR 2.00 per ordinary share of COSMO ("**Distribution**"), at the expense of COSMO's freely distributable reserves.

If the General Meeting adopts the proposed resolution of the Board of Directors, the Distribution will be paid in cash to the eligible ordinary shareholders of COSMO.

The Chair moves to a vote on this item.

Those who vote in favour?

Those who vote against?

Those who abstain from voting?

The Chair reads the voting results out loud, which are in accordance with the following overview:

Overview votes	Number	%
For	7,173,931	100
Against	0	0
Abstain	0	0.00
Total	7,173,931	100.00

The Chair concludes that the item is adopted with the required majority of votes.

6. Proposal to adopt the Company's remuneration policy (voting item).

It is proposed to the General Meeting to adopt the proposed updates to the remuneration policy of the Company, which allows the Company to attract and retain the most highly qualified executive directors ("**Executives**") and non-executive directors ("**Non-Executives**") and managers and to motivate them to achieve business and financial goals that create value for shareholders in a manner consistent with the core business and leadership values of the Company. It is proposed to grant the Board the flexibility to reward exceptional performances by Executives, Non-Executives and senior management which is currently not adequately provided in the current remuneration policy.

The Chair moves to a vote on this item.

Those who vote in favour?

Those who vote against?

Those who abstain from voting?

The Chair reads the voting results out loud, which are in accordance with the following overview:

Overview votes	Number	%
For	6,957,583	96.98

Against	216,348	3.02
Abstain	0	0.00
Total	7,173,931	100.00

The Chair concludes that the item is adopted with the required majority of votes.

7. Proposal to grant ordinary shares and/or the right to subscribe for ordinary shares to the members of the Board of Directors (voting item).

Pursuant to Dutch law and the Articles, arrangements for the Board of Directors concerning remuneration in the form of ordinary shares or rights to subscribe for ordinary shares ("**Options**") shall be submitted as a proposal to the General Meeting for its approval. In line with the Company's employee share option plan ("**ESOP**") and the remuneration policy of COSMO and in order to maintain the motivational effect of the ESOP, it is proposed to grant up to a maximum number of Options to the Board of Directors as follows: for the executive directors up to a maximum number of 70,000 Options; and for the non-executive directors up to a maximum number of 42,000 Options. The Options to be granted to the Executives and the Non-Executives shall have a strike price equal to the closing share price of Cosmo's listed ordinary shares on the date of granting of such Options by the Board of Directors, all of the Options will have a vesting period of three (3) years following the date of grant and shall expire six (6) years after the date of grant by the Board of Directors.

The Chair moves to a vote on this item.

Those who vote in favour?
Those who vote against?
Those who abstain from voting?

The Chair reads the voting results out loud, which are in accordance with the following overview:

Overview votes	Number	%
For	6,957,583	96.98
Against	216,348	3.02
Abstain	0	0.00
Total	7,173,931	100.00

The Chair concludes that the item is adopted with the required majority of votes.

8. Proposal to grant discharge to the (former) members of the Board of Directors (voting item).

It is proposed to the General Meeting to grant discharge from liability to: (i) the (former) executive member of the Board of Directors in respect of his duties performed as Executive to the extent that his performance is apparent from the annual accounts of FY 2023 or otherwise disclosed to the General Meeting; and (ii) each of the (former) non-executive members of the

Board of Directors in respect of their duties performed as Non-Executive to the extent that their performance is apparent from the annual accounts of FY 2023 or otherwise disclosed to the General Meeting.

The Chair moves to a vote on this item.

Those who vote in favour?

Those who vote against?

Those who abstain from voting?

The Chair reads the voting results out loud, which are in accordance with the following overview:

Overview votes	Number	%
For	7,173,931	100
Against	0	0
Abstain	0	0.00
Total	7,173,931	100.00

The Chair concludes that the item is adopted with the required majority of votes.

9. Closing of the EGM

The Chair thanks the management team and all attendees of the EGM for their attendance and closes the EGM.

Chair and secretary

N. Donnelly