



NOTICE CONVENING THE ANNUAL GENERAL MEETING OF COSMO Pharmaceuticals N.V. ("COSMO")

Dear Shareholder,

On behalf of the board of directors of COSMO (the "**Board of Directors**"), we kindly invite you to the annual general meeting of COSMO (the "**AGM**"), to be held on Friday 30 May 2025, at 12:00 CEST, at Strawinskyhuis, Prinses Amaliaplein 3, 1077 XS Amsterdam, the Netherlands. The AGM shall be held in English. The AGM is convened to discuss and decide on the following agenda items:

AGENDA

1. Opening of the meeting.
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 2024 ("**FY 2024**") (*discussion item*).
3. Proposal to adopt the annual accounts of FY 2024 (*voting item*).
4. Appropriation of the result of FY 2024 (*voting item*).
5. Proposal to grant discharge to the members of the Board of Directors (*voting item*).
6. Proposal to adopt the proposed resolution of the Board of Directors to declare a distribution out of COSMO's freely distributable reserves (*voting item*).
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*).
8. Proposal to (re)appoint:
 - i. Giovanni Di Napoli as executive member of the Board of Directors COSMO, with the title CEO, for a period of 1 year (*voting item*); and
 - ii. Niall Donnelly as executive member of the Board of Directors, with the title Executive Director, for a period of 1 year (*voting item*).
9. Proposal to (re)appoint:
 - i. Alessandro Della Chà (Chairman) as non-executive member of the Board of Directors for a period of 1 year (*voting item*);
 - ii. Mauro Severino Ajani as non-executive member of the Board of Directors for a period of 1 year (*voting item*);
 - iii. Maria Grazia Roncarolo as non-executive member of the Board of Directors for a period of 1 year (*voting item*);
 - iv. John O'Dea as non-executive member of the Board of Directors for a period of 1 year (*voting item*); and
 - v. Silvana Perretta, as non-executive member of the Board of Directors for a period of 1 year (*voting item*).



10. Proposal to authorise the Board of Directors, for a period of eighteen (18) months after the date of the AGM or until the day of the next annual general meeting of COSMO (whichever comes first), as the body authorised to:
- i. issue – and/or grant rights to subscribe for – ordinary shares in the capital of COSMO:
 - up to a maximum of ten percent (10%) of the nominal value of the ordinary shares as included in the authorised capital of COSMO; and
 - in the event of a merger, an acquisition or a strategic alliance to increase the foregoing authorisation by a maximum of a further ten percent (10%) of the nominal value of ordinary shares as included in the authorised capital of COSMO,

(*voting item*);
 - ii. issue – and/or grant rights to subscribe for – ordinary shares in the capital of COSMO up to a maximum of ten percent (10%) of the nominal value of the ordinary shares as included in the authorised capital of COSMO, which shares shall be issued - or rights are granted – for the execution of COSMO's employee stock ownership plan for directors, employees, co-workers and administrators of COSMO or a group company (*voting item*); and
 - iii. issue preferred shares and/or to grant the right to subscribe for preferred shares up to the maximum number as provided for in COSMO's articles of association (*voting item*).
11. Proposal to authorise the Board of Directors, for a period of eighteen (18) months after the date of the AGM or until the day of the next annual general meeting of COSMO (whichever comes first), as the body authorised to limited or exclude pre-emptive rights. This authorisation is limited to the number of shares – or rights to subscribe for shares – that the Board of Directors may issue – or grant – under the authorisations mentioned in proposal 10 (*voting item*).
12. Proposal to authorise the Board of Directors to acquire fully paid-up shares in the share capital of COSMO up to a maximum of ten percent (10%) of the ordinary shares as included in the authorised capital of COSMO, for a period of eighteen (18) months after the date of the AGM or until the day of the next annual general meeting of COSMO (whichever comes first) (*voting item*).
13. Proposal to amend the articles of association of the Company to change the representation rule (*voting item*).
14. Closing of the AGM.

The procedures for attendance, registration, representation and voting at the AGM on 30 May 2025 are described below and should be read in conjunction with the convening notice.

1. AGM DOCUMENTATION

The following AGM documentation is available on the website of COSMO, (www.cosmopharma.com):

- this convening notice of the AGM, including the agenda;
- the explanatory notes to the agenda of the AGM, including the proposed wording of the



amendment to the articles of association;

- COSMO's Annual Report 2024 (including the FY 2024 annual accounts and the independent auditor's report); and
- the proxy form.

This documentation is also available (free of charge) at the offices of COSMO at Riverside II, Sir John Rogerson's Quay, Dublin 2, Ireland.

2. QUESTIONS RELATING TO AGM AGENDA ITEMS

We are pleased to receive any questions you may have related to any of the agenda items prior to the AGM. You are therefore invited to submit such questions in the English language by e-mail to generalmeeting@cosmopharma.com. Questions must be delivered to COSMO by email to, in any case received no later than 26 May 2025, 11:59 AM CEST. The Board of Directors shall try to answer these questions during the AGM. Further questions can be asked during the AGM in the physical meeting. The chairperson of the AGM may determine that, in the interest of the order of business of the meeting, it cannot reasonably be required to answer one or more specific further questions in light of the circumstances at the time of the AGM. The answers to the questions shall be included in the minutes of the AGM, which will be published on the website of COSMO (www.cosmopharma.com) as soon as possible after the AGM.

3. RECORD DATE

The Board of Directors has determined that for this AGM, the persons entitled to attend, speak and, if applicable vote, either in person or by written proxy, are those persons who, on 2 May 2025, after close of trading on the SIX Swiss Exchange (the "**Record Date**"), are registered in the register of COSMO held by Euroclear Netherlands or the relevant intermediary on the Record Date.

4. ATTENDANCE AGM

Only persons who are registered with their bank as holder of ordinary shares of COSMO or entitled to vote on ordinary shares of COSMO as of the Record Date, which can be evidenced by each person by requesting their bank to provide them with a duly filled out and signed copy of a bank holding certificate (a "**Bank Holding Certificate**"), are entitled to attend, speak and, if applicable, vote at the AGM either in person or by written proxy. Such persons should request their bank to provide them with a duly filled out and signed copy of a Bank Holding Certificate showing their entitlement as of the Record Date. Such persons must prior to 11:59 AM (CEST) 26 May 2025 give notice to COSMO of their intention to attend the AGM, together with proof of their entitlement as of the Record Date. This notice (together with the Bank Holding Certificate) must be executed and delivered to COSMO by mail and in any case received no later than 26 May 2025, 11:59 AM CEST.

5. REGISTRATION AND IDENTIFICATION

Registration for admission to the AGM will take place at the registration desk at the meeting venue between 11:00 AM CEST and the commencement of the AGM on Friday 30 May 2025. It is not possible to register after this time. Attendees will be asked to produce proof of identity (together with the Bank Holding Certificate and, if applicable, a written proxy and, in case of a legal persons/entity, evidence of the authority of the person) and may be declined access in case such proof is not produced.



6. REPRESENTATION BY PROXY

If you are a shareholder or person with meeting rights on the Record Date and you do not wish or are unable to attend the AGM in person, you have the right to grant a proxy to a third person. In that case, the proxy holder will be entitled to attend and, if applicable, vote at the AGM on your behalf. The proxy form is available at the offices of COSMO at Riverside II, Sir John Rogerson's Quay, Dublin 2, Ireland, and also on the website of COSMO (www.cosmopharma.com). The duly completed and signed written proxy (together with the Bank Holding Certificate and, in case of a legal persons/entity, evidence of the authority of the person) must be executed and delivered to COSMO by mail or email and in any case received no later than 26 May 2025 11:59 AM CEST.¹

On the date of this notice 17,543,522 ordinary shares in the capital of the Company are issued, out of which 1,600,597 are held by the Company. No preference shares are issued in the Company's capital.

29th April 2025

COSMO Pharmaceuticals N.V.

Board of Directors

¹ Standard mail to COSMO Pharmaceuticals N.V., Riverside II, Sir John Rogerson's Quay, Dublin 2, Ireland, attention Mr. Niall Donnelly or email (generalmeeting@cosmopharma.com).