



ANNUAL GENERAL MEETING

WRITTEN PROXY FORM

The undersigned (*Name*)

_____ (*Name*),

residing in

_____ (*Address*),

being the holder of:

n° _____ voting rights attached to ordinary shares in the capital of COSMO

Pharmaceuticals N.V. ("**COSMO**"), hereby appoints:

the chairman of the of the annual general meeting of COSMO ("**AGM**"), to be held on Friday 30 May 2025, at 12:00 CEST, at Strawinskyhuis, Prinses Amaliaplein 3, 1077 XS Amsterdam, the Netherlands, as my/our representative with the full power of representation to attend and vote for me/us on my/our behalf on the voting items of the agenda as indicated below.

Turn next pages to cast votes



My/our proxy is authorised and instructed to vote as indicated in respect of the undermentioned resolutions:

Vote (Tick the box of your choice):

Agenda Item 3:

Proposal to adopt the annual accounts of FY 2024.

In favour

Against

Abstain

☐☐☐

Agenda Item 4:

Appropriation of the result of FY 2024.

In favour

Against

Abstain

☐☐☐

Agenda Item 5:

Proposal to grant discharge to the members of the Board of Directors.

In favour

Against

Abstain

☐☐☐

Agenda Item 6:

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

In favour

Against

Abstain

☐☐☐

Agenda Item 7:

Proposal to grant ordinary shares and/or the right to subscribe for ordinary shares to the members of the Board of Directors.

In favour

Against

Abstain

☐☐☐

Agenda Item 8:

Proposal to (re)appoint:

(i) Mr Giovanni di Napoli for a period of one (1) year; and

In favour

Against

Abstain

☐☐☐

In favour

Against

Abstain

(ii) Mr Niall Donnelly, for a period of one (1) year.

☐☐☐



Agenda item 9:

Proposal to (re)appoint as non-executive members of the Board of:

	<u>In favour</u>	<u>Against</u>	<u>Abstain</u>
(i) Mr. Alessandro Della Chà (Chairman), for a period of one (1) year.	<input type="text"/>	<input type="text"/>	<input type="text"/>

	<u>In favour</u>	<u>Against</u>	<u>Abstain</u>
(ii) Mr. Mauro Severino Ajani, for a period of one (1) year.	<input type="text"/>	<input type="text"/>	<input type="text"/>

	<u>In favour</u>	<u>Against</u>	<u>Abstain</u>
(iii) Ms. Maria Grazia Roncarolo, for a period of one (1) year.	<input type="text"/>	<input type="text"/>	<input type="text"/>

	<u>In favour</u>	<u>Against</u>	<u>Abstain</u>
(iv) Mr. John O'Dea, for a period of one (1) year.	<input type="text"/>	<input type="text"/>	<input type="text"/>

	<u>In favour</u>	<u>Against</u>	<u>Abstain</u>
(v) Ms. Silvana Perretta, for a period of one (1) year.	<input type="text"/>	<input type="text"/>	<input type="text"/>

Agenda 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:

	<u>In favour</u>	<u>Against</u>	<u>Abstain</u>
i. issue - or grant rights to subscribe for - ordinary shares in the capital of COSMO:	<input type="text"/>	<input type="text"/>	<input type="text"/>
a. 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

b. 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;

	<u>In favour</u>	<u>Against</u>	<u>Abstain</u>
ii. issue – 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; and	<input type="text"/>	<input type="text"/>	<input type="text"/>

	<u>In favour</u>	<u>Against</u>	<u>Abstain</u>
iii. issue preferred shares or to grant the right to subscribe for preferred shares up to the maximum number as provided for in COSMO's articles of association.	<input type="text"/>	<input type="text"/>	<input type="text"/>

Agenda 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 limit 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

	<u>In favour</u>	<u>Against</u>	<u>Abstain</u>
	<input type="text"/>	<input type="text"/>	<input type="text"/>



mentioned in proposal 10.

Agenda 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).

In favour

Against

Abstain

Agenda Item 13:

Proposal to amend the articles of association of the Company to change the representation rule.

In favour

Against

Abstain

IMPORTANT INFORMATION

1. A representative does not need to be a shareholder of COSMO. A representative may be a legal or natural person.
2. Together with the proxy, a Bank Holding Certificate (as defined in the convening notice) must be submitted by the person authorised to vote evidencing entitlement to vote as of the Record Date, as well as a copy of a valid identification document of the shareholder or person with meeting rights. In case of legal persons/entities (including partnerships or trusts), evidence of the authority of the person granting the proxy (copy of the Chamber of Commerce document, power of attorney or similar document) must be submitted.
3. If you want your representative to vote for a resolution or against a resolution, or if you want him/her to abstain from voting, please tick the corresponding box. If you return to COSMO a duly signed power of attorney, but do not select any of the given options, you will entitle your representative to cast your vote at his, her or their discretion.



4. To be valid, the proxy must be executed and delivered to COSMO by post (COSMO Pharmaceuticals N.V., Riverside II, Sir John Rogerson's Quay, Dublin 2, Ireland, attending Mr. Niall Donnelly) or email (generalmeeting@cosmopharma.com) and be received by COSMO no later than 25 May 2025, 11:59 AM CEST. Proxies received before the AGM, but after 25 May 2025, 11:59 AM CEST may not be taken into account.
5. The completion and return of the form of proxy shall not preclude persons entitled to vote from attending and voting in person at the AGM if they so wish.
6. By signing this form of proxy, the undersigned consents that the featured data are collected, processed and used for the purpose of the AGM and the vote on the resolutions and that the related data may circulate within the organisation's entities of the AGM.
7. This proxy form is governed by, and shall be construed in accordance with Dutch law. The courts of Amsterdam, the Netherlands, shall have exclusive jurisdiction to settle any dispute, which may arise out of, or in connection with this proxy form.

Dated: _____ **2025**

Signature(s):

Name: