

**Agenda**  
**Annual General Meeting of Shareholders**  
**LSP Life Sciences Fund N.V.**

The annual general meeting of shareholders of LSP Life Sciences Fund N.V. (the “**Company**”) will be held on 31 May 2024 at 10:00 CEST (the “**AGM**”) at the offices of the Company at the Johannes Vermeerplein 9, Amsterdam, the Netherlands (reception and registration as from 09:30 CEST).

**Agenda**

1. Opening and announcements
2. Annual report 2023 (*discussion item*)
3. Adoption annual accounts 2023 (*voting item*)
4. Discharge member Management Board (*voting item*)
5. Discharge member Supervisory Board (*voting item*)
6. Reappointment member Supervisory Board (*voting item*)
7. Remuneration member Supervisory Board (*voting item*)
8. Dissolution of the Company and appointment of LSP Advisory B.V. as the Company's liquidator and custodian of the Company's books and records (*voting item*)
9. Cancellation of shares (*voting item*)
10. Full and final discharge member Management Board (*voting item*)
11. Full and final discharge member Supervisory Board (*voting item*)
12. Amendment of the Company's articles of association (*voting item*)
13. Conditional appointment of auditor 2024 (*voting item*)
14. Questions / any other business
15. Close of the meeting

## Explanatory Notes

### 2. Annual report 2023

The Company's management board (the "**Management Board**") will report on the activities of the Company and developments with respect to personnel in 2023 and will explain the policy that was followed. The directors' report of the Management Board can be found on the pages 6 to 11 of the annual report 2023.

Subsequently Mr. M. Klaassen, CFO of Life Advisory B.V., will discuss the annual accounts of the Company. The annual accounts can be found on the pages 16 to 36 of the annual report 2023.

### 3. Adoption annual accounts 2023

It is proposed to adopt the annual accounts 2023 of the Company as presented (pages 16 to 36 of the annual report 2023).

### 4. Discharge member Management Board

It is proposed to grant discharge to the member of the Management Board that held such position during 2023 for the management of the Company during the financial year 2023.

### 5. Discharge member Supervisory Board

It is proposed to grant discharge to the member of the Company's supervisory board (the "**Supervisory Board**") that held such position during 2023 for their supervisory activities during the financial year 2023.

### 6. Reappointment member Supervisory Board

In view of the expiration of the appointment term of Mr. O.F.J. Paymans it is proposed to reappoint Mr. O.F.J. Paymans as member of the Supervisory Board for a term expiring upon the earlier of (a) the end of the annual shareholders meeting of 2025 or (b) the termination of the Company's existence as a result of its dissolution pursuant to agenda item 8.

Name	Onno Paymans (age on the date of convening the AGM: 56)
Current and penultimate position	<ul style="list-style-type: none"><li>- Independent consultant at 4P Consultancy</li><li>- Member of the Management Board of Meijers Assurantiën B.V. (until 1 July 2019)</li><li>- Member of the Management Board of HDI Gerling Verzekeringen N.V. (until 1 May 2012)</li></ul>
Nationality	Dutch

Supervisory Director positions / other relevant social positions	<ul style="list-style-type: none"> <li>- Member of the Management Board Stichting Van Beuningen-Peterich Fonds</li> <li>- Member of the Supervisory Board and member of the Audit Committee of Erasmus MC Foundation</li> <li>- Chairman of the Supervisory Board and member of the Audit Committee of the UK P&amp;I Club N.V.</li> <li>- Chairman of the Supervisory Board of Quintes Holding BV</li> <li>- Member of the Supervisory Board and Audit Committee of Innovation Quarter</li> </ul>
Shares in the Company	80

In view of his professional background, Mr. Paymans is well equipped for his role as member of the Supervisory Board. He has broad experience in the management and the supervision of organizations in the financial sector. He has performed his role as member of the Supervisory Board with full commitment and as such made a valuable contribution to the Company during the last years.

7. Remuneration member Supervisory Board

According to article 18.4 of the articles of association of the Company (the “**Articles of Association**”), the general meeting of shareholders determines the remuneration of the member of the Supervisory Board. It is proposed that their remuneration remains unaltered, provided that such remuneration shall be adjusted on a prorated basis for time served as a Supervisory Board member during part of a financial year.

8. Dissolution of the Company and appointment of LSP Advisory B.V. as the Company's liquidator and custodian of the Company's books and records

The Company's investment strategy to buy minority interests in publicly listed companies, no longer falls within the active and private investment strategy that all other funds managed within the EQT Group, adhere to. The Company therefore proposes to put to vote the resolution to dissolve the Company with effect from 15 June 2024 and appoint the Company's managing director, LSP Advisory B.V., as the Company's liquidator (*vereffenaar*) and custodian (*bewaarder*) of the Company's books and records. In accordance with the Articles of Association, the liquidation shall be effected under the supervision of the Supervisory Board.

The Company has disposed of a substantial part of the Company's assets prior to the convocation of the AGM. To the extent necessary, the adoption of this proposal shall also include the approval by the general meeting of shareholders of the resolution of the Management Board to transfer

the Company's business or materially all of the Company's business in accordance with article 2:107a of the Dutch Civil Code.

As, upon adoption of this proposal, the Company's dissolution shall become effective on 15 June 2024, the last day of trading with respect to the shares in the capital of the Company (the “Shares”) is expected to be 15 June 2024. This means that sale or purchase orders to be executed prior to the delisting of the Shares must be received by the agent of the Company for Euronext trading purposes (being: CACEIS) before 16:00 CEST on 13 June 2024. As of 15 June 2024, trading in the Shares shall be suspended until the Shares are delisted from Euronext Amsterdam, which is expected to occur as of 17 June 2024. This means that, (i) as of and after 10 June 2024 Shares can no longer be sold or purchased through placing trading orders on Euronext Amsterdam (only through directed book-entry transfers from one securities account to another) and (ii) as of and after 17 June 2024 Shares can only be transferred through the execution of a notarial deed.

If this proposal is adopted, the Company's liquidator will declare an advance liquidation distribution to the shareholders of the Company of approximately EUR 250 per Share, which shall be payable on 19 June 2024. The ex-dividend date for this distribution shall be 17 June 2024. If following completion of the liquidation procedure the Company shall have any remaining assets, the Company's shareholders shall receive a final liquidation distribution. The amount and timing of that final liquidation distribution (if any) is uncertain and, if such a distribution will be made, the Company will announce this on its website and through the publication of a press release.

The timetable below sets forth the anticipated timeline for the Company's liquidation process:

AGM	31 May 2024
Cut-off time for sale or purchase orders to be executed on the last day of trading of the Shares	13 June 2024 before 16:00 CEST
Last day of trading of the Shares	14 June 2024
Dissolution becomes effective; start of liquidation process	15 June 2024
Expected delisting of the Shares	17 June 2024, before opening
Ex-dividend date for advance liquidation distribution	17 June 2024
Record date for advance liquidation distribution	18 June 2024
Payment date for advance liquidation distribution	19 June 2024
Public filing and announcement of liquidation accounts and distribution plan	End of June 2024

Creditor opposition period	End of June 2024 to End of August 2024
Completion of the liquidation and announcement and payment of final liquidation distribution (if any)	Mid-September 2024

In view of the restrictions under Dutch law and the Articles of Association as described under agenda item 12, the Company may be required to suspend the repurchase of Shares temporarily prior to the AGM in accordance with the Prospectus (as defined below). In that case, subject to the adoption of the resolution under agenda item 12 and the related implementation of the proposed amendment to the Articles of Association, the Company will recommence the repurchase of Shares as soon as possible after the AGM in order to execute further repurchases prior to the delisting of the Shares. The Company shall suspend the repurchase and issuance of Shares with effect from the delisting of the Shares until the Company ceases to exist as a result of its dissolution pursuant to agenda item 8.

#### 9. Cancellation of shares

It is proposed to cancel all Shares the Company currently holds or may acquire as a result of any repurchase of Shares from time to time (subject to the minimum issued share capital of EUR 45,000 that the Company must maintain under Dutch law and below which no Shares shall be cancelled) until the Company ceases to exist as a result of its dissolution pursuant to agenda item 8, and to reduce the issued share capital accordingly. The purpose of the cancellation is primarily a desire to clean up the capital structure. As an investment company with variable capital (*beleggingsmaatschappij met veranderlijk kapitaal*), the Company is not subject to any further legal procedure for capital reduction, so that the resolution will take effect immediately. Any Shares the Company shall acquire following the adoption of this resolution shall be cancelled immediately upon the completion of the relevant acquisition (subject to the minimum issued share capital of EUR 45,000 that the Company must maintain under Dutch law and below which no Shares shall be cancelled).

#### 10. Full and final discharge member Management Board

In connection with the proposed dissolution of the Company and subject to the adoption of agenda item 8, it is proposed to grant a full and final discharge to the member of the Management Board with respect to the performance of its duties up to the moment the dissolution of the Company becomes effective.

#### 11. Full and final discharge member Supervisory Board

In connection with the proposed dissolution of the Company and subject to the adoption of agenda item 8, it is proposed to grant a full and final discharge to the members of the Supervisory

Board with respect to the performance of their duties up to the moment the dissolution of the Company becomes effective.

#### 12. Amendment of the Company's articles of association

As a listed open end investment fund, the Company is, in principle, subject to the restrictions set out in the prospectus with respect to the Company dated 26 June 2015 (the “**Prospectus**”) and restrictions under the Articles of Association and applicable law, willing to sell and repurchase Shares on each trading day. In accordance with Dutch law and the Articles of Association, the Company's issued and outstanding share capital must always be at least ten percent (10%) of the Company's authorised share capital. As the Company's authorised share capital comprises 1,000,000 Shares, the Company will not be allowed to repurchase Shares to the extent this would cause the number of issued and outstanding Shares to become less than 100,000. In accordance with the Prospectus, the Company may in such case suspend the repurchase of Shares. In order to enable the Company to repurchase additional Shares prior to the delisting of the Shares becoming effective, it is proposed to amend the Articles of Association by decreasing the authorised share capital of the Company (in tranches, if required). If this resolution is adopted, each civil law notary, candidate civil law notary and lawyer working with NautaDutilh N.V., the Company's legal counsel, will be authorised to have the deed of amendment to the Articles of Association executed. A full text of the proposed changes (in Dutch, with an unofficial English translation) is available at the Company's office address and has been posted on the Company's website.

#### 13. Conditional reappointment of auditor 2024

It is proposed to reappoint PricewaterhouseCoopers Accountants N.V. to audit the annual report, annual accounts and, to the extent applicable, sustainability reporting of the Company for the financial year 2024, to present a report thereon and provide an auditor's statement. This proposal is contingent upon the resolution under item 8 not being adopted after having been put to a vote at the AGM.