

CONVENING NOTICE

This is the convening notice for the annual general meeting of shareholders of LAVA Therapeutics N.V. (the "**Company**") to be held on June 19, 2024 at 2:00 pm Central European Summer Time at Yalelaan 62, 3584 CM, Utrecht, the Netherlands (the "**AGM**").

The agenda for the AGM is as follows:

1. Opening
2. Discussion of the Dutch statutory annual report over the financial year 2023 (*discussion item*)
3. Adoption of the Dutch statutory annual accounts over the financial year 2023 (*voting item*)
4. Explanation of the dividend and reservation policy (*discussion item*)
5. Appointment of the external auditor for the financial year 2024 for purposes of Dutch law (*voting item*)
6. Release from liability for the Company's directors with respect to the performance of their duties during the financial year ended December 31, 2023 (*voting item*)
7. Re-appointment of Kapil Dhingra as non-executive director of the Company (*voting item*)
8. Re-appointment of Karen Wilson as non-executive director of the Company (*voting item*)
9. Re-appointment of Stephen Hurly as executive director of the Company (*voting item*)
10. Amendment to the Company's articles of association (*voting item*)
11. Extension of authorization of the Company's board of directors to issue ordinary shares and to grant rights to subscribe for ordinary shares in the Company's capital (*voting item*)
12. Extension of authorization of the Company's board of directors to limit or exclude pre-emption rights (*voting item*)
13. Extension of authorization of the Company's board of directors to acquire shares (or depository receipts for such shares) in the Company's capital (*voting item*)
14. Closing

No business shall be voted on at the AGM, except such voting items as included in the above-mentioned agenda.

The registration date for the AGM is May 22, 2024 (the "**Registration Date**"). Those who are shareholders of the Company, or who otherwise have voting rights and/or meeting rights with respect to shares in the Company's capital, on the Registration Date and who are recorded as such in the Company's shareholders

register and/or in the register maintained by the Company's U.S. transfer agent (the "**Persons with Meeting Rights**") may attend and, if relevant, vote at the AGM and exercise their voting rights on the voting items as included in the above-mentioned agenda prior to the AGM.

Persons with Meeting Rights who wish to attend the AGM, in person or represented by proxy, must notify the Company in writing or by e-mail of their identity and intention to attend the AGM by sending notice to that effect to the Company by e-mail (addressed to a.garabedian@lavatherapeutics.com) or by post (addressed to LAVA Therapeutics N.V., c/o General Counsel & Corporate Secretary, Yalelaan 62, 3584 CM Utrecht, the Netherlands) (an "Attendance Notice"). This Attendance Notice must be received by the Company no later than 9:00 am (CEST) on June 12, 2024 (the "**Cut-off Time**"). Persons with Meeting Rights must enclose with their Attendance Notice a proof of their ownership of (or other entitlement to voting rights with respect to) the relevant shares in the Company's capital as at the Registration Date that are being registered for the AGM. Persons with Meeting Rights who have not complied with these requirements may be refused entry to the AGM. Persons with Meeting Rights may have themselves represented at the AGM through the use of a written or electronically recorded proxy. Proxy holders who wish to attend the AGM should present a copy of their proxy upon entry to the AGM, failing which the proxyholder concerned may be refused entry to the AGM. A proxy form for this purpose can be downloaded from the Company's website (<https://lavatherapeutics.com>).

Persons with Meeting Rights may also have their respective shares in the Company's capital voted at the AGM through the internet, by telephone or by returning the proxy card by following the procedures specified on the proxy card they receive from Broadridge Financial Solutions ("**Broadridge**"), which has been engaged by the Company to assist in soliciting votes in connection with the AGM. These instructions are also described below.

- *Voting through the internet.* Persons with Meeting Rights may give voting instructions through the internet before the AGM. Persons with Meeting Rights should go to [www.proxyvote.com] to complete an electronic proxy card, where they shall be asked to provide the 16-digit control number from their proxy card.
- *Voting by telephone.* Persons with Meeting Rights may give voting instructions over the telephone from a location in the United States by dialing toll-free [1-800-690-6903], using a touch-tone phone and following the recorded instructions. Persons with Meeting Rights shall be asked to provide the 16-digit control number from their proxy card.
- *Voting by mail.* Persons with Meeting Rights may give voting instructions by using a proxy card by simply completing, signing and dating the proxy card mailed to them and returning it promptly in the envelope provided.

In all cases, voting instructions must be received by the Cut-off Time to be counted.

Those who beneficially own shares in the Company's capital through a bank, broker, trustee, financial institution or other intermediary on the Record Date (the "**Beneficial Owners**") shall not be mailed by Broadridge and should contact their bank, broker, trustee, financial institution or other intermediary through which the underlying shares are beneficially owned for further information on how to have those shares voted at the AGM.

It is important that your shares be represented regardless of the number of shares you may hold. We urge you to vote your shares or, if you do not plan to attend the AGM, to submit your proxy.

[This page intentionally left blank.]

EXPLANATORY NOTES TO THE AGENDA

1. **Opening**
2. **Discussion of the Dutch statutory annual report over the financial year 2023 (*discussion item*)**

The Company's Dutch statutory annual report over the financial year 2023 has been made available on the Company's website (www.lavatherapeutics.com) and at the Company's office address.

3. **Adoption of the Dutch statutory annual accounts over the financial year 2023 (*voting item*)**

The Company's annual accounts over the financial year 2023 have been made available on the Company's website (www.lavatherapeutics.com) and at the Company's office address. It is proposed that these annual accounts be adopted.

4. **Explanation of the dividend and reservation policy (*discussion item*)**

The Company has never paid or declared any cash dividends on its common shares, and the Company does not anticipate paying any cash dividends on its common shares in the foreseeable future. The Company's current dividend and reservation policy is to retain all available funds and any future earnings to fund the development and expansion of the Company's business. Under Dutch law, the Company may only pay dividends to the extent its shareholders' equity (*eigen vermogen*) exceeds the sum of the paid-in and called-up share capital plus the reserves required to be maintained by Dutch law or by its articles of association and (if it concerns a distribution of profits) after adoption of the annual accounts by the general meeting from which it appears that such dividend distribution is allowed. Subject to such restrictions, any future determination to pay dividends will be at the discretion of the Company's board of directors and will depend upon a number of factors, including the Company's results of operations, financial condition, future prospects, contractual restrictions, restrictions imposed by applicable law and other factors the board of directors deems relevant.

5. **Appointment of the external auditor for the financial year 2024 for purposes of Dutch law (*voting item*)**

PricewaterhouseCoopers Accounts N.V. has audited the Company's statutory annual accounts for the financial year ended 31 December 2023. Under Dutch law, the General Meeting is, in principle, the corporate body authorized to annually appoint the external independent auditor for the audit of the Company's annual accounts. Pursuant to a recommendation by the Company's Audit Committee, it is now proposed to appoint PricewaterhouseCoopers Accountants N.V. as the external independent auditor for the audit of the Company's annual accounts for the financial year 2024 and, to the extent relevant, the Company's sustainability reporting for financial year 2024.

6. Release from liability for the Company's directors with respect to the performance of their duties during the financial year ended December 31, 2023 (voting item)

It is proposed that the Company's directors be released from liability for the exercise of their duties during the fiscal year 2023. The scope of this release from liability extends to the exercise of their respective duties insofar as these are reflected in the Company's Dutch statutory board report or annual accounts over the fiscal year 2023 or in other public disclosures or communications to the General Meeting.

7. Reappointment of Kapil Dhingra as non-executive director of the Company (voting item)

The Company's board of directors has made a binding nomination to reappoint Kapil Dhingra as non-executive director of the Company for a period of three years, ending at the end of the annual general meeting of shareholders of the Company to be held in the year 2027.

Kapil Dhingra, M.B.B.S. has served as Chairperson of our board and as a non-executive director since February 2021. He has served as Managing Member of KAPital Consulting, LLC, which he also co-founded, since 2008. Dr. Dhingra currently serves on the boards of directors of several publicly traded and privately held companies, including Black Diamond Therapeutics, Inc. since January 2021, Replimune Group since July 2017, Median Technologies since June 2017, Kirilys Therapeutics since March 2021, Mariana Oncology since January 2017 and Servier since January 2022. He also served on the board of directors of Autolus Therapeutics from August 2014 to December 2023 and Five Prime Therapeutics from December 2015 to April 2021. Dr. Dhingra previously served as Vice President, Head of the Oncology Disease Biology Leadership Team and Head of Oncology Clinical Development at Hoffman-La Roche from May 1999 to August 2008. He received a M.B.B.S. from the All India Institute of Medical Sciences. Dr. Dhingra is being nominated for re-appointment in view of his knowledge of the Company, the dedication with which he has performed his duties as a Chairperson and non-executive director during his previous term, his extensive experience in executive positions with several pharmaceutical companies and in the clinical development of pharmaceuticals in several therapeutic areas, including in oncology, and his experience serving on the boards of several publicly traded life science companies.

8. Reappointment of Karen Wilson as non-executive director of the Company (voting item)

The Company's board of directors has made a binding nomination to reappoint Karen Wilson as non-executive director of the Company for a period of three years, ending at the end of the annual general meeting of shareholders of the Company to be held in the year 2027.

Karen J. Wilson has served as a non-executive director since March 2021. She currently serves on the board of directors of Angion Biomedica since March 2020 and Connect Biopharma since December 2020, and previously served on the board of directors of Vaxart, Inc. from August 2020 to August 2022. Ms. Wilson served as Senior Vice President of Finance at Jazz Pharmaceuticals plc until September 2020 after serving as Vice President of Finance and Principal Accounting Officer. Prior to joining Jazz Pharmaceuticals in February 2011, Ms. Wilson served as Vice President of Finance and Principal Accounting Officer at PDL BioPharma, Inc. She also previously served as a Principal at the consulting firm of Wilson Crisler LLC, Chief Financial

Officer of ViroLogic, Inc., Chief Financial Officer and Vice President of Operations for Novare Surgical Systems, Inc., and as a consultant and auditor for Deloitte & Touche LLP. Ms. Wilson is a Certified Public Accountant and received a B.S. in Business from the University of California, Berkeley.

Ms. Wilson is being nominated for reappointment in view of her knowledge of the Company, the dedication with which she has performed her duties as a non-executive director during her term, her extensive background in financial and accounting matters for public companies and her leadership experience in the life sciences industry.

9. Reappointment of Stephen Hurly as executive director of the Company (voting item)

The Company's board of directors has made a binding nomination to reappoint Stephen Hurly as executive director of the Company for a period of three years, ending at the end of the annual general meeting of shareholders of the Company to be held in the year 2027.

Stephen Hurly has served as our President, Chief Executive Officer and as an executive director since June 2019. Prior to joining LAVA Therapeutics, he served as President and Chief Executive Officer of Sesen Bio, a Nasdaq listed late-stage oncology firm, from September 2016 to August 2018. From August 2015 to September 2016, he served as the President and Chief Executive Officer of Viventia Bio Inc., a specialty pharmaceutical company acquired by Sesen Bio Inc in September 2016. He has served on the board of directors of PHusis Therapeutics Inc., a private targeted small molecule therapeutics company, since May 2011. Previously, he was the Chief Executive Officer of Burrill & Co.'s Merchant Banking Division, a finance business for life science companies, from June 2011 to August 2015. From June 2008 to June 2011, he was also the head of the Life Sciences Investment Banking Practice at Boenning & Scattergood, a securities asset management and investment banking firm. He graduated from Swarthmore College with a B.A. degree in Engineering and earned an M.B.A. from the University of Chicago.

10. Amendment to the Company's articles of association (voting item)

It is proposed that the Company's articles of association (the "**Articles**") be amended to eliminate the preferred shares from the Articles. Following these changes, the Company shall no longer be able to issue preferred shares to a protective foundation to dilute the voting interest of a potential hostile bidder, activist shareholder or other hostile actor. The part of the authorized share capital that was reserved for the potential issuance of preferred shares will be reallocated to the authorized share capital reserved for issuance of ordinary shares. In addition, the following changes of a corporate housekeeping nature are proposed:

- Reflecting a new provision of mandatory Dutch law that indicates that the powers of the Company's board of directors include setting the Company's policy and strategy.
- Allowing the Company's board of directors to hold the Company's general meeting as a fully virtual meeting once Dutch law facilitates this (legislation in this respect is being prepared).

If this resolution passes, each civil law notary, candidate civil law notary and lawyer working with NautaDutilh N.V., the Company's legal counsel, shall be authorized to have the deed of amendment to the Articles executed. A full text of the proposed Articles (in Dutch, with an unofficial English translation) has been made available on the Company's website and at the Company's office address.

11. Extension authorization of the Company's board of directors to issue ordinary shares and to grant rights to subscribe for ordinary shares in the Company's capital (*voting item*)

The Company's board of directors has been designated as the corporate body authorized to resolve to issue ordinary shares in the Company's capital and/or to grant rights to subscribe for ordinary shares in the Company's capital up to the authorized share capital as included in the Company's articles of association from time to time, for a period ending on March 25, 2026.

It is proposed that this authorization be extended for a period ending five years following the date of the AGM. If the resolution proposed under this agenda item is passed, the proposed authorization shall replace the currently existing authorization.

12. Extension authorization of the Company's board of directors to limit or exclude pre-emption rights (*voting item*)

The Company's board of directors has been designated as the corporate body authorized to resolve upon the limitation or exclusion of pre-emption rights in relation to any issuance of ordinary shares in the Company's capital or granting of rights to subscribe for such ordinary shares which the Company's board of directors is authorized to perform, for a period ending on March 25, 2026.

It is proposed that this authorization be extended for a period ending five years following the date of the AGM in relation to any issuance of ordinary shares in the Company's capital or granting of rights to subscribe for such ordinary shares pursuant to the authorization referred to in agenda item 11 (if granted) which the Company's board of directors is authorized to perform. If the resolution proposed under this agenda item is passed, the proposed authorization shall replace the currently existing authorization.

13. Extension of authorization of the Company's board of directors to acquire shares (or depository receipts for such shares) in the Company's capital (*voting item*)

The Company's board of directors has been authorized, for a period of 18 months following the annual general meeting of the Company held on June 15, 2023 to resolve for the Company to acquire fully paid-up common shares in its own capital (and/or depository receipts for such common shares), by any means, including through derivative products, purchases on a stock exchange, private purchases, block trades, or otherwise, for a price which is higher than nil and does not exceed 110% of the average market price of the Company's common shares on the Nasdaq Global Market (such average market price being the average of the closing prices on each of the five consecutive trading days preceding the date the acquisition is agreed upon by the Company), up to 10% of the Company's issued share capital (determined as of the close of business on the first date of book-entry delivery of the Company's common shares in settlement of the Company's initial public offering). It is proposed that this authorization be renewed for a period

of, an effectively extended to expire, 18 months following the date of this AGM, for up to 10% of the Company's issued share capital (determined as of the close of business on the date of this AGM). If the resolution proposed under this agenda item is passed, the proposed authorization shall replace the currently existing authorization.

14. Closing

[This page intentionally left blank.]

