

## 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 14, 2023 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 annual report over the financial year 2022 (*discussion item*)
3. Adoption of the annual accounts over the financial year 2022 (*voting item*)
4. Explanation of the dividend and reservation policy (*discussion item*)
5. Appointment of the external auditor for the financial year 2023 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, 2022 (*voting item*)
7. Appointment of Peter Kiener as non-executive director of the Company (*voting item*)
8. Appointment of Mary Wadlinger as non-executive director of the Company (*voting item*)
9. Appointment of Christy Oliger as non-executive director of the Company (*voting item*)
10. 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*)
11. Closing

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

The registration date for the AGM is May 17, 2023 (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](mailto:a.garabedian@lavatherapeutics.com)) or by post (addressed to LAVA Therapeutics N.V., c/o General Counsel & Company Secretary, Yalelaan 62,

3584 CM Utrecht, the Netherlands). This notice must be received by the Company no later than 9:00 am (CEST) on June 7, 2023 (the "**Cut-off Time**"). Persons with Meeting Rights who have not complied with this requirement 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. Proxyholders 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>).

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.

## EXPLANATORY NOTES TO THE AGENDA

1. **Opening**
2. **Discussion of the Dutch statutory annual report over the financial year 2022 (*discussion item*)**

The Company's annual report over the financial year 2022 has been made available on the Company's website ([www.lavatherapeutics.com](http://www.lavatherapeutics.com)) and at the Company's office address.

3. **Adoption of the Dutch statutory annual accounts over the financial year 2022 (*voting item*)**

The Company's annual accounts over the financial year 2022 have been made available on the Company's website ([www.lavatherapeutics.com](http://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 2023 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 2022. 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 2023.

6. **Release from liability for the Company's directors with respect to the performance of their duties during the financial year ended December 31, 2022 (*voting item*)**

It is proposed that the Company's directors be released from liability for the exercise of their duties during the fiscal year 2022. The scope of this release from liability extends to the exercise of their respective duties insofar as these are reflected in the Company's statutory board report or annual accounts over the fiscal year 2022 or in other public disclosures.

**7. Appointment of Peter Kiener as non-executive director of the Company (voting item)**

The Company's board of directors has made a binding nomination to appoint Peter Kiener 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 2026.

Dr. Peter Kiener is an industry veteran with extensive experience in both biologics and immunotherapy, and biopharmaceutical research and development. Previously, he was chief scientific officer at Sucampo, which was acquired by Mallinckrodt and served as chief scientific officer of Ambrx Inc., a clinical-stage biopharmaceutical company focused on the development of antibody-drug conjugates (ADCs). Dr. Kiener was also president and co-founder of Zyngenia Inc., an early-stage biopharmaceutical company and served as executive vice president and global head of biologics research and development at MedImmune LLC, the global biologics arm of AstraZeneca. He received a Bachelor of Science from Lancaster University in Lancaster, UK and his DPhil from Oxford University, Sir William Dunn School of Pathology. We believe that Dr. Kiener is qualified to serve on our board of directors due to his extensive experience as a senior executive of multiple biotechnology companies and his experience serving on boards of several publicly traded life science companies.

**8. Appointment of Mary Wadlinger as non-executive director of the Company (voting item)**

The Company's board of directors has made a binding nomination to appoint Mary Wadlinger 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 2026.

Ms. Wadlinger brings 25 years of experience as a strategic human resources leader in biotechnology and global biopharmaceuticals. Most recently, Ms. Wadlinger was senior vice president and Chief Human Resources Officer at Forma Therapeutics where she led the organization and people strategy through critical growth and reorganization as the company transformed from drug discovery to a fully integrated drug development and commercial readiness company. Prior to Forma, she served as vice president, human resources at Millennium Pharmaceuticals, a subsidiary of Takeda Pharmaceuticals where she served as a key leader in numerous corporate transformations, growth initiatives, M&A activity, and overall integration within Takeda. Ms. Wadlinger earned a Bachelor of Science degree in Finance from the University of Maine Business School. We believe that Ms. Wadlinger is qualified to serve on our board of directors because of her extensive experience as a pharmaceutical company executive and in the clinical development and regulation of pharmaceuticals.

**9. Appointment of Christy Oliger as a non-executive director of the Company (voting item)**

The Company's board of directors has made a binding nomination to appoint Christy Oliger 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 2026.

Christy Olinger has served as a non-executive director since March 2023. She has over 30 years of strategic and operations experience in the biopharmaceutical industry and is recognized for building productive teams and improving operational effectiveness. From 2000 to 2020, Ms. Olinger served in several commercial leadership roles at Roche/Genentech, most recently as senior vice president, BioOncology business unit. She also led Roche's global portfolio management function comprised of a late-stage development portfolio of greater than 300 projects in therapeutic areas including oncology, neurology, rare disease, respiratory, dermatology and immunology. Prior to Genentech, Ms. Olinger held several management roles at Schering-Plough. Ms. Olinger serves on the board of directors of several publicly-traded companies, including Karyopharm Therapeutics since August 2020, Reata Pharmaceuticals since April 2021, Replimune Group since September 2021 and previously served on the board of directors at Sierra Oncology from June 2021 to July 2022. Ms. Olinger received a Bachelor of Arts in Economics from the University of California at Santa Barbara. We believe Ms. Olinger is qualified to serve on our board of directors because of her strategic, operational and commercial experience in the biotechnology industry, including oncology.

**10. 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 shareholders of the Company held on June 15, 2022 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.

**11. Closing**