

MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS OF NOXXON PHARMA N.V.

Minutes of the proceedings of the general meeting of shareholders of **NOXXON Pharma N.V.**, a public company with limited liability (*naamloze vennootschap*) incorporated under the laws of the Netherlands, having its official seat in Amsterdam, the Netherlands, its registered office address at Max-Dohrn-Strasse 8-10, 10589 Berlin, Germany, and registered with the trade register of the Netherlands Chamber of Commerce under number 62425781 (the **Company**), held at Strawinskylaan 10, 1077 XZ in Amsterdam, the Netherlands, on 27 June 2017.

In accordance with Article 33, paragraph 1, of the Company's articles of association (the **Articles of Association**), H. Birner, chairman of the supervisory board, presided over the meeting as chairman (the **Chairman**). The Chairman had appointed L.R.L. Spijkervet, deputy civil law notary with Freshfields Bruckhaus Deringer LLP, Amsterdam office, as secretary of the meeting. Besides the Chairman, the sole member of the board of directors and all members of the supervisory board were present at the meeting.

AGENDA ITEM 1

OPENING

The Chairman opened the meeting at 13.30 hours CET and informed the meeting that:

- the convocation for the meeting had been published on the Company's website and in the Dutch newspaper with national circulation 'Trouw' on 7 June 2017 and that the meeting had been convened in accordance with the law and the Articles of Association;
- the documents for the meeting had been available as from that date on the Company's website and at the Company's offices at Max-Dohrn-Strasse 8-10 10589 Berlin, Germany, for shareholders and persons entitled to attend the meeting who, upon request, could receive a copy free of charge;
- on the record date, 30 May 2017, being the 28th day prior to the day of the meeting, the Company's issued and outstanding share capital amounted to two million one hundred forty two hundred eighty-six euro (EUR 2,140,286) (excluding treasury shares) divided into two million one hundred forty two hundred eighty-six euro (2,140,286) ordinary shares with a nominal value of one euro (EUR 1) each (excluding treasury shares) and that according to the attendance list one million three hundred ninety-three thousand seven hundred twenty-nine (1,393,729) of those shares were present or represented, as such constituting sixty-five point twelve per cent (65,12%) of the entire issued outstanding share capital of the Company, for which in total one million three hundred ninety-three thousand seven hundred twenty-nine (1,393,729) votes could be cast at the meeting; and

– the meeting was going to be held in English.

AGENDA ITEM 2

ANNUAL ACCOUNTS 2016

(a) Annual Report 2016 (*discussion item only*)

A brief presentation was given to the meeting by the Chairman.

No questions were raised.

(b) Application of the remuneration in 2015 (*discussion item only*)

The Chairman explained that the remuneration report for 2016 is contained in the Company's Annual Report 2016. The details on the remuneration of the Company's directors are described on pages 46 through 51 of the 2016 Annual Report.

No questions were raised.

(c) Policy on additions to reserves and on dividends (*discussion item only*)

The Chairman explained that in conformity with its current policy on reserves and dividends, the Company did not and would not declare any dividends for the financial year 2016.

No questions were raised.

(d) Adoption of the Annual Accounts 2016 (*voting*)

A brief presentation was given to the meeting by the Chairman. No questions were raised.

In absence of any remarks or comments from the meeting, the Chairman asked the meeting to vote on the adoption of the Annual Account 2015 and established that all votes were cast in favour of the resolution and that there were no abstentions.

(e) Release from liability of the members of de board of directors (*voting item*)

The Chairman briefly introduced the agenda item. No questions were raised.

In absence of any remarks or comments from the meeting, the Chairman asked the meeting to vote on the proposal to release both members of the board of directors from liability for their management during the financial year 2016 and the Chairman established that all votes were cast in favour of the resolution and that there were no abstentions.

(f) Release from liability of the members of the supervisory board (*voting item*)

The Chairman briefly introduced the agenda item. No questions were raised.

In absence of any remarks or comments from the meeting, the Chairman asked the meeting to vote on releasing all members of the supervisory board from liability for their supervision during

the financial year 2016 and the Chairman established that all votes were cast in favour of the resolution and that there were no abstentions.

AGENDA ITEM 3

Appointment of Ernst & Young Accountants LLP as statutory auditor for the financial year 2017 (*voting item*)

The Chairman briefly introduced the agenda item. No questions were raised.

The Chairman asked the meeting to vote on the appointment of Ernst & Young Accountants LLP as statutory auditor for the financial year 2017 and established that all votes were cast in favour of the resolution and that there were no abstentions.

AGENDA ITEM 4

PARTIAL AMENDMENT OF THE ARTICLES OF ASSOCIATION (*voting item*)

The Chairman referred to the proposed draft text for the partial amendment with explanation as published on the Company's website and noted that the proposal included the authorization of each lawyer, (deputy) civil law notary and paralegal practicing with Freshfields Bruckhaus Deringer LLP, Amsterdam, to execute the deed of partial amendment of the articles of association and to perform all administrative acts necessary to update the records of the trade register of the Dutch Chamber of Commerce in connection with the amendment of the articles of association.

In absence of any questions or comments from the meeting, the Chairman asked the meeting to vote on the partial amendment of the articles of association and established that all votes were cast in favour of the resolution and that there were no abstentions.

AGENDA ITEM 5

AMENDMENT OF THE REMUNERATION FOR THE MEMBERS OF THE SUPERVISORY BOARD (*voting item*)

The Chairman briefly introduced the agenda item. No questions were raised.

The Chairman asked the meeting to vote on the amendment of the remuneration for the members of the supervisory board and established that all votes were cast in favour of the resolution and that there were no abstentions.

AGENDA ITEM 6

DELEGATION TO THE BOARD OF DIRECTORS TO ISSUE SHARES AND TO LIMIT OR EXCLUDE ANY PRE-EMPTIVE RIGHTS IN CONNECTION THEREWITH (*voting item*)

The Chairman briefly explained the agenda item. No questions were raised.

The Chairman asked the meeting to vote on the delegation to the board of directors to issue shares and to limit or exclude any pre-emptive rights in connection therewith and established that all votes were cast in favour of the resolution and that there were no abstentions.

AGENDA ITEM 7

DELEGATION TO THE BOARD OF DIRECTORS THE AUTHORITY TO ACQUIRE SHARES IN THE COMPANY (*voting item*)

The Chairman briefly explained the agenda item. No questions were raised.

In absence of any questions or comments from the meeting, the Chairman asked the meeting to vote on the delegation to the board of directors the authority to acquire shares in the Company and established that all votes were cast in favour of the resolution and that there were no abstentions.

AGENDA ITEM 8

CLOSE OF MEETING

The Chairman then noted that there were no further items to discuss or resolve upon, there were no remarks or questions from the meeting and therefore the Chairman closed the meeting.

Signed on 19 December 2017

was signed by

Dr. Hubert Birner

Chairman

L.R.L. Spijkervet

Secretary