

## NOTICE AND AGENDA

Notice is hereby given that the annual general meeting of shareholders (the **General Meeting**) of NOXXON Pharma N.V. (the **Company**) is convened at 13.30 hours (CEST) on 25 June 2019 at the offices of Freshfields Bruckhaus Deringer LLP, Strawinskylaan 10, 1077 XZ in Amsterdam, the Netherlands. The language of the meeting shall be English. The General Meeting is convened to discuss and decide on the following:

### **Agenda**

- 1. Opening**
- 2. Annual Accounts 2018**
  - a. Discussion of the annual report 2018 (discussion)
  - b. Application of the remuneration for members of the board of directors in 2018 (discussion)
  - c. Policy on additions to reserves and on dividends (discussion)
  - d. Adoption of the annual accounts 2018 (voting)
  - e. Release from liability of the sole member of the board of directors (voting)
  - f. Release from liability of the members of the supervisory board (voting)
- 3. Re-appointment of Dr. A. Mangasarian as member of the board of directors (voting)**
- 4. Appointment of Baker Tilly (Netherlands) N.V. as statutory auditor for the financial year 2019 (voting)**
- 5. Renewal of the delegation to the board of directors to acquire shares (voting)**
- 6. Close of meeting**

**Berlin, Germany, 24 May 2019**

**The board of directors**

EXPLANATORY NOTES

Agenda item 2a - Discussion of the annual report 2018.

The annual report 2018 is available through the Company's corporate website. This agenda item is a discussion item only.

Agenda item 2b - Application of the remuneration for members of the board of directors in 2018.

Dutch law requires that item is placed on the agenda as a separate discussion item. The remuneration report for 2018 is contained in the Company's annual report 2018 on pages 51 through 55. This agenda item is a discussion item only.

Agenda item 2c - Policy on additions to reserves and on dividends

Dutch law requires that item is placed on the agenda. The Company has not and will not declare any dividends for the financial year 2018. This agenda item is a discussion item only.

Agenda item 2d - Adoption of the annual accounts 2018

The General Meeting is requested to vote on the adoption of the annual accounts of the Company for the financial year 2018.

Agenda item 2e - Release from liability of the sole member of the board of directors

The General Meeting is requested to vote to release the member of the Company's board of directors in 2018 from liability for the respective management insofar as such management is apparent from the financial statements or otherwise disclosed to the General Meeting prior to the adoption of the annual accounts.

Agenda item 2f - Release from liability of the members of the supervisory board

The General Meeting is requested to vote to release all members of the Company's supervisory board in 2018 from liability for their supervision on the management by the board of directors insofar as such supervision is apparent from the financial statements or otherwise disclosed to the General Meeting prior to the adoption of the annual accounts.

Agenda item 3 – Re-appointment of Dr. Mangasarian as member of the board of directors.

The term of office of Dr. Mangasarian as sole member of the board of directors will expire on the day of the General Meeting.

Dr. Mangasarian has expressed his willingness to accept a re-appointment into his current office.

The Nomination and Corporate Governance Committee has considered the contribution and performance of Dr. Mangasarian available for re-appointment and expect him to continue to be effective in his role, and that he has demonstrated the desired commitment and respective expertise in his role in the Company. The Nomination and Corporate Governance Committee has therefore recommended his re-appointment. Therefore and pursuant to the articles of association of the Company, the supervisory board has made the following binding nomination: re-appointment of Dr. Mangasarian as sole member of the board of directors.

The relevant biographical details and curriculum vitae is set in the Company's Annual Report 2018 which is available for inspection at the offices of the Company as well as on the Company's website ([www.noxxon.com](http://www.noxxon.com)).

The new term of office of Dr. Mangasarian as member of the board of directors will be one year as from the General Meeting up to and including the annual general meeting of shareholders to be held in 2020.

Agenda item 4 – Appointment of Baker Tilly (Netherlands) N.V. as statutory auditor for the financial year 2019.

Based on the audit committee's assessment of the functioning of Baker Tilly (Netherlands) N.V. as external auditor in respect of the preparation and audit of the annual accounts the financial year 2018, the board of directors and the supervisory board propose to reappoint Baker Tilly (Netherlands) N.V. as statutory auditor. This agenda item proposes to appoint Baker Tilly (Netherlands) N.V. as statutory auditor for the financial year 2019.

Agenda item 5 – renewal delegation to the board of directors to acquire shares

This agenda item proposes to replace and renew the existing authority of the board of directors as the corporate body competent to repurchase any ordinary shares in the Company own share capital given to it on 20 June 2018 to allow the liquidity of the stock and support the secondary market through a liquidity agreement with an authorized investment services provides, complying with the charters of ethics

approved by the French Autorité des Marchés Financiers (AMF) and the French Association of the Financial Markets (AMAFI). It is proposed to again designate the board of directors to repurchase any ordinary shares in the Company's own share capital for the same purpose through stock exchange trading or otherwise up to 10% of the issued and outstanding share capital at any time during a period of 18 months as of the day of the General Meeting and therefore up to and including 24 December 2020 against a repurchase price between EUR 0.01 and EUR 50, with the prior approval of the Supervisory Board.

## ATTENDANCE INFORMATION

### ***General Meeting documentation***

The General Meeting documentation:

- annual accounts and report of the board of directors for 2018;
- agenda and the explanatory notes to the agenda; and
- instructions and documents for participation and voting at the General Meeting,

are available on the Company's website ([www.noxxon.com](http://www.noxxon.com)). These documents are also available 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, will receive a copy free of charge.

### ***Participation and voting***

Under Dutch law and the Company's Articles of Association, persons entitled to attend and to vote at the General Meeting are shareholders of the Company (which for the purposes of this notice includes holders of a Dutch law right of usufruct) who were registered as shareholder in one of administration records of the intermediaries that are (indirectly) participants in Euroclear France on 28 May 2019 (the **Registration Date**) after all debit and credit entries have been handled as per the Registration Date and (ii) have notified the Company by 17.00 hours (CEST) on 18 June 2019 of their attendance in writing or electronically (contact details at the end of this announcement).

### ***Representation by proxy***

Subject to compliance with the provisions above, shareholders can attend and vote at the General Meeting in person or by proxy. In order to give proxy and voting instructions, the relevant shareholder must ensure that (i) he or she is registered as a shareholder in the manner as described above (ii) the duly completed and signed proxy including, as appropriate, voting instructions, will be received by the Company by 17.00 hours (CEST) on 18 June 2019 in writing or electronically (contact details at the end of this announcement).

### ***Attendance card***

Shareholders who have notified the Company of their attendance (either in person or by proxy), will receive an attendance card issued in their name. This will serve as admission certificate and prior to the start of the General Meeting, the shareholder (or his or her proxy) will need to hand over the attendance card, and as applicable the written power of attorney, at the registration desk before being allowed to enter the General Meeting.

***Identification***

Persons entitled to attend the General Meeting may be requested to identify themselves at the registration desk prior to admission to the General Meeting and are therefore requested to bring a valid identity document.

Address details Company:

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