# NOTICE OF ATTENDANCE AND POWER OF ATTORNEY

# THE UNDERSIGNED:

Name individual / legal entity: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Place: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Country: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

# Declares that:

on 27 May 2021, he/she/it is the holder of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ordinary shares in the share capital of **NOXXON Pharma N.V.** (the ***Company***).

[ ] He/she/it will attend the general meeting of shareholders which will be held on 24 June 2021.

[ ] He/she/it will not attend the general meeting of shareholders in person and hereby grants a power of attorney to:

 Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Place:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Country:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 who is hereby authorised to, on behalf of the undersigned, attend the general meeting of shareholders of the Company to be held on 24 June 2021, to sign the attendance list, to speak and to cast a vote at that meeting.

[ ]  **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** (*name of the legal entity*) will be represented at the general meeting of shareholders by:

 Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Place:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Country:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 who is hereby authorised to, on behalf of the undersigned, attend the general meeting of shareholders of the Company to be held on 24 June 2021, to sign the attendance list, to speak and to cast a vote at that meeting.

[ ] He/she/it will not attend the general meeting of shareholders in person or be represented by its own representative and instead hereby grants a power of attorney to Bert Spijkervet, deputy civil law notary with Freshfields Bruckhaus Deringer LLP, who is hereby authorised to, on behalf of the undersigned, attend the general meeting of shareholders of the Company to be held on 24 June 2021, to sign the attendance list, to speak and to cast a vote at that meeting on the voting items on the agenda in accordance with the following instructions:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Item |  | For | Against | Abstention |
| 2d | Adoption of the annual accounts 2020 | [ ]  | [ ]  | [ ]  |
| 2e | Release from liability of the sole member of the board of directors | [ ]  | [ ]  | [ ]  |
| 2f | Release from liability of the members of the supervisory board | [ ]  | [ ]  | [ ]  |
| 3 | Re-appointment of Dr. A. Mangasarian as member of the board of directors | [ ]  | [ ]  | [ ]  |
| 4a | Appointment of Susan Coles as member of the supervisory board | [ ]  | [ ]  | [ ]  |
| 4b | Appointment of Dr. Martine van Vugt as member of the supervisory board | [ ]  | [ ]  | [ ]  |
| 4c | Appointment of Gregory Weaver as member of the supervisory board | [ ]  | [ ]  | [ ]  |
| 5 | Appointment of Baker Tilly (Netherlands) N.V. as statutory auditor for the financial year 2021 | [ ]  | [ ]  | [ ]  |
| 6 | Partial amendment of the articles of association in relation to the increase of authorised share capital | [ ]  | [ ]  | [ ]  |
| 7 | Partial amendment of the articles of association in relation to introducing a transitional provision to increase the authorised share capital | [ ]  | [ ]  | [ ]  |
| 8 | Delegation to the board of directors to issue ordinary shares and to limit or exclude any pre-emptive rights in connection therewith | [ ]  | [ ]  | [ ]  |
| 9 | Renewal delegation to the board of directors to acquire shares | [ ]  | [ ]  | [ ]  |
| 10 | Change of the remuneration in the form of shares and rights to subscribe for shares for the members of the board of directors and the supervisory board | [ ]  | [ ]  | [ ]  |
| 11 | Amendment of Sec. 3.4 of the Remuneration Policy regarding the compensation structure of non-executive directors in relation to grant of options | [ ]  | [ ]  | [ ]  |
| 12 | Amendment of Sec. 3.6 of the Remuneration Policy regarding the compensation for membership of a committee  | [ ]  | [ ]  | [ ]  |

All of the foregoing comes with the right of substitution. This power of attorney shall be governed exclusively by the laws of the European part of the Netherlands.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(signature) (date and place)

# ! PLEASE DO NOT FORGET TO COMPLETE your personal DETAILS AT THE BEGINNING OF THIS DOCUMENT and the number of shareS !

This notice of attendance and power of attorney must be received by the Company ultimately by 17:00 hours (CEST) on 17 June 2021 at the following address:

NOXXON Pharma N.V.

Attn: Mrs. K.C. Ophoff, general counsel

Max-Dohrn-Strasse 8-10

10589 Berlin, Germany

e-mail: shareholders@noxxon.com