

NOTICE

Notice is hereby given that the extraordinary general meeting of shareholders (the **General Meeting**) of NOXXON Pharma N.V. (the **Company**) is convened at 13.30 hours (CEST) on 16 May 2022 at the offices of Freshfields Bruckhaus Deringer LLP, Strawinskylaan 10, 1077 XZ in Amsterdam, the Netherlands. The language of the meeting shall be English.

You do not need to be present to cast your vote at the General Meeting on 16 May 2022. Instead, you can give your voting instructions by proxy. Further details on participation, voting or representation by proxy are given in the Attendance Notice for this General Meeting available on this website.

Shareholders who decide not to attend the General Meeting on 16 May 2022 in Amsterdam, the Netherlands, and who wish to submit questions regarding items on the agenda of the General Meeting, may submit their questions by email to shareholders@noxxon.com up to 17.00 (CEST) on 13 May 2022. The email submitting such question(s) must include name, surname, number of shares held by the shareholder on the 18 April 2022 (the Registration Date as defined below) for the General Meeting and the agenda item to which the question relates.

AGENDA

The General Meeting is convened to discuss and decide on the following:

Agenda

- 1. Opening**
- 2. Partial amendment of the articles of association in relation to a share consolidation (voting)**
- 3. Cancellation of shares (voting)**
- 4. Close of meeting**

Berlin, Germany, 14 April 2022

The board of directors

EXPLANATORY NOTES

Agenda item 2

It is proposed to consolidate every 100 shares currently having a nominal value of € 0.01 each, into 1 share with a nominal value of € 1.00 each and for the implementation thereof, to partially amend the articles of association of the Company.

The shares of individual shareholders holding their shares through the custody chain of the book-entry system maintained by Euroclear France will be rounded down to whole numbers of shares. The settlement of any fractional entitlement will take place in accordance with applicable rules and common market practice in France, whereby fractional entitlements of shareholders after implementation of the share consolidation will be aggregated to whole shares and sold on the market by the relevant custodians with the proceeds to be distributed to holders of such fractional entitlements.

Attached to this explanation is an overview of the current text of the relevant provision of the articles of association of the Company, the proposed amendment to that provision and a short explanation to the proposed amendment (both in the original Dutch version as well as an informal English translation).

This proposal includes the authorization of each lawyer, (deputy) civil law notary and paralegal practicing with Freshfields Bruckhaus Deringer LLP, aforementioned, 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.

Agenda item 3

It is proposed to authorize the board of directors to cancel up to the maximum number of shares held by the company in its own share capital, with the precise number to be determined by the board of directors if and at any such time the board of directors considers such necessary in connection with the share consolidation.

Pursuant to the relevant statutory provisions, the cancellation of shares may only be effected two months after a resolution to cancel shares adopted by the board of directors has been publicly announced.

ATTENDANCE INFORMATION

General Meeting documentation

The General Meeting documentation:

- agenda and the explanatory notes to the agenda;
- text proposal partial amendment articles of association; and
- instructions and documents for participation and voting at the General Meeting,

are available on the Company's website (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 (i) were registered as shareholder in one of administration records of the intermediaries that are (indirectly) participants in Euroclear France on 18 April 2022 (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 9 May 2022 of their attendance in writing or electronically (contact details at the end of this announcement). You do not need to be present to cast your vote at the General Meeting on 16 May 2022. Instead, you can give your voting instructions by proxy.

Representation by proxy

Subject to compliance with the provisions above, shareholders who cannot attend and vote at the General Meeting in person may also be represented at the General Meeting by proxy. In order to be eligible 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 and (ii) the duly completed and signed proxy including, as appropriate, voting instructions, are received by the Company by 17.00 hours (CEST) on 9 May 2022 in writing or electronically (contact details at the end of this announcement). Shareholders who cannot attend and vote in person, are urged to give proxy and voting instructions to the Company's general counsel Mrs. K.C. Ophoff, by completing the format power of attorney available on the Company's website under "Attendance notice and PoA".

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 of the Company:

NOXXON Pharma N.V.
Attn: Mrs. K.C. Ophoff, general counsel
Max-Dohrn-Strasse 8-10
10589 Berlin, Germany
e-mail: shareholders@noxxon.com