# NOTICE OF ATTENDANCE AND POWER OF ATTORNEY

# THE UNDERSIGNED:

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

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

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

# Declares that:

on 30 May 2017, he/she/it is the holder of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ordinary shares in the share capital of **NOXXON Pharma N.V.** (the ***Company***).

**□** He/she will attend the general meeting of shareholders which will be held on 27
 June 2017.

**□** He/she 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 27 June 2017, 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 27 June 2017, 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 Mrs. K.C. Ophoff, general counsel of the Company, who is hereby authorised to, on behalf of the undersigned, attend the general meeting of shareholders of the Company to be held on 27 June 2017, 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 instruction:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Item |  | For | Against | Abstention |
| 2d | Adoption of the annual accounts 2016 | **□** | **□** | **□** |
| 2e | Release from liability of the members of the board of directors | **□** | **□** | **□** |
| 2f | Release from liability of the members of the supervisory board | **□** | **□** | **□** |
| 3 | Appointment of Ernst & Young Accountants LLP as statutory auditor for the financial year 2017 | **□** | **□** | **□** |
| 4 | Partial amendment of the articles of association | **□** | **□** | **□** |
| 5 | Amendment of the remuneration for the members of the supervisory board | **□** | **□** | **□** |
| 6 | Delegation to the board of directors to issue shares and to limit or exclude any pre-emptive rights in connection therewith | **□** | **□** | **□** |
| 7 | Delegation to the board of directors to acquire shares | **□** | **□** | **□** |

 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 5:00 PM (CET) on 20 June 2017 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