# NOTICE OF ATTENDANCE AND POWER OF ATTORNEY

# THE UNDERSIGNED:

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

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

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

# Declares that:

on 02 June 2020, he/she/it is the holder of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ordinary shares in the share capital of **NOXXON Pharma N.V.** (the ***Company***).

**□** 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 30 June 2020, 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 30 June 2020, 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 30 June 2020, 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 2019 | **□** | **□** | **□** |
| 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 | Re-appointment of Dr. J. D. deBethizy as member of the supervisory board | **□** | **□** | **□** |
| 4b | Re-appointment of B. Köhler as member of the supervisory board | **□** | **□** | **□** |
| 4c | Re-appointment of Dr. M. PetitBon as member of the supervisory board | **□** | **□** | **□** |
| 4d | Appointment of Dr. C. A. Izeboud as member of the supervisory board | **□** | **□** | **□** |
| 5 | Appointment of Baker Tilly (Netherlands) N.V. as statutory auditor for the financial year 2020 | **□** | **□** | **□** |
| 6 | Renewal of the delegation to the board of directors to acquire shares | **□** | **□** | **□** |
| 7 | Change of Articles of Association in Article 21 para 3 and Article 30 para 2 | **□** | **□** | **□** |
| 8 | Amendment of Sec. 3.2, Sec. 3.4 and Sec. 3.6 of the Remuneration Policy regarding the compensation structure of non-executive directors | **□** | **□** | **□** |

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.

**□** He/she will attend the general meeting of shareholders which will be held on 30
 June 2020.

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

(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 23 June 2020 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