

# **NOXXON**

| P H A R M A

**NOXXON Pharma N.V.  
Amsterdam, The Netherlands**

**Annual Report 2016**

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## Forward-looking statements

This Annual Report contains statements that constitute forward-looking statements. Forward-looking statements appear in a number of places in this Annual Report and include, but are not limited to, statements regarding our intent, belief or current expectations. Forward-looking statements are based on management estimates and on management's beliefs and assumptions and on information currently available to the management. Such statements are subject to risks and uncertainties, and actual results may differ materially from those expressed or implied in the forward-looking statements due to various factors, including, but not limited to, those identified under the section "Risk Management" in this Annual Report.

Such estimates have been made in good faith and represent the current beliefs of applicable members of management. Those management members believe that such estimates are founded on reasonable grounds. However, by their nature, estimates may not be correct or complete. These statements reflect the Company's current knowledge and its expectations and projections about future events. Many of these forward-looking statements contained in this Annual Report can be identified by the context of such statements or words such as "anticipate," "believe", "estimate", "expect", "intend", "plan", "project", "target", "may", "will", "would", "could", "might" or "should" or "potential" or similar terminology. By their nature, forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the Group's control that could cause the Group's actual results and performance to differ materially from any expected future results or performance expressed or implied by any forward-looking statements. Forward-looking statements speak only as of the date they are made and the Group does not undertake any obligation to update them in light of new information or future developments or to release publicly any revisions to these statements in order to reflect later events or circumstances or to reflect the occurrence of unanticipated events.

## Directors' report

Management of NOXXON Pharma N.V. (the "Company") and its controlled subsidiaries (the "Group") hereby presents its consolidated and company financial statements for the financial year ended on 31 December 2016.

## General information

### Overview

The Group is a clinical stage biopharmaceutical group that has generated a proprietary product pipeline and plans to primarily focus on further development in cancer treatment. All its product candidates are based on a new class of drug called "Spiegelmers", which are identified and synthesized through a proprietary discovery platform which the Group believes offers specific advantages over other drug classes. In various Phase 1 and 2 clinical trials involving nearly 3,000 administrations to over 300 human subjects, Spiegelmer drugs have so far shown to be biologically active and generally well tolerated, meaning without relevant side effects and with safety profiles that support further development. In recent years, the Group has transitioned its activities from drug product candidate discovery to product candidate development, more recently focusing on its cancer programs. Currently, the Group has retained all worldwide rights to its clinical-stage product candidates, although it has entered and may continue to enter into licensing agreements, collaborations and partnering discussions on its assets. In December 2016, the Group signed a collaboration agreement with Merck & Co. Inc./MSD ("Merck") to study the combination of the Group's lead product candidate, NOX-A12, with Merck's immune-oncology checkpoint inhibitor antibody Keytruda®/pembrolizumab in patients with metastatic solid tumors that do not usually respond to checkpoint inhibitor monotherapy. In January 2017, NOXXON announced that it had entered into an assignment and licensing agreement with Aptarion biotech AG under which it non-exclusively licensed its Spiegelmer technology and assigned certain preclinical assets to Aptarion biotech. As of the date of this report, the Group had 10 employees.

The Group believes the future of cancer treatment will rely on so-called "combination therapies", meaning combinations of different drugs that have a synergistic benefit for the patient by fighting the cancer in multiple ways at the same time (*Source: Mahoney et al., 2015*). The Group's lead product candidate and other clinical stage product candidate in its pipeline target the tumor microenvironment (TME) and are designed to be combined with other cancer targeting therapies. The TME is the space in which cancer cells exist in the body, which includes amongst others surrounding blood vessels, immune cells, fibroblasts and signaling molecules. The TME has been shown to have a critical role in almost all aspects of cancer biology (*Source: Guo et al., 2015; Joyce & Fearon, 2015*).

Specific signaling molecules called chemokines are important in the interaction between the cancer and the TME. These chemokines can act as communication bridges between cells and their environment and as signposts for migrating cells when attached to cell surfaces for example on blood vessel walls. The Group's cancer pipeline consists of products that are designed to break this line of communication and isolate tumor cells from their environment so that they can be killed more easily or effectively.

The Group's pipeline consists of one lead clinical-stage product candidate and an additional product candidate that the Group intends to progress alone or through potential partnerships:

***NOX-A12 (olaptased pegol)***

The Group's lead product candidate NOX-A12 targets a key chemokine in the TME, CXCL12, also known as stromal cell-derived factor-1 (SDF-1), that is naturally involved in the migration of blood cells and in cancer acts as a communication bridge between tumor cells and their environment (*Source: Guo et al., 2015*). For example, while CXCL12 and other chemokines generally attract cells, it is now understood that under certain conditions of very high local concentrations that can be found in some solid tumors, CXCL12 can act as a repulsive factor for cytotoxic or killer T cells, which are key cells types of the immune system (*Source: Feig, 13; Joyce & Fearon, 2015; Poznansky et al., 2000 & Lee et al., 2009*). NOX-A12 offers a complementary mode of action to other treatments including the current standard of care and the latest immuno-oncology therapeutics, such as immune checkpoint inhibitors and CAR-T approaches. Thus, the Group believes that NOX-A12 has specific characteristics that make it highly suitable as a partner drug in various cancer combination therapies. The Group believes that combination with NOX-A12 will increase the efficacy of cancer treatments without adding significant side effects. Therefore, the Group believes NOX-A12 is positioned to be a combination partner for a wide range of cancer treatments. The Group has developed plans to develop NOX-A12 for three therapeutic settings in three distinct ways, based on the financing available:

- In advanced solid tumors, such as metastatic colorectal and pancreatic cancer, in combination with immune checkpoint inhibitors, to destroy tumor immune privilege to unleash the full potential of tumor immunotherapy;
- In brain cancer, in combination with radiotherapy, to block recruitment of bone marrow-derived "repair" cells into the tumor to prevent re-growth; and
- In blood cancers, such as MM, in combination with the latest available treatments, to target the protective niches for blood cancer cells to make them more vulnerable to therapy.

The Group's first priority in 2017 is to initiate a Phase 2b/3-enabling Phase 1/2 trial in collaboration with Merck in patients with solid tumors that do not respond to checkpoint inhibitor monotherapy: microsatellite stable (MSS) colorectal and pancreatic cancer in order to investigate the potential of NOX-A12 to facilitate the increase of the number of key immune system cells to infiltrate the tumor which is believed to be important and enabling for the function of immuno-oncology strategies (*Source: Feig et al., 2013; Fearon, 2014*). In a subsequent part of the trial, NOX-A12 is to be combined with Merck's antibody Keytruda®/pembrolizumab and the safety, tolerability and efficacy of the combination treatment will be assessed. The Group believes that with supportive data from this study, the Group's next step would be a potentially pivotal trial with advanced solid tumors in combination with an existing immune checkpoint inhibitor therapy. The Group expects to enroll the first patient in this Phase 2b/3-enabling Phase 1/2 proof-of-mechanism trial in colorectal and pancreatic cancer in the second quarter of 2017 and estimates it will deliver top-line data evaluating NOX-A12 alone and initial data for the combination with a checkpoint inhibitor approximately 12 months after enrolment of the first patient, and initial top-line data on the percent of patients whose tumors are responding to the combination therapy approximately 18 months after enrolment of the first patient.

Another trial that the Group is considering to execute if sufficient financing is available is a Phase 2b/3-enabling Phase 1/2 trial in front-line, inoperable brain cancer (glioblastoma) patients in combination with radiotherapy. If the results from this study are positive, the Group plans to seek advice from competent authorities under its orphan drug designation in the United States and Europe to identify the most efficient manner to complete development in this indication.

Another trial that the Group is considering to execute if sufficient financing is available is a Phase 3-enabling Phase 2 trial in MM patients with relevant combination compounds (e.g. carfilzomib, pomalidomide, daratumumab) in last-line relapsed and refractory patients to prepare for a subsequent pivotal study. Last-line relapsed and refractory patients represent patients with cancer that has returned following previous treatments while at the same time becoming resistant to previous treatments rendering such treatments ineffective. According to discussions with regulatory agencies in Europe and the United States, the Group believes that the data from this trial, provided that they are positive, are sufficient to progress NOX-A12 into a potentially pivotal Phase 3 trial.

The Group expects that the outcome of this trial would support the next development step in MM treatment which is currently planned to be a potentially pivotal Phase 3 study whose design has already been discussed with the FDA and European competent authorities. The Group successfully completed a Phase 2a trial of NOX-A12 in combination with standard of care in MM (*Ludwig, H., et al., 2017*). Another study in a second type of blood cancer, chronic lymphocytic leukemia, has completed the on-treatment component and is currently in the follow-up phase also showing promising signs of improved efficacy and good tolerability.

***Another potential product candidate: NOX-E36 (emapticap pegol) a TME opportunity in oncology***

The Group initially developed NOX-E36 (*emapticap pegol*) in diabetic nephropathy but now plans to investigate its potential in oncology. NOX-E36 has completed a Phase 2a trial in diabetic nephropathy patients with what the Group believes are promising results, further indicating that development is warranted and would be sufficient to progress NOX-E36 into Phase 2b studies (*Menne, J., et al., 2017*).

The Group is investigating the potential for use of this product candidate in the TME since its target (CCL2/MCP-1) is implicated in cancer spread and immune privilege of tumors and NOX-E36 also inhibits related chemokines CCL8, CCL11 and CCL13 (*Source: Oberthür et al. 2015*). Of interest for the use of NOX-E36 in oncology is the recent identification of a signature called IPRES for Innate PD-1 Resistance Signature that appears to be linked to resistance to checkpoint inhibitors (*Source: Bu et al. 2016*) which contains a monocyte/macrophage component composed of four chemokines, three of which, CCL2, CCL8 and CCL13, are neutralized by NOX-E36. As such, the Group believes that NOX-E36 may be a more effective approach to blocking checkpoint resistance mediated by monocyte/macrophage components of the immune system than competing agents which do not fully block the signaling of all the chemokines neutralized by NOX-E36.

## Financial information

### ***Key Factors Affecting Results of Operations and Financial Condition***

The Group believes that the following factors have had and will continue to have a material effect on its results of operations and financial condition.

### ***Revenues***

For the reporting period, the Group has not generated any revenues, except for immaterial amounts of revenues from the sale of oligonucleotides (chemical compounds) used for research purposes to its scientific collaborators. The Group's sales of oligonucleotides for research purposes have occurred from time to time as requests were made by certain of its scientific collaborators for access to such compounds. Such sales are not material and are not part of the Group's strategic focus. For the period from 1 January 2015 through 31 December 2016, the Group has generated €126 thousand of revenues from the sale of oligonucleotides used for research purposes.

The Group does not expect to generate any revenues from any product candidates that it develops until the Group either signs a licensing agreement or obtains regulatory approval and commercializes its products or enters into collaborative agreements with third parties.

### ***Other operating income***

The Group has received, and may continue to receive, other operating income, through grants from several public institutions and state-owned organizations to support specific research and development projects and to support investments in required capital equipment, primarily machinery and laboratory equipment. For the period from 1 January 2015 through 31 December 2016, the Group has realized €385 thousand of other operating income from such government grants related to assets.

The research and development grant agreements include a budget that specifies the amount and nature of expenses allowed during the entire grant term. Grants relating to a research and development expense item are recognized as other operating income over the period necessary to match each grant to its related costs. Where the grant relates to an asset, the nominal amount of the grant is recorded as deferred income and is released in the profit or loss on a straight-line basis over the expected remaining useful life of the related asset. If the Group fails to use the funding in accordance with the terms of the respective grant, it may be obligated to repay the grant. Accordingly, the Group only recognizes grant income when it is reasonably assured that the grant will be received and all conditions will be complied with. At the balance sheet date, there have been unfulfilled conditions and other contingencies related to such government grants for research and development. In July 2015, management decided to focus the business activities on oncology, particularly on the NOX-A12 clinical program. As a result of this restructuring and the related reduction in headcount that occurred at the end of July 2015, in March 2016 the Group was not able to meet certain requirements in accordance with an investment grant awarded by the Investitionsbank Berlin in 2008. The Group has provided for the resulting potential repayment obligation in relation to this grant. At the

balance sheet date, there have been no further unfulfilled conditions and other contingencies related to government grants for as of 31 December 2016 and 2015, respectively. Subsequently, the Investitionsbank Berlin decided not to claim for the repayment of the grant after the balance sheet date. The financial liability was released to profit or loss in the first quarter 2017.

### ***Research and development expenses***

Research and development expenses consist of costs incurred that are directly attributable to the development of the Group's platform technology and product candidates. Those expenses include:

- salaries for research and development staff and related expenses, including management benefits and expenses for share-based compensation;
- costs for production of drug substances by contract manufacturers;
- service fees and other costs related to the performance of clinical trials and preclinical testing;
- costs of related facilities, materials and equipment;
- costs associated with obtaining and maintaining patents and other intellectual property;
- amortization and depreciation of intangible and tangible assets used to discover and develop the Group's clinical compounds and pipeline candidates; and
- other expenses directly attributable to the development of the Group's product candidates and preclinical pipeline.

Research and development costs are expensed as incurred. Development expenditures on an individual project are recognized as an intangible asset when the Group can demonstrate:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- its intention to complete and its ability to use or sell the asset;
- how the asset will generate future economic benefits;
- the availability of resources to complete the asset; and
- the ability to measure reliably the expenditure during development.

Management considers that due to regulatory and other uncertainties inherent in the development of pharmaceutical products, the development expenses incurred for its product candidates do not meet all of the criteria for capitalization as required in IAS 38 (Intangible Assets). Accordingly, the Group has not capitalized any development costs.



The Group's management considers that due to regulatory and other uncertainties inherent in the development of pharmaceutical products, the development expenses incurred for its product candidates do not meet all of the criteria for capitalization as required in IAS 38 (Intangible Assets). Accordingly, the Group has not capitalized any development costs in its consolidated financial statements.

Research and development activities are the primary focus of the Group's business. Product candidates in later stages of clinical development generally have higher development costs than those in earlier stages of clinical development, primarily due to the increased size and duration of later-stage clinical trials. In general, the Group expects that its research and development expenses will increase in absolute terms in future periods as the Group continues to invest in research and development activities related to developing its pipeline product candidates, and as programs advance into later stages of development and the Group enters into larger clinical trials. The process of conducting the necessary clinical research to obtain regulatory approval is costly and time-consuming and the successful development of the Group's product candidates is highly uncertain.

#### ***General and administrative expenses***

General and administrative expenses consist principally of salaries and related costs for personnel in executive and finance functions, such as salaries, social security contribution, benefits, and share-based compensation. Other general and administrative expenses include legal and consulting expenses related to the preparation of financing transactions, facility costs not otherwise included in research and development expenses, professional fees for legal services, patent portfolio maintenance, consulting, cost associated with maintaining compliance with listing rules and compliance requirements as a result of being a publicly traded company, auditing and accounting services, remuneration for the supervisory board, restructuring costs, benefits settled in cash and equity and travel expenses.

#### ***Foreign exchange losses***

Foreign exchange losses comprise unrealized and realized foreign exchange losses incurred by purchases of research and development materials and clinical trial services denominated in a currency other than euro.

#### ***Finance income***

Finance income is comprised of effects from the derecognition of financial liabilities and interest income from interest bearing bank and rental deposits.

#### ***Finance cost***

Finance cost consists of effects from the recognition of financial liabilities and equity resulting from the debt-for-equity conversion agreements with lenders of the Group and interest expense on financial liabilities and accrued expenses.

**Consolidated Statements of Comprehensive Loss**

The following table provides an overview of the Group's results of operations for the periods presented:

	<b>For the fiscal year ended 31 December</b>	
	<b>2016</b>	<b>2015</b>
	<b>(in € thousands, unless otherwise indicated)</b>	
	<b>(audited)</b>	
Revenues .....	83	43
Other operating income .....	437	74
Research and development expenses .....	(5,327)	(7,587)
General and administrative expenses .....	(3,780)	(7,319)
Foreign exchange losses .....	(12)	(41)
<b>Loss from operations .....</b>	<b>(8,599)</b>	<b>(14,830)</b>
Finance income .....	1	0
Finance cost .....	(2,127)	(1,294)
<b>Loss before income tax .....</b>	<b>(10,725)</b>	<b>(16,124)</b>
Income tax .....	(27)	22
<b>Net loss .....</b>	<b>(10,752)</b>	<b>(16,102)</b>
<b>Net loss – attributable to:</b> .....		
<b>Owners of the Company</b> .....	<b>(10,747)</b>	<b>(16,102)</b>
<b>Non-controlling interest</b> .....	<b>(5)</b>	<b>-</b>
<b>Loss per share (in €) (basic and diluted) .....</b>	<b>(6.71)</b>	<b>(14.77)</b>

**Comparison of the Fiscal Years Ended 31 December 2016 and 2015***Revenues*

Revenues increased 93% from €43 thousand in the Fiscal Year 2015 to €83 thousand in the Fiscal Year 2016. This increase resulted from higher sales of oligonucleotides to the Group's scientific collaborators.

*Other operating income*

Other operating income increased 491% from €74 thousand in the Fiscal Year 2015 to €437 thousand in the Fiscal Year 2016. This increase was mainly due to income from government grants related to research and development projects of €385 thousand compared to nil in Fiscal Year 2015 and income from the sale of financial assets and property, plant and equipment of €20 thousand compared to nil in Fiscal Year 2015.

*Research and development expenses*

Research and development expenses decreased 30% from €7,587 thousand in the Fiscal Year 2015 to €5,327 thousand in the Fiscal Year 2016. This decrease is primarily due to the Group's decision to focus all of its business activities on the NOX-A12 clinical program. As a result of this decision and the reduction in headcount executed in July 2015 personnel expenses decreased by €1,027 thousand.

The following table sets forth the Group's research and development expenses by projects for the periods indicated:

	<b>For the fiscal year ended 31 December</b>	
	<b>2016</b>	<b>2015</b>
	<b>(in € thousands) (unaudited)</b>	
NOX-A12.....	3,476	2,781
NOX-E36.....	202	921
Pipeline and platform .....	1,649	3,884
<b>Total research and development expenses .....</b>	<b>5,327</b>	<b>7,587</b>

*General and administrative expenses*

General and administrative expenses decreased from €7,319 thousand in the Fiscal Year 2015 to €3,780 thousand in the Fiscal Year 2016. This decrease in general and administrative expenses is mainly driven by lower legal and consulting expenses (€2,142 thousand) compared to the Fiscal Year 2015 (€4,158 thousand) related to the preparation of financing transactions in Fiscal Year 2015. Further, in July 2015 the Group's management decided to focus the Group's business activities on the NOX-A12 clinical program. As a result of this restructuring and the related reduction in headcount executed in July 2015, the Company incurred lower regular personnel expenses of €685 thousand compared to €1,151 thousand in Fiscal Year 2015. Further, restructuring costs and settlement benefits in Fiscal Year 2016 amounted to only €55 thousand compared to €1,031 thousand in Fiscal Year 2015.

*Foreign exchange losses*

Foreign exchange losses decreased from €41 thousand in the Fiscal Year 2015 to €12 thousand in the Fiscal Year 2016 due to a lower volume of purchases denominated in currencies other than euro in the Fiscal Year 2016.

*Finance income*

Finance income increased from €0 thousand in the Fiscal Year 2015 to €1 thousand in the Fiscal Year 2016. This increase was due to the Group placing available liquidity funds in short term deposits.

*Finance cost*

Finance cost increased by 64.37% from €1,294 thousand in the Fiscal Year 2015 to €2,127 thousand in the Fiscal Year 2016. This increase is due to the interest incurred, applying the effective interest rate method, the modifications of and a debt-for-equity conversion on two venture loans with lender entered into on 10 March 2014 and 20 March 2015 as the Group entered into a series of subsequent agreements related to its loan facilities and share purchase warrants some of which involved a substantial modification of the then outstanding financial liabilities, i.e. to the derecognition of the related liability and the recognition of the modified liability at its fair value with a related gain or loss being recognized in the income statement, and some did not in 2016.

*Loss before income tax*

As a result of the above factors, the Group's loss before income tax decreased by 33% from €16,124 thousand in the Fiscal Year 2015 to €10,725 thousand in the Fiscal Year 2016.

*Income Tax*

Income tax changed from an income of €22 thousand in the Fiscal Year 2015 to an expense of €27 thousand in the Fiscal Year 2016. This change resulted mainly from the reversal of temporary differences and the resulting decrease of deferred tax assets.

***Consolidated Statements of Financial Position***

The following table provides an overview of the Group's financial position as of the dates presented:

	As of 31 December	
	2016	2015
	(in € thousands) (audited)	
<b>ASSETS</b>		
Intangible assets .....	14	47
Equipment.....	67	603
Deferred tax assets.....	1	27
<b>Total non-current assets .....</b>	<b>82</b>	<b>677</b>
Inventories .....	0	13
Income tax receivable .....	0	1
Trade accounts receivable.....	0	3
Other assets.....	413	1,095
Financial assets .....	159	159
Cash and cash equivalents	2,214	4,093
Assets held for sale.....	1	0
<b>Total current assets .....</b>	<b>2,787</b>	<b>5,364</b>
<b>Total assets .....</b>	<b>2,869</b>	<b>6,041</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Subscribed capital.....	2,051	493
Additional paid-in capital .....	124,666	111,138
Accumulated deficit.....	(129,135)	(118,388)
Treasury shares .....	(62)	(275)
<b>Equity attributable to owners of the Company</b>	<b>(2,480)</b>	<b>(7,032)</b>
Non-controlling interest	(2)	0
<b>Total equity</b>	<b>(2,482)</b>	<b>(7,032)</b>
<b>Liabilities</b>		
Government grants .....	0	1
Financial liabilities .....	0	6,289
<b>Total non-current liabilities .....</b>	<b>0</b>	<b>6,290</b>
Government grants .....	0	3
Financial liabilities .....	2,941	2,591
Income tax payable.....	0	0
Trade accounts payable.....	1,422	3,174
Other liabilities .....	988	1,015
<b>Total current liabilities.....</b>	<b>5,351</b>	<b>6,783</b>
<b>Total equity and liabilities .....</b>	<b>2,869</b>	<b>6,041</b>

### **Assets**

The Group's total non-current assets include intangible assets, laboratory and office equipment and deferred tax assets. The decrease in total non-current assets from 31 December 2015 to 31 December 2016 was the result of disposals of intangible assets and equipment and scheduled amortization and depreciation exceeding additions to intangible assets and equipment contributed to the decrease. As a result, total non-current assets decreased from €677 thousand as of 31 December 2015 to €82 thousand as of 31 December 2016.

The Group's total current assets consist of its cash and cash equivalents, other assets and financial assets. Cash and cash equivalents include cash balances and call deposits with original maturities of three months or less, net of outstanding bank overdrafts. As of 31 December 2016, the Group's cash and cash equivalents amounted to €2,214 thousand. Financial assets consist of the invested interest bearing rental deposits related to the Group's operating lease agreements. Other assets correspond to (i) prepaid expenses consisting of prepaid annual fees for license, insurance and service contracts, which are deferred over the term of the respective agreements and (ii) the Group's claims against local tax authorities for value added tax on supplies and services received. The movements in total current assets from 31 December 2015 to 31 December 2016 primarily relate to a decrease in cash and cash equivalents by €1,879 thousand as a result of continued research and development activities exceeding financing activities and a decrease of other assets by €682 thousand mainly in relation to expensing costs deferred as of 31 December 2015 for an anticipated equity transaction.

### **Equity**

The Group's total equity includes its subscribed capital, additional paid-in capital, accumulated deficit and treasury shares. The change in equity from 31 December 2015 to 31 December 2016 was due to the effects of the Corporate Reorganization and the Private Placement. Prior to the Corporate Reorganization subscribed capital had increased by €32 thousand to €525 thousand as a result of capital increases against cash payments. At the initial step of the Corporate Reorganization, substantially all of the shareholders of NOXXON Pharma AG subscribed for 1,504,452 ordinary shares in NOXXON Pharma N.V., the Company, and agreed to transfer their common and preferred shares in NOXXON Pharma AG to the Company in consideration therefore. This exchange of 523,733 common and preferred shares of NOXXON Pharma AG for 1,504,452 ordinary shares of the Company on a 2-for-one and 4-for-one basis, respectively, is retrospectively accounted for as a stock split. As a result NOXXON Pharma AG became a nearly wholly-owned subsidiary of NOXXON Pharma N.V., that now holds approximately 99.8% of the shares of NOXXON Pharma AG. Furthermore 45,000 shares have been repurchased by NOXXON Pharma N.V. to eliminate intra-group cross shareholdings. The total impact of the Corporate Reorganization on equity attributable to owners of the Company is nil.

In addition, in the Private Placement, the Company issued an aggregate of 132,079 ordinary shares at a price of €21.34 against contribution in cash and an aggregate of 369,566 ordinary shares at a price of €21.34 per share against the contribution of a partial amount of the outstanding venture loans and certain receivables by two creditors. In the

Private Placement, additional subscribed capital of €501 thousand and additional paid-in capital of €10,204 thousand were recognized less issuance costs of €52 thousand. The total equity as of 31 December 2016 amounted to a negative equity of €2,482 thousand and consisted of subscribed capital of €2,051 thousand, additional paid-in capital of €124,666 thousand, an accumulated deficit of €129,135 thousand, treasury shares amounting to €62 thousand and non controlling interest of €(2) thousand. The Group's own equity instruments which are reacquired (treasury shares) are recognized at cost and deducted from equity. The increase in total equity is a result of the Corporate Reorganization and the Private Placement.

### ***Liabilities***

Non-current financial liabilities decreased from €6,289 thousand as of 31 December 2015 to nil as of 31 December 2016 and current financial liabilities increased from €2,591 thousand as of 31 December 2015 to €2,941 thousand as of 31 December 2016 as a result of modifications to the terms and a debt-for-equity conversion on two venture loans as described in the section Finance cost. The amount of €2,941 thousand comprises the carrying amount of the remaining venture loan of €2,522 thousand, accounted for applying the effective interest rate method and a derivative financial liability of €419 thousand being an obligation reflecting the interconnection to the fair value of the ordinary shares of the Company in an anticipated debt-for-equity conversion of the remaining venture loan.

Total non-current and current government grants decreased from €4 thousand as of 31 December 2015 to nil as of 31 December 2016 as a result of the release of received government grants related to assets to profit or loss corresponding to the depreciation of the subsidised assets. Trade accounts payable decreased from €3,174 thousand as of 31 December 2015 to €1,422 thousand as of 31 December 2016 due to decreased legal and consulting expenses of external advisors related to the preparation of financing transactions and a focus on fewer clinical programs. The decrease of other liabilities from €1,015 thousand as of 31 December 2015 by €27 thousand to €988 thousand as of 31 December 2016 results primarily from lower restructuring expenses related to termination benefits, grants and accrued settlement benefits.

### ***Events After the Consolidated Statement of Financial Position Date as of 31 December 2016 and Company Financial Statements as of 31 December 2016***

For Events After the Consolidated Statement of Financial Position Date as of 31 December 2016 we refer to Note 23 of the consolidated financial statements of NOXXON Pharma N.V. and Note 16 of the Company financial statements of NOXXON Pharma N.V.

## Liquidity and Capital Resources

### Overview

The Group's liquidity requirements primarily relate to the funding of research and development expenses, general and administrative expenses, capital expenditures and working capital requirement. Since the Group's inception and through 31 December 2016, the Group has raised a total of €175.7 million from the issuance of common shares and preferred shares (including the conversion of all convertible bonds issued up to 31 December 2016), ordinary shares and €13.8 million from government grants. In addition, the lender provided €2.6 million in funding pursuant to the modification and partial debt-for-equity conversion of the venture loans in September 2016.

Following the subsequent equity funding and issuance of convertible debentures, the Group's principal sources of funds are expected to be cash and cash equivalents from financing activities. The Group's primary uses of cash have been to fund research and development and working capital requirements.

### Cash flows

The following table provides an overview of the Group's cash flows for the periods presented:

	<b>For the fiscal year ended 31 December</b>	
	<b>2016</b>	<b>2015</b>
	<b>(in € thousands) (audited)</b>	
Net cash used in operating activities .....	(8,991)	(13,482)
Net cash used in investing activities .....	4	(8)
Net cash provided by financing activities .....	7,108	16,056
<b>Net change in cash and cash equivalents .....</b>	<b>(1,879)</b>	<b>2,566</b>
<b>Cash at the beginning of the fiscal year .....</b>	<b>4,093</b>	<b>1,527</b>
<b>Cash at the end of the fiscal year .....</b>	<b>2,214</b>	<b>4,093</b>

### Net cash used in operating activities

Net cash used in operating activities reflects the Group's results for the period adjusted for, among other things, depreciation and amortization expense, finance cost, employee stock based compensation and changes in operating assets and liabilities.

Net cash used in operating activities was mainly derived from the net losses generated in the respective periods, which in turn is mainly driven by the research and development as well as the general and administrative expenses incurred. Research and development expenses vary over time dependent on the development stage of each clinical program and the activities related to those clinical programs.

The decrease in net cash used in operating activities from €13,482 thousand in the Fiscal Year 2015 to €8,991 thousand in the Fiscal Year 2016 was mainly a result of the



decreased net loss due to decreased research and development expenses focusing on the core compound NOX-A12 and decreased general and administrative expenses incurred. This decrease of cash used resulting from the lower net loss was partly offset by a decrease of trade accounts payable and other liabilities.

**Net cash used in investing activities**

Net cash used in investing activities reflects, among other things, cash paid for the purchase of and proceeds from the disposal of intangible assets and equipment, cash paid and received from investments in current financial assets and interest received.

The decrease in net cash used in investing activities from €8 thousand in the Fiscal Year 2015 to net cash provided by investing activities of €4 thousand in the Fiscal Year 2016 is due to proceeds from the sale of equipment of €25 thousand despite purchases of equipment by €21 thousand.

**Net cash provided by financing activities**

Net cash provided by financing activities reflects proceeds from the issuance of shares and convertible bonds, proceeds from borrowings and the repayment of borrowings as well as the respective related transaction costs and interest payments.

The decrease in net cash provided by financing activities from €16,056 thousand in the Fiscal Year 2015 to €7,108 thousand in the Fiscal Year 2016 was mainly due to lower proceeds from the issuance of series B preferred shares up to the Corporate Reorganization and the subsequent issuance of ordinary shares of the Company in the amount of €7,538 thousand compared to €9,328 thousand in the Fiscal Year 2015 and a decrease in proceeds from the issuance of convertible bonds from €5,701 thousand in the Fiscal Year 2015 to nil in the Fiscal Year 2016. Further, proceeds from borrowings decreased from €3,000 thousand in Fiscal Year 2015 to nil in Fiscal Year 2016.

**Capital expenditures**

The following table sets forth the Group's capital expenditures for the periods presented:

	For the fiscal year ended December 31,	
	2016	2015
	(in € thousands) (audited, unless otherwise indicated)	
Purchase of equipment.....	(21)	(8)
Cash received from investment grants .....	25	0
<b>Net capital expenditures (unaudited).....</b>	<b>4</b>	<b>(8)</b>

The principal capital expenditures in the relevant period were primarily related to, and future capital expenditures are expected to primarily relate to, investments for laboratory equipment, office equipment and information technology.

### ***Commitments and Contingencies***

For Commitments and Contingencies we refer to Note 20 of the consolidated financial statements of NOXXON Pharma N.V.

## **Significant risks and uncertainties**

### ***Risk Management***

The Group's business is exposed to specific industry risks, as well as general business risks. The financial condition or results of operations could be materially and adversely affected if any of these risks occurs, and as a result, the market price of our common shares could decline. This Annual Report also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially and adversely from those anticipated in these forward-looking statements as a result of certain factors.

The risks and unpredictability of research and development are an intrinsic aspect of the biopharmaceutical business. These risks cannot be avoided without compromising the innovative strength and the development opportunities of the Group and its programs. Therefore, the Group – as a clinical-stage biopharmaceutical company - has to accept these risks related to the pharmaceutical business and its novel substance class Spiegelmers® in order to secure the entrepreneurial chances of the Group. As these risks and uncertainties are outside of the control of the Group, the options to mitigate or to implement risk avoiding mechanisms are limited. NOXXON acts with the full awareness that it can justify and manage these risks and – where possible and meaningful – protect itself against them, reducing the risk appetite. Only in this way is it possible to achieve the Group's objectives.

Listed below are the risks perceived by management to be the most significant. The risks faced by the Group during 2016 are not limited to this list.

### ***Risks Relating to the Group's Business and Industry***

The Group heavily depends on the future success of its clinical stage lead product candidate, NOX-A12, on whose development the Group is currently focusing, as well as NOX-E36. Any failure to successfully develop, obtain regulatory approval for or commercialize the Group's product candidates, independently or in cooperation with a third-party collaborator, or any significant delays in doing so, would compromise the Group's ability to generate revenues and become profitable.

Fully exploiting the potential of some of the Group's product candidates will require partnerships or collaborations, including with other pharmaceutical or biotechnology companies, and if the Group is unable to enter into or realize such partnerships or collaborations, this would compromise its ability to advance its programs.

The potential of the Group's product candidates may be compromised because its product candidates incorporate a mirror-image oligonucleotide connected site-specifically to polyethylene glycol ("**PEG**"). There have been some therapeutic agents

developed by other companies containing PEG that have experienced safety issues and the Group's product candidates may experience similar or other safety issues, as a result of which the potential of the Spiegelmer technology platform may be compromised.

It may be difficult to identify and enroll patients in clinical trials, and patients could discontinue their participation in clinical trials, which could delay or otherwise adversely affect clinical trials of the Group's product candidates.

Success in early clinical trials may not be indicative of results obtained in later trials.

In addition to the level of commercial success of current product candidates, if approved, future prospects are also dependent on the Group's ability to successfully develop a pipeline of additional product candidates. The Group may not have sufficient financing to develop additional Spiegelmers, and even if it does, it may not be successful in its efforts to use its technology platform to identify or discover additional product candidates and may choose or be forced to abandon its development efforts for a program or programs.

### ***Risks Relating to Commercialization of Product Candidates***

Even if the Group eventually gains approval for any of its product candidates, it may be unable to commercialize them. In addition, engaging in international business involves a number of difficulties and risks.

The Group faces intense competition and rapid technological change. The Group's competitors may develop therapies that are more advanced or effective, which could impair the Group's ability to successfully develop or commercialize its product candidates.

If the Group fails to maintain orphan drug status for its lead product candidate NOX-A12 for the treatment of glioblastoma, to obtain orphan drug status for NOX-A12 for the treatment of other cancers or to obtain and maintain orphan drug status for any of its other product candidates for which it may apply for an orphan drug status, the Group would likely have limited or shortened protection or market exclusivity for NOX-A12 or any of its product candidates.

The commercial success of any current or future product candidate, if approved, will depend upon the degree of market acceptance by physicians. The Group may suffer from physician prescription of its products for off-label uses to the extent such off-label uses become pervasive and produce results such as reduced efficacy or other adverse effects.

The insurance coverage, pricing and reimbursement status of newly approved products is uncertain. Failure to obtain or maintain adequate coverage, pricing and reimbursement for any of the Group's product candidates that receive approval could limit its ability to market those products and compromise the ability to generate revenues.

### ***Risks Relating to the Regulatory Environment***

Nearly all aspects of the Group's activities are subject to substantial regulation. No assurance can be given that any of the Group's product candidates will fulfil regulatory compliance. Failure to comply with such regulations could result in delays, suspension, refusals and withdrawal of approvals as well as fines.

The Group's product candidates are based on novel technology, which makes it difficult to predict the time and cost of product candidate development and potential regulatory approvals. Any delay or failure to obtain the regulatory approvals necessary to bring the Group's product candidates to market could impair the ability to generate product revenues and to become profitable.

The Group may encounter substantial delays in clinical trials or fail to demonstrate safety and efficacy to the satisfaction of the Food and Drug Administration ("**FDA**"), the European Medicine Agency ("**EMA**") or another government body ("**Competent Authority**"), which may impair the ability to commercialize product candidates.

The results from clinical trials may not be sufficiently robust to support the submission for marketing approval for product candidates. Before the Group submits its product candidates for marketing approval, the FDA, the EMA or another Competent Authority may require additional clinical trials, or evaluate subjects for an additional follow-up period.

Adverse events in the Group's clinical trials for any product candidate, whether as a result of the treatment with the Group's product candidates or as a result of other therapies administered in combination with the Group's product candidates, may force it to stop or delay development of that product candidate, or may prevent or delay regulatory approval of that product candidate.

Even if the necessary preclinical studies and clinical trials are completed, the Group cannot predict when or if it will obtain regulatory approval to commercialize a product candidate or the approval may be for a more narrow indication than expected.

Even if the Group obtains regulatory approval for a product candidate, the product will remain subject to ongoing regulatory obligations. The Group may be subject to significant restrictions on the indicated uses or marketing of the product candidates, which could lead to the withdrawal, restriction on use or suspension of approval, and the Group may be subject to government investigations of alleged violations which could require the Group to expend significant time and resources and could generate negative publicity.

### ***Risks Relating to the Group's Business Operations***

The Group's future success depends on the ability to retain qualified personnel, including but not limited to employees, consultants and advisors and to attract, retain and motivate qualified personnel.

The Group has been subject to restructurings and might be subject to restructurings and/or expansion of its organization in the future. The Group may experience difficulties in managing the restructuring or expansion of its organization, which could disrupt operations and could require significant additional capital.

The Group's employees, principal investigators, consultants and commercial partners may engage in misconduct or other improper activities, including non-compliance with regulatory standards and requirements, which may result in the imposition of significant fines or other sanctions and significantly impact the business.

The Group faces potential product liability, and, if successful claims are brought against the Group, it may incur substantial liability and costs. If the use of the Group's product candidates harms patients, or is perceived to harm patients even when such harm is unrelated to its product candidates, regulatory approvals could be revoked or otherwise negatively impacted and the Group could be subject to costly and damaging product liability claims.

If the Group fails to comply with environmental, health and safety laws and regulations, it could become subject to fines or penalties or incur costs that could have a material adverse effect on the success of its business.

Exchange rate fluctuations may adversely affect the Group's results of operations and financial condition.

#### ***Risks Relating to the Group's Financial Position and Capital Requirements***

The Group has incurred significant losses and anticipates that it will continue to incur significant losses for the foreseeable future.

The Group has never generated material revenues from product sales and may never be profitable.

The Group's loan agreements with the lender contain operating covenants that may restrict its business and financing activities.

The Group will need to raise additional funding in the future, which may not be available on acceptable terms, or at all, or which may restrict the Group's operations or require it to relinquish substantial rights. Failure to obtain this necessary capital when needed may force the Group to delay, limit or terminate its product development efforts or other operations and may affect the Group's ability to continue as a going concern.

#### ***Risks Relating to Reliance on Third Parties***

The Group has only limited experience in regulatory affairs and intends to rely on consultants and other third parties for regulatory matters, which may affect its ability or the time required to obtain necessary regulatory approvals.

The Group relies, and expects to continue to rely on third parties to conduct some or all aspects of its product manufacturing, protocol development, research and preclinical and clinical testing, and these third parties may not perform satisfactorily.

One of the components used in the manufacture of the Group's product candidates is currently acquired from a single-source supplier. The loss of this supplier, or its failure to

supply the Group this component, could materially and adversely affect the Group's business.

The Group relies, and expects to continue to rely on third parties to conduct, supervise and monitor its clinical trials, and if these third parties perform in an unsatisfactory manner, it may harm the Group's business.

The Group intends to rely on third-party manufacturers to produce commercial quantities of any of its product candidates that receives regulatory approval, but has not entered into binding agreements with any such manufacturers to support commercialization. Additionally, these manufacturers do not have experience producing the Group's product candidates at commercial levels and may not pass pre-approval inspections or achieve the necessary regulatory approvals or produce its product candidates at the quality, quantities, locations and timing needed to support commercialization.

The Group's collaborations with outside scientists and consultants may be subject to restriction and change.

### ***Risks Relating to the Group's Intellectual Property***

If the Group is unable to obtain and maintain sufficient patent protection for its product candidates, or if the scope of the patent protection is not sufficiently broad, the Group's competitors could develop and commercialize similar or identical products, and the Group's ability to commercialize its product candidates successfully may be adversely affected.

The Group may not be able to protect and/or enforce its intellectual property rights throughout the world.

The patent term may be inadequate to protect the Group's competitive position on its products for an adequate amount of time.

The Group may become involved in legal proceedings in relation to intellectual property rights, which may result in costly litigation and could result in the Group having to pay substantial damages or limit the Group's ability to commercialize its product candidates.

If the Group fails to comply with its obligations in the agreements under which it licenses intellectual property rights from third parties, or if the license agreements are terminated for other reasons, the Group could lose license rights that are important to its business and have to delay or cease further development of the relevant program or product or be required to spend significant time and resources to modify the program or product or develop or license replacement technology so as not to use the rights under the terminated agreement.

If the Group is not able to prevent disclosure of its trade secrets, know-how or other proprietary information, the value of its technology and product candidates could be significantly diminished. Also, the Group's reliance on third parties requires it to share trade secrets, which increases the possibility that a competitor will discover them or that its trade secrets will be misappropriated or disclosed.

The Group may be subject to claims that its employees, consultants or independent contractors have wrongfully used or disclosed confidential information of third parties or that its employees have wrongfully used or disclosed alleged trade secrets of their former employers or that its patents and other intellectual property are owned by its employees, consultants or other third parties.

Obtaining and maintaining patent protection depends on compliance with various procedural, document submission, fee payment and other requirements imposed by governmental patent agencies, and the Group's or its licensors' patent protection could be reduced or eliminated for non-compliance with these requirements.

Certain of the Group's employees and patents are subject to the German Act on Employees' Inventions, and the Group may be subject to claims under this Act.

### ***Risks Relating to Offerings and the Ordinary Shares***

The existing holders of shares in the Company hold a significant interest in and will continue to exert substantial influence over the Company. Offerings and their interests may differ from or conflict with those of other Shareholders. No assurance can be given that an active market for the Ordinary Shares will develop or, if developed, can be sustained. If an active market does not develop or is not maintained, the liquidity and trading price of the Ordinary Shares could be adversely affected.

An active trading and/or liquid market for the Ordinary Shares may not develop, be sustained or continue as envisioned.

Ordinary Shares in the Company may be subject to market price volatility and the market price of the Ordinary Shares in the Company may decline disproportionately in response to developments that are unrelated to the Company's operating performance.

The market price of the Ordinary Shares could be negatively affected by sales of substantial amounts of such shares in the public markets, including before or after the expiry of the lock-up period, or the perception that these sales could occur.

The issuance of additional Ordinary Shares may affect the market price of the Ordinary Shares and could dilute the interests of existing Shareholders and future Shareholders.

The Company may not pay dividends for the foreseeable future.

The Company has broad discretion in the use of the net proceeds from the Offering and may not use them effectively.

Investors resident in countries other than the Netherlands may suffer dilution if they are unable to exercise pre-emptive rights in future offerings.

Investors with a reference currency other than euros will become subject to foreign exchange rate risk when investing in the Ordinary Shares.

The Shareholders may be subject to double withholding taxation with respect to dividends or other distributions made by the Company.

Any sale, purchase or exchange of Ordinary Shares may become subject to the Financial Transaction Tax.

### ***Quantitative and Qualitative Disclosure About Market Risk***

As a result of its operating and financing activities, the Group is exposed to market risks that may affect its financial position and results of operations. Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will potentially cause economic losses to the Group.

Regarding Quantitative and Qualitative Disclosures about Market Risks we refer to Note 21 of the consolidated financial statements of NOXXON Pharma N.V.

### ***NOXXON Risk management system***

The risks and unpredictability of research and development are an intrinsic aspect of the pharmaceutical business which cannot be avoided without compromising the innovative strength and the development opportunities of the company. In such cases NOXXON acts with the full awareness that it can justify and manage these risks and – where possible and meaningful – protect itself against them. Only in this way is it possible to achieve the company's goals.

The monitoring and control of business risks constitutes a major part of the responsibilities of the company's senior management. NOXXON, as a company engaged in intensive research and committed to growth, takes into account existing or potential opportunities and risks in its business activities as a matter of course. The Management Board regularly goes to great lengths to develop a well-organised project and product portfolio within the *Spiegelmer* substance class in order to ensure an attractive opportunity/risk profile.

The overriding aim of risk management is to support the company's management in securing the continued existence of the company. Risk management promotes here a conscious handling of risks so that situations which threaten the existence of the company can be identified at an early stage and controlled efficiently.

NOXXON has introduced a monitoring system in order to identify, to analyse, to categorise, to document and to monitor risks to the company. The monitoring system is also intended to ensure that possible measures which serve to minimise risks are initiated and that their implementation and effectiveness are checked.

For this purpose, the Management Board of NOXXON has identified, analysed and assessed existing and potential risks and documented these results and the responsibilities that grow out of them in a risk list. NOXXON updates this list and adds to it on a regular basis. The employees of NOXXON are informed about the risk management system and are required to register new or changed potential risks in their area of activity and to make an active contribution to the further development of the risk management system.

The risk management system at NOXXON includes the following **elements**:



- **documentation** in the form of the risk list, the risk portfolio (risk map) and this risk manual;
- the **internal monitoring system** with a controlling function (planning, checking and control, as well as providing information) and an early warning system;
- the **external monitoring system** with the Supervisory Board and auditors, the “principles of proper company management” and insurances.

The risk list enables the Management Board, the Supervisory Board and auditors to gain an overview of the risk situation of the company and to identify a possible need for action at an early stage.

## **Financial and non-financial performance indicators**

The most important financial performance indicator is the cash forecast. We refer to section “liquidity risk” in Note 21 of the consolidated financial statements of NOXXON Pharma N.V.

The Group uses a number of contract research organisations to perform the clinical studies and the preclinical work as well as production of Spiegelmers and related process development. Important performance indicators in this respect are, in addition to compliance with the budget and the timetables, the quality of the work carried out as well as compliance with all applicable regulations. As a safeguard in this area, the Group carries out audits prior to the awarding of contracts as well as during the ongoing work addressing the aforementioned points and potentially deriving recommendations for action. Great emphasis continues to be placed on adherence to timetables for the work contracted and to perform clinical studies within the original timeframe. With respect hereto, the Group has alternative scenarios prepared to potentially be able to limit or compensate delays.

## **Remuneration of managing and supervisory directors**

We refer to Note 22 in the consolidated financial statements 2016 of NOXXON Pharma N.V. and the section “Remuneration” in the Supervisory Board Report in this Annual Report.

## **Research and development information**

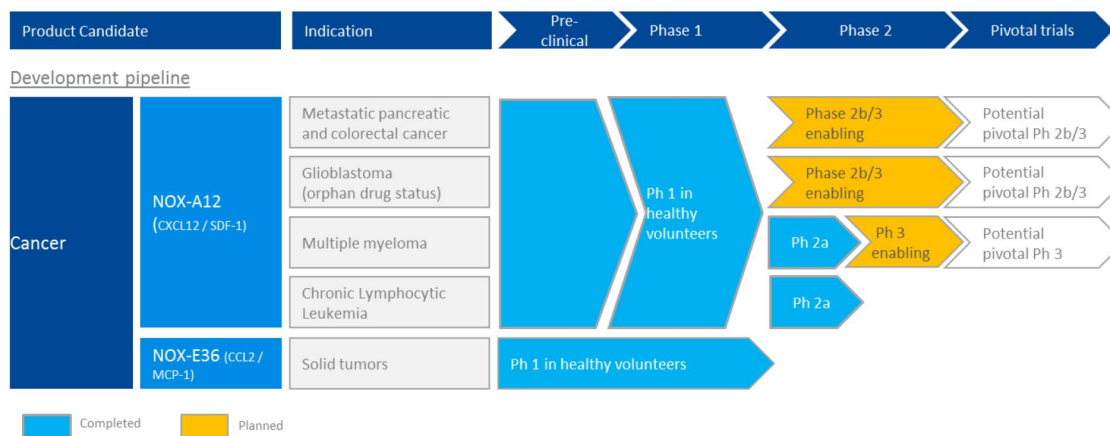
The Group’s goal is to become a leading biopharmaceutical group focused on cancer therapy by developing and commercializing its proprietary class of drugs called

Spiegelmers, which are a chemically synthesized, immunologically passive alternative to antibodies. Accordingly, the Group's key strategies and goals are to:

- Make its lead product candidate NOX-A12 a combination partner for a wide range of cancer treatments by leveraging the NOX-A12 mechanism of action on the TME in combination with existing therapy classes, including immune checkpoint inhibitors.
- Continue to leverage the Group's other potential product candidate at the cutting edge of cancer treatment.
- Partner its product candidates.
- Develop its lead product candidate and find suitable routes to commercialization.

In 2015, the Group shifted its focus to oncology for scientific and commercial reasons. The Group's accumulated scientific and medical experience has identified chemokine targets as a strong fit for the Spiegelmer technology. In parallel, it has become more and more clear to the scientific community that chemokines are important, largely unaddressed targets for TME-directed cancer therapy and that neutralizing them could significantly improve efficacy of a broad range of therapies in many cancer types (*Source: Joyce & Fearon, 2015*). The Group believes that this creates a situation of tremendous opportunity to develop a series of successful new products for cancer treatment. In December 2016, the Group signed a collaboration agreement with Merck to study the combination of the Group's lead product candidate, NOX-A12, with Merck's immune-oncology checkpoint inhibitor antibody Keytruda®/ pembrolizumab in patients with metastatic solid tumors that do not usually respond to checkpoint inhibitor monotherapy.

All of the Group's proprietary product candidates were identified and synthesized through its drug discovery platform. The Group's oncology-focused product pipeline consists of two clinical-stage candidates. The primary product candidates that the Group intends to progress, alone or through potential partnerships, include NOX-A12 in various cancer indications and its preclinical cancer product candidates and NOX-E36 in solid tumors or diabetic nephropathy. The Group's pipeline of product candidates is summarized in the figure below:



Source: Group. Conduct of all planned trials is subject to sufficient funding and priority of trials subject strategic assessment. The Group may decide not to conduct certain of these trials and/or replace them with other trials for strategic and/or commercial reasons. \*NOX-A12 has also been evaluated in a Phase 2a study in a second hematological cancer, chronic lymphocytic leukemia.

## Information concerning application of code of conduct

The Group will adopt a code of conduct applicable to all of its employees, officers and directors.

## Corporate Governance Report

### I. General

NOXXON Pharma N.V. (the Company) is a Dutch public limited liability company (naamloze vennootschap) and has its corporate seat in Amsterdam, the Netherlands. The Company was formed on 16 January 2015 for the purpose of a corporate reorganization of NOXXON Pharma AG in preparation for an anticipated capital market transaction. Upon the formation of NOXXON Pharma N.V., NOXXON Pharma AG became the sole shareholder of NOXXON Pharma N.V. On 23 September 2016, substantially all of the shares in NOXXON Pharma AG were exchanged for newly issued ordinary shares (i.e. most of the then existing shareholders of NOXXON Pharma AG exchanged their shares in NOXXON Pharma AG for shares in NOXXON Pharma N.V.), with NOXXON Pharma AG becoming an almost wholly-owned subsidiary of the NOXXON Pharma N.V. The Company's business address is in Berlin, Germany. Effective 30 September 2016, NOXXON Pharma N.V. listed all of its ordinary shares under the symbol "ALNOX" with ISIN NL0012044762 on the Alternext stock exchange.

The Company applies a two-tier board structure comprising of the Management Board (bestuur) and the Supervisory Board (raad van commissarissen). Under Dutch law, the Management Board is collectively responsible for the Company's general affairs and is in charge of the day-to-day management, formulating strategies and policies, and setting and achieving the Company's objectives. The Supervisory Board supervises the Management Board and the general affairs in the Company and the business connected with it and provides the Management Board with advice.

Each member of the Management Board and the Supervisory Board has a duty to properly perform the duties assigned to him or her and to act in the corporate interest of the Company and its business. Under Dutch law, the corporate interest extends to the interests of all corporate stakeholders, such as shareholders, creditors, employees, customers, patient populations and suppliers.

### II. Management Board

#### ***Powers, Responsibilities and Functioning of the Management Board***

The Management Board is the executive body of the Company, collectively responsible for the day-to-day management, the Company's general affairs and the Company's representation.

The Management Board shall supply the Supervisory Board in due time with all information required for the performance of the duties the Supervisory Board. The Management Board is required to notify the Supervisory Board in writing of the main features of the Company's strategic policy, general and financial risks and management and control systems, at least once per year. The Management Board must submit certain important decisions to the Supervisory Board and/or the General Meeting for approval.

**Composition of the Management Board**

As of balance sheet date, the Management Board is comprised of the following two Management Board Directors, each with a term that will end at the General Meeting held in the year which is two years after the Listing.

<b>Name</b>	<b>Age</b>	<b>Nationality</b>	<b>Position</b>	<b>Member Since</b>	<b>Term</b>
Aram Mangasarian, Ph.D.....	47	US	Chief Executive Officer	1 July 2015	2 years
Dr. Matthias Baumann .....	58	German	Chief Medical Officer	2016	2 years *

\* resigned per 30 April 2017

The following is a brief summary of the business experience of the members of the Management Board.

**Aram Mangasarian**

Aram Mangasarian, Ph.D. is the Chief Executive Officer and joined NOXXON in May 2010 as Chief Business Officer of NOXXON. Aram brings over fifteen years' experience in biotechnology and pharmaceutical business development to NOXXON. Prior to joining NOXXON, Aram served as Vice-President Business Development for Novoxel from October 2005 to March 2010. In this capacity he concluded the licensing agreement for North American rights to the NXL104 beta-lactamase inhibitor, now known as avibactam, with Forest Laboratories (NYSE:FRX) in January 2008. Aram Mangasarian, Ph.D. was a member of the team that negotiated the acquisition of Novoxel by AstraZeneca (NYSE:AZN) in March 2010. From May 2000 to October 2005, Aram served in a variety of roles at ExonHit Therapeutics (now Diaxonhit, Euronext: ALEHT), eventually heading the business development function as Vice-President. He concluded a number of important agreements for ExonHit, in particular the strategic alliance with Allergan.

**Matthias Baumann**

Dr. Baumann joined NOXXON in February 2011 as Chief Medical Officer. From 2002 to 2010 he served as chief scientific officer and managing director of FOCUS Clinical Drug Development GmbH, Neuss/Düsseldorf, Germany, a CRO specialized in early clinical studies and exploratory development. In this role he was responsible for the design and execution of integrated programs progressing development compounds from the preclinical candidate stage to clinical proof of concept. Before joining FOCUS, Dr. Baumann was with Hoffmann-La Roche Ltd., Basel, Switzerland, from 1998 to 2002. As the medical officer of the Integrated Health Care Solutions group, he was instrumental in the planning and conduct of clinical studies for the qualification of biomarkers and companion diagnostics in various therapeutic areas, including cardiovascular, metabolism and oncology. Dr. Baumann started his career in the pharmaceutical industry in 1990 at Boehringer Mannheim GmbH, Mannheim, Germany. Initially he served as a preclinical project manager and pharmacologist for development programs in the field of hematopoietic growth factors and cytokines. From 1993 to 1998 he worked as program manager and department head of the clinical R&D group of Boehringer, dealing with

NCEs in osteoporosis and cardiovascular indications and with recombinant growth factors, monoclonal antibodies, gene therapy approaches and medical devices in oncology, infectious diseases and cystic fibrosis. According to a corresponding settlement agreement, Dr. Baumann left the Group on 30 April 2017.

Dr. Jarl Ulf Jungnelius has taken on the duties of Chief Medical Officer but works with the Group on a consulting basis.

Jarl Ulf Jungnelius, M.D., Ph.D. will take over the role of Chief Medical Officer on a consultancy basis. Dr. Jungnelius worked at Celgene from 2007 to 2014 where he served as Vice President of Clinical Research and Development, Solid Tumors. Prior to that post Dr. Jungnelius held leadership positions at Takeda, Pfizer and Eli Lilly & Company, where he was responsible for clinical development of oncology programs as well as involved in business development. Dr. Jungnelius held important responsibilities in the clinical development of several successful oncology drugs, including Abraxane®, Gemzar®, Alimta® and Revlimid®. He is an oncologist with more than 25 years of clinical and research experience at both large pharmaceutical companies and academic organizations. Dr. Jungnelius is currently Chief Medical Officer at VAXIMM, Supervisory Board director of Isofol Medical AB, Biovica International AB and Monocl AB and has been a director at Oncopeptides AB since April 2011. He received both a Bachelor of Science degree and his M.D. from the Karolinska Institute in Stockholm Sweden.

#### ***Appointment, Term of Appointment and Dismissal of the Management Board***

The Articles provide that the Management Board shall consist of two or more members and that the Supervisory Board determines the exact number of Management Board Directors after consultation with the Management Board. As of the date of this Annual Report, the Management Board consists of two Management Board Directors. However, Dr. Matthias Baumann will leave the Company with effect of 30 April 2017. Dr. Jarl Ulf Jungnelius will be acting as a consultant by assisting with the duties that a Chief Medical Officer would perform.

The Articles provide that the Management Board Directors are appointed by the General Meeting upon a binding nomination by the Supervisory Board. The General Meeting may at all times deprive such nomination of its binding character by a resolution passed by at least two-thirds of the votes cast representing more than one-half of the Company's issued capital, following which the Supervisory Board shall draw up a new binding nomination.

The Articles provide that a nomination for appointment of a Management Board Director must state the candidate's age and the positions he or she holds, or has held, insofar as these are relevant for the performance of the duties of a member of the Management Board. The nomination must state the reasons for the nomination of the relevant person. The Management Board Rules provide that the Management Board Director will serve for a maximum term of two years. A Management Board Director may be reappointed for a term of not more than two years at a time.

The Supervisory Board may designate one of the Management Board Directors as Chief Executive Officer ("CEO"). In addition, the Supervisory Board may grant other titles to the other Management Board Directors.

Under the Articles, the General Meeting and the Supervisory Board may suspend Management Board Directors at any time, and the General Meeting may remove Management Board Directors at any time. A resolution of the General Meeting to remove a Management Board Director may be passed by a simple majority of the votes cast, provided that the resolution is based on a proposal by the Supervisory Board. A resolution of the General Meeting to remove a Management Board Director other than upon proposal of the Supervisory Board shall require a majority of at least two-thirds of the votes cast representing more than one-half of the Company's issued share capital. A suspension of a Management Board Director may be discontinued by the General Meeting at any time. A General Meeting must be held within three months after a suspension of a Management Board Director has taken effect, in which meeting a resolution must be adopted to either terminate or extend the suspension, provided that in the case that such suspension is not terminated, the suspension does not last longer than three months in aggregate. The suspended Management Board Director must be given the opportunity to account for his or her actions at that meeting. If neither such resolution is adopted nor the General Meeting has resolved to dismiss the Management Board Director, the suspension will cease after the period of suspension has expired.

#### ***Decision-making and approvals of the Management Board***

The Management Board adopted internal rules and regulations (the "**Management Board Rules**") that describe, *inter alia*, the procedure for holding meetings of the Management Board, for the decision-making by the Management Board, and the Management Board's operating procedures. Any change to the Management Board Rules requires the approval of the Supervisory Board.

In a meeting of the Management Board, each Management Board Director is entitled to cast one vote. A Management Board Director may grant a written proxy to another Management Board Director (if in office) to represent him at a meeting. A Management Board Director may not act as proxy for more than one Management Board Director. Pursuant to the Management Board Rules, the Management Board Directors shall endeavor to achieve that resolutions are as much as possible adopted unanimously. Where unanimity cannot be reached, all resolutions by the Management Board are adopted by the favorable vote of a majority of the Management Board Directors present or represented at the meeting unless the Management Board Rules provide otherwise. Under the Articles, in case of a tie in any vote of the Management Board, the CEO shall have the casting vote. The Management Board may also adopt resolutions outside a meeting, in writing or otherwise, provided that the proposal concerned is submitted to all Management Board Directors then in office (and in respect of whom no conflict of interest exists) and provided that none of them objects to such decision-making process. Adoption of resolutions in writing shall be effected by written statements from all relevant Management Board Directors then in office in respect of whom no conflict of interest exists.

NOXXON Pharma N.V. recognizes the benefits of diversity, including gender balance. However, NOXXON Pharma N.V. feels that gender is only one part of diversity and future members of the Board of Directors and of the Supervisory Board will continue to be selected on the basis of wide ranging (technical) experience, backgrounds, skills, knowledge and insights.

### **III. Supervisory Board**

#### ***Powers, Responsibilities and Functioning of the Supervisory Board***

The Supervisory Board is an independent corporate body responsible for supervising and advising the Management Board and overseeing the general course of affairs and strategy of the Group.

Further details in respect of the members of the Supervisory Board can be found in the section entitled "Supervisory Board" in this Annual Report.

### **IV. General Meeting**

#### ***Annual General Meeting***

An annual General Meeting must be held within six months from the end of the preceding fiscal year of the Company. The purpose of the annual General Meeting is to discuss, amongst other things, the annual report, the adoption of the annual accounts, allocation of profits (including the proposal to distribute dividends), release of the Management Board Directors from liability for their management and the Supervisory Board Directors from liability for their supervision thereon, filling of any vacancies and other proposals brought up for discussion by the Management Board and the Supervisory Board.

#### ***Extraordinary General Meetings***

Extraordinary General Meetings may be held as often as the Management Board or the Supervisory Board deems such necessary. In addition, Shareholders representing alone or in aggregate at least 10% of the issued and outstanding share capital of the Company may request that a General Meeting be convened, the request setting out in detail matters to be considered. If no General Meeting has been held within 42 days of the Shareholder(s) making such request, that/those Shareholder(s) will be authorized to request in summary proceedings a Dutch District Court to convene a General Meeting. In any event, a General Meeting will be held to discuss any requisite measures within three months of it becoming apparent to the Management Board that the shareholders' equity of the Company has decreased to an amount equal to or lower than one-half of the issued and paid-up part of the capital.

#### ***Share capital***

The Articles provide for an authorized share capital in an amount of €10,250,000 divided into Ordinary Shares, each with a nominal value of €1.

As of balance sheet date, 2,051,097 Ordinary Shares were outstanding, of which 45,770 Ordinary Shares were held by the Company as treasury shares.

#### ***Voting rights***

Each Ordinary Share confers the right on the holder to cast 1 vote at the General Meeting. Under the Articles, blank and invalid votes shall not be counted as votes cast. Further, Ordinary Shares in respect of which a blank or invalid vote has been cast and shares in respect of which the person with meeting rights who is present or represented at the meeting has abstained from voting are counted when determining the part of the issued share capital that is present or represented at a General Meeting. The chairman of the General Meeting shall determine the manner of voting and whether voting may take place by acclamation, subject to certain restrictions under the Articles. Ordinary Shares in respect of which the law determines that no votes may be cast shall be



disregarded for the purposes of determining the part of the issued share capital that is present or represented at a General Meeting. Pursuant to Dutch law, no votes may be cast at a General Meeting in respect of Ordinary Shares which are held by the Company.

Resolutions are passed by an absolute majority of the votes cast, unless Dutch law or the Articles prescribe a larger majority. Under Dutch law, no votes may be cast at a General Meeting in respect of Ordinary Shares which are held by the Company. In accordance with Dutch law, the Articles do not provide quorum requirements generally applicable to General Meetings.

#### ***Amendment of Articles of Association***

The General Meeting may only resolve to amend the Articles upon a proposal made by the Management Board, which proposal requires the prior approval of the Supervisory Board. A resolution adopted by the General Meeting to amend the Articles requires an absolute majority of the votes cast, unless less than half of the Company's issued and outstanding share capital is present or represented at the meeting, in which case a majority of at least two-thirds of the votes cast shall be required.

#### ***Issue of shares***

The General Meeting is authorized to issue Ordinary Shares or to grant rights to subscribe for Ordinary Shares and to restrict and/or exclude statutory pre-emptive rights in relation to the issuance of Ordinary Shares or the granting of rights to subscribe for Ordinary Shares. The General Meeting may designate another body of the Company, such as the Management Board, competent to issue Ordinary Shares (or grant rights to subscribe for Ordinary Shares) and to determine the issue price and other conditions of the issue for a specified period not exceeding five years (which period can be extended from time to time for further periods not exceeding five years) so long as the maximum number of Ordinary Shares which may be issued is specified. A resolution of the General Meeting to issue Ordinary Shares or to designate another body of the Company, such as the Management Board, competent to do so, can only be adopted at the proposal of the Management Board, which proposal requires the prior approval of the Supervisory Board.

The General Meeting has adopted a resolution pursuant to which the Management Board was designated as the corporate body authorized to, subject to approval of the Supervisory Board, resolve to issue Ordinary Shares, to grant rights to subscribe for Ordinary Shares and to restrict and/or exclude statutory pre-emptive rights of Shareholders in relation to the issuances of Ordinary Shares or the granting of rights to subscribe for such Ordinary Shares for a period of three years from the Listing Date.

#### ***Repurchase of own shares***

The Company cannot subscribe for Ordinary Shares in its own capital at the time Ordinary Shares are issued. Subject to the certain provisions of the Articles, the Company may acquire fully paid-up Ordinary Shares provided no consideration is given or provided, (i) its shareholders' equity less the payment required to make the acquisition, does not fall below the sum of called-up and paid-in share capital and any reserves to be maintained by Dutch law and/or the Articles, (ii) the Company and its subsidiaries would thereafter not hold Ordinary Shares or hold a pledge over Ordinary Shares with an aggregate nominal value exceeding 50% of the Company's issued share capital and (iii) the Management Board has been authorized thereto by the General Meeting. Any acquisition by the Company of Ordinary Shares that are not fully paid-up shall be null and void.

The General Meeting's authorization to the Management Board to acquire own Ordinary Shares is valid for a maximum of 18 months. As part of the authorization, the General Meeting must specify the number of Ordinary Shares that may be repurchased, the manner in which the Ordinary Shares may be acquired and the price range within which the Ordinary Shares may be acquired. A resolution of the Management Board to repurchase Ordinary Shares can only be adopted with the prior approval of the Supervisory Board. The authorization is not required for the acquisition of Ordinary Shares for employees of the Company or another member of its Group, under a scheme applicable to such employees.

Ordinary Shares held by the Company in its own share capital do not carry a right to any distribution. Furthermore, no voting rights may be exercised for any of the Ordinary Shares held by the Company or its subsidiaries unless such Ordinary Shares are subject to the right of usufruct or to a pledge in favor of a person other than the Company or its subsidiaries and the voting rights were vested in the pledgee or usufructuary before the Company or its subsidiaries acquired such Ordinary Shares. The Company or its subsidiaries may not exercise voting rights in respect of Ordinary Shares for which the Company or its subsidiaries have a right of usufruct or a pledge.

The General Meeting designated the Management Board for a period of 18 months to repurchase Ordinary Shares up to 10% of the Company's issued and outstanding share capital immediately following the Listing against a repurchase price between €1 and €50, with the prior approval of the Supervisory Board, for the purpose of supporting the secondary market through a liquidity agreement with an authorized investment services provider, complying with the charter of ethics approved by the French Financial Markets Authority (Autorité des Marchés Financiers (AMF)) and the French Association of the Financial Markets (Association française des marchés financiers (AMAFI)).

The General Meeting further designated the Management Board Directors for a period of 5 years, with the prior approval of the Supervisory Board and subject to the above legal restrictions, to repurchase any Ordinary Shares that an employee of the Group is required to, or agrees to, re-transfer to the Company pursuant to an agreement entered into under the Share Participation Model of NOXXON Pharma AG (but no more than 10% of the Company's issued and outstanding share capital immediately following the Listing). Such designation provides for a repurchase price equal to the contribution originally made for each NOXXON Pharma AG share, multiplied by the exchange ratio under the Corporate Reorganization (i.e. 1:2), for each Ordinary Share so to be repurchased.

## **V. Related Party Transactions**

The Company is not aware of any transaction with any person who could be considered to have a direct relationship with the Company in the Fiscal Years 2016 and 2015 and in 2017 to date, other than the transactions as set out below, which transactions were conducted at arm's length basis.

### ***Convertible Shareholder Bonds***

On 11 January 2013, NOXXON Pharma AG entered into an agreement (the "Bridge Financing Agreement 2013" or the "BFA 2013") with certain of its shareholders, including certain holders of more than 5% of NOXXON Pharma AG's share capital or entities affiliated with them. Under the BFA 2013, NOXXON Pharma AG could require such shareholders to purchase from NOXXON Pharma AG an aggregate principal amount of

€12.4 million in convertible bonds. Between 4 March 2013 and 30 June 2013, NOXXON Pharma AG sold an aggregate principal amount of €12.4 million in convertible bonds pursuant to the BFA 2013 to certain of its shareholders, including certain holders of more than 5% of NOXXON Pharma AG's share capital or entities affiliated with them. These bonds would have matured on 31 December 2015 and did not carry interest. In December 2014, all of the holders of the bonds issued under the BFA 2013 converted into 39,631 series B preferred shares of NOXXON Pharma AG, of which, pursuant to the Investment Agreement, 35,826 shares were then treated as series B plus preferred shares in the Corporate Reorganization.

On 8 July 2014, NOXXON Pharma AG and certain of its shareholders, including certain holders of more than 5% of NOXXON Pharma AG's share capital or entities affiliated with them, entered into an addendum agreement to the Bridge Financing Agreement 2013 (the "Bridge Financing Agreement 2014/I" or the "BFA 2014/I"), pursuant to which NOXXON Pharma AG could require one of the smaller shareholders to purchase from NOXXON Pharma AG an aggregate principal amount of up to €761 thousand in convertible bonds. On 3 September 2014, NOXXON Pharma AG sold an aggregate principal amount of €536 thousand in convertible bonds pursuant to the BFA 2014/I to that investor. These bonds also would have matured on 31 December 2015 and did not carry interest. In December 2014, such bonds issued under the BFA 2014/I were converted into series B preferred shares of NOXXON Pharma AG. On 14 April 2015, NOXXON Pharma AG sold an additional aggregate principal amount of €223 thousand in convertible bonds pursuant to the BFA 2014/I, as amended by the BFA 2014/II (as defined below), to that same investor. These bonds would have matured on 31 December 2015 and did not carry interest. On 5 October 2015, these bonds were converted into series B preferred shares of NOXXON Pharma AG. As a result of the Investment Agreement, 2,433 of these shares were then treated as series B plus preferred shares in the Corporate Reorganization.

On 26 November 2014, NOXXON Pharma AG entered into a further bridge financing agreement (the "Bridge Financing Agreement 2014/II" or the "BFA 2014/II"), pursuant to which NOXXON Pharma AG could require certain of its shareholders, including certain holders of more than 5% of NOXXON Pharma AG's share capital or entities affiliated with them, to purchase from NOXXON Pharma AG an aggregate principal amount of up to €6.0 million in convertible bonds. Between 25 November 2014 and 4 December 2014, NOXXON Pharma AG sold an aggregate principal amount of €2.5 million in convertible bonds pursuant to the BFA 2014/II to certain of its shareholders, including certain holders of more than 5% of NOXXON Pharma AG's share capital or entities affiliated with them. These bonds would have matured on 31 December 2015 and did not carry interest. In December 2014, all of the bonds which by that time had been issued under the BFA 2014/II converted into 8,001 series B preferred shares of NOXXON Pharma AG. As a result of the Investment Agreement, 7,326 shares were then treated as series B plus preferred shares in the Corporate Reorganization.

Between 21 and 30 January 2015, NOXXON Pharma AG sold a further aggregate principal amount of €1.25 million in convertible bonds pursuant to the BFA 2014/II to certain of its shareholders, including certain holders of more than 5% of NOXXON Pharma AG's share capital or entities affiliated with them. Between 19 February and 2 March 2015, NOXXON Pharma AG sold even a further aggregate principal amount of €2.24 million in convertible bonds pursuant to the BFA 2014/II to certain of its shareholders, including certain holders of more than 5% of NOXXON Pharma AG's share capital or entities affiliated with them. These bonds would have also matured on 31

December 2015 and did not carry interest. On 5 October 2015, all of the bonds referred to in this paragraph were converted into 11,174 series B preferred shares of NOXXON Pharma AG (which were then all treated as series B plus preferred shares in the Corporate Reorganization).

On 2 June 2015, NOXXON Pharma AG entered into an addendum agreement to the Bridge Financing Agreement (the "Addendum to Bridge Financing Agreement 2014/II" or the "Addendum to BFA 2014/II"), pursuant to which NOXXON Pharma AG could require certain of its shareholders, including certain holders of more than 5% of NOXXON Pharma AG's share capital or entities affiliated with them, to purchase from NOXXON Pharma AG an aggregate principal amount of up to €2.0 million in convertible bonds. Between 2 June 2015 and 8 June 2015, NOXXON Pharma AG sold an aggregate principal amount of €1.99 million in convertible bonds pursuant to the Addendum to BFA 2014/II to certain of its shareholders, including certain holders of more than 5% of NOXXON Pharma AG's share capital or entities affiliated with them. These bonds would have matured on 31 December 2015 and did not carry interest. On 5 October 2015, all of the bonds referred to in this paragraph were converted into 6,389 series B preferred shares of NOXXON Pharma AG (all of which were then treated as series B plus preferred shares in the Corporate Reorganization).

In the Investment Agreement described below and certain agreements ancillary thereto, it was agreed that, in the case of those parties who participated in the first of the capital increases to be effected pursuant to the Investment Agreement, all shares previously issued or still to be issued by way of conversion of the convertible bonds under the above-mentioned bridge financing arrangements would have the quality of (or be treated as) series B plus preferred shares and as such, in the event of a restructuring for purposes of an initial public offering or listing, be exchanged into shares of the entity to be listed (such as ultimately the Company under the Corporate Reorganization) at an exchange ratio double than that which would apply to all other shares of NOXXON Pharma AG. The reason for awarding such preferential treatment to the former holders of the convertible bonds was to provide them an additional incentive to participate in that capital increase. For the same reason, it was further agreed that the conversion prices originally stipulated of €311.91 per series B preferred share would be reduced by way of the issuance of additional series B preferred shares (likewise to be treated as B plus preferred shares) against an issuance price in cash of €1 per series B preferred share such that the average issuance price for the series B preferred shares previously issued or still to be issued by way of conversion of convertible bonds under the aforesaid bridge financing arrangements and the series B preferred shares so to be issued against such cash contribution would be €147.67. As to those parties that did not participate in the capital increase but committed to participate in the initial public offering of Ordinary Shares intended at that time, the shares still to be issued by way of conversion of their convertible bonds (but not the shares previously issued) would have the quality of series B plus preferred shares and be exchanged into Ordinary Shares at that preferential exchange ratio and the conversion price for the shares so still to be issued by way of conversion would be reduced in the aforescribed manner. All of the share issuances at such reduced issuance price referred to in this paragraph were effected in early October of 2015. In the Corporate Reorganization, the parties holding shares that pursuant to the Investment Agreement had the quality of series B plus preferred shares were issued twice the number of Ordinary Shares per share held in NOXXON Pharma AG resulting from the conversion than were the other holders of NOXXON Pharma AG shares.

### ***Shareholders Agreement***

On 17 July 2015, NOXXON Pharma AG and the majority of the holders of NOXXON Pharma AG's common shares, series A preferred shares and series B preferred shares entered into a shareholders agreement, which was amended in certain parts by the Second Addendum to the Investment Agreement 2015 (the "Shareholders Agreement"), which replaced the previous shareholders agreement of 29 April 2010. Pursuant to the Shareholders Agreement, among other things, the shareholders of NOXXON Pharma AG who are parties to it are obliged to approve certain restructuring transactions where such are required to effect an initial public offering or listing of NOXXON Pharma AG or a prospective holding company of NOXXON Pharma AG (such as the Corporate Reorganization) and to support all transactions to effect such restructuring (provided that the listing and such restructuring are approved by an investor majority of 65% of those of the series B plus preferred shares that are treated as series B plus preferred shares). As a result of the Corporate Reorganization taking effect, the Shareholders Agreement has terminated.

### ***Investment Agreement***

NOXXON Pharma AG entered into the Investment Agreement with most of its shareholders on 17 July 2015. Under the Investment Agreement, in addition to the agreements described above in relation to the convertible bonds outstanding at that date or previously converted, certain shareholders contributed up to €7.0 million of additional capital in several tranches by way of issuance of series B preferred shares. From July 2015 until September 2015, the Group issued 27,090 series B preferred shares against a total issuance price of €4.0 million (i.e. an issuance price of €147.67 per share). Also under this agreement, in November 2015 the Group issued the second tranche consisting of 19,345 series B preferred shares against a total issuance price of €2.9 million (i.e. an issuance price of €147.67 per share). The Investment Agreement further permitted an additional increase in the financing of up to €10.0 million by no later than 31 December 2015. On the basis of such provision, in December 2015 the Group issued a third tranche consisting of 16,256 series B preferred shares against a total issuance price of €2.4 million (i.e. an issuance price of €147.67 per share). On 14 March 2016, the Group entered into the Addendum to the Investment Agreement in relation to envisioned further contributions by certain shareholders of up to €2.2 million of additional capital in further tranches again by way of the issuance of series B preferred shares. In April 2016 and June 2016, the Group issued series B preferred shares against contributions in cash of €1.05 million, €299 thousand and €651 thousand, respectively, at an issuance price of €147.67 per share. The Addendum to the Investment Agreement further permits additional increases in the financing of up to a total further €10.0 million until 31 December 2016, on which basis, also in June 2016, the Group issued further series B preferred shares against cash contributions amounting to €1.3 million. By way of participating in these capital increases, the relevant shareholders also fulfilled their obligations under certain financing commitments made on 9 October 2015 and in February 2016. On 17 August 2016, the Group entered into a second addendum to the Investment Agreement (the "Second Addendum to the Investment Agreement") in relation to envisioned further contributions by certain shareholders of up to €1.6 million of additional capital in one tranche by way of the issuance of series B preferred shares. In September 2016, the Group issued series B preferred shares against contributions in cash of €1.4 million. The Second Addendum to the Investment Agreement further permits additional increases in the financing of up to a total further €10.0 million until 31 July 2017).

Pursuant to the Investment Agreement, all of the series B preferred shares issued against contributions in cash as described in the preceding paragraph qualify as series B plus preferred shares (in the same manner as do certain of the series B preferred shares issued upon the conversion of the convertible bonds. Pursuant to the Agreement, in the event that, in a restructuring transaction required to effect an initial public offering or listing of the holding company of NOXXON Pharma AG newly established for such purpose, shares in NOXXON Pharma AG are exchanged for new shares in that holding company (such as the Ordinary Shares in the Company), the holder of each series B preferred share that qualifies as a series B plus preferred share shall receive double the number of new shares as are issued to the holder of each other share of NOXXON Pharma AG. In the Corporate Reorganization, the parties holding shares from issuances against cash contributions pursuant to the Investment Agreement or any of the aforementioned addenda, and hence qualifying as series B plus preferred shares, were issued twice the number of Ordinary Shares per share in NOXXON Pharma AG resulting from the conversion than the other holders of NOXXON Pharma AG shares.

As a result of the Corporate Reorganization taking effect, the Investment Agreement, the Addendum to the Investment Agreement and the Second Addendum to the Investment Agreement were terminated, and therefore no further capital increases can occur thereunder.

#### ***Agreements with Kreos***

Since the Private Placement in September 2016, Kreos Jersey has been a Shareholder, holding 17.4% of the Ordinary Shares as of the balance sheet date. The loan agreements between the Company and Kreos Jersey's affiliate Kreos as the lender under such agreements and the agreements relating to the contribution to the Company of the receivables under the loan agreements against the issuance to Kreos Jersey of Ordinary Shares as well as certain other arrangements between the Company and Kreos Jersey and/or Kreos are described in Note 13 of the consolidated financial statements.

#### ***Spring 2017 Capital Increase***

In the framework of the Spring 2017 capital increase, pursuant to the Issuance Agreement with Yorkville, 124,189 Ordinary Shares were issued to Yorkville and certain shareholders, pursuant to the Yorkville Financing Agreement, at an issue price of €15.50 per Ordinary Share, including the Ordinary Shares issued to Kreos Jersey pursuant to the Kreos Spring 2017 Debt Conversion (see also Note 23 of the consolidated financial statements and Note 16 of the Company financial statements).

In accordance with best practice provision III.6.4 of the Dutch Corporate Governance Code all transactions with shareholders holding at least 10% of the shares in the Company were agreed on terms customary in the biotech sector and corresponding Supervisory Board approvals have been obtained.

#### ***Management Board and Supervisory Board***

The members of the Management Board and the Supervisory Board have no personal interest in the investments made by the Group in the Fiscal Years 2016 and 2015.

NOXXON Pharma AG has entered into a service agreement with its member of the Management Board. No Supervisory Board Director has a service or severance contract with the Company.

The remuneration paid to the members of the Management Board and the Supervisory Board and the pension arrangements for the members of the Management Board are set out in Section 13 (Management Board and Supervisory Board).

No other business transactions with the members of the Management Board and the Supervisory Board exist.

## **VI. Internal risk management and control system**

### ***Risk management system***

NOXXON has introduced a monitoring system in order to identify, to analyze, to categorize, to document and to monitor risks to the company. The monitoring system is also intended to ensure that possible measures which serve to minimize risks are initiated and that their implementation and effectiveness are checked. For this purpose, the Management Board of NOXXON has identified, analyzed and assessed existing and potential risks and documented these results and the responsibilities that grow out of them in a risk list. NOXXON updates this list and adds to it on a regular basis. The employees of NOXXON are informed about the risk management system and are required to register new or changed potential risks in their area of activity and to make an active contribution to the further development of the risk management system. The risk list enables the Management Board, the Supervisory Board and auditors to gain an overview of the risk situation of the company and to identify a possible need for action at an early stage.

In addition, the Group has set up an internal control system consisting of various rules and regulations such as signatory rules, standard operating procedures (SOP), the dual-control principle, spot checks, self-checks, employee training and emergency planning. These regulations are mandatory for the entire organization. The quality management system of the Group is also an important element of the risk management. The quality management provides specification documents which include position descriptions and functional descriptions as well as verification documents.

The Group's projects are analyzed in detail in regular project meetings to provide for close coordination of the project team as well as with the management.

### ***Risk management and internal control system in the financial reporting process***

The internal control and risk management system is set up to ensure that the financial reporting and its processes are consistent and in compliance with legal regulations and generally accepted accounting principles for International Financial Reporting Standards (IFRS). This includes adhering to the dual control principle, authorization procedures, spot checks, various measures of plausibility checks for the numbers as well comparison analyzes of actual with budgeted numbers.

The internal risk management and control systems provide a reasonable assurance that the financial reporting does not contain any errors of material importance. The risk management and control systems worked properly.

The Group's controlling system serves as the basis for the risk management. The controlling is based on strategic planning, budgeting, reporting and deviation analyzes. The available instruments provide the management with the information which are

necessary to adequately assess the actual situation, to identify and evaluate opportunities and risks, and following this to make business decisions.

The description of the risk factors and the risk management approach of the Group is described in more detail in section “Risk Management”.

## **VII. Compliance with Dutch Corporate Governance Code**

### ***Introduction***

The Dutch Corporate Governance Code applies to all companies which have their statutory seat in the Netherlands and which shares are listed on a regulated market, a multilateral trading facility (such as Alternext) or a comparable system in a non-EEA member state.

The Code contains principles and best practice provisions, that regulate relations between the management board, the supervisory board and the shareholders, and is based on a “comply or explain” principle. Accordingly, the Company is required to disclose in its annual report which principles and best practices of the Code it does not apply and the reason why.

The current 2008 version of the Dutch Corporate Governance Code can be found at [www.commissiecorporategovernance.nl](http://www.commissiecorporategovernance.nl). As of the financial year 2017, the revised Code, as published on 8 December 2016, needs to be complied with.

### ***Compliance***

NOXXON acknowledges the importance of good corporate governance. It fully endorses the underlying principles of the Dutch Corporate Governance Code and has applied the Dutch Corporate Governance Code 2008 as the guiding principles for its corporate governance policy.

The Company has complied with all relevant best practice provisions of the Dutch Corporate Governance Code 2008, except as set out below:

- The Company does not comply with the best practice provision II 1.3 b) based on the fact that the Company is a relatively young company, listed since September 2016, with few employees. However, the Company plans to adopt a code of conduct applicable to all of its employees, officers and directors.
- The Company does not comply with best practice provisions III 2.1 and III 5.1, which each requires that all Supervisory Board Directors, all members of the Supervisory Board’s Audit Committee and all members of the Supervisory Board’s Nomination and Corporate Governance Committee, respectively, in each case with the exception of not more than one person, shall be independent. Given the fact that the Company is a relatively young company, the continuity in the composition of the Board is of great importance. Once a stable framework has been established, the Company shall take appropriate measures to comply with this provision.
- The Company does not comply with best practice provision III 3.6, which requires that the Supervisory Board will draw up a retirement schedule in order to avoid, as far as possible, a situation in which many Supervisory Board Directors retire at the same time. Given the fact that the Company is a relatively young company, the continuity in the composition of the Board is of great importance. Once a stable framework has been established, the Company shall take appropriate measures to comply with this provision.



- The Company does not comply with best practice provision III 7.1, which requires that Supervisory Board Directors will not be granted any shares or rights to shares as remuneration, as some of the Supervisory Board Directors will be granted Ordinary Shares or rights to subscribe for Ordinary Shares by way of remuneration, in recognition of the substantial industry expertise they bring to the Company.
- Best practice provision IV.1.1 provides that the General Meeting may adopt a resolution to cancel the binding nature of a nomination for the appointment of a member of the Management Board or the Supervisory Board or a resolution to dismiss such member by an absolute majority of the votes cast. It may be provided that such majority should represent a given proportion of the issued capital, but this proportion may not exceed one third. In addition, best practice IV.1.1. provides that if such proportion of the share capital is not represented at the meeting, but an absolute majority of the votes cast is in favor of a resolution to cancel the binding nature of the nomination, a new General Meeting will be convened where the resolution may be adopted by absolute majority, regardless of the proportion of the share capital represented at the meeting. The Articles will provide that these resolutions can only be adopted with at least a two-third majority which must represent more than half of the Company's issued capital, following which a new nomination will be drawn up by the Supervisory Board, because the Company believes that the decision to overrule a nomination for the appointment or dismissal of a member of the Management Board or the Supervisory Board must be widely supported by the Shareholders.

Dutch legislation provided for statutory provisions to ensure a balanced representation of men and women in management boards and supervisory boards of companies governed by this legislation. Balanced representation of men and women is deemed to exist if at least 30% of the seats are filled by men and at least 30% are filled by women. NOXXON Pharma N.V. currently has no seats taken by women in the Board of Directors and as such would not qualify as balanced within the meaning of the legislation.

NOXXON Pharma N.V. recognizes the benefits of diversity, including gender balance. However, NOXXON Pharma N.V. feels that gender is only one part of diversity and future members of the Board of Directors and of the Supervisory Board will continue to be selected on the basis of wide ranging (technical) experience, backgrounds, skills, knowledge and insights.

NOXXON Pharma N.V., 31 May 2017

Originally signed by:

**Board of Directors**

Dr. Aram Mangasarian, CEO

## Supervisory Board report

### Introduction

The Supervisory Board is an independent corporate body responsible for supervising and advising the Management Board and overseeing the general course of affairs and strategy of the Group. The Supervisory Board is guided by the Articles of Association of the Company, its Rules of Procedure, applicable law, the Dutch Corporate Governance Code and the interests of the Company and the enterprise connected with the Company and will take into consideration the overall good of the enterprise and the relevant interests of all the Group's stakeholders. We report on the activities of the Supervisory Board after the corporate reorganization on 23 September 2016.

### Composition of the Supervisory Board

As of balance sheet date, the Supervisory Board of the Company is comprised of the following six Supervisory Board Directors.

Name	Age	Nationality	Position	Member Since	Independent/ Non-independent	Term
Dr. Hubert Birner.....	50	German	Chairperson	2016	not independent	2 years
Dr. J. Donald deBethizy .....	66	US	Supervisory Board Member	2016	independent	2 years
Bertram Köhler.....	45	German	Supervisory Board Member	2016	not independent	2 years
Dr. Olivier Litzka.....	49	French & German	Supervisory Board Member	2016	not independent	2 years
Dr. Maurizio PetitBon	69	Italian	Supervisory Board Member	2016	not independent	2 years
Dr. Walter Wenninger.	78	German	Supervisory Board Member	2016	independent	2 years

The following is a brief summary of the business experience of the members of the Supervisory Board.

#### Dr. Hubert Birner

Dr. Birner is Managing Partner at TVM Capital's Munich and Montreal offices. He is responsible for numerous active investments in Europe as well as the United States. He currently serves as chairman of the board of AL-S Pharma (Zürich, Switzerland), Argos Therapeutics Inc. (Durham, North Carolina), leon-nanodrugs GmbH (Munich, Germany) and Spepharm Holdings BV (Amsterdam, The Netherlands) and is a member of the board of directors of Proteon Therapeutics, Inc. (Boston, Massachusetts). Over many years, he was the chairman/vice chairman of Direvo Biotech AG (Cologne, Germany) and Jerini AG (Berlin, Germany), which were acquired in 2008 by Bayer HealthCare AG and Shire Ltd., respectively. Before joining TVM Capital, he was Head of Business Development Europe and Director of Marketing for Germany at Zeneca. Hubert joined Zeneca from McKinsey & Company's European Health Care and Pharmaceutical practice. As a management consultant, he gained extensive experience in management in research and development, marketing and sales, joint venture structuring and business development. Dr. Birner was also an assistant professor for biochemistry at the Ludwig-Maximilians-University in Munich. In this capacity, he directed various research

projects for large pharmaceutical companies. He holds an MBA from Harvard Business School and a doctoral degree in biochemistry from Ludwig-Maximilians-University Munich, where he graduated summa cum laude. His doctoral thesis was honored with the Hoffmann-La Roche prize for outstanding basic research in metabolic diseases.

**Dr. J. Donald deBethizy**

Dr. J. Donald deBethizy has had thirty years of experience in the biotechnology and consumer products industry. He has served as president and chief executive officer of Santaris Pharma A/S, Denmark and U.S., until September 2014, when the company was sold to Roche. He served as executive chairman of Contera Pharma ApS until it was sold to Bukwang Pharma in November 2014. Don was co-founder and chief executive officer of Targacept, Inc., U.S., a public biotechnology company listed on NASDAQ. He completed a postdoctoral fellowship at the Chemical Industry Institute of Toxicology at Research Triangle Park, NC. Dr. deBethizy has held adjunct appointments at Wake Forest University Babcock School of Management, Wake Forest University School of Medicine and Duke University. He also currently serves on the Management Board of Newron Pharmaceuticals SpA, arGEN-X N.V., Proterris Inc. and Rigontec GmbH and is chairman of Albumedix A/S.

**Bertram Köhler**

Mr. Köhler joined DEWB Deutsche Effecten- und Wechsel-Beteiligungsgesellschaft AG in August 2000 and has served as member of the Management Board of DEWB Deutsche Effecten- und Wechsel-Beteiligungsgesellschaft AG since June 2005. Since 2012, Mr. Köhler has served as chief executive officer of DEWB Deutsche Effecten- und Wechsel-Beteiligungsgesellschaft AG. Prior to his activity at DEWB Deutsche Effecten- und Wechsel-Beteiligungsgesellschaft AG, Mr. Köhler was a risk management consultant at Commerzbank AG, where he led projects in the area of company reorganizations, mergers and acquisitions and turnaround-situations. He began his career as a management consultant at KPMG in the field of financial services. Currently, he also serves on the Management Board of Nanotron Technologies Ltd. and LemnaTec GmbH. He holds a university diploma in economics as "Diplom-Kaufmann".

**Dr. Olivier Litzka**

Dr. Litzka has been a partner with Paris-based Edmond de Rothschild Investment Partners (EdRIP) since 2006. He invests in European and US biotechnology and medtech companies. In addition to being a member of the Supervisory Board of NOXXON Pharma AG he currently serves on the board of Autonomic Technologies Inc. (Redwood City), Allecra (St Louis), JenaValve (Irvine/Munich), Medlumics (Madrid) and SuperSonic Imagine (Aix en Provence). Up until its acquisition by AstraZeneca, he was also a member of the board of Novoxel (France), as well as a member of the board of Endosense (Geneva) up until the company's acquisition by St Jude Medical and a member of the board of Sapiens Steering Brain Stimulation (Eindhoven) up until its acquisition by Medtronic. Until end of 2016, he was also member of the board of public company Probiodrug (Halle). Before joining EdRIP, Olivier Litzka spent six years with 3i's life science venture capital practice, based first in Munich and then in Paris. In this position, he served on the boards of several portfolio companies and made a range of international investments. Before joining 3i in 2000, he worked as a strategy consultant

with Mercer Management Consulting for several years, both in Munich and Paris. Dr. Litzka holds a Ph.D. in molecular microbiology from the University of Munich.

**Dr. Maurizio PetitBon**

Dr. PetitBon is general partner and co-founder of Kreos Capital where he focuses on healthcare investments. Prior to co-founding Kreos, Maurizio was managing partner of PMA Europe, London, a consulting partnership focused on assisting private equity firms and corporate clients in evaluating investment opportunities in technology companies. Prior to that, he was principal consultant at SRI International, in Menlo Park, California and London where he advised a number of U.S., European and Japanese technology companies on business development and M&A strategies. He also held a number of managerial positions at Emerson Electric, Digital Equipment and Xerox. Dr. PetitBon holds a doctor's degree in mechanical engineering from the University of Rome and a Master in Business Administration from INSEAD in Fontainebleau, France.

**Dr. Walter Wenninger**

Dr. Wenninger has over 30 years of experience in research and development, financial, business, and operating management in the pharmaceutical industry. He joined Bayer Pharma in 1968, where he held executive management positions in Germany, the United States and Europe within the life science business of Bayer AG. From 1994 to 2000, Dr. Wenninger served as a member of the management board of Bayer AG. Following his retirement at Bayer, Dr. Wenninger has been involved in the strategic positioning and development of several companies and organizations. He currently serves on the advisory group for the board of Novo A/S, DK. He has been a member of the executive committee of the German Cardiac Research Foundation, the executive committee of the Robert-Koch-Foundation, and until recently was a long-time member of the board of trustees of the German Cancer Research Center. Dr. Wenninger graduated from the Ludwig-Maximilians-University Munich in veterinary medicine with a Ph.D. and with a degree in economics as "Diplom-Kaufmann".

### ***Supervisory Board Committees***

In September 2016, the Supervisory Board established three committees to cover key areas in greater detail: an audit committee, a compensation committee and a nomination and corporate governance committee consisting of Supervisory Board Directors. Each of the committees has a preparatory and/or advisory role to the Supervisory Board. They report their findings to the Supervisory Board, which is ultimately responsible for all decision-making. In accordance with the Supervisory Board rules, the Supervisory Board will draw up rules on each committee's role, responsibilities and functioning.

The composition of each committee is detailed in the following table.

	<b>Audit Committee</b>	<b>Compensation Committee</b>	<b>Nomination and Corporate Governance Committee</b>
Dr. Hubert Birner	member		chairman
Dr. J. Donald de Bethizy		chairman	member
Bertram Köhler	chairman		
Dr. Olivier Litzka		member	member
Dr. Maurizio Petitbon			
Dr. Walther Wenninger	member	member	

#### **Audit Committee**

The Audit Committee assists the Supervisory Board in supervising the activities of the Management Board with respect to, inter alia the operation of the internal risk-management and control systems; the provision of financial information by the Company (including the choice of accounting policies, application and assessment of the effects of new rules, and the treatment of estimated items in the Company's annual accounts); compliance with recommendations and observations of the Company's internal and external auditors; the role and functioning of the Company's internal auditors; the Company's tax planning policy; the Company's relationship with its external auditor, including the independence and remuneration of the external auditor; the financing of the Company; and matters relating to information and communication technology.

The Audit Committee also advises the Supervisory Board on its nomination to the General Meeting of persons for appointment as the Company's external auditor, and prepares meetings of the Supervisory Board where the Company's annual report, the Company's annual financial statements, and the Company's half-yearly figures and quarterly trading updates are to be discussed.

The Audit Committee meets as often as is required for its proper functioning, but at least four times a year, such meetings to be held to coincide with key dates in the financial reporting and audit cycle. The Audit Committee must meet at least once a year with the Company's external auditor. The Audit Committee has met three times in the reporting period.

The main topics discussed by the Audit Committee were the preparation of recommendations to the Supervisory Board regarding the presentation of the half year condensed consolidated interim financial statement 2016, the statements of financial position 2015 for NOXXON Pharma N.V. and 2016 for NOXXON Pharma AG, appointment of the independent auditor for 2016, updates on cash, cash equivalents and financial assets management, 2016 budget and internal control activities, review of accounting and tax matters related to the Corporate Reorganization and the assignment

and license agreement with Aptarion biotech AG as well as the review of the cornerstones of the Company's D&O Insurance.

In addition, the Audit Committee met with the Company's external auditor Ernst & Young LLP in 2017 to discuss the auditor's audit and observations of the 2016 financial statements.

### ***Compensation Committee***

The Compensation Committee shall, inter alia, have the following duties: preparing proposals to the Supervisory Board for the remuneration policy to be pursued; recommending to and preparing proposals for the Supervisory Board to determine the remuneration of the individual members of the Management Board; any such proposal shall, in any event, deal with: (i) the remuneration structure and (ii) the amount of the fixed remuneration, the Ordinary Shares and/or options to be granted and/or other variable remuneration components, pension rights, redundancy pay and other forms of compensation to be awarded, as well as the performance criteria and their application; reviewing and supervising corporate goals and objectives relevant to the remuneration of all members of the Management Board, evaluating the performance of members of the Management Board in light of those goals and objectives; reviewing and making proposals for the General Meeting to approve equity plans for the issuance of ordinary shares, rights to subscribe for ordinary shares and other awards; being responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Compensation Committee within any budgetary restraints imposed by the Supervisory Board and considering any other connection that they may have with the Company; and preparing the remuneration report.

The Compensation Committee meets as often as is required for its proper functioning, but at least two times a year. The Compensation Committee has met twice in the reporting period.

The main topics discussed by the Compensation Committee were the preparation of recommendations to the Supervisory Board regarding the corporate goals and objectives relevant to the remuneration of the members of the Board of Directors, the assessment of variable annual cash bonuses for the members of the Board of Directors, the corporate goals for 2017 as well as the intended implementation of the 2016 Stock Option and Incentive Plan and the review of the remuneration of the Group's staff. After the balance sheet date, the committee discussed Jarl Ulf Jungnelius, M.D., Ph.D. acting as a consultant by assisting with the duties that a Chief Medical Officer would perform after Dr. Matthias Baumann will have left the Company.

### ***Nomination and Corporate Governance Committee***

The Nomination and Corporate Governance Committee shall, inter alia, have the following duties: drawing up selection criteria and appointment procedures for Supervisory Board Directors and Management Board Director; periodically assessing the size and composition of the Supervisory Board, and preparing a proposal for a composition profile of the Supervisory Board Directors; periodically assessing the functioning of individual Supervisory Board Directors and Management Board Director, and reporting on this to the Supervisory Board; preparing proposals for appointments and reappointments; supervising the policy of the Management Board on the selection

criteria and appointment procedures for senior management; and overseeing the corporate governance policies of the Company, reporting and making recommendations to the Management Board and Supervisory Board concerning governance matters and oversight of the evaluation of the Management Board and Supervisory Board.

The Nomination and Corporate Governance Committee meets as often as is required for its proper functioning, but at least two times a year. The nomination and corporate governance has not met in the reporting period.

***Activities, meetings and discussed topics***

During 2016, the Supervisory Board, after the execution of the corporate reorganization in September 2016, convened one time. The Management Board attended this meeting. None of the members of the Supervisory Board were absent during the meeting.

During the reporting period, the Supervisory Board regularly monitored the Management Board and acted in an advisory capacity. For this purpose, the Management Board informed the Supervisory Board at regular intervals, both orally and in writing, of the Group's situation and essential business transactions. These consultations ensure that the Supervisory Board remains well-informed about the Group's operations.

Prior to the corporate reorganization the supervisory board of NOXXON Pharma AG was in charge of advising and overseeing the strategy and business of the Group. Subsequent to the reorganization, the Supervisory Board discussed the Management Board's reports during one meeting. The Management Board attended this meeting. The Supervisory Board and in particular its Chairman also discussed the Group's development with the Management Board on an ongoing basis.

During the reporting period, the Management asked the Supervisory Board for approval of transactions requiring Supervisory Board approval. The Supervisory Board granted all necessary approvals.

Furthermore, the Supervisory Board discussed with the Management Board the Group's further strategic development, the status and progress of its projects, the main risks of the business, the financial situation and further financing of the Group as well as matters of the Management Board. The discussion was focused on the clinical development strategy, the financing from business development efforts and in form of equity and mezzanine capital and the corporate reorganization as described under "Development Highlights and Financing".

As part of the meetings, the Supervisory Board also discussed the corporate strategy and the main risks of the business. All these risks were discussed with the Management Board and where possible actions were undertaken to minimize the Company's exposure. In addition, the Company manages and controls its risks, insofar as possible, by means of a risk management and internal control system. The Management Board reports regularly to and discusses with the Supervisory Board on the Company's risk management and internal control system and the compliance therewith.

The Supervisory Board established that all of its members are committed to allocating sufficient time and attention to the Supervisory Board's duties of supervising and advising the Management Board.

## Remuneration

### Management Board Remuneration for the Fiscal Year 2016

The table below shows the remuneration for the members of the Management Board of NOXXON Pharma N.V. as agreed between NOXXON Pharma AG and the members of the Management Board, for the Fiscal Years 2016 and 2015, respectively.

	<b>Base salary</b>	<b>Cash bonus<sup>(1)</sup></b>	<b>Others/ Pension contri- butions<sup>(2)</sup></b>	<b>Fringe benefits<sup>(3)</sup></b>	<b>Total</b>
<b>2016</b>					
Aram Mangasarian, Ph.D...	€260,120	€75,000	N/A	€ 9,191	€344,311
Dr. Matthias Baumann .....	€210,463	€21,000	N/A	€14,307	€245,770
<b>Total .....</b>	<b>€470,583</b>	<b>€96,000</b>	<b>N/A</b>	<b>€23,498</b>	<b>€590,081</b>

- (1) Cash bonuses relate to goal achievements during 2016 not paid yet.  
(2) Others comprises settlements payments according to a respective settlement agreement.  
(3) Without contribution to directors and officers insurance and other insurances and expenses (such as mobile phones etc.).

	<b>Base salary</b>	<b>Cash bonus<sup>(1)</sup></b>	<b>Others/ Pension contri- butions<sup>(2)</sup></b>	<b>Fringe benefits<sup>(3)</sup></b>	<b>Total</b>
<b>2015</b>					
Aram Mangasarian, Ph.D...	€233,288	€57,750	N/A	€0	€291,038
Dr. Matthias Baumann .....	€199,734	€35,000	N/A	€14,307	€249,041
<b>Total .....</b>	<b>€433,022</b>	<b>€92,750</b>	<b>N/A</b>	<b>€14,307</b>	<b>€540,079</b>

- (1) Cash bonuses relate to goal achievements during 2015 not paid yet.  
(2) Others comprises settlements payments according to a respective settlement agreement.  
(3) Without contribution to directors and officers insurance and other insurances and expenses (such as mobile phones etc.).

The cash bonus relates to company goals for advancing the development pipeline of the company and its lead compound NOX-A12 as well as securing the respective funding. These goals have been partly achieved.

In 2016 and 2015, no stock options or shares from Share Participation Model that the Group has had in place since 2008 and from the 2016 Stock Option and Incentive Plan were granted to the members of the Management Board of NOXXON Pharma AG. Under the Share Participation Model, the share-based payment transactions recognized as an expense in the Fiscal Years 2016 and 2015 according to IFRS amounted to none for the members of the Management Board of NOXXON Pharma AG.

As of the date of this report, no remuneration for the member of the Management Board of NOXXON Pharma N.V. has been contractually agreed.

The Board of Directors has taken notice of the written resolutions dated 22 September 2016 of the General Meeting, by which the General Meeting resolved, inter alia, to approve the 2016 Stock Option and Incentive Plan of NOXXON Pharma N.V. and to authorize the Board of Directors as the corporate body competent to, subject to the approval from the Supervisory Board, (i) issue all such ordinary shares in the capital of the Company and grant all such rights to subscribe for ordinary shares in the capital of the Company as falls within the scope of the 2016 Stock Option and Incentive Plan, at



any time during a period of 5 years as of the day of completion of the Listing and up to a maximum of 7% of the total issued share capital share capital of the Company upon completion of the Listing and (ii) insofar necessary to limit or exclude pre-emptive rights in connection therewith. On 29 September 2016 the Board of Directors adopted the 2016 Stock Option and Incentive Plan, but no options have been issued under the 2016 Stock Option and Incentive Plan in 2016 as of the date of this Report.

At the date of this Report, there are no amounts reserved or accrued by the Group to provide pension, benefit, retirement or similar benefits for the members of the Management Board of NOXXON Pharma AG.

### **Supervisory Board Remuneration for the Fiscal Years 2016 and 2015**

All of the Supervisory Board Directors, except for Dr. Maurizio PetitBon, were also members of the supervisory board of NOXXON Pharma AG prior to the Corporate Reorganization and received fees in relation to such office. In May 2009, the shareholders of NOXXON Pharma AG had approved a compensation policy whereby the members of the supervisory board of NOXXON Pharma AG were eligible to receive a board fee of €20,000 per year and an additional board fee of €1,000 for each attended board meeting (€2,000 in the case of supervisory board members having their residence outside of Europe). The chairman of the supervisory board of NOXXON Pharma AG was eligible to receive two and a half times the aforementioned board fees. The table below shows the remuneration for the supervisory board members of NOXXON Pharma AG for the Fiscal Years 2016 and 2015, respectively, who have become Supervisory Board Directors of the Company.

	<b>2016</b>	<b>2015</b>
	<b>Fixed fee<sup>(2)</sup></b>	<b>Fixed fee<sup>(2)</sup></b>
Dr. Walter Wenninger .....	€23,500	€45,534
Dr. Hubert Birner <sup>(1)</sup> .....	N/A	N/A
Bertram Köhler <sup>(1)</sup> .....	N/A	N/A
Dr. Olivier Litzka <sup>(1)</sup> .....	N/A	N/A
Dr. J. Donald deBethizy .....	€22,500	€24,000
<b>Total</b> .....	<b>€46,000</b>	<b>€69,534</b>

(1) Member of the supervisory board of NOXXON Pharma AG has waived his right for a fee.

(2) Fixed fees have not yet been paid. Without contribution to directors and officers insurance and other insurances and expenses (such as mobile phones etc.).

The table below shows the remuneration for the Supervisory Board Directors of the NOXXON Pharma N.V. for the Fiscal Year 2016.

	<b>2016</b>	<b>2015</b>
	<b>Fixed fee<sup>(2)</sup></b>	<b>Fixed fee<sup>(2)</sup></b>
Dr. Walter Wenninger .....	€12,100	N/A
Dr. Hubert Birner <sup>(1)</sup> .....	N/A	N/A
Bertram Köhler <sup>(1)</sup> .....	N/A	N/A
Dr. Olivier Litzka <sup>(1)</sup> .....	N/A	N/A
Dr. Maurizio PetitBon <sup>(1)</sup> .....	N/A	N/A
Dr. J. Donald deBethizy .....	€11,100	N/A
<b>Total</b> .....	<b>€23,200</b>	<b>N/A</b>

(1) Supervisory Board Director of the Company has waived his right for a fee.

- (2) Fixed fees have not yet been paid. Without contribution to directors and officers insurance and other insurances and expenses (such as mobile phones etc.).

In 2016 and 2015, no stock options or shares from the Share Participation Model that NOXXON Pharma AG has had in place since 2008 and from the 2016 Stock Option and Incentive Plan were granted to the members of the Supervisory Board of NOXXON Pharma AG and NOXXON Pharma NV. Under the Share Participation Model, the share-based payment transactions recognized as an expense in the Fiscal Year 2016 according to IFRS amounted to none for the members of the supervisory board of NOXXON Pharma AG.

### ***Management Board Remuneration***

On 22 September 2016, the General Meeting adopted a policy governing the remuneration of the Management Board. The policy governing the remuneration of the Management Board is aimed to attract, reward and retain highly qualified Management Board Directors and to provide and motivate the members of the Management Board with a balanced and competitive remuneration that is focused on sustainable results and is aligned with the long-term strategy of the Company.

Remuneration components Management Board Directors

Pursuant to the remuneration policy, the remuneration of the Management Board Directors as agreed in service agreements taking effect upon completion of the Listing will consist of the following fixed and variable components:

- a fixed base salary;
- a variable annual cash bonus (short-term annual cash incentive);
- a long-term variable incentive plan, in the form of share participation and stock options;
- pension and fringe benefits; and
- severance arrangements.

Fixed base salary

The base salary of Aram Mangasarian, Ph.D, who is the Chief Executive Officer of the Company, is 20% above his base salary for his previous position as ordinary member of the Management Board of NOXXON Pharma AG in the first half of 2015 (before he was appointed Chief Executive Officer of NOXXON Pharma AG), which however is approximately 30% lower than the base salary of his predecessor in 2014.

Variable annual cash bonus

The objective of the short-term cash incentive arrangements to apply upon completion of the Listing is to ensure that the Management Board Directors are well incentivized to achieve performance targets in the shorter term.

A Management Board Director will be eligible for an annual cash incentive up to a fixed maximum amount not exceeding his base salary. The cash incentive will be paid on a pro-rata basis subject to reaching certain targets negotiated in a separate agreement between the individual Management Board Director and the Supervisory Board each year.

#### Long-term incentive plan

In addition to the existing Share Participation Model, the Company intends to incentivize the Management Board Directors further by implementing a new employee stock option plan (see below “—Summary of Equity Incentive Plan”) and by adopting other share participation programs or stock option plans from time to time to align the longer term interests of the Management Board Directors with those of the Shareholders and to provide an incentive for long-term focus and retention of Management Board Directors.

The Management Board has taken notice of the written resolutions dated 22 September 2016 of the General Meeting, by which the General Meeting resolved, inter alia, to approve the 2016 Stock Option and Incentive Plan of NOXXON Pharma N.V. and to authorise the Management Board as the corporate body competent to, subject to the approval from the Supervisory Board, (i) issue all such ordinary shares in the capital of the Company and grant all such rights to subscribe for ordinary shares in the capital of the Company as falls within the scope of the 2016 Stock Option and Incentive Plan, at any time during a period of 5 years as of the day of completion of the Listing and up to a maximum of 7% of the total issued share capital of the Company upon completion of the Listing and (ii) insofar necessary to limit or exclude pre-emptive rights in connection therewith.

On 29 September 2016, the Management Board adopted the 2016 Stock Option and Incentive Plan, but no options have been issued under the 2016 Stock Option and Incentive Plan in 2016 as of that date.

#### Pension and fringe benefits

The Management Board Director is entitled to a health insurance allowance (inclusive of nursing insurance) and a pension insurance allowance as well as other customary fringe benefits.

#### Severance arrangements

Unless renewed or extended, the service contracts with the Management Board Director Dr. Aram Mangasarian will terminate automatically on 30 September 2017. In case of an earlier extraordinary termination of the contract in the event of a change of control, Management Board Directors will be entitled to compensation in a minimum amount of 50% of their fixed salary payable from the earlier termination until the end of their contract.

The remuneration of the Management Board Director for the following periods is expected to change and to be set by the Supervisory Board in accordance with the remuneration policy. In connection therewith, the remuneration at the level of NOXXON Pharma AG is expected to be adjusted adequately for the Management Board Director.

#### ***Supervisory Board Remuneration***

In connection with the Corporate Reorganization, the General Meeting has resolved to determine the remuneration of the Supervisory Board Directors.

#### Remuneration Components Supervisory Board Directors

In order to motivate the right balance of short-term and long-term practices and pursuant to the remuneration policy, the remuneration of the Supervisory Board Directors consists of the following fixed and variable components:

- a fixed annual cash compensation;
- an additional cash compensation for members of the Audit Committee, the Compensation Committee and/or the Nomination and Corporate Governance Committee; and
- a long-term incentive plan in the form of stock options.

#### Fixed fee

Supervisory Board Directors are entitled to an annual cash compensation retainer of EUR 35,000 subject to attending or participating in at least 75% of the duly convened board meetings. There will be no separate meeting fees. Supervisory Board Directors attending or participating in less than 75% of the convened board meetings will be eligible to receive an annual cash compensation pro rata temporis.

The chairman of the Supervisory Board will be eligible to receive twice the aforementioned cash compensation.

#### Committee Members Compensation

Committee members will be entitled to additional cash compensation as follows:

- Audit Committee members shall receive an annual compensation of €6,500; the chairman of the Audit Committee shall receive an annual compensation of €12,500.
- Compensation Committee members shall receive an annual compensation of €4,000; the chairman of the Compensation Committee shall receive an annual compensation of €8,000.
- Nomination and Corporate Governance Committee members shall receive an annual compensation of €3,000; the chairman of the Nomination and Corporate Governance Committee shall receive an annual compensation of €6,000.

#### Long-term incentive plan

According to the remuneration policy, the equity compensation will be structured as (i) an initial appointment grant vesting annually over three years of options in an amount of approximately 0.076% of the Company's outstanding Ordinary Shares with (ii) subsequent annual awards with a cliff vest after one year of options in an amount of approximately 0.038% of the Company's outstanding Ordinary Shares. However, it is planned to amend such policy by asking the shareholders at an upcoming shareholders meeting to approve an equity compensation consisting of a one-time appointment grant vesting annually over three years of options as of 30 September 2016 in an amount of approximately 0.40% of the Company's outstanding Ordinary Shares instead.

No Supervisory Board Director has a service or severance contract with the Company.

#### Adjustments to variable remuneration

Pursuant to Dutch law and the Dutch Corporate Governance Code the remuneration of Management Board Directors may be reduced or Management Board Directors may be obliged to repay (part of) their variable remuneration to the Company if certain circumstances apply. Pursuant to the Dutch Corporate Governance Code, any variable remuneration component conditionally awarded to a Management Board Director in a previous fiscal year which would, in the opinion of the Supervisory Board, produce an unfair result due to extraordinary circumstances during the period in which the

predetermined performance criteria have been or should have been applied, the Supervisory Board will have the power to adjust the value downwards or upwards. In addition, the Supervisory Board will have the authority under the Dutch Corporate Governance Code and Dutch law to recover from a Management Board Director any variable remuneration awarded on the basis of incorrect financial or other data (claw back).

Pursuant to Dutch law, the Supervisory Board may furthermore adjust the variable remuneration (to the extent that it is subject to reaching certain targets and the occurrence of certain events) to an appropriate level if payment of the variable remuneration were to be unacceptable according to requirements of reasonableness and fairness.

#### ***Independence of the Supervisory Board and its members***

The Supervisory Board is a separate corporate body that is independent of the Management Board of the Company. Members of the Supervisory Board can neither be a member of the Management Board nor an employee of NOXXON.

Four of our Supervisory Board members, Dr. Hubert Birner, Bertram Köhler, Dr. Olivier Litzka and Dr. Maurizio PetitBon do not meet the independence requirements according to the Dutch Corporate Governance Code (see also the Corporate Governance section in the management report in which deviations from the Dutch Corporate Governance Code are disclosed).

#### ***Performance assessment***

The Supervisory Board is responsible for the quality of its own performance. It discusses, once a year, without the presence of the members of the Management Board, its own performance, as well as the performance of its individual members, its committees, the Management Board and its individual members. In 2016 the Supervisory Board conducted an evaluation through a self-assessment and was positive, overall, about the performance of its committees and the Management Board. Further the Supervisory Board was satisfied with the performance of the Supervisory Board and determined that it works well together, with all members fully contributing to discussions.

#### ***Appreciation***

The members of the Supervisory Board would like to express their gratitude and appreciation to the Management Board and employees of NOXXON for their efforts and performance in 2016. In particular, the Supervisory Board would very much like to thank the shareholders for their continued support.

1 June 2017

On behalf of the Supervisory Board

Dr. Hubert Birner,  
Chairman of the Supervisory Board

## **Consolidated statements of financial position as of 31 December 2016**

Consolidated statements of financial position as of 31 December 2016

Consolidated statement of comprehensive loss for the year ended 31 December 2016

Consolidated cash-flow statements for the year ended 31 December 2016

Consolidated statements of changes in shareholder's equity for the year ended 31 December 2016

Notes to the consolidated financial statements 2016

**NOXXON Pharma N.V., Amsterdam, Netherlands**  
**Statutory Consolidated Statements of Financial Position as of 31 December 2016**

(in thousands of €)

<b>Assets</b>	Note	31 Dec. 2016	31 Dec. 2015	<b>Equity and liabilities</b>	Note	31 Dec. 2016	31 Dec. 2015
<b>Non-current assets</b>				<b>Equity</b>			
Intangible assets	(4)	14	47	Share capital	(10)	2,051	493
Equipment	(5)	67	603	Additional paid-in capital	(10)	124,666	111,138
Deferred tax assets	(15)	1	27	Accumulated deficit	(10)	-129,135	-118,388
				Treasury shares	(10)	-62	-275
		<b>82</b>	<b>677</b>	<b>Equity attributable to owners of the Company</b>		<b>- 2,480</b>	<b>- 7,032</b>
<b>Current assets</b>				Non controlling interest	(10)	-2	0
Inventories		0	13	<b>Total equity</b>		<b>- 2,482</b>	<b>- 7,032</b>
Income tax receivable	(15)	0	1	<b>Non-current liabilities</b>			
Trade accounts receivables		0	3	Government grants	(12)	0	1
Other assets	(7)	413	1,095	Financial liabilities	(13)	0	6,289
Financial assets	(6)	159	159			<b>0</b>	<b>6,290</b>
Cash and cash equivalents	(8)	2,214	4,093	<b>Current liabilities</b>			
Assets held for sale	(9)	1	0	Government grants	(12)	0	3
		<b>2,787</b>	<b>5,364</b>	Financial liabilities	(13)	2,941	2,591
		<b>2,869</b>	<b>6,041</b>	Income tax payable	(15)	0	0
				Trade accounts payable		1,422	3,174
				Other liabilities	(14)	988	1,015
						<b>5,351</b>	<b>6,783</b>
						<b>2,869</b>	<b>6,041</b>

**NOXXON Pharma N.V., Amsterdam, Netherlands**

**Statutory Consolidated Statements of Comprehensive Loss for the Year Ended 31 December 2016**

(in thousands of €)	Note	For the years	
		2016	2015
Revenues		83	43
Other operating income		437	74
Research and development expenses	(16)	-5,327	-7,587
General and administrative expenses	(16)	-3,780	-7,319
Foreign exchange losses		-12	-41
Loss from operations		-8,599	-14,830
Finance income		1	0
Finance cost	(13)	-2,127	-1,294
Loss before income tax		-10,725	-16,124
Income tax	(15)	-27	22
Net loss		-10,752	-16,102
Other comprehensive income		0	0
Total comprehensive loss		-10,752	-16,102
Net loss attributable to:			
Owners of the Company		-10,747	-16,102
Non-controlling interests		-5	0
		-10,752	-16,102
Total comprehensive loss attributable to:			
Owners of the Company		-10,747	-16,102
Non-controlling interests		-5	0
		-10,752	-16,102
Loss per share in EUR per share (basic and diluted)	(18)	-6.71	-14.77



**NOXXON Pharma N.V., Amsterdam, Netherlands**  
**Statutory Consolidated Cash-Flow Statements for the Year Ended 31 December 2016**

(in thousands of €)

		For the years ended	
		2016	2015
	Note		
<b>Operating activities</b>			
Net loss before income tax		-10,725	-16,124
Income taxes paid		0	-1
<u>Adjustments to reconcile net loss to net cash used in operating activities:</u>			
Depreciation and amortization expense	(4, 5)	340	218
Finance income		-1	0
Finance cost	(13)	2,127	1,294
Loss on disposal of equipment		149	1
Release of government grants		-4	-33
Employee stock based compensation		0	275
Other non-cash transactions		0	0
<u>Changes in operating assets and liabilities:</u>			
Inventories		13	25
Trade receivables, other current assets, other financial assets and prepaid expense		762	35
Income tax payable		1	-7
Trade accounts payable and other liabilities		-1,653	835
<b>Net cash used in operating activities</b>		-8,991	-13,482
<b>Investing activities</b>			
Purchase of equipment		-21	-8
Proceeds from sale of equipment		25	0
<b>Net cash used in investing activities</b>		4	-8
<b>Financing activities</b>			
Proceeds from issuance of shares	(10)	7,538	9,328
Repurchase of treasury shares		-17	0
Proceeds from issuance of convertible bonds		0	5,701
Transaction costs for issuance of shares		-78	-266
Transaction costs for issuance of convertible bonds		0	-43
Proceeds from borrowings	(13)	0	3,000
Repayment of borrowings	(13)	0	-671
Transaction costs for issuance of borrowings		0	-78
Interest paid		-335	-915
<b>Net cash provided by financing activities</b>		7,108	16,056
Net change in cash and cash equivalents		-1,879	2,566
Cash at the beginning of period		4,093	1,527
Cash at the end of the period		2,214	4,093

NOXXON Pharma N.V., Amsterdam, Netherlands  
Statutory Consolidated Statements of Changes in Shareholders' Equity for the Year Ended 31 December 2016

(in thousands of €)	Note	Common and Preferred shares		Treasury Shares	Additional Paid-In Capital		Accumulated Deficit	Total	Non-controlling interests	Total equity	
		Number of shares	Subscribed capital		Convertible Bonds	Other Additional Paid-In-Capital					Total
<b>1 January 2015</b>		340,973	341	-275	0	95,977	95,977	-102,286	<b>-6,243</b>	<b>0</b>	<b>-6,243</b>
Net loss								-16,102	-16,102	0	-16,102
Total comprehensive loss								-16,102	-16,102	0	-16,102
Share-based compensation	(10, 11)					3	3		3	0	3
Equity settled termination benefits	(10)					272	272		272		272
Capital increases	(10)	133,419	133			9,195	9,195		9,195		9,195
Issuance of convertible bonds	(10)				5,701		5,701		5,701	0	5,701
Conversion of convertible bonds	(10)	18,279	18		-5,682	5,664	-18		0		0
Equity component compound instrument	(13)					92	92		92	0	92
Issuance costs of capital increases						-65	-65		-65		-65
Issuance costs convertible bonds						-19	-19		-19	0	-19
<b>31 December 2015</b>		<b>492,671</b>	<b>493</b>	<b>-275</b>	<b>0</b>	<b>111,138</b>	<b>111,138</b>	<b>-118,388</b>	<b>-7,032</b>	<b>0</b>	<b>-7,032</b>
<b>1 January 2016</b>		<b>492,671</b>	<b>493</b>	<b>-275</b>	<b>0</b>	<b>111,138</b>	<b>111,138</b>	<b>-118,388</b>	<b>-7,032</b>	<b>0</b>	<b>-7,032</b>
Net loss								-10,747	-10,747	-5	-10,752
Total comprehensive loss								-10,747	-10,747	-5	-10,752
Share-based compensation	(10, 11)					-2	-2		-2	0	-2
Capital increases prior to Reorganisation	(10)	31,956	32			4,688	4,688		4,720	0	4,720
Reorganisation	(2)	1,024,825	1,025	230		-1,255	-1,255		0	3	3
Capital increase Private Placement	(4)	501,645	501			10,204	10,204		10,705	0	10,705
Issuance costs of capital increases						-55	-55		-55		-55
Issuance costs related to private placement	(13)					-52	-52		-52		-52
Purchase of treasury shares				-17			0		-17		-17
<b>31 December 2016</b>		<b>2,051,097</b>	<b>2,051</b>	<b>-62</b>	<b>0</b>	<b>124,666</b>	<b>124,666</b>	<b>-129,135</b>	<b>-2,480</b>	<b>-2</b>	<b>-2,482</b>

## 1 Corporate Information

NOXXON Pharma N.V. (in the following also the Company) is a Dutch public company with limited liability (*naamloze vennootschap*) and has its corporate seat in Amsterdam, the Netherlands. The Company was formed on 16 January 2015 for the purpose of a corporate reorganization of NOXXON Pharma AG in preparation for an anticipated capital market transaction. Effective 30 September 2016, NOXXON Pharma N.V. listed all of its ordinary shares under the symbol "ALNOX" with ISIN NL0012044762 on the Alternext stock exchange Paris, France.

The Company's business address is in Berlin, Germany, with the address of Max-Dohrn-Str. 8-10, 10589 Berlin.

The statutory consolidated financial statements of NOXXON Pharma N.V. as of and for the year ended 31 December 2016 comprise the Company and its wholly owned and / or controlled subsidiaries, NOXXON Pharma AG, Berlin, Germany and NOXXON Pharma Inc., Boston, United States. Financial information presented in the statutory consolidated financial statements for periods prior to the consummation of the Corporate Reorganization on 23 September 2016 is that of NOXXON Pharma AG and its subsidiaries. Prior to the Corporate Reorganization, NOXXON Pharma N.V. had not conducted any operations other than the preparation of the anticipated capital market transaction and had not held significant operational assets or liabilities and had not held any contingent liabilities. Reference is made to Note 2 Corporate Reorganization.

NOXXON Pharma N.V. is a clinical-stage biopharmaceutical company focused on cancer treatment. NOXXON's goal is to significantly enhance the effectiveness of cancer treatments including immuno-oncology approaches (such as immune checkpoint inhibitors) and current standards of care (such as chemotherapy and radiotherapy). NOXXON's Spiegelmer® platform has generated a proprietary pipeline of clinical-stage product candidates including its lead cancer drug candidate NOX-A12.

The statutory consolidated financial statements for the year ended 31 December 2016 of NOXXON were authorized by the Management Board for issuance on 31 May 2017.

## 2 Corporate Reorganization and Private Placement

At the initial step of the Corporate Reorganization, substantially all of the shareholders of NOXXON Pharma AG subscribed for 1,504,452 ordinary shares in NOXXON Pharma N.V. and agreed to transfer their common and preferred shares in NOXXON Pharma AG to NOXXON Pharma N.V. in consideration therefore. As a result, NOXXON Pharma AG became a nearly wholly-owned subsidiary of NOXXON Pharma N.V., that now holds approximately 99.8% of the shares of NOXXON Pharma AG. Furthermore 45,000 shares have been repurchased by NOXXON Pharma N.V. to eliminate intra-group cross shareholdings.

Subsequent to the Corporate Reorganization, the Group executed the Private Placement consisting of equity contributions, a debt-to-equity conversion and further contributions as follows:

Pursuant to an agreement dated 22 September 2016, the lender has agreed, subject to certain conditions, to convert its total nominal debt of approximately € 9.6 million, including accrued interest and fees, with a book value of € 9.7 million (see Note 13) into equity of the Group, and to not enforce its rights to repayment of the loans, per the following. On 23 September 2016, upon the relevant conditions having been satisfied, an initial conversion of approximately € 7.0 million of the loans into 356,502 ordinary shares of the Company Group became effective with an impact on net loss of the Group of K€ 1,348.

That amount comprises a derecognition gain of K€ 11,701 less the fair value of the remaining loan facility of K€ 2,439 and less the fair value of the issued ordinary shares of the Company of K€ 7,608. Regarding the net present value of the loan amount remaining of K€ 2,439, the lender allowed for payment to be deferred through the end of March 2017. Further, the lender has agreed that the balance of the loan remaining at the end of March 2017 at amortized cost of approximately € 2.6 million shall be converted into ordinary shares of the Company on a pro-rated basis upon the raising of new capital until end of March 2017, which may be by investments or non-dilutive funding via partnership on the same conditions as the initial conversion. As a result, at such point in time, the total loan amount will be fully converted into equity when such new capital in the amount of approximately € 2.6 million would be raised. If by end of March 2017 no such new capital in the amount of approximately € 2.6 million has been raised, the lender may request for the balance of the loan to be converted into equity or for repayment under the existing loan agreements. The Group obtained a commitment from the lender of its remaining venture loan to not request the redemption of and interest payments on its outstanding debt in the amount of € 2.6 million in cash until September 2018.

Further, two creditors, each in relation to their receivables due from the Group and totalling K€ 257 contributed these receivables to the Group against the issuance of 13,064 ordinary shares of the Company with a fair value of K€ 279 with an impact on accumulated deficit of K€ -22.

### **3 Summary of Significant Accounting Policies**

#### **3.1. Basis of preparation**

##### **Going Concern**

The accompanying statutory consolidated financial statements have been prepared on the basis that the Group will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Group's ability to continue as a going concern is dependent on its ability to raise additional funds to continue its research and development programs and meet its obligations.

As a clinical stage biopharmaceutical company, the Group has incurred operating losses since inception. For the year ended 31 December 2016 the Group incurred a net loss of € 10.8 million. As of 31 December 2016 the Group had generated an accumulated deficit of € 129.1 million as well as a net capital deficiency of € 2.5 million. The Group expects it will incur operating losses for the foreseeable future due to, among other things, costs related to research funding, development of its product candidates and its preclinical programs, strategic alliances and the development of its administrative organization. The Group will be required to raise additional funds, alternative means of financial support or conduct a partnering deal for a compound in July 2017 in order to continue its operations.

Through 31 December 2016, the Group raised funds of € 175.3 million from several sources including its shareholders through the issuance of equity amounting to € 158.9 million (including the conversion of borrowings and receivables due from the Group), borrowings of € 2.6 million and government grants amounting to € 13.8 million.

Based on its present requirements resulting from the Group's updated business plan focusing on clinical development of its lead product candidate NOX-A12 for the treatment of advanced solid tumors, the Group will require additional cash resources of approximately € 2.9 million, to provide the Group with sufficient working capital for the twelve months following the date of these statutory consolidated financial statements.

Management is pursuing various financing alternatives to meet the Group's future cash requirements, including seeking additional investors, pursuing industrial partnerships, or

obtaining further funding from existing investors through additional funding rounds, pursuing a merger or an acquisition. The management of NOXXON is pursuing all of these avenues in parallel with the assistance of experienced outside support. Based on the options available management is confident to be able to raise additional capital. The future financing, on which the going concern assumption is based, considers mainly the following financing agreement. In May 2017, the Company and a new investor signed an Issuance Agreement pursuant to which that investor and existing shareholders of the Company intend to commit to, subject to certain conditions, make certain investments of a nominal amount of € 4.5 million into the Company until April 2018 and a further nominal amount of up to € 6.5 million subsequently against the Company satisfying certain prerequisites, as described in the following.

As initial step the new investor invested an amount of € 250 thousand in early May 2017 by way of subscribing for ordinary shares for a price of € 15.50 per share, subject to the condition precedent that existing shareholders of the Company likewise subscribed for ordinary shares for a price of € 15.50 per share against a total issue price of at € 750 thousand, totalling an initial investment of € 1,000 thousand. This step was completed in early May 2017.

The second step of this financing is subject to the Company preparing and obtaining the requisite approval for publishing its Prospectus to cause its ordinary shares to be listed on the Public Offering Compartment of Alternext. Obtaining Prospectus approval from the relevant authority within the timeframe necessary to be in the position to implement and to consummate the second step of the financing transaction is not fully in control of the Company. However, based on the track record of approvals in the past by relevant authorities and involving the necessary experts to prepare the current prospectus in line with the regulatory requirements, management expects to obtain such approval in time.

Pursuant to the second step, the new investor is to subscribe for notes of the Company convertible into ordinary shares at a nominal amount of up to € 10.0 million in multiple tranches, whereby the convertible notes of each tranche are issued with a certain number of warrants to subscribe for further ordinary shares of the Company. Following a first tranche of convertible notes of a nominal amount of € 1.0 million expected to be drawn in June 2017, each of the Company and the new investor can require the issuance of further five tranches in the nominal amount of € 500 thousand each in the period until April 2018. After April 2018, the new investor can require further tranches in the nominal amount of € 250 thousand each up to said total nominal value of € 10.0 million. Upon the issuance of each tranche, the Company will have to pay a commitment fee of 6 % of the nominal amount of the relevant tranche.

By implementing the first and second step of the financing transaction as contemplated, the Company expects to receive financial funds in a nominal amount of € 4.5 million until April 2018 and subsequent to April 2018 a nominal amount of up to € 6.5 million.

In addition, the Group obtained a commitment from the lender of its remaining venture loan to not request the redemption of and interest payments on its outstanding debt in the amount of € 2.6 million in cash until September 2018. Further, the lender has agreed, subject to certain conditions, that it will convert between € 1.8 million and the total amount of € 2.6 million debt into equity until September 2018.

Management has given consideration to the ability of the Group to continue as a going concern and is satisfied that the Group has adequate resources and prospects to fund current and future commitments in light of support from existing credit available to the Company as well as potential other sources of funds. Based on management's going concern assessment, the statutory consolidated financial statements do not include any adjustments that may result from the outcome of these uncertainties. If the Group is not successful in obtaining the additional funds required to maintain its operational activities, there is a substantial doubt that the Group will be able to continue as a going concern.

### **Statement of compliance**

The statutory consolidated financial statements of NOXXON Pharma N.V. and its subsidiaries have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU) and title 9 of Book 2 of the Dutch Civil Code.

The Group has adopted all of the International Financial Reporting Standards that became effective for accounting periods beginning on or after 1 January 2016, and that are relevant to its operations. Additionally, the Group takes into consideration all Interpretations of the IFRS Interpretations Committee.

### **New standards and interpretations applied for the first time**

The following new and amended standards were effective for annual periods beginning on or after 1 January 2016, and have been applied in preparing these statutory consolidated financial statements.

STANDARD/INTERPRETATION

IFRS 10, 12, IAS 28 Amendments Investment Entities: Applying the Consolidation Exception  
IFRS 11 Amendment Accounting for Acquisitions of Interests in Joint Operations  
IAS 1 Amendments Disclosure Initiative  
IAS 16, 38 Amendments Clarification of Acceptable Methods of Depreciation and Amortisation  
Improvements to IFRSs 2012-2014 Cycle

None of these amendments to standards and new or amended interpretations had a significant effect on the statutory consolidated financial statements of the Group, except for changes in or additional disclosures to the notes.

**New standards and interpretations not yet adopted**

The following new standards, amendments to standards and interpretations are effective and will be applied in annual periods beginning on or after 1 January 2017, respectively.

<u>STANDARD/INTERPRETATION</u>	<u>EFFECTIVE DATE</u>
Amendments to IAS 7 Disclosure Initiative*	1 January 2017
Amendments to IAS 12 Recognition of Deferred Tax Assets for Unrealised Losses*	1 January 2017
Improvements to IFRSs 2014-2016 Cycle*	1 January 2017
IFRS 9, Financial Instruments 2014	1 January 2018
IFRS 15, Revenue from Contracts with Customers	1 January 2018
Amendment to IFRS 15 Effective Date of IFRS 15	1 January 2018
Amendment to IFRS 15 Clarifications to IFRS 15*	1 January 2018
Amendments to IFRS 2 Classification and Measurement of Share-based Payment Transactions*	1 January 2018
Amendments to IFRS 4 applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts*	1 January 2018
Amendments to IAS 40 Transfers of Investment Property*	1 January 2018
Amendments to IFRIC 22 Foreign Currency Transactions and Advance Consideration*	1 January 2018
IFRS 16 Leases*	1 January 2019
Amendments to IFRS 10, IAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	undetermined

\*not yet endorsed by European Union

The Amendments to IAS 1 that were developed as part of the IASB's disclosure initiative propose a number of changes to the standard that are intended to clarify the flexibility available to preparers when presenting their financial statements and related notes and to strengthen the application of the materiality principle in that context. The Company considered these amendments in preparing the current set of financial statements.

IFRS 15, Revenue from Contracts with Customers, replaces all current standards and interpretations dealing with revenue recognition and introduces a five-step model to account for revenue. As the Group is currently not generating material revenues, the Group will only be affected by IFRS 15 in the future when entering into collaborative arrangements or similar deals.

IFRS 16, Leases, introduces new accounting standards for lease arrangements which require lessees to recognize assets and liabilities for most leases. The main effect of this

standard is that many operating leases currently not recognized in the statement of financial position will be required to be recognized. The Group's lease commitments are currently limited (refer to Note 20).

As a result, none of these new or amended standards and interpretations is expected to have a significant effect on the statutory consolidated financial statements of the Group.

### **Financial statement presentation**

The statutory consolidated financial statements have been prepared on a historical cost basis except for derivative financial instruments, which are carried at fair value. The statutory consolidated financial statements are presented in Euros.

The Group presents current and non-current assets, and current and non-current liabilities as separate classifications in the statement of financial position. The Group classifies all amounts expected to be recovered or settled within twelve months after the reporting period as current and all other amounts as non-current.

### **Basis of consolidation**

The statutory consolidated financial statements are comprised of the financial statements of NOXXON Pharma N.V. and its wholly owned and/ or controlled subsidiaries. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Generally, there is a presumption that a majority of voting rights results in control. The financial statements of the subsidiary are prepared for the same reporting year as the Company, using consistent accounting policies.

All intra-group balances, transactions, income, expenses, and profits and losses resulting from intra-group transactions that are recognized in assets are eliminated on consolidation.

The Group's subsidiary, NOXXON Pharma Inc., and the parent company NOXXON Pharma N.V. have been statutory consolidated from the date of incorporation, and have no significant operations as at 31 December 2016.

The statutory consolidated Group is comprised of the following entities:

Name	Registered seat	Shareholding (%)
NOXXON Pharma N.V.	Amsterdam, Netherlands	parent company
NOXXON Pharma AG	Berlin, Germany	99.8 %
--- NOXXON Pharma Inc.	Boston, MA, USA	100.0 %

## **3.2. Summary of significant accounting policies**

### **Foreign currency transactions**

The statutory consolidated financial statements are presented in Euros, which is the Group presentation currency and is the currency of the primary economic environment in which NOXXON operates. Each entity in the Group determines its own functional currency, and items included in the financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency exchange rate ruling at the balance sheet date. All differences are recorded in profit and



loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

## **Intangible assets**

### ***Intangible assets acquired***

Intangible assets acquired are measured on initial recognition at cost and primarily include intellectual property rights consisting of patents and license agreements purchased from other companies. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses.

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortized over their useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and method for an intangible asset with a finite useful life is reviewed, at a minimum, at each year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of comprehensive loss in the expense category consistent with the function of the intangible asset.

The Group-wide useful lives are as follows:

- Patents and Licenses: 5 to 16 years
- Others (primarily software): 3 to 5 years.

All of NOXXON's intangible assets have finite lives.

## **Equipment**

Equipment is stated at cost less accumulated depreciation and accumulated impairment. Such cost includes the cost of replacing part of such equipment when that cost is incurred if the recognition criteria are met. Maintenance and repair costs are expensed as incurred.

Depreciation is calculated on a straight-line basis over the estimated useful life of the assets as follows:

- Machinery and Equipment: 3 to 13 years
- Furniture and Fixtures: 3 to 23 years
- Others: 3 to 5 years.

The carrying values of equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The asset's residual values, useful lives, and methods are reviewed and adjusted, if appropriate, at each year-end.

## **Impairment of non-financial assets**

Assets that are subject to depreciation/amortization are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable. An impairment loss is recognized as the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. Non-financial assets that were previously impaired are reviewed for possible reversal of the impairment at each reporting date. Any reversal of impairment is limited to the carrying value of the asset

based on the depreciated historical cost had the initial impairment loss not been recognized. In 2016, impairment losses of K€ 163 were recognized, we refer to Note 5.

### **Inventories**

Inventories are valued at the lower of cost and net realizable value. Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

- Raw materials and supplies: purchase cost on a first-in, first-out basis;

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. Inventories consist of raw materials and supplies used in the discovery process for potential collaboration and own projects.

### **Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### ***Non-derivative financial assets***

The Group's only classes of non-derivative financial assets are short-term invested interest bearing rental deposits, fixed-term bank deposits with original terms of three to twelve months that are held-to-maturity, other receivables and cash and cash equivalents.

Other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are subsequently carried at carrying value less allowances for uncollectable amounts.

Cash and cash equivalents include cash balances and call deposits with original maturities of three months or less. For the purpose of the statutory consolidated cash flow statement, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

#### ***Non-derivative financial liabilities***

The Group's classes of financial liabilities are trade payables and other liabilities. The Group initially recognizes non-derivative financial liabilities on the date that they are originated and measures them at the amount expected to settle the obligation. The carrying amount of trade payables is a reasonable approximation of fair value.

#### ***Compound instruments***

In prior years, NOXXON Pharma AG has issued two compound financial instruments which arose from the loan agreements with detachable share purchase warrants (for further information refer to Note 13).

The liability component of a compound financial instrument is initially recognized at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognized as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest method. The liability component is derecognized, if payment is made to the lender, the Group is legally released from its responsibilities for the liability or the terms and conditions have been substantially modified. The equity component of a compound financial instrument is not re-measured. Interest related to the financial liability is recognized in profit or loss.

### ***Offsetting of financial instruments***

Financial assets and financial liabilities are offset and the net amount reported in the statutory consolidated statement of financial position only if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

### **Impairment of financial assets**

At each reporting date, the Group assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. No impairments or reversals of impairments were recognized in 2016 and 2015.

### **Treasury shares**

Own equity instruments which are reacquired (treasury shares) are recognized at cost and deducted from equity. Any gains or losses on the purchase, sale, issue or cancellation of the Company's treasury shares are recognized in equity.

### **Loss per share**

The Group presents loss per share data for its only class of ordinary shares. Loss per share is calculated by dividing the loss of the period by the weighted average number of ordinary shares outstanding during the period, retrospectively adjusted for the Corporate Reorganization.

### **Share-based payments**

Employees (including management) of the Group receive remuneration from share-based payment transactions in the form of share awards and options ("equity-settled transactions").

### ***Equity-settled transactions***

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. With respect to option awards granted by NOXXON Pharma AG under the Stock Option Plan 2002, the fair value is determined by using a Monte-Carlo-Simulation while the fair value of share awards granted under share participation models is determined by the Group using a Black-Scholes model (see Note 11 for further details).

The cost of equity-settled transactions is recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("vesting date"). The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the Group's best estimate of the number of equity instruments that will ultimately vest.

No expense is recognized for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

### **Leases - Group as lessee**

The determination whether an arrangement is, or contains, a lease is based on the substance of the arrangement at inception date (i.e., whether the fulfillment of the arrangement depends on the use of a specific asset or assets or the arrangement conveys a right to use the asset).

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. The Company entered into operating leases for certain laboratory and office space, equipment and company cars in 2016 and 2015.

Operating lease payments are recognized as an expense in the statement of comprehensive loss on a straight-line basis over the lease term.

### **Income taxes**

Income taxes include current and deferred taxes. Current tax and deferred taxes are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or in other comprehensive loss.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to taxes payable related to previous years.

Deferred tax is recognized for temporary differences in the carrying amounts of assets and liabilities for financial reporting purposes and taxation purposes. Deferred tax is not recognized for temporary differences associated with assets and liabilities if the transaction which led to their initial recognition is a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are presented net if there is a legally enforceable right to offset.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is not probable that the related tax benefit will be realized.

### **Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding VAT. The following specific recognition criteria must also be met before revenue is recognized:

#### ***Sale of chemical compounds***

Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. The Group recognizes revenue from the sale of compounds when they have been shipped and the other recognition criteria have been met.

### **Government grants**

Government grants are recognized where there is reasonable assurance that the grant will be received and all conditions will be complied with. Grants from governmental agencies for the support of specific research and development projects are recorded as

other operating income over the period necessary, to match the grant on a systematic basis to the costs that it is intended to compensate. Where the grant relates to an asset, the nominal amount of the grant is recorded as deferred income and is released in the profit and loss on a straight-line basis over the expected remaining useful life of the related asset.

A government grant that becomes repayable upon non-fulfilment of grant conditions is accounted for as a change in accounting estimate. Repayment of a grant related to income is applied first against any unamortised deferred credit recognised in respect of the grant. To the extent that the repayment exceeds any such deferred credit, or when no deferred credit exists, the repayment is recognised immediately in profit or loss. Repayment of a grant related to an asset is recognised by increasing the carrying amount of the asset or reducing the deferred income balance by the amount repayable. The cumulative additional depreciation that would have been recognised in profit or loss to date in the absence of the grant is recognised immediately in profit or loss.

Since its incorporation, the subsidiary NOXXON Pharma AG obtained significant grants from governmental agencies for the support of specific research and development projects whereas in the years ended 2016 and 2015 no grants were received.

### ***Research and development costs***

Research and development expenses consist of costs incurred that are directly attributable to the development of the Group's platform technology and product candidates. Those expenses include:

- salaries for research and development staff and related expenses, including management benefits and expenses for share-based compensation;
- costs for production of drug substances by contract manufacturers;
- service fees and other costs related to the performance of clinical trials and preclinical testing;
- costs of related facilities, materials and equipment;
- costs associated with obtaining and maintaining patents and other intellectual property;
- amortization and depreciation of intangible and tangible fixed assets used to discover and develop the Group's clinical compounds and pipeline candidates;
- other expenses directly attributable to the development of the Group's product candidates and pre-clinical pipeline.

Research costs are expensed as incurred. Development expenditures on an individual project are recognized as an intangible asset when the Group can demonstrate:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- its intention to complete and its ability to use or sell the asset;
- how the asset will generate future economic benefits;
- the availability of resources to complete the asset; and
- the ability to measure reliably the expenditure during development.

In the opinion of management, due to the regulatory and other uncertainties inherent in the development of NOXXON's new products, the criteria for development costs to be recognized as an asset, as prescribed by IAS 38, Intangible Assets, are not met until the product has received regulatory approval and when it is probable that future economic

benefits will flow to the Group. Accordingly, the Group has not capitalized any development costs.

### **Finance income**

Finance income includes effects from the derecognition of financial liabilities, interest income from interest bearing bank and rental deposits. Interest income is recognized as it accrues in profit or loss, using the effective interest method.

### **Finance cost**

Finance cost includes effects from the recognition of financial liabilities and equity resulting from the Private Placement and interest expense on financial liabilities. Interest expense is recognized using the effective interest method.

### **Significant accounting judgments and estimates**

The preparation of the Group's statutory consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of the accounting policies and the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. These estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making management judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are reviewed on an on-going basis. Actual results may differ from those estimates. The key assumptions with estimation uncertainty at the balance sheet date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

### **Corporate Reorganization**

The Corporate Reorganization is accounted for as a transaction between parties under common control in a so called "Newco formation". A "Newco formation" is a transaction that involves the formation of a new entity for the purpose of effecting a business combination or a transaction that purports to be a business combination. Management assessed that NOXXON Pharma N.V. as the Newco was solely used to consummate the Corporate Reorganization. Under this approach, the fact that the acquisition (Corporate Reorganization) is conditional on the IPO is not a critical feature and the key point is that the transaction has been initiated by the originating parent, NOXXON Pharma AG, to facilitate a technical listing of the ordinary shares of NOXXON Pharma N.V. Therefore, it is a common control transaction.

Accordingly, the assets and liabilities of NOXXON Pharma AG and its subsidiary were carried over by NOXXON Pharma N.V. at net book value as stated in the financial statements of NOXXON Pharma AG (pooling of interest basis). Any adjustment required in equity to reflect any difference between the consideration paid and the capital of the acquiree was recognized in additional paid-in capital.

The Corporate Reorganization involved transactions with non-controlling interest as not all of the shareholders' of NOXXON Pharma AG transferred their common and preferred shares to the Company. These changes in non-controlling interest were accounted for as acquisitions of non-controlling interest on the date on which the changes occurred.

### **Determining substantial modification of terms and conditions of loan facilities**

Management assessed that the terms and conditions of existing loan facilities were substantially modified, if one of the following modifications occurred:

- a modification of the repayment schedule, the timing of cash flows, the nominal or interest rate to the extent, that the cash flows prior and after such modifications differ by more than 10% (quantitative modification); or
- an equity conversion feature was introduced to the terms and conditions (qualitative modification).

An equity conversion or debt-for equity-swap is accounted for in accordance with IFRIC 19 "Extinguishing Financial Liabilities with Equity Instruments". Upon such substantial modification, the loan facility is derecognized to finance income. The equity instruments issued to a creditor or lender to extinguish part or all of the financial liability are recognized as finance cost and are measured at the fair value of the equity instruments issued.

If the terms and conditions were not substantially modified, the loan facility is continued to be accounted for at amortised cost with an adjusted effective interest rate.

#### **Determining market interest rates for compound instruments**

Loan agreements with detachable share purchase warrants entered into in March 2014 and in March 2015 were classified as compound financial instruments. The fair value of the financial liability component of these instruments, comprising the principal amount of the loan and the related interest, was determined by calculating the present value of these cash flows at the prevailing market interest rate for similar instruments without an equity conversion option. The prevailing market interest rate for the loan agreement entered into in March 2014 is 14.7 %, the prevailing market interest rate for the loan agreement entered into in March 2015 is 14.2 %. Due to the risk structure of the Company, the market interest rates were determined from the perspective of a holder of equity instruments in the Company. Given the risk of default of the Company, a lender must economically request to receive the same return that a shareholder would request. Accordingly, the weighted average cost of equity was calculated based on observable market and peer group parameters as of March 2014 and as of March 2015, respectively, the effective dates of the loan agreements. Refer to Note 13 for further details.

#### **Treatment of internally developed intangible assets**

Research and development costs from internal drug development projects are expensed as incurred. Management considers that due to regulatory and other uncertainties inherent in the development of pharmaceutical products, the development expenses incurred for its product candidates do not meet all of the criteria for capitalization as required in IAS 38, Intangible Assets.

NOXXON's product candidates must undergo extensive preclinical and clinical testing to demonstrate the product's safety and efficacy. The results of such trials are unpredictable and uncertain and may be substantially delayed or may prevent the Group from bringing these products to market.

New drugs are subject to significant regulatory approval requirements, which could prevent or limit the Group's ability to market its product candidates. A delay or denial or regulatory approval could significantly delay the Group's ability to generate product revenues and to achieve profitability. Additionally, changes in regulatory approval policies during the development period of any of its product candidates, or changes in regulatory review practices for a submitted product application, may cause a delay in obtaining approval or may result in the rejection of an application for regulatory approval.

#### **Deferred Tax Assets**

Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized.

Given the amount of operating losses accumulated and the significant uncertainty of future taxable income, deferred tax assets were recognized only to the extent that deferred tax liabilities were recognized.

Disclosures regarding capitalized deferred tax assets resulting from loss carry-forwards can be found in Note 15.

#### **4 Intangible Assets**

During the fiscal years 2016 and 2015, intangible assets developed as follows:

in thousands of € 31 December 2016	Patents and Licenses	Other	Total
<b>Cost</b>			
Balance at 1 January 2016	1,818	132	1,950
Additions	0	0	0
Disposals	1,654	78	1,732
Balance at 31 December 2016	164	54	218
<b>Amortization</b>			
Balance at 1 January 2016	1,774	129	1,903
Amortization expense	30	1	31
Impairment loss	2	0	2
Disposals	1,654	78	1,732
Balance at 31 December 2016	152	52	204
<b>Carrying amounts</b>			
At 1 January 2016	44	3	47
At 31 December 2016	12	2	14



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in thousands of €			
<b>31 December 2015</b>	<b>Patents and Licenses</b>	<b>Other</b>	<b>Total</b>
<b>Cost</b>			
Balance at 1 January 2015	1,862	132	1,994
Additions	0	0	0
Disposals	44	0	44
Balance at 31 December 2015	1,818	132	1,950
<b>Amortization</b>			
Balance at 1 January 2015	1,778	128	1,906
Amortization expense	40	1	41
Disposals	44	0	44
Balance at 31 December 2015	1,774	129	1,903
<b>Carrying amounts</b>			
At 1 January 2015	84	4	88
At 31 December 2015	44	3	47

## 5 Equipment

During the fiscal years 2016 and 2015 the equipment developed as follows:

in thousands of €				
<b>31 December 2016</b>	<b>Machinery and Equipment</b>	<b>Furniture and Fixtures</b>	<b>Other</b>	<b>Total</b>
<b>Cost</b>				
Balance at 1 January 2016	4,575	586	66	5,227
Additions	0	18	3	21
Disposals	3,758	82	49	3,889
Reclassification to assets held for sale	700	291	15	1,006
Balance at 31 December 2016	117	231	5	353
<b>Depreciation</b>				
Balance at 1 January 2016	4,019	542	63	4,624
Depreciation expense	108	20	4	132
Impairment loss	163	0	0	163
Disposals	3,517	76	47	3,640
Reclassification to assets held for sale	689	289	15	993
Balance at 31 December 2016	84	197	5	286
<b>Carrying amounts</b>				
At 1 January 2016	556	44	3	603
At 31 December 2016	33	34	0	67

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in thousands of € 31 December 2015	Machinery and Equipment	Furniture and Fixtures	Other	Total
<b>Cost</b>				
Balance at 1 January 2015	4,568	586	66	5,220
Additions	7	1	1	9
Disposals	0	1	1	2
Balance at 31 December 2015	4,575	586	66	5,227
<b>Depreciation</b>				
Balance at 1 January 2015	3,866	519	63	4,448
Depreciation expense	153	23	1	177
Disposals	0	0	1	1
Balance at 31 December 2015	4,019	542	63	4,624
<b>Carrying amounts</b>				
At 1 January 2015	702	67	3	772
At 31 December 2015	556	43	3	603

Due to the decision to focus all of the Group's business activities on the clinical development in cancer treatment, the Group tested the affected laboratory equipment for impairment and recognised an impairment loss of K€ 163.

## **6 Financial assets**

Current financial assets consist of rental deposit. The related operating lease agreements as of 31 December 2016 and 2015 expired by the end of 2016. The Company entered into an indefinite lease agreement consuming a rental deposit of K€ 28. The rental deposit of K€ 131 was paid back without any retentions by the landlord by end of February 2017.

The carrying amount of all financial assets is a reasonable approximation of the fair value.

## 7 Other assets

Other current assets consist of the following:

in thousands of €	31 December	
	2016	2015
VAT	192	274
Receivables from sale of equipment	95	-
Prepaid expenses and other	126	821
<b>Total</b>	<b>413</b>	<b>1,095</b>

VAT ("Value added tax") reflects claims of the Group against local tax authorities for VAT on supplies and services received. The net amount of VAT receivable and VAT payable is non-interest bearing and is remitted to the appropriate taxation authorities on a monthly basis.

Prepaid expenses consist of prepaid annual fees for license, insurance and service contracts, which are deferred over the term of respective agreements.

Prepaid expenses and other receivables include as of 31 December 2016 the cash balance of the liquidity account with the liquidity provider amounting to K€ 83 (and as of 31 December 2015: K€ 608, deferred costs related to an anticipated equity transaction).

The carrying amount of other receivables is a reasonable approximation of the fair value.

## 8 Cash and Cash Equivalents

Cash and cash equivalents consist of cash at bank and on hand. As of 31 December 2016, 98.9 % of cash and cash equivalents are denominated in euro and 1.1 % in dollars. As of 31 December 2015, 96.9 % of cash and cash equivalents are denominated in euro and 3.1 % in dollars.

Bank balances earn interest at variable rates for overnight deposits.

During 2016 the Group placed its available funds only in current accounts and in 2015, the Group placed its available funds in short-term deposits and overnight deposits. These are interest bearing based on respective interest rates applicable for short-term deposits.

The net book value represents the maximum amount that is at risk.

The carrying amount of cash and cash equivalents is a reasonable approximation of the fair value.

## 9 Assets held for sale

As of 31 December 2016, assets held for sale comprise equipment not longer be used by the Group outside of its core business activities on the clinical development in cancer treatment following the decision in September 2016 to focus NOXXON on its core activities. Therefore it is highly likely that the sale will occur. Impairment losses of K€ 12 for write-downs of the disposal group to the lower of its carrying amount and its fair value less costs to sell have been included in general and administrative expenses.

## **10 Equity**

### **Share Capital**

As of 31 December 2016 the share capital of the Company of K€ 2,051 is divided into 2,051,097 ordinary shares with a nominal value of € 1.00.

Prior to the consummation of the Corporate Reorganization, the share capital of NOXXON Pharma AG increased from K€ 493 by K€ 32 to K€ 525 through contributions by shareholders in cash.

As of 23 September 2016, upon consummation of the Corporate Reorganization, all common and preferred shares in NOXXON Pharma AG were exchanged for 1,504,452 ordinary shares of NOXXON Pharma N.V. (see note 2). This exchange of 523,733 common and preferred shares of NOXXON Pharma AG for 1,504,452 ordinary shares of the Company on a 2-for-one and 4-for-one basis, respectively, is retrospectively accounted for as a stock split.

In addition, in the Private Placement, the Company issued an aggregate of 132,079 ordinary shares at a price of € 21.34 against contribution in cash and an aggregate of 369,566 ordinary shares at a price of € 21.34 per share against the contribution of a partial amount of the outstanding loan and certain receivables by two creditors. In the Private Placement, additional paid-in capital of K€ 10,204 were recognized less issuance costs of K€ 52.

According to the articles of association of the Company, up to 10,250,000 ordinary shares with a nominal value of € 1.00 are authorised to be issued. All shares are registered shares. No share certificates shall be issued.

### **Additional paid-in capital**

As of 31 December 2016 the additional paid-in capital of the Company amounts to K€ 124,663.

Prior to the consummation of the Corporate Reorganization, additional paid-in capital includes payments received by NOXXON Pharma AG in excess of the nominal amount of equity issued and of equity contributions by shareholders less related transaction costs in the amount of K€ 4,688 less issuance costs of K€ 55.

Upon consummation of the Corporate Reorganization, the contributed common and preferred shares of NOXXON Pharma AG were added to additional paid-in capital. The ordinary shares of NOXXON Pharma N.V. issued in lieu for those contributed shares were deducted from additional paid-in capital, which lead in total to a decrease of K€ 1,258 corresponding to the increase of share capital resulting from the issuance of such ordinary shares.

In the course of the Private Placement, an amount of K€ 10,204 was recorded in additional paid-in capital, less related issuance costs of K€ 52.

Further, share-based compensation of K€ -2 in 2016 and K€ 276 in 2015 (thereof K€ 272 related to equity-settled termination benefits) were recorded in additional paid-in capital, respectively.

In accordance with Dutch law and in absence of any reserves NOXXON Pharma N.V. is required to maintain pursuant to Dutch law, the Company may make distributions insofar the shareholders' equity exceeds the sum of paid-in and called-up share capital. Additional paid-in capital of the subsidiary NOXXON Pharma AG may only be released and distributed to shareholders to the extent that the additional paid-in capital as reported in that subsidiary's statutory financial statements is available for release and exceeds the accumulated deficit, including current year losses, as reported in those financial statements.

## Treasury Shares

As of 31 December 2016 the Company held 45,770 ordinary shares as treasury shares.

## 11 Share-based Compensation

As of 31 December 2016 and 2015, the number of outstanding options under the Stock Option Plan 2002 for members of the management board was 1,750 with an expiration date at the beginning of 2017 and a weighted average exercise price of € 326. For the Stock Option Plan 2002 no share based payment expense was recognised in 2016.

As of 31 December 2016 and 2015, the number of outstanding shares under the share participation model for employees (held by a trustee), members of the management and supervisory board was 37,081 and 37,227, respectively. Share-based compensation expense of K€ 3 was recorded in 2015.

Furthermore, in 2015, the Company had agreed to grant to a former managing director of NOXXON Pharma Inc. a warrant to purchase such number of ordinary shares as corresponds to 3,106 common shares in NOXXON Pharma AG as outstanding on 15 March 2015, i.e., 6,212 ordinary shares, in the event of an initial public offering or a change of control of the Company. The strike price under the warrant, if the warrant will have to be granted, will be the offer price under the initial public offering or the strike price under the options granted to employees most recently before the change of control, respectively. However, as of 31 December 2016, the warrants have not yet been issued.

## 12 Government Grants

In prior years NOXXON Pharma AG applied for investment grants in accordance with the German tax provisions for federal investment grants (*Investitionszulagengesetz*) and for investment grants awarded by the Investitionsbank Berlin (*Verbesserung der regionalen Wirtschaftsstruktur GRW-Mittel*). Deferred government grants amount to K€ 0 and K€ 4 as of 31 December 2016 and 2015, respectively.

### Federal Investment grants

The *Investitionszulagengesetz* limits grants to a percentage of eligible capital expenditures.

Under the terms of the *Investitionszulagengesetz*, NOXXON Pharma AG is obligated to fulfill certain requirements, including utilizing the assets acquired with the grant proceeds in its business for a period of three years after completion of the investment project. If the economic lives of the assets purchased are shorter than this period, then the assets must remain in use over the course of their economic lives.

### Investment grants of Investitionsbank Berlin

In 2008, the Investitionsbank Berlin awarded NOXXON Pharma AG an investment grant totaling K€ 347 to partially fund the purchase of certain property and equipment. The total amount of the grant and the percentage cap of qualifying expenditure was adjusted in July 2011 and March 2012, so that the total grant amount was revised to K€ 163 and limited to 13.01 % of qualifying expenditure.

For a period of five years after completion of this project (in March 2011) NOXXON Pharma AG was originally obliged to employ 42 full-time employees. As a result of the restructuring executed in July 2015 and the related reduction in headcount NOXXON Pharma AG was not be able to meet this requirement. Therefore, in financial year 2015 the Group has provided for the potential repayment obligation recorded in general and administrative expenses and accrued interest thereon until 31 December 2016 (see Note

14 and 16). For the decision made subsequently by the Investitionsbank Berlin in March 2017, see also Note 23.

### **13 Financial liabilities**

Note 13 Financial liabilities should be read in conjunction with note 2 regarding the debt-to-equity conversion agreed with the lender and executed on 22 September 2016.

In 2014 and 2015, NOXXON Pharma AG entered into two loan agreements of up to € 10.0 million with an original maturity of 36 months. Concurrently, NOXXON Pharma AG issued bonds to the lender with a total notional amount of K€ 2 or € 1 for each bond. The bonds have a term of eight years but terminate upon earlier occurrence of specified events (bond term). Under both loan agreements, NOXXON Pharma AG has pledged its intellectual property rights, including patents owned and certain patent applications made for its product candidates in clinical and pre-clinical development, and NOXXON Pharma AG's trademarks and domain names, to the lender as security against its future payment obligations.

As of 31 December 2015 the fair value of the loan facilities (financial liabilities) amounted to € 9.2 million.

In 2016, the Group entered into a series of subsequent agreements related to its loan facilities and share purchase warrants some of which involved a substantial modification of the then outstanding financial liabilities, i.e. to the derecognition of the related liability and the recognition of the modified liability at its fair value with a related gain or loss being recognized in the income statement, and some did not.

On 22 September 2016, the book value of the loan amounted to approximately € 9.7 million including all interests and fees.

On 23 September 2016, upon the relevant conditions of the final agreement in that series having been satisfied, an initial amount of approximately € 7.0 million of the loans was swapped for 356,502 ordinary shares of the Company.

Further, the lender has agreed that the balance of the loan remaining at the end of March 2017 at amortized cost of approximately € 2.6 million shall be converted into ordinary shares of the Company on a pro-rated basis upon the raising of new capital of approximately same amount until end of March 2017, which may be on the similar conditions as the initial conversion. If by then no such new capital in the amount of approximately € 2.6 million has been raised, the lender may request for the balance of the loan to be converted into equity or to be repaid under the existing loan agreements. For a subsequent agreement with the lender regarding the remaining nominal amount of € 2.6 million we refer to Note 23.

As of 31 December 2016 the fair value of the loan facility (financial liabilities) amounted to € 2.5 million. The fair value of the derivative financial liability relating to the contingent debt-to-equity swap amounted to K€ 419.

For the year 2016 the Group recognised finance income of K€ 1 (prior year K€ 0) and incurred finance cost of K€ 2,127 (prior year K€ 1,294), mainly the effects from the aforementioned transactions and interest for financial liabilities.

## 14 Other Liabilities

Current other liabilities are comprised of the following:

in thousands of €	31 December	
	2016	2015
Employee benefits	558	543
Restructuring expenses and settlement benefits	430	468
Other	0	4
<b>Total</b>	<b>988</b>	<b>1,015</b>

Restructuring expenses and settlement benefits are related to termination benefits (Note 16, General and administrative expenses), grants (see Note 12) and accrued settlement benefits (Note 16, General and administrative expenses), mainly recognised in 2015. Due to the conditions that trigger the payment of such restructuring expenses and settlement benefits, all amounts are current.

## 15 Income Taxes

### Netherlands

In 2016 and 2015, in general the applicable tax rates employed for Dutch companies is 20.0 % corporate income tax up to a taxable profit of € 200,000 and 25.0 % corporate tax for taxable profits exceeding € 200,000. However, the Dutch parent NOXXON Pharma N.V. is fully taxable in Germany and hence the German tax regulations and tax rates for corporations apply as described in the following paragraph.

Deferred taxes of the Company were calculated with a combined income tax rate charge of 30.18 % for the years ended 31 December 2016 and 2015. The Company has no significant net operating loss carry forwards.

### Germany

Deferred taxes of the German NOXXON Pharma AG were calculated with a combined income tax rate charge of 30.18 % for the years ended 31 December 2016 and 2015. The corporation income tax applicable to domestic companies is 15.00 % plus solidarity surcharge thereon of 5.5 %. The average trade tax rate is 14.35 %.

In general, the net operating loss (NOL) of NOXXON Pharma AG carry forwards do not expire. They are subject to review and possible adjustment by the German tax authorities. Furthermore, under current German tax laws, certain substantial changes in the Company's ownership and business may further limit the amount of net operating loss carry forwards, which could be utilized annually to offset future taxable income.

The restrictions on the utilization of tax losses were mitigated through Economic Growth Acceleration Act (*Wachstumsbeschleunigungsgesetz*). According to the provisions of this act unused tax losses of a corporation are preserved to the extent they are compensated by an excess of the fair value of equity for tax purposes above its carrying amount of the Company.

According to German tax provisions, in years of tax profits, any tax loss carry forward can fully be used up to an amount of € 1 million. Any excess tax profit will be reduced with remaining tax loss carry forwards by 60 %. Thus, 40 % of all tax profits exceeding € 1 million will be subject to taxation.

## USA

In 2016 and 2015, the applicable tax rates employed for the US subsidiary is 21.8 %, is comprised of the state corporate income tax of 8.0 % and the federal corporate income tax of 15.0 %.

The below table shows a breakdown of income tax expense and deferred income tax income:

in thousands of €	2016	2015
Current income tax expense	1	1
Deferred income tax expense / (income)	26	(23)
<b>Income tax expense</b>	<b>27</b>	<b>(22)</b>

With respect to the Group, neither the parent nor the Germany subsidiary paid income taxes in the years ended 31 December 2016 and 2015. A deferred tax asset arising from unused tax losses of NOXXON Pharma AG was only recognized to the extent that NOXXON Pharma AG has sufficient taxable temporary differences in the year ended 31 December 2016 and 2015 since it was not probable that future taxable profit would be available against which they can be utilized.

The deferred income tax income results from reversal of NOXXON Inc.'s temporary differences (deferred payments for accrued expenses, capitalization of business start-up cost and organizational cost for US tax purposes).

Deferred tax assets and liabilities are comprised of the following:

	31 December	
in thousands of €	2016	2015
<b>Deferred tax assets</b>		
1. Deferred payments for accrued expenses (US)	1	27
2. Deferred costs on compound financial instruments (Germany)	0	38
3. Embedded derivative financial liability on compound financial instrument (Germany)	127	0
4. Net operating loss carry forwards (Germany)	17	146
5. Allowance on deferred tax assets relating to temporary differences (Germany)	(127)	0
6. Deferred tax asset relating to other temporary differences	9	0
<b>Deferred tax liabilities</b>		
7. Subsequent measurements of compound financial instrument (Germany)	(26)	0
8. Deferred costs in anticipation of an equity transaction (Germany)	0	184
<b>Deferred tax assets</b>	<b>1</b>	<b>27</b>

Deferred tax assets have not been recognized i) in respect of temporary differences on an embedded derivative financial liability on a compound financial instrument and ii) in respect of temporary differences which will never reverse and which relate to deferred costs on financial instruments. The resulting deferred tax assets amount to i) K€ 127 in 2016 and ii) K€ 38 in 2015.



### Unused net operating loss carry-forwards

The amount of net operation loss (NOL) carry-forwards for German corporate and trade tax for the years ended 31 December amount to:

in thousands of €	2016			2015		
	Gross amount	Tax rate	Tax amount	Gross amount	Tax rate	Tax amount
Trade tax	160,182	14.35 %	22,986	151,365	14.35%	21,721
Corporate income tax / solidarity surcharge	161,631	15.83 %	25,586	152,439	15.83%	24,131
less offsetting with deferred tax liabilities			17			146
<b>Unused tax losses for which no deferred tax asset is recognized</b>			<b>48,555</b>			<b>45,706</b>

On 16 January 2015, NOXXON Pharma N.V. was incorporated as a subsidiary of the Company with the purpose to consummate a corporate reorganization, whereby substantially all of the equity interests in NOXXON Pharma AG was exchanged for newly issued equity interests in NOXXON Pharma N.V. with NOXXON Pharma AG becoming an almost wholly-owned subsidiary of NOXXON Pharma N.V. There is a risk that the tax loss carry forwards of NOXXON Pharma AG, as disclosed above, would be forfeited due to the reorganization. However, provisions in German tax law permit the carry-forward of these tax losses after such reorganization, if and to the extent that an excess of NOXXON Pharma AG's equity fair value over its book value exists. As of 31 December 2016 NOXXON Pharma N.V. has unused tax losses of K€ 307 (prior year: K€127) for which no deferred tax assets were recognized.

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The reconciliation of income tax computed at the statutory rate applicable to the Company's income tax expense (income) for the years ended 31 December is as follows:

in thousands of €	2016	2015
Loss before income tax	(10,725)	(16,102)
Group tax rate in % (p/y: %)	30.18	30.18
Theoretical tax benefit	(3,237)	(4,860)
Non-deductible expenses	9	15
Tax-free income	(1)	(7)
Costs associated with equity offering	(32)	(25)
Share-based payment	(1)	82
Additions to / reductions in trade tax	54	42
Debt-for-equity swap related effects	110	-
Change in deferred tax assets not recognized (2016: thereof K€ 2,928 relating to NOXXON Pharma AG and K€ 54 relating to NOXXON Pharma N.V. and K€ 127 relating to an embedded derivative financial liability)	3,109	4,726
Different tax rate in other countries, changes in tax loss carry forwards in prior years and other	16	5
<b>Income tax expense (income)</b>	<b>27</b>	<b>(22)</b>
<b>Effective tax rate</b>	<b>-0.25%</b>	<b>0.14%</b>

## 16 Income and Expenses

### Other operating income

in thousands of €	2016	2015
Government grants related to research and development projects	385	-
Government grants related to assets	4	33
Income from sale of financial assets and property, plant and equipment	20	-
Other income	28	41
<b>Total</b>	<b>437</b>	<b>74</b>

Other income includes foreign exchange differences amounting to K€ 11 in 2016 and K€ 14 in 2015.

See Note 12 for a description of unfulfilled conditions and other contingencies related to government grants related to assets.

### Research and development expenses

in thousands of €	2016	2015
Cost of raw materials, consumables and supplies	1,104	945
Cost of purchased services	355	1,697
Personnel expenses	2,025	3,052
Amortization / depreciation	146	199
Product candidate development expenses	10	53
Patent costs and consulting services	562	491
Infrastructure expenses (rent, rental related)	514	580
Maintenance expenses	155	208
Scientific event related expenses	67	181
Other	389	181
<b>Total</b>	<b>5,327</b>	<b>7,587</b>

In third quarter 2016 NOXXON decided to focus all of its business activities on the NOX-A12 clinical program. As a result of this decision and the head count reduction executed in 2015 personnel expenses decreased by K€ 1,027.

### General and administrative expenses

in thousands of €	2016	2015
Regular personnel expenses	685	1,151
Amortization / depreciation	14	18
Impairment loss on tangible assets and assets held for sale	177	0
Legal and consulting fees	2,246	4,158
Infrastructure expenses (rent, rental related)	200	170
Travel and advertising expenses	307	409
Restructuring expenses	22	510
Settlement benefits	33	521
Supervisory board remuneration	79	94
Other	17	288
<b>Total</b>	<b>3,780</b>	<b>7,319</b>

The decrease in general and administrative expenses in 2016 is mainly driven by lower legal and consulting expenses compared to 2015 related to the preparation of financing transactions amounting to K€ 966 and K€ 3,859, respectively. Further, in July 2015 management decided to focus NOXXON's business activities on the NOX-A12 clinical program. As a result of this restructuring and the related reduction in headcount executed in July 2015, the Company incurred restructuring costs, personnel and other expenses, amounting to K€ 510.

In addition, settlement agreements have been entered into leading to expenses of K€ 33 in 2016 for benefits settled in cash and K€ 521 in 2015 for benefits settled in cash and equity instruments.

## Personnel expenses

in thousands of €	2016	2015
Regular salary	2,196	3,417
Restructuring expenses	0	293
Settlement benefits	33	521
Benefits	199	291
Share-based compensation	-	3
Share-based compensation adjustment for turnover	(2)	-
Social security contribution	287	467
Release of accrued holidays	(29)	(13)
Other	26	38
<b>Total</b>	<b>2,710</b>	<b>5,017</b>

Social security contributions include contributions for statutory pension insurance in the amount of K€ 140 in 2016 and K€ 226 in 2015.

## 17 Segment reporting

### Information about reportable segment

The Group has one Segment. The Group is active in pioneering the development of a new class of proprietary therapeutics called Spiegelmers. These activities are conducted as own project development. The Management Board is the chief operating decision maker. Management of resources and reporting to the decision maker is based on the Group as a whole.

### Geographic information

Discovery activities, pre-clinical and clinical activities are conducted in Berlin.

The geographic information below analyzes the Group's revenue and non-current assets by the country of domicile and other countries. In presenting the following information, revenue has been based on the geographic location of the customers and assets were based on the geographic location of the assets.

Revenues in 2016 are generated in Germany with three customers. Revenues in 2015 are generated in Germany with four customers. The non-current assets, excluding deferred tax assets, are mainly located in Germany.

## 18 Loss per share

The loss per share is calculated by dividing the loss attributable to shareholders of the Company by the weighted average number of outstanding ordinary shares, retrospectively adjusted for the Corporate Reorganization.

in thousands of €	2016	2015
Net loss	(10,747)	(16,102)
Weighted number of ordinary shares outstanding	1,602,250	1,090,112
<b>Loss per share, basic and diluted in € per share</b>	<b>(6.71)</b>	<b>(14.77)</b>

There are no dilutive instruments outstanding. Share options under the share-based payment plans were excluded because these options were not exercisable during the period and shares to be issued under the conversion rights of the detachable warrants were excluded because the effect would be anti-dilutive.

## 19 Notes to the Cash Flow Statement

### *Non-cash Transactions*

In 2016, the Reorganisation, for details we refer to note 2, is accounted for as a non-cash debt-for-equity swap resulting in a decrease of financial liabilities and an increase in equity of K€ 7,608, as a non-cash transaction. Further two creditors of NOXXON contributed their receivables against NOXXON into equity resulting in a decrease of trade payables and an increase of equity of K€ 279 as a non-cash transaction.

In 2015, transaction costs amounting to K€ 407 relating to an anticipated equity transaction were not paid in 2015 but rather were accrued in the statement of financial position and recognized in other assets. This amount was not included in operating cash flow since it relates to financing activities. In 2016 these transaction costs were paid and derecognized to general and administrative expenses with a corresponding decrease of other assets.

## 20 Commitments and Contingencies

### **License Agreements**

In 1997 and 1998, NOXXON Pharma AG entered into licensing and royalty agreements that allow the use of intellectual property related to Spiegelmer® technology in its products and processes. The 1997 agreement was subsequently terminated when the relevant intellectual property was assigned to NOXXON. The Group is required to pay licensing fees during the lifetime of the patent family. Furthermore, NOXXON bears the ongoing patent maintenance costs. The Company expects to settle all future obligations, including maintenance costs, connected to these agreements with estimated future payments not exceeding K€ 100.

In December 2001, the Group purchased an exclusive sublicense of the SELEX patent portfolio from an US-Corporation for research & development and commercialization of all products containing and processes that utilize Spiegelmer® technology, including, but not limited to, therapeutics and fine chemicals for use in affinity media, excluding rights

for in vivo and in vitro diagnostics and radiopharmaceuticals. The Group paid annual patent maintenance fees of US\$ 50,000 for the period ended 31 December 2016.

The Group has patents and has filed for various patent applications which also result from inventions made by its employees. In case of use or other circumstances specified in German Law pertaining to inventions (*Arbeitnehmererfindungsgesetz*), the Group is obliged to allow the respective inventor a fee in accordance with German Law pertaining to inventions by employees (*Arbeitnehmererfindungsgesetz*).

No royalties were paid during the years ended 31 December 2016 and 2015.

### **Commitments**

During the years ended 31 December 2016 and 2015 the Group entered into several research, development and service agreements for its business operations as well as maintenance agreements for the laboratory equipment to run the ordinary course of business. The Group has entered into such agreements with third parties for services and inventories which amounted to K€ 934 in 2016 and K€ 1,344 in 2015.

### **Operating Leases**

The Group leases certain laboratory and office space, equipment and company cars under various non-cancellable operating leases with third parties. The lease agreements expire at various dates through 2018. Rent expense under these operating leases totaled K€ 714 and K€ 734 for the years ended 31 December 2016 and 2015, respectively.

Future minimum payments under non-cancellable operating leases with initial terms exceeding one year at 31 December 2016 and 31 December 2015, are as follows:

#### **2016**

<b>In thousands of €</b>	<b>Total</b>	2016	2017	2018	2019	2020	Thereafter
Operating Leases	<b>121</b>	77	23	13	8	0	0

#### **2015**

<b>In thousands of €</b>	<b>Total</b>	2015	2016	2017	2018	2019	Thereafter
Operating Leases	<b>501</b>	495	5	1	0	0	0

### **Contingencies**

There are no current claims or litigation against the Group. However, due to the inherent nature of intellectual property rights, there remains the possibility of unasserted claims related to intellectual property that the Group is not yet aware of.

## 21 Financial Risk Management Objectives and Policies

### Financial instruments

The Group's principal financial instruments comprise bank balances, deposits, cash money market funds and financial liabilities. The main purpose of these financial instruments is to finance the Group's operations. The Group has various other financial instruments, such as trade debtors and trade creditors, as well as other current non-interest bearing assets, which arise directly from its operations.

The Group places its available funds during the year in fixed-term deposits with banks and money market funds seeking to ensure both liquidity and security of principal in accordance with Group policy. It is, and has been throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. Management reviews and agrees policies for managing each of these risks, as summarized below.

### Credit risk

Financial instruments that potentially expose NOXXON to credit risk consist primarily of cash and cash equivalents, fixed-term deposits with banks and money market funds. The maximum exposure to credit risk is equal to the carrying amount of these instruments. The credit risk is minimized by the investment policy, which limits investments to those that have relatively short maturities and that are placed with highly rated issuers.

The Group's accounts receivable are unsecured and the Group is at risk to the extent such amounts become uncollectible. The Group has historically not experienced substantial losses related to individual customers or groups of customers.

### Foreign currency risk

NOXXON conducts business in countries outside the Euro-zone and is therefore subjected to foreign exchange risks. Future business may be conducted to a higher extent in other currencies, namely the dollar and pound sterling. NOXXON is aware of the foreign exchange risks and investigates with every foreign exchange related transaction if a corresponding hedge is favorable and necessary.

As a result of purchases denominated in dollars and pound sterling, the Group's balance sheet can be affected by movements in the dollar/euro and pound sterling/euro exchange rates. These transactions are generally short term in nature, thus the Group's exposure to currency risk is immaterial.

The following table demonstrates the sensitivity to a reasonably possible change in the dollar exchange rate, with all other variables held constant, of the Group's loss before tax.

	<b>Increase/decrease in USD/EUR rate (in %)</b>	<b>Effect on loss before tax (in thousands €)</b>
<b>2016</b>	(10)	(125)
	+ 10	102
<b>2015</b>	(10)	(231)
	+ 10	189

The following table demonstrates the sensitivity to a reasonably possible change in the pound sterling exchange rate, with all other variables held constant, of the Group's loss before tax.

	Increase/decrease in GBP/EUR rate (in %)	Effect on loss before tax (in thousands €)
<b>2016</b>	(10)	(18)
	+ 10	15
<b>2015</b>	(10)	(31)
	+ 10	25

### Liquidity risk

The Group monitors its risk to a shortage of funds using a cash forecast. This tool considers the maturity of both, the Group's financial investments, i.e. financial assets (e.g. accounts receivable, other financial assets) and financial liabilities (e.g. loans, accounts payable as well as other payable) and projected cash flows from operations. Due to the inherent nature of the Group being a biopharmaceutical company, the operations of the business are cash intensive. The Group maintains detailed budgets to accurately predict the timing of cash flows, to ensure that sufficient funding can be made available or appropriate measures to minimize expenditures are implemented to avoid any anticipated cash shortfalls. To achieve this objective, the Group would pursue various alternatives, including entering into collaboration or licensing agreements, seeking additional investors, obtaining further funding from existing investors through an additional funding round and/or delaying, reducing the scope of, eliminating or divesting clinical programs and considering other cost reduction initiatives, such as reducing the amount of space being rented by the Group, postponing hiring new personnel and/or reducing the size of the current workforce.

### Maturity profile of financial liabilities

The table below summarizes the maturity profile of the Group's financial liabilities at 31 December 2016 and 2015 based on contractual undiscounted payments.

in thousands of €

Year ended 31 December 2016	Total	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years
Financial liabilities	2,607	0	0	2,607	0	0
Trade accounts payable	1,422	0	1,422	0	0	0

The maturity profile as of 31 December 2016 and 2015 reflect the effect of the agreements reached with certain lenders on the repayment schedule and additional interest payments of financial liabilities as described in Note 13.

in thousands of €

Year ended 31 December 2015	Total	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years
Financial liabilities	10,966	0	538	3,335	7,093	0
Trade accounts payable	3,174	0	3,174	0	0	0



### **Capital management**

The Group regards its total equity as capital. The primary objective of the Group's capital management is to obtain sufficient funds to support its research and development activities, cover the cash burn and maximize the shareholder's value while minimizing the financial risks. Historically, the Group financed its operations primarily through the issuance of equity securities to third parties. To assist management in undertaking strategic activities, capital increases and to service the share option plans and convertible bonds, the shareholders of the Company have authorized the future issuance of shares in specific circumstances with approval of the Supervisory Board. The Group has never declared or paid dividends on any of its common and preferred shares and does not expect to do so in the foreseeable future.

No changes were made in the objective, policies or processes for managing capital during the year ending 31 December 2016 and 2015.

### **Fair value hierarchy**

The Group held financial liabilities for which fair values are disclosed in Note 13. These fair value measurements would be classified as level 2 in the fair value hierarchy. No changes to the measurement method for calculating the fair value have occurred since initial recognition.

## **22 Related Party Relationships**

### **Shareholder with significant influence**

As of 31 December 2016 and 2015, the Company had no shareholders with significant influence. The largest three shareholders, as of the date of the technical listing, hold 17.4%, 15.6% and 15.4%, respectively and each of them has a seat on the Supervisory Board. The shareholders have not entered into an agreement which significantly influences the operating and financing activities of the Group.

### **Supervisory Board**

The chairman and members of the Supervisory Board (all since 23 September 2016):

Dr. Hubert Birner  
Chairman of the Supervisory Board  
Managing Partner of TVM Capital GmbH, Munich

Mr. Bertram Köhler  
Member of the Management Board of the DEWB AG, Jena

Dr. J. Donald de Bethizy  
Consultant, Fredericksberg, Denmark

Dr. Olivier Litzka  
Partner of Edmond de Rothschild Investment Partners, Paris

Maurizio PetitBon  
General Partner of Kreos Capital, London, Great Britain

Dr. Walter Wenninger  
Consultant, Leverkusen

## Management Board

The members of the Management Board (all since 23 September 2016):

Dr. Aram Mangasarian  
Chief Executive Officer (until 23 September 2016 sole Managing Director)

Dr. Matthias Baumann  
Chief Medical Officer

### *Other transactions*

In 2016, NOXXON Pharma AG assigned and licensed intellectual property and tangible assets to Aptarion biotech AG, a company related to Mr. Klussmann, a former member of the management board of NOXXON Pharma AG against cash, royalties and an equity component at arms length.

### *Remuneration*

Remuneration paid to NOXXON's management board members is set by the supervisory board. The current remuneration system provides for fixed basic annual remuneration, due in equal, monthly installments, as well as a variable annual bonus set by the supervisory board at the end of each fiscal year. The bonus constitutes a variable annual remuneration component which is related to Group wide and individual goals.

There are long-term incentives, such as share option plans and share participation models for the members of the management board. Some of the members of the supervisory board received shares of the Company under the share participation model.

The members of the supervisory board received remuneration as approved by the shareholders' meeting (including long-term incentives / share participation model) as well as reimbursements for travel expenses.

In the fiscal years 2016 and 2015, no loans or advances were granted to the members of the management and supervisory boards, nor were any such repaid. There are no postemployment benefits and no contingent liabilities in respect of members of the management board or the supervisory board.

The Group did not enter into any significant transactions with members of the supervisory and management boards except for the transactions described above.

In 2016, the short-term employee benefits for the management board comprise fixed and variable compensation (K€ 816, thereof accrued expenses K€ 114) and settlement payments (K€ 33, thereof accrued expenses of K€ 33). As of 31 December 2016, the number of outstanding options under Stock Option Plan 2002 for members of the management board was 1,750 options with an expiration date at the beginning of 2017 and an exercise price of € 326. No expenses were recognized during the reporting period. Under the share participation models, the share-based payment transactions recognized as an expense during the reporting period amounted to K€ 0. Thus, the total compensation for the management board members was K€ 849 in 2016.

In 2015, the short-term employee benefits for the management board comprise fixed and variable compensation (K€ 1,044, thereof accrued expenses K€ 298) and settlement payments (K€ 100, thereof accrued expenses of K€ 58). As of 31 December 2015, the number of outstanding options under Stock Option Plan 2002 for members of the management board was 1,750 options with an expiration date at the end of 2016 and an exercise price of € 326. No expenses were recognized during the reporting period. Under the share participation models, the share-based payment transactions recognized as an expense during the reporting period amounted to K€ 0. Thus, the total compensation for the management board members was K€ 1,144 in 2015.

Under the share participation models the Company did not issue any preferred shares to the members of the management board in 2016 and 2015, respectively.

In 2016, the remuneration for the supervisory board (including D&O insurance fees) amounted to K€ 86 (thereof accrued expenses of K€ 79). Under the share participation models, the share-based payment transactions recognized as an expense during the reporting period amounted to K€ 0. Thus, the total compensation for the supervisory board members was K€ 86 in 2016.

In 2015, the remuneration for the supervisory board (including D&O insurance fees) amounted to K€ 103 (thereof accrued expenses of K€ 79). Under the share participation models, the share-based payment transactions recognized as an expense during the reporting period amounted to K€ 0. Thus, the total compensation for the supervisory board members was K€ 103 in 2015.

Under the share participation models the Company did not issue any preferred shares to the members of the supervisory board in 2016 and 2015, respectively.

### **23 Events after the balance sheet date**

In May 2017, the Company and a new investor signed an Issuance Agreement pursuant to which that investor and existing shareholders of the Company, subject to certain conditions, make certain investments of a nominal amount of € 4.5 million into the Company until April 2018 and a further nominal amount of up to € 6.5 million subsequently against the Company satisfying certain prerequisites, as described in the following.

As initial step the new investor invested an amount of € 250 thousand in early May 2017 by way of subscribing for ordinary shares for a price of € 15.50 per share, subject to the condition precedent that existing shareholders of the Company likewise subscribed for ordinary shares for a price of € 15.50 per share against a total issue price of at € 750 thousand, totalling an initial investment of € 1,000 thousand. This step was completed in early May 2017.

The second step of this financing is subject to the Company preparing and obtaining the requisite approval for publishing its Prospectus to cause its ordinary shares to be listed on the Public Offering Compartment of Alternext. Obtaining Prospectus approval from the relevant authority within the timeframe necessary to be in the position to implement and to consummate the second step of the financing transaction is not fully in control of the Company. However, based on the track record of approvals in the past by relevant authorities and involving the necessary experts to prepare the current prospectus in line with the regulatory requirements, management expects to obtain such approval in time.

Pursuant to the second step, the new investor is to subscribe for notes of the Company convertible into ordinary shares at a nominal amount of up to € 10.0 million in multiple tranches, whereby the convertible notes of each tranche are issued with a certain number of warrants to subscribe for further ordinary shares of the Company. Following a first tranche of convertible notes of a nominal amount of € 1.0 million expected to be drawn in June 2017, each of the Company and the new investor can require the issuance of further five tranches in the nominal amount of € 500 thousand each in the period until April 2018. After April 2018, the new investor can require further tranches in the nominal amount of € 250 thousand each up to said total nominal value of € 10.0 million. Upon the issuance of each tranche, the Company will have to pay a commitment fee of 6 % of the nominal amount of the relevant tranche.

By implementing the first and second step of the financing transaction as contemplated, the Company expects to receive financial funds in a nominal amount of € 4.5 million until April 2018 and subsequent to April 2018 a nominal amount of up to € 6.5 million.

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In addition, the Group obtained a commitment from the lender of its remaining venture loan to not request the redemption of and interest payments on its outstanding debt in the amount of € 2.6 million in cash until September 2018. Further, the lender has agreed, subject to certain conditions, that it will convert between € 1.8 million and the total amount of € 2.6 million debt into equity until September 2018. The modification of the loan agreement is considered to be substantial resulting in a derecognition of the carrying amount of the loan and recognition of the fair value of the debt or equity instrument issued with an expected impact on profit and loss with a loss of approximately K€ 120 in 2017, based on the terms and conditions described above applying the current stock price of NOXXON N.V.'s ordinary shares.

With respect to the investment grant awarded in 2008 by the Investitionsbank Berlin, the Investitionsbank Berlin decided not to claim for the repayment of the grant after the balance sheet date. The financial liability will be released in the first quarter 2017, the cash projection underlying the going concern assessment already reflects this reduced cash outflow.

According to a corresponding settlement agreement, Dr. Matthias Baumann left the Group on 30 April 2017. Dr. Jarl Ulf Jungnelius has taken on the duties of Chief Medical Officer but works with the Group on a consulting basis.

Amsterdam, 31 May 2017

NOXXON Pharma N.V.

Signing of the financial statements on 1 June 2017

Originally signed by:

**Board of Directors**

Dr. Aram Mangasarian, CEO

**Supervisory Board**

Dr. Hubert Birner, Chairman

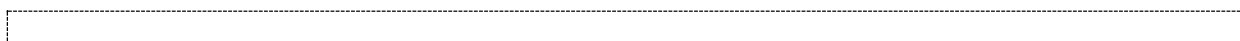
Bertram Köhler

Dr. J. Donald de Bethizy

Dr. Olivier Litzka

Dr. Maurizio Petitbon

Dr. Walther Wenninger



## **Company statements of financial position as of 31 December 2016**

Company balance sheet as at 31 December 2016

Company income statement for the year ended 31 December 2016

Notes to the company financial statements for the year ended 31 December 2016

## Company balance sheet as at 31 December 2016

(before profit appropriation)

		2016	2015
In thousands of €			
<b>Fixed assets</b>			
Financial fixed assets	3	0	--
		<hr/>	<hr/>
<b>Total fixed assets</b>		<b>0</b>	<b>--</b>
<b>Current assets</b>			
Other receivables	4	86	--
Cash at bank and in hand	5	395	45
		<hr/>	<hr/>
<b>Total current assets</b>		<b>481</b>	<b>45</b>
<b>Total assets</b>		<b>481</b>	<b>45</b>
<b>Shareholders' equity</b>			
Issued capital	6	2,051	45
Share premium		8,618	--
Retained earnings		(127)	--
Undistributed result		(10,641)	(127)
		<hr/>	<hr/>
<b>Total equity</b>		<b>(99)</b>	<b>(82)</b>
Financial derivative liabilities	7	419	--
Trade payables		136	65
Liabilities due to group companies	8	25	62
<b>Current liabilities</b>		<b>580</b>	<b>127</b>
<b>Total equity and liabilities</b>		<b>481</b>	<b>45</b>

## Company income statement for the year ended 31 December 2016

		2016	2015
In thousands of €			
Share in results from participating interests, after taxation	3	(9,431)	--
Other result after taxation		(1,210)	(127)
<b>Net result</b>		<b>(10,641)</b>	<b>(127)</b>



## Notes to the company financial statements for the year ended 31 December 2016

### 1 General

The company financial statements are part of the 2016 financial statements of NOXXON Pharma N.V., Amsterdam, The Netherlands (the 'Company').

With reference to the income statement of the company, use has been made of the exemption pursuant to Section 402 of Book 2 of the Netherlands Civil Code.

The Company is registered under number 62425781 in the Business Register with corporate seat in Amsterdam, the Netherlands.

The company financial statements for the year ended 31 December 2016 were authorized by the Board of Directors on 31 May 2017 and the Supervisory Board on 1 June 2017.

### 2 Basis of preparation

The company financial statements have been prepared in accordance with Title 9, Book 2 of the Netherlands Civil Code. For setting the principles for the recognition and measurement of assets and liabilities and determination of the result for its company financial statements, the Company makes use of the option provided in section 2:362(8) of the Netherlands Civil Code. This means that the principles for the recognition and measurement of assets and liabilities and determination of the result (hereinafter referred to as principles for recognition and measurement) of the company financial statements of the Company are the same as those applied for the consolidated EU-IFRS financial statements. See note 3 of the consolidated financial statements for a description of these principles.

#### Corporate Reorganization and Private Placement

For a detailed explanation of the Corporate Reorganization and the Private Placement we refer to note 2 of the consolidated financial statements. For the impact on the Company's financial statements we refer to notes 3 and 6.

#### Going Concern

For a detailed explanation of the Going Concern of the Company and the Group we refer to note 3.1 of the consolidated financial statements.

#### Participating interests in group companies

Participating interests in group companies are accounted for in the Company financial statements according to the net asset method. Net asset value is based on the measurement of assets, provisions and liabilities and determination of net result based on the principles applied in the consolidated financial statements. Participations with a negative net asset value are valued at nil. A share of the profits from the participation, in later years, will only be processed if and insofar as the cumulative unrecognized share has compensated the loss. However, if the Company wholly or partly guarantees the debts of a participation, or has the constructive obligation to allow the participation (for

its share) to pay its debts, a provision is recognized in the amount of the expected payments by the Company on behalf of the participation. The provision is formed primarily at the expense of long-term unsecured receivables that should actually be seen as part of net investment, and the remainder presented under provisions.

### Result of participating interests

The share in the result of participating interests consists of the share of the Company in the result of these participating interests. Results on transactions involving the transfer of assets and liabilities between the Company and its participating interests and mutually between participating interests themselves, are eliminated to the extent that they can be considered as not realised.

The financial information of the Company is included in the consolidated financial statements. For this reason, in accordance with Section 402, Book 2 Netherlands Civil Code, the income statement of the Company exclusively states the share in the result of participating interests after taxation and the other result after taxation.

## 3 Financial fixed assets

Financial assets solely include the investment of the Company in its almost fully owned subsidiary NOXXON Pharma AG, with statutory seat in Berlin, Germany.

	2016	2015
In thousands of €		
Participating interests in group companies	0	--
Loans due from group companies	--	--
	<u>0</u>	<u>--</u>
	<u>0</u>	<u>--</u>

Movements in financial fixed assets were as follows:

	Participating interests in group companies	Loans due from group companies	Total
In thousands of €			
Balance at 1 January 2015:	--	--	--
● Cost of acquisition	--	--	--
● Accumulated depreciation and impairment	--	--	--
	<hr/>	<hr/>	<hr/>
Carrying amount	--	--	--
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
Balance at 1 January 2016:	--	--	--
Changes during the financial year:			
1 Debt conversion	--	7,257	7,257
2 Accrued interest	--	74	74
3 Capital contributions to NOXXON Pharma AG	2,100	--	2,100
4 Capital contribution due to debt cancellation of loans and receivables due from NOXXON Pharma AG	7,331	(7,331)	--
5 Share in results from participating interests, excluding impairment, after taxation	(1,383)	--	(1,383)
	<hr/>	<hr/>	<hr/>
<b>Total changes</b>	<b>8,048</b>	<b>--</b>	<b>8,048</b>
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
6 Impairment of fixed asset due to negative equity of NOXXON Pharma AG	(8,048)	--	(8,048)
<b>Carrying amount</b>	<b>0</b>	<b>--</b>	<b>0</b>
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

For details on the impact of the Corporate Reorganization, reference is made to note 6.

As of 23 September 2016, upon consummation of the Corporate Reorganization, substantially all common and preferred shares in NOXXON Pharma AG were exchanged for 1,504,452 ordinary shares of NOXXON Pharma N.V. In the course of the Debt Conversion, creditors of NOXXON Pharma AG, a subsidiary of the Company, waived their rights for repayment and contributed their receivables amounting to K€ 7,257 to the Company against issuance of ordinary shares. Subsequently, interest of K€ 74 accrued on the interest bearing part of these contributed receivables. NOXXON Pharma N.V. then contributed a total amount of K€ 7,331 including accrued interest to the additional paid-in capital of NOXXON Pharma AG, which resulted in a corresponding increase of the participation in NOXXON Pharma AG.

However, upon the Corporate Reorganization, the participating interest in NOXXON Pharma AG had a negative net equity. Due to the judgement of the transaction as a transaction under common control, the opening balance was K€ 0 because the value is negative and no consideration was paid. Additional share issuances at nominal value and payments and debt conversions made with respect to the investment, described in the preceding paragraph, were accounted for in accordance with IAS 28.38. Nevertheless, the equity value of the investment remained negative due to continuing research and development activities and accordingly, an impairment loss of K€ 8,048 was recognized resulting in a financial fixed asset of K€ 0. No additional losses were provided for, or a liability recognised, because NOXXON Pharma N.V. has, as of 31

December 2016, incurred no legal or constructive obligations to make payments on behalf of the participating interest holdings in NOXXON Pharma AG.

Upon the corporate reorganisation, the fair value of the participating interest amounted to € 45.3 million (middle case scenario) based on a discounted cashflow valuation. The discounted cashflow value is derived based on the net present value of the cash flows of the operative business, e.g. excluding interest income or expenses as well as any results from non-operating assets/liabilities/special assets. A weighted average cost of capital (WACC) of 12% was applied, based on a peer group analysis including a market risk premium of 6.0%. Further, a constant debt/equity ratio over the plan period based on an assumption of 100% equity financing was considered.

There is a difference between the equity of NOXXON Pharma AG and the Company financial statements due to different valuation assessments for the Company's investment in NOXXON Pharma AG.

There is an unrecognized share of losses of K€ 2,364 with respect to the participating interests as of 31 December 2016.

The Company, with its statutory seat in Amsterdam, is the holding company and has the following financial interests:

Name	Location	Share in issued capital %
<b>Consolidated participating interests</b>		
NOXXON Pharma AG	Berlin, Germany	<b>99.8</b>
NOXXON Pharma Inc. (indirectly held by NOXXON Pharma AG)	Boston, MA, USA	<b>100.0</b>

## 4 Current assets

Other receivables include as of 31 December 2016 the cash balance of the liquidity account with the liquidity provider amounting to K€ 83 and prepaid expenses of K€ 3. All amounts are due within one year. The cash balance of the liquidity account with the liquidity provider is not withdrawable on demand into cash at bank or in hand, because the cash amounts are transferred to the liquidity provider to enable him to increase the liquidity of the NOXXON N.V. shares by increasing the trading volume.

## 5 Cash at bank and in hand

Cash consist only of cash at bank and in hand. Deposits included under cash at bank and in hand are withdrawable on demand. The net book value represents the maximum amount that is at risk. The carrying amount of cash at bank and in hand is a reasonable approximation of the fair value.

## 6 Shareholders' equity

### Reconciliation of movements in capital and reserves

In thousands of €	Issued share capital	Share premium	Retained earnings	Undistri- buted result	Total
Balance at 1 January 2015	--	--	--	--	--
Changes in financial year 2015	--	--	--	--	--
• Issued ordinary shares	45	--	--	--	45
• Result for the year	--	--	--	(127)	(127)
Balance at 1 January 2016	45	--	--	(127)	(82)
Result appropriation to retained earnings	--	--	(127)	127	--
Changes in financial year 2016:					
• Issued ordinary shares in Reorganization	1,504	(1,504)	--	--	--
• Purchase of own shares in Reorganization	--	(45)	--	--	(45)
• Issued ordinary shares in Private Placement	502	10,204	--	--	10,706
• Issuance costs	--	(20)	--	--	(20)
• Purchase of own shares	--	(17)	--	--	(17)
• Result for the year	--	--	--	(10,641)	(12,145)
Balance at 31 December	2,051	8,618	(127)	(10,641)	(99)

## Share capital, share premium and Reserve for own shares

### Ordinary shares

As of 31 December 2016 the share capital of the Company of K€ 2,051 is divided into 2,051,097 ordinary shares with a nominal value of € 1.00.

As of 23 September 2016, upon consummation of the Corporate Reorganization, substantially all common and preferred shares in NOXXON Pharma AG were exchanged for 1,504,452 ordinary shares of NOXXON Pharma N.V. This exchange comprised of 523,733 common and preferred shares of NOXXON Pharma AG for 1,504,452 ordinary shares of the Company on a 2-for-one and 4-for-one basis.

In addition, in the Private Placement, the Company issued an aggregate of 132,079 ordinary shares at a price of € 21.34 against contribution in cash and an aggregate of 369,566 ordinary shares at a price of € 21.34 per share against the contribution of a partial amount of the outstanding loan and certain receivables by two creditors of the subsidiary NOXXON Pharma AG. In the Private Placement, an amount of K€ 10,204 was allocated as a share premium, less transaction costs of K€ 20.

According to the articles of association of the Company, up to 10,250,000 ordinary shares with a nominal value of € 1.00 are authorised to be issued. All shares are registered shares. No share certificates shall be issued.

### Share premium

As of 31 December 2016, the additional paid-in capital of the Company amounts to K€ 8,618.

In the course of the Private Placement, an amount of K€ 10,204 was recorded as share premium, less of transaction costs of K€ 20.

The purchase price or carrying amount of the treasury shares of K€ 62 was charged to Share premium.

In accordance with Dutch law and in absence of any reserves NOXXON Pharma N.V. is required to maintain pursuant to Dutch law, the Company may make distributions insofar the shareholders' equity exceeds the sum of paid-in and called-up share capital.

### Own shares

The Company's own shares comprise the cost of the Company's shares held by the Company. At 1 January 2016, the Company held 0 own shares. Upon consummation of the corporate reorganisation the Company acquired 45,000 own shares being the ordinary shares that existed prior to the corporate reorganisation. Subsequently the Company sold 42 own shares and repurchased 812 own shares. At 31 December 2016, the Company held 45,770 own shares.

## Reconciliation of shareholders' equity and net result to the consolidated financial statements

Shareholders' equity and net result according to the Company financial statements are not identical to the corresponding figures in the consolidated financial statements. The reconciliation between the two is as follows, no reconciliation is presented for 2015

because NOXXON N.V. did not hold any participating interest prior to the corporate reorganisation consummated in September 2016:

	2016 Shareholders ' equity	2016 Net result
In thousands of €		
Company financial statements	(99)	(10,641)
--Impairment of financial fixed asset in Company's financial statements	--	8,048
--Result of participating interest prior to corporate reorganisation	--	(9,369)
--Company financial result already included in consolidated result	--	1,210
-- Net consolidated equity upon corporate reorganisation	(2,367)	--
--Private Placement issuance costs recognised in subsidiaries financial statements	(14)	--
	<hr/>	<hr/>
<b>Consolidated financial statements</b>	<b>(2,480)</b>	<b>(10,752)</b>
	<hr/> <hr/>	<hr/> <hr/>

The carrying amount of the group company NOXXON Pharma AG is nil in the Company financial statements. However, the equity deficit of this group company is recognized in full in the consolidated financial statements. For the share of the loss not recognized in the company financial statements, please refer to the note 3 on financial fixed assets.

### Proposal for result appropriation for the financial year 2016

The General Meeting of Shareholders will be asked to approve the following appropriation of the 2016 loss for the period amounting to K€ 10,641 to be added to the accumulated losses in retained earnings.

## 7 Financial derivative liabilities

The amount of K€ 419 represents the fair value of the derivative financial liability relating to the contingent debt-to-equity swap with a lender of the Group. The derivative financial liability is a financial instrument of the Company. If the lender of the Group calls for the debt-to-equity swap, the Company is required to issue a number of ordinary shares to that lender based on a fixed conversion rate, depending on the amount of debt to be converted in accordance with the lenders request. The amount of K€ 419 represents the fair value of this call option from the perspective of the Company being in a short position.

## 8 Liabilities due to group companies

	2016	2015
In thousands of €		
Debts to group companies	--	62
Accounts payable to group companies	25	--
	<u>25</u>	<u>62</u>

Debts to group companies comprise a loan granted by NOXXON Pharma AG for an indefinite period to the Company to bear its formation expenses and further expenses incurred in preparation of a capital market transaction. The loan is interest bearing commencing on 1 January 2016 at 2.0 percent per annum and fully repayable upon termination by either party with a three business days' notice.

## 9 Financial instruments

### General

The Group has exposure to the following risks from its use of financial instruments:

- Credit risk.
- Liquidity risk.

In the notes to the consolidated financial statements information is included about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

These risks, objectives, policies and processes for measuring and managing risk, and the management of capital apply also to the company financial statements of the Company.

### Fair value

The fair values of most of the financial instruments stated on the balance sheet, including accounts receivable, cash at bank and in hand and current liabilities, are close to their carrying amounts.

The fair value of the financial derivative liability (see note 7) is calculated based on level 3 input factors using a Black Scholes option model. The change in value in 2016 of K€ 419 is fully recognised in profit and loss in the year 2016.

## 10 Employee benefits and number of employees

The Company does not employ employees.



## 11 Share in results from participating interests

A loss of K€ 1,383 (2015: nil) of share in results from participating interests relates to group companies.

## 12 Fees of the auditor

With reference to Section 2:382a(1) and (2) of the Netherlands Civil Code, the following fees (excluding surcharges, expenses and VAT) for the financial year have been charged by EY Netherlands to the Company, its subsidiaries and other consolidated entities, and were expensed in the Company's and consolidated financial statements in the respective years:

	EY Netherlands 2016	Other EY network 2016	Total EY 2016
In thousands of €			
Audit of the financial statements	64	81	145
Other audit engagements	--	154	154
	<u>64</u>	<u>235</u>	<u>299</u>

	EY Netherlands 2015	Other EY network 2015	Total EY 2015
In thousands of €			
Audit of the financial statements	--	188	188
Other audit engagements	--	787	787
	<u>--</u>	<u>975</u>	<u>975</u>

## 13 Remuneration of managing and supervisory directors

The board of directors and the members of the supervisory board did not receive any remuneration from the Company in 2016 and 2015, respectively.

For accrued expenses for remuneration of the members of the supervisory board see section "Supervisory Board Remuneration for the fiscal year 2016" of the Supervisory Board report of the Annual Report 2016.

For remuneration of the members of the management board and the supervisory board of NOXXON Pharma see section "Remuneration" of the Supervisory Board report of the Annual Report 2016.

## 14 Related party transactions

For related party transactions we refer to note 22 of the consolidated financial statements. For transactions between the Company and its subsidiaries we refer to notes 3 and 8 of the Company's financial statements.

## 15 Commitments and contingencies

Commitments of K€ 121 exist in relation to the listing agent agreement and the sponsor bank and agent agreement. There are no further commitments or contingencies.

## 16 Events after the balance sheet date

In May 2017, the Company and a new investor signed an Issuance Agreement pursuant to which that investor and existing shareholders of the Company, subject to certain conditions, make certain investments of a nominal amount of € 4.5 million into the Company until April 2018 and a further nominal amount of up to € 6.5 million subsequently against the Company satisfying certain prerequisites, as described in the following.

As initial step the new investor invested an amount of € 250 thousand in early May 2017 by way of subscribing for ordinary shares for a price of € 15.50 per share, subject to the condition precedent that existing shareholders of the Company likewise subscribed for ordinary shares for a price of € 15.50 per share against a total issue price of at € 750 thousand, totalling an initial investment of € 1,000 thousand. This step was completed in early May 2017.

The second step of this financing is subject to the Company preparing and obtaining the requisite approval for publishing its Prospectus to cause its ordinary shares to be listed on the Public Offering Compartment of Alternext. Obtaining Prospectus approval from the relevant authority within the timeframe necessary to be in the position to implement and to consummate the second step of the financing transaction is not fully in control of the Company. However, based on the track record of approvals in the past by relevant authorities and involving the necessary experts to prepare the current prospectus in line with the regulatory requirements, management expects to obtain such approval in time.

Pursuant to the second step, the new investor is to subscribe for notes of the Company convertible into ordinary shares at a nominal amount of up to € 10.0 million in multiple tranches, whereby the convertible notes of each tranche are issued with a certain number of warrants to subscribe for further ordinary shares of the Company. Following a first tranche of convertible notes of a nominal amount of € 1.0 million expected to be drawn in June 2017, each of the Company and the new investor can require the issuance of further five tranches in the nominal amount of € 500 thousand each in the period until April 2018. After April 2018, the new investor can require further tranches in the nominal amount of € 250 thousand each up to said total nominal value of € 10.0 million. Upon the issuance of each tranche, the Company will have to pay a commitment fee of 6 % of the nominal amount of the relevant tranche.

By implementing the first and second step of the financing transaction as contemplated, the Company expects to receive financial funds in a nominal amount of € 4.5 million until April 2018 and subsequent to April 2018 a nominal amount of up to € 6.5 million.

In addition, the Group obtained a commitment from the lender of its remaining venture loan to not request the redemption of and interest payments on its outstanding debt in the amount of € 2.6 million in cash until September 2018. With respect to that outstanding debt, the Company issued a guarantee to the lender to step in the payment obligations of its subsidiary upon occurrence of certain conditions. To date, the Company was not required to step in the payment obligations of its subsidiary. Further, the lender has agreed, subject to certain conditions, that it will convert between € 1.8 million and the total amount of € 2.6 million debt into equity until September 2018. The modification of the loan agreement is considered to be substantial resulting in a derecognition of the carrying amount of the loan and recognition of the fair value of the debt or equity instrument issued with an expected impact on profit and loss with a loss of approximately K€ 120 in 2017, based on the terms and conditions described above applying the current stock price of NOXXON N.V.'s ordinary shares.

With respect to the investment grant awarded in 2008 by the Investitionsbank Berlin, the Investitionsbank Berlin decided not to claim for the repayment of the grant after the balance sheet date. The financial liability will be released in the first quarter 2017, the cash projection underlying the going concern assessment already reflects this reduced cash outflow.

According to a corresponding settlement agreement, Dr. Matthias Baumann left the Group on 30 April 2017. Dr. Jarl Ulf Jungnelius has taken on the duties of Chief Medical Officer but works with the Group on a consulting basis.

Amsterdam, 31 May 2017

NOXXON Pharma N.V.

Signing of the financial statements on 1 June 2017

Originally signed by:

**Board of Directors**

Dr. Aram Mangasarian, CEO

**Supervisory Board**

Dr. Hubert Birner, Chairman

Bertram Köhler

Dr. J. Donald de Bethizy

Dr. Olivier Litzka

Dr. Maurizio Petitbon

Dr. Walther Wenninger

## Other information

### Provisions in the Articles of Association governing the appropriation of profit

The company's Articles of Association provide under chapter X, Article 29 provisions about the appropriation of profits, distributions and losses as follows:

#### **CHAPTER X. Financial year and annual accounts. Profits and distributions.**

##### **Article 29. Profits, distributions and losses.**

1. The company shall have a policy on reserves and dividends, which shall be determined and may be amended by the Management Board. The adoption and thereafter each material change of the policy on reserves and dividends shall be discussed at the general meeting under a separate agenda item.
2. From the profits, if any, shown in the annual accounts, as adopted, the Management Board shall determine which part shall be reserved. Any profits remaining thereafter shall be at the disposal of the general meeting. The Management Board shall make a proposal for that purpose. A proposal to pay a dividend shall be dealt with as a separate agenda item at the general meeting.
3. Distribution of dividends on the shares shall be made in proportion to the nominal value of each share.
4. Distributions may be made only insofar as the company's equity exceeds the amount of the paid in and called up part of the issued capital, increased by the reserves which must be kept by virtue of the law.
5. If a loss was suffered during any one year, the Management Board may resolve to offset such loss by writing it off against a reserve which the company is not required to keep by virtue of the law.
6. The distribution of profits shall be made after the adoption of the annual accounts, from which it appears that the same is permitted.
7. The Management Board may, subject to due observance of the policy of the company on reserves and dividends, resolve to make an interim distribution, provided the requirement of paragraph 4 of this article has been complied with, as shown by interim accounts. Such interim accounts shall show the financial position of the company not earlier than on the first day of the third month before the month in which the resolution to make the interim distribution is announced. Such interim accounts shall be signed by all members of the Management Board. If the signature of one or more of them is missing, this shall be stated and reasons for this omission shall be given. The interim accounts shall be deposited in the offices of the trade register within eight days after the day on which the resolution to make the interim distribution has been announced.
8. At the proposal of the Management Board, the general meeting may resolve to make a distribution on shares wholly or partly not in cash but in shares. At the

proposal of the Management Board, the general meeting may resolve that distributions are made in another currency than Euro.

9. The Management Board may, subject to due observance of the policy of the company on reserves and dividends, resolve that distributions shall be made to holders of shares out of one or more reserves.
10. Dividends and other distributions of profit shall be made payable in the manner and at such date(s) - within four (4) weeks after declaration thereof - and notice thereof shall be given, as the Management Board shall determine. The Management Board may determine that entitled to dividends and other distributions of profits shall be, the shareholders, usufructuaries and pledgees, as the case may be, at a record date within four (4) weeks after notification thereof. A claim of a shareholder for payment of a distribution shall be barred after five (5) years have elapsed.

### **Profit-sharing certificates and similar rights**

The Company has no preference shares, which give priority over part of the distributable profit.

### **Branch offices**

NOXXON Pharma N.V. operates through the following branch offices (direct or indirect owned subsidiaries):

Name	Registered seat	Shareholding (%)
NOXXON Pharma N.V.	Amsterdam, Netherlands	parent company
NOXXON Pharma AG	Berlin, Germany	99.8 %
--- NOXXON Pharma Inc.	Boston, MA, USA	100.0 %

The Company has a branch office in Berlin, Germany.

## Independent auditor's report

To: the shareholders, supervisory board and management of NOXXON Pharma N.V.

## Report on the audit of the financial statements 2016

### Our opinion

We have audited the financial statements 2016 of NOXXON Pharma N.V., based in Amsterdam, The Netherlands. The financial statements include the consolidated financial statements and the company financial statements.

### In our opinion:

- The accompanying consolidated financial statements give a true and fair view of the financial position of NOXXON Pharma N.V. as at 31 December 2016 and of its result and its cash flows for 2016 in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code
- The accompanying company financial statements give a true and fair view of the financial position of NOXXON Pharma N.V. as at 31 December 2016 and of its result for 2016 in accordance with Part 9 of Book 2 of the Dutch Civil Code

### The consolidated financial statements comprise:

- The consolidated statement of financial position as of 31 December 2016
- The following statements for 2016: the consolidated statement of comprehensive loss, the consolidated cash-flow statement and the consolidated statement of changes in shareholder's equity
- The notes to the consolidated financial statements comprising a summary of the significant accounting policies and other explanatory information

### The company financial statements comprise:

- The company balance sheet as of 31 December 2016
- The company income statement for the year ended 31 December 2016
- The notes to the company financial statements comprising a summary of the accounting policies and other explanatory information

### Material uncertainty related to going concern

We draw attention to the going concern paragraph in note 3.1 of the financial statements which indicates that the company is dependent upon raising additional finance in order to continue operations. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the Our responsibilities for the audit of the financial statements section of our report.

We are independent of NOXXON Pharma N.V. in accordance with the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands). Furthermore we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Materiality

Materiality	€ 151.700
Benchmark applied	2% of expenses excluding initial public offering and staff severance costs
Explanation	NOXXON is a biotechnology company in a research and development phase, not generating any revenues and only incurring costs. We therefore believe that total expenses without non-recurring items as initial public offering costs and severance costs for staff are an appropriate benchmark.

We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the financial statements for qualitative reasons.

We agreed with the supervisory board that misstatements in excess of € 7.600, which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

#### Scope of the group audit

NOXXON Pharma N.V. is at the head of a group of entities. The financial information of this group is included in the consolidated financial statements of NOXXON Pharma N.V.

Our group audit mainly focused on the significant group entity NOXXON Pharma AG with its statutory seat in Berlin, Germany, as all operations of the group take place within that entity. We have used the work of EY component auditors when auditing NOXXON Pharma AG.

By performing the procedures mentioned above at NOXXON Pharma AG together with additional procedures at group level, we have been able to obtain sufficient and appropriate audit evidence about the group's financial information to provide an opinion about the financial statements.

#### Our key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements. We have communicated the key audit matters to the supervisory board. The key audit matters are not a comprehensive reflection of all matters discussed.

These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the 'Material uncertainty related to going concern' section of our report we have determined the following key audit matter:



Risk	Our audit approach
<p>In note 2 of the consolidated financial statements the Company explains the corporate reorganization and private placement that occurred in 2016. We identified the risk that due to the technical and/or contractual complexity of the corporate reorganization, these events may not be accounted for in accordance with the applicable accounting framework.</p>	<p>By inspecting applicable contracts, agreements, and minutes of the board, we obtained an understanding of the corporate reorganization and private placement. We inquired of Company management with respect to the events and the consequences for the company financial statements. We are satisfied that the events are accounted for in accordance with the applicable accounting framework.</p>

## Report on other information included in the annual report

In addition to the financial statements and our auditor's report thereon, the annual report contains other information that consists of:

- The group management discussion and analysis
- Other information pursuant to Part 9 of Book 2 of the Dutch Civil Code

Based on the following procedures performed, we conclude that the other information:

- Is consistent with the financial statements and does not contain material misstatements
- Contains the information as required by Part 9 of Book 2 of the Dutch Civil Code

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements. By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the other information, including the group management discussion and analysis in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information pursuant to Part 9 of Book 2 of the Dutch Civil Code.

## Report on other legal and regulatory requirements

### Engagement

We were engaged by the supervisory board as auditor of NOXXON Pharma N.V. on 6 April 2017, as of the audit for the year 2016 and have operated as statutory auditor since that date.

## Description of responsibilities for the financial statements

### Responsibilities of management and the supervisory board for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with EU-IFRS and Part 9 of Book 2 of the Dutch Civil Code. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, management should prepare the financial statements using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

The supervisory board is responsible for overseeing the company's financial reporting process.

#### Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit assignment in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not have detected all material errors and fraud.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgment and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included, e.g.:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Concluding on the appropriateness of management's use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern.
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Because we are ultimately responsible for the opinion, we are also responsible for directing, supervising and performing the group audit. In this respect we have determined the nature and extent of the audit procedures to be carried out for group entities. Decisive were the size and/or the risk profile of the group entities or operations. On this basis, we selected group entities for which an audit or review had to be carried out on the complete set of financial information or specific items.

We communicate with the supervisory board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

We provide the supervisory board with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the supervisory board, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

Eindhoven, June 1, 2017

Ernst & Young Accountants LLP

signed by P.A.E. Dirks