

NOTICE AND AGENDA

Notice is hereby given that the annual general meeting of shareholders (the **General Meeting**) of NOXXON Pharma N.V. (the **Company**) is convened at 13.30 hours (CET) on 27 June 2017 at the offices of Freshfields Bruckhaus Deringer LLP, Strawinskylaan 10, 1077 XZ in Amsterdam, the Netherlands. The language of the meeting shall be English. The General Meeting is convened to discuss and decide on the following:

Agenda

- 1. Opening**
- 2. Annual Accounts 2016**
 - a. Discussion of the annual report 2016 (discussion)
 - b. Application of the remuneration in 2016 (discussion)
 - c. Policy on additions to reserves and on dividends (discussion)
 - d. Adoption of the annual accounts 2016 (voting)
 - e. Release from liability of the members of the board of directors (voting)
 - f. Release from liability of the members of the supervisory board (voting)
- 3. Appointment of Ernst & Young Accountants LLP as statutory auditor for the financial year 2017 (voting)**
- 4. Partial amendment of the articles of association (voting)**
- 5. Amendment of the remuneration for the members of the supervisory board (voting)**
- 6. Delegation to the board of directors to issue shares and to limit or exclude any pre-emptive rights in connection therewith (voting)**
- 7. Delegation to the board of directors to acquire shares (voting)**
- 8. Close of meeting**

Berlin, Germany, 07 June 2017

The board of directors

EXPLANATORY NOTES

Agenda item 2a - Discussion of the annual report 2016

The annual report 2016 is available through the Company's corporate website. This agenda item is a discussion item only.

Agenda item 2b - Application of the remuneration for members of the board of directors in 2016

Dutch law requires that item is placed on the agenda as a separate discussion item. The remuneration report for 2016 is contained in the Company's annual report 2016 on pages 46 through 51. This agenda item is a discussion item only.

Agenda item 2c - Policy on additions to reserves and on dividends

Dutch law requires that item is placed on the agenda. The Company has not and will not declare any dividends for the financial year 2016. This agenda item is a discussion item only.

Agenda item 2d - Adoption of the annual accounts 2016

The General Meeting is requested to vote on the adoption of the annual accounts of the Company for the financial year 2016.

Agenda item 2e - Release from liability of the members of the board of directors

The General Meeting is requested to vote to release the members of the Company's board of directors in 2016, Dr. Aram Mangasarian and Dr. Matthias Baumann, from liability for their respective management insofar as such management is apparent from the financial statements or otherwise disclosed to the General Meeting prior to the adoption of the annual accounts.

Agenda item 2f - Release from liability of the members of the supervisory board

The General Meeting is requested to vote to release all members of the Company's supervisory board in 2016 from liability for their supervision on the management by the board of directors insofar as such supervision is apparent from the financial statements or otherwise disclosed to the General Meeting prior to the adoption of the annual accounts.

Agenda item 3 - Appointment of Ernst & Young Accountants LLP as statutory auditor for the financial year 2017

Based on the audit committee's assessment of the functioning of Ernst & Young Accountants LLP as external auditor during the financial year 2016, the board of directors and the supervisory board propose to reappoint Ernst & Young Accountants LLP as statutory auditor. This agenda item proposes to appoint Ernst & Young Accountants LLP as statutory auditor for the next financial year 2017.

Agenda item 4 – Partial amendment of the articles of association

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

This proposal includes the authorization of each lawyer, (deputy) civil law notary and paralegal practicing with Freshfields Bruckhaus Deringer LLP, aforementioned, to execute the deed of partial amendment of the articles of association and to perform all administrative acts necessary to update the records of the trade register of the Dutch Chamber of Commerce in connection with the amendment of the articles of association.

Agenda item 5 - Amendment of the remuneration for the members of the supervisory board

In deviation of the existing plan where a vesting period would start as of the day of the grant of the right, in light of the listing on Alternext which took place on 30 September 2016, it is proposed to approve an equity compensation for only those members of the supervisory board who were in office on 30 September 2016, consisting of a one-time appointment grant vesting annually over three years of options retroactively as of 30 September 2016 in an amount of approximately 0.40% of the Company's outstanding ordinary shares instead.

Agenda item 6 - Delegation to the board of directors to issue ordinary shares and to limit or exclude any pre-emptive rights in connection therewith

This agenda item proposes to designate the board of directors as the corporate body competent to issue ordinary shares in the capital of the Company and grant rights to subscribe for ordinary shares in the capital of the Company, with the prior approval of the Supervisory Board, at any time during a period of 5 years as from the date of the General Meeting and therefore up to and including 26 June 2022 up to a maximum of 100% of the issued share capital of the Company, to be calculated against the amount of issued share capital as it will be at the date of the General Meeting. The delegation is intended to allow the board of directors to issue new ordinary shares for general purposes, which includes, without limitation, mergers, demergers, acquisitions and other strategic transactions and alliances and to limit or exclude pre-emptive rights in connection therewith.

For the avoidance of doubt: this authorization is in addition to the authorization delegated to the board of directors by the General Meeting on 22 September 2016 in connection with the listing of the Company's shares on Alternext Paris to issue new ordinary shares (and exclude pre-emptive rights in connection with such issuance) which was delegated to the board of directors by the General Meeting on 22 September 2016 for a period of three years as of that date and up to a maximum of 100% of all issued and outstanding share capital of the Company immediately following the listing in due consideration of the agreements the Company has entered into on or around 1 May 2017 for the private placement and additional financing for which the existing delegation was mostly used or reserved to comply with obligations thereunder.

Agenda item 7 - delegation to the board of directors to acquire shares

This agenda item proposes to replace and renew the existing authority of the board of directors as the corporate body competent to repurchase any ordinary shares in the Company own share capital given to it on 22 September 2016 in connection with the listing of the Company's shares on Alternext Paris to allow the liquidity of the stock and support the secondary market through a liquidity agreement with an authorized investment services provides, complying with the charters of ethics approved by the French Autorité des Marchés Financiers (AMF) and the French Association of the Financial Markets (AMAFI). It is proposed to again designate the board of directors to repurchase any ordinary shares in the Company's own share capital for the same purpose through stock exchange trading or otherwise at any time during a period of 18 months as of the day of the General Meeting and therefore up to and including 26 December 2018 against a repurchase price between EUR 1 and EUR 50, with the prior approval of the Supervisory Board.

ATTENDANCE INFORMATION

General Meeting documentation

The General Meeting documentation:

- annual accounts and report of the board of directors for 2016;
- agenda and the explanatory notes to the agenda;
- instructions and documents for participation and voting at the General Meeting; and
- explanatory notes to agenda item 4 with respect to the partial amendment of the articles of association.

are available on the Company's website (www.noxxon.com). These documents are also available at the Company's offices at Max-Dohrn-Strasse 8-10 10589 Berlin, Germany, for shareholders and persons entitled to attend the meeting who, upon request, will receive a copy free of charge.

Participation and voting

Under Dutch law and the Company's Articles of Association, persons entitled to attend and to vote at the General Meeting are shareholders of the Company (which for the purposes of this notice includes holders of a Dutch law right of usufruct) who were registered as shareholder in one of administration records of the intermediaries that are (indirectly) participants in Euroclear France on 30 May 2017 (the **Registration Date**) after all debit and credit entries have been handled as per the Registration Date and (ii) have notified the Company by 17.00 hours (CET) on 20 June 2017 of their attendance in writing or electronically (contact details at the end of this announcement).

Representation by proxy

Subject to compliance with the provisions above, shareholders can attend and vote at the General Meeting in person or by proxy. In order to give proxy and voting instructions, the relevant shareholder must ensure that (i) he or she is registered as a shareholder in the manner as described above (ii) the duly completed and signed proxy including, as appropriate, voting instructions, will be received by the Company by 17.00 hours (CET) on 20 June 2017 in writing or electronically (contact details at the end of this announcement).

Attendance card

Shareholders who have notified the Company of their attendance (either in person or by proxy), will receive an attendance card issued in their name. This will serve as admission certificate and prior to the start of the General Meeting, the shareholder (or his or her proxy) will need to hand over the attendance card, and as applicable

the written power of attorney, at the registration desk before being allowed to enter the General Meeting.

Identification

Persons entitled to attend the General Meeting may be requested to identify themselves at the registration desk prior to admission to the General Meeting and are therefore requested to bring a valid identity document.

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