

NOTICE

Notice is hereby given that the extraordinary general meeting of shareholders (the **General Meeting**) of NOXXON Pharma N.V. (the **Company**) is convened at 15.00 hours (CET) on 15 December 2021 at the offices of Freshfields Bruckhaus Deringer LLP, Strawinskylaan 10, 1077 XZ in Amsterdam, the Netherlands. The language of the meeting shall be English.

COVID-19 STATEMENT

In light of the public health risks arising from outbreak of the COVID-19 virus and restrictive measures in the Netherlands and elsewhere implemented to reduce gatherings of people, the Company urges its shareholders not to attend the General Meeting in person. You do not need to be present to cast your vote at the General Meeting on 15 December 2021. Instead, please give your voting instructions by proxy. Further details on proxy voting are given in the Attendance Notice for this General Meeting available on this website.

The Company acknowledges that constraints caused by the outbreak of COVID-19 restrict the physical presence of its shareholders at the General Meeting on 15 December 2021 and thus to ask questions at the General Meeting. For this reason, shareholders who decide not to attend the General Meeting on 15 December 2021 in Amsterdam, the Netherlands, and who wish to submit questions regarding items on the agenda of the General Meeting, may submit their questions by email to shareholders@noxxon.com up to 17:00 (CET) on 12 December 2021. The email submitting such question(s) must include name, surname, number of shares held by the shareholder on the record date for the General Meeting and the agenda item to which the question relates.

AGENDA

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

Agenda

- 1. Opening**
- 2. Appointment of Bryan Jennings as member of the board of directors (voting)**
- 3. Close of meeting**

Berlin, Germany, 15 November 2021

The board of directors



EXPLANATORY NOTES

Agenda item 2 – Appointment of Bryan Jennings as member of the board of directors

In order to support the current development and performance of the Company and its current strategy and considering the composition of the board of directors, the supervisory board has made – pursuant to the articles of association of the Company – a binding nomination: to appoint Bryan Jennings as additional member of the board of directors.

Curriculum Vitae Bryan Jennings.

Bryan Jennings, 54, is a seasoned biotech executive with more than 30 years of experience in corporate finance, investment banking, capital markets, mergers and acquisitions, business development, accounting and investor relations.

Prior to joining NOXXON, Mr. Jennings served as Chief Financial Officer of Peptilogs, Inc. Previously, he was Chief Financial Officer for several private biotech firms including ChemomAb, Beren Therapeutics, Rational Vaccines, and KAHR Medical.

Prior to his CFO roles in biotech, Mr. Jennings was a senior member of the management team and a Managing Director at Morgan Stanley. In addition to running the firm's capital markets team in the Americas, he also spent significant time in the firm's mergers and acquisitions practice and worked for several years in London covering technology and healthcare companies as well. Earlier, Mr. Jennings began his Wall Street career and spent several years at Goldman Sachs.

Mr. Jennings received his Bachelor of Arts in Economics and Political Science from Williams College and his Masters in Business, with majors in Finance and Accounting, from The J.L. Kellogg School at Northwestern University.

The term of office of Bryan Jennings as member of the board of directors will be from the General Meeting up to and including the annual general meeting of shareholders to be held in 2022. Bryan Jennings will be remunerated in accordance with the Company's remuneration policy. A description of the main terms of his appointment are published on the Company's website (www.noxxon.com).

ATTENDANCE INFORMATION

General Meeting documentation

The General Meeting documentation:

- agenda and the explanatory notes to the agenda; and
- instructions and documents for participation and voting at the General Meeting,

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

Participation and voting

Under Dutch law and the Company's Articles of Association, persons entitled to attend and to vote at the General Meeting are shareholders of the Company (which for the purposes of this notice includes holders of a Dutch law right of usufruct) who (i) were registered as shareholder in one of administration records of the intermediaries that are (indirectly) participants in Euroclear France on 17 November 2021 (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 8 December 2021 of their attendance in writing or electronically (contact details at the end of this announcement). In light of the public health risks arising from outbreak of COVID-19 and restrictive measures in the Netherlands and elsewhere implemented to reduce gatherings of people, the Company urges its shareholders not to attend the General Meeting in person. You do not need to be present to cast your vote at the General Meeting on 15 December 2021. Instead, please give your voting instructions by proxy.

Representation by proxy

Subject to compliance with the provisions above, shareholders can also be represented at the General Meeting by proxy. In order to be eligible to give proxy and voting instructions, the relevant shareholder must ensure that (i) he or she is registered as a shareholder in the manner as described above and (ii) the duly completed and signed proxy including, as appropriate, voting instructions, are received by the Company by 17.00 hours (CET) on 8 December 2021 in writing or electronically (contact details at the end of this announcement). Shareholders are urged to give proxy and voting instructions to the Company's general counsel Mrs. K.C. Ophoff, by completing the power of attorney form available on the Company's website under "Attendance notice and PoA".

Attendance card

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



Identification

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

Address details Company:

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