

## NOTICE

Notice is hereby given that the annual general meeting of shareholders (the **General Meeting**) of NOXXON Pharma N.V. (the **Company**) is convened at 14.00 hours (CEST) on 29 June 2022 at the offices of Freshfields Bruckhaus Deringer LLP, Strawinskylaan 10, 1077 XZ in Amsterdam, the Netherlands. The language of the meeting shall be English.

You do not need to be present to cast your vote at the General Meeting on 29 June 2022. Instead, you can give your voting instructions by proxy. Further details on participation, voting or representation by proxy are given in the Attendance Notice for this General Meeting available on this website.

Shareholders who decide not to attend the General Meeting on 29 June 2022 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](mailto:shareholders@noxxon.com) up to 17.00 (CEST) on 26 June 2022. The email submitting such question(s) must include name, surname, number of shares held by the shareholder on 1 June 2022 (the Registration Date as defined below) 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. Annual Accounts 2021**

- a. Discussion of the annual report 2021 (discussion)
- b. Application of the remuneration for members of the board of directors (discussion)
- c. Policy on additions to reserves and on dividends (discussion)
- d. Adoption of the annual accounts 2021 (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. Re-appointment of the members of the board of directors (voting)**

- a. Re-appointment of Dr. Aram Mangasarian as member of the board of directors (voting)

- b. Re-appointment of Bryan Jennings as member of the board of directors (voting)
- 4. Re-appointment of members of the supervisory board (voting)**
  - a. Re-appointment of Dr. Maurizio PetitBon as member of the supervisory board (voting)
  - b. Re-appointment of Dr. Cornelis Alexander Izeboud as member of the supervisory board (voting)
- 5. Appointment of Baker Tilly (Netherlands) N.V. as statutory auditor for the financial year 2022 (voting)**
- 6. Partial amendment of articles of association in relation to the name change to TME Pharma N.V. (voting)**
- 7. Partial amendment of the articles of association in relation to the increase of the authorised share capital and the introduction of a class of convertible preference shares (voting)**
- 8. Partial amendment of the articles of association in relation to reinstating a transitional provision to increase the authorised share capital (voting)**
- 9. Delegation to the board of directors to issue ordinary shares and/or preference shares and to limit or exclude any pre-emptive rights in connection therewith (voting)**
- 10. Renewal of the delegation to the board of directors to acquire shares (voting)**
- 11. Amendment of Sec. 3.4 of the remuneration policy regarding the compensation structure of non-executive directors in relation to grant of options (voting)**
- 12. Close of meeting**

*Berlin, Germany, 30 May 2022*

*The board of directors*

## EXPLANATORY NOTES

### **Agenda item 2a - Discussion of the annual report 2021**

The annual report 2021 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**

According to the articles of association, this item is placed on the agenda as a separate discussion item. The remuneration report for 2021 is contained in the Company's annual report 2021 on pages 58 through 63. This agenda item is a discussion item only.

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

The Dutch Corporate Governance Code requires that this item is placed on the agenda. The Company has not and will not declare any dividends for the financial year 2021. This agenda item is a discussion item only.

### **Agenda item 2d - Adoption of the annual accounts 2021**

The General Meeting is requested to vote on the adoption of the annual accounts of the Company for the financial year 2021.

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

The General Meeting is requested to vote to release Dr. Aram Mangasarian and Bryan Jennings as members of the Company's board of directors from liability for their management during 2021 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 2021 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 – Re-appointment of the members of the board of directors**

The term of office of each Dr. Aram Mangasarian and Bryan Jennings as members of the board of directors will expire on the day of the General Meeting.

Dr. Aram Mangasarian and Bryan Jennings have each expressed their willingness to accept a re-appointment into their current office.

The supervisory board has considered the contribution and performance of Dr. Aram Mangasarian and Bryan Jennings during their previous term in office and expect them to continue to be effective in their role. The supervisory board is of the view that they have each demonstrated the desired commitment and expertise in their role in the Company. Upon recommendation of the Compensation and Nomination & Corporate Governance Committee, the supervisory board has therefore recommended their re-appointments and pursuant to the articles of association of the Company, the supervisory board has made the following binding nominations:

Agenda item 3a – Re-appointment of Dr. Aram Mangasarian as member of the board of directors.

Agenda item 3b – Re-appointment of Bryan Jennings as member of the board of directors.

The relevant biographical details and curriculum vitae of each nominee is set in the Company's Annual Report 2021 which is available for inspection at the offices of the Company as well as on the Company's website ([www.noxxon.com](http://www.noxxon.com)).

To better facilitate and support continuity of management, in line with the Dutch Corporate Governance Code and in light of the current members' excellent performance over the past term, the Compensation and Nomination & Corporate Governance Committee has recommended and the supervisory board supports to prolong the term of appointment of members of the board of directors to a term of four years. As such, the new term of office of Dr. Aram Mangasarian and Bryan Jennings as members of the board of directors will be four years as from the General Meeting up to and including the annual general meeting of shareholders to be held in 2026. Dr. Aram Mangasarian and Bryan Jennings will continue to be remunerated in accordance with the Company's remuneration policy. A description of the main terms of their appointment are described in the Company's Annual Report 2021.

### **Agenda item 4 – Re-appointment of members of the supervisory board**

The term of office of each of Dr. Maurizio PetitBon and Dr. Cornelis Alexander Izeboud as members of the supervisory board will expire on the day of the General Meeting. Dr. Maurizio PetitBon and Dr. Cornelis Alexander Izeboud have each expressed their willingness to accept a re-appointment into their current office.

In furtherance of the profile and composition of the supervisory board (available on the Company's corporate website [www.noxxon.com](http://www.noxxon.com)), the supervisory board has considered the contribution and performance of each of the directors available for re-appointment and expect them continue to be effective in their respective roles. The supervisory board is of the view that they each have demonstrated the desired commitment and respective expertise in their roles in the Company. Upon recommendation of the Compensation and Nomination & Corporate Governance Committee, the supervisory board has therefore recommended their re-appointment and pursuant to the articles of association of the Company, the supervisory board has made the following binding nominations:

Agenda item 4a – Re-appointment of Dr. Maurizio PetitBon as member of the supervisory board.

Agenda item 4b – Re-appointment of Dr. Cornelis Alexander Izeboud as member of the supervisory board.

The relevant biographical details and curriculum vitae of Dr. Maurizio PetitBon and Dr. Cornelis Alexander Izeboud as nominees are set in the Company's Annual Report 2021 which is available for inspection at the offices of the Company as well as on the Company's website ([www.noxxon.com](http://www.noxxon.com)).

The new term of office of Dr. Maurizio PetitBon and Dr. Cornelis Alexander Izeboud as members of the supervisory board will be two years as from the General Meeting up to and including the annual general meeting of shareholders to be held in 2024.

**Agenda item 5 – Appointment of Baker Tilly (Netherlands) N.V. as statutory auditor for the financial year 2022**

Based on the Audit Committee's assessment of the functioning of Baker Tilly (Netherlands) N.V. as external auditor in respect of the audit of the annual accounts for the financial year 2021 and its recommendation to the supervisory board, the board of directors and the supervisory board propose to re-appoint Baker Tilly (Netherlands) N.V. as statutory auditor. This agenda item proposes to appoint Baker Tilly (Netherlands) N.V. as statutory auditor for the financial year 2022.

**Agenda item 6 – Partial amendment of articles of association in relation to the name change to TME Pharma N.V. (voting)**

The proposal to change the company name to TME Pharma N.V. is part of a planned strategic transition to reflect better how the Company has evolved.

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 authorisation 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.

It is noted that this proposal to partially amend the articles is proposed separately from the proposals to further amend the articles of association set out below under items 7 and 8.

**Agenda item 7 – Partial amendment of the articles of association in relation to the increase of the authorised share capital and the introduction of a class of convertible preference shares**

To facilitate further capital increases to support the Company's continuous need for equity investment by current and new investors, it is proposed to increase the Company's authorised share capital and introduce the possibility to issue preference shares in the capital of the Company and in connection therewith add provisions to enable the conversion of such preference shares into ordinary shares. The board of directors believes that having the option to issue convertible preference shares, would offer more diversified options to current and new equity investors. The class of convertible preference shares will not be listed.

Furthermore it is intended in relation to the above, to reinstate a transitional clause that would allow for a further increase of the authorised share capital of the Company when it will have used up its room for issuances of new common shares and/or preference shares under the authorised share capital. This measure, in combination with replacing the existing authority of the board of directors as the corporate body competent to issue ordinary shares and/or preference shares in the capital of the Company and grant rights to subscribe for ordinary shares and/or preference shares in the capital of the Company as outlined in agenda item 9, will give the Company more flexibility and means to facilitate future rounds of (equity) capital funding by investors.

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

The Company notes with reference to an extraordinary general meeting of the Company held on 16 May 2022 at which meeting a proposal to consolidate the Company's share capital was approved and which also entails an amendment of the articles of association, that the text proposal as attached already assumes that the articles of association have been amended following implementation of the share consolidation. Therefore also for completion it is noted that this proposal, if approved by the General Meeting, will only be implemented and the articles of association will only be amended after implementation of the share consolidation.

This proposal includes the authorisation 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 8 – Partial amendment of the articles of association in relation to reinstating a transitional provision to increase the authorised share capital**

To facilitate further capital increases to support the Company's continuous need for equity investment by current and new investors, it is proposed to reinstate a transitional provision in the articles of association that would allow for an increase of the authorised share capital of the Company when it will have used up its current room for issuances of new common shares and/or preference shares.

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).

Similarly as with regard to the previous agenda item, the Company notes with reference to an extraordinary general meeting of the Company held on 16 May 2022 at which meeting a proposal to consolidate the Company's share capital was approved and which also entails an amendment of the articles of association, that the text proposal as attached already assumes that the articles of association have been amended following implementation of the share consolidation. Therefore also for completion it is noted that this proposal, if approved by the General Meeting, will only be implemented and the articles of association will only be amended after implementation of the share consolidation.

This proposal includes the authorisation 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.

This proposal is dependent on the General Meeting approving the proposal under item 7. If item 7 is not approved, no effect can be given to the proposal under this item 8.

**Agenda item 9 - Delegation to the board of directors to issue ordinary shares and/or preference shares and to limit or exclude any pre-emptive rights in connection therewith**

At the annual general meeting of shareholders of the Company held on 24 June 2021, the board of directors was delegated with the authority to issue ordinary shares and to limit or exclude any pre-emptive rights therewith up to the amount available under the authorised share capital of the Company as set out in its articles of association at that time (including as may be increased by the transitional provisions). This delegation of authority was granted for a period of 5 years and therefore will end on 23 June 2026 (the **Existing Authority**).

However, in connection with the amendment of the articles of association as proposed under agenda items 7 and/or 8, this agenda item proposes to replace and renew the Existing Authority of 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 and/or preference 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 the amendment of the articles of association concerning items 7 and/or 8 takes effect and further up to the maximum number of ordinary and/or preference shares, as applicable, available under the Company's new to be increased authorised share capital and, subject to the transitional provision taking effect, as such clauses will read after execution of the deed concerning the partial amendment of the articles of association as provided for under agenda item 7 and, as applicable 8 above and therefore up to the maximum of ordinary shares and/or preference shares, as applicable, available under the authorised share capital at that time as a result of the transitional provision having become effective. The delegation is intended to allow the board of directors to issue new ordinary shares and/or preference shares, as applicable, for general purposes, which includes, without limitation, mergers, demergers, acquisitions and other strategic transactions and alliances as well as pursuant to the ESOP and to limit or exclude any pre-emptive rights in connection therewith.

When the General Meeting votes in favour of the proposal of this agenda item 9, the Existing Authority shall end at the time this new authority takes effect. In case however, agenda item 7 is not passed, the General Meeting shall not be asked to



vote on this agenda item 9 in which case the Existing Authority shall continue to remain valid.

**Agenda item 10 – Renewal of the 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's own share capital given to it on 24 June 2021 to allow the liquidity of the stock and support the secondary market through a liquidity agreement with an authorised 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 up to 10% of the issued and outstanding ordinary share capital at any time during a period of 18 months as of the day of the General Meeting and therefore up to and including 28 December 2023 against a repurchase price between EUR 1.00 and EUR 50, with the prior approval of the supervisory board.

**Agenda item 11 – Amendment of Sec. 3.4 of the remuneration policy regarding the compensation structure of non-executive directors in relation to grant of options**

It is proposed that Sec. 3.4 of the remuneration policy shall be replaced by the following:

“3.4 Under the stock option plan as approved by the General Meeting on 22 September 2016 and as amended from time to time, the non-executive directors shall receive an equity compensation based on a designated number of options to be structured as follows:

- upon appointment as well as upon each re-appointment after a regular two year appointment term a grant of approximately 0.2% of the Company's outstanding shares at the relevant time with a vesting period of three years (1/3 for each period between one AGM to the next AGM) from the date of appointment or re-appointment as applicable; and
- should at the time of annual vesting of a certain number of options the Company's issued share capital have been increased compared to the day of grant of such options, the Company shall issue as many options as needed to compensate for the relative increase in issued share capital, which additional options shall be considered vested as of the grant.”

## ATTENDANCE INFORMATION

### ***General Meeting documentation***

The General Meeting documentation:

- annual accounts and report of the board of directors for 2021;
- agenda and the explanatory notes to the agenda;
- text proposal partial amendments of the articles of association; and
- instructions and documents for participation and voting at the General Meeting,

are available on the Company's website ([www.noxxon.com](http://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 1 June 2022 (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 (CEST) on 22 June 2022 of their attendance in writing or electronically (contact details at the end of this announcement). You do not need to be present to cast your vote at the General Meeting on 29 June 2022. Instead, you can give your voting instructions by proxy.

### ***Representation by proxy***

Subject to compliance with the provisions above, shareholders who cannot attend and vote at the General Meeting in person may 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 (CEST) on 22 June 2022 in writing or electronically (contact details at the end of this announcement). Shareholders who cannot attend and vote in person, are urged to give proxy and voting instructions to the Company's general counsel Mrs. K.C. Ophoff, by completing the format power of attorney 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](mailto:shareholders@noxxon.com)