

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF NOXXON PHARMA N.V.

Minutes of the proceedings of the extraordinary general meeting of shareholders of **NOXXON Pharma N.V.**, a public company with limited liability (*naamloze vennootschap*) incorporated under the laws of the Netherlands, having its official seat in Amsterdam, the Netherlands, its registered office address at Max-Dohrn-Strasse 8-10, 10589 Berlin, Germany, and registered with the trade register of the Netherlands Chamber of Commerce under number 62425781 (the **Company**), held at Strawinskylaan 10, 1077 XZ in Amsterdam, the Netherlands, on 16 May 2022.

In accordance with Article 33, paragraph 1, of the Company's articles of association (the **Articles of Association**), L.R.L. Spijkervet, deputy civil law notary with Freshfields Bruckhaus Deringer LLP, Amsterdam office, was appointed as chairman over the meeting. K.C. Ophoff, general counsel of the Company, acted as secretary of the meeting.

AGENDA ITEM 1

OPENING

Mr. Spijkervet, appointed by the supervisory board of the Company (the **Supervisory Board**) to chair the meeting (the **Chairman**) and present at the meeting venue, opened the meeting at 13.30 hours CEST. The Chairman noted that other than by way of proxy issued to him no shareholder turned up at the meeting. Each of the Powers of Attorney included a clear voting instruction.

The Chairman noted that:

- the convocation for the meeting had been published on the Company's website on 14 April 2022 and in the Dutch newspaper with national circulation 'Trouw' on 15 April 2022 and that the meeting had been convened in accordance with the law and the Articles of Association;
- the documents for the meeting had been available as from that date on the Company's website and 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, could receive a copy free of charge;
- Dr. A. Mangasarian, member of the board of directors of the Company (the **Board of Directors**) was present at the meeting via videoconference; Bryan Jennings as other member of the Board of Directors, had scheduling conflicts and therefore was not able to be present at the meeting (via conference call or in person);
- besides Dr. PetitBon, the chairman of the Supervisory Board, who was present at the meeting via videoconference, the other members of the supervisory board of the Company had scheduling conflicts and because of that were not able to be present at the meeting (via conference call or in person);
- on the record date, 18 April 2022, being the 28th day prior to the day of the meeting, the Company's issued and outstanding share capital amounted to EUR 843,105.02 consisting of 84,310,502 ordinary shares with a nominal value of EUR 0.01 each (excluding treasury shares) and that according to the attendance list 5,397,180 of those shares were present or represented, as such constituting 6.41% of the entire issued outstanding share capital of the Company, for which in total 5,397,180 votes could be cast at the meeting; and

- in line with temporary legislation in the Netherlands in connection with the COVID-19 pandemic, the Company had allowed shareholders to submit their questions in advance of the meeting by e-mail; certain questions had been raised and the responses to those questions are included in these minutes.

The agenda for the meeting constituted of the following agenda items:

AGENDA ITEM 2

PARTIAL AMENDMENT OF THE ARTICLES OF ASSOCIATION IN RELATION TO A SHARE CONSOLIDATION (*VOTING ITEM*)

It is proposed to consolidate every 100 shares currently having a nominal value of € 0.01 each, into 1 share with a nominal value of € 1.00 each and for the implementation thereof, to partially amend the articles of association of the Company. The shares of individual shareholders holding their shares through the custody chain of the book-entry system maintained by Euroclear France will be rounded down to whole numbers of shares. The settlement of any fractional entitlement will take place in accordance with applicable rules and common market practice in France, whereby fractional entitlements of shareholders after implementation of the share consolidation will be aggregated to whole shares and sold on the market by the relevant custodians with the proceeds to be distributed to holders of such fractional entitlements.

Attached to the convocation documents was an overview of the current text of the relevant provision of the articles of association of the Company, 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).

The Chairman established that all votes had been cast in favor of the partial amendment of the articles of association and that there were no votes against and no abstentions.

AGENDA ITEM 3

CANCELLATION OF SHARES (*VOTING ITEM*)

It is proposed to authorize the board of directors to cancel up to the maximum number of shares held by the company in its own share capital, with the precise number to be determined by the board of directors if and at any such time the board of directors considers such necessary in connection with the share consolidation.

Pursuant to the relevant statutory provisions, the cancellation of shares may only be effected two months after a resolution to cancel shares adopted by the board of directors has been publicly announced.

The Chairman noted that given that less than half of the issued share capital was represented at the meeting, a majority of two third of the votes cast was required to adopt the proposal. The Chairman established that all votes had been cast in favor of the cancellation of shares and that there were no votes against and no abstentions.

Certain questions had been raised by shareholders in advance of the meeting. The below concerns the relevant questions and the responses to those questions by Dr. Mangasarian:

Q: Could you please provide the next steps of the financial strategy for Noxxon as stock gathering jointly used with continuous dilution is not a sustainable long term strategy?

A: Since the NOXXON listing in 2016, we have significantly advanced clinical development of our assets in difficult to treat cancers. NOX-A12 has delivered outstanding data in our lead glioblastoma program which has been recognized by the medical community. We are also pleased to have had the data accepted to be presented at the 2022 American Society of Clinical Oncology (ASCO, the world's leading professional oncology organization) Annual Meeting taking place in Chicago on June 5, 2022.

We believe that the financial market has not recognized the value of NOX-A12 yet and we are working intensely to raise the awareness of specialist investors in Europe and the US who can better assess the tremendous market opportunity and realize the gap in valuation. Specifically, we are considering financing structures available to public companies, i.e. public offerings, private placements, and equity-linked financing. While current financing markets remain challenging for biotech companies in Europe and the US, we believe that financing opportunities will continue to be driven by compelling clinical progress and we look forward to presenting the full NOX-A12 data in glioblastoma at the upcoming ASCO 2022 meeting in early June.

Q: Do you plan to list the company in another stock market, especially in the US and if so, is that a investors' requirement before investing in the company?

A: We continue to evaluate the various global exchanges as potential hosts for our shares in an effort to appeal to the highest quality investors globally.

Close of meeting

The Chairman closed the meeting at 13.47 hours CEST.

Signed on 17 May 2022

was signed by

Chairman

Secretary