

REMUNERATION POLICY OF THE MEMBERS OF THE BOARD OF NOXXON PHARMA N.V. (the *Company*)

1. GENERAL

1.1 The objective of this remuneration policy (the *Remuneration Policy*) is to provide remuneration in a manner that:

- qualified and expert directors can be recruited and retained; and
- are rewarded in consistency with the Company's performance.

1.2 This remuneration policy applies to both the executive and the non-executive members of the board of directors of the Company (the *Board*) and has been adopted by the general meeting (the *General Meeting*) on 22 September 2016.

1.3 Within the limits of this Remuneration Policy a committee established by members of the Board (the *Compensation Committee*) will make a proposal for the remuneration of the individual director, which shall be determined by the Board with due observance of this Remuneration Policy.

2. COMPENSATION EXECUTIVE DIRECTOR

Scope of application

2.1 The principles set out below in relation of the compensation of the executive directors shall apply irrespective of whether the relevant service agreement is entered into by the Company or NOXXON Pharma AG or any other subsidiary.

Structure

2.2 The remuneration structure of an executive director consists of up to five elements:

- A gross fixed base salary
- A gross variable compensation, linked to performance, consisting of:
 - short term incentive components; and
 - long term incentive component in the form of stock options
- Fringe benefits
- Pension arrangements

- Severance arrangements

Fixed base salary

- 2.3 The base salary of an executive director will be determined at a range around or slightly above the median salary levels payable within the peer-group, subject however to adjustments taking into account circumstances unique to the Company and its business, if any.

Variable short term compensation

- 2.4 The objective of these short term incentives is to ensure that an executive director is well incentivized to achieve performance targets in the shorter term.
- 2.5 The short-term incentive component of the variable compensation consists of the executive director's bonus scheme as applicable from time to time. Herein conditions for the granting of the bonus including individual and/or Company performance targets and conditions will be set by the Board upon recommendation of the Compensation Committee.

The total bonus payment per director per calendar year, should the set performance targets be met completely, shall not exceed 100% of the executive director's base annual salary.

- 2.6 Performance conditions will be set by the Board before or ultimately at the beginning of the relevant calendar year and shall include criteria concerning the Company's financial performance, qualitative criteria representing Company performance and/or individual qualitative performance.

Long-term incentive plan

- 2.7 The long-term incentive component of the variable compensation intends to encourage the executive director to focus on the Company's long-term performance consistent with the Company's strategy and align (more closely) the interest of the executive director with those of the shareholders.
- 2.8 An executive director can therefore be awarded stock options under the stock option plan as approved by the General Meeting on 22 September 2016.

Fringe benefits

- 2.9 Any service agreement of an executive director can provide that the executive director is entitled to fringe benefits, such as a company car or allowances in respect of health and nursery insurance.

Pension arrangements

- 2.10 Any service agreement of an executive director can provide that the Company or the relevant subsidiary makes defined contributions to a third party pension insurance organization for the benefit of the executive director.

Severance arrangements

- 2.11 In case of a dismissal, the executive director shall, subject to mandatory law, not be entitled to any severance payment in excess of one year's base salary, unless the Board decides otherwise based on a recommendation of the Compensation Committee.

3. COMPENSATION STRUCTURE NON-EXECUTIVE DIRECTORS

Structure

- 3.1 The remuneration structure of the non-executive directors consists of three elements:

- a fixed fee, which fee will be prorated in case the non-executive director does not attend all meetings where his or her presence is required
- a long-term variable incentive plan, in the form of stock options.
- if applicable, a fee for chairing the Board and for serving on the audit committee, the compensation committee and/or the nominating and corporate governance committee

Fixed fee

- 3.2 Each non-executive director will receive annual cash compensation of EUR 35,000 if attending or participating in at least $\geq 75\%$ of the duly convened Board meetings (no separate meeting fees).
- 3.3 Non-executive directors attending or participating in less than 75% of the convened Board meetings are eligible to receive an annual cash compensation *pro rata temporis*.

Long-term variable incentive plan

- 3.4 Under the stock option plan as approved by the General Meeting on 22 September 2016, the non-executive directors shall receive an equity compensation based on a designated number of options be structured as (i) an initial appointment grant vesting annually over 3 years of options in an amount of approximately 0.076% of the Company's outstanding shares with (ii)

subsequent annual awards with a cliff vest after 1 year of options in an amount of approximately 0.038% of the Company's outstanding shares.

Chairman of the Board

- 3.5 The Chairman of the Board shall be eligible to receive two times the aforementioned compensation.

Committee members

- 3.6 Non-executive directors serving on a committee Board shall receive an additional cash compensation targeting the market 50th percentile as follows:

Audit committee

- Each members of the audit committee shall receive an annual compensation of EUR 6,500
- The Chairman of the Audit Committee shall receive an annual compensation of EUR 12,500

Compensation committee

- Each member of Compensation Committee shall receive an annual compensation of EUR 4,000
- The Chairman of the Compensation Committee shall receive an annual compensation of EUR 8,000

Nominating and corporate governance committee

- Each member of the Nominating and Corporate Governance Committee shall receive an annual compensation of EUR 3,000
- the Chairman of the Nominating and Corporate Governance Committee shall receive an annual compensation of EUR 6,000

4. LOANS AND GUARANTEES

In principle, no personal loans or guarantees, including mortgage loans, will be offered to any of the members of the Board.