

PROFILE AND COMPOSITION OF THE SUPERVISORY BOARD OF NOXXON PHARMA N.V. (the “Company”)

This profile has been adopted by the Supervisory Board of the Company on 28 September 2017; it may be amended and adjusted from time to time, as deemed necessary by the Supervisory Board.

This profile will be published on the Company’s website.

BACKGROUND

1.1 The profile, size and composition of the Supervisory Board is structured to reflect the profile and activities of the Company and its affiliates (“NOXXON”). NOXXON is a clinical-stage biopharmaceutical group that has generated a proprietary product pipeline and plans to primarily focus on further development in cancer treatment. NOXXON has its operations in Germany, the Company is registered in the Netherlands as a public company under Dutch law, with its shares trading on the Alternext/EuroNext Growth exchange in Paris.

1.2 The Company has a two-tier board structure, whereby the duties of the Supervisory Board are to supervise the management of the Management Board and the general affairs of NOXXON, as well as advising the Management Board. The Supervisory Board are responsible for the quality of their own performance.

2. COMPOSITION

2.1 The number of Supervisory Board members necessary is dependent on the combined qualifications of the members in view of the required qualifications of the Supervisory Board as a body. Currently the Supervisory Board consists of five members. The composition of the Supervisory Board shall be such that the combined experience, expertise and independence of the Supervisory Board should reflect the requirements needed to engage in relevant, informed, expert and efficient discussion and decision making at board level regarding all aspects of the activities of the Company.

2.2 On that basis the following specific elements shall need to be sufficiently represented as regards the knowledge, experience and background of the Supervisory Board members, separately or in combination:

(a) **The Supervisory Board as a body aims to have the following qualifications:**

- (board level) leadership experience with biotech or pharmaceutical companies in Europe and/or the US.;



- understanding of and significant experience in the pharmaceutical and/or biotechnology industries,
 - expertise in financial management, administration, accounting and reporting of a listed company, including insight in administrative processes and internal control systems and knowledge of stock and financial markets;
 - knowledge of corporate governance and understanding of legal matters, both national and international;
 - knowledge of human resources, organization and management development;
 - experience / knowledge in the area of remuneration;
 - affinity with, and knowledge of technological innovations and new business models;
 - understanding of corporate responsibility, ethical issues in the pharmaceutical industry, sustainability and social matters in the markets in which the Company does business;
 - understanding of disclosure, communication and marketing matters in a listed company.
- (b) **Individual members of the Supervisory Board should have the following qualities:**
- Extensive experience and a good track record in the area(s) of expertise for which they are being included in the Supervisory Board
 - professionalism and integrity;
 - independence, and ability to constructively challenge other's views and open to being challenged on own views;
 - team player with a well-developed aptitude for collaboration and communication;
 - breadth of experience that enables proper understanding of and contribution to the Company;
 - sound critical judgment, commercial common sense and decisiveness;
 - results & performance focus;
 - appropriate time commitment and scheduling flexibility (to allow proper preparation, occasional travel and attendance of meetings).

Following completion of his/her mandate, a Supervisory Board member shall be nominated for re-appointment only after careful consideration. The profile referred to above shall also be applied in the case of a re-appointment.

3. DIVERSITY

3.1 Recognizing the increasing importance of leveraging different points of view from amongst its members, the Supervisory Board aims for a diverse composition with respect to nationality, experience, background, age and gender.



However, the alignment of the qualifications of a candidate and the requirements of shall always prevail when filling in a position of a Supervisory Board Member.