

## NOTICE AND AGENDA

Notice is hereby given that the General Meeting of Shareholders (the **General Meeting**) of NOXXON Pharma N.V. (the **Company**) is convened at 13.30 hours (CET) on 22 December 2016 at the offices of Freshfields Bruckhaus Deringer LLP, Strawinskylaan 10, 1077 XZ in Amsterdam, the Netherlands. The language of the meeting shall be English. The General Meeting is convened to discuss and decide on the following:

### **Agenda**

#### **1. Opening**

#### **2. Annual Accounts 2015**

- a. Discussion of the Annual Report 2015 (discussion)
- b. Application of the remuneration in 2015 (discussion)
- c. Policy on additions to reserves and on dividends (discussion)
- d. Adoption of the Annual Accounts 2015 (voting)
- e. Release from liability of the management board (voting)

#### **3. Close of meeting**

**Berlin, Germany, 22 November 2016**

**The board of directors**

EXPLANATORY NOTES

Agenda item 2a

The Company was formed on 16 January 2015 as a wholly-owned subsidiary of NOXXON Pharma AG for the purpose of a corporate reorganization of NOXXON Pharma AG in preparation for the capital market transaction. During the financial year 2015, the Company has not performed any activities other than those incident to its formation, the contemplated corporate reorganization and the preparation for the capital market transaction. This agenda item is a discussion item only.

Agenda item 2b

Dutch law requires that item is placed on the agenda, however, in the financial year 2015, the Company's sole director at that time, Mr. Iain Buchanan, until 30 June 2015, and Dr. Aram°Mangasarian, since 1 July 2015, did not receive any remuneration from the Company. This agenda item is a discussion item only.

Agenda item 2c

The Company has not and will not declare any dividends for the financial year 2015. This agenda item is a discussion item only.

Agenda item 2d

The General Meeting is requested to adopt the Annual Accounts of the Company for the financial year 2015.

Agenda item 2e

The General Meeting is requested to release Mr. Iain Buchanan, sole member of the management board from the date of incorporation until 30 June 2015, and Dr. Aram Mangasarian, sole member of the management board for the remainder of 2015 as from 1 July 2015, from liability for their respective management 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.

## ATTENDANCE INFORMATION

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

The General Meeting documentation:

- Annual Accounts and Report of the management board for 2015;
- Agenda and the explanatory notes to the Agenda; and
- instructions and documents for participation and voting at the AGM,

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 were registered as shareholder in one of administration records of the intermediaries that are (indirectly) participants in Euroclear France on 24 November 2016 (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 15 December 2016 of their attendance in writing or electronically (contact details at the end of this announcement).

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

Subject to compliance with the provisions above, shareholders can attend and vote at the General Meeting in person or by proxy. In order 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 (ii) the duly completed and signed proxy including, as appropriate, voting instructions, will be received by the Company by 17.00 hours (CET) on 15 December 2016 in writing or electronically (contact details at the end of this announcement).

### ***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

# **NOXXON**

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