

NOTICE AND AGENDA

Notice is hereby given that the annual general meeting of shareholders (the **General Meeting**) of NOXXON Pharma N.V. (the **Company**) is convened at 13.30 hours (CEST) on 20 June 2018 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 2017

- a. Discussion of the annual report 2017 (discussion)
- b. Application of the remuneration in 2017 (discussion)
- c. Policy on additions to reserves and on dividends (discussion)
- d. Adoption of the annual accounts 2017 (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 directors

- a. Re-appointment of Dr. A. Mangasarian as member of the board of directors (voting)
- b. Re-appointment of Dr. J. D. deBethizy as member of the supervisory board (voting)
- c. Re-appointment of B. Köhler as member of the supervisory board (voting)
- d. Re-appointment of Dr. M. PetitBon as member of the supervisory board (voting)
- e. Re-appointment of Dr. H. Birner as member of the supervisory board (voting)
- f. Re-appointment of Dr. W. Wenninger as member of the supervisory board (voting)

4. Change of the remuneration in the form of shares and rights to subscribe for shares for the members of the board of directors and the supervisory board (voting)

5. **Appointment of Ernst & Young Accountants LLP as statutory auditor for the financial year 2018 (voting)**
6. **Partial amendment of the articles of association (voting)**
7. **Renewal and reconfirmation of the delegation to the board of directors to issue shares (voting)**
8. **Renewal of the delegation to the board of directors to acquire shares (voting)**
9. **Close of meeting**

Berlin, Germany, 18 May 2018

The board of directors

EXPLANATORY NOTES

Agenda item 2a - Discussion of the annual report 2017.

The annual report 2017 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 in 2017.

Dutch law requires that item is placed on the agenda as a separate discussion item. The remuneration report for 2017 is contained in the Company's annual report 2017 on pages 48 through 52. This agenda item is a discussion item only.

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

Dutch law requires that item is placed on the agenda. The Company has not and will not declare any dividends for the financial year 2017. This agenda item is a discussion item only.

Agenda item 2d - Adoption of the annual accounts 2017

The General Meeting is requested to vote on the adoption of the annual accounts of the Company for the financial year 2017.

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

The General Meeting is requested to vote to release the members of the Company's board of directors in 2017 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.

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 2017 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 directors.

The term of office of Dr. Mangasarian as sole member of the board of directors and each of the members of the supervisory board will expire on the day of the General Meeting. Dr. Mangasarian, Dr. deBethizy, Mr. Köhler, Dr. PetitBon, Dr. Birner and Dr. Wenninger 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), the Nomination and Corporate Governance Committee has considered the contribution and performance of each of the directors available for re-appointment and expect that they continue to be effective in their role, and that they each have demonstrated the desired commitment and respective expertise in their roles in the Company. The Nomination and Corporate Governance Committee has therefore recommended their re-appointment. Therefore and pursuant to the articles of association of the Company, the supervisory board has made the following binding nomination:

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

Agenda item 3b – Re-appointment of Dr. deBethizy as member of the supervisory board.

Agenda item 3c – Re-appointment of Mr. Köhler as member of the supervisory board.

Agenda item 3d – Re-appointment of Dr. PetitBon as member of the supervisory board.

Agenda item 3e – Re-appointment of Dr. Birner as member of the supervisory board.

Agenda item 3f – Re-appointment of Dr. Wenninger as member of the supervisory board.

The relevant biographical details and curriculum vitae of each nominee is set in the Company's Annual Report 2017 which is available for inspection at the offices of the Company as well as on the Company's website (www.noxxon.com).

The new term of office of the members of the board of directors will be one year as from the General Meeting up to and including the annual general meeting of shareholders to be held in 2019. The new term of office of Dr. deBethizy, Mr. Köhler and Dr. PetitBon as supervisory directors will be two years as from the General Meeting up to and including the annual general meeting of shareholders to be held

in 2020. The new term of office Dr. Birner and Dr. Wenninger as supervisory directors will be one year as from the General Meeting up to and including the annual general meeting of shareholders to be held in 2019 as they have indicated only to be available for a period of one year.

Agenda item 4 - Change of the remuneration in the form of shares and rights to subscribe for shares for the members of the board of directors and the supervisory board.

The members of the board of directors and the members of the supervisory board are eligible participants in the Company's Stock Option and Incentive Plan the terms of which were approved by the general meeting of shareholders by written resolution of 22 September 2016. Currently, the maximum number of shares and/or option rights to subscribe for shares for members of the board of directors and the supervisory board is set at 7% of all issued and outstanding share capital of the Company immediately following the first listing of the Company's shares on Euronext Growth (at the time Alternext Paris). It is proposed to set the new maximum amount for the number of shares and rights to subscribe for shares for the members of the board of directors and the supervisory board to in total 10% of the total issued and outstanding share capital as at the end of the date of the General Meeting increased by 4 percentage points each year. For the avoidance of doubt, the issuance of shares and/or rights to subscribe for shares to members of the board of directors and the supervisory board shall need to comply with the same terms of the Stock Option and Incentive Plan and shall be effected under the existing delegation to issue shares and grant rights to subscribe for shares (and insofar as necessary exclude pre-emptive rights in connection therewith) granted to the board of directors at the extraordinary general meeting of shareholders of 24 April 2018.

Agenda item 5 – Appointment of Ernst & Young Accountants LLP as statutory auditor for the financial year 2018.

Based on the audit committee's assessment of the functioning of Ernst & Young Accountants LLP as external auditor during the financial year 2017, the board of directors and the supervisory board propose to reappoint Ernst & Young Accountants LLP as statutory auditor. This agenda item proposes to appoint Ernst & Young Accountants LLP as statutory auditor for the next financial year 2018.

Agenda item 6 – Partial amendment of the articles of association

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

This proposal includes the authorization 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 7 - Delegation to the board of directors to issue ordinary shares and to limit or exclude any pre-emptive rights in connection therewith.

In connection with the amendment of the articles of association as proposed under agenda item 6, this agenda item proposes to designate 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 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 of the General Meeting and therefore up to and including 19 June 2023 and subject to the transitional provision taking effect and therefore up to the maximum available under the authorized 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 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 pre-emptive rights in connection therewith.

For the avoidance of doubt: this authorization is in addition to the authorization delegated to the board of directors by the General Meeting on 24 April 2018.

Agenda item 8 – renewal 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 own share capital given to it on 27 June 2017 in connection with the listing of the Company's shares on Alternext Paris to allow the liquidity of the stock and support the secondary market through a liquidity agreement with an authorized 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 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 19 December 2019 against a repurchase price between EUR 1 and EUR 50, with the prior approval of the Supervisory Board.

ATTENDANCE INFORMATION

General Meeting documentation

The General Meeting documentation:

- annual accounts and report of the board of directors for 2017;
- agenda and the explanatory notes to the agenda;
- instructions and documents for participation and voting at the General Meeting; and
- explanatory notes to agenda item 6 with respect to the partial amendment of the articles of association.

are available on the Company's website (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 23 May 2018 (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 13 June 2018 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 (CEST) on 13 June 2018 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.

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