

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

Minutes of the proceedings of the 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 24 April 2018.

In accordance with Article 33, paragraph 1, of the Company's articles of association (the *Articles of Association*), J. Donald deBethizy, chairman of the supervisory board, presided over the meeting as chairman (the *Chairman*). The Chairman had appointed M.R.J. Maarschalkerweerd, deputy civil law notary with Freshfields Bruckhaus Deringer LLP, Amsterdam office, as secretary of the meeting. Besides the Chairman, the sole member of the board of directors and three members of the supervisory board (Dr. Walter Wenninger, Maurizio PetitBon and Bertram Köhler (via teleconference)) were present at the meeting. Unfortunately, the other supervisory board member (Dr. Hubert Birner) was unable to attend the meeting because of earlier commitments.

### AGENDA ITEM 1

#### OPENING

The Chairman opened the meeting at 13.30 hours CET and informed the meeting that:

– the convocation for the meeting had been published on the Company's website and in the Dutch newspaper with national circulation '*Trouw*' on 23 March 2018 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;

on the record date, 27 March 2018, being the 28th day prior to the day of the meeting, the Company's issued and outstanding share capital amounted to EUR 2,511,428 (excluding treasury shares) divided into 2,511,428 ordinary shares with a nominal value of one euro (EUR 1) each (excluding treasury shares) and that according to the attendance list 1,871,058 of those shares were present or represented, as such constituting 75,55% of the entire issued outstanding share capital of the Company, for which in total 1,871,058 votes could be cast at the meeting; and

– the meeting was going to be held in English.

**AGENDA ITEM 2**

**PARTIAL AMENDMENT OF THE ARTICLES OF ASSOCIATION** (*voting item*)

The Chairman referred to the proposed draft text for the partial amendment with explanation as published on the Company's website and noted that the proposal included the authorization of each lawyer, (deputy) civil law notary and paralegal practicing with Freshfields Bruckhaus Deringer LLP, Amsterdam, 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.

In absence of any questions or comments from the meeting, the Chairman asked the meeting to vote on the partial amendment of the articles of association and established that all votes were cast in favour of the resolution and that there were no abstentions.

**AGENDA ITEM 3 - DELEGATION TO THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES AND TO LIMIT OR EXCLUDE ANY PRE-EMPTIVE RIGHTS IN CONNECTION THEREWITH** (*voting item*)

The Chairman briefly explained the agenda item. The new delegation is intended to allow the board of directors to issue, subject to approval from the supervisory board, new ordinary shares for general purposes, which includes, without limitation, mergers, demergers, acquisitions and other strategic transactions and alliances and to limit or exclude pre-emptive rights in connection with such issuance, for a period of five years as of the date of the EGM and therefore up to 23 April 2023 and further up to the maximum number of shares available under the Company's new to be increased authorised share capital as that will be after execution of the deed concerning the partial amendment of the articles of association as provided for under agenda item 2 above. No questions were raised.

The Chairman asked the meeting to vote on the delegation to the board of directors to issue shares and to limit or exclude any pre-emptive rights in connection therewith and established that all votes were cast in favour of the resolution and that there were no abstentions.

**AGENDA ITEM 4**

**CLOSE OF MEETING**

The Chairman then noted that there were no further items to discuss or resolve upon, there were no remarks or questions from the meeting and therefore the Chairman closed the meeting.

Signed on 24 April 2018

was signed by

Dr. J. Donald deBethizy

Chairman

M.R.J. Maarschalkerweerd

Secretary