

This Conversion Notice will be void unless all details will be fill out, completed, signed and duly sent to the Agent. Terms used in this Conversion Notice and not otherwise defined have the meanings set forth in the Issuer's Terms and Conditions also published on the Issuer's website under www.noxxon.com/Investors/Documentation.

FORM OF ISSUER CONVERSION NOTICE

Date: 16 November 2018

Please find below the Issuer's Conversion notification with respect to NOXXON Pharma N.V.'s (the **Issuer**) 7.00 per cent bonds convertible into Shares of the Issuer due 30 June 2020 listed on Euronext Access Paris based on the applicable terms and conditions (the "**Terms & Conditions**").

All terms written with a capital initial letter shall have the definition ascribed to them in the Terms and Conditions.

Complying with the Terms and Conditions by submitting and in order to effect this Issuer Conversion Notice, the Note holder will transfer or cause to be transferred by its Account Holder its Notes to be so Converted (as defined herein) to the account of the Agent specified below for the account of the Issuer.

The Issuer of the Note(s) referred to above, hereby

- confirms that the Issuer is in a situation which triggers the right of the Issuer to Convert Notes in compliance with § 7 of the Terms and Conditions, being:
 - at the same time as a Qualified Financing, or
 - immediately prior to a Change of Control Event, or
 - on the Maturity Date 30 June 2020 or later.
- irrevocably exercises the right under the Notes to Convert such Note(s) into ordinary Shares in NOXXON Pharma N.V. as more fully set forth in § 7 et seq. of the Terms and Conditions
- requests that the Shares to be delivered in pursuance of this Conversion Notice to be credited to the Account of the Note Holder which shall be sent to the Agent and Issuer
- confirms to announce upcoming conversion of all outstanding unconverted Notes via all required regulatory channels.

This Issuer Conversion Notice may be issued with a Conversion Date up to and including 12 Trading Days in the future. **The Conversion Date is specified in line 4 of the table below.**

As This Issuer Conversion Notice requests the Conversion of all Notes of a Note holder, no Note holder may deliver any Note Holder Conversion Notice.

The Issuer hereby irrevocably

- (a) authorise and instruct
 - the Agent to start and execute the centralization process by contacting the Account Holders of all outstanding Notes through the appropriate channels to cause the Notes to be Converted to be sent to the account of the Agent (as specified below) for the account of the Issuer
 - the Agent to debit the Account with an amount equal to the Conversion expenses of this Conversion Notice and to pay such amount to the corresponding agent in immediately available funds;
 - the Agent to make arrangements to deliver the relevant number of Shares to the account of the Notes Holder;
- (b) grant power of attorney to the Agent to represent me/us in accordance with the instructions contained in this Conversion Notice in any way whatsoever in connection with the Conversion of the Notes.

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Sincerely,

-duly signed-

Dr. Aram Mangasarian
Chief Executive Officer of
NOXXON Pharma N.V.

Copies: 1 to be retained by the Agent
 1 to be retained by the Issuer

IMPORTANT

- **Table 1 (on next page) must be fully completed an sent to Agent at coordinates noted on bottom next of page**
- **Notes must be wired to Agent at following account:**

BNP Paribas Securities Services account references:
EGSP 030
Account Type NDC054
PARBFRPPXXX

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Table 1. of Issuer Notice

1	Number of Notes to be Converted	38 Notes
2	Aggregate Principal Amount of Notes to be Converted in Euro	Euro 380,000.00
3	ISIN of the Notes to be Converted <small>(please use one notice per ISIN if Notes with different ISIN are being Converted)</small>	<input checked="" type="checkbox"/> FR0013358272 (Interest Commencement date 14-June-2018) <input type="checkbox"/> FR0013358280 (Interest Commencement date 27-July-2018) <input type="checkbox"/> FR0013358298 (Interest Commencement date 13-Aug-2018) <input type="checkbox"/> FR0013358314 (Interest Commencement date 13-Sep-2018)
4	Conversion Date	04 December 2018
5	Conversion Amount per 1 Note in EUR	10.295,56

Must be sent to

VIA EMAIL to

E-mail address:
 PARIS.BP2S.OST.DOM.GIS@bnpparibas.com
 BNP PARIBAS SECURITIES SERVICES (the Agent)
 Euroclear France affiliated number 30,
 9 rue du Débarcadère,
 93500 Pantin
 France

with copy to: NOXXON Pharma N.V. (the Issuer)

bondconversion@noxxon.com

Address: Max-Dohrn-Strasse 8-10, 10589
 Berlin, Germany
 Phone number: +49 (30) 7262470

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Date: 16 November 2018

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The Issuer of the Note(s) referred to above, hereby

- confirms that the Issuer is in a situation which triggers the right of the Issuer to Convert Notes in compliance with § 7 of the Terms and Conditions, being:
 - at the same time as a Qualified Financing, or
 - immediately prior to a Change of Control Event, or
 - on the Maturity Date 30 June 2020 or later.
- irrevocably exercises the right under the Notes to Convert such Note(s) into ordinary Shares in NOXXON Pharma N.V. as more fully set forth in § 7 et seq. of the Terms and Conditions
- requests that the Shares to be delivered in pursuance of this Conversion Notice to be credited to the Account of the Note Holder which shall be sent to the Agent and Issuer
- confirms to announce upcoming conversion of all outstanding unconverted Notes via all required regulatory channels.

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The Issuer hereby irrevocably

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 - the Agent to start and execute the centralization process by contacting the Account Holders of all outstanding Notes through the appropriate channels to cause the Notes to be Converted to be sent to the account of the Agent (as specified below) for the account of the Issuer
 - the Agent to debit the Account with an amount equal to the Conversion expenses of this Conversion Notice and to pay such amount to the corresponding agent in immediately available funds;
 - the Agent to make arrangements to deliver the relevant number of Shares to the account of the Notes Holder;
- (b) grant power of attorney to the Agent to represent me/us in accordance with the instructions contained in this Conversion Notice in any way whatsoever in connection with the Conversion of the Notes.

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Sincerely,

-duly signed-

Dr. Aram Mangasarian
Chief Executive Officer of
NOXXON Pharma N.V.

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BNP Paribas Securities Services account references:
EGSP 030
Account Type NDC054
PARBFRPPXXX

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Table 1. of Issuer Notice

1	Number of Notes to be Converted	20 Notes
2	Aggregate Principal Amount of Notes to be Converted in Euro	Euro 200,000.00
3	ISIN of the Notes to be Converted <small>(please use one notice per ISIN if Notes with different ISIN are being Converted)</small>	<input type="checkbox"/> FR0013358272 (Interest Commencement date 14-June-2018) <input checked="" type="checkbox"/> FR0013358280 (Interest Commencement date 27-July-2018) <input type="checkbox"/> FR0013358298 (Interest Commencement date 13-Aug-2018) <input type="checkbox"/> FR0013358314 (Interest Commencement date 13-Sep-2018)
4	Conversion Date	04 December 2018
5	Conversion Amount per 1 Note in EUR	10.211,94

Must be sent to

VIA EMAIL to

E-mail address:
 PARIS.BP2S.OST.DOM.GIS@bnpparibas.com
 BNP PARIBAS SECURITIES SERVICES (the Agent)
 Euroclear France affiliated number 30,
 9 rue du Débarcadère,
 93500 Pantin
 France

with copy to: NOXXON Pharma N.V. (the Issuer)

bondconversion@noxxon.com

Address: Max-Dohrn-Strasse 8-10, 10589
 Berlin, Germany
 Phone number: +49 (30) 7262470

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- confirms that the Issuer is in a situation which triggers the right of the Issuer to Convert Notes in compliance with § 7 of the Terms and Conditions, being:
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 - immediately prior to a Change of Control Event, or
 - on the Maturity Date 30 June 2020 or later.
- irrevocably exercises the right under the Notes to Convert such Note(s) into ordinary Shares in NOXXON Pharma N.V. as more fully set forth in § 7 et seq. of the Terms and Conditions
- requests that the Shares to be delivered in pursuance of this Conversion Notice to be credited to the Account of the Note Holder which shall be sent to the Agent and Issuer
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 - the Agent to make arrangements to deliver the relevant number of Shares to the account of the Notes Holder;
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Sincerely,

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Dr. Aram Mangasarian
Chief Executive Officer of
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Account Type NDC054
PARBFRPPXXX

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Table 1. of Issuer Notice

1	Number of Notes to be Converted	10 Notes
2	Aggregate Principal Amount of Notes to be Converted in Euro	Euro 100,000.00
3	ISIN of the Notes to be Converted <small>(please use one notice per ISIN if Notes with different ISIN are being Converted)</small>	<input type="checkbox"/> FR0013358272 (Interest Commencement date 14-June-2018) <input type="checkbox"/> FR0013358280 (Interest Commencement date 27-July-2018) <input checked="" type="checkbox"/> FR0013358298 (Interest Commencement date 13-Aug-2018) <input type="checkbox"/> FR0013358314 (Interest Commencement date 13-Sep-2018)
4	Conversion Date	04 December 2018
5	Conversion Amount per 1 Note in EUR	10.180,83

Must be sent to

VIA EMAIL to

E-mail address:
 PARIS.BP2S.OST.DOM.GIS@bnpparibas.com
 BNP PARIBAS SECURITIES SERVICES (the Agent)
 Euroclear France affiliated number 30,
 9 rue du Débarcadère,
 93500 Pantin
 France

with copy to: NOXXON Pharma N.V. (the Issuer)

bondconversion@noxxon.com

Address: Max-Dohrn-Strasse 8-10, 10589
 Berlin, Germany
 Phone number: +49 (30) 7262470

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Account Type NDC054
PARBFRPPXXX

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Table 1. of Issuer Notice

1	Number of Notes to be Converted	24 Notes
2	Aggregate Principal Amount of Notes to be Converted in Euro	Euro 240,000.00
3	ISIN of the Notes to be Converted <small>(please use one notice per ISIN if Notes with different ISIN are being Converted)</small>	<input type="checkbox"/> FR0013358272 (Interest Commencement date 14-June-2018) <input type="checkbox"/> FR0013358280 (Interest Commencement date 27-July-2018) <input type="checkbox"/> FR0013358298 (Interest Commencement date 13-Aug-2018) <input checked="" type="checkbox"/> FR0013358314 (Interest Commencement date 13-Sep-2018)
4	Conversion Date	04 December 2018
5	Conversion Amount per 1 Note in EUR	10.122,50

Must be sent to

VIA EMAIL to

E-mail address:
 PARIS.BP2S.OST.DOM.GIS@bnpparibas.com
 BNP PARIBAS SECURITIES SERVICES (the Agent)
 Euroclear France affiliated number 30,
 9 rue du Débarcadère,
 93500 Pantin
 France

with copy to: NOXXON Pharma N.V. (the Issuer)

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