

NOTICE AND AGENDA

Notice is hereby given that an extra-ordinary general meeting of shareholders (the **EGM**) of NOXXON Pharma N.V. (the **Company**) is convened at 13.30 hours (CEST) on 24 April 2018 at the offices of Freshfields Bruckhaus Deringer LLP, Strawinskyalaan 10, 1077 XZ in Amsterdam, the Netherlands. The language of the meeting shall be English. The EGM is convened to discuss and decide on the following:

Agenda

- 1. Opening**
- 2. Partial amendment of the articles of association (voting)**
- 3. Delegation to the board of directors to issue shares and to limit or exclude any pre-emptive rights in connection therewith (voting)**
- 4. Close of meeting**

Berlin, Germany, 22 March 2018

The board of directors

EXPLANATORY NOTES

Agenda item 2 – Partial amendment of the articles of association

The proposed amendment concerns an increase of the Company's authorised share capital which, in combination with replacing and renewing the existing authority of the board of directors as the corporate body competent the designation of 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, to give the Company more flexibility and means to facilitate future rounds of (equity) capital funding by investors.

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 3 - Delegation to the board of directors to issue ordinary shares and to limit or exclude any pre-emptive rights in connection therewith

This agenda item proposes to replace and renew the existing authority of 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.

The currently existing delegations of authority were mostly used or reserved to comply with obligations under the private placement that took place in May 2017 and additional follow-up financing rounds. Currently existing are a delegation granted by the general meeting of shareholders on 22 September 2016 in connection with the first listing of the Company's shares on Euronext Growth (at the time Alternext Paris) to issue new ordinary shares (and exclude pre-emptive rights in connection with such issuance) for a period of three years as of that date and therefore up to and including 21 September 2019 up to a maximum of 100% of all issued and outstanding share capital of the Company immediately following the listing and a second delegation granted by the general meeting of shareholders on 20 June 2017 for a period of five years as from that date and therefore up to and including 26 June 2022 up to a maximum of 100% of the issued share capital of the Company, to be calculated against the amount of issued share capital as it was at that date.

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.

This proposal is dependent on and therefore subject to EGM voting in favour of agenda item 2.

Subject to the approval of the designations of the board of directors in accordance with this proposal, the designation of the board of directors as authorized body to issue ordinary shares and to grant rights to acquire ordinary shares in the Company granted in 2016 and 2017 respectively will expire.

ATTENDANCE INFORMATION

EGM documentation

The EGM documentation:

- agenda and the explanatory notes to the agenda;
- instructions and documents for participation and voting at the EGM; and
- explanatory notes to agenda item 2 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 EGM are shareholders of the Company (which for the purposes of this notice includes holders of a Dutch law right of usufruct) who (i) were registered as shareholder in one of administration records of the intermediaries that are (indirectly) participants in Euroclear France on 27 March 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 17 April 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 EGM 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 17 April 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 EGM, 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 EGM.

Identification

Persons entitled to attend the EGM may be requested to identify themselves at the registration desk prior to admission to the EGM 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

10589 Berlin, Germany

e-mail: shareholders@noxxon.com