

DRAFT MINUTES

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 22 December 2016. In accordance with Article 33, paragraph 1, of the Company's articles of association (the *Articles of Association*), the supervisory board of the Company had appointed A. Mangasarian, chief executive director and member of the Company's board of directors, as chairman of the meeting (the *Chairman*). The Chairman had appointed L.R.L. Spijkervet, deputy civil law notary with Freshfields Bruckhaus Deringer LLP, Amsterdam office, as secretary of the meeting. Unfortunately, because of earlier commitments, the other members of the board of directors and the members supervisory board of the Company were not able to attend.

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 7 December 2016 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, will receive a copy free of charge;
- on the record date, 24 November 2016, being the 28th day prior to the day of the meeting, the company issued and outstanding share capital amounted to two million six thousand ninety-seven euro (EUR 2,006,097) divided into 2,006,097 ordinary shares with a nominal

value of one euro (EUR 1) each (excluding treasury shares) and that according to the attendance list seven hundred sixty-nine thousand fifty-six (769.056) of those shares were present or represented, as such constituting thirty-eight point thirty-four per cent (38.34%) of the entire issued outstanding share capital of the Company, for which in total seven hundred sixty-nine thousand fifty-six (769.056) votes could be cast at the meeting;

- all members of the board of directors and the supervisory board of the Company have had the opportunity to advise on all items on the agenda for this meeting, as referred to in section 2:117 of the Dutch Civil Code; and
- the meeting was going to be held in English.

AGENDA ITEM 2.

ANNUAL ACCOUNTS 2015.

- (a) Discussion of the Annual Report 2015 (*discussion item only*)

A brief presentation was given to the meeting by the Chairman. The Chairman in particular explained that the Company was only 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 had not performed any activities other than those incidental to its formation, the contemplated corporate reorganization and the preparation for the capital market transaction.

No questions were raised.

- (b) Application of the remuneration in 2015 (*discussion item only*)

The Chairman explained that in the financial year 2015, the Company's sole director at that time, Mr. Iain Buchanan, until 30 June 2015, and subsequently Dr. Aram Mangasarian, since 1 July 2015, did not receive any remuneration from the Company.

No questions were raised.

- (c) Policy on additions to reserves and on dividends (*discussion item only*)

The Chairman explained that in conformity with its current policy on reserves and dividends, the Company did not and would not declare any dividends for the financial year 2015.

No questions were raised.

(d) Adoption of the Annual Accounts 2015 (*voting*)

In absence of any remarks or comments from the meeting, the Chairman asked the meeting to vote on the adoption of the Annual Account 2015 and established that all votes were cast in favour of the resolution and that there were no abstentions.

(e) Release from liability of the management board (*voting*)

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

AGENDA ITEM 3.

CLOSE OF MEETING.

The Chairman then noted that there were no further items to discuss or resolve upon and therefore the Chairman closed the meeting at [14.00] CET.

Signed on [*] 2017

Chairman

Secretary