**POWER OF ATTORNEY**

[•] with registered office at [•], duly represented by [•], in its capacity as [•], exercising the voting right with reference to no. [•] ordinary shares, as resulting from the records of the relevant Shareholders’ Meeting

[*or alternatively if physical person*]

[•], born in [•], on [•], with legal residence in [•], tax code [•], exercising the voting right with reference to no. [•] ordinary shares, as resulting from the records of the relevant Shareholders’ Meeting (hereinafter the ***“Shareholder”***), being a shareholder of Newron Pharmaceuticals S.p.A., with registered office in Bresso, Milan (Italy), via Antonio Meucci, No. 3, recorded with the companies’ Register of Milan Monza Brianza Lodi, registration number and fiscal code 02479490126 (hereinafter ***“Newron”*** or the ***"Company"***) hereby

**appoints**

jointly or severally (“*congiuntamente o disgiuntamente*”)

* [●], born in [●] on [●], fiscal code [●]
* [●], born in [●] on [●], fiscal code [●]
* [●], born in [●] on [●], fiscal code [●]

(hereinafter the “***Attorneys***”)

to attend and vote in the name and on behalf of the Shareholder at the Shareholders’ Meeting of Newron duly convened at the Company’s registered office in Bresso, Milan (Italy), via Antonio Meucci, No. 3, for April 23, 2025, at 10.00 a.m. CET as sole call, in order to discuss of and resolve upon the following

**AGENDA**

**Ordinary part**

1. **Review and approval of the annual financial statements and presentation of the consolidated financial statements as of December 31, 2024; related and consequent resolutions.**
2. **Appointment of a new member of the Board of Directors, until the approval of the financial statements as of December 31, 2025, and specifically:**
	1. **Proposal to appoint Chris Martin as a new independent and non-executive member of the management body;**
	2. **Proposal to appoint Chris Martin as new non-executive Chairman of the management body;**
	3. **Determination of the relevant compensation.**

**Related and consequent resolutions.**

1. **Appointment of the auditing company for the three fiscal-year time 2025-2027; related and consequent resolutions.**
2. **Appointment of the statutory auditors for three fiscal-years 2025-2027 and determination of their fees; Related and consequent resolutions.**

**Extraordinary part**

1. **Granting to the Board of Directors of the power, pursuant to Article 2443 of the Civil Code, to be exercised within and not later than five years from the relevant granting, to increase the share capital, in one or more times, for a maximum nominal amount of 399,177.00 euros, plus any share premium, without option rights, pursuant to Article 2441, paragraphs 4, second part, of the Civil Code. Amendment of article 6 of the By-Laws. Related and consequent resolutions.**
2. **Granting to the Board of Directors of the power, pursuant to Article 2443 of the Civil Code, to be exercised within and not later than five years from the relevant granting, to increase the share capital, in one or more times, for a maximum nominal amount of 119,753.00 euros, plus any share premium, with the exclusion of option rights, pursuant to Article 2441, paragraphs 5, 6 and/or 8 of the Civil Code, reserved to one or more incentive plans. Amendment of article 6 of the By-Laws. Related and consequent resolutions.**
3. **Granting to the Board of Directors of the powers, pursuant to Articles 2443 and 2420-ter of the Italian Civil Code, to be exercised within and not later than five years from the relevant granting, to increase the share capital, in one or more times, for a maximum nominal amount of 1,397,120.00 euros, plus any share premium, in order to issue shares and/or convertible bonds, even with the exclusion of option rights pursuant to Article 2441, paragraphs 4, first part, 5, 6 and/or 8 of the Italian Civil Code, eventually cum warrant also possibly functional to the listing of the company's ordinary shares (or other of the aforementioned financial instruments) on the NYSE, NASDAQ and/or other market (or trading system). Amendment of article 6 of the By-Laws. Related and consequent resolutions.**
4. **Creation of American Depository Shares and listing of the same on the NYSE, NASDAQ and/or other market (or trading system) in the United States of America. Amendment of article 6 of the By-Laws. Related and consequent resolutions.**

And hereby

**grants**

to the Attorneys, jointly or severally (“*congiuntamente o disgiuntamente*”), the powers to, and hereby expressly instructs the Attorneys, to:

**Ordinary Part**

* in relation to the first item on the agenda, being the Shareholder properly informed pursuant to Article 2447 of the Civil Code also in view of the sterilization of losses as of December 31, 2022 as already resolved, approve in the name and on behalf of the Shareholder the financial statements for the year ended December 31st, 2024, and, in general, approve any and all the proposals made by the Chairman and/or the Board of Directors in this regard;
* in relation to the second item on the agenda, vote in the name and on behalf of the Shareholder in favour of:
1. the appointment of Chris Martin, born on July 15, 1958in Redhill, England, UK, as new independent and non-executive director for the financial year 2025 and, therefore, until the approval of the financial statements as of December 31st, 2025;
2. the appointment of Chris Martin as new non-executive Chairman of the management body;
3. the determination of an annual compensation of Euro 74,841 gross for the position of chairman, compensation that is part of the total amount for compensation and remuneration of all directors established by the Shareholders' Meeting of April 18, 2023, in addition to any additional compensation in relation to additional positions that Dr. Martin will take on in the Company's internal committees all, however, within the limits established by the Shareholders' Meeting of April 18, 2023;
* in relation to the third item on the agenda, vote in the name and on behalf of the Shareholder in favour of the granting of the mandate to EY S.p.A. and, in general, approve any and all the proposals made by the Chairman and/or Board of Directors in this regard;
* in relation to the forth item on the agenda, vote in the name and on behalf of the Shareholder, in accordance with article 19 of the Articles of Association, in favour of the list which will include the following names: Richard Paul Murphy - Chairman, Lucio Giulio Ricci and Alessandro Isacco as effective auditors and Eleonora Guerriero and Serena Maggiore as alternate auditors and vote in favour of the compensation proposed by the Chairman and/or Board of Directors and, in general, approve any and all the proposals made by the Chairman and/or Board of Directors in this regard;

and, in general, approve any and all the proposals made by the Chairman and/or the Board of Directors in this regard.

**Extraordinary Part**

* in relation to the first item on the agenda, grant in the name and on behalf of the Shareholder to the Board of Directors authority, pursuant to Article 2443 of the Civil Code, to be exercised within and not later than five years from the relevant granting, to increase the share capital, in one or more times, for a maximum nominal amount of 399,177.00 euros, plus any share premium, without option rights, pursuant to Article 2441, paragraphs 4, second part, of the Civil Code, and approve in the name and on behalf of the Shareholder any and all the necessary amendments to the Newron Pharmaceuticals By-Laws therewith connected and, in general, approve any and all the proposals made by the Chairman and/or the Board of Directors in this regard;
* in relation to the second item on the agenda, grant in the name and on behalf of the Shareholder to the Board of Directors authority, pursuant to Article 2443 of the Civil Code, to be exercised within and not later than five years from the relevant granting, to increase the share capital, in one or more times, for a maximum nominal amount of 119,753.00 euros, plus any share premium, with the exclusion of option rights, pursuant to Article 2441, paragraphs 5, 6 and/or 8 of the Civil Code, reserved to one or more incentive plans and approve in the name and on behalf of the Shareholder any and all the necessary amendments to the Newron Pharmaceuticals By-Laws therewith connected and, in general, approve any and all the proposals made by the Chairman and/or the Board of Directors in this regard.
* in relation to the third item on the agenda, grant in the name and on behalf of the Shareholder to the Board of Directors authority, pursuant to Articles 2443 and 2420-ter of the Italian Civil Code, to be exercised within and not later than five years from the relevant granting, to increase the share capital, in one or more times, for a maximum nominal amount of 1,397,120.00 euros, plus any share premium, in order to issue shares and/or convertible bonds, even with the exclusion of option rights pursuant to Article 2441, paragraphs 4, first part, 5, 6 and/or 8 of the Italian Civil Code, eventually cum warrant also possibly functional to the listing of the company's ordinary shares (or other of the aforementioned financial instruments) on the NYSE, NASDAQ and/or other market (or trading system) and approve in the name and on behalf of the Shareholder any and all the necessary amendments to the Newron Pharmaceuticals By-Laws therewith connected and, in general, approve any and all the proposals made by the Chairman and/or the Board of Directors in this regard.
* in relation to the forth item on the agenda vote in the name and on behalf of the Shareholder in favour of creation of American Depository Shares and listing of the same on the NYSE, NASDAQ and/or other market (or trading system) in the United States of America and approve in the name and on behalf of the Shareholder any and all the necessary amendments to the Newron Pharmaceuticals By-Laws therewith connected and, in general, approve any and all the proposals made by the Chairman and/or the Board of Directors in this regard.

\*\*\*

The Shareholder hereby expressly (i) ratifies any and all actions which will be taken at the shareholders’ meeting of the Company by the Attorney(s) exercising the powers granted by means of this power-of-attorney; and (ii) undertakes to fully indemnify and hold harmless the Attorney(s) with respect to any direct or indirect liability, cost and expense, of any kind whatsoever (including, but not limited to, liabilities for damages compensation and legal costs and expenses), in which the Attorney(s) may incur in the future at any title as a consequence of the adoption of the above resolutions and, in general, of the performance of this power-of-attorney.

**[PLACE AND DATE]**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

[•]

for and on behalf of [•]