

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private
Issuer Pursuant to Rule
13a-16 or 15d-16 of the
Securities Exchange Act
of 1934
For the month of April 2024
Commission File
Number: 001-38283

InflaRx N.V.

Winzerlaer Str. 2
07745 Jena,
Germany
(+49) 3641508180
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☐ Form 40-F ☐

INCORPORATION BY REFERENCE

On April 4, 2024, InflaRx N.V. convened the annual general meeting of shareholders to be held on April 25, 2024 and made available to its shareholders certain other materials in connection with such meeting. Such materials are attached as exhibits to this Form 6-K and are incorporated by reference herein.

EXHIBIT INDEX

Exhibit

Description of Exhibit

[99.1](#)

Convening Notice, including Agenda and Explanatory Notes

[99.2](#)

Voting Proxy

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INFLARX N.V.

Date: April 4, 2024

By: /s/ Niels Riedemann

Name: Niels Riedemann

Title: Chief Executive Officer

CONVENING NOTICE

This is the convening notice for the 2024 annual general meeting of shareholders of InflaRx N.V. (the “Company”) to be held on April 25, 2024 at 9:00 hours Amsterdam time (CEST) at the offices of NautaDutilh N.V., Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands (the “AGM”).

The agenda for the AGM is as follows:

1. Opening
2. Discussion of Dutch statutory board report for the financial year ended December 31, 2023 (discussion item)
3. Adoption of Dutch statutory annual accounts for the financial year ended December 31, 2023 (voting item)
4. Discussion of the Company's dividend and reservation policy (discussion item)
5. Instruction to Ernst & Young Accountants LLP for the external audit of the Company's statutory annual accounts for the financial year 2024 (voting item)
6. Release from liability for the Company's directors with respect to the performance of their duties during the financial year ended December 31, 2023 (voting item)
7. Re-appointment of Mr. Mark Kübler as non-executive director of the Company (voting item)
8. Re-appointment of Mr. Anthony Gibney as non-executive director of the Company (voting item)
9. Extension of authorization for the Company's board of directors (the “Board”) to issue shares and grant rights to subscribe for shares (voting item)
10. Extension of authorization for the Board to limit and exclude pre-emption rights (voting item)
11. Extension of authorization for the Board to acquire shares and depository receipts for shares in the Company's capital (voting item)
12. Amendment to the Company's articles of association (voting item)
13. Closing

No business shall be voted on at the AGM, except such items as included in the above-mentioned agenda.

The record date for the AGM is March 28, 2024 (the “Record Date”). Those who are shareholders of the Company, or who otherwise have voting rights and/or meeting rights with respect to shares in the Company's capital, on the Record Date and who are recorded as such in the Company's shareholders' register or in the register maintained by the Company's U.S. transfer agent (the “Registers”) may attend and, if relevant, vote at the AGM (“Persons with Meeting Rights”), irrespective of changes to their shareholdings or rights after the Record Date.

Those who beneficially own shares in the Company's capital in an account at a bank, a financial institution, an account holder or other financial intermediary (the “Beneficial Owners”) on the Record Date, must also have their financial intermediary or their agent with whom the underlying shares are on deposit issue a proxy to them which confirms they are authorized to take part in and vote at the AGM.

Persons with Meeting Rights and Beneficial Owners who wish to attend the AGM, in person or represented by proxy, must notify the Company in writing of their identity and intention to attend the AGM (an “Attendance Notice”) no later than 6:00 a.m. CEST on the fourth day prior to the AGM (the “Cut-off Date”). Beneficial Owners must enclose with their Attendance Notice (i) proof of their beneficial ownership of the relevant underlying shares in the Company's capital, such as a recent account statement, and (ii) their signed proxy from the relevant shareholder who is registered in either of the Registers as the holder of those underlying shares on the Record Date.

Persons with Meeting Rights and Beneficial Owners who have duly provided an Attendance Notice to the Company may have themselves represented at the AGM through the use of a written or electronically recorded proxy. Proxyholders must submit a signed proxy to the Company no later than the Cut-off Date and present a copy of their proxy upon entry to the AGM. A proxy

form can be downloaded from the Company's website (<http://www.inflarx.com>).

Any Attendance Notice, proof of beneficial ownership or signed proxy to be sent to the Company as part of the procedures described above must be provided via regular mail or e-mail to:

InflaRx N.V.
c/o Mr. Christian Schmid
Fraunhoferstr. 22
82152 Planegg/Martinsried
Germany
(christian.schmid@inflarx.de)

Any Attendance Notice, proof of beneficial ownership or signed proxy received after the Cut-off Date may be ignored. Persons with Meeting Rights, Beneficial Owners and proxyholders who have not complied with the procedures described above may be refused entry to the AGM.

EXPLANATORY NOTES TO THE AGENDA

2. Discussion of Dutch statutory board report for the financial year ended December 31, 2023 (discussion item)

The Company's statutory board report over the financial year 2023 has been made available on the Company's website (<http://www.inflarx.com>) and at the Company's office address.

3. Adoption of Dutch statutory annual accounts for the financial year ended December 31, 2023 (voting item)

The Company's annual accounts over the financial year 2023 have been made available on the Company's website (<http://www.inflarx.com>) and at the Company's office address. It is proposed that these annual accounts be adopted.

4. Discussion of the Company's dividend and reservation policy (discussion item)

The Company has never paid or declared any cash dividends on its shares, and the Company does not anticipate paying any cash dividends on its shares in the foreseeable future. The Company intends to retain all available funds and any future earnings to fund the development and expansion of its business. Under Dutch law, the Company may only pay dividends to the extent its shareholders' equity (eigen vermogen) exceeds the sum of the Company's paid-up and called-up share capital plus the reserves required to be maintained by Dutch law or by the Company's articles of association. Subject to such restrictions, any future determination to pay dividends will be at the discretion of the Board and will depend upon a number of factors, including the Company's results of operations, financial condition, future prospects, contractual restrictions, restrictions imposed by applicable law and other factors the Board deems relevant. If and when the Company does intend to distribute a dividend, such dividend may be distributed in the form of cash only or shares only, through a combination of the foregoing (cash and shares) or through a choice dividend (cash or shares), in each case subject to applicable law.

5. Instruction to Ernst & Young Accountants LLP for the external audit of the Company's annual accounts for the financial year 2024 (voting item)

Under Dutch law, the general meeting of shareholders of the Company is, in principle, the corporate body authorized to annually appoint the external independent auditor for the audit of the Company's annual accounts. Pursuant to a recommendation by the Company's audit committee, it is now proposed to appoint Ernst & Young Accountants LLP as the external independent auditor for the audit of the Company's annual accounts for the financial year 2024.

6. Release from liability for the Company's directors with respect to the performance of their duties during the financial year ended December 31, 2023 (voting item)

It is proposed that the Company's directors be released from liability for the exercise of their duties during the financial year 2023. The scope of this release from liability extends to the exercise of their respective duties insofar as these are reflected in the Company's statutory board report or annual accounts over the financial year 2023 or in other public disclosures.

7. Re-appointment of Mr. Mark Kübler as non-executive director of the Company (voting item)

The Board has made a binding nomination to re-appoint Mr. Mark Kübler as a non-executive director of the Company. Mr. Kübler is proposed for re-appointment for a period of four years ending at the end of the annual general meeting of shareholders of the Company to be held in 2028.

Mr. Kübler has served as a director for InflaRx since 2015 and was appointed as non-executive director of the Company upon the initial public offering and listing of the Company's ordinary shares on the Nasdaq Stock market in 2017. Mr. Kübler has been a partner with the GIG Ltd., a venture capital advisory firm with offices in Switzerland and Malta, since 2012. He previously served on the boards of WWM AG and Jobydu AG, each based in Switzerland. Mr. Kübler was a managing director and corporate secretary of a private equity holding company from 2003 to 2010. Before 2003, he held various roles in international investment banks and boutiques. Mr. Kübler has a master's degree in business and economics, as well as a master's degree in law from the University of St. Gallen, in Switzerland.

8. Re-appointment of Mr. Anthony Gibney as non-executive director of the Company (voting item)

The Board has made a binding nomination to re-appoint Mr. Anthony Gibney as a non-executive director of the Company. Mr. Gibney is proposed for re-appointment for a period of four years ending at the end of the annual general meeting of shareholders of the Company to be held in 2028.

Mr. Gibney has been a director on our Board since 2021. Mr. Gibney was formerly the Chief Business and Strategy Officer at Iveric Bio, overseeing the business development and corporate strategy for the retina-focused, biotechnology company, through the closing of the sale of Iveric to Astellas for \$5.9 billion in 2023. Prior to Iveric, Mr. Gibney was the CFO and CBO at FogPharma, driving the business development and finance functions of the company. Mr. Gibney served as the Chief Business Officer of Achillion Pharmaceuticals, Inc., where he was responsible for corporate and portfolio strategy, business development and corporate communications and led the successful sale of Achillion to Alexion in 2020. Before Achillion, Tony Gibney was a life sciences-focused investment banker for 24 years. From 2009 through 2017, he served as a managing director and co-head of the biotechnology investment team for Leerink Partners LLC, where he was a senior leader of Leerink's biopharmaceutical investment banking franchise. From 1999 to 2009, he worked as a managing director at Merrill Lynch Inc. and executed a variety of significant financing and M&A transactions for various biotechnology companies. From 1993 to 1999, Mr. Gibney was an investment banker at Lehman Brothers in the firm's Healthcare Investment Banking Group. He graduated with distinction from Yale University in 1993 with a B.A. in History and Economics.

9. Extension of authorization for the Board to issue shares and grant rights to subscribe for shares (voting item)

The General Meeting has authorized the Board, for a period of five years following the 2023 annual general meeting of shareholders held on April 26, 2023 (the "2023 AGM"), to resolve to issue ordinary shares and/or grant rights to subscribe for ordinary shares, in each case up to the Company's authorized share capital included in its articles of association from time to time. It is proposed that this authorization be extended to expire five years following the date of this AGM. If the resolution proposed under this agenda item 9 is passed, the proposed authorization shall replace the currently existing authorization.

10. Extension of authorization for the Board to limit and exclude pre-emption rights (voting item)

The General Meeting has authorized the Board, for a period of five years following the 2023 AGM, to limit and/or exclude pre-emption rights in relation to an issuance of, or a granting of rights to subscribe for, ordinary shares resolved upon by the Board. It is proposed that this authorization be extended to expire five years following the date of this AGM. If the resolution proposed under this agenda item 10 is passed, the proposed authorization shall replace the currently existing authorization.

11. Extension of authorization for the Board to acquire shares and depository receipts for shares in the Company's capital (voting item)

The General Meeting has authorized the Board, for a period of 18 months following the 2023 AGM, to resolve for the Company to acquire (i) fully paid-up ordinary shares in the Company's capital (and depository receipts for such ordinary shares), by any means, including through derivative products, purchases on a stock exchange, private purchases, block trades, or otherwise, for a price which is higher than nil and does not exceed 110% of the average market price of the Company's ordinary shares on the Nasdaq Stock Market (such average market price being the average of the closing prices on each of the five consecutive trading days preceding the date the acquisition is agreed upon by the Company), up to 10% of the Company's issued share capital (determined as at the close of business on the date of the AGM) and/or (ii) fully paid-up preferred shares (and depository receipts for such preferred shares) in the Company's issued share capital, to the extent permitted by applicable law, by any means, including through derivative products, purchases on a stock exchange, private purchases, block trades, or otherwise, for a price which is higher than nil and does not exceed the nominal value of the preferred shares concerned. It is proposed that this authorization be renewed for a period of, and effectively extended to expire, 18 months following the date of this AGM. If the resolution proposed under this agenda item 11 is passed, the proposed authorization shall replace the currently existing authorization.

12. Amendment to the Company's articles of association (voting item)

The Board proposes to amend the Company's articles of association (the “Articles of Association”) in order to increase the number of ordinary shares that can be issued under the authorized share capital included in the Articles of Association. A copy of the verbatim text of the proposed amendment described below has been made available on the Company's website and at the Company's office address in the official Dutch language together with an English translation thereof.

If agenda item 12 is adopted, each civil law notary, candidate civil law notary and lawyer of NautaDutilh N.V. will be authorized to have the deed of amendment to the Articles of Association executed.

The Board proposes to increase the Company's authorized share capital to an amount of EUR 35,328,000, divided into 147,200,000 ordinary shares and 147,200,000 preferred shares, having a nominal value of EUR 0.12 each. This increase would put the ratio of the Company's issued share capital relative to its authorized share capital at a level consistent with market practice.

VOTING PROXY

THE UNDERSIGNED

Name : _____

Address : _____

acting on behalf of (only to be completed if relevant)

Name : _____

Address : _____

(the "Principal").

DECLARES AS FOLLOWS

1. The Principal hereby registers for the 2024 annual general meeting of shareholders of InflaRx N.V. (the "Company") to be held on April 25, 2024 at 9:00 hours Amsterdam time (CEST) at the offices of NautaDutilh N.V., Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands (the "AGM") and, for purposes of being represented at the AGM, grants a power of attorney to Mr. P.C.S. van der Bijl, civil law notary and partner of NautaDutilh N.V., or any substitute to be appointed by him (the "Proxyholder").
2. The scope of this power of attorney extends to the performance of the following acts on behalf of the Principal at the AGM:
 - a. to exercise the voting rights of the Principal in accordance with paragraph 3 below; and
 - b. to exercise any other right of the Principal which the Principal would be allowed to exercise at the AGM.
3. This power of attorney shall be used by the Proxyholder to exercise the Principal's voting rights in the manner directed as set forth below. If no choice is specified in respect of the sole voting item on the agenda, the Proxyholder shall vote "FOR" such agenda item.

Agenda item	FOR	AGAINST	ABSTAIN
Adoption of Dutch statutory annual accounts for the financial year ended December 31, 2023			
Instruction to Ernst & Young Accountants LLP for the external audit of the Company's statutory annual accounts for the financial year 2024			
Release from liability for the Company's directors with respect to the performance of their duties during the financial year ended December 31, 2023			
Re-appointment of Mr. Mark Kübler as non-executive director of the Company			
Re-appointment of Mr. Anthony Gibney as non-executive director of the Company			
Extension of authorization for the Company's board of directors (the "Board") to issue shares and grant rights to subscribe for shares			
Extension of authorization for the Board to limit and exclude pre-emption rights			
Extension of authorization for the Board to acquire shares and depository receipts for shares in the Company's capital			
Amendment to the Company's articles of association			

4. This power of attorney is granted with full power of substitution.
 5. The relationship between the Principal and the Proxyholder under this power of attorney is governed exclusively by the laws of the Netherlands.
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SIGN HERE

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Please return this signed proxy via regular mail or e-mail to:

InflaRx N.V.
c/o InflaRx Pharmaceuticals Inc.
600 S. Wagner Rd.
Ann Arbor, MI 48103
(christian.schmid@inflarx.de)

If the Principal is a beneficial owner of shares in the Company's capital, please enclose

- (i) proof of beneficial ownership of the underlying shares, such as a recent account statement; and
- (ii) a signed proxy from the relevant holder of those underlying shares on the record date for the AGM, March 28, 2024.