

**NYXOAH SA**  
Rue Edouard Belin 12  
1435 Mont-Saint-Guibert  
Belgium  
VAT: BE 0817.149.675  
Register of legal entities Brabant Wallon

(hereinafter the “**Company**”)

**Resolutions adopted by the extraordinary shareholders’ meeting  
held on July 2, 2025**

- 1. Adding paragraphs at the end of article 13 of the articles of association of the Company to introduce the right to nominate directors for shareholders having held at least five percent (5%) of the outstanding shares of the Company in registered form continuously for a period of at least three (3) years**

*Proposed resolution: The shareholders’ meeting decides to add the following paragraphs at the end of article 13 of the articles of association of the Company:*

**“Article 13      COMPOSITION OF THE BOARD OF DIRECTORS**

*(...)*

*Any shareholder, or group of affiliated shareholders acting in concert, that has held (or will have held at the date of the relevant appointment) at least five percent (5%) of the outstanding shares of the company in registered form continuously for a period of at least three (3) years calculated as per the date of the relevant director appointment (each such shareholder or group of shareholders referred to as a “**Stable Shareholder**”) shall have the right that at the annual shareholders’ meeting one (1) director (a “**Stable Shareholder Director**”) is appointed on its binding nomination. In case there are more than two (2) Stable Shareholders, only the two (2) largest Stable Shareholders shall have a binding nomination right.*

*The binding nomination right of the relevant Stable Shareholder shall also apply in case the mandate of the relevant Stable Shareholder Director becomes vacant. In such case the Stable Shareholder shall be entitled to request the board of directors to appoint, within fifteen (15) calendar days following the date on which the relevant Stable Shareholder has exercised this binding nomination right, a replacement Stable Shareholder Director on a provisional basis until the next shareholders’ meeting.*

*The binding nomination shall be submitted in writing by the relevant Stable Shareholder to the board of directors, together with any information that might be necessary or useful in view of the appointment of the Stable Shareholder Director, at least seventy-five (75) calendar days prior to the annual shareholders’ meeting which shall be asked to decide on the appointment of the director (or, in case of co-optation by the board of directors, within thirty (30) calendar*

days following the date on which the mandate of the relevant Stable Shareholder Director has become vacant). The board of directors may at its discretion waive this deadline.

Provided that the Stable Shareholder that made the relevant nomination still qualifies as a Stable Shareholder on the date of the annual shareholders' meeting (or board meeting in case of co-optation) deciding on the relevant appointment, the nomination made by the relevant Stable Shareholder shall be binding and complied with when the annual shareholders' meeting decides (or, in case of co-optation, the remaining directors decide) on the relevant appointment for which the relevant Stable Shareholder has exercised its binding nomination right in accordance with this article 13. In deviation hereof, the annual shareholders' meeting (or the remaining directors in case of co-optation) shall not be obliged to comply with the relevant binding nomination if the proposed director appointment pursuant to the relevant binding nomination would result in the composition of the board of directors no longer meeting any mandatory minimum requirements imposed by article 7:86 or any other applicable article of the Code of Companies and Associations."

### **RESOLUTION**

**The proposed resolution required a 75% majority and was rejected, as follows:**

- Number of shares for which a vote was validly cast: 20,525,526
- Proportion of share capital represented by these votes: 54.83%
- Number of votes validly cast: 20,525,526

of which:

|                        |                     |
|------------------------|---------------------|
| <b>Votes in favour</b> | 13,941,124 (67.92%) |
| <b>Votes against</b>   | 6,584,402 (32.08%)  |
| <b>Abstentions</b>     | 0                   |

## **2. Power of attorney to the notary**

Proposed resolution: The shareholders' meeting decides to grant the acting notary, and any other notary of "Berquin Notarissen", all powers to draw up and sign a restated version of the articles of association of the Company and to file them in the appropriate data base in accordance with applicable law.

### **RESOLUTION**

**The proposed resolution required a 50% majority and was adopted, as follows:**

- Number of shares for which a vote was validly cast: 20,525,526
- Proportion of share capital represented by these votes: 54.83%
- Number of votes validly cast: 20,525,526

of which:

|                        |                     |
|------------------------|---------------------|
| <b>Votes in favour</b> | 19,572,443 (95.36%) |
| <b>Votes against</b>   | 953,083 (4.64%)     |
| <b>Abstentions</b>     | 0                   |