

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 annual and extraordinary shareholders’ meeting held on June 12, 2024

Annual shareholders’ meeting

1. Acknowledgement and discussion of:

- a. the statutory annual accounts for the financial year ended on December 31, 2023;
- b. the consolidated financial statements for the financial year ended on December 31, 2023;
- c. the annual report of the board of directors on the statutory annual accounts for the financial year ended on December 31, 2023;
- d. the annual report of the board of directors on the consolidated financial statements for the financial year ended on December 31, 2023;
- e. the statutory auditor's report on the statutory annual accounts for the financial year ended on December 31, 2023; and
- f. the statutory auditor's report on the consolidated financial statements for the financial year ended on December 31, 2023.

2. Approval of the statutory annual accounts for the financial year ended on December 31, 2023 and the proposed allocation of the result

RESOLUTION

The shareholders’ meeting decides to approve the annual accounts for the financial year ended on December 31, 2023 and the allocation of the result as proposed by the board of directors.

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 18,068,096
- Proportion of share capital represented by these votes: 52.58%
- Number of votes validly cast: 18,068,096

of which:

Votes in favour	17,762,710
Votes against	305,386
Abstentions	0

3. Discharge of directors

RESOLUTION

The shareholders' meeting decides to grant discharge to each of the directors who was in office during the financial year ended on December 31, 2023 for the performance of their mandate during that financial year.

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 18,068,096
- Proportion of share capital represented by these votes: 52.58%
- Number of votes validly cast: 18,068,096

of which:

Votes in favour	18,068,096
Votes against	0
Abstentions	0

4. Discharge of the statutory auditor

RESOLUTION

The shareholders' meeting decides to grant discharge to the statutory auditor who was in office during the financial year ended on December 31, 2023 for the performance of his mandate during that financial year.

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 18,068,096
- Proportion of share capital represented by these votes: 52.58%
- Number of votes validly cast: 18,068,096

of which:

Votes in favour	16,901,037
Votes against	1,167,059
Abstentions	0

5. Acknowledgement and approval of the remuneration report

RESOLUTION

The shareholders' meeting decides to approve the remuneration report.

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 18,068,096
- Proportion of share capital represented by these votes: 52.58%
- Number of votes validly cast: 18,068,096

of which:

Votes in favour	15,968,394
Votes against	2,099,702
Abstentions	0

6. Acknowledgement and approval of the amended remuneration policy to allow for a share-based remuneration for the non-executive directors

Upon the recommendation of the remuneration committee, the board of directors proposes to amend the remuneration policy of the Company to allow for the granting of so-called “restricted share units” or “RSUs” to non-executive directors. This RSU remuneration component replaces the existing share-based remuneration in the form of a grant of warrants to non-executive directors as approved by the annual shareholders’ meeting of June 8, 2022. The proposed features of the RSUs are summarized in the proposed amended remuneration policy.

RESOLUTION

The shareholders’ meeting decides to approve (a) the amended remuneration policy, (b) the granting to non-executive directors of “restricted share units” or “RSUs” as further described in the amended remuneration policy, whereby the RSUs shall be awarded for the first time as of the date of this shareholders’ meeting, and (c) the cancellation as of the date of this shareholders’ meeting of the current warrant component of the non-executive directors’ remuneration as approved by the annual shareholders’ meeting of June 8, 2022.

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 18,068,096
- Proportion of share capital represented by these votes: 52.58%
- Number of votes validly cast: 18,068,096

of which:

Votes in favour	17,014,079
Votes against	1,054,017
Abstentions	0

7. Appointment of Robelga SRL (permanently represented by Robert Taub) as director

RESOLUTION

The shareholders’ meeting decides to appoint Robelga SRL, permanently represented by Robert Taub, as director of the Company until the annual shareholders’ meeting to be held in 2025. The mandate of Robelga SRL will be remunerated as provided for the non-executive members of the board of directors in the Company’s remuneration policy as adopted by the shareholders’ meeting and, as concerns the cash remuneration, as decided by the annual shareholders’ meeting of June 8, 2022.

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 18,068,096
- Proportion of share capital represented by these votes: 52.58%
- Number of votes validly cast: 18,068,096

of which:

Votes in favour	17,155,720
Votes against	912,376
Abstentions	0

8. Reappointment of Jürgen Hambrecht as independent director

RESOLUTION

The shareholders' meeting decides to reappoint Jürgen Hambrecht as an independent director of the Company within the meaning of Article 7:87 of the CCA and provision 3.5 of the 2020 Belgian Corporate Governance Code, until the annual shareholders' meeting to be held in 2025. The mandate of Jürgen Hambrecht will be remunerated as provided for the non-executive members of the board of directors in the Company's remuneration policy as adopted by the shareholders' meeting and, as concerns the cash remuneration, as decided by the annual shareholders' meeting of June 8, 2022.

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 18,068,096
- Proportion of share capital represented by these votes: 52.58%
- Number of votes validly cast: 18,068,096

of which:

Votes in favour	17,020,050
Votes against	1,048,046
Abstentions	0

9. Reappointment of Kevin Rakin as independent director

RESOLUTION

The shareholders' meeting decides to reappoint Kevin Rakin as an independent director of the Company within the meaning of Article 7:87 of the CCA and provision 3.5 of the 2020 Belgian Corporate Governance Code, until the annual shareholders' meeting to be held in 2025. The mandate of Kevin Rakin will be remunerated as provided for the non-executive members of the board of directors in the Company's remuneration policy as adopted by the shareholders' meeting and, as concerns the cash remuneration, as decided by the annual shareholders' meeting of June 8, 2022.

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 18,068,096
- Proportion of share capital represented by these votes: 52.58%
- Number of votes validly cast: 18,068,096

of which:

Votes in favour	17,945,723
Votes against	122,373
Abstentions	0

10. Reappointment of Rita Johnson-Mills as independent director

RESOLUTION

The shareholders' meeting decides to reappoint Rita Johnson-Mills as an independent director of the Company within the meaning of Article 7:87 of the CCA and provision 3.5 of the 2020 Belgian Corporate Governance Code, until the annual shareholders' meeting to be held in 2025. The mandate of Rita Johnson-Mills will be remunerated as provided for the non-executive members of the board of directors in the Company's remuneration policy as adopted by the shareholders' meeting and, as concerns the cash remuneration, as decided by the annual shareholders' meeting of June 8, 2022.

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 18,068,096
- Proportion of share capital represented by these votes: 52.58%
- Number of votes validly cast: 18,068,096

of which:

Votes in favour	15,864,651
Votes against	2,203,445
Abstentions	0

11. Reappointment of Virginia Kirby as independent director

RESOLUTION

The shareholders' meeting decides to reappoint Virginia Kirby as an independent director of the Company within the meaning of Article 7:87 of the CCA and provision 3.5 of the 2020 Belgian Corporate Governance Code, until the annual shareholders' meeting to be held in 2025. The mandate of Virginia Kirby will be remunerated as provided for the non-executive members of the board of directors in the Company's remuneration policy as adopted by the shareholders' meeting and, as concerns the cash remuneration, as decided by the annual shareholders' meeting of June 8, 2022.

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 18,068,096
- Proportion of share capital represented by these votes: 52.58%
- Number of votes validly cast: 18,068,096

of which:

Votes in favour	16,896,282
Votes against	1,171,814
Abstentions	0

12. Reappointment of Wildman Ventures LLC (permanently represented by Daniel Wildman) as independent director

RESOLUTION

The shareholders' meeting decides to reappoint Wildman Ventures LLC, permanently represented by Daniel Wildman, as an independent director of the Company within the meaning of Article 7:87 of the CCA and provision 3.5 of the 2020 Belgian Corporate Governance Code, until the annual shareholders' meeting to be held in 2025. The mandate of Wildman Ventures LLC will be remunerated as provided for the non-executive members of the board of directors in the Company's remuneration policy as adopted by the shareholders' meeting and, as concerns the cash remuneration, as decided by the annual shareholders' meeting of June 8, 2022.

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 18,068,096
- Proportion of share capital represented by these votes: 52.58%
- Number of votes validly cast: 18,068,096

of which:

Votes in favour	15,981,520
Votes against	2,086,576
Abstentions	0

13. Reappointment of Pierre Gianello as director

RESOLUTION

The shareholders' meeting decides to reappoint Pierre Gianello as director of the Company until the annual shareholders' meeting to be held in 2025. The mandate of Pierre Gianello will be remunerated as provided for the non-executive members of the board of directors in the Company's remuneration policy as adopted by the shareholders' meeting and, as concerns the cash remuneration, as decided by the annual shareholders' meeting of June 8, 2022.

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 18,068,096
- Proportion of share capital represented by these votes: 52.58%
- Number of votes validly cast: 18,068,096

of which:

Votes in favour	17,020,050
Votes against	1,048,046
Abstentions	0

14. Reappointment of Olivier Taelman as director

RESOLUTION

The shareholders' meeting decides to reappoint Olivier Taelman as director of the Company until the annual shareholders' meeting to be held in 2025. The mandate of Olivier Taelman will not be remunerated.

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 18,068,096
- Proportion of share capital represented by these votes: 52.58%
- Number of votes validly cast: 18,068,096

of which:

Votes in favour	17,142,423
Votes against	925,673
Abstentions	0

Extraordinary shareholders' meeting

- 1. Acknowledgment and discussion of the special report by the board of directors drawn up in accordance with article 7:199 of the Belgian Code of Companies and Associations relating to the proposal to renew the authorized capital**
- 2. Renewal of the authorization to the board of directors to increase the share capital within the framework of the authorized capital**

RESOLUTION

The shareholders' meeting resolves to renew the authorization to the board of directors to increase the share capital in one or several times, during a period of five (5) years as from the publication in the Annexes to the Belgian Official Gazette of this authorization, with an aggregate amount equal to EUR 3,436,000, and this in accordance with the terms and conditions set forth in the special report of the board of directors prepared in accordance with Article 7:199 of the Belgian Code of Companies and Associations, as referred to in agenda item 1 of this extraordinary shareholders' meeting.

Consequently, the shareholders' meeting resolves to delete the first and second paragraph of Article 7 ("Authorized capital") of the articles of association of the Company entirely and to replace such first and second paragraph of Article 7 respectively with the following text (whereby (i) the date referred to between brackets in the second paragraph shall be the date of the shareholders' meeting approving the renewed authorized capital, and (ii) the other provisions of Article 7 remain in place and are re-approved):

- a) text of the first paragraph: "The board of directors is authorized to increase the capital of the company on one or several occasions in accordance with the Code of Companies and Associations by a maximum aggregate amount of EUR 3,436,000."*
- b) text of the second paragraph: "This authorization is valid for a period of five years as from the date of publication in the Annexes to the Belgian State Gazette of an extract of the minutes of the extraordinary shareholders' meeting of the company of [date of the shareholders' meeting approving the renewed authorized capital]."*

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 17,914,410
- Proportion of share capital represented by these votes: 52.14%
- Number of votes validly cast: 17,914,410

of which:

Votes in favour	16,358,328
Votes against	1,556,082
Abstentions	0

3. Power of attorney to the notary

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.

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 17,914,410
- Proportion of share capital represented by these votes: 52.14%
- Number of votes validly cast: 17,914,410

of which:

Votes in favour	16,358,328
Votes against	1,556,082
Abstentions	0