

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 special shareholders’ meeting held on December 19, 2024

1. Approval of all relevant clauses in the EIB Agreements in accordance with Article 7:151 of the Belgian Code of Companies and Associations

As announced on 3 July 2024, the Company has entered into a loan facility agreement (the “**Loan Agreement**”) and a synthetic warrant agreement (the “**Warrant Agreement**”) with the European Investment Bank (the “**EIB**”) (the Loan Agreement and Warrant Agreement, together the “**EIB Agreements**”).

In summary, article 4.7.2 of the Loan Agreement provides among others that the Company shall promptly inform the EIB if a Change-of-Control Event has occurred or is likely to occur. In such case, the Company shall, on request of the EIB, consult with the EIB as to the impact of such event. If 30 days have passed since the date of such request and the EIB is of the opinion that the effects of such event cannot be mitigated to its satisfaction, or in any event if a Change-of-Control Event has actually occurred, the EIB may by notice to the Company, cancel the undisbursed portion of the credit and/or demand prepayment of the amounts disbursed from time to time by the EIB under the Loan Agreement that remain outstanding, together with accrued interest and all other amounts accrued or outstanding. In this context, a “**Change-of-Control Event**” means (a) any person or group of persons acting in concert gaining Control of the Company or of any entity directly or ultimately Controlling the Company; or (b) the Company being delisted from both Euronext Brussels and Nasdaq, and “**Control**” or “**Controlling**” means the power to direct the management and policies of an entity, whether through the ownership of voting capital, by contract or otherwise and, for the avoidance of doubt, owning more than 50% (fifty per cent.) of the shares of an entity would constitute Control.

In summary, article 5 of the Warrant Agreement provides among others that upon the occurrence of a Trigger Event, the EIB shall be entitled to exercise its warrant rights relating to the relevant tranche as from the moment of immediate notification by the Company in writing about the occurrence of a Trigger Event. In this context, a “**Trigger Event**” means, among others, a Prepayment Event, whereby in accordance with Article 4.7.2 of the Loan Agreement a Change-of-Control Event (as defined in the Loan Agreement and as further described above) shall be considered a Prepayment Event.

RESOLUTION

The shareholders' meeting takes note of, approves and ratifies, insofar as required and applicable, in accordance with Article 7:151 of the Belgian Code of Companies and Associations, Article 4.7.2 of the Loan Agreement and Article 5 of the Warrant Agreement and any other provisions in the EIB Agreements which fall or could be considered to fall within the scope of Article 7:151 of the Belgian Code of Companies and Associations (relating to the granting of rights to third parties which significantly affect the Company's assets or give rise to a substantial debt or commitment on its behalf, when the exercise of these rights is subject to the launch of a public takeover bid on the shares of the Company or to a change in the control exercised over it). The shareholders' meeting also grants a special power of attorney to each director of the Company and the General Counsel of the Company (each a "**Proxy Holder**" for the purposes of this resolution), each Proxy Holder acting individually and with the right of substitution, to complete the formalities required by Article 7:151 of the Belgian Code of Companies and Associations with regard to this resolution, including, but not limited to, the execution of all documents and forms required for the publication of this resolution in the Annexes to the Belgian Official Gazette.

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 11,304,746
- Proportion of share capital represented by these votes: 30.20%
- Number of votes validly cast: 11,304,746

of which:

Votes in favour	11,277,609
Votes against	0
Abstentions	27,137