

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 11, 2025

Annual shareholders’ meeting

1. Acknowledgement and discussion of:

- a. the statutory annual accounts for the financial year ended on December 31, 2024;
- b. the consolidated financial statements for the financial year ended on December 31, 2024;
- c. the annual report of the board of directors on the statutory annual accounts for the financial year ended on December 31, 2024;
- d. the annual report of the board of directors on the consolidated financial statements for the financial year ended on December 31, 2024;
- e. the statutory auditor's report on the statutory annual accounts for the financial year ended on December 31, 2024; and
- f. the statutory auditor's report on the consolidated financial statements for the financial year ended on December 31, 2024.

2. Approval of the statutory annual accounts for the financial year ended on December 31, 2024 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, 2024 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: 14,568,643
- Proportion of share capital represented by these votes: 38.92%
- Number of votes validly cast: 14,568,643

of which:

Votes in favour	14,568,643
Votes against	0
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, 2024 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: 14,568,643
- Proportion of share capital represented by these votes: 38.92%
- Number of votes validly cast: 14,568,643

of which:

Votes in favour	13,692,960
Votes against	875,683
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, 2024 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: 14,568,643
- Proportion of share capital represented by these votes: 38.92%
- Number of votes validly cast: 14,568,643

of which:

Votes in favour	14,568,643
Votes against	0
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: 14,568,643
- Proportion of share capital represented by these votes: 38.92%
- Number of votes validly cast: 14,568,643

of which:

Votes in favour	12,919,599
Votes against	1,649,044
Abstentions	0

6. Acknowledgement and approval of the amended remuneration policy to allow for the extension of the contractually agreed notice period (or corresponding payments in lieu of notice) or severance payment with members of executive management and to make certain other changes

Upon the recommendation of the remuneration committee, the board of directors proposes to amend (among others) section 4.6 of the remuneration policy of the Company (i) to allow for contractually agreed notice periods (or corresponding payments in lieu of notice) or severance payments for members of executive management of up to twelve months, and (ii) subject to the specific and individual approval by the Company's shareholders' meeting and compliance with any other applicable requirements and procedures imposed by the CCA in this respect, to allow for notice periods (or corresponding payments in lieu of notice) or severance payments for members of executive management of more than twelve months and/or notice periods (or corresponding payments in lieu of notice) or severance payments that are triggered by a change of control over the Company.

RESOLUTION

The shareholders' meeting decides to approve the amended remuneration policy as proposed by the board of directors.

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 14,568,643
- Proportion of share capital represented by these votes: 38.92%
- Number of votes validly cast: 14,568,643

of which:

Votes in favour	13,526,138
Votes against	1,042,505
Abstentions	0

7. Authorization of the Board, in accordance with Article 7:92 and Article 7:151 of the CCA, to enter into an addendum to the agreements entered into with Mr. Olivier Taelman, CEO of the Company, to provide for a severance payment amounting to 18 months' remuneration in case of termination of the agreements without cause within three (3) months of a change of control

Effective September 1, 2021, the Company entered into a service agreement with Mr. Olivier Taelman, CEO of the Company. Effective August 19, 2024, Nyxoah Inc., a wholly-owned subsidiary of the Company, entered into an agreement with Mr. Olivier Taelman for the employment of Mr. Olivier Taelman by Nyxoah Inc. (together with the service agreement, the "CEO Agreements"). The Board proposes to enter into an addendum to the CEO Agreements to provide for a severance payment amounting to 18 months' remuneration in case of termination of the CEO Agreements by the Company, respectively Nyxoah Inc. without cause within three (3) months of a change of control over the Company (the "CEO Addendum"). In accordance with Article 7:92 of the CCA, an agreement with an executive director or another person in charge as referred to in Article 3:6, § 3, third paragraph of the CCA which provides for a severance payment exceeding 12 months' remuneration is always concluded under the condition precedent of approval by the shareholders' meeting. Article 7:151 of the CCA provides that only the shareholders' meeting of a listed company can grant third parties rights that have a significant impact on the assets of the company or that give rise to a liability of the

company when the exercise of those rights depends on the launching of a takeover bid on the shares of the company or a change of control over the company.

RESOLUTION

The shareholders' meeting authorizes and approves, insofar as required and applicable, the entry into of the CEO Addendum to provide for a severance payment amounting to 18 months' remuneration in case of termination of the CEO Agreements by the Company, respectively Nyxoah Inc. without cause within three (3) months of a change of control over the Company.

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 14,568,643
- Proportion of share capital represented by these votes: 38.92%
- Number of votes validly cast: 14,568,643

of which:

Votes in favour	13,680,523
Votes against	888,120
Abstentions	0

8. Approval, in accordance with Article 7:92 of the CCA, of the agreement entered into with Mr. John Landry, CFO of the Company that provides for a severance payment amounting to 18 months' remuneration in case of termination of the agreement without cause within three (3) months of a change of control

Effective November 4, 2024, Nyxoah Inc., a wholly-owned subsidiary of the Company, entered into an agreement with Mr. John Landry, pursuant to which he will act as Chief Financial Officer of the Company and its subsidiaries (the "CFO Agreement"). The CFO Agreement provides for a severance payment amounting to 18 months' remuneration in case of termination of the CFO Agreement by Nyxoah Inc. without cause within three (3) months of a direct or indirect change of control over Nyxoah Inc. In accordance with Article 7:92 of the CCA, an agreement with an executive director or another person in charge as referred to in Article 3:6, § 3, third paragraph of the CCA which provides for a severance payment exceeding 12 months' remuneration is always concluded under the condition precedent of approval by the shareholders' meeting.

RESOLUTION

The shareholders' meeting takes note of, approves and ratifies, insofar as required and applicable, the entry into the CFO Agreement, including the provision that provides for a severance payment amounting to 18 months' remuneration in case of termination of the CFO Agreement by Nyxoah Inc. without cause within three (3) months of a direct or indirect change of control over Nyxoah Inc.

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 14,568,643
- Proportion of share capital represented by these votes: 38.92%
- Number of votes validly cast: 14,568,643

of which:

Votes in favour	13,680,523
Votes against	888,120
Abstentions	0

9. Reappointment of Robelga SRL (permanently represented by Robert Taub) as director

RESOLUTION

The shareholders' meeting decides to reappoint Robelga SRL, permanently represented by Robert Taub, as director of the Company until the annual shareholders' meeting to be held in 2026. 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: 14,568,643
- Proportion of share capital represented by these votes: 38.92%
- Number of votes validly cast: 14,568,643

of which:

Votes in favour	13,538,575
Votes against	1,030,068
Abstentions	0

10. 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 2026. 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: 14,568,643
- Proportion of share capital represented by these votes: 38.92%
- Number of votes validly cast: 14,568,643

of which:

Votes in favour	13,063,789
Votes against	1,504,854
Abstentions	0

11. 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 2026. 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: 14,568,643
- Proportion of share capital represented by these votes: 38.92%
- Number of votes validly cast: 14,568,643

of which:

Votes in favour	13,406,822
Votes against	1,161,821
Abstentions	0

12. 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 2026. 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: 14,568,643
- Proportion of share capital represented by these votes: 38.92%
- Number of votes validly cast: 14,568,643

of which:

Votes in favour	13,962,104
Votes against	606,539
Abstentions	0

13. 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 2026. 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: 14,568,643
- Proportion of share capital represented by these votes: 38.92%
- Number of votes validly cast: 14,568,643

of which:

Votes in favour	14,568,643
Votes against	0
Abstentions	0

14. 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 2026. 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: 14,568,643
- Proportion of share capital represented by these votes: 38.92%
- Number of votes validly cast: 14,568,643

of which:

Votes in favour	13,063,127
Votes against	1,505,516
Abstentions	0

15. 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 2026. 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: 14,568,643
- Proportion of share capital represented by these votes: 38.92%
- Number of votes validly cast: 14,568,643

of which:

Votes in favour	13,538,575
Votes against	1,030,068
Abstentions	0

16. 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 2026. The mandate of Olivier Taelman as director will not be remunerated.

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 14,568,643
- Proportion of share capital represented by these votes: 38.92%
- Number of votes validly cast: 14,568,643

of which:

Votes in favour	13,692,960
Votes against	875,683
Abstentions	0

17. Approval of the statutory auditor's remuneration for the financial year ended on December 31, 2024

RESOLUTION

The shareholders' meeting decides to approve the remuneration of the statutory auditor for the financial year ended on December 31, 2024 as follows: (i) EUR 485,782 (excl. VAT) for the audit of the statutory annual accounts and the consolidated financial statements for the financial year ended on December 31, 2024, and (ii) EUR 228,750 (excl. VAT) for other audit assignments, tax consultancy assignments and other assignments beyond the audit services by the statutory auditor.

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 14,568,643
- Proportion of share capital represented by these votes: 38.92%
- Number of votes validly cast: 14,568,643

of which:

Votes in favour	14,568,643
Votes against	0
Abstentions	0

18. Re-appointment of Ernst et Young Réviseurs d'Entreprises SRL, with as permanent representative Mr. Thomas Meurice, as statutory auditor, upon proposal of the board of directors of the Company based on the proposal received from the Audit Committee, and decision on the remuneration for the exercise of the mandate as statutory auditor

RESOLUTION

The shareholders' meeting decides to re-appoint Ernst et Young Réviseurs d'Entreprises SRL (RLE 0446.334.711), with statutory seat at Kouterveldstraat 7b bus 1, 1831 Diegem, Belgium, permanently represented by Mr. Thomas Meurice, as statutory auditor of the Company with immediate effect for a three year period, until the closing of the annual shareholders' meeting to be held in 2028 resolving on the annual accounts of the financial year ended on December 31, 2027. The compensation for the mandate of the auditor (including the audit services for the Company's subsidiaries) will amount to maximum EUR 650,000 per year (excl. VAT and expenses).

The resolution was adopted as follows:

- Number of shares for which a vote was validly cast: 14,568,643
- Proportion of share capital represented by these votes: 38.92%
- Number of votes validly cast: 14,568,643

of which:

Votes in favour	14,568,643
Votes against	0
Abstentions	0

Extraordinary shareholders' meeting

The required attendance quorum was not reached.

A new meeting will be convened on July 2, 2025.