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 10, 2026

Annual shareholders' meeting

1. Acknowledgement and discussion of:

a. the statutory annual accounts for the financial year ended on December 31, 2025;
b. the consolidated financial statements for the financial year ended on December 31, 2025;
c. the annual report of the board of directors on the statutory annual accounts for the financial year ended on December 31, 2025;
d. the annual report of the board of directors on the consolidated financial statements for the financial year ended on December 31, 2025;
e. the statutory auditor's report on the statutory annual accounts for the financial year ended on December 31, 2025; and
f. the statutory auditor's report on the consolidated financial statements for the financial year ended on December 31, 2025.

2. Approval of the statutory annual accounts for the financial year ended on December 31, 2025 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, 2025 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: 13,466,183
- Proportion of share capital represented by these votes: 30.13%
- Number of votes validly cast: 13,466,183

of which:

Votes in favour	13,466,166
Votes against	0
Abstentions	17

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, 2025 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: 13,466,183
- Proportion of share capital represented by these votes: 30.13%
- Number of votes validly cast: 13,466,183

of which:

Votes in favour	12,790,390
Votes against	675,776
Abstentions	17

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, 2025 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: 13,466,183
- Proportion of share capital represented by these votes: 30.13%
- Number of votes validly cast: 13,466,183

of which:

Votes in favour	13,466,156
Votes against	10
Abstentions	17

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: 13,466,183
- Proportion of share capital represented by these votes: 30.13%
- Number of votes validly cast: 13,466,183

of which:

Votes in favour	11,805,677
Votes against	1,660,496
Abstentions	10

6. Approval of all relevant clauses in the Bond Instrument in accordance with Article 7:151 of the CCA

On December 18, 2025, the Company issued 225 convertible bonds for an aggregate principal amount of EUR 22,500,000 (the "**Bonds**") pursuant to a subscription agreement entered into with an entity managed by Heights Capital Management on November 13, 2025, as amended by an amendment and restatement agreement dated December 16, 2025. The Bonds are governed by a bond instrument, as amended on February 2, 2026 (the "**Bond Instrument**").

In summary, article 6.8 of the Bond Instrument provides that the Company shall give notice to the holders of the Bonds within five (5) business days following the occurrence of a Relevant Event (which, inter alia, includes the occurrence of a Change of Control). For purposes of the Bond Instrument, a "**Change of Control**" means the occurrence of an event or series of events whereby one or more persons, acting in concert, acquire control (within the meaning of article 1:14 of the CCA) over the Company.

Article 7.2 of the Bond Instrument provides that, following the occurrence of a Relevant Event, each holder of Bonds will have the right to require the Company to redeem, in cash, such Bond on the Relevant Event Put Date (as defined in the Bond Instrument) at the relevant Early Redemption Amount. For purposes of the Bond Instrument, "**Early Redemption Amount**" means in respect of any Bond, the sum of (a) the Make-Whole Premium (as defined in the Bond Instrument); and (b) an amount equal to the greater of: (i) 120 per cent of the principal amount of such Bond outstanding on the Relevant Event Put Date (as defined in the Bond Instrument); and (ii) the relevant Parity Value (as defined in the Bond Instrument) of a Bond.

<u>**RESOLUTION**</u>

The shareholders' meeting takes note of, approves and ratifies, insofar as required and applicable, in accordance with Article 7:151 of the CCA, article 6.8 and article 7.2 of the Bond Instrument and any other provisions in the Bond Instrument which fall or could be considered to fall within the scope of Article 7:151 of the CCA (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 (each a "**Proxy Holder**" for 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 CCA 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: 13,466,183
- Proportion of share capital represented by these votes: 30.13%
- Number of votes validly cast: 13,466,183

of which:

Votes in favour	13,466,173
Votes against	0
Abstentions	10

7. 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 2027. 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: 13,466,183
- Proportion of share capital represented by these votes: 30.13%
- Number of votes validly cast: 13,466,183

of which:

Votes in favour	13,361,771
Votes against	104,395
Abstentions	17

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 2027. 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: 13,466,183
- Proportion of share capital represented by these votes: 30.13%
- Number of votes validly cast: 13,466,183

of which:

Votes in favour	13,361,778
Votes against	104,395
Abstentions	10

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 2027. 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: 13,466,183
- Proportion of share capital represented by these votes: 30.13%
- Number of votes validly cast: 13,466,183

of which:

Votes in favour	13,331,778
Votes against	134,395
Abstentions	10

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 2027. 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: 13,466,183
- Proportion of share capital represented by these votes: 30.13%
- Number of votes validly cast: 13,466,183

of which:

Votes in favour	12,943,030
Votes against	523,143
Abstentions	10

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 2027. 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: 13,466,183
- Proportion of share capital represented by these votes: 30.13%
- Number of votes validly cast: 13,466,183

of which:

Votes in favour	13,466,173
Votes against	0
Abstentions	10

12. Appointment of Daniel Wildman 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 2027. 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: 13,466,183
- Proportion of share capital represented by these votes: 30.13%
- Number of votes validly cast: 13,466,183

of which:

Votes in favour	13,361,284
Votes against	104,889
Abstentions	10

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 2027. 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: 13,466,183
- Proportion of share capital represented by these votes: 30.13%
- Number of votes validly cast: 13,466,183

of which:

Votes in favour	13,361,778
Votes against	104,395
Abstentions	10

Extraordinary shareholders' meeting

The required attendance quorum was not reached.

A new meeting will be convened on July 9, 2026.