



2 April 2024

Sydney, Australia

## 2024 EGM Letter to Shareholders and Proxy

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**Nyrada Inc (ASX: NYR)**, a drug discovery and development company specialising in novel small molecule therapeutics, attaches the following documents in relation to its 2024 General Meeting:

- EGM Letter to Shareholders; and
- Proxy Form.

-ENDS-

### About Nyrada Inc

Nyrada is a drug discovery and development company specialising in novel small-molecule drugs to treat neurological and cardiovascular diseases. The Company has two main programs, each targeting market sectors of significant size and considerable unmet clinical need. These are a drug to treat brain injury, specifically traumatic brain injury and stroke, and a cholesterol lowering drug. Nyrada Inc. ARBN 625 401 818 is a company incorporated in the state of Delaware, US, and the liability of its stockholders is limited.

[www.nyrada.com](http://www.nyrada.com)

*Authorised by Mr. David Franks, Company Secretary on behalf of the Board.*

### Investor & Corporate Enquiries:

Dimitri Burshtein

T: 02 9498 3390

E: [info@nyrada.com](mailto:info@nyrada.com)

### Company Secretary:

David Franks

T: 02 8072 1400

E: [David.Franks@automicgroup.com.au](mailto:David.Franks@automicgroup.com.au)

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### **Forward-Looking Statements**

This announcement may contain forward-looking statements. You can identify these statements by the fact they use words such as “aim”, “anticipate”, “assume”, “believe”, “continue”, “could”, “estimate”, “expect”, “intend”, “may”, “plan”, “predict”, “project”, “plan”, “should”, “target”, “will” or “would” or the negative of such terms or other similar expressions. Forward-looking statements are based on estimates, projections, and assumptions made by Nyrada about circumstances and events that have not yet taken place. Although Nyrada believes the forward-looking statements to be reasonable, they are not certain. Forward-looking statements involve known and unknown risks, uncertainties and other factors that are in some cases beyond the Company’s control that could cause the actual results, performance, or achievements to differ materially from those expressed or implied by the forward-looking statement.



2 April 2024

Sydney, Australia

## Nyrada General Meeting – Letter to Shareholders

Nyrada Inc (ASX:NYR) (“Nyrada” or “Company”), a drug development company specialising in novel small molecule therapeutics, advises that a General Meeting (“EGM”) will be held **as a physical only meeting** at 9.00am (AEST) on Thursday, 16 May 2024, at Automic Group offices, Level 5, 126 Phillip Street, NSW 2000.

This Notice is given based on circumstances as at 2 April 2024. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company’s website at <https://www.nyrada.com/site/investors/asx-announcements>. [CHES Depository Interest \(“CDI”\)](#) Holders are urged to monitor the ASX announcements platform and the Company’s website.

### **Notice of Meeting**

Under the Company’s By-laws and Delaware General Corporation Law, this Notice of the EGM (“Notice”) is being made available to Shareholders electronically and can be viewed and downloaded online at the following links:

1. at <https://www.nyrada.com/site/investors/asx-announcements>
2. at <https://www2.asx.com.au/markets/company/NYR>
3. by contacting the Company Secretary (see details below).

Should a Shareholder or CDI Holder wish a printed copy of the Notice to be posted or emailed directly to them, please contact the Company Secretary on [david.franks@automicgroup.com.au](mailto:david.franks@automicgroup.com.au) or +612 8072 1400.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out below.

### **Venue – Physical Meeting (Shareholder or CDI Holder)**

Shareholders or CDI Holders are able to attend the General Meeting on the date and at the place set out above.

### **Venue – Physical Meeting (Visitors)**

Shareholders or CDI Holders have the right to attend, ask questions and vote at the meeting.

Should there be any visitors who wish to attend, please register your interest to Mr Dimitri Burshtein, Nyrada’s Investor Relations Manager at [dimitri.burshtein@nyrada.com](mailto:dimitri.burshtein@nyrada.com).

### **Questions and Answers**

#### **What is the purpose of the General Meeting?**



At the Meeting, Shareholders will be able to vote on the Resolutions set out in this Notice of Meeting. Holders of CDIs may instruct Chess Depository Nominees Pty Ltd (CDN) to vote the Shares underlying their CDIs by following the instructions on the CDI Voting Instruction Form. The Company will also provide Shareholders and CDI Holders with the opportunity to ask questions during the Meeting in respect to the formal items of business, as well as general questions in respect to the Company and its business. The Resolutions outlined in the Notice of Meeting include the:

- Ratification of Prior Issue of 23,400,000 CDIs under ASX Listing Rule 7.4 (**Resolution 1**);
- Approval of Issue of CDIs to John Moore, Chairman and Director of the Company (**Resolution 2**);
- Approval of Issue of CDIs to Marcus Frampton, Director of the Company (**Resolution 3**);
- Approval of Issue of CDIs to Dr Ruediger Weseloh, Director of the Company (**Resolution 4**);
- Approval of Issue of CDIs to Dr Ian Dixon, Director of the Company (**Resolution 5**); and
- Approval of Issue of Broker Options (**Resolution 6**).

#### **Who is entitled to vote at the General Meeting?**

Only those Shareholders or CDI Holders of record or beneficial owners of Shares or CDIs held in Street Name (as defined below), at 7:00PM (AEST) on Thursday, 2 May 2024 (**Record Date**) will be entitled to vote at the meeting and any adjournment or postponement thereof.

As at the Record Date, there are 179,408,700 Shares of Class A Common Stock outstanding (equivalent to 179,408,700 CDIs), all of which are entitled to vote with respect to the Resolutions set out in this Notice of Meeting, subject to applicable voting exclusions. Therefore, there is currently a total of 179,408,700 votes entitled to be cast at the Meeting.

Each Share of Class A Common Stock is entitled to one vote per Share. Each CDI represents 1 Share of Class A Common Stock.

Votes for, against and abstentions will be counted as present and entitled to vote for the purposes of determining whether a quorum is present.

#### **Will any Shareholders be excluded from voting on any of the items?**

In accordance with ASX Listing Rule 14.11.1, the Company will disregard certain votes cast on certain resolutions by certain persons. Voting exclusions apply for Resolutions 1 to 6, as set out above in the Notice of Meeting. The table below notes the Disclosure of Interests in relation to all Resolutions.

**Disclosure of Interests for Resolutions 1-6** In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised:

**Resolution 1:** Only sophisticated and institutional investors who were clients of the Lead Manager, none of whom were related parties of the Company, participated in the allotment referred to in Resolution 1. In aggregate, the relevant sophisticated and institutional investors were issued 23,400,000 CDIs (which are the subject of this resolution) and may hold or have held other CDIs as at the date of this Notice of Meeting. Further to the voting exclusion statement for this resolution, these parties are unable to vote on Resolution 1.

**Resolution 2:** As at the date of this Notice of Meeting, John Moore holds 358,423 CDIs. Further to the voting exclusion statement for this resolution, John Moore is unable to vote on Resolution 2.



**Resolution 3:** As at the date of this Notice of Meeting, Marcus Frampton holds 245,075 CDIs. Further to the voting exclusion statement for this resolution, Marcus Frampton is unable to vote on Resolution 3.

**Resolution 4:** As at the date of this Notice of Meeting, Dr Ruediger Weseloh holds 100,000 CDIs. Further to the voting exclusion statement for this resolution, Dr Ruediger Weseloh is unable to vote on Resolution 4.

**Resolution 5:** As at the date of this Notice of Meeting, related parties of Dr Ian Dixon, Altnia Holdings Pty Ltd <I Dixon Family A/C> holds 9,921,725 CDIs and Helium Management Pty Ltd <Helium S/F A/C> holds 192,308 CDIs. Further to the voting exclusion statement for this resolution, Altnia Holdings Pty Ltd and Helium Management Pty Ltd are unable to vote on Resolution 5.

**Resolution 6:** Canary Capital and its associates hold 1,529,540 CDIs as at the date of this Notice of Meeting. Further to the voting exclusion statement for this resolution, these parties are unable to vote on Resolution 6.

### **How many Shares must be present for voting to hold the Meeting?**

Pursuant to Article I, Section 4, of the Company's By-laws, the holders of one-third of the capital stock issued and outstanding and entitled to vote at the General Meeting must be present in person or represented by proxy shall constitute a quorum for the transaction of business.

Shares are counted as present at the General Meeting if:

- the Shareholder of record on the Record Date attends the Meeting in person; or
- the Shareholder of record on the Record Date, or the applicable beneficial owner, has properly submitted a proxy in a timely fashion as set out in this Notice of Meeting.

### **What is a proxy?**

If you designate another person or entity to vote Shares that you own, such other person or entity is referred to as your proxy. If you designate someone as your proxy in a written document, that document is also called a proxy or proxy card. When you designate a proxy, you may also direct the proxy how to vote your Shares. This is referred to as your "proxy vote".

### **What is the difference between a Shareholder of record and a "Street Name" holder?**

If you own Shares registered directly in your name with the Company's US share registrar, you are considered the Shareholder of record with respect to those Shares. As a Shareholder of record, you have the right to grant your voting proxy directly to the Company or to vote in person at the General Meeting.

If your Shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, trust or other nominee is considered to be the Shareholder of record with respect to those Shares, while you are considered the beneficial owner of those Shares and your Shares are held in street name (**Street Name**). Street Name holders generally cannot vote their Shares directly and must instead instruct the broker, bank, trust or other nominee how to vote their Shares. Since a Street Name holder is not the Shareholder of record, the Street Name holder may not vote their Shares in person at the General Meeting unless such holder obtains a legal proxy from their applicable broker,



bank, trustee or nominee giving such holder the right to vote the Shares at the meeting.

CDN is the Shareholder of record for all Shares beneficially owned by holders of CDIs. Holders of CDIs are entitled to receive the Notice of Meeting and attend the General Meeting and may direct CDN to vote by using the method described in the CDI Voting Instruction Form.

**What does it mean if I receive more than one printed set of proxy materials?**

If you receive more than one printed set of proxy materials, it means that you hold Shares registered in more than one account. To ensure that all of your Shares are voted, please submit proxies or voting instructions for all of your Shares.

**Can I vote my Shares in person at the meeting?**

The Company considers that it is appropriate to hold the General Meeting as a physical only meeting. To vote in person, attend the General Meeting on the date and at the place set out above.

Even if you currently plan to attend the physical only meeting and vote your Shares at the meeting, we recommend that you submit a proxy so that your vote will be counted if you later decide not to attend the meeting. If you submit your vote by proxy and later decide to vote in person at the General Meeting, the vote you submit at the General Meeting will override your proxy vote.

If you are a Street Name holder of Shares, you may vote your Shares in person at the meeting only if you obtain and provide to Automic prior to the meeting a signed letter or other form of proxy from your broker, bank, trust or other nominee giving you the right to vote the Shares at the meeting.

**How do I vote my Shares of Class A Common Stock?**

Shareholders are entitled to vote if they are a Shareholder on the Record Date regardless of whether they attend the General Meeting.

At the General Meeting, every holder of Class A Common Stock present themselves or by proxy, is entitled to one vote for each Share of Class A Common Stock held on the Record Date on all matters submitted to a vote to the Shareholders.

If you are a Shareholder of record, you can vote in any of the following ways:

<b>In person</b>	By attending the Meeting in person.	
<b>By proxy</b>	<b>Online</b>	Lodge the Voting Instruction Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.  For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-EGMs/">https://www.automicgroup.com.au/virtual-EGMs/</a>
	<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001



	<b>By email</b>	Completing the enclosed Proxy Form and emailing it to: <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>
	<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Under the Company's Bylaws, proxies will be accepted up to and during the meeting, up to the close of voting at the Meeting. The Company would appreciate if proxies can be lodged by 4:00pm (AEST) on Wednesday, 15 May 2024, which will be the timing of the Company reporting its lodged proxy results. However, the Company will continue to accept proxies up to and during the Meeting as noted above for the purposes of voting on resolutions.

### How do I vote if I hold CDIs?

If you are a CDI Holder, you must take one of the following actions in order to vote at the General Meeting:

1. Instructing CHES Depository Nominees Pty Ltd (**CDN**), as the Shareholder of record, to vote the Shares underlying your CDIs pursuant to your instructions in the CDI Voting Instruction Form provided to Automic Registry.
2. Converting your CDIs into Shares of Class A Common Stock and voting such Shares at the meeting in person (not permitted for this meeting), or by proxy.

Note: In order to vote as a Shareholder in person at the meeting (not permitted for this meeting), such conversion to Class A Common Stock must be completed prior to the Record Date. CDI Holders should contact the Share Registry for information regarding the conversion process. If CDI Holders convert their holding to Class A Common Stock prior to the Record Date, then they may follow the instructions above for voting as a Class A common shareholder.

Each CDI represents 1 Share of Class A Common Stock. Therefore, each CDI Holder will be entitled to one vote for every 1 CDI that they hold through CDN.

If you are a CDI Holder, and wish to vote at the General Meeting, please use one of the following methods to lodge your CDI Voting Instruction form.

<b>Online</b>	Lodge the Voting Instruction Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.  For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-EGMs/">https://www.automicgroup.com.au/virtual-EGMs/</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By email</b>	Completing the enclosed Proxy Form and emailing it to: <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000



### **How do I vote if I am a Street Name holder?**

If you hold your Shares in Street Name, you must vote your Shares or CDIs in the manner set forth by your broker, bank, trust or other nominee, which is similar to the voting procedures for Shareholders of record. You will receive a voting instruction form if nominated as a proxy (not a proxy card) to use in directing your applicable broker, bank, trust or other nominee how to vote your Shares at the meeting.

**The Chair intends to vote all open votes in favour of all resolutions, where permitted.**

- ENDS -

### **About Nyrada Inc**

Nyrada is a drug discovery and development company specialising in novel small-molecule drugs to treat neurological and cardiovascular diseases. The Company has two main programs, each targeting market sectors of significant size and considerable unmet clinical need. These are a drug to treat brain injury, specifically traumatic brain injury and stroke, and a cholesterol lowering drug. Nyrada Inc. ARBN 625 401 818 is a company incorporated in the state of Delaware, US, and the liability of its stockholders is limited.

[www.nyrada.com](http://www.nyrada.com)

*Authorised by Mr. John Moore, Non-Executive Chair on behalf of the Board.*

#### **Investor & Corporate Enquiries:**

Dimitri Burshtein  
T: 02 9498 3390  
E: [info@nyrada.com](mailto:info@nyrada.com)

#### **Company Secretary:**

David Franks  
T: 02 8072 1400  
E: [David.Franks@automicgroup.com.au](mailto:David.Franks@automicgroup.com.au)

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#### **Forward-Looking Statements**

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Nyrada Inc. | ARBN 625 401 818

# Voting Instruction Form

If you are attending the virtual Meeting please retain this Voting Form for online Securityholder registration.

Holder Number:

Under the Company's Bylaws, proxies will be accepted up to and during the meeting, up to the close of voting at the Meeting. The Company would appreciate if proxies can be lodged by **4:00PM (AEST) on Wednesday, 15 May 2024** which will be the timing of the Company reporting its lodged proxy results. However, the Company will continue to accept proxies up to and during the Meeting as noted above for the purposes of voting on resolutions.

## SUBMIT YOUR VOTING INSTRUCTION

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 - HOW TO VOTE ON ITEMS OF BUSINESS

Each CHESS Depository Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name entitles you to one vote.

You can vote by completing, signing, and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct CHESS Depository Nominees Pty Ltd how to vote by marking one of the boxes opposite each item of business. All your CDI's will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of CDI's you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the CDI Holder must sign.

**Joint holding:** Where the holding is in more than one name, all CDI Holders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Voting Instruction Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Voting Instruction Form and Annual Report via email.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/loginsah>

or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

**WEBCHAT:** <https://automicgroup.com.au/>

**PHONE:** 1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

## STEP 1 – How to vote

Complete and return this form as instructed only if you do not vote online.

CHES Depository Nominees Pty Ltd will vote as directed.

### Voting Instructions to CHES Depository Nominees Pty Ltd

I/We being a holder of CHES Depository Interests of Nyrada Inc. hereby direct CHES Depository Nominees Pty Ltd to vote the shares underlying my/our holding at the Extraordinary General Meeting of Nyrada Inc to be held at **9:00AM (AEST) on Thursday, 16 May 2024 [or Wednesday, 15 May 2024 at 7:00PM EDT (USA)] at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000** and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Instruction Form the undersigned hereby authorises CHES Depository Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for,” “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.



## STEP 2 – Your voting direction

Resolutions	For	Against	Abstain
1. Ratification of Prior Issue of 23,400,000 CDIs under ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of Issue of CDIs to John Moore, Chairman and Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of Issue of CDIs to Marcus Frampton, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of Issue of CDIs to Dr Ruediger Weseloh, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of Issue of CDIs to Dr Ian Dixon, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of Issue of Broker Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
<input type="text"/>		
Email Address:		
<input type="text"/>		
Contact Daytime Telephone	Date (DD/MM/YY)	
<input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

NYR