



19 October 2020

Sydney, Australia

Letter to Shareholders and Proxy Form in relation to Annual General Meeting

Sydney, 19 October 2020: Nyrada Inc (ASX: NYR) attaches in relation to its Annual General Meeting, the following documents:

- Letter to Shareholders; and
- Proxy Form.

About Nyrada Inc

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

-ENDS-

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

www.nyrada.com

Investor & Corporate Enquiries:

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Company Secretary:

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19 October 2020

Sydney, Australia

Nyrada Annual General Meeting – Letter to Shareholders

Sydney, 19 October 2020: Nyrada Inc (ASX: NYR) (“Nyrada” or the “Company”) advises that an Annual General Meeting (“AGM”) will be held at Level 5, 126 Philip Street, Sydney, NSW 2000 and will also be made available to Shareholders electronically through a virtual meeting at 10.00am (AEDT) on Thursday, 19 November 2020.

COVID-19 Modifications

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, **the Company considers that it is appropriate to also hold the Annual General Meeting as a virtual meeting accessible online. Although Nyrada is incorporated in Delaware, USA, this is in a manner that is consistent with the temporary modifications to the Corporations Act 2001 (Cth) introduced by the Commonwealth Treasurer.**

Under the Company’s By Law and Delaware General Corporation Law, the Notice of the AGM (“Notice”) is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://www.nyrada.com/site/investors/asx-announcements>

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed but this Notice is given based on circumstances as at 19 October 2020. Accordingly, 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>. Shareholders are urged to monitor the ASX announcements platform and the Company’s website.

Should a shareholder wish a printed copy of the Notice to be posted or emailed directly to them, please contact the Company Secretary on +612 8098 1169 or David.Franks@automicgroup.com.au and this will be arranged.

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 – Virtual Meeting

If you are a Shareholder or CDI Holder and you wish to virtually attend the AGM (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_ts6jZCnYQViO7VULlyWeIA

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Questions and Answers

What is the purpose of the Annual 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 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 following:

- the re-election of John Moore as Director (**Resolution 1**);
- the re-election of Peter Marks as Director (**Resolution 2**);
- the re-election of Christopher Cox as Director (**Resolution 3**);
- the re-election of Marcus Frampton as Director (**Resolution 4**);
- the re-election of Ruediger Weseloh as Director (**Resolution 5**);
- the election of Ian Dixon as Director (**Resolution 6**);
- the approval of issue of Incentive Options to Ian Dixon, Director of the Company (**Resolution 7**); and
- the approval of 10% capacity to issue equity securities under Listing Rule 7.1A (**Resolution 8**).

Who is entitled to vote at the Annual General Meeting?

Only those Shareholders of record or beneficial owners of Shares held in Street Name (as defined below), at 7:00PM (AEDT) on Friday, 6 November 2020 (**Record Date**) will be entitled to vote at the meeting and any adjournment or postponement thereof.

As at the Record Date, there are 109,383,722 Shares of Class A Common Stock outstanding (equivalent to 109,383,722 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 109,383,722 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 7 and 8, 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 1-8

In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised:

Resolution 1: Mr John Moore, as at the date of this Notice of Meeting, holds 230,000 CDIs and intends to provide instructions to CDN to vote in favour of this Resolution.

Resolution 2: A related party of Mr Peter Marks, Shanti Capital Pty Ltd <Peter Marks Super Fund A/C>, as at the date of this Notice of Meeting, holds 50,000 CDIs and the related party intends to provide instructions to CDN to vote in favour of this Resolution.

Resolution 3: A related party of Mr Christopher Cox, Symphony Capital Holding LLC, as at the date of this Notice of Meeting, holds 800,000 CDIs and the related party intends to provide instructions to CDN to vote in favour of this Resolution.



Resolution 4: Mr Marcus Frampton, as at the date of this Notice of Meeting, holds 110,075 CDIs and intends to provide instructions to CDN to vote in favour of this Resolution.

Resolution 6: A related party of Dr Ian Dixon, Altnia Holding Pty Ltd Pty Ltd <I Dixon Family A/C>, as at the date of this Notice of Meeting, holds 9,921,725 CDIs and the related party intends to provide instructions to CDN to vote in favour of this Resolution.

Resolution 7: A related party of Dr Ian Dixon, Altnia Holding Pty Ltd Pty Ltd <I Dixon Family A/C>, as at the date of this Notice of Meeting, holds 9,921,725 CDIs. Further to the voting exclusion statement for this resolution, this related party is unable to vote on Resolution 7.

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

Pursuant to Article I, Section 4, of the Company's Bylaws, the holders of one-third of the capital stock issued and outstanding and entitled to vote at the Annual 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 Annual General Meeting if:

- the Shareholder of record on the Record Date attends the Meeting in person or virtually; and
- 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 Annual 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 Annual 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 Annual 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?

Please note that due to ensuring appropriate social distancing, physical attendance at the AGM will be limited to the Board of Directors and company management. The Company therefore requests shareholders to attend the meeting **virtually** to avoid the disappointment of not being able to attend in person.

Therefore, you may only vote your Shares in person at the Annual Meeting by registering and participating in the virtual online facility if you own shares of Class A Common Stock or CDIs and are a Shareholder of record on the Record Date. CDI Holders may vote the Shares underlying their CDIs by submitting their properly completed CDI Voting Form and lodging it with the Company by the due date and in a manner as set out in this Notice of Annual Meeting.

Even if you currently plan to attend the virtual 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 Annual Meeting, the vote you submit at the Annual 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 Annual General Meeting.

At the Annual 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:

In person	<p>To vote in person, attend the Annual General Meeting on the date and at the place set out above. Please note the 12 person limit at the physical meeting and that the Company recommends that you attend the meeting virtually to avoid the disappointment of not being able to attend in person.</p>
Virtually	<p>Shareholders who wish to vote virtually on the day of the AGM will need to login to the Automic website (https://investor.automic.com.au/#/home) with their <i>username</i> and <i>password</i>.</p> <p>Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.</p> <p><u><i>How do I create an account with Automic?</i></u></p> <p>To create an account with Automic, please go to the Automic website (https://investor.automic.com.au/#/home), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.</p> <p><u><i>I have an account with Automic, what are the next steps?</i></u></p> <p>Shareholders who have an existing account with Automic (Note: with a <i>username</i> and</p>



	<p><i>password</i>) are advised to take the following steps to attend and vote virtually on the day of the AGM:</p> <ol style="list-style-type: none"> 1. Login to the Automic website (https://investor.automic.com.au/#/home) using your <i>username</i> and <i>password</i>. 2. (Registration on the day) If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps. 3. (Live voting on the day) If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps. <p>For further information on the live voting process please see the Registration and Voting Guide at Annexure C of the Notice or https://www.automicgroup.com.au/virtual-agms/</p>	
By proxy	Online	<p>Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah 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.</p> <p>For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at Annexure C of the Notice or https://www.automicgroup.com.au/virtual-agms/</p>
	By post	Automic, GPO Box 5193, Sydney NSW 2001
	By hand	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 5:00PM (AEDT) on Wednesday, 18 November 2020, 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 Annual General Meeting:

1. Instructing CHESS 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, virtually or by proxy.

Note: In order to vote as a Shareholder in person at the 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 Annual General Meeting, please use one of the following methods to lodge your CDI Voting Instruction form.

Online	Lodge the Voting Instruction form online at https://investor.automic.com.au/#/loginsah 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 Online Proxy Lodgement Guide at Annexure C of the Notice or https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	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.

About Nyrada Inc

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

-ENDS-

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

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Media Enquiries:

Catherine Strong
Citadel-MAGNUS
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E: cstrong@citadelmagnus.com



Nyrada Inc | ARBN 625401818

Voting Instruction Form

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

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

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 **5.00PM (AEDT) Wednesday 18 November 2020**, 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 security 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> Securityholders sponsored by a broker should advise their broker of any changes.

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 holder's 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 Instruction 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

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCCHAT:

<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 Depositary Nominees Pty Ltd will vote as directed

Voting Instructions to CHES Depositary Nominees Pty Ltd

I/We being a holder of CHES Depositary Interests of Nyrada Inc. hereby direct CHES Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Nyrada Inc to be held at virtually at **10:00AM (AEDT) on Thursday, 19 November 2020** and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Instruction Form the undersigned hereby authorises CHES Depositary 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.

VIRTUAL PARTICIPATION AT THE AGM:

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "register" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.



STEP 2 – Your voting direction

Resolutions	For	Abstain	
1. Re-election of John Moore as Director	<input type="checkbox"/>	<input type="checkbox"/>	
2. Re-election of Peter Marks as Director	<input type="checkbox"/>	<input type="checkbox"/>	
3. Re-election of Christopher Cox as Director	<input type="checkbox"/>	<input type="checkbox"/>	
4. Re-election of Marcus Frampton as Director	<input type="checkbox"/>	<input type="checkbox"/>	
5. Re-election of Ruediger Weseloh as Director	<input type="checkbox"/>	<input type="checkbox"/>	
6. Election of Ian Dixon as Director	<input type="checkbox"/>	<input type="checkbox"/>	
	For	Against	Abstain
7. Approval of Issue of Incentive Securities to Ian Dixon, Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval of 10% Capacity to issue equity securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

[HolderNumber] NYR

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).

L [HolderNumber]