



24 September 2025

Sydney, Australia

## Nyrada Annual General Meeting – Letter to Shareholders

**Nyrada Inc (ASX:NYR)**, a clinical-stage biotechnology company focused on developing Transient Receptor Potential Canonical (TRPC) ion channel inhibitors to treat a range of medical conditions, advises that its Annual General Meeting (“AGM” or “Meeting”) will be held as a hybrid meeting at 10.00am (AEDT) on Wednesday, 12 November 2025 at Level 5, 126 Phillip Street, Sydney, NSW 2000 and as a virtual meeting.

This Notice is given based on circumstances as at 24 September 2025. 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>. CHESS 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 AGM (“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.

### **Participating in the Meeting in Person (Shareholder or CDI Holder)**

Shareholders or CDI Holders have the right to attend, ask questions and vote at the Meeting. Please note that each resolution considered at the Meeting will be determined on a poll.

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

### **Participating in the Meeting in Person (Visitors)**

Visitors generally do not have the right to attend, ask questions and vote at the Meeting.

However, 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).



### **Participating in the Meeting Online (Shareholder or CDI Holder)**

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

The online platform will allow you to listen to the proceedings, view the presentations and ask questions of the Board and vote in real-time. Please note that each resolution considered at the Meeting will be determined on a poll.

### **Participating in the Meeting Online (Visitors)**

Visitors generally do not have the right to attend, ask questions and vote at the virtual meeting.

However, should there be any visitors who wish to attend online, 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 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 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:

- re-election of Mr. John Moore as Director (**Resolution 1**);
- re-election of Mr. Christopher Cox as Director (**Resolution 2**);
- re-election of Dr. Ian Dixon as Director (**Resolution 3**);
- re-election of Mr. Marcus Frampton as Director (**Resolution 4**);
- re-election of Dr. Rüdiger Weseloh as Director (**Resolution 5**); and
- election of Mr. James Bonnar as Director (**Resolution 6**);
- ratification of prior issue of 26,766,668 CDIs under ASX Listing Rule 7.4 (**Resolution 7**);
- ratification of prior issue of 433,332 CDIs under ASX Listing Rule 7.4 (**Resolution 8**); and
- ratification of prior issue of 7,300,000 Broker Options under ASX Listing Rule 7.4 (**Resolution 9**);
- approval of issue of CDIs to Mr. John Moore, Chair and Director of the Company (**Resolution 10**);
- approval of issue of CDIs to Mr. Marcus Frampton, Director of the Company (**Resolution 11**);
- approval of issue of CDIs to of Dr. Rüdiger Weseloh, Director of the Company (**Resolution 12**);
- ASX Listing Rule 7.1A approval of future issue of securities (**Resolution 13**);
- approval of future issue of Securities under an Equity Incentive Plan (**Resolution 14**);
- approval of issue of Incentive Securities to Mr. John Moore, Chair and Director of the Company



**(Resolution 15);**

- approval of issue of Incentive Securities to Mr. Christopher Cox, Director of the Company **(Resolution 16)**;
- approval of issue of Incentive Securities to Dr. Ian Dixon, Director of the Company **(Resolution 17)**;
- approval of issue of Incentive Securities to Mr. Marcus Frampton, Director of the Company **(Resolution 18)**;
- approval of issue of Incentive Securities to Dr. Rüdiger Weseloh, Director of the Company **(Resolution 19)**; and
- approval of Equity Incentive Plan **(Resolution 20)**.

**Who is entitled to vote at the Annual 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 (AEDT) on 29 October 2025 (**Record Date**) will be entitled to vote at the meeting and any adjournment or postponement thereof.

As at the Record Date, unless advised otherwise, there are 238,895,370 Shares of Class A Common Stock outstanding (equivalent to 238,895,370 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, as at the date of this letter, a total of 238,895,370 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 **7-12** and **14-19** 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 all Resolutions (inclusive)**, In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised:

**Resolutions 1 and 20:** Mr. John Moore, as at the date of this Notice of Meeting, holds 7,191,756 CDIs and intends to provide instructions to CDN to vote in favour of this Resolution.

**Resolutions 2 and 20:** A related party of Mr. Christopher Cox, Symphony Capital Holding LLC, as at the date of this Notice of Meeting, holds 1,425,000 CDIs and the related party intends to provide instructions to CDN to vote in favour of this Resolution.

**Resolutions 3 and 20:** Related parties of Dr. Ian Dixon, Altnia Holdings Pty Ltd <I Dixon Family A/C> and Helium Management Pty Ltd <Helium S/F A/C>, as at the date of this Notice of Meeting, hold 10,380,699 CDIs and the related parties intend to provide instructions to CDN to vote in favour of this Resolution.



**Resolutions 4 and 20:** Mr. Marcus Frampton, as at the date of this Notice of Meeting, holds 2,511,740 CDIs and intends to provide instructions to CDN to vote in favour of this Resolution.

**Resolutions 5 and 20:** Dr. Rüdiger Weseloh, as at the date of this Notice of Meeting, holds 783,332 CDIs and intends to provide instructions to CDN to vote in favour of this Resolution.

**Resolutions 6 and 20:** Mr. James Bonnar and a related party of Mr. James Bonnar, Mrs. Suhua Bonnar, as at the date of this Notice of Meeting, hold 65,000 CDIs and 1,143,589 CDIs respectively and intend to provide instructions to CDN to vote in favour of this Resolution.

**Resolution 7:** Only investors who are clients of Canary Capital or its sub-brokers, none of whom were related parties of the Company, participated in the allotment referred to in Resolution 7. In aggregate, the relevant sophisticated and institutional investors were issued 26,766,668 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. In accordance with the voting exclusion statement, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of any party who participated in the allotment and issue referred to in Resolution 7 and its Associates.

**Resolution 8:** Canary Capital and its Associates hold 7,200,940 CDIs as at the date of this Notice of Meeting. In accordance with the voting exclusion statement, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of Canary Capital or any of its Associates.

**Resolution 9:** Canary Capital and its Associates hold 7,200,940 CDIs as at the date of this Notice of Meeting. In addition to Canary Capital and its Associates noted above, the following persons who participated in the issue and also hold CDIs as at the date of this Notice of Meeting are:

- Mr Stuart Leslie Craigie: 90,000 CDIs;
- Matt Corp WA Pty Ltd <JG Mathews Family A/C>: 11,408,580 CDIs;
- Mr Mark Azzi: 38,817,890 CDIs;
- Spark Plus Pte Ltd: 73,500 CDIs;
- Nucleic Capital Pty Ltd: 75,003 CDIs; and
- Celtic Finance Corp Pty Ltd: 4,783,334 CDIs.

In accordance with the voting exclusion statement set out immediately above, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of the abovementioned parties or any of their Associates.

**Resolution 10:** As at the date of this Notice of Meeting, Mr. John Moore and his Associates hold 7,191,756 CDIs. In accordance with the voting exclusion statement, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of Mr. John Moore and his Associates.

**Resolution 11:** As at the date of this Notice of Meeting, Mr. Marcus Frampton and his Associates hold 2,511,740 CDIs. In accordance with the voting exclusion statement, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of Mr. Marcus Frampton and his Associates.

**Resolution 12:** As at the date of this Notice of Meeting, Dr. Rüdiger Weseloh and his Associates hold 783,332 CDIs. In accordance with the voting exclusion statement, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of Dr. Rüdiger Weseloh and his Associates.

**Resolution 14-19 (inclusive):** The following disclosure of interests is advised, being all directors of the Company, as they are eligible to participate in the Equity Incentive Plan:



- Mr. John Moore, as at the date of this Notice of Meeting, holds 7,191,756 CDIs.
- A related party of Mr. Christopher Cox, Symphony Capital Holding LLC, as at the date of this Notice of Meeting, holds 1,425,000 CDIs.
- Related parties of Dr. Ian Dixon, Altnia Holdings Pty Ltd <I Dixon Family A/C> and Helium Management Pty Ltd <Helium S/F A/C>, as at the date of this Notice of Meeting, hold 10,380,699 CDIs.
- Mr. Marcus Frampton, as at the date of this Notice of Meeting, holds 2,511,740 CDIs.
- Dr. Rüdiger Weseloh, as at the date of this Notice of Meeting, holds 783,332 CDIs.
- Mr. James Bonnar and a related party of Mr. James Bonnar, Mrs. Suhua Bonnar, as at the date of this Notice of Meeting, hold 65,000 CDIs and 1,143,589 CDIs respectively.

In accordance with the voting exclusion statement, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of the abovementioned parties or any of their Associates.

### **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 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
- 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?**

The Company considers that it is appropriate to hold the 2025 Annual General Meeting as a hybrid meeting.

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Even if you currently plan to attend the physical 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:

<b>In person</b>	By attending the Meeting in person.
<b>Virtually</b>	<p>Shareholders and CDI Holders that have an existing account with Automic will be able to watch, listen, and vote online.</p> <p>Shareholders and CDI Holders who do not have an account with Automic are strongly encouraged to register for an account <b>as soon as possible and well in advance of the Meeting</b> to avoid any delays on the day of the Meeting. An account can be created via the following link <a href="https://investor.automic.com.au/#/home">https://investor.automic.com.au/#/home</a> and then clicking on “register” and following the prompts. Shareholders and CDI Holders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.</p> <p>To access the virtual meeting on the day:</p> <ol style="list-style-type: none"> <li>1. Open your internet browser and go to <a href="https://investor.automic.com.au/#/home">https://investor.automic.com.au/#/home</a></li> </ol>



	<ol style="list-style-type: none"> <li>2. Login with your username and password or click “<b>register</b>” if you haven’t already created an account. <b>Shareholders and CDI Holders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.</b></li> <li>3. After logging in, a banner will display at the bottom of your screen to indicate that the Meeting is open for registration, click on “<b>Register</b>” when this appears. Alternatively, click on “<b>Meetings</b>” on the left-hand menu bar to join the Meeting.</li> <li>4. Click on “<b>Join Meeting</b>” and follow the prompts.</li> <li>5. When the Chair of the Meeting declares the poll open, select the “<b>Voting</b>” dropdown menu on the right-hand side of your screen.</li> <li>6. Select either the “<b>Full</b>” or “<b>Allocate</b>” option to access your electronic voting card.</li> <li>7. Follow the prompts to record your voting direction for each resolution and click “<b>Submit votes</b>”. For allocated votes, the number of votes submitted must not exceed your remaining available units. <b>Important: Votes cannot be amended once submitted.</b></li> </ol> <p>For further information on the live voting process please see the <b>Registration and Voting Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a></p>		
<b>By proxy</b>	<table border="1"> <tr> <td data-bbox="344 1093 512 1480"> <b>Online</b> </td> <td data-bbox="512 1093 1414 1480"> 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 and CDI Holders 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-agms/">https://www.automicgroup.com.au/virtual-agms/</a> </td> </tr> </table>	<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 and CDI Holders 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-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
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	<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 please be lodged no later than by 10:00AM (AEDT) on Monday, 10<sup>th</sup> November 2025, noting that the timing of the Company reporting its lodged proxy results will be 7:00am (AEDT) on Wednesday, 12 November 2025. 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 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 Annual 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 CDI Voting Instruction Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders and CDI Holders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the CDI Voting Instruction 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-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By email</b>	Completing the enclosed CDI Voting Instruction 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 Inc. is a clinical stage biotechnology company focused on the discovery and development of innovative small-molecule therapies, specifically targeting Transient Receptor Potential Canonical (TRPC) ion channels. The company's lead candidate, Xolatryp™, has shown efficacy in both neuroprotection and cardioprotection, positioning it for a first-in-human Phase I clinical trial. Nyrada Inc. (ARBN 625 401 818) is incorporated in Delaware, USA, with limited liability for its stockholders.

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

*Authorised by Mr. James Bonnar, CEO 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)

### **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.