



27 September 2024

Sydney, Australia

Nyrada Annual General Meeting – Letter to Shareholders

Nyrada Inc (ASX:NYR) (“Nyrada” or “Company”), a drug development company specialising in novel small molecule therapeutics, advises that its Annual General Meeting (“AGM”) will be held **as a physical only meeting** at 9.30am (AEDT) on Tuesday 12 November 2024, at Automic Group offices, Level 5, 126 Phillip Street, NSW 2000.

This Notice is given based on circumstances as at 27 September 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 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 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 Annual 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.

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 John Moore as Director (**Resolution 1**);
- re-election of Christopher Cox as Director (**Resolution 2**);
- re-election of Dr. Ian Dixon as Director (**Resolution 3**);
- re-election of Marcus Frampton as Director (**Resolution 4**);
- re-election of Dr. Rüdiger Weseloh as Director (**Resolution 5**); and
- re-election of Dr. Gisela Mautner as a Director (**Resolution 6**);
- approval of 10% capacity to issue equity securities under Listing Rule 7.1A (**Resolution 7**);
- approval of issue of Incentive Securities to of Mr John Moore, Director of the Company (**Resolution 8**);
- approval of issue of Incentive Securities to of Mr Christopher Cox, Director of the Company (**Resolution 9**);
- approval of issue of Incentive Securities to of Mr Marcus Frampton, Director of the Company (**Resolution 10**); and
- approval of issue of Incentive Securities to of Dr. Rüdiger Weseloh, Director of the Company (**Resolution 11**).

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 Tuesday 29 October 2024 (**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 182,208,698 Shares of Class A Common Stock outstanding (equivalent to 182,208,698 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 182,208,698 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 (inclusive) and 8-11 (inclusive) In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised:

Resolutions 1 and 8: Mr John Moore, as at the date of this Notice of Meeting, holds 1,691,756 CDI's and intends to provide instructions to CDN to vote in favour of this Resolution.

Resolutions 2 and 9: A related party of Mr Christopher Cox, Symphony Capital Holding LLC, as at the date of this Notice of Meeting, holds 1,425,000 CDI's and the related party intends to provide instructions to CDN to vote in favour of this Resolution.

Resolution 3: 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 CDI's and the related parties intend to provide instructions to CDN to vote in favour of this Resolution.

Resolutions 4 and 10: Mr Marcus Frampton, as that the date of this Notice of Meeting, holds 1,178,408 CDIs and intends to provide instructions to CDN to vote in favour of this Resolution.

Resolution 5 and 11: Dr. Rüdiger Weseloh, as at the date of this Notice of Meeting, holds 366,666 CDIs and intends to provide instructions to CDN to vote in favour of this Resolution.

Resolution 6: Dr. Gisela Mautner, as at the date of this Notice of Meeting, currently holds no CDIs.

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 Annual General Meeting as a physical only 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 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 Annual 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 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	By attending the Meeting in person.	
By proxy	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 https://www.automicgroup.com.au/virtual-AGMs/
	By post	Automic, GPO Box 5193, Sydney NSW 2001
	By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au
	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 7:00am (AEDT) on Tuesday 12 November 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 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.

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
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	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 https://www.automicgroup.com.au/virtual-AGMs/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au
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.

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About Nyrada Inc

Nyrada is a drug discovery and development company specialising in novel small molecule therapies. 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

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

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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.