

Denne innkallingen er utferdiget både på norsk og på engelsk. Ved uoverensstemmelser mellom de to versjonene, skal den norske versjonen gå foran.

This notice has been prepared both in Norwegian and in English. In case of discrepancies between the two versions, the Norwegian version shall prevail.

## **INNKALLING TIL EKSTRAORDINÆR GENERALFORSAMLING I NYKODE THERAPEUTICS ASA**

Styret innkaller med dette til ekstraordinær generalforsamling i Nykode Therapeutics ASA ("Selskapet") på møterom FORUM - Bygg H, Plan o i Gaustadalléen 21, Oslo, den 23. april 2025 kl. 14:00.

Christian Åbyholm (styremedlem), eller en person utpekt av ham vil åpne generalforsamlingen og foreta registrering av fremmøtte aksjonærer og fullmakter.

Følgende saker foreligger på agendaen:

- 1. VALG AV MØTELEDER OG ÉN PERSON TIL Å MEDSIGNERE PROTOKOLLEN**
- 2. GODKJENNELSE AV INNKALLING OG DAGSORDEN**
- 3. STYREVALG**

Det vises til børsmelding fra Selskapet den 27. mars 2025, hvor det ble annonsert at styreleder og to styremedlemmer fratrer. Styret foreslår at generalforsamlingen vedtar å velge et nytt styre i Selskapet.

Endelig forslag til vedtak vil bli offentliggjort så snart innstilling fra Selskapets valgkomité vedrørende sammensetningen av det nye styret foreligger.

Valgkomitéens innstilling forventes å foreligge senest en uke før avholdelse av den ekstraordinære generalforsamlingen.

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## **NOTICE OF AN EXTRAORDINARY GENERAL MEETING IN NYKODE THERAPEUTICS ASA**

The Board of Directors ("**Board**") hereby calls for an Extraordinary General Meeting of Nykode Therapeutics ASA (the "**Company**") at meeting room FORUM - Building H, Plan o in Gaustadalléen 21, Oslo, Norway at 14:00 (CEST) on April 23, 2025.

Christian Åbyholm (board member) or a person appointed by him will open the Extraordinary General Meeting and perform registration of the shareholders in attendance and the powers of attorney.

The following items are on the agenda:

- 1. ELECTION OF CHAIR OF THE MEETING AND ONE PERSON TO CO-SIGN THE MINUTES**
- 2. APPROVAL OF NOTICE AND AGENDA**
- 3. BOARD ELECTION**

Reference is made to the stock exchange notice made by the Company on March 27, 2025, where the resignation by the Chair of the Board and two board members was announced. The Board proposes that the general meeting elects a new Board of the Company.

The final proposal for a resolution will be made public once the Company's nomination committee has issued its recommendation regarding the composition of the new Board.

The recommendation of the nomination committee is expected to be issued at the latest one week before the extraordinary general meeting is held.

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**Påmelding**

Aksjonærer som ønsker å delta på generalforsamlingen må melde seg på senest i løpet av 16. april 2025.

Påmelding kan registreres ved å fylle ut og sende inn vedlagte påmeldings- eller fullmaktsskjema til:

Nordea Bank Abp  
 Issuer Services  
 PB 1166 Sentrum  
 0107 Oslo  
 E-post: [nis@nordea.com](mailto:nis@nordea.com)

**Fullmakt**

Aksjonærer som ønsker å la seg representere ved fullmektig må sende inn vedlagte fullmaktsseddel. Dersom det gis fullmakt til styremedlemmet angitt i seddelen bør vedlagte skjema for fullmaktsinstruks fylles ut. Dersom instruksene ikke fylles ut, anses dette som en instruks om å stemme for styrets og valgkomitéens forslag i innkallingen og for styrets anbefaling knyttet til innkomne forslag. Ved fullmakt til styremedlemmet med stemmeinstruks skal instruksene gis ved bruk av vedlagte skjema.

**Annen informasjon**

En aksjonær kan kreve at styremedlemmer og daglig leder på generalforsamlingen gir tilgjengelige opplysninger om forhold som kan innvirke på bedømmelsen av (i) sakene som er forelagt aksjeeierne til avgjørelse og (ii) Selskapets økonomiske stilling, herunder om virksomheten i andre selskaper som selskapet deltar i, og andre saker som generalforsamlingen skal behandle, med mindre de opplysninger som kreves, ikke kan gis uten uforholdsmessig skade for Selskapet.

I henhold til allmennaksjeloven § 5-2 (1), er det kun den som er aksjonær fem virkedager før generalforsamlingen, altså 11. april 2025 (registreringsdatoen), som har rett til å stemme og delta på generalforsamlingen

**Registration of attendance**

Shareholders wishing to attend the General Meeting must register their attendance no later than during April 16, 2025.

Attendance can be registered by completing and submitting the attached registration or proxy form to:

Nordea Bank Abp  
 Issuer Services  
 P.O. Box 1166 Sentrum  
 0107 Oslo, Norway  
 E-mail: [nis@nordea.com](mailto:nis@nordea.com)

**Proxy**

Shareholders wishing to attend by proxy must submit the attached form. If proxy is given to the board member set out in the form, the attached power of attorney instruction form should be completed. If proxy is given to the board member and the instruction form is not completed, this will be regarded as an instruction to vote in favour of the proposals made by the Board and the Nomination Committee as set out in the notice of the General Meeting and in favour of the Board's recommendations in relation to any proposals received. Instructions to the board member may only be given using the attached instruction form.

**Other information**

A shareholder may require Board members and the chief executive officer to furnish in the General Meeting all available information regarding circumstances that may affect the evaluation of (i) the matters submitted to the shareholders for resolution and (ii) the Company's financial position, and the business of other companies relating to which the Company has an interest, and any other matters the General Meeting shall consider, unless the information requested cannot be provided without disproportionately harming the Company.

Pursuant to Section 5-2 (1) of the Norwegian Public Limited Liability Act, only those who are shareholders five business days prior to the general meeting, i.e. April 11, 2025 (the record date) have the right to participate and vote at the general meeting.

I henhold til allmennaksjeloven § 1-8, samt forskrift om formidlere omfattet av verdipapirsentralloven § 4-5 og tilhørende gjennomføringsforordninger, sendes innkalling til forvalter som videreformidler til aksjonærer de holder aksjer for. Aksjonærer skal kommunisere med sin forvalter, som har ansvar for å formidle påmeldinger, fullmakter eller stemmeinstrukser. Forvalter må i henhold til allmennaksjeloven § 5-3 registrere dette med selskapet senest to virkedager før generalforsamlingen, altså senest 16. april 2025.

According to Section 1-8 of the Norwegian Public Limited Liability Companies Act, as well as regulations on intermediaries covered by Section 4-5 of the Norwegian Act on Central Securities Depositories and Securities Settlement etc. and related implementing regulations, the notice is sent to custodians who pass it on to shareholders for whom they hold shares. Shareholders must communicate with their custodians, who are responsible for conveying notices of attendance, proxies or voting instructions. Custodians must according to Section 5-3 of the Norwegian Public Limited Liability Companies Act register this with the company no later than two working days before the general meeting, i.e. no later than April 16, 2025.

Per dato for innkallingen er det totalt 326 546 444 aksjer i Selskapet, hver pålydende NOK 0,01 og hver med én stemme på selskapets generalforsamling.

As of the date of this notice, there are a total of 326,546,444 shares of the Company, each with a nominal value of NOK 0.01 and each representing one vote at the Company's General Meeting.

Oslo, 2. april 2025 / April 02, 2025

På vegne av styret i Nykode Therapeutics ASA /  
On behalf of the Board of Directors of Nykode Therapeutics ASA

Christian Åbyholm  
Styremedlem /  
Board member

**VEDLEGG:**

1. Påmeldings- og fullmaktsblanketter

**APPENDICES:**

1. Attendance and proxy forms

Ref no:

PIN code:

**Notice of Extraordinary General Meeting**

An Extraordinary General Meeting of Nykode Therapeutics ASA will be held on April 23, 2025, at 14:00 (CEST) at meeting room FORUM - Building H, Floor 0 in Gaustadalléen 21, Oslo, Norway

If the above-mentioned shareholder is an enterprise, it will be represented by:

\_\_\_\_\_  
Name of enterprise's representative  
(To grant a proxy, use the proxy form below)

**Notice of attendance**

The undersigned will attend the Extraordinary General Meeting on April 23, 2025, and vote for:

A total of \_\_\_\_\_ own shares  
other shares in accordance with enclosed Power of Attorney  
Shares

This notice of attendance must be received by Nordea Bank Abp no later than on April 16, 2025. Notice of attendance may be sent by e-mail: nis@nordea.com, or by regular mail to Nordea Bank Abp, Issuer Services, P.O. Box 1166 Sentrum, 0107 Oslo, Norway.

_____	_____	_____
Place	Date	Shareholder's signature
		(If attending personally. To grant a proxy, use the form below)

**Proxy (without voting instructions)**

Ref no:

PIN code:

This proxy form is to be used for a proxy without voting instructions. To grant a proxy with voting instructions, please go to page 2.

If you are unable to attend the Extraordinary General Meeting in person, this proxy may be used by a person authorised by you, or you may send the proxy without naming the proxy holder, in such case, the proxy will be deemed to be given to Christian Åbyholm (board member) or a person authorised by him.

The proxy form must be received by Nordea Bank Abp no later than during on April 16, 2025.

The proxy may be sent by e-mail: nis@nordea.com, or by regular mail to Nordea Bank Abp, Issuer Services, P.O. Box 1166 Sentrum, 0107 Oslo, Norway.

The undersigned \_\_\_\_\_  
hereby grants (tick one of the two):

Christian Åbyholm (board member), or a person authorised by him, or

\_\_\_\_\_  
(Name of proxy holder in capital letters)

a proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Nykode Therapeutics ASA on April 23, 2025.

_____	_____	_____
Place	Date	Shareholder's signature
		(Signature only when granting a proxy)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

**Proxy (with voting instructions)****Ref no:****PIN code:**

This proxy form is to be used for a proxy with voting instructions. If you are unable to attend the Extraordinary General Meeting in person, you may use this proxy form to give voting instructions. You may grant a proxy with voting instructions to a person authorised by you, or you may send the proxy without naming the proxy holder, in which case the proxy will be deemed to have been given to Christian Åbyholm (board member) or a person authorised by him.

The proxy form must be received by Nordea Bank Abp no later than during April 16, 2025.

The proxy may be sent by e-mail: nis@nordea.com, or by regular mail to Nordea Bank Abp, Issuer Services, P.O. Box 1166 Sentrum, 0107 Oslo, Norway.

The undersigned: \_\_\_\_\_  
hereby grants (tick one of the two):

Christian Åbyholm (board member), or a person authorised by him, or

\_\_\_\_\_  
Name of proxy holder (in capital letters)

a proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Nykode Therapeutics ASA on April 23, 2025.

The votes shall be exercised in accordance with the instructions below. Please note that if any items below are not voted on (not ticked off); this will be deemed to be an instruction to vote "for" the proposals in the notice. However, if any motions are made from the floor in addition to or in replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In such case, the proxy holder will vote on the basis of its reasonable understanding of the motion. The same applies if there is any doubt as to how the instructions should be understood. Where no such reasonable interpretation is possible, the proxy holder may abstain from voting.

Agenda	For	Against	Abstention
1. Election of chair of the meeting and one person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Board election	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\_\_\_\_\_  
Place\_\_\_\_\_  
Date\_\_\_\_\_  
Shareholder's signature

(Only for granting proxy with voting instructions)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.