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

PROTOKOLL FRA EKSTRAORDINÆR GENERALFORSAMLING I NYKODE THERAPEUTICS ASA

Ekstraordinær generalforsamling i Nykode Therapeutics ASA ("**Selskapet**") ble avholdt på møterom VIA - Bygg G, Plan 0 i Gaustadalléen 21, Oslo, den 21. januar 2026 kl. 10:00.

En liste over fremmøtte aksjonærer og fullmakter er inntatt som Vedlegg 1 til denne protokollen. Av vedlegget fremgår også antall aksjer og prosentandel av Selskapets aksjekapital som var representert på generalforsamlingen.

Følgende saker forelå på agendaen:

1. VALG AV MØTELEDER OG ÉN PERSON TIL Å MEDSIGNERE PROTOKOLLEN

Susanne Stuffers ble valgt som møteleder, og Harald Gurvin ble valgt til å medundertegne protokollen sammen med møteleder.

2. GODKJENNELSE AV INNKALLING OG DAGSORDEN

Innkalling og dagsorden for møtet ble godkjent.

3. VALG AV NY STYRELEDER OG STYREMEDLEMMER

I samsvar med valgkomitéens forslag, fattet generalforsamlingen følgende vedtak:

These minutes have been prepared both in Norwegian and in English. In case of discrepancies between the two versions, the Norwegian version shall prevail.

MINUTES OF AN EXTRAORDINARY GENERAL MEETING IN NYKODE THERAPEUTICS ASA

The Extraordinary General Meeting of Nykode Therapeutics ASA (the "**Company**") was held at meeting room VIA - Building G, Plan 0 in Gaustadalléen 21, Oslo, Norway at 10:00 (CET) on January 21, 2026.

A list of shareholders in attendance and proxies is included as Appendix 1 to these minutes. The appendix also states the number of shares and the percentage of the Company's share capital that were represented at the General Meeting.

The following items were on the agenda:

1. ELECTION OF CHAIR OF THE MEETING AND ONE PERSON TO CO-SIGN THE MINUTES

Susanne Stuffers was appointed as chair of the meeting, and Harald Gurvin was elected to co-sign the minutes with the chair.

2. APPROVAL OF NOTICE AND AGENDA

The notice and the agenda for the meeting were approved.

3. ELECTION OF NEW CHAIR OF THE BOARD AND BOARD MEMBERS

In accordance with the proposal from the Nomination Committee, the General Meeting passed the following resolution:

«Barbara Krebs-Pohl velges som ny styreleder, og John Beadle og Susanne Stuffers velges som medlemmer av styret.»

"Barbara Krebs-Pohl is elected as new Chair of the Board, and John Beadle and Susanne Stuffers are elected as Board members."

Styret vil etter dette bestå av:

Following this, the Board of Directors consists of:

Barbara Krebs-Pohl (styrets leder)
John Beadle
Susanne Stuffers
Christian Åbyholm
Trygve Lauvdal

Barbara Krebs-Pohl (Chair of the Board)
John Beadle
Susanne Stuffers
Christian Åbyholm
Trygve Lauvdal

4. HONORAR TIL STYRELEDER OG STYREMEDLEMMER

4. REMUNERATION TO THE CHAIR OF THE BOARD AND BOARD MEMBERS

I samsvar med valgkomitéens forslag, fattet generalforsamlingen følgende vedtak:

In accordance with the proposal from the Nomination Committee, the General Meeting passed the following resolution:

«Barbara Krebs-Pohl vil motta et årlig honorar på EUR 50 000, beregnet pro-rata fra datoen for den ekstraordinære generalforsamlingen til datoen for den ordinære generalforsamlingen i 2026.

Susanne Stuffers vil motta et årlig honorar på NOK 500 000, beregnet pro-rata fra datoen for den ordinære generalforsamlingen 26. mai 2025 til datoen for den ekstraordinære generalforsamlingen i henhold til vedtaket på den ordinære generalforsamlingen 26. mai 2025.

John Beadle vil motta et årlig honorar på EUR 30 000, beregnet pro-rata fra datoen for den ekstraordinære generalforsamlingen til datoen for den ordinære generalforsamlingen i 2026.

Susanne Stuffers vil motta et årlig honorar på NOK 350 000, beregnet pro-rata fra datoen for den ekstraordinære generalforsamlingen til datoen for den ordinære generalforsamlingen i 2026.

"Barbara Krebs-Pohl will receive an annual remuneration of EUR 50,000, calculated on a pro-rata basis from the date of the Extraordinary General Meeting until the date of the Annual General Meeting in 2026.

Susanne Stuffers will receive an annual remuneration of NOK 500,000, calculated on a pro-rata basis from the date of the Annual General Meeting May 26, 2025 until the date of the Extraordinary General Meeting in accordance with the resolution passed by the Annual General Meeting on May 26, 2025.

John Beadle will receive an annual remuneration of EUR 30,000, calculated on a pro-rata basis from the date of the Extraordinary General Meeting until the date of the Annual General Meeting in 2026.

Susanne Stuffers will receive an annual remuneration of NOK 350,000, calculated on a pro-rata basis from the date of the Extraordinary General Meeting until the date of the Annual General Meeting in 2026.

Barbara Krebs-Pohl blir tildelt 300,000 opsjoner med en utøvelseskurs på NOK 7,00 per aksje. Opsjonene vil opptjenes med 100 000 på dato for ordinær generalforsamling i 2027, 100 000 den på dato for ordinær generalforsamling i 2028 og 100 000 på dato for ordinær generalforsamling i 2029. Opsjonene vil utløpe den 1. januar 2030.

Barbara Krebs-Pohl is granted 300,000 share options with a strike price of NOK 7.00 per share. The share options will vest with 100,000 on the date of the Annual General Meeting in 2027, 100,000 on the date of the Annual General Meeting in 2028 and 100,000 on the date for the Annual General Meeting in 2029. The share options will expire on January 1, 2030.

John Beadle og Susanne Stuffers blir tildelt 150 000 opsjoner hver med en utøvelseskurs på NOK 7,00 per aksje. Opsjonene vil opptjenes med 50 000 på dato for ordinær generalforsamling i 2027, 50 000 på dato for ordinær generalforsamling i 2028 og 50 000 på dato for ordinær generalforsamling i 2029. Opsjonene vil utløpe den 1. januar 2030.

John Beadle and Susanne Stuffers are granted 150,000 share options each with a strike price of NOK 7.00 per share. The share options will vest with 50,000 on the date of the Annual General Meeting in 2027, 50,000 on the date of the Annual General Meeting in 2028 and 50,000 on the date for the Annual General Meeting in 2029. The share options will expire on January 1, 2030.

Andre vilkår i henhold til Selskapets opsjonsprogram.

Other terms and conditions as per the Company's share option scheme.

I den utstrekning styret velger å etablere et Forsknings- og utviklingsutvalg, skal medlemmene motta følgende årlige kontantkompensasjon:

To the extent the Board elects to establish a Research and Development Committee, the members shall receive the following annual cash compensation:

Utvalgets leder: NOK 90 000
Medlem: NOK 45 000

Chairperson: NOK 90,000
Member: NOK 45,000

I den utstrekning styret velger å etablere et Godtgjørelsesutvalg, skal medlemmene motta følgende årlige kontantkompensasjon:

To the extent that the Board elects to establish a Remuneration Committee, the members shall receive the following annual cash compensation:

Utvalgets leder: NOK 60 000
Medlem: NOK 30 000»

Chairperson: NOK 60,000
Member: NOK 30,000"

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Oslo
21. januar 2026 / January 21, 2026

Susanne Stuffers (sign)
Møteleder
Chair of the meeting

Harald Gurvin (sign)
Medundertegner
Co-signatory

Total Represented

ISIN:	NO0010714785 Nykode Therapeutics ASA
General meeting date:	21/01/2026 10.00
Today:	21.01.2026

Number of persons with voting rights represented/attended : 2

	Number of shares	% sc
Total shares	326,546,444	
- own shares of the company	0	
Total shares with voting rights	326,546,444	
Represented by own shares	500	0.00 %
Represented by advance vote	112,460,480	34.44 %
Sum own shares	**112,460,980**	**34.44 %**
Represented by proxy	332,694	0.10 %
Represented by voting instruction	36,530,750	11.19 %
Sum proxy shares	**36,863,444**	**11.29 %**
Total represented with voting rights	**149,324,424**	**45.73 %**
Total represented by share capital	**149,324,424**	**45.73 %**

Registrar for the company:

NORDEA BANK ABP, FILIAL NORGE

Signature company:

Nykode Therapeutics ASA

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Attendance List Attendance Nykode Therapeutics ASA 21/01/2026

Ref no	First Name	Company/Last name	Repr. by	Participant	Share	Own	Proxy	Proxy votes	Total	% sc	% registered	% represented	Voting instruction
					Ordinær	112,460,480	0	0	112,460,480	34.44 %	75.30 %	75.31 %	
43042	GUNNAR	MOEN		Share Holder	Ordinær	500	0	0	500	0.00 %	0.00 %	0.00 %	
75069		Chair of the Board of Directors, or a person authorised by her		Proxy Solicitor	Ordinær	0	332,694	36,530,750	36,863,444	11.29 %	24.68 %	24.69 %	FFFFFF

Protocol for general meeting Nykode Therapeutics ASA

ISIN:	NO0010714785 Nykode Therapeutics ASA
General meeting date:	21/01/2026 10.00
Today:	21.01.2026

Shares class	For	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
Agenda item 1 Election of chair of the meeting and one person to co-sign the minutes						
Ordinær	149,303,739	0	149,303,739	20,685	0	149,324,424
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	45.72 %	0.00 %	45.72 %	0.01 %	0.00 %	
Total	**149,303,739**	**0**	**149,303,739**	**20,685**	**0**	**149,324,424**
Agenda item 2 Approval of notice and agenda						
Ordinær	149,304,424	0	149,304,424	20,000	0	149,324,424
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	45.72 %	0.00 %	45.72 %	0.01 %	0.00 %	
Total	**149,304,424**	**0**	**149,304,424**	**20,000**	**0**	**149,324,424**
Agenda item 3.1 Election of new Chair of the Board and Board members, Barbara Krebs-Pohl (Chair)						
Ordinær	142,778,951	2,687,305	145,466,256	3,858,168	0	149,324,424
votes cast in %	98.15 %	1.85 %		0.00 %		
representation of sc in %	95.62 %	1.80 %	97.42 %	2.58 %	0.00 %	
total sc in %	43.72 %	0.82 %	44.55 %	1.18 %	0.00 %	
Total	**142,778,951**	**2,687,305**	**145,466,256**	**3,858,168**	**0**	**149,324,424**
Agenda item 3.2 Election of new Chair of the Board and Board members, John Beadle						
Ordinær	142,778,951	2,687,305	145,466,256	3,858,168	0	149,324,424
votes cast in %	98.15 %	1.85 %		0.00 %		
representation of sc in %	95.62 %	1.80 %	97.42 %	2.58 %	0.00 %	
total sc in %	43.72 %	0.82 %	44.55 %	1.18 %	0.00 %	
Total	**142,778,951**	**2,687,305**	**145,466,256**	**3,858,168**	**0**	**149,324,424**
Agenda item 3.3 Election of new Chair of the Board and Board members, Susanne Stuffers						
Ordinær	149,324,424	0	149,324,424	0	0	149,324,424
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	45.73 %	0.00 %	45.73 %	0.00 %	0.00 %	
Total	**149,324,424**	**0**	**149,324,424**	**0**	**0**	**149,324,424**
Agenda item 4 Remuneration to the Chair of the Board and Board members						
Ordinær	142,581,910	6,718,914	149,300,824	23,600	0	149,324,424
votes cast in %	95.50 %	4.50 %		0.00 %		
representation of sc in %	95.49 %	4.50 %	99.98 %	0.02 %	0.00 %	
total sc in %	43.66 %	2.06 %	45.72 %	0.01 %	0.00 %	
Total	**142,581,910**	**6,718,914**	**149,300,824**	**23,600**	**0**	**149,324,424**

Registrar for the company:

NORDEA BANK ABP, FILIAL NORGE

Signature company:

Nykode Therapeutics ASA

Share information

Name	Total number of shares	Nominal value	Share capital	Voting rights
Ordinær	326,546,444	0.01	3,265,464.44	Yes
Sum:				

§ 5-17 Generally majority requirement
requires majority of the given votes

§ 5-18 Amendment to resolution
Requires two-thirds majority of the given votes
like the issued share capital represented/attended on the general meeting