uoverensstemmelser mellom de to versjonene, skal den norske In case of discrepancies between the two versions, the Norwegian versjonen gå foran.

Denne innkallingen er utferdiget både på norsk og på engelsk. Ved This notice has been prepared both in Norwegian and in English. version shall prevail.

INNKALLING TIL EKSTRAORDINÆR GENERALFORSAMLING I NYKODE THERAPEUTICS ASA

NOTICE OF AN EXTRAORDINARY GENERAL MEETING IN NYKODE THERAPEUTICS ASA

Styret innkaller med dette til ekstraordinær The Board of Directors ("Board") hereby calls for an generalforsamling i Nykode Therapeutics ASA Extraordinary

General Meeting ("**Selskapet**") på møterom VIA - Bygg G, Plan o i Therapeutics ASA (the "**Company**") at meeting room Gaustadalléen 21, Oslo, den 21. januar 2026 kl. 10:00. VIA - Building G, Plan o in Gaustadalléen 21, Oslo, Norway at 10:00 (CET) on January 21, 2026.

åpne generalforsamlingen og foreta registrering av Chair of the Board will open the General Meeting and fremmøtte aksjonærer og fullmakter.

Styrets leder eller en person utpekt av styrets leder vil The Chair of the Board or a person appointed by the perform registration of the shareholders in attendance and the powers of attorney.

Følgende saker foreligger på agendaen:

The following items are on the agenda:

- VALG AV MØTELEDER OG ÉN PERSON 1. TIL Å MEDSIGNERE PROTOKOLLEN
- **ELECTION OF CHAIR OF THE MEETING** 1. AND ONE PERSON TO CO-SIGN THE **MINUTES**
- GODKJENNELSE AV INNKALLING OG 2. **DAGSORDEN**
- APPROVAL OF NOTICE AND AGENDA
- VALG AV NY STYRELEDER OG 3. STYREMEDLEMMER
- ELECTION OF NEW CHAIR OF THE 3. **BOARD AND BOARD MEMBERS**

Selskapets valgkomité har avgitt innstilling om valg av The Company's Nomination Committee has issued a ny styreleder, styremedlemmer og honorar til recommendation for election of new Chair of the styremedlemmer. styreleder og innstilling er lagt ved som Vedlegg 1.

Valgkomitéens Board, Board members and remuneration to the Chair of the Board and Board members. The Nomination Committee's recommendation is enclosed in Appendix 1.

Stuffers velges som medlemmer av styret.

Valgkomiteens innstilling er at Barbara Krebs-Pohl The Nomination Committee's recommendation is that velges som ny styreleder, og John Beadle og Susanne Barbara Krebs-Pohl is elected as new Chair of the Board, and John Beadle and Susanne Stuffers are elected as Board members.

Valgkomitéen har foreslått at generalforsamlingen treffer følgende vedtak om valg av medlemmer til styret:

The Nomination Committee has proposed that the General Meeting passes the following resolution regarding election of members of the Board:

Beadle og Susanne Stuffers velges som medlemmer av and John Beadle and Susanne Stuffers are elected as styret.

Barbara Krebs-Pohl velges som ny styreleder, og John Barbara Krebs-Pohl is elected as new Chair of the Board, Board members.

HONORAR TIL STYRELEDER OG 4. STYREMEDLEMMER

Valgkomitéen har foreslått at generalforsamlingen treffer følgende vedtak om honorar til ny styreleder Barbara Krebs-Pohl, styremedlemmer John Beadle og Susanne Stuffers, og honorar for arbeid i utvalg:

Barbara Krebs-Pohl vil motta et årlig honorar på EUR 50 Barbara Krebs-Pohl will receive an annual remuneration pro-rata fra datoen for ordinære generalforsamlingen i 2026.

Susanne Stuffers vil motta et årlig honorar på NOK Susanne Stuffers will receive an annual remuneration of 2025.

John Beadle vil motta et årlig honorar på EUR 30 000, John Beadle will receive an annual remuneration of EUR generalforsamlingen i 2026.

Susanne Stuffers vil motta et årlig honorar på NOK Susanne Stuffers will receive an annual remuneration of ordinære generalforsamlingen i 2026.

den 1. januar 2030.

ordinær generalforsamling i 2027, 50 000 på dato for date of the Annual General Meeting in 2027, 50,000 on

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

The Nomination Committee has proposed that the General Meeting passes the following resolution regarding remuneration to the new Chair of the Board Barbara Krebs-Pohl, Board members John Beadle and Susanne Stuffers and remuneration for committee work:

den of EUR 50,000, calculated on a pro-rata basis from the ekstraordinære generalforsamlingen til datoen for den date of the Extraordinary General Meeting until the date of the Annual General Meeting in 2026.

500 000, beregnet pro-rata fra datoen for den ordinære NOK 500,000, calculated on a pro-rata basis from the generalforsamlingen 26. mai 2025 til datoen for den date of the Annual General Meeting May 26, 2025 until ekstraordinære generalforsamlingen i henhold til the date of the Extraordinary General Meeting in vedtaket på den ordinære generalforsamlingen 26. mai accordance with the resolution passed by the Annual General Meeting on May 26, 2025.

beregnet pro-rata fra datoen for den ekstraordinære 30,000, calculated on a pro-rata basis from the date of generalforsamlingen til datoen for den ordinære the Extraordinary General Meeting until the date of the Annual General Meeting in 2026.

350 000, beregnet pro-rata fra datoen for den NOK 350,000, calculated on a pro-rata basis from the ekstraordinære generalforsamlingen til datoen for den 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 Barbara Krebs-Pohl is granted 300,000 share options utøvelseskurs på NOK 7,00 per aksje. Opsjonene vil with a strike price of NOK 7,00 per share. The share opptjenes med 100 000 på dato for ordinær options will vest with 100,000 on the date of the Annual generalforsamling i 2027, 100 000 den på dato for General Meeting in 2027, 100,000 on the date of the ordinær generalforsamling i 2028 og 100 000 på dato for Annual General Meeting in 2028 and 100,000 on the date ordinær generalforsamling i 2029. Opsjonene vil utløpe 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 John Beadle and Susanne Stuffers are granted 150,000 opsjoner hver med en utøvelseskurs på NOK 7,00 per share options each with a strike price of NOK 7.00 per aksje. Opsjonene vil opptjenes med 50 000 på dato for share. The share options will vest with 50,000 on the ordinær generalforsamling i 2028 og 50 000 på dato for the date of the Annual General Meeting in 2028 and ordinær generalforsamling i 2029. Opsjonene vil utløpe 50,000 on the date for the Annual General Meeting in den 1. januar 2030.

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- To the extent the Board elects to establish a Research og utviklingsutvalg, skal medlemmene motta følgende and Development Committee, the members shall receive årlige kontantkompensasjon:

the following annual cash compensation:

Utvalgets leder: NOK 90 000 Medlem: NOK 45 000

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

årlige kontantkompensasjon:

I den utstrekning styret velger å etablere et To the extent that the Board elects to establish a Godtgjørelsesutvalg, skal medlemmene motta følgende 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

_ _ _ _ _ _

Påmelding

Aksjonærer som ønsker å delta på generalforsamlingen må melde seg på senest 19. januar 2026 kl. 16:00.

vedlagte påmeldings- eller fullmaktsskjema til:

Nordea Bank Abp **Issuer Services** PB 1166 Sentrum 0107 Oslo

E-post: nis@nordea.com

Fullmakt

styremedlemmet med stemmeinstruks instruksen gis ved bruk av vedlagte skjema.

Annen informasjon

generalforsamlingen gir opplysninger om forhold som kan innvirke på Meeting bedømmelsen av (i) sakene som er forelagt aksjeeieme circumstances that may affect the evaluation of (i) the til avgjørelse og (ii) Selskapets økonomiske stilling, matters submitted to the shareholders for resolution herunder om virksomheten i andre selskaper som and (ii) the Company's financial position, and the selskapet deltar i, og andre saker generalforsamlingen skal behandle, med mindre de Company has an interest, and any other matters the opplysninger som kreves, ikke kan gis uten General Meeting shall consider, unless the information uforholdsmessig skade for Selskapet.

som er aksjonær fem virkedager generalforsamlingen, januar altså (registreringsdatoen), som har rett til å stemme og January 14, 2026 (the record date) have the right to delta på generalforsamlingen

Registration of attendance

Shareholders wishing to attend the General Meeting must register their attendance no later than 16:00 (CET) on January 19, 2026.

Påmelding kan registreres ved å fylle ut og sende inn 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

Proxy

Aksjonærer som ønsker å la seg representere ved Shareholders wishing to attend by proxy must submit fullmektig må sende inn vedlagte fullmaktsseddel. the attached form. If proxy is given to the board Dersom det gis fullmakt til styremedlemmet angitt i member set out in the form, the attached power of seddelen bør vedlagte skjema for fullmaktsinstruks attorney instruction form should be completed. If fylles ut. Dersom instruksen ikke fylles ut, anses dette proxy is given to the board member and the instruction som en instruks om å stemme for styrets og form is not completed, this will be regarded as an valgkomitéens forslag i innkallingen og for styrets instruction to vote in favour of the proposals made by anbefaling knyttet til innkomne forslag. Ved fullmakt the Board and the Nomination Committee as set out in skal 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

En aksjonær kan kreve at styremedlemmer og daglig A shareholder may require Board members and the tilgjengelige chief executive officer to furnish in the General all available information regarding som business of other companies relating to which the cannot provided without requested be disproportionately harming the Company.

I henhold til allmennaksjeloven § 5-2 (1), er det kun den Pursuant to Section 5-2 (1) of the Norwegian Public før Limited Liability Act, only those who are shareholders 2026 five business days prior to the general meeting, i.e. participate and vote at the general meeting.

I henhold til allmennaksjeloven § 1-8, samt forskrift om According to Section 1-8 of the Norwegian Public formidlere omfattet av verdipapirsentralloven § 4-5 og Limited Liability Companies Act, as well as regulations tilhørende gjennomføringsforordninger, innkalling til forvalter som videreformidler til Norwegian Act on Central Securities Depositories and aksjonærer de holder aksjer for. Aksjonærer skal Securities Settlement etc. and related implementing kommunisere med sin forvalter, som har ansvar for å regulations, the notice is sent to custodians who pass it formidle påmeldinger, fullmakter stemmeinstrukser. Forvalter må i henhold til Shareholders allmennaksjeloven § 5-3 registrere dette med selskapet custodians, who are responsible for conveying notices senest to virkedager før generalforsamlingen, altså of attendance, proxies or voting instructions. senest 19. januar 2026.

sendes on intermediaries covered by Section 4-5 of the eller on to shareholders for whom they hold shares. must communicate with their 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 January 19, 2026.

med én stemme på selskapets generalforsamling.

Per dato for innkallingen er det totalt 326 546 444 As of the date of this notice, there are a total of aksjer i Selskapet, hver pålydende NOK 0,01 og hver 326,546,444 shares of the Company, each with a nominal value of NOK o.o1 and each representing one vote at the Company's General Meeting.

Oslo, 18. desember 2025 / December 18, 2025

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

> Susanne Stuffers Styrets leder / Chair of the Boad

VEDLEGG:

- Innstilling fra Valgkomitéen 1.
- Påmeldings- og fullmaktsblanketter 2.

APPENDICES:

- Recommendation from the Nomination 1. Committee
- Attendance and proxy forms 2.

		Ref no:	PIN code:
		Notice of Extraore	dinary General Meeting
		will be held on January	eral Meeting of Nykode Therapeutics ASA v 21, 2026, at 10:00 (CET) at meeting room vr 0 in Gaustadalléen 21, Oslo, Norway
If the above-mentione enterprise, it will be re			
enterprise, it will be re	presented by.	Name of enterprise's repro (To grant a proxy, use the	
Notice of attendance The undersigned will	l attend the Extraordina	ary General Meeting on January 2	1, 2026, and vote for:
A total of		shares r shares in accordance with <u>enclo</u> es	esed Power of Attorney
This notice of attendandatendandande may be sen Sentrum, 0107 Oslo, N	t by e-mail: n is@nordea.	Nordea Bank Abp <u>no later than 16</u> .com, orby regular mail to Nordea B	:00 (CET) on January 19, 2026. Notice of sank Abp, Issuer Services, P.O. Box 1166
Place	Date	Shareholder's signature (If attending personally. To	o grant a proxy, use the form below)
Proxy (without voting	instructions)	Ref no:	PIN code:
This proxy form is to be 2.	used for a proxy without	voting instructions. To grant a proxy	with voting instructions, please go to page
or you may send the pr		roxy holder, in such case, the proxy	nay be used by a person authorised by you, will be deemed to be given to the Chair of
The proxy form must b The proxy may be sent Sentrum, 0107 Oslo, N	by e-mail: nis@nordea.c	Bank Abp <u>no later than 16:00 (CE</u> com, or by regular mail to Nordea B	<u>r) on January 19, 2026</u> . ank Abp, Issuer Services, P.O. Box 1166
The undersigned hereby grants (tick o	ne of the two):		
☐ Chair of the Boar	rd of Directors, or a per	son authorised by her, or	
□ (Name of proxy h	nolder in capital letters)		
a proxy to attend and vo 2026.	ote for my/our shares at t	he Extraordinary General Meeting o	f Nykode Therapeutics ASA on January 21,
Place	Dat		ignature 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.

PIN code:

in pe	proxy form is to be used for a proxy with voting instructions. If you are unarson, you may use this proxy form to give voting instructions. You may graphised by you, or you may send the proxy without naming the proxy holder, given to the Chair of the Board of Directrors or a person authorised	ant a proxy with , in which case	voting instruc	tions to a person
The	proxy form must be received by Nordea Bank Abp <u>no later than 16:00 oroxy</u> may be sent by e-mail: nis@nordea.com, or by regular mail to Nordrum, 0107 Oslo, Norway.			
	e undersigned:eby grants (tick one of the two):			
	Chair of the Board of Directors, or a person authorised by her, or			
	Name of proxy holder (in capital letters)			
a pro 2026	oxy to attend and vote for my/our shares at the Extraordinary General Mee .	ting of Nykode	Therapeutics A	SA on January 21,
ticke from his d appli	votes shall be exercised in accordance with the instructions below. Please d off); this will be deemed to be an instruction to vote "for" the proposals in the floor in addition to or in replacement of the proposals in the notice, the iscretion. In such case, the proxy holder will vote on the basis of its reasonies if there is any doubt as to how the instructions should be understood sible, the proxy holder may abstain from voting.	the notice. Ho proxy holder mable understa	wever, if any r nay vote or abst anding of the r	notions are made ain from voting at notion. The same
Ag	enda	For	Against	Abstention
1.	Election of chair of the meeting and one person to co-sign the minutes $% \left(1\right) =\left(1\right) \left($			
2.	Approval of notice and agenda			
3.	Election of new Chair of the Board and Board members			
	a) Barbara Krebs-Pohl (Chair)			
	b) John Beadle			
	c) Susanne Stuffers			
4.	Remuneration to the Chair of the Board and Board members			
Place	e Date Sharehold	er's signature		

Ref no:

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.

APPENDIX 1

Proposals from the Nomination Committee in Nykode Therapeutics ASA to the Extraordinary General Meeting (the "EGM") to be held on January 21, 2026

The Nomination Committee of Nykode Therapeutics ASA ("Nykode" or the "Company") is comprised of Tom Pike (chair), Lars Erik Larsson and Jan Fikkan.

In line with previous information from the Company the Nomination Committee has, with the assistance of a well-regarded international executive search company, searched for additional professional high-quality board member candidates. The Nomination Committee has performed its work in accordance with the Instructions for the Nomination Committee latest updated and approved by the Annual General Meeting of Nykode on May 12, 2022.

Election of members to the Board of Directors

The proposed new board members, Dr. Barbara Krebs-Pohl as new Chairperson of the Board and Dr. John Beadle as new board member, both bring significant industry experience. Krebs-Pohl will, if elected, succeed Susanne Stuffers, who has served as interim Chair since April 2025.

Dr. Krebs-Pohl is a seasoned biotech executive with more than 25 years of global experience across R&D, business development, licensing, alliance management, portfolio management and strategic transformation. Her career includes a distinguished 20-year tenure at MorphoSys AG, where she held roles including Chief Business Officer, Chief Integration Officer, and Senior Vice President of Global Business Development & Licensing and Alliance Management. She played a central role in multiple high-value transactions, strategic partnerships, and the company's evolution leading up to its eventual acquisition by Novartis. She currently serves as independent director of CASI Pharmaceuticals (Nasdaq), Chair of the Board of OneChain Immunotherapeutics (Spain), Managing Director of the Foundation of Stem Cell Therapy and Regenerative Medicine and Managing Director of Viopas Venture Consulting (Germany). Her scientific background includes a PhD focused on antibody technologies, combined with extensive early-career work in immunology and discovery research.

Dr. Beadle is an experienced biotechnology entrepreneur, physician, and senior executive with more than 25 years of global leadership across immunotherapy development, gene therapy, and oncology. He was the founding CEO of PsiOxus Therapeutics, where he advanced multiple clinical programs, secured major strategic partnerships, raised substantial capital, and built an IPO-ready organization. He currently serves as Non-Executive Chair of Vitarka Therapeutics and Non-Executive Director of Pneumagen, CamGene Therapeutics and Icosphere Biosciences. Earlier in his career, he co-founded PowderMed and contributed to the first clinical efficacy signal for a nucleotide-based vaccine, later supporting the company's sale to Pfizer. He also held senior roles in R&D, product development, and global medical operations at GSK, Pfizer, PowderJect Pharmaceuticals, and Glaxo Wellcome.

Further biographical details of Dr. Barbara Krebs-Pohl and Dr. John Beadle are attached below.

To secure continuity the Nomination Committee proposes that Susanne Stuffers, who has served as interim Chairperson of the Board since April 2025, continue as board member.

Following the election the Board of Directors will comprise the following persons:

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

Remuneration of the Board of Directors:

The Nomination Committee proposes a remuneration for the two new board members, Barbara Krebs-Pohl and John Beadle, consisting both of cash and share options as is common in the international market. Further, the Nomination Committee proposes that Susanne Stuffers, as an independent board member, receives the same compensation as John Beadle.

The Nomination Committee proposes the following remuneration for the period to the Annual General Meeting 2026:

Annual cash compensation:

Barbara Krebs-Pohl EUR 50,000 John Beadle EUR 30,000 Susanne Stuffers NOK 350,000

For completeness please be informed that the following remuneration for the remaining board members for the period to the Annual General Meeting 2026 was decided by the Annual General Meeting May 26, 2025:

Christian Åbyholm NOK 250,000 Trygve Lauvdal NOK 250,000

Equity compensation:

The Nomination Committee also proposes that Barbara Krebs-Pohl (Chairperson) will be granted 300,000 share options, with strike price NOK 7 per share, that will vest as follows:

- 100,000 will vest per Annual General Meeting in 2027
- 100,000 will vest per Annual General Meeting in 2028
- 100,000 will vest per Annual General Meeting in 2029

The share options will expire on January 1, 2030.

The Nomination Committee further proposes that John Beadle (board member) and Susanne Stuffers (board member) each will be granted 150,000 share options, with strike price NOK 7 per share, that will vest as follows:

- 50,000 will vest per Annual General Meeting in 2027
- 50,000 will vest per Annual General Meeting in 2028
- 50,000 will vest per Annual General Meeting in 2029

The share options will expire on January 1, 2030.

Additional annual cash compensation for work in committees:

Audit Committee as approved by the AGM May 26, 2025:

Chairperson NOK 60,000 Member NOK 30,000

To the extent that the Board elects to establish a Research and Development Committee, the Nomination Committee proposes the following annual cash compensation:

Chairperson NOK 90,000 Member NOK 45,000

To the extent that the Board elects to establish a Remuneration Committee, the Nomination Committee proposes the following annual cash compensation:

Chairperson NOK 60,000 Member NOK 30,000

The proposals from the Nomination Committee are unanimous. Oslo, December 16, 2025

Tom Pike (Chair)

Biographical details of Dr. Barbara Krebs-Pohl and Dr. John Beadle

Biographical details of Barbara Krebs-Pohl include:

Viopas Venture Consulting (deutschland) Gmbh

2025 - Now Managing Director

Self-Employed

2024 – 2025 Advisor, Management of US Biotech with Clinical Asset

MorphoSys AG

2022 - 2024	Chief Business Officer and Executive Committee Member			
2021 - 2022	Chief Integration Officer and Executive Committee Member			
2019 - 2022	Senior Vice President, Head of Global Business Development and Licensing and			
	Alliance Management and Executive Committee Member			
2013 - 2019	Senior Vice President and Head of Business Development and Portfolio			
	Management			
2003 - 2013	Vice President, Senior Director and Director, Business Development			
2001 - 2002	Director and Associate Director, International Project Management			
1998 - 2000	Associate Director, Team Leader and Scientist			
1998 - 1998	Postdoctoral Scientist			

Current directorships include:

Public

CASI Pharmaceuticals Inc. Non-Executive Director (2025-Current)

<u>Private</u>

OneChain Immunotherapeutics Chair (2025-Current)

Previous directorships include:

Private

HI-Bio Non-Executive Director (2022-2024)

Education:

Johannes Gutenberg-Universität Mainz, PhD (1997) University of Cologne, Masters, Chemistry (1992)

Biographical details of <u>John Beadle</u> include:

PsiOxus Therapeutics

2009 – 2021 Founding Chief Executive Officer

Hybrid Biosystems

2008 – 2010 Chief Executive Officer

Myotec Therapeutics Ltd

2008 – 2009 Chief Executive Officer

Imperial Innovations Limited

2007 – 2008 Entrepreneur in Residence

Pfizer

2006 - 2007 Site Head

PowderMed

2004 – 2006 Founder and Chief Medical Officer

Concordas

2003 – 2004 Co-founder, Commercial Director and Company Secretary

PowderJect Pharmaceuticals

2001 – 2003 Vice President, Medical and Product Development

GSK

GBIC	
2000 - 2001	Vice President, Global Medical Operations
1998 - 2000	Worldwide Director, Business Process Improvement
1997 - 1998	Director, Business Process Improvement, UK
1995 - 1997	Clinical Research Physician and Clinical Programme Head
1994 - 1995	Medical Advisor, International
1993 - 1994	Medical Advisor, South Africa

Johannesburg General Hospital

1989 – 1993 Anaesthesia Registrar

Current directorships include:

Private

Icosphere Biosciences

Non-Executive Director (2025-Current)

Camgene Therapeutics

Non-Executive Director (2025-Current)

Vitarka Therapeutics

Non-Executive Chairman (2024-Current)

Pneumagen

Non-Executive Director (2022-Current)

Previous directorships include:

<u>Private</u>

InnDura Therapeutics Non-Executive Chairman (2021-2024)
PsiOxus (now Akamis Bio) Non-Executive Director (2021-2022)

Education:

London Business School, Masters (1999) University of Witwatersrand, Bachelor, Medicine (1990)