



REGULATED INFORMATION  
INSIDE INFORMATION

## Nyxoah Announces Proposed Offering of Ordinary Shares

**Mont-Saint-Guibert, Belgium – May 22, 2024, 10:05pm CET / 4:05pm ET – Nyxoah SA (Euronext Brussels/Nasdaq: NYXH)** (“Nyxoah” or the “Company”), a medical technology company focused on the development and commercialization of innovative solutions to treat Obstructive Sleep Apnea (OSA), announced today the commencement of a proposed underwritten public offering in the United States, which may include shares sold in a private offering to certain qualified or institutional investors outside the United States, including within the European Union. All of the ordinary shares are being offered by Nyxoah and there are no selling stockholders in the proposed offering. In addition, Nyxoah expects to grant the underwriters a 30-day option to purchase additional ordinary shares in an amount of up to 15% of the number of shares sold in the offering. The proposed offering is subject to market and other conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

Nyxoah intends to use the net proceeds from the proposed offering (i) for pre-commercialization and commercialization activities in the United States; (ii) to continue gathering clinical data and to support physician initiated clinical research projects related to OSA patient treatments; (iii) to further finance research and development activities related to the next generation of the Genio system and to continue to build a pipeline of new technologies and explore potential collaboration opportunities in the field of monitoring and diagnostics for OSA; and (iv) for other general corporate purposes, including, but not limited to, working capital, capital expenditures, investments, acquisitions, should the Company choose to pursue any, and collaborations.

Cantor Fitzgerald & Co. is acting as the sole book-running manager for the offering. Degroof Petercam is acting as a co-manager.

The public offering in the United States will be made pursuant to an effective shelf registration statement on Form F-3 (File No. 333-268955) that was filed by Nyxoah with the U.S. Securities and Exchange Commission (the “SEC”) and became effective on January 6, 2023. A preliminary prospectus supplement will be filed with the SEC and the accompanying prospectus relating to and describing the terms of the offering will be and are available on the SEC’s website at [www.sec.gov](http://www.sec.gov). Copies of the preliminary prospectus supplement, when available, and the accompanying prospectus may be obtained by contacting Cantor Fitzgerald & Co., Attention: Capital Markets, 110 East 59<sup>th</sup> Street, 6<sup>th</sup> Floor, New York, New York 10022; email: [prospectus@cantor.com](mailto:prospectus@cantor.com).

This press release shall not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.



**REGULATED INFORMATION  
INSIDE INFORMATION**

**About Nyxoah**

Nyxoah is a medical technology company focused on the development and commercialization of innovative solutions to treat OSA. Nyxoah's lead solution is the Genio® system, a patient-centered, leadless and battery-free hypoglossal neurostimulation therapy for OSA, the world's most common sleep disordered breathing condition that is associated with increased mortality risk and cardiovascular comorbidities. Nyxoah is driven by the vision that OSA patients should enjoy restful nights and feel enabled to live their life to its fullest.

**Important Information**

No public offering will be made and no one has taken any action that would, or is intended to, permit a public offering in any country or jurisdiction, other than the United States, where any such action is required, including in Belgium. Belgian investors, other than qualified investors within the meaning of the Belgian Act of 11 July 2018 on the public offering of securities and the admission of securities to be traded on a regulated market, will not be eligible to participate in the offering (whether in Belgium or elsewhere). The transaction to which this press release relates will only be available to, and will be engaged in only with, in member states of the European Economic Area, (i) any person who is a "qualified investor" as defined in Regulation (EU) 2017/1129 (the "EU Prospectus Regulation"), or (ii) fewer than 150 natural or legal persons, per each member state of the European Economic Area, other than "qualified investors" (as defined in the EU Prospectus Regulation) who acquire ordinary shares for a total consideration of at least €100,000 per investor.

In the United Kingdom, the transaction to which this press release relates will only be available to, and will only be engaged in with, persons who are "qualified investors" (as defined in the UK Prospectus Regulation being the UK version of Regulation (EU) No 2017/1129 as amended by The Prospectus (Amendment etc.) (EU Exit) Regulations 2019, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018.) who also (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), and/or (ii) are "high net worth companies" (or persons to whom it may otherwise be lawfully communicated) falling within Article 49(2) (a) to (d) of the Order (any such person being referred to as a "Relevant Person"). Any person who is not a Relevant Person should not take any action on the basis of this announcement and should not act or rely on it.

**Caution** – CE marked since 2019. Investigational device in the United States. Limited by U.S. federal law to investigational use in the United States.

**Forward-Looking Statements**

This press release contains forward-looking statements, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All statements that are not statements



**REGULATED INFORMATION  
INSIDE INFORMATION**

of historical facts are, or may be deemed to be, forward-looking statements. Such forward-looking statements may be identified by words such as “expects,” “potential,” “could,” or similar expressions that are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Forward-looking statements include express or implied statements relating to, among other things, Nyxoah’s current expectations regarding the Genio® system; planned and ongoing clinical studies of the Genio® system; the potential advantages of the Genio® system; Nyxoah’s goals with respect to the development, regulatory pathway and potential use of the Genio® system; the utility of clinical data in potentially obtaining FDA approval of the Genio® system; the Company’s results of operations, financial condition, liquidity, performance, prospects, growth and strategies; and statements relating to the offering, including the expected closing, the anticipated proceeds from the offering and the use thereof. These statements are neither promises nor guarantees and are subject to a variety of risks and uncertainties, many of which are beyond Nyxoah’s control, which could cause actual results to differ materially from those contemplated in these forward-looking statements. In particular, these risks and uncertainties include, without limitation, risks relating to market conditions and the Company’s inability, or the inability of the underwriters, to satisfy the conditions for the closing of the offering. Given these uncertainties, the reader is advised not to place any undue reliance on such forward-looking statements. Other risks and uncertainties faced by Nyxoah include those identified under the heading “Risk Factors” in Nyxoah’s most recent Annual Report on Form 20-F filed with the SEC, as well as subsequent filings and reports filed with the SEC. The forward-looking statements contained in this press release reflect Nyxoah’s views as of the date hereof, and Nyxoah does not assume and specifically disclaims any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law.

**Contact:**

**Nyxoah**

David DeMartino, Chief Strategy Officer

[IR@nyxoah.com](mailto:IR@nyxoah.com)