



Limited Liability Company ("naamloze vennootschap")
Registered Office: Generaal de Wittelaan 11B, 2800 Mechelen, Belgium
Company Number VAT BE 0505.640.808 RLP Antwerp, division Mechelen

EXPLANATORY NOTE

ANNUAL SHAREHOLDERS' MEETING
to be held on Friday 12 May 2017 at 2:00 p.m. CET

Introduction

This explanatory note has been prepared on behalf of the Board of Directors of Biocartis Group NV (the "Company") in connection with the various items on the agenda of the annual shareholders' meeting of the Company, to be held on 12 May 2017. Pursuant to Article 533bis, §2, d) of the Belgian Companies Code, this note contains for each of the items on the agenda of the aforementioned annual shareholders' meeting a proposed resolution or, if the item does not require a resolution, a commentary on behalf of the Board of Directors.

For further information on date, hour and venue of the annual shareholders' meeting, the manner in which the holders of securities issued by the Company can participate in the meeting and background documentation regarding the meeting, reference can be made to the notice convening the annual shareholders' meeting.

ANNUAL SHAREHOLDERS' MEETING

Agenda and proposed resolutions: The agenda and proposed resolutions of the annual shareholders' meeting of the Company, which, as the case may be, can be amended at the meeting on behalf of the Board of Directors, are as follows:

1. Reports on the statutory financial statements and on the consolidated financial statements

Explanation: This agenda item relates to the submission of, and discussion on: (a) the combined annual report of the Board of Directors on the statutory financial statements and the consolidated financial statements for the financial year ended on 31 December 2016, (b) the report of the Statutory Auditor on the statutory financial statements for the financial year ended on 31 December 2016, and (c) the report of the Statutory Auditor on the consolidated financial statements for the financial year ended on 31 December 2016. Copies of these documents are available on the Company's website and at the Company's registered office, as indicated in the notice convening the annual shareholders' meeting.

Submission of, and discussion on: (a) the combined annual report of the Board of Directors on the statutory financial statements and the consolidated financial statements for the financial year ended on 31 December 2016, (b) the report of the Statutory Auditor on the statutory financial statements for the financial year ended on 31 December 2016, and (c) the report of the Statutory Auditor on the consolidated financial statements for the financial year ended on 31 December 2016.

2. Approval of the statutory financial statements

Explanation: This agenda item relates to the approval of the statutory financial statements for the financial year ended on 31 December 2016, and of the proposed allocation of the result. Pursuant to the Belgian Companies Code, the annual shareholders' meeting must decide on the approval of the statutory annual financial statements and the proposed allocation of the Company's profit or loss. A copy of this document is available on the Company's website and at the Company's registered office, as indicated in the notice convening the annual shareholders' meeting.

Approval of the statutory financial statements for the financial year ended on 31 December 2016, and of the proposed allocation of the result.

Proposed resolution: The annual shareholders' meeting approves the statutory financial statements for the financial year ended on 31 December 2016, as well as the allocation of the result as proposed by the Board of Directors.

3. Consolidated financial statements

Explanation: This agenda item relates to the submission of, and discussion on, the consolidated financial statements for the financial year ended on 31 December 2016. A copy of this document is available on the Company's website and at the Company's registered office, as indicated in the notice convening the annual shareholders' meeting.

Submission of the consolidated financial statements for the financial year ended on 31 December 2016.

4. Discharge from liability of the directors

Explanation: This agenda item relates to the release from liability of the directors for the performance of their mandate during 2016. Pursuant to the Belgian Companies Code, the annual shareholders' meeting must each year, after the approval of the statutory financial statements, decide separately on the release from liability of the directors. For an overview of the directors who were in office in 2016, reference can be made to the corporate governance statement included in the annual report of the Board of Directors that is referred to in item 1 of the agenda.

Proposed resolution: The annual shareholders' meeting grants discharge from liability to each of the directors who was in office during the previous financial year, for the performance of his or her mandate during that financial year.

5. Discharge from liability of the Statutory Auditor

Explanation: This agenda item relates to the release from liability of the Statutory Auditor for the performance of its mandate during 2016. Pursuant to the Belgian Companies Code, the annual shareholders' meeting must each year, after the approval of the statutory financial statements, decide on the release from liability of the Statutory Auditor.

Proposed resolution: The annual shareholders' meeting grants discharge from liability to the Statutory Auditor which was in office during the previous financial year, for the performance of its mandate during that financial year.

6. Remuneration report

Explanation: This agenda item relates to the submission of, discussion on and approval of the remuneration report prepared by the Remuneration and Nomination Committee. Pursuant to the Belgian Companies Code, the annual shareholders' meeting must decide separately on the approval of the remuneration report. The remuneration report is included in the annual report of the Board of Directors that is referred to in item 1 of the agenda.

Submission of, discussion on and approval of the remuneration report prepared by the Remuneration and Nomination Committee, and included in the annual report of the Board of Directors for the financial year ended on 31 December 2016.

Proposed resolution: The annual shareholders' meeting approves the remuneration report included in the annual report of the Board of Directors for the financial year ended on 31 December 2016.

7. Re-appointment of Gengest BVBA, represented by Rudi Mariën, as director

Explanation: This agenda item relates to the proposed re-appointment of a director.

Taking into account the advice of the Remuneration and Nomination Committee, the Board of Directors recommends that Gengest BVBA, represented by Rudi Mariën as permanent representative, be re-appointed as director of the Company for a term of 1 year. For further information regarding the proposed director, reference is made to the corporate governance statement included in the annual report of the Board of Directors for the financial year ended on 31 December 2016.

Proposed resolution: Gengest BVBA, a private company with limited liability under Belgian law, represented by Rudi Mariën as permanent representative, is re-appointed as director of the Company for a term of 1 year, up to and including the closing of the annual shareholders' meeting to be held in 2018 which will have decided upon the financial statements for the financial year ended on 31 December 2017. The mandate of the director shall be remunerated as set out in relation to non-executive directors in the remuneration report included in the annual report of the Board of Directors for the financial year ended on 31 December 2016, and pursuant to the principles approved by the general shareholders' meeting held on 13 April 2015.

8. Confirmation of the appointment of Shaffar LLC, represented by Mark Shaffar, as independent director

Explanation: This agenda item relates to the proposed confirmation of the appointment of a director.

On 28 April 2015, Mark Shaffar was appointed as an independent director of the Company. On 22 June 2016, Mark Shaffar resigned as director, but at his request Shaffar LLC, a company controlled by Mark Shaffar, was appointed by the Board of Directors of the Company to replace Mark Shaffar as independent director of the Company. In view hereof, and taking into account the advice of the Remuneration and Nomination Committee, the Board of Directors recommends that the appointment of Shaffar LLC, represented by Mark Shaffar as permanent representative, be confirmed. For further information as to Mark Shaffar, reference is made to the corporate governance statement included in the annual report of the Board of Directors for the financial year ended on 31 December 2016.

Proposed resolution: The annual shareholders' meeting takes note of the resignation of Mark Shaffar as director of the Company on 22 June 2016 and confirms the appointment of Shaffar LLC, a limited liability company, represented by Mark Shaffar as permanent representative, as independent director of the Company, within the meaning of Article 526ter of the Belgian Companies Code and provision 2.3 of the Belgian Code on Corporate Governance, for a term up to and including the closing of the annual shareholders' meeting to be held in 2018 which will have decided upon the financial statements for the financial year ended on 31 December 2017. It appears from information available to the Company and from information provided by Mark Shaffar that each of Shaffar LLC and Mark Shaffar satisfy the applicable requirements with respect to independence. The mandate of the director shall be remunerated as set out in relation to independent directors in the remuneration report included in the

annual report of the Board of Directors for the financial year ended on 31 December 2016, and pursuant to the principles approved by the general shareholders' meeting held on 13 April 2015.

9. Confirmation of the appointment of Citros vof, represented by Hilde Eylenbosch, as director

Explanation: This agenda item relates to the proposed confirmation of the appointment of a director.

On 13 May 2016, Hilde Eylenbosch was appointed as an independent director of the Company. On 18 November 2016, Hilde Eylenbosch resigned as director, but at her request Citros vof, a company controlled by Hilde Eylenbosch, was appointed by the Board of Directors of the Company to replace Hilde Eylenbosch as director of the Company. In view hereof, and taking into account the advice of the Remuneration and Nomination Committee, the Board of Directors recommends that the appointment of Citros vof, represented by Hilde Eylenbosch as permanent representative, be confirmed. For further information as to Hilde Eylenbosch, reference is made to the corporate governance statement included in the annual report of the Board of Directors for the financial year ended on 31 December 2016.

Proposed resolution: The annual shareholders' meeting takes note of the resignation of Hilde Eylenbosch as director of the Company on 18 November 2016 and confirms the appointment of Citros vof, represented by Hilde Eylenbosch as permanent representative, as director of the Company, for a term up to and including the closing of the annual shareholders' meeting to be held in 2019 which will have decided upon the financial statements for the financial year ended on 31 December 2018. Pursuant to the principles approved by the general shareholders' meeting held on 13 April 2015, the director shall be remunerated for its executive management mandate but not for its mandate as director.

10. Remuneration of directors

Explanation: This agenda item relates to the proposed remuneration for the chairman of the Strategy Committee of the Board of Directors of the Company.

Taking into account the advice of the Remuneration and Nomination Committee, the Board of Directors recommends providing for remuneration for the chairman of the Strategy Committee, as set out below.

Proposed resolution: The chairman of the Strategy Committee, Valetusan Ltd., represented by its permanent representative Rudi Pauwels, shall receive remuneration in cash in an amount of EUR 87,500 per annum. In addition to such remuneration in cash, the chairman of the Strategy Committee shall be entitled to the grant of options or warrants with respect to 15,000 shares of the Company on each of 1 March 2018, 1 March 2019 and 1 March 2020, subject to the director in question still being the chairman of the Strategy Committee on the respective dates. To the extent necessary and applicable, the annual shareholders' meeting acknowledges that the aforementioned options or warrants will not be deemed to constitute "variable remuneration" or "annual remuneration" in accordance with Articles 520ter and 554 (if applicable) of the Belgian Companies Code (and similar or equivalent provisions of the Belgian Corporate Governance Code dated 12 March 2009) and Provision 7.7 of the Belgian Corporate Governance Code dated 12 March 2009. In deviation of Article 520ter of the Belgian Companies Code, the annual shareholders' meeting also approves that the aforementioned options or warrants will be definitively and fully vested and exercisable upon grant to the chairman of the Strategy Committee. Apart from the remuneration set out above, the chairman of the Strategy Committee shall not receive any other remuneration for the performance of its mandate as director.

11. Application of Article 556 of the Belgian Companies Code

Explanation: This agenda item relates to the approval, and to the extent required, ratification of all the provisions granting rights to third parties which could affect the assets of the Company, or could impose an obligation on the Company, where the exercise of those rights is dependent on a public takeover bid on the shares of the Company or a change of control in respect of the Company, as required by the Belgian Companies Code.

Proposed resolution: In accordance with Article 556 of the Belgian Companies Code, the annual shareholders' meeting resolves to approve, and to the extent required, ratify all of the provisions

granting rights to third parties which could affect the assets of the Company, or could impose an obligation on the Company, where the exercise of those rights is dependent on a public takeover bid on the shares of the Company or a change of control in respect of the Company, as included in: (a) the credit contract between KBC Bank NV and the Company dated 19 July 2016 including, but not limited to, clause 7.3.6 of the KBC Bank NV general credit terms and conditions, whereby KBC Bank NV is entitled, without the need to have prior recourse to the courts or to give prior notice, to terminate or suspend both the utilized and the unutilized portion of the credit facility and its forms of utilization in whole or in part with immediate effect from the date the letter advising such termination or suspension is sent upon a substantial change in the shareholder structure of the Company that could affect the composition of the management bodies or the overall risk assessment by KBC Bank NV, (b) the framework agreement between Gigarant NV and the Company in the presence of Biocartis NV and KBC Bank NV dated 19 July 2016 and the guarantee agreement between Gigarant NV and KBC Bank NV in the presence of the Company and Biocartis NV dated 19 July 2016, including, but not limited to, clause 9.6 of the framework agreement, which stipulates that a change of control in respect of the Company would entail a breach of covenant in which case the Company must indemnify Gigarant NV for any costs, expenses, losses, liabilities and damages it may suffer as a consequence thereof, and (c) the subordinated loan agreement between PMV-Tina Comm.VA, FPIM Federale Participatie- en Investeringsmaatschappij NV, the Company and Biocartis NV dated 19 July 2016, including, but not limited to, clause 8.2 of the loan agreement, whereby the lenders will, for a period of 30 days after becoming aware that a change of control will take place or has taken place, have the right to require an early repayment of the outstanding principal amount of the loan (including the cash interest and capitalized interest accrued on the loan until the early repayment date). The annual shareholders' meeting grants a special power of attorney to each director of the Company, as well as to Mr. Ewoud Welten, each acting individually and with the power of substitution, to file this resolution with the clerk's office of the Commercial Court of Antwerp, division Mechelen, in accordance with Article 556 of the Belgian Companies Code.

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On behalf of the Board of Directors