



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

**PROXY**

**ANNUAL SHAREHOLDERS' MEETING**

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

*This is an unofficial English translation, for information purposes only.  
Please only sign and return the original Dutch version.*

**This proxy should be used by holders of shares of Biocartis Group NV (the "Company") who want to be represented by a proxy holder at the annual shareholders' meeting.**

**This proxy does not constitute a proxy solicitation in the sense of Article 548 or 549 of the Belgian Companies Code.**

**The proxy must be signed in writing or electronically. In the event an electronic signature is used, it must be an advanced electronic signature, in the sense of Article 4, §4 of the Belgian Act of 9 July 2001 regarding the determination of certain rules in relation to the legal framework for electronic signatures and certification services, or an electronic signature that complies with the conditions set out in Article 1322 of the Belgian Civil Code.**

**The signed and completed proxy must reach the Company at the latest on the sixth calendar day prior to the annual shareholders' meeting, i.e. on or before Saturday, 6 May 2017 at the latest. Proxies sent to the Company must be sent by mail to:**

Biocartis Group NV  
Attention: Tim Vandorpe  
Corporate Counsel  
Generaal de Wittelaan 11B  
2800 Mechelen  
Belgium

**or by e-mail to:**

legal@biocartis.com

**Holders of shares of the Company who wish to be represented by proxy must also register for the annual shareholders' meeting, as described in the notice convening the annual shareholders' meeting. Holders of dematerialized shares must attach to the present form a certificate issued by the applicable settlement institution for the shares concerned, or by a certified account holder, confirming the number of shares that have been registered in their name on the registration date (i.e. Friday, 28 April 2017, at midnight (12:00 a.m. Central European Summer Time)) with which they want to participate to the annual shareholders' meeting.**

**In case of amendments to the agenda or if new draft resolutions are tabled, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions. This will be done no later than on the fifteenth calendar day prior to the annual shareholders' meeting, i.e. on or before Thursday, 27 April 2017 at the latest. At that time, the Company will also make available amended forms for votes by proxy. Proxies that reach the Company prior to the publication of an amended agenda remain valid for the agenda items to which the proxies apply, subject, however, to applicable law and the further clarifications set out in this form.**

The undersigned (the "Undersigned")

**First Name:** .....

**Family Name:** .....

**Address:** .....

or

**Corporate name:** .....

**Corporate form:** .....

**Registered office:** .....

**Represented by (first name, family name and capacity):** .....

owner of the following number of shares issued by Biocartis Group NV, with registered office at Generaal de Wittelaan 11B, 2800 Mechelen, Belgium:

<b>Number of shares</b>	.....
<b>Form of the above mentioned shares</b> <i>(please tick the appropriate box):</i>	
<input type="checkbox"/> <b>Registered</b>	
<input type="checkbox"/> <b>Dematerialized</b>	

hereby appoints as his/her/its special proxy holder, with power of substitution:

Mr./Mrs.....<sup>1</sup>

The Chairman of the Board of Directors of the Company<sup>2</sup>

<sup>1</sup> Please complete as appropriate. An absence of instruction shall be tantamount to an appointment of the Chairman of the Board of Directors of the Company as special proxy holder in accordance with the provisions of note 2 below.

<sup>2</sup> The Chairman of the Board of Directors of the Company has the power to appoint another Director, employee or staff member of the Company as substitute pursuant to a sub delegation if the Chairman is hindered to participate in the general shareholders' meeting. The Chairman of the Board of Directors or, as the case may be, the substitute of the Chairman, is a Director or employee of Biocartis Group NV and therefore has a potential conflict of interest as provided for in Article 547bis, §4 of the Belgian Companies Code. The Chairman or the substitute of the Chairman will only vote in execution of the proxy in accordance with the specific voting instructions set out in the proxy. In the absence of a specific voting instruction, or if, for whatever reason, there is a lack of clarity with regard to the voting instructions given, the Chairman or the substitute of the Chairman will vote for the proposed resolutions supported by the Board of Directors.

who agrees to be so appointed, and whom the Undersigned authorises:

I. to represent the Undersigned at the annual shareholders' meeting that will be held on Friday, 12 May 2017 at 2:00 p.m. CET, at the offices of the Company at Generaal de Wittelaan 11B, 2800 Mechelen, Belgium, or at such other place indicated at that place at that time.

### 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**

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**

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.

*Voting instruction:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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**3. Consolidated financial statements**

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

**4. Discharge from liability of the directors**

*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.

*Voting instruction:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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**5. Discharge 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.

*Voting instruction:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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**6. Remuneration report**

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.

*Voting instruction:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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**7. Re-appointment of Gengest BVBA, represented by Rudi Mariën, as 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.

*Voting instruction:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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**8. Confirmation of the appointment of Shaffar LLC, represented by Mark Shaffar, as independent 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 526<sup>ter</sup> 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.

*Voting instruction:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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**9. Confirmation of the appointment of Citros vof, represented by Hilde Eylenbosch, as 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.

*Voting instruction:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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## 10. Remuneration of directors

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.

*Voting instruction:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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## 11. Application of Article 556 of 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.

*Voting instruction:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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**II.** In case the aforementioned annual shareholders' meeting would be postponed or suspended, the special proxy holder shall have the power to represent the Undersigned at the general meeting that would be held having the same agenda, as relevant:

- Yes
- No

*Please tick the appropriate box. In the absence of an instruction, or if, for whatever reason, there is a lack of clarity with regard to the instruction given, the Undersigned shall be deemed to have selected "Yes". Please note that in order to apply for such subsequent meeting, holders of securities must again register for such meeting.*

In case of amendments during the meeting to a proposed resolution or a new proposed resolution:<sup>1</sup>

- the special proxy holder shall vote for the amended or new resolution
- the special proxy holder shall vote against the amended or new resolution
- the special proxy holder shall abstain from the vote on the amended or new resolution

<sup>1</sup> *Please complete as appropriate. An absence of instruction shall be tantamount to an instruction to vote for the amended or new resolution. In case the Chairman of the Board of Directors of the Company is appointed (or deemed appointed) as special proxy holder, the Chairman (or, as the case may be, the substitute of the Chairman) will in such event vote on the amended proposed or new resolutions in the manner as will be supported or recommended by the Board of Directors.*

**III.** If a supplemented agenda is published in accordance with Article 533ter of the Belgian Companies Code after this proxy has been notified to the Company, the proxy holder shall have the power to vote on the new items that have been added to the agenda, as relevant:

Yes

No

*Please tick the appropriate box. In the absence of an instruction, or if, for whatever reason, there is a lack of clarity with regard to the instruction given, the Undersigned shall be deemed to have selected "Yes".*

In accordance with the Belgian Companies Code, the proxy holder may, with respect to the items referred to in the agenda for which pursuant to Article 533ter of the Belgian Companies Code new proposed resolutions have been tabled, deviate at the meeting from the instructions, if any, given by the Undersigned, if the execution of those instructions could prejudice the interests of the Undersigned. The proxy holder must notify the Undersigned thereof.

**IV.** In the name of and on behalf of the Undersigned, to sign all attendance lists and minutes, to participate in all deliberations, to vote with respect to all decisions or items that can, pursuant to this agenda, be presented to said meeting.

**V.** In general, to do all that appears necessary and/or useful for the exercise of this proxy.

The Undersigned hereby ratifies and approves all acts carried out by the aforementioned proxy holder. The proxy holder will vote on behalf of the Undersigned in accordance with the instructions given above.

Done at ....., on .....2017

Signature.....