



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

**VOTE BY MAIL FORM**

**ANNUAL SHAREHOLDERS' MEETING**

to be held on Friday 11 May 2018 at 2:00 p.m. CEST

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

This form should be used by holders of shares of Biocartis Group NV (the "Company") who want to vote by mail.

The vote by mail form must be signed in writing or electronically. In the event an electronic signature is used, it must be a qualified electronic signature in the sense of Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC, or an electronic signature that complies with the conditions set out in Article 1322 of the Belgian Civil Code.

The signed and completed form must reach the Company at the latest on the sixth calendar day prior to the annual shareholders' meeting, i.e. on or before Saturday 5 May 2018 at the latest. Forms 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 vote by mail 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 27 April 2018, 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 26 April 2018 at the latest. At that time, the Company will also make available amended forms for votes by mail. Votes by mail that reach the Company prior to the publication of an amended agenda remain valid for the agenda items to which the votes by mail apply, subject, however, to applicable law and the further clarifications set out in this form. In accordance with the Belgian Companies Code, a

**vote via vote by mail for an agenda item in relation to which a new proposed resolution has been submitted by one or more shareholders holding at least 3% of the share capital, is invalid.**

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 its 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 irrevocably votes, as indicated hereafter in the appropriate boxes, on the items of the following agenda:

**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 2017, (b) the report of the statutory auditor on the statutory financial statements for the financial year ended on 31 December 2017, and (c) the report of the statutory auditor on the consolidated financial statements for the financial year ended on 31 December 2017.

**2. Approval of the statutory financial statements**

Approval of the statutory financial statements for the financial year ended on 31 December 2017, 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 2017, 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 2017.

**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 financial year ended on 31 December 2017, for the performance of their 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 for the performance of its mandate during the financial year ended on 31 December 2017.

*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 2017.

*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 2017.

*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 directors

Taking into account the advice of the Remuneration and Nomination Committee, the Board of Directors recommends that Hilde Windels BVBA, represented by Hilde Windels as permanent representative, and Roald Borré each be re-appointed as director of the Company for a term of one year, and that Peter Piot be re-appointed as independent director of the Company for a term of one year. For further information regarding these proposed directors, 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 2017.

*Proposed resolution (i):* Hilde Windels BVBA, represented by Hilde Windels as permanent representative, is re-appointed as director of the Company for a term of one year, 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.

*Voting instruction:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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*Proposed resolution (ii):* Roald Borré is re-appointed as director of the Company for a term of one year, 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.

*Voting instruction:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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*Proposed resolution (iii):* Peter Piot is re-appointed as independent director of the Company, within the meaning of Article 526ter of the Belgian Companies Code and provision 2.3 of the Belgian Corporate Governance Code, for a term of one year, 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. It appears from the information available to the Company and from information provided by Peter Piot that he satisfies the applicable requirements with respect to independence.

*Voting instruction:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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## 8. Appointment of independent directors

Taking into account the advice of the Remuneration and Nomination Committee, the Board of Directors recommends that CRBA Management BVBA, represented by Christian Reinaudo as permanent representative, be appointed as independent director of the Company for a term of three years, and that Ann-Christine Sundell, Harry Glorikian, CLSCO BVBA, represented by Leo Steenbergren as permanent representative, and Luc Gijsens BVBA, represented by Luc Gijsens as permanent representative, be appointed as independent director of the Company for a term of two years. For further information regarding these proposed directors, reference is made to the explanatory note prepared by the Board of Directors.

*Proposed resolution (i):* CRBA Management BVBA, a private company with limited liability under Belgian law, represented by Christian Reinaudo as permanent representative, is appointed as independent director of the Company, within the meaning of Article 526ter of the Belgian Companies Code and provision 2.3 of the Belgian Corporate Governance Code, for a term of three years, up to and including the closing of the annual shareholders' meeting to be held in 2021 which will have decided upon the financial statements for the financial year ended on 31 December 2020. It appears from the information available to the Company and from information provided by Christian Reinaudo that each of CRBA Management BVBA and Christian Reinaudo satisfy the applicable requirements with respect to independence.

*Voting instruction:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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*Proposed resolution (ii):* Ann-Christine Sundell is appointed as independent director of the Company within the meaning of Article 526ter of the Belgian Companies Code and provision 2.3 of the Belgian Corporate Governance Code, for a term of two years, up to and including the closing of the annual shareholders' meeting to be held in 2020 which will have decided upon the financial statements for the financial year ended on 31 December 2019. It appears from the information available to the Company and from information provided by Ann-Christine Sundell that she satisfies the applicable requirements with respect to independence.

*Voting instruction:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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*Proposed resolution (iii):* Harry Glorikian is appointed as independent director of the Company within the meaning of Article 526ter of the Belgian Companies Code and provision 2.3 of the Belgian Corporate Governance Code, for a term of two years, up to and including the closing of the annual shareholders' meeting to be held in 2020 which will have decided upon the financial statements for the financial year ended on 31 December 2019. It appears from the information available to the Company and from information provided by Harry Glorikian that he satisfies the applicable requirements with respect to independence.

*Voting instruction:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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*Proposed resolution (iv):* CLSCO BVBA, a private company with limited liability under Belgian law, represented by Leo Steenbergren as permanent representative, is appointed as independent director of the Company within the meaning of Article 526ter of the Belgian Companies Code and

provision 2.3 of the Belgian Corporate Governance Code, for a term of two years, up to and including the closing of the annual shareholders' meeting to be held in 2020 which will have decided upon the financial statements for the financial year ended on 31 December 2019. It appears from the information available to the Company and from information provided by Leo Steenberghe that each of CLSCO BVBA and Leo Steenberghe satisfy the applicable requirements with respect to independence.

*Voting instruction:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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*Proposed resolution (v):* Luc Gijsens BVBA, a private company with limited liability under Belgian law, represented by Luc Gijsens as permanent representative, is appointed as independent director of the Company within the meaning of Article 526ter of the Belgian Companies Code and provision 2.3 of the Belgian Corporate Governance Code, for a term of two years, up to and including the closing of the annual shareholders' meeting to be held in 2020 which will have decided upon the financial statements for the financial year ended on 31 December 2019. It appears from the information available to the Company and from information provided by Luc Gijsens that each of Luc Gijsens BVBA and Luc Gijsens satisfy the applicable requirements with respect to independence.

*Voting instruction:*

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

*Proposed resolution:* Upon recommendation of the Remuneration and Nomination Committee, the annual shareholders' meeting resolves that the non-executive directors shall be entitled to the following remuneration for the exercise of their mandate: (i) an annual fixed fee of EUR 36,000 for the chairperson of the Board of Directors, EUR 18,000 for the chairperson of the Audit Committee, EUR 14,000 for the chairperson of the Remuneration and Nomination Committee, and EUR 12,000 each for the other non-executive directors, (ii) an attendance fee of EUR 3,000 for each of the non-executive directors per meeting of the Board of Directors attended in person (to be increased, as the case may be, with a fee for travel time of EUR 1,500 for each of Ann-Christine Sundell and Harry Glorikian per meeting of the Board of Directors attended in person, in accordance with Biocartis' remuneration policy and practices), or an attendance fee of EUR 1,500 per meeting of the Board of Directors attended remotely, and (iii) an attendance fee of EUR 1,000 per meeting of the Audit Committee and EUR 500 per meeting of the Remuneration and Nomination Committee for each non-executive director who is a member thereof. The attendance fees referred to in sections (ii) and (iii) are in addition to the annual fixed fees referred to in section (i). The aforementioned fees are exclusive of costs, expenses and similar charges of the respective directors in relation to the exercise of their mandate.

*Voting instruction:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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## 10. Warrants for members of the Board of Directors and executive management

*Proposed resolution:* Upon recommendation of the Remuneration and Nomination Committee, the annual shareholders' meeting (i) resolves that each of the independent directors of the Company

shall be entitled to receive up to 15,000 warrants to subscribe for new shares under one or more warrant plans to be created by the Board of Directors for the benefit of directors, employees and independent consultants of the Company and its affiliates within the framework of the authorized capital, (ii) grants a special power of attorney to the chief executive officer of the Company to implement the granting of warrants to the independent directors, and (iii) to the extent required, approves that new warrant plan(s) be created for members of the Company's executive management under which each member of the executive management (excluding the chief executive officer) shall be entitled to receive 65,000 warrants to subscribe for new shares upon hiring or promotion to the executive management level (if applicable), and to receive 10,000 warrants to subscribe for new shares annually in each subsequent year, in accordance with Biocartis' remuneration policy and practices. To the extent necessary and applicable, the annual shareholders' meeting acknowledges that the aforementioned warrants will not be deemed to constitute "variable remuneration", "fixed remuneration" or "annual remuneration" pursuant to the Belgian Companies Code (such as Articles 96, 520bis, 520ter, 525, 526quater and 554 (if applicable) of the Belgian Companies Code) (and similar or equivalent provisions of the Belgian Corporate Governance Code dated 12 March 2009), Provision 7.7 of the Belgian Corporate Governance Code dated 12 March 2009, and any similar or equivalent provisions of any laws or codes replacing the Belgian Companies Code or Belgian Corporate Governance Code dated 12 March 2009. In deviation of Articles 520ter and 525 and in accordance with Article 556 of the Belgian Companies Code, the annual shareholders' meeting also approves that the aforementioned warrants can be definitively and fully vested and exercisable before the third anniversary of their offer or allocation, such as in case of a change of control over the Company or a public tender offer for the Company's outstanding securities.

*Voting instruction:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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**11. Re-appointment of statutory auditor and determination of statutory auditor's remuneration**

*Proposed resolution:* Upon recommendation of the Company's Audit committee, and in line with the Audit committee's preference, the shareholders' meeting resolves: (i) to re-appoint Deloitte Bedrijfsrevisoren BV o.v.v.e. CVBA, Gateway Building, Luchthaven Nationaal, 1J, 1930 Zaventem, Belgium, represented by Mr. Gert Vanhees, as statutory auditor of the Company, for a period of three years up to and including the closing of the annual shareholders' meeting to be held in 2021 which will have decided upon the financial statements for the financial year ended on 31 December 2020, and (ii) to determine the annual remuneration of the statutory auditor at EUR 120,000 for the audit of the statutory and the consolidated accounts of the group. This amount is exclusive of expenses and VAT, and is subject to an annual indexation as from 2019.

*Voting instruction:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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**12. 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 general terms and conditions of KBC Bank NV applicable to the credit contract between KBC Bank NV, the Company and Biocartis NV dated 10 October 2017, including but not limited to

clause 7.3 (*termination/suspension with immediate effect*) of the aforementioned general terms and conditions, (b) the general terms and conditions of BNP Paribas Fortis NV applicable to the credit contract between BNP Paribas Fortis NV, the Company and Biocartis NV dated 6 October 2017, including but not limited to clause 20 (*termination with immediate effect and suspension with immediate effect*) of the aforementioned general terms and conditions, and (c) the credit contract between the European Investment Bank, the Company and Biocartis NV dated 28 February 2018, including but not limited to clause 5.3.3 (*change events*) and clauses 11 (*disposal of assets*), 16 (*merger*) and 18 (*ownership*) of schedule H of the credit contract read together with paragraph (m) of clause 10.1 (*right to demand repayment*) of the credit contract. 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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The aforementioned votes apply to the annual shareholders' meeting that will be held on Friday 11 May 2018. In case the aforementioned annual shareholders' meeting would be postponed or suspended, the aforementioned votes will also apply to 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 shares must again register for such meeting.*

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

- the Undersigned votes for the amended or new resolution
- the Undersigned votes against the amended or new resolution
- the Undersigned abstains from the vote on the amended or new resolution
- the following person is appointed as special proxy holder, with power of substitution, to vote in the name of the Undersigned on the amended or new resolution: Mr./Mrs. ....  
.....<sup>2</sup>

<sup>1</sup> *Please complete as appropriate. An absence of instruction shall be tantamount to an instruction to vote for the amended proposed resolution or new proposed resolution.*

<sup>2</sup> *In case the Chairman of the Board of Directors of the Company is appointed as special proxy holder, the Chairman (or, as the case may be, another Director, employee or agent of the Company appointed as substitute of the Chairman pursuant to a sub delegation if the Chairman is hindered to participate in the general shareholders' meeting) will in such event vote on the amended proposed resolutions or new proposed resolutions in the*



*manner as will be supported or recommended by the Board of Directors. Please note that the Chairman of the Board of Directors of the Company (or, as the case may be, the substitute of the Chairman) is a director, employee or agent of Biocartis Group NV and therefore has a potential conflict of interest as provided for in Article 547bis, §4 of the Belgian Companies Code.*

This voting letter shall also serve as notification within the meaning of Article 536, §2, par. 3 of the Belgian Companies Code with respect to the annual shareholders' meeting of the Company to be held on Friday 11 May 2018.

Done at ....., on .....2018

Signature.....