



LIMITED LIABILITY COMPANY ("NAAMLOZE VENNOOTSCHAP")
Registered Office: Generaal De Wittelaan 11 bus B, 2800 Mechelen, Belgium
Company Number VAT BE 0505.640.808 RLP Antwerp, division Mechelen

INVITATION

ANNUAL GENERAL MEETING
to be held on Friday 13 May 2016 at 14:00 p.m.

The holders of securities issued by Biocartis Group NV (the "Company") are invited to attend the annual general shareholders' meeting of the Company.

GENERAL INFORMATION

Date, hour and venue: The annual general shareholders' meeting will be held on Friday 13 May 2016 at 14:00 p.m., at the offices of the Company at Generaal De Wittelaan 11 bus B, 2800 Mechelen, or at such other place as will be indicated at that place at that time. There is no quorum requirement for the annual general shareholders' meeting.

Opening of the doors: In order to facilitate the keeping of the attendance list on the day of the annual general shareholders' meeting, the holders of securities issued by the Company and their representatives are invited to register as of 13:30 p.m.

ANNUAL GENERAL MEETING

Agenda and proposed resolutions: The agenda and proposed resolutions of the annual general 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 2015, (b) the report of the Statutory Auditor on the statutory financial statements for the financial year ended on 31 December 2015, and (c) the report of the Statutory Auditor on the consolidated financial statements for the financial year ended on 31 December 2015.

2. Approval of the statutory financial statements

Approval of the statutory financial statements for the financial year ended on 31 December 2015, and of the proposed allocation of the result.

Proposed resolution: The general shareholders' meeting approves the statutory financial statements for the financial year ended on 31 December 2015, as well as the allocation of the result as proposed by the Board of Directors.

3. Consolidated financial statements

Submission of the consolidated financial statements for the financial year ended on 31 December 2015.

4. Discharge from liability of the directors

Proposed resolution: The general 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

Proposed resolution: The general 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

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 2015.

Proposed resolution: The general shareholders' meeting approves the remuneration report included in the annual report of the Board of Directors for the financial year ended on 31 December 2015.

7. Appointment of Hilde Eylenbosch as new independent director

Taking into account the advice of the Remuneration and Nomination Committee, the Board of Directors recommends that Hilde Eylenbosch be appointed as independent director of the Company for a term of 3 years. Hilde Eylenbosch is a Senior Business Executive with over 25 years of experience in marketing, product innovation, cross functional businesses and organisational leadership in the life sciences industry. Over the last 5 years, she held the roles of Chief Commercial Officer at Alere Inc and was President of Alere International reporting to the COO.

Proposed resolution: Hilde Eylenbosch 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 Code on Corporate Governance, for a term of 3 years, up to and including the closing of the annual general 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 information available to the Company and from information provided by Hilde Eylenbosch that she satisfies the applicable requirements with respect to independence. 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 2015, and pursuant to the principles approved by the general shareholders' meeting held on 13 April 2015.

8. Re-appointment of Roald Borré as director

Taking into account the advice of the Remuneration and Nomination Committee, the Board of Directors recommends that Roald Borré be re-appointed as director of the Company for a term of 2 years. 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 2015.

Proposed resolution: Roald Borré is re-appointed as director of the Company for a term of 2 years, up to and including the closing of the annual general 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 2015, and pursuant to the principles approved by the general shareholders' meeting held on 13 April 2015.

9. 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 2015.

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 general shareholders' meeting to be held in 2017 which will have decided upon the financial statements for the financial year ended on 31 December 2016. 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 2015, and pursuant to the principles approved by the general shareholders' meeting held on 13 April 2015.

10. Confirmation of the appointment of Be@dvised BVBA, represented by Renaat Berckmoes, as independent director

On 28 April 2015, Renaat Berckmoes was appointed as an independent director of the Company. On 10 September 2015, Renaat Berckmoes resigned as director, but at his request Be@dvised BVBA, a company controlled by Renaat Berckmoes, was appointed by the Board of Directors of the Company to replace Renaat Berckmoes 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 Be@dvised BVBA, represented by Renaat Berckmoes as permanent representative, be confirmed. For further information as to Renaat Berckmoes, 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 2015.

Proposed resolution: The general shareholders' meeting takes note of the resignation of Renaat Berckmoes as director of the Company on 10 September 2015 and confirms the appointment of Be@dvised BVBA, a private company with limited liability under Belgian law, represented by Renaat Berckmoes 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 general 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 Renaat Berckmoes that each of Be@dvised BVBA and Renaat Berckmoes satisfy the applicable requirements with respect to independence. 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 2015, and pursuant to the principles approved by the general shareholders' meeting held on 13 April 2015.

No quorum: There is no quorum requirement for the deliberation and voting on the respective items referred to in the aforementioned agenda of the annual general shareholders' meeting.

Voting and majority: Subject to applicable legal provisions, each share shall have one vote. In accordance with applicable law, the proposed resolutions referred to in the aforementioned agenda of the annual general shareholders' meeting shall be passed if they are approved by a simple majority of the votes validly cast by the shareholders. Pursuant to Article 537 of the Belgian Companies Code, the holders of warrants have the right to attend the annual general shareholders' meeting, but only with an advisory vote.

PARTICIPATION TO THE MEETING

Introduction: Holders of securities issued by the Company that wish to attend the annual general shareholders' meeting of the Company should take into account the formalities and procedures described below.

Registration date: The registration date for the annual general shareholders' meeting shall be Friday, 29 April 2016, at midnight (12:00 a.m., Central European Summer Time). Only persons owning securities issued by the Company on Friday, 29 April 2016, at midnight (12:00 a.m., Central European Summer Time) shall be entitled to participate and, as the case may be, vote at the annual general shareholders' meeting. Only shareholders are entitled to vote. The holders of warrants issued by the Company can attend the general meeting but only with an advisory vote. Shareholders and warrant holders must satisfy the formalities that are described under "—Participation to the meeting".

Participation to the meeting: In order to be able to participate to the annual general shareholders' meeting, a holder of securities issued by the Company must satisfy two conditions: (a) be registered as holder of securities on the registration date and (b) notify the Company, as described below.

- (a) **Registration:** Firstly, the right for a holder of securities to participate to and, as applicable, to vote at the annual general shareholders' meeting is only granted on the basis of the registration of the securities concerned, on the aforementioned registration date at midnight, via registration, in the applicable register book for the securities concerned (for registered securities) or in the accounts of a certified account holder or relevant settlement institution for the securities concerned (for dematerialised securities or securities in book-entry form).
- (b) **Notification:** Secondly, in order to be admitted to the annual general shareholders' meeting, the holders of securities issued by the Company must notify the Company or KBC Bank whether they want to participate to the meeting, and must do so prior to or at the latest on Saturday, 7 May 2016. The holders of securities that wish to make such notification can make use of the registration notice form that can be obtained at the Company's registered office and on the Company's website. The notice must reach the Company by mail at its registered office (Generaal De Wittelaan 11 bus B, 2800 Mechelen, Belgium, Attention: Sanne Bitter, Legal Counsel) or by e-mail at sbitter@biocartis.com at the latest on the sixth calendar day prior to the annual general shareholders' meeting, *i.e.* on or before Saturday, 7 May 2016 at the latest. The notice to KBC Bank can be made prior to or at the latest on Saturday, 7 May 2016. Holders of securities issued by the Company must however take into account that the counters of KBC Bank can be closed on 5, 6 and 7 May 2016. For the holders of dematerialised securities or securities in book-entry form, the notice should include a certificate confirming the number of securities that have been registered in their name on the registration date. The certificate can be obtained by the holder of the dematerialised securities or securities in book-entry form with a certified account holder or the applicable settlement institution for the securities concerned.

Voting by mail: The shareholders can vote by mail in accordance with Article 35 of the Company's Articles of Association. Votes by mail must be cast by means of the form prepared by the Company. The voting by mail form can be obtained at the Company's registered office and on the Company's website (www.biocartis.com). The voting by mail form must be signed in writing or electronically. The electronic signature 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. Signed voting by mail forms must reach the Company by mail at its registered office (Generaal De Wittelaan 11 bus B, 2800 Mechelen, Belgium, Attention: Sanne Bitter, Legal Counsel) or by e-mail at sbitter@biocartis.com at the latest on the sixth calendar day prior to the annual general shareholders' meeting, *i.e.* on or before Saturday, 7 May 2016 at the latest. A shareholder who wishes to vote by mail must, in any case comply with the formalities to attend the meeting, as explained under "—Participation to the meeting".

Representation by proxy: Holders of securities can attend the meeting and vote, as applicable, through a proxy holder. Proxy forms can be obtained at the Company's registered office and on the Company's website (www.biocartis.com). The proxy must be signed in writing or electronically. The electronic signature must meet the same requirements as the electronic signature for the voting by mail form (see also "—Voting by mail"). Signed proxies must reach the Company by mail at its registered office (Generaal De Wittelaan 11 bus B, 2800 Mechelen, Belgium, Attention: Sanne Bitter, Legal Counsel) or by e-mail at sbitter@biocartis.com at the latest on the sixth calendar day prior to the annual general shareholders' meeting, *i.e.* on or before Saturday, 7 May 2016 at the latest. The appointment of a proxy holder must be made in accordance with the applicable rules of Belgian law, including in relation to conflicts of interest and the keeping of a register. Holders of securities who wish to be represented by proxy must in any case comply with the formalities to attend the meeting, as explained under "—Participation to the meeting".

Amendments to the agenda and additional proposed resolutions: Shareholders who alone or together with other shareholders hold at least 3% of the share capital of the Company have the right to put additional items on the agenda of the annual general shareholders' meeting and to table draft resolutions in relation to items that have been or are to be included in the agenda. Shareholders wishing to exercise this right must prove on the date of their request that they own at least 3% of the outstanding shares. The ownership must be based, for dematerialised shares, on 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 the name of the relevant shareholders and, for registered shares, on a certificate of registration of the relevant shares in the share register book of the Company. In addition, the shareholder concerned must, in any case, comply with the formalities to attend the meeting, as explained under "—Participation to the meeting", with at least 3% of the outstanding shares. A request to put additional items on the agenda and/or to table draft

resolutions must be submitted in writing, and must contain, in the event of an additional agenda item, the text of the agenda item concerned and, in the event of a draft resolution, the text of the draft resolution. The request must also mention the mail or e-mail address to which the Company will send the confirmation of receipt of the request. The request must reach the Company by mail at its registered office (Generaal De Wittelaan 11 bus B, 2800 Mechelen, Belgium, Attention: Sanne Bitter, Legal Counsel) or by e-mail at sbitter@biocartis.com at the latest on the twenty-second calendar day prior to the annual general shareholders' meeting, *i.e.* on or before Thursday, 21 April 2016 at the latest. In case of amendments to the agenda and proposed additional resolutions as aforementioned, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions no later than on the fifteenth calendar day prior to the annual general shareholders' meeting, *i.e.* on or before Thursday, 28 April 2016 at the latest. In addition, the Company shall make amended forms available for votes by mail and representation by proxy. Proxies and votes by mail that reach the Company prior to the publication of an amended agenda remain valid for the agenda items to which the proxies and votes by mail apply, subject, however, to applicable law and the further clarifications set out on the proxy form and voting by mail form.

Question right: Every shareholder has the right to ask questions to the directors and Statutory Auditor of the Company related to items on the agenda of a general shareholders' meeting. Questions can be asked during the meeting or can be submitted in writing prior to the meeting. Written questions must reach the Company by mail at its registered office (Generaal De Wittelaan 11 bus B, 2800 Mechelen, Belgium, Attention: Sanne Bitter, Legal Counsel) or by e-mail at sbitter@biocartis.com at the latest on the sixth calendar day prior to the annual general shareholders' meeting, *i.e.* on or before Saturday, 7 May 2016 at the latest. Written and oral questions will be answered during the meeting in accordance with applicable law. In addition, in order for written questions to be considered, the shareholders who submit the written questions concerned must comply with the formalities to attend the meeting, as explained under "—Participation to the meeting".

Access to the meeting room: The natural persons who attend the annual general shareholders' meeting in their capacity as owner of securities, holder of proxies or representative of a legal entity must be able to provide evidence of their identity in order to be granted access to the meeting room. In addition, the representatives of legal entities must hand over the documents establishing their capacity as corporate representative or attorney-in-fact.

AVAILABLE INFORMATION

The following documentation is available on the Company's website (<https://investors.biocartis.com/en>): the notice convening the annual general shareholders' meeting, the agenda and proposed resolutions or, if no resolutions are proposed, a commentary by the Board of Directors, updates of the agenda and proposed resolutions, in case of amendments to the agenda and proposed resolutions, the documents to be submitted to the annual general shareholders' meeting as referred to in the agenda of the meeting, the registration notice, the voting by mail form, and the proxy form. Prior to the annual general shareholders' meeting, holders of securities of the Company can also obtain at the registered office of the Company (Generaal De Wittelaan 11 bus B, 2800 Mechelen, Belgium), free of cost, a copy of this documentation. The aforementioned website also mentions the total number of outstanding shares and voting rights of the Company.

On behalf of the Board of Directors

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