



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

OUTSTANDING SHARES AND VOTING RIGHTS

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

This overview has been prepared by Biocartis Group NV (the "Company") in accordance with article 533bis, §2, b) of the Belgian Companies Code.

On 12 April 2016, the Company has 40,589,188 outstanding ordinary shares. Each share gives the right to one vote.

Furthermore, on 12 April 2016, 5,366,935 shares (each share entailing one voting right) can still be issued, of which:

- 859,172 shares can be issued upon the exercise of 859,172 outstanding stock options (each stock option having the form of a warrant) that are still outstanding under the "2013 Plan" for employees, consultants and management members, entitling the holders thereof to acquire one new share per option;
- 262,934 shares can be issued upon the exercise of 262,934 outstanding stock options (each stock option having the form of a warrant) that are still outstanding under the "2015 Plan" for employees, consultants, management members and directors, entitling the holders thereof to acquire one new share per option;
- 67,000 shares can be issued upon the exercise of 67,000 warrants, called "WHC Warrants", granted to Whitemarsh Capital LLC, a commercial partner of Biocartis, whereby each warrant is exercisable into one share;
- 4,177,829 shares can be issued pursuant to a conversion option agreement entered into between Koninklijke Philips N.V. ("Philips") and the Company¹.

¹ The conversion option agreement allows Philips to convert certain royalty and other payments due to it up to a maximum of 10% of the then outstanding capital of the Company on a fully diluted post-money basis, but only if the Company has not yet made a lump sum payment in lieu of such royalty and other payments, and the conversion can only be exercised by Philips upon the acceptance of the exercise by the Company at its sole discretion. The number of 4,177,829 shares that can still be issued assumes that all outstanding warrants (entailing the issue of up to 1,189,106 new shares) have been exercised, it being understood that the actual number of shares issuable depends on a number of factors.