



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

**PROXY**

**ANNUAL GENERAL MEETING**

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

*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 general 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 general shareholders' meeting, i.e. on or before Saturday, 7 May 2016 at the latest. Proxies sent to the Company must be sent by mail to:**

Biocartis Group NV  
Attention: Sanne Bitter  
Legal Counsel  
Generaal De Wittelaan 11 bus B  
2800 Mechelen  
Belgium

**or by e-mail to:**

[sbitter@biocartis.com](mailto:sbitter@biocartis.com)

**Holders of shares of the Company who wish to be represented by proxy must also register for the annual general shareholders' meeting, as described in the notice convening the annual general shareholders' meeting. Holders of dematerialised shares or shares in book-entry form 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, 29 April 2016, at midnight (12:00 a.m. Central European Summer Time)) with which they want to participate to the annual general 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 general shareholders' meeting, i.e. on or before Thursday, 28 April 2016 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 the limited liability company, Biocartis Group, with its registered office at Generaal De Wittelaan 11 bus B, 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>Dematerialised</b>	

hereby appoints as his/her 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.

<sup>2</sup> The Chairman of the Board of Directors of the Company is a Director of Biocartis Group NV and therefore has a potential conflict of interest as provided for in Article 547bis, §4 of the Belgian Companies Code. He 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, he 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 general shareholders' meeting that 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, Belgium, or at such other place indicated at that place at that time.

## 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.

*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 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.

*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 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.

*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 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.

*Voting instruction:*

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

*Voting instruction:*

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

*Voting instruction:*

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

*Voting instruction:*

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

*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 general 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, he 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 .....2016

Signature.....