



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

## EXPLANATORY NOTE

**ANNUAL SHAREHOLDERS' MEETING**  
to be held on Friday 10 May 2019 at 2:00 p.m. CEST

### Introduction

This explanatory note has been prepared on behalf of the Board of Directors of Biocartis Group NV (the "Company") in connection with the various items on the agenda of the annual shareholders' meeting of the Company, to be held on Friday 10 May 2019. Pursuant to Article 533bis, §2, d) of the Belgian Companies Code, this note contains for each of the items on the agenda of the aforementioned annual shareholders' meeting a proposed resolution or, if the item does not require a resolution, a commentary on behalf of the Board of Directors.

For further information on date, hour and venue of the annual shareholders' meeting, the manner in which the holders of securities issued by the Company can participate in the meeting and background documentation regarding the meeting, reference can be made to the notice convening the annual shareholders' meeting.

## 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

*Explanation:* This agenda item relates to the 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 2018, (b) the report of the statutory auditor on the statutory financial statements for the financial year ended on 31 December 2018, and (c) the report of the statutory auditor on the consolidated financial statements for the financial year ended on 31 December 2018. Copies of these documents are available on the Company's website and at the Company's registered office, as indicated in the notice convening the annual shareholders' meeting.

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 2018, (b) the report of the statutory auditor on the statutory financial statements for the financial year ended on 31 December 2018, and (c) the report of the statutory auditor on the consolidated financial statements for the financial year ended on 31 December 2018.

## 2. Approval of the statutory financial statements

*Explanation:* This agenda item relates to the approval of the statutory financial statements for the financial year ended on 31 December 2018, and of the proposed allocation of the result. Pursuant to the Belgian Companies Code, the annual shareholders' meeting must decide on the approval of the statutory financial statements and the proposed allocation of the Company's profit or loss. A copy of this document is available on the Company's website and at the Company's registered office, as indicated in the notice convening the annual shareholders' meeting.

Approval of the statutory financial statements for the financial year ended on 31 December 2018, 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 2018, as well as the allocation of the result as proposed by the Board of Directors.

## 3. Consolidated financial statements

*Explanation:* This agenda item relates to the submission of, and discussion on, the consolidated financial statements for the financial year ended on 31 December 2018. A copy of this document is available on the Company's website and at the Company's registered office, as indicated in the notice convening the annual shareholders' meeting.

Submission of the consolidated financial statements for the financial year ended on 31 December 2018.

## 4. Discharge from liability of the directors

*Explanation:* This agenda item relates to the release from liability of the directors for the performance of their mandate during 2018. Pursuant to the Belgian Companies Code, the annual shareholders' meeting must each year, after the approval of the statutory financial statements, decide separately on the release from liability of the directors. For an overview of the directors who were in office in 2018, reference can be made to the corporate governance statement included in the annual report of the Board of Directors that is referred to in item 1 of the agenda of the annual shareholders' meeting.

*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 2018, for the performance of their mandate during that financial year.

## 5. Discharge from liability of the statutory auditor

*Explanation:* This agenda item relates to the release from liability of the statutory auditor for the performance of its mandate during 2018. Pursuant to the Belgian Companies Code, the annual shareholders' meeting must each year, after the approval of the statutory financial statements, decide on the release 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 2018.

## 6. Remuneration report

*Explanation:* This agenda item relates to the submission of, discussion on and approval of the remuneration report prepared by the Remuneration and Nomination Committee. Pursuant to the Belgian Companies Code, the annual shareholders' meeting must decide separately on the approval of the remuneration report. The remuneration report is included in the annual report of the Board of Directors that is referred to in item 1 of the agenda of the annual shareholders' meeting.

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 2018.

*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 2018.

## 7. Re-appointment of Roald Borré as director

*Explanation:* The mandate of the following directors will expire with effect as from the closing of the annual shareholders' meeting of 10 May 2019:

- Hilde Windels BVBA, represented by Hilde Windels as permanent representative;
- Roald Borré; and
- Peter Piot.

This agenda item relates to the proposed re-appointment of Roald Borré for a term of one year, 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. 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 2018, and pursuant to the principles approved by the annual shareholders' meeting held on 11 May 2018.

Hilde Windels BVBA, represented by Hilde Windels as permanent representative, and Peter Piot have informed the Company that they do not wish to be proposed for re-appointment as director of the Company in order to allow the Company to attract new directors with profiles that can further support in all relevant material aspects the success of Biocartis as a commercial-stage innovative molecular diagnostics company focusing on oncology.

Subject to the annual shareholders' meeting re-appointing the director proposed by the Board of Directors in this agenda item 7 and confirming the appointment of Scientia II LLC, represented by Harry Glorikian as permanent representative (agenda item 8), and taking into account the aforementioned expiration of the mandates of Hilde Windels BVBA, represented by Hilde Windels as permanent representative, and Peter Piot, the Board will be composed as follows as from the closing of the annual shareholders' meeting of 10 May 2019:

- CRBA Management BVBA, represented by Christian Reinaudo as permanent representative (independent director);
- Herman Verrelst (executive director);
- Ann-Christine Sundell (independent director);
- Scientia II LLC, represented by Harry Glorikian as permanent representative (independent director);
- CLSCO BVBA, represented by Leo Steenbergen as permanent representative (independent director);
- Luc Gijsens BVBA, represented by Luc Gijsens as permanent representative (independent director); and
- Roald Borré (non-executive 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 one year. For further information regarding this 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 2018.

*Proposed resolution:* 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 2020 which will have decided upon the financial statements for the financial year ended on 31 December 2019. 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 2018, and pursuant to the principles approved by the annual shareholders' meeting

held on 11 May 2018.

**8. Confirmation of the appointment of Scientia II, LLC, represented by Harry Glorikian, as independent director**

*Explanation:* This agenda item relates to the confirmation of the appointment of an independent director. More information on board composition can be found in the explanation regarding agenda item 7 above.

On 11 May 2018, Harry Glorikian was appointed as independent director of the Company. On 21 June 2018, Harry Glorikian resigned as director, but at his request Scientia II, LLC, a company controlled by Harry Glorikian, was appointed by the Board of Directors of the Company to replace Harry Glorikian 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 Scientia II, LLC, represented by Harry Glorikian as permanent representative, be confirmed. It appears from information available to the Company and from information provided by Harry Glorikian that each of Scientia II, LLC and Harry Glorikian satisfy the applicable requirements with respect to independence. For further information as to Harry Glorikian, 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 2018.

*Proposed resolution:* The annual shareholders' meeting takes note of the resignation of Harry Glorikian as director of the Company on 21 June 2018 and confirms the appointment of Scientia II, LLC, a limited liability company, represented by Harry Glorikian 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 the remainder of the term of Harry Glorikian, being a term 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. 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 2018, and pursuant to the principles approved by the annual shareholders' meeting held on 11 May 2018.

**9. Application of Article 556 of the Belgian Companies Code**

*Explanation:* This agenda item relates to the proposed approval, in accordance with Article 556 of the Belgian Companies Code, of certain provisions of the warrant plan 2018 of the Company.

*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 terms and conditions of the warrant plan named "Warrant Plan 2018" that was created by the Board of Directors on 10 September 2018 pursuant to the authorized capital, which grant 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, including without limitation, the accelerated vesting mechanism in the event a public takeover bid is made on the Company's securities. The annual shareholders' meeting further grants a special power of attorney to each director of the Company, as well as to Mr. Ewoud Welten and Mr. Tim Vandorpe, each acting individually and with the power of substitution, to perform the formalities required by Article 556 of the Belgian Companies Code with respect to this resolution.

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On behalf of the Board of Directors