



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

**MINUTES OF
THE ANNUAL SHAREHOLDERS' MEETING
HELD ON 11 MAY 2018**

On 11 May 2018, the annual shareholders' meeting of Biocartis Group NV (the "**Company**") is held at the offices of the Company at Generaal de Wittelaan 11B, 2800 Mechelen.

OPENING OF THE MEETING

The shareholders' meeting is called to order at 2:00 p.m. by the Chairman of the meeting, Mr. Rudi Mariën, permanent representative of Gengest BVBA, Chairman of the Board of Directors of the Company.

The Chairman notes that, in accordance with applicable law, Dutch is the applicable working language for the meeting. The Chairman invites the persons who are not able to express themselves in Dutch to express themselves in French or English.

COMPOSITION OF THE BUREAU

In accordance with the Company's articles of association, the Chairman of the meeting designates Mr. Tim Vandorpe as secretary of the meeting.

Upon the proposal of the Chairman, the meeting appoints the following person as teller: Mr. Samuel Pasternak. In view of the limited amount of people present at the meeting, only one teller is appointed.

The Chairman of the meeting, the secretary and the teller together constitute the bureau of the annual shareholders' meeting.

In addition, the following directors of the Company are present: Messrs. Herman Verrelst and Roald Borré.

DECLARATIONS BY THE CHAIRMAN

The Chairman makes the following declarations with respect to the convening and composition of the meeting.

Agenda

The meeting was convened with the following agenda and proposed resolutions:

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.

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.

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.

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.

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 resolutions:

- (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.
- (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.
- (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.

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 Steenbergen 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 resolutions:

- (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.
- (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.
- (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.
- (iv) CLSCO BVBA, a private company with limited liability under Belgian law, represented by Leo Steenbergen 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 Steenbergen that each of CLSCO BVBA and Leo Steenbergen satisfy the applicable requirements with respect to independence.
- (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.

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.

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.

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.

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.

Notices Convening the Meeting

The notices convening this annual shareholders' meeting, containing amongst others the agenda and the proposed resolutions and other information, provided for in the Belgian Companies Code, have been published in:

- the Belgian Official Gazette on 10 April 2018
- De Standaard on 10 April 2018

Copies of the publications are submitted to the bureau and initialed by the members of the bureau. These will be kept in the files of the Company together with the minutes of this meeting.

The notices convening the annual shareholders' meeting have also been sent by letter at least thirty (30) calendar days before the date of the meeting to the directors of the Company, the statutory auditor of the Company, and the holders of registered shares that have been issued by the Company, save for the directors of the Company and the holders of registered shares that have been issued by the Company who have agreed individually, explicitly and in writing to receive the convening notice by way of e-mail, to whom the convening notice was sent at least thirty (30) calendar days before the date of the meeting by way of e-mail.

Proof of the convening notice is being submitted to the bureau and initialed by the bureau. The proof will be safeguarded in the Company's files together with the minutes of this meeting.

In addition, as from 10 April 2018, the following documentation has been made available to the public and the holders of securities issued by the Company on the Company's website (www.biocartis.com) as well as at the Company's registered office:

- the convening notice;
- an overview with the total number of outstanding shares and voting rights;
- an attendance form for holders of securities issued by the Company;
- a proxy form to allow holders of shares issued by the Company to be represented at the shareholders' meeting by a proxy-holder;
- a form for voting by mail;
- an explanatory note on the items and proposed resolutions on the agenda; and
- the documents to be submitted to the shareholders' meeting as referred to in the agenda.

The proof will be kept in the files of the Company together with the minutes of this meeting. The Company has not received any requests, in accordance with the Belgian Companies Code, from shareholders who alone or together with other shareholders hold at least 3% of the share capital to put additional items on the agenda of this annual shareholders' meeting and/or to table draft resolutions in relation to items that have been or were to be included in the agenda.

Attendance List

The registration date of the annual shareholders' meeting was Friday, 27 April 2018, at midnight (12.00 a.m., Central European Summer Time). In accordance with the applicable legislation, only persons owning securities issued by the Company on the aforementioned registration date shall be entitled to participate and, as the case may be, vote at the annual shareholders' meeting.

An attendance list has been prepared indicating (i) the identity of the shareholders who participate in the meeting, (ii) the domicile or registered office of such shareholders, (iii) if applicable, the identity of the proxy-holders of such shareholders, and (iv) the number of shares with which such shareholders are participating in the voting. The attendance list also indicates the directors who are present at the meeting and whether or not the statutory auditor is present. The attendance list has been signed by the shareholders and the directors, or their proxy-holders.

In addition, a register has been prepared in which for each shareholder having notified its intention to participate to the shareholders' meeting the following information was included: (i) its name and address or registered office, (ii) the number of shares that it owned on the registration date, and (iii) a description of the documents which indicate that it owned the shares on the registration date.

A separate list has been prepared for the shareholders that have validly submitted their votes by mail in accordance with the Belgian Companies Code and the articles of association of the Company, and as set out in the notice convening the annual shareholders' meeting.

The attendance list, the register and the list of the shareholders who have voted by mail are submitted to the bureau, and are subsequently closed, initialed and signed by the members of the bureau. The attendance list, the register, the list of shareholders who have validly voted by mail as well as the votes by mail that have been validly filed with the Company, will be kept in the files of the Company together with the minutes of this meeting.

All holders of securities issued by the Company who are present or represented at the meeting, included in the register and in the aforementioned lists, have complied with the formalities in order to be admitted to the annual shareholders' meeting in accordance with the Company's articles of association and the Belgian Companies Code and as set out in the convening notice.

The certificates which have been filed with respect to dematerialized shares, the letters submitted with respect to registered shares (as the case may be), and the votes by mail and the proxies that have been submitted by the shareholders, will be kept in the files of the Company together with the minutes of this meeting.

Attendance

The Company's share capital amounts to EUR 513,250.88, and is represented by 51,325,088 shares, without nominal value, each representing the same fraction of the Company's share capital. Based on the aforementioned attendance list and the verification of the admission to the annual shareholders' meeting, it appears that 26,276,862 shares in total or 51.20% of the outstanding and existing shares, are present or represented at the meeting.

Voting Rights

In accordance with Article 545 of the Belgian Companies Code, no person can participate in the voting at the shareholders' meeting of the Company for more voting rights than those attached to the securities with respect to which such person has filed a notification in accordance with Article 514 of the Belgian Companies Code and Article 8 of the Company's articles of association at least 20 days prior to the date of the shareholders' meeting. Pursuant to Article 8 of the articles of association of the Company, the relevant thresholds for a notification are 3%, 5%, 10%, 15%, 20% or any further multiple of 5% of the outstanding voting rights. For all of the shareholders present or represented or voting by mail, it is determined that they can participate with all of the shares that they have submitted.

Quorum and Voting

According to the Belgian Companies Code, there is no quorum requirement for the deliberation and voting on the respective items referred to in the aforementioned agenda of the annual shareholders' meeting.

Each of the proposed resolutions under the respective items included in the aforementioned agenda shall be passed if it is approved by a simple majority of the votes validly cast.

Each share is entitled to one vote.

Third Parties Admitted to the Meeting

Apart from the holders of securities who are admitted to the meeting, a number of persons attend the meeting, such as certain members of the staff of the Company. The aforementioned persons have signed an attendance list regarding persons who are not a shareholder or who are a shareholder but have not complied with the formalities to be admitted to the meeting.

VERIFICATION OF THE CONVENING AND COMPOSITION OF THE MEETING

The aforementioned statements by the Chairman are verified and approved by all members of the annual shareholders' meeting. Subsequently, the annual shareholders' meeting determines and confirms that it has been validly convened and is validly constituted, and that it is authorized to deliberate and vote on the items on the agenda of the meeting.

DELIBERATIONS AND VOTING

Upon proposal by the Chairman, the meeting begins with the deliberation on the items on the agenda.

Submission of Documentation

The Chairman of the meeting submits to the meeting the following documentation that has been mentioned in the first items on the agenda of the meeting:

- 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
- the report of the statutory auditor on the statutory financial statements for the financial year ended on 31 December 2017
- the report of the statutory auditor on the consolidated financial statements for the financial year ended on 31 December 2017
- the statutory financial statements of the Company for the financial year ended on 31 December 2017
- the remuneration report

The Chairman states that these documents have been made available to the directors, the statutory auditor and the holders of securities issued by the Company in accordance with the Company's articles of association and the Belgian Companies Code. The Chairman also states that these documents have been made available to the holders of securities issued by the Company and the public on the Company's website. The documents concerned will be kept in the files of the Company together with the minutes of this meeting.

The meeting takes note of the fact that this documentation has been submitted. The meeting releases the Chairman from reading the documentation that has been submitted.

The meeting takes note of the presentation by the CEO and the CFO of the Company in connection with the activities and the financial result of the Company over 2017. The presentation of the CEO and the CFO will be kept in the files of the Company, together with the minutes of this meeting.

The Chairman proceeds to give a brief explanation on the remuneration report, approval of which must be submitted to the shareholders' meeting.

Questions

After the aforementioned presentation and explanation, the meeting is given the opportunity to ask questions with respect to the documents that have been submitted to this annual shareholders' meeting and with respect to the items on the agenda of this annual shareholders' meeting. In response to the questions that are asked by the holders of shares issued by the Company with respect to the various items on the agenda of this annual shareholders' meeting and the documents that are submitted to this annual shareholders' meeting, additional explanation is given by the Chairman of the meeting and by the CEO and CFO of the Company.

Deliberations and Voting

Subsequently, upon proposal of the Chairman, the meeting proceeds with the deliberation and voting with respect to the respective items on the agenda.

The items on the agenda are separately deliberated upon.

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.

This agenda item requires no further resolution.

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.

After deliberation, the following resolution is passed with a majority of 100%:

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.

This resolution is passed as follows:

-	votes approving:	25,126,915
-	votes disapproving:	0
-	abstentions:	1,149,947

26,276,862 valid votes have been registered for 26,276,862 shares, which represents 51.20% of the share capital.

3. Consolidated financial statements

Submission of the consolidated financial statements for the financial year ended on 31 December 2017.

This agenda item requires no further resolution.

4. Discharge from liability of the directors

Upon proposal of the Chairman, the meeting decides to vote collectively for all of the directors concerned with respect to this agenda item.

After deliberation, the following resolution is passed with a majority of 99.93%:

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.

This resolution is passed as follows:

-	votes approving:	24,882,773
-	votes disapproving:	18,000

- abstentions: 1,376,089

26,276,862 valid votes have been registered for 26,276,862 shares, which represents 51.20% of the share capital.

5. Discharge from liability of the statutory auditor

After deliberation, the following resolution is passed with a majority of 99.93%:

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.

This resolution is passed as follows:

- votes approving: 24,882,773
- votes disapproving: 18,000
- abstentions: 1,376,089

26,276,862 valid votes have been registered for 26,276,862 shares, which represents 51.20% of the share capital.

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.

After deliberation, the following resolution is passed with a majority of 80.30%:

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.

This resolution is passed as follows:

- votes approving: 20,177,200
- votes disapproving: 4,949,715
- abstentions: 1,149,947

26,276,862 valid votes have been registered for 26,276,862 shares, which represents 51.20% of the share capital.

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.

(i) After deliberation, the following resolution is passed with a majority of 99.56%:

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.

This resolution is passed as follows:

-	votes approving:	26,161,889
-	votes disapproving:	114,973
-	abstentions:	0

26,276,862 valid votes have been registered for 26,276,862 shares, which represents 51.20% of the share capital.

(ii) After deliberation, the following resolution is passed with a majority of 97.89%:

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.

This resolution is passed as follows:

-	votes approving:	25.722.515
-	votes disapproving:	554.347
-	abstentions:	0

26,276,862 valid votes have been registered for 26,276,862 shares, which represents 51.20% of the share capital.

(iii) After deliberation, the following resolution is passed with a majority of 99.97%:

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.

This resolution is passed as follows:

-	votes approving:	25,119,514
-	votes disapproving:	7,401
-	abstentions:	1,149,947

26,276,862 valid votes have been registered for 26,276,862 shares, which represents 51.20% of the share capital.

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 Steenbergem 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.

(i) After deliberation, the following resolution is passed with a majority of 100%:

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.

This resolution is passed as follows:

-	votes approving:	26.276.723
-	votes disapproving:	139
-	abstentions:	0

26,276,862 valid votes have been registered for 26,276,862 shares, which represents 51.20% of the share capital.

(ii) After deliberation, the following resolution is passed with a majority of 100%:

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.

This resolution is passed as follows:

-	votes approving:	26,276,862
-	votes disapproving:	0
-	abstentions:	0

26,276,862 valid votes have been registered for 26,276,862 shares, which represents 51.20% of the share capital.

(iii) After deliberation, the following resolution is passed with a majority of 100%:

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.

This resolution is passed as follows:

-	votes approving:	26,276,862
-	votes disapproving:	0
-	abstentions:	0

26,276,862 valid votes have been registered for 26,276,862 shares, which represents 51.20% of the share capital.

(iv) After deliberation, the following resolution is passed with a majority of 89.38%:

CLSCO BVBA, a private company with limited liability under Belgian law, represented by Leo Steenbergen 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 Steenbergen that each of CLSCO BVBA and Leo Steenbergen satisfy the applicable requirements with respect to independence.

This resolution is passed as follows:

- votes approving: 23,486,107
- votes disapproving: 2,790,755
- abstentions: 0

26,276,862 valid votes have been registered for 26,276,862 shares, which represents 51.20% of the share capital.

(v) After deliberation, the following resolution is passed with a majority of 89.38%:

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.

This resolution is passed as follows:

- votes approving: 23,486,107
- votes disapproving: 2,790,755
- abstentions: 0

26,276,862 valid votes have been registered for 26,276,862 shares, which represents 51.20% of the share capital.

Taking into account the fact that (i) Hilde Windels BVBA, permanently represented by Hilde Windels, Roald Borré and Peter Piot have been reappointed as director by this shareholders' meeting, and (ii) CRBA Management BVBA, permanently represented by Christian Reinaldo, Ann-Christine Sundell, Harry Glorikian, CLSCO BVBA, permanently represented by Leo Steenbergen, and Luc Gijsens BVBA, permanently represented by Luc Gijsens, have been appointed as director by this shareholders' meeting, the Board of Directors of the Company at the closing of the shareholders' meeting shall be composed as follows:

- CRBA Management BVBA, permanently represented by Christian Reinaldo, appointed for a term up to and including the annual shareholders' meeting to be held in 2021
- Herman Verrelst, appointed for a term up to and including the annual shareholders' meeting to be held in 2021
- Ann-Christine Sundell, appointed for a term up to and including the annual shareholders' meeting to be held in 2020

- Harry Glorikian, appointed for a term up to and including the annual shareholders' meeting to be held in 2020
- CLSCO BVBA, permanently represented by Leo Steenbergen, appointed for a term up to and including the annual shareholders' meeting to be held in 2020
- Luc Gijssens BVBA, permanently represented by Luc Gijssens, appointed for a term up to and including the annual shareholders' meeting to be held in 2020
- Hilde Windels BVBA, permanently represented by Hilde Windels, appointed for a term up to and including the annual shareholders' meeting to be held in 2019
- Peter Piot, appointed for a term up to and including the annual shareholders' meeting to be held in 2019
- Roald Borré, appointed for a term up to and including the annual shareholders' meeting to be held in 2019

9. Remuneration of directors

After deliberation, the following resolution is passed with a majority of 100%:

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.

This resolution is passed as follows:

- votes approving:	20,877,208
- votes disapproving:	0
- abstentions:	5,399,654

26,276,862 valid votes have been registered for 26,276,862 shares, which represents 51.20% of the share capital.

10. Warrants for members of the Board of Directors and executive management

After deliberation, the following resolution is passed with a majority of 75.48%:

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.

This resolution is passed as follows:

-	votes approving:	15,757,840
-	votes disapproving:	5,119,368
-	abstentions:	5,399,654

26,276,862 valid votes have been registered for 26,276,862 shares, which represents 51.20% of the share capital.

11. Re-appointment of statutory auditor and determination of statutory auditor's remuneration

After deliberation, the following resolution is passed with a majority of 100%:

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.

This resolution is passed as follows:

-	votes approving:	26,276,862
-	votes disapproving:	0
-	abstentions:	0

26,276,862 valid votes have been registered for 26,276,862 shares, which represents 51.20% of the share capital.

12 Application of Article 556 of the Belgian Companies Code

After deliberation, the following resolution is passed with a majority of 99.93%:

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.

This resolution is passed as follows:

-	votes approving:	25,108,915
-	votes disapproving:	18,000
-	abstentions:	1,149,947

26,276,862 valid votes have been registered for 26,276,862 shares, which represents 51.20% of the share capital.

* * *

There being no further business and since no further items were raised, the meeting is adjourned by the Chairman at 3.45 p.m.

These minutes are signed in three original copies by the Chairman of the meeting, the other members of the bureau and the shareholders or their proxy-holders that have requested this.

Signed by:

/signed/ Gengest BVBA,
represented by Mr. Rudi Mariën
Chairman

/signed/ Mr. Tim Vandorpe
Secretary

/signed/ Mr. Samuel Pasternak
Teller

Annexes

The documentation set out below has been submitted to the bureau of the annual shareholders' meeting, and has been initialed and/or signed by the members of the bureau (where applicable), and will be kept in the files of the Company together with a copy of the minutes of the meeting.

- (A) Proof of the publication of the convening notice in a nation-wide newspaper and the Belgian Official Gazette
- (B) Attendance list
- (C) Register
- (D) List of shareholders voting by mail
- (E) Compliance with the formalities by the participants to the meeting
 - Certificates that have been submitted with respect to dematerialized shares
 - Letters that have been submitted with respect to registered shares
 - Votes by mail
 - Proxies
- (F) 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 (including the remuneration report)
- (G) The report of the statutory auditor on the statutory financial statements for the financial year ended on 31 December 2017
- (H) The report of the statutory auditor on the consolidated financial statements for the financial year ended on 31 December 2017
- (I) The statutory financial statements of the Company for the financial year ended on 31 December 2017
- (J) An explanatory note on the items and proposed resolutions on the agenda