



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

PROXY

EXTRAORDINARY SHAREHOLDERS' MEETING

to be held on Monday 11 September 2017 at 10:00 a.m. CEST

*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 extraordinary 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 a qualified electronic signature in the sense of Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC, 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 extraordinary shareholders' meeting, i.e. on or before Tuesday 5 September 2017 at the latest. Proxies sent to the Company must be sent by mail to:

Biocartis Group NV
Attention: Tim Vandorpe
Corporate Counsel
Generaal de Wittelaan 11B
2800 Mechelen
Belgium

or by e-mail to:

legal@biocartis.com

Holders of shares of the Company who wish to be represented by proxy must also register for the extraordinary shareholders' meeting, as described in the notice convening the extraordinary shareholders' meeting. Holders of dematerialized shares 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. Monday 28 August 2017, at midnight (12:00 a.m. Central European Summer Time)) with which they want to participate to the

extraordinary 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 extraordinary shareholders' meeting, i.e. on or before Sunday 27 August 2017 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 Biocartis Group NV, with registered office at Generaal de Wittelaan 11B, 2800 Mechelen, Belgium:

Number of shares
Form of the above mentioned shares <i>(please tick the appropriate box):</i>	
<input type="checkbox"/> Registered	
<input type="checkbox"/> Dematerialized	

hereby appoints as his/her/its special proxy holder, with power of substitution:

Mr./Mrs.....¹

The Chairman of the Board of Directors of the Company²

¹ 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 in accordance with the provisions of note 2 below.

² The Chairman of the Board of Directors of the Company has the power to appoint another Director, employee or staff member of the Company as substitute pursuant to a sub delegation if the Chairman is hindered to participate in the general shareholders' meeting. The Chairman of the Board of Directors or, as the case may be, the substitute of the Chairman, is a Director, employee or agent of Biocartis Group NV and therefore has a potential conflict of interest as provided for in Article 547bis, §4 of the Belgian Companies Code. The Chairman or the substitute of the Chairman 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, the Chairman or the substitute of the Chairman will vote for the proposed resolutions supported by the Board of Directors.

who agrees to be so appointed, and whom the Undersigned authorises as follows:

I. The special proxy holder has the power to represent the Undersigned at the extraordinary shareholders' meeting that will be held on Monday 11 September 2017 at 10:00 a.m. CEST, at the offices of the Company at Generaal de Wittelaan 11B, 2800 Mechelen, Belgium, or at such other place as will be indicated at that place at that time, including the power to consider the agenda set forth below and, in the name and on behalf of the Undersigned, to take part in all deliberations and to vote, as well as to sign any minutes, attendance lists and other items, and in general to do all that the proxyholder deems necessary and/or useful for the exercise of this proxy.

EXTRAORDINARY SHAREHOLDERS' MEETING

Agenda and proposed resolutions: The agenda and proposed resolutions of the extraordinary 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. Appointment of Herman Verrelst as director of the Company

Taking into account the advice of the Remuneration and Nomination Committee, the Board of Directors recommends that Herman Verrelst, Chief Executive Officer of the Company, be appointed as director of the Company for a term 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. Herman Verrelst was appointed as Chief Executive Officer of the Company effective as of August 2017. Herman Verrelst is a seasoned executive and serial entrepreneur with a proven international commercial track-record in molecular diagnostics. Prior to joining Biocartis, Herman Verrelst held the position of vice president and general manager of the genomics and clinical applications division of Agilent Technologies, a global leader in life sciences, diagnostics and applied chemical markets. Herman Verrelst joined Agilent following Agilent's acquisition of Cartagenia, a spin-off of Katholieke Universiteit Leuven (Belgium) focused on software solutions for clinical genetics and molecular oncology, of which Herman Verrelst was CEO and founder. Prior to that, Herman Verrelst was CEO of Medicim as well as founder and CEO of DATA4s.

Proposed resolution: Herman Verrelst is appointed as director of the Company for a term 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. While Herman Verrelst's mandate as Chief Executive Officer shall be remunerated, his mandate as director shall not be remunerated.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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2. Reports – Warrant Plan 2017

Submission of, and discussion on:

- (a) the special report of the Board of Directors prepared in accordance with Articles 583, 596 and 598 of the Belgian Companies Code in connection with the proposed issuance of 1,340,000 warrants in the framework of a warrant plan, called the "Warrant Plan 2017", and the proposal to disapply, in the interest of the Company, the preferential subscription right of the Company's shareholders for the benefit of the beneficiary under the Warrant Plan 2017, i.e. the Chief Executive Officer of the Company, Herman Verrelst; and
- (b) the special report of the statutory auditor prepared in accordance with Articles 596 and 598 of the Belgian Companies Code in connection with the proposed issuance of 1,340,000 warrants in the framework of the Warrant Plan 2017 and the proposal to disapply, in the interest of the Company, the preferential subscription right of the Company's shareholders for the benefit of the beneficiary under the Warrant Plan 2017, i.e. the Chief Executive Officer of the Company, Herman Verrelst.

3. Approval of a new warrant plan for the Chief Executive Officer of the Company

Proposed resolution: The extraordinary shareholders' meeting resolves to approve the issuance of 1,340,000 warrants in the framework of the Warrant Plan 2017 for the benefit of the Chief Executive Officer of the Company, Herman Verrelst, as further described and referred to in the special report of the Board of Directors referred to above. In view thereof, the extraordinary shareholders' meeting resolves as follows:

- (a) Terms and conditions of the warrants: The terms and conditions of the warrants (each a "Warrant") (including but not limited to the exercise price of the Warrants) shall be as set out in the Warrant Plan 2017 annexed to the special report of the Board of Directors referred to above, a copy of which shall remain attached to the minutes reflecting the present resolution. The Warrants shall have a term of 5 years as from the date of this resolution.
- (b) Underlying shares: Each Warrant shall entitle the holder thereof to subscribe for one new share to be issued by the Company. The new shares to be issued at the occasion of the exercise of the Warrants shall have the same rights and benefits as, and shall rank *pari passu* in all respects, including as to entitlement to dividends, with, the existing and outstanding shares of the Company at the moment of their issuance and will be entitled to distributions in respect of which the relevant record date or due date falls on or after the date of issuance of the new shares.
- (c) Disapplication of the preferential subscription right of the existing shareholders: The extraordinary shareholders' meeting resolves to approve the disapplication of the preferential subscription right of the existing shareholders of the Company for the benefit of the intended beneficiary of the Warrant Plan 2017, i.e. the Chief Executive Officer of the Company, Herman Verrelst, in accordance with the special report of the Board of Directors prepared in accordance with Articles 583, 596 and 598 of the Belgian Companies Code.
- (d) Offer and grant to Herman Verrelst: The Warrants can only be offered and granted to, and subscribed for by, Herman Verrelst.

- (e) Conditional capital increase and issue of new shares: The extraordinary shareholders' meeting resolves, subject to, and to the extent of the exercise of Warrants, to increase the Company's share capital and to issue the relevant number of new shares issuable upon the exercise of the Warrants as provided for in the special report of the Board of Directors in connection with the Warrant Plan 2017. Subject to, and in accordance with, the provisions of the Warrant Plan 2017, upon exercise of the Warrants and issue of new shares, the aggregate amount of the exercise price of the Warrants will be allocated to the share capital of the Company. To the extent that the amount of the exercise price of the Warrants, per share to be issued upon exercise of the Warrants, would exceed the fractional value of the then existing shares of the Company existing immediately prior to the issue of the new shares concerned, a part of the exercise price, per share to be issued upon exercise of the Warrants, equal to such fractional value shall be booked as share capital, whereby the balance shall be booked as issue premium. Following the capital increase and issuance of new shares, each new and existing share shall represent the same fraction of the share capital of the Company.
- (f) Issue premium: Any issue premium that will be booked in connection with the Warrant Plan 2017 shall be accounted for on the liabilities side of the Company's balance sheet as net equity. The account on which the issue premium will be booked shall serve, like the share capital, as the guarantee for third parties and can only be reduced, save for the possibility of conversion into share capital, on the basis of a lawful resolution of the general shareholders' meeting passed in the manner required for an amendment to the Company's articles of association.
- (g) Powers of attorney: The Board of Directors is authorised to implement and execute the resolutions passed by the extraordinary shareholders' meeting in connection with the Warrants, and to take all steps and carry out all formalities that shall be required by virtue of the terms and conditions of the Warrants, the Company's articles of association and applicable law in order to issue or transfer the shares upon exercise of the Warrants. Furthermore, each of the Company's directors, acting individually, shall have the power, upon exercise of the Warrants, to proceed with the recording of (i) the capital increase and issue of new shares resulting from such exercise, (ii) the allocation of the share capital and (as applicable) the issue premium, and (iii) the amendment of the Company's articles of association in order to reflect the new share capital and number of outstanding shares following the exercise of the Warrants.
- (h) Waivers: As far as needed and applicable, the extraordinary shareholders' meeting resolves that the Warrants under the Warrant Plan 2017 as well as the other outstanding warrants granted under the currently outstanding plans shall not be considered as "variable remuneration", nor as "fixed remuneration" or "annual remuneration", pursuant to Articles 520ter, 524bis, 525 and 554 (as applicable) of the Belgian Companies Code (and equivalent or similar provisions of the Belgian Corporate Governance Code of 12 March 2009) and Provision 7.7 of the Belgian Corporate Governance Code of 12 March 2009.
- (i) Approval pursuant to Article 556 of the Belgian Companies Code: The extraordinary shareholders' meeting resolves to take note, approve and ratify, as far as necessary in accordance with Article 556 of the Belgian Companies Code, all clauses included in the Warrant Plan 2017 which entail rights to third parties that have an impact on the Company's equity, or that give rise to a liability or an obligation of the Company whereby the exercise of such rights is dependent upon a public takeover bid over Company's shares or a change of control over the Company, including without limitation, the accelerated vesting mechanism in the event a public takeover bid is made on the Company's securities. The extraordinary shareholders' meeting further grants a special power of attorney to each director of the Company, 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.

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 extraordinary shareholders' meeting would be postponed or suspended, the special proxy holder shall have the power to represent the Undersigned at the general shareholders' meeting that would be held having the same agenda, as relevant (it being understood that this power also applies to the second extraordinary shareholders' meeting which would be convened with an agenda identical to aforementioned agenda items 2 and 3 in case the legally required quorum to validly deliberate and resolve on such agenda items would not be reached during the first extraordinary shareholders' meeting):

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 shares must again register for such meeting.

III. In case of amendments during the meeting to a proposed resolution or a new proposed resolution:

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

Please tick the appropriate box. 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, the Chairman (or, as the case may be, the substitute of the Chairman) will in such event vote on the amended proposed resolutions or new proposed resolutions in the manner as will be supported or recommended by the Board of Directors.

IV. 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 special 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 special 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 special proxy holder must notify the Undersigned thereof.

The Undersigned hereby ratifies and approves all acts carried out by the aforementioned special proxy holder. The special proxy holder will vote on behalf of the Undersigned in accordance with the instructions given above.

The present proxy shall also serve as notification within the meaning of Article 536, §2 par. 3 of the Belgian Companies Code with respect to the extraordinary shareholders' meeting of the Company to be held on Monday 11 September 2017.

Done at, on2017

Signature.....