



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

CONVENING NOTICE

SPECIAL SHAREHOLDERS' MEETING
to be held on Friday 27 September 2019 at 10 a.m. CEST

The Board of Directors of Biocartis Group NV (the "Company") has the honor to invite the shareholders, warrant holders, convertible bondholders, directors and statutory auditor of the Company to the special shareholders' meeting of the Company.

GENERAL INFORMATION

Date, hour and venue: The special shareholders' meeting will be held on Friday 27 September 2019 at 10 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. There is no quorum requirement for the special shareholders' meeting.

Opening of the doors: In order to facilitate the keeping of the attendance list on the day of the special shareholders' meeting, the holders of securities issued by the Company and their representatives are invited to register as from 9:30 a.m. CEST.

SPECIAL SHAREHOLDERS' MEETING

Agenda and proposed resolution: The agenda and proposed resolution of the special 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. Approval in accordance with Article 556 of the Belgian Companies Code

Background: On 9 May 2019, the Company issued convertible bonds for a total principal amount of EUR 150 million. The terms and conditions of the convertible bonds can be consulted on the website of the Company. Conditions 5(b)(x) and 6(d) of the convertible bonds provide that, if a change of control over the Company occurs, the conversion price of the convertible bonds will be adjusted in proportion to the already elapsed time since the closing date (i.e. 9 May 2019) and the bondholders may request the early redemption of their convertible bonds at their principal amount, together with the accrued and unpaid interests. For more information on the issuance of the convertible bonds, reference is made to the report of the board of directors of the Company drawn up in accordance with Articles 583 and 596 of the Belgian Companies Code (*Wetboek van vennootschappen*) of 7 May 1999, as amended or superseded, which can be consulted on the website of the Company.

Proposed resolution: The general meeting of shareholders takes note of, approves and ratifies in accordance with Article 556 of the Belgian Companies Code (*Wetboek van vennootschappen*) of 7 May 1999, as amended or superseded (the "**BCC**"), all clauses in the terms and conditions (the "**Conditions**") of the convertible bonds, issued by the Company on 9 May 2019, maturing on 9 May 2024 (ISIN BE0002651322), which come into effect at the moment a change of control occurs, including, but not limited to, Conditions 5(b)(x) and 6(d) and which fall or could be considered to fall within the scope of Article 556 BCC relating to the granting of rights to third parties that affect the assets of the Company, or create a debt or a liability for which the Company is liable, when the exercise of these rights is subject to the launching of a public takeover bid on the shares of the Company or to a change in the control exercised over it. The general meeting of shareholders also grants a special power of attorney to each director of the Company and to Mr. Tim Vandorpe (*corporate counsel*) (each a "**Proxy Holder**"), each Proxy Holder acting individually and with the right of substitution, to complete the formalities required by

Article 556 BCC with regard to this resolution, including, but not limited to, the execution of all documents and forms required for the publication of this resolution in the annexes to the Belgian Official Gazette.

No quorum: There is no quorum requirement for the deliberation and voting on the sole item referred to in the aforementioned agenda of the special shareholders' meeting.

Voting and majority: Subject to applicable legal provisions, each share shall have one vote. In accordance with applicable law, the proposed resolution referred to in the aforementioned agenda of the special shareholders' meeting shall be passed if it is approved by a simple majority of the votes validly cast by the shareholders. Pursuant to Article 537 BCC, the holders of warrants and the holders of convertible bonds have the right to attend the special shareholders' meeting, but only with an advisory vote.

PARTICIPATION IN THE MEETING

Introduction: Holders of securities issued by the Company who wish to attend the special shareholders' meeting of the Company should take into account the formalities and procedures described below.

Registration date: The registration date for the special shareholders' meeting shall be Friday 13 September 2019, at midnight (12:00 a.m., Central European Summer Time). Only persons owning securities issued by the Company on Friday 13 September 2019, at midnight (12:00 a.m., Central European Summer Time) shall be entitled to participate in and, as the case may be, vote at the special shareholders' meeting. Only shareholders are entitled to vote. The holders of warrants and the holders of convertible bonds issued by the Company can attend the special shareholders' meeting but only with an advisory vote. Shareholders, warrant holders and holders of convertible bonds must satisfy the formalities that are described under "—Participation in the meeting".

Participation in the meeting: In order to be able to participate in the special shareholders' meeting, a holder of securities issued by the Company must satisfy two conditions: (a) be registered as holder of such securities on the registration date and (b) notify the Company, as described below.

- (a) **Registration:** Firstly, the right for a holder of securities to participate in and, as applicable, to vote at the special shareholders' meeting is only granted on the basis of the registration of the securities concerned, on the aforementioned registration date at midnight, via registration, in the applicable register book for the securities concerned (for registered securities) or in the accounts of a certified account holder or relevant settlement institution for the securities concerned (for dematerialized securities).
- (b) **Notification:** Secondly, in order to be admitted to the special shareholders' meeting, the holders of securities issued by the Company must notify the Company or KBC Bank that they want to participate in the meeting, and must do so prior to or at the latest on Saturday 21 September 2019. The holders of securities that wish to make such notification can make use of the registration notice form that can be obtained at the Company's registered office and on the Company's website (www.biocartis.com). The notice must reach the Company by mail at its registered office (Generaal de Wittelaan 11B, 2800 Mechelen, Belgium, Attention: Tim Vandorpe, Corporate Counsel) or by e-mail at legal@biocartis.com at the latest on the sixth calendar day prior to the special shareholders' meeting, *i.e.* on or before Saturday 21 September 2019 at the latest. The notice to KBC Bank can be made prior to or at the latest on Saturday 21 September 2019. Holders of securities issued by the Company must however take into account that the counters of KBC Bank can be closed on Saturday 21 September 2019. For the holders of dematerialized securities the notice should include a certificate confirming the number of securities that have been registered in their name on the registration date. The certificate can be obtained by the holder of the dematerialized securities with a certified account holder or the applicable settlement institution for the securities concerned.

Voting by mail: The shareholders can vote by mail in accordance with Article 35 of the Company's articles of association. Votes by mail must be cast by means of the form prepared by the Company. The voting by mail form can be obtained at the Company's registered office and on the Company's website (www.biocartis.com). The voting by mail form must be signed in writing or electronically. The electronic signature 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. Signed voting by mail forms must reach the Company by mail at its registered office (Generaal de Wittelaan 11B, 2800 Mechelen, Belgium, Attention: Tim Vandorpe, Corporate Counsel) or by e-mail at legal@biocartis.com at the latest on the sixth calendar day prior to the special shareholders' meeting, *i.e.* on or

before Saturday 21 September 2019 at the latest. A shareholder who wishes to vote by mail must in any case comply with the formalities to attend the meeting as explained under "—Participation in the meeting".

Representation by proxy: Holders of securities can attend the meeting and vote, as applicable, through a proxy holder. Proxy forms can be obtained at the Company's registered office and on the Company's website (www.biocartis.com). The proxy must be signed in writing or electronically. The electronic signature must meet the same requirements as the electronic signature for the voting by mail form (see also "—Voting by mail"). Signed proxies must reach the Company by mail at its registered office (Generaal de Wittelaan 11B, 2800 Mechelen, Belgium, Attention: Tim Vandorpe, Corporate Counsel) or by e-mail at legal@biocartis.com at the latest on the sixth calendar day prior to the special shareholders' meeting, *i.e.* on or before Saturday 21 September 2019 at the latest. The appointment of a proxy holder must be made in accordance with the applicable rules of Belgian law, including in relation to conflicts of interest and the keeping of a register. Holders of securities who wish to be represented by proxy must in any case comply with the formalities to attend the meeting, as explained under "—Participation in the meeting".

Amendments to the agenda and additional proposed resolutions: Shareholders who alone or together with other shareholders hold at least 3% of the share capital of the Company have the right to put additional items on the agenda of the special shareholders' meeting and to table draft resolutions in relation to items that have been or are to be included in the agenda. Shareholders wishing to exercise this right must prove on the date of their request that they own at least 3% of the outstanding shares. The ownership must be based, for dematerialized shares, on 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 the name of the relevant shareholders and, for registered shares, on a certificate of registration of the relevant shares in the share register book of the Company. In addition, the shareholder concerned must, in any case, comply with the formalities to attend the meeting, as explained under "—Participation in the meeting", with at least 3% of the outstanding shares. A request to put additional items on the agenda and/or to table draft resolutions must be submitted in writing, and must contain, in the event of an additional agenda item, the text of the agenda item concerned and, in the event of a draft resolution, the text of the draft resolution. The request must also mention the mail or e-mail address to which the Company will send the confirmation of receipt of the request. The request must reach the Company by mail at its registered office (Generaal de Wittelaan 11B, 2800 Mechelen, Belgium, Attention: Tim Vandorpe, Corporate Counsel) or by e-mail at legal@biocartis.com at the latest on the twenty-second calendar day prior to the special shareholders' meeting, *i.e.* on or before Thursday 5 September 2019 at the latest. In case of amendments to the agenda and proposed additional resolutions as aforementioned, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions no later than on the fifteenth calendar day prior to the special shareholders' meeting, *i.e.* on or before Thursday 12 September 2019 at the latest. In addition, the Company shall make amended forms available for votes by mail and representation by proxy. Proxies and votes by mail that reach the Company prior to the publication of an amended agenda remain valid for the agenda items to which the proxies and votes by mail apply, subject, however, to applicable law and the further clarifications set out on the proxy form and voting by mail form.

Right to ask questions: Every shareholder has the right to ask questions to the directors and statutory auditor of the Company related to items on the agenda of a general shareholders' meeting. Questions can be asked during the meeting or can be submitted in writing prior to the meeting. Written questions must reach the Company by mail at its registered office (Generaal de Wittelaan 11B, 2800 Mechelen, Belgium, Attention: Tim Vandorpe, Corporate Counsel) or by e-mail at legal@biocartis.com at the latest on the sixth calendar day prior to the special shareholders' meeting, *i.e.* on or before Saturday 21 September 2019 at the latest. Written and oral questions will be answered during the meeting in accordance with applicable law. In addition, in order for written questions to be considered, the shareholders who submit the written questions concerned must comply with the formalities to attend the meeting, as explained under "—Participation in the meeting".

Access to the meeting room: The natural persons who attend the special shareholders' meeting in their capacity as owner of securities, holder of proxies or representative of a legal entity must be able to provide evidence of their identity in order to be granted access to the meeting room. In addition, the representatives of legal entities must hand over the documents establishing their capacity as corporate representative or attorney-in-fact.

DATA PROTECTION

The Company is processing personal data of holders of securities in accordance with the Biocartis Privacy Policy available on the Company's website (<https://www.biocartis.com/privacy-policy>).

AVAILABLE INFORMATION

The following documentation is available on the Company's website (<https://investors.biocartis.com/en>): the convening notice for the special shareholders' meeting, the agenda and proposed resolutions (including an explanatory note by the Board of Directors) or, if no resolutions are proposed, a commentary by the Board of Directors, updates of the agenda and proposed resolutions, in case of amendments to the agenda and proposed resolutions, the documents to be submitted to the special shareholders' meeting as referred to in the agenda of the meeting, the registration notice, the voting by mail form, and the proxy form. Prior to the special shareholders' meeting, holders of securities of the Company can also obtain at the registered office of the Company (Generaal de Wittelaan 11B, 2800 Mechelen, Belgium), free of cost, a copy of this documentation. The aforementioned website also mentions the total number of outstanding shares and voting rights of the Company.

On behalf of the Board of Directors

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