



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

ANNUAL AND EXTRAORDINARY SHAREHOLDERS' MEETINGS

to be held on Friday 8 May 2020 at 2:00 p.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 annual and extraordinary shareholders' meetings.

This proxy does not constitute a proxy solicitation in the sense of Article 7:144 or 7:145 of the Belgian Code of Companies and Associations.

The proxy must be signed in handwriting 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 fourth calendar day prior to the annual and extraordinary shareholders' meetings, i.e. on or before Monday 4 May 2020 at the latest. Proxies can be sent to the following address within such period by all possible means, such as by way of an e-mail with a scan or photographed copy of this proxy:

Biocartis Group NV
Attention: Tim Vandorpe
General 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 annual and extraordinary shareholders' meetings, as described in the notice convening the annual and extraordinary shareholders' meetings. Holders of dematerialized shares must attach to the present form a certificate issued by the relevant settlement institution for the shares concerned, or by a certified account holder, confirming the number of shares that have been registered in their name on the registration date (i.e. Friday 24 April 2020, at midnight

(12:00 a.m. Belgian time)) with which they want to participate to the annual and extraordinary shareholders' meetings.

In case of amendments to the agenda or if new draft resolutions are tabled, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions. This will be done no later than on the fifteenth calendar day prior to the annual and extraordinary shareholders' meetings, i.e. on or before Thursday 23 April 2020 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: the Chairman of the Board of Directors of the Company¹

¹ *The Chairman of the Board of Directors of the Company has the power to appoint another Director, employee or agent 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 7:143, §4 of the Belgian Code of Companies and Associations. 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 and provides with the following voting instructions:²

² Please provide your voting instruction in the appropriate boxes under the items on the agenda.

I. The special proxy holder has the power to represent the Undersigned at the annual and extraordinary shareholders' meetings that will be held on Friday 8 May 2020 at 2:00 p.m. CEST, at the offices of the Company at Generaal de Wittelaan 11B, 2800 Mechelen, Belgium, or at such other place indicated at that place at that time.

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

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 2019, (b) the report of the statutory auditor on the statutory financial statements for the financial year ended on 31 December 2019, and (c) the report of the statutory auditor on the consolidated financial statements for the financial year ended on 31 December 2019.

2. Approval of the statutory financial statements

Approval of the statutory financial statements for the financial year ended on 31 December 2019, 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 2019, as well as the allocation of the result as proposed by the Board of Directors.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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3. Consolidated financial statements

Submission of the consolidated financial statements for the financial year ended on 31 December 2019.

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 2019, for the performance of his or her mandate during that financial year.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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5. Discharge from liability of the statutory auditor

Proposed resolution: The 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 2019.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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6. Remuneration report

Submission of, discussion on and approval of the remuneration report prepared by the Remuneration and Nomination Committee, and included in the annual report of the Board of Directors for the financial year ended on 31 December 2019.

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 2019.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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7. Re-appointment of directors

Taking into account the recommendation of the Remuneration and Nomination Committee, the Board of Directors recommends that Ann-Christine Sundell and Luc Gijssens BV, represented by Luc Gijssens as permanent representative, be re-appointed as independent directors of the Company for a term of two years, and that Roald Borré be re-appointed as director of the Company for a term of two years. 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 2019.

Based on information made available by respectively Ann-Christine Sundell and Luc Gijssens BV, permanently represented by Luc Gijssens, it appears that respectively Ann-Christine Sundell and each of Luc Gijssens BV and Luc Gijssens, satisfy the applicable requirements in order to be appointed as independent directors in accordance with Article 7:87 of the Belgian Code of Companies and Associations and provision 3.5 of the Belgian Corporate Governance Code 2020.

Proposed resolutions:

- (i) Ann-Christine Sundell is re-appointed as independent director of the Company within the

meaning of Article 7:87 of the Belgian Code of Companies and Associations and provision 3.5 of the Belgian Corporate Governance Code 2020, for a term of two years, up to and including the closing of the annual shareholders' meeting to be held in 2022 which will have decided upon the financial statements for the financial year ended on 31 December 2021.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- (ii) Luc Gijsens BV, a private company with limited liability under Belgian law, represented by Luc Gijsens as permanent representative, is re-appointed as independent director of the Company within the meaning of Article 7:87 of the Belgian Code of Companies and Associations and provision 3.5 of the Belgian Corporate Governance Code 2020, for a term of two years, up to and including the closing of the annual shareholders' meeting to be held in 2022 which will have decided upon the financial statements for the financial year ended on 31 December 2021.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- (iii) Roald Borré is re-appointed as director of the Company for a term of two years, up to and including the closing of the annual shareholders' meeting to be held in 2022 which will have decided upon the financial statements for the financial year ended on 31 December 2021.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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8. Appointment of independent director

Taking into account the recommendation of the Remuneration and Nomination Committee, the Board of Directors recommends that Christine Kuslich be appointed as independent director of the Company for a term of two years. For further information regarding this proposed director, reference is made to the explanatory note prepared by the Board of Directors.

Based on information made available by Christine Kuslich, it appears that Christine Kuslich satisfies the applicable requirements in order to be appointed as independent director in accordance with Article 7:87 of the Belgian Code of Companies and Associations and provision 3.5 of the Belgian Corporate Governance Code 2020.

Proposed resolution: Christine Kuslich is appointed as independent director of the Company within the meaning of Article 7:87 of the Belgian Code of Companies and Associations and provision 3.5 of the Belgian Corporate Governance Code 2020, for a term of two years, up to and including the closing of the annual shareholders' meeting to be held in 2022 which will have decided upon the financial statements for the financial year ended on 31 December 2021. The mandate of this 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 2019, provided that the attendance fee for this director shall be increased, as the case may be, with a fee for travel time of EUR 2,500 per meeting of the Board of Directors attended in person, in accordance with Biocartis' remuneration policy and practices.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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9. Remuneration of the statutory auditor

Approval of the increase of the remuneration of the statutory auditor for its audit for the financial years ended 31 December 2019 and 31 December 2020. This increase results from the fact that the scope of the audit activities performed by the statutory auditor was broadened as a result of the growing business of the group.

Proposed resolution: The annual shareholders' meeting resolves to increase the annual remuneration of the statutory auditor from EUR 120,000 (exclusive of expenses and VAT), as approved by the annual shareholders' meeting of 11 May 2018, to EUR 137,000 (exclusive of expenses and VAT) for the audit of the statutory annual accounts, the consolidated annual accounts and the interim reporting of the group for the financial years ended 31 December 2019 and 31 December 2020. This increase results from the fact that the scope of the audit activities performed by the statutory auditor was broadened as a result of the growing business of the group.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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10. Acknowledgement of change in permanent representative of statutory auditor

Acknowledgement of the change from Mr. Gert Vanhees to Mr. Nico Houthaeve as the permanent representative of Deloitte Bedrijfsrevisoren CVBA, Gateway Building, Luchthaven Nationaal, 1J, 1930 Zaventem, Belgium, statutory auditor of the Company. This change will enter into effect immediately for the remaining duration of the current mandate of the statutory auditor.

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. Submission of the special report of the Board of Directors in accordance with Article 7:199 of the Belgian Code of Companies and Associations relating to the proposal to renew the authorized capital

Consideration, discussion and submission of the special report of the Board of Directors in accordance with Article 7:199 of the Belgian Code of Companies and Associations relating to the proposal to renew the powers granted to the Board of Directors under the authorized capital, as set out below in item 2 of the agenda of the extraordinary shareholders' meeting, and setting out the specific circumstances in which the Board of Directors will be able to use its powers under the authorized capital, and the purposes that it should pursue.

2. Renewal of the authorization to the Board of Directors to increase the share capital within the framework of the authorized capital by up to 75% of the share capital

Proposed resolution: The extraordinary shareholders' meeting resolves to renew the authorization to the Board of Directors to increase the share capital in one or several times, during a period of five (5) years as from the publication in the Annexes to the Belgian Official Gazette of this authorization, with an aggregate amount equal to up to 75% of the current amount of the share capital of the Company, and this in accordance with the terms and conditions set forth in the special report of the Board of Directors prepared in accordance with Article 7:199 of the Belgian Code of Companies and Associations, as referred to in agenda item 1 of this extraordinary shareholders' meeting. Consequently, the extraordinary shareholders' meeting resolves to delete Article 10 "Authorized capital" of the articles of association of the Company entirely and to replace it with the following text (whereby the date referred to in the sub-section between square brackets shall be the date of the general shareholders' meeting approving the renewed authorized capital):

"Article 10: Authorized capital

The board of directors may increase the share capital of the company in one or several times with a maximum amount of € 422,865.66, i.e. 75% of the share capital at the time of the convening of the shareholders' meeting granting this authorization.

The board of directors may increase the share capital by contributions in cash or in kind, by capitalization of reserves, whether available or unavailable for distribution, and capitalization of issue premium, with or without the issue of new shares. The board of directors may use this authorization for the issue of convertible bonds, share options or subscription rights, bonds with subscription rights or other securities.

This authorization is valid for a period of five years as from the date of publication in the Annexes to the Belgian Official Gazette of an extract of the minutes of the extraordinary shareholders' meeting of the company held on [date].

In the event of a capital increase decided by the board of directors pursuant to the authorized capital, all booked issue premiums, if any, shall be booked in accordance with these articles of association.

The board of directors is authorized, when exercising its powers under the authorized capital, to restrict or cancel the statutory preferential subscription right of the shareholders (in accordance with Article 7:190 and following of the Belgian Code of Companies and Associations) in the interest of the company. This restriction or cancellation of the preferential subscription right can also be

done in favor of members of the personnel of the company or of its subsidiaries or in favor of one or more persons, other than members of the personnel of the company or of its subsidiaries.

Every member of the board of directors, the company secretary and every person specifically authorized by the board of directors or by the managing director of the company, acting individually and with the right of substitution, is authorized to amend the articles of association, after each capital increase within the framework of the authorized capital, in order to bring them in conformity with the new situation of the share capital and shares."

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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3. Amendment and restatement of the articles of association of the Company to bring these in line with the Belgian Code of Companies and Associations

Proposed resolution: The extraordinary shareholders' meeting resolves to amend and restate the articles of association of the Company in accordance with the proposed draft of the articles of association that is attached to the explanatory note that has been prepared by the Board of Directors pursuant to Article 7:129, §3, 4° of the Belgian Code of Companies and Associations and which is available on the Company's website, with a view to:

- (a) bring the articles of association in line with the provisions and requirements of the Belgian Code of Companies and Associations of 23 March 2019 in accordance with Article 39, §1, third paragraph of the Belgian Law of 23 March 2019 regarding the introduction of the Belgian Code of Companies and Associations and regarding various provisions, which for example applies to (i) the proposed amendments to Article 2 in relation to the registered office of the Company, (ii) several proposed amendments to update references to the (former) Belgian Companies Code to references to the (new) Belgian Code of Companies and Associations (see Articles 4, 17, 26, 31, 40 and 43), (iii) several proposed amendments in order to reflect the new terms and concepts of the Belgian Code of Companies of Associations (such as in Articles 1, 3, 5, 6, 7, 9, 11, 12, 14, 16, 17, 20, 21, 27, 28, 30, 35, 39, 41 and 45) and (iv) the proposed application of the model of monistic governance and the removal of the possibility to put in place an executive committee as contemplated by the former Belgian Companies Code (such as in Articles 16 and 23);
- (b) make some technical changes in the articles of associations (such as in Articles 9, 21, 22, 31, 32, 33, 35 and 42).

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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II. In case the aforementioned annual or extraordinary shareholders' meetings would be postponed or suspended, the special proxy holder shall have the power to represent the Undersigned at the shareholders' meeting that would be held having the same agenda, as relevant (it being understood that, in relation to the aforementioned agenda items on the agenda of the extraordinary shareholders' meetings, the aforementioned votes will in any event also apply to the second extraordinary shareholders' meeting which would be convened with an agenda identical to the agenda of the first extraordinary shareholders' meeting in case the legally required attendance 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.

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 on the amended proposed resolutions or new proposed resolutions in the manner as will be supported or recommended by the Board of Directors.

III. If a supplemented agenda is published in accordance with Article 7:130 of the Belgian Code of Companies and Associations 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 Code of Companies and Associations, the special proxy holder may, with respect to the items referred to in the agenda for which pursuant to Article 7:130 of the Belgian Code of Companies and Associations 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.

IV. The special proxy holder has the power to, in the name of and on behalf of the Undersigned, sign all attendance lists and minutes, participate in all deliberations, and vote with respect to all decisions or items that can, pursuant to this agenda, be presented to said meeting.

V. In general, the special proxy holder has the power to do all that appears necessary and/or useful for the exercise of this proxy.

The Undersigned hereby ratifies and approves all acts carried out by the aforementioned 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 7:134, §2, par. 3 of the Belgian Code of Companies and Associations with respect to the annual and extraordinary shareholders' meetings of the Company to be held on Friday 8 May 2020.

Done at, on2020

Signature.....