



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

**VOTE BY MAIL FORM**

**EXTRAORDINARY SHAREHOLDERS' MEETING**

to be held on Friday 25 September 2020 at 9:00 a.m. CEST

*This is an unofficial English translation, for information purposes only.  
Please only sign and return the original Dutch version.*

**This form should be used by holders of shares of Biocartis Group NV (the "Company") who want to vote by mail.**

**The vote by mail form 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 form must reach the Company at the latest on the sixth calendar day prior to the extraordinary shareholders' meeting, i.e. on or before Saturday 19 September 2020 at the latest. Forms sent to the Company must be sent by mail to:**

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 vote by mail 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 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 11 September 2020, at midnight (12:00 a.m., Belgian time)) with which they want to participate to the extraordinary shareholders' meeting.**

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 its registered office at Generaal de Wittelaan 11B, 2800 Mechelen, Belgium:

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

Hereby irrevocably votes, as indicated hereafter in the appropriate boxes, on the items of the following agenda:

**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. Capital increase by way of incorporation of issuance premium followed by capital decrease to absorb losses incurred**

*Proposed resolution:* The extraordinary shareholders' meeting resolves to (i) increase the capital of the Company with an amount of one hundred and four million seventy thousand five hundred ninety-four euro forty-five cent (€ 104,070,594.45) without issuance of new shares and by way of incorporation of a part of the issuance premium (as shown in the statutory annual accounts for the

financial year ended on 31 December 2019) in the capital of the Company, and (ii) immediately after the aforementioned capital increase, to decrease the capital of the Company in accordance with Article 7:210 of the Belgian Code of Companies and Associations with an amount of one hundred and four million seventy thousand five hundred ninety-four euro forty-five cent (€ 104,070,594.45) to bring it to five hundred sixty-three thousand eight hundred and twenty euro eighty-eight cent (€ 563,820.88) by way of incorporation of losses incurred in the aforementioned amount of one hundred and four million seventy thousand five hundred ninety-four euro forty-five cent (€ 104,070,594.45), as shown in the statutory annual accounts for the financial year ended on 31 December 2019. The aforementioned capital decrease (i) will first be imputed on all amounts which do not qualify as fiscally paid-up capital (or equivalent), (ii) will take place without cancellation of existing shares of the Company, and (iii) will be carried by each of the existing shares of the Company in the same manner.

*Voting instruction:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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**2. 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 3 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.

**3. Renewal of the authorization to the Board of Directors to increase the share capital within the framework of the authorized capital by up to 20% 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 one (1) year as from the publication in the Annexes to the Belgian Official Gazette of this authorization, with an aggregate amount equal to up to 20% 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 2 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 € 112,764.18, i.e. 20% 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 one year 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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**4. 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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\* \* \*

The aforementioned votes apply to the extraordinary shareholders' meeting that will be held on Friday 25 September 2020. In case the aforementioned extraordinary shareholders' meeting would be postponed or suspended, the aforementioned votes will also apply to the general meeting(s) that would be held having the same agenda:

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 in case of a new proposed resolution during the meeting:<sup>1</sup>

- the Undersigned votes for the amended or new resolution
- the Undersigned votes against the amended or new resolution
- the Undersigned abstains from the vote on the amended or new resolution
- the following person is appointed as special proxy holder, with power of substitution, to vote in the name of the Undersigned on the amended or new resolution: Mr./Mrs. ....  
.....<sup>2</sup>

<sup>1</sup> *Please complete as appropriate. An absence of instruction shall be tantamount to an instruction to vote for the amended proposed resolution or new proposed resolution.*

<sup>2</sup> *In case the Chairman of the Board of Directors of the Company is appointed as special proxy holder, the Chairman (or, as the case may be, another Director, employee or agent of the Company appointed as substitute of the Chairman pursuant to a sub delegation if the Chairman is hindered to participate in the general shareholders' meeting) 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. Please note that the Chairman of the Board of Directors of the Company (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.*

This voting letter 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 extraordinary shareholders' meeting of the Company to be held on Friday 25 September 2020.

Done at ....., on .....2020

Signature.....