



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**

**EXTRAORDINARY SHAREHOLDERS' MEETING**  
to be held on Friday 4 June 2021 at 10:00 a.m. CEST

As the legally required quorum to validly deliberate and vote on the agenda items of the extraordinary shareholders' meeting of Biocartis Group NV (the "Company") held on 14 May 2021 has not been reached, the Board of Directors of the Company has the honor to invite the shareholders, holders of subscription rights, convertible bond holders, directors and statutory auditor of the Company to a second extraordinary shareholders' meeting of the Company before a notary public.

**GENERAL INFORMATION**

**Date, hour and venue:** The extraordinary shareholders' meeting will be held on Friday 4 June 2021 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.

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

In light of the COVID-19 pandemic, it is currently envisaged that the measures imposed by the Belgian government to deal with this pandemic, such as the limitations on the number of people attending gatherings and the obligation to guarantee a distance of 1.5 meters between each person, may still be in effect on 4 June 2021, the date of the Company's extraordinary shareholders' meeting. These measures are in the interest of the health of individual securities holders, as well as of the employees of the Company and others who are responsible for organizing the shareholders' meeting. Furthermore, it cannot be excluded that the Belgian government will impose additional measures. Hence, the Company recommends that the shareholders of the Company who wish to participate to the shareholders' meeting make use, as much as possible, of the right to vote through voting by mail or by proxy to the chairman of the Board of Directors, and do not attend the shareholders' meeting in person. The Company will grant access to the meeting to securities holders, proxy holders and other persons only to the extent permitted in light of the measures taken or to be taken by the authorities as applicable on the date of the meeting, and always taking into account the recommendations of the authorities, and health and safety considerations. Moreover, holders of securities of the Company are encouraged to exercise their right to ask questions related to the items on the agenda of the shareholders' meeting in writing. The modalities of the aforementioned ways to participate in the extraordinary shareholders' meeting are set out in this convening notice and in the relevant forms to vote by mail or by proxy. The Company will monitor the situation and applicable measures closely, and may provide further updates that are relevant or have an impact on the shareholders' meeting on the Biocartis website (<https://investors.biocartis.com/en/shareholders>).

## 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, submission and discussion 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 subsection 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 € 431,592.47, 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."*

### 3. **Change of the date of the annual shareholders' meeting and amendment and restatement of the articles of association of the Company to reflect this change in the articles of association**

*Proposed resolution:* The extraordinary shareholders' meeting resolves to amend the first two sentences of Article 27 (*Annual, special and extraordinary general shareholders' meeting*) of the Company's articles of association as follows:

"*The annual general shareholders' meeting shall be held on the second Friday of the month of May at 2 p.m. If this day or the preceding day is a public holiday, the meeting will be held on the Wednesday of that week at 2 p.m.*"

**Attendance quorum:** As this extraordinary shareholders' meeting constitutes the second extraordinary shareholders' meeting for the aforementioned agenda items, there is no quorum requirement for the deliberation and voting on the agenda items referred to in the aforementioned agenda of the extraordinary shareholders' meeting.

**Voting and majority:** Subject to applicable legal provisions, each share shall have one vote. In accordance with applicable law, the proposed resolutions referred to in the aforementioned agenda of the extraordinary shareholders' meeting shall be passed if they are approved by a majority of 75% of the votes validly cast by the shareholders. Pursuant to Article 7:135 of the Belgian Code of Companies and Associations, the holders of subscription rights and the holders of convertible bonds have the right to attend the shareholders' meeting, but only with an advisory vote.

#### **PARTICIPATION IN THE MEETING**

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

**Registration date:** The registration date for the extraordinary shareholders' meeting shall be Friday 21 May 2021, at midnight (12:00 a.m., CEST). Only persons owning securities issued by the Company on Friday 21 May 2021, at midnight (12:00 a.m., CEST) shall be entitled to participate in and, as the case may be, vote at the extraordinary shareholders' meeting. Only shareholders are entitled to vote. The holders of subscription rights and the holders of convertible bonds issued by the Company can attend the extraordinary shareholders' meeting but only with an advisory vote. Shareholders, holders of subscription rights 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 extraordinary 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 issued by the Company to participate in and, as applicable, to vote at the extraordinary 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 extraordinary shareholders' meeting, the holders of securities issued by the Company must notify the Company that they want to participate in the meeting, and must do so prior to or at the latest on Saturday 29 May 2021. The holders of securities that wish to make such notification must make use of the registration notice form that can be obtained at the Company's registered office and on the Company's website (<https://investors.biocartis.com/en/shareholders>). The notice must reach the Company by mail at its registered office (Generaal de Wittelaan 11B, 2800 Mechelen, Belgium, Attention: Tim Vandorpe, General Counsel) or by e-mail at [legal@biocartis.com](mailto:legal@biocartis.com) at the latest on the sixth calendar day prior to the extraordinary shareholders' meeting, *i.e.* on or before Saturday 29 May 2021 at the latest. 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](http://www.biocartis.com)). The voting by mail form must be signed in handwriting or electronically. If the possibility to sign the voting by mail form electronically is used, it must be an electronic signature within the meaning of Article 3.10 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, as amended, or a qualified electronic signature within the meaning of Article 3.12 of the same Regulation. 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, General Counsel) or by e-mail at [legal@biocartis.com](mailto:legal@biocartis.com) at the latest on the sixth calendar day prior to the extraordinary shareholders' meeting, *i.e.* on or before Saturday 29 May 2021 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](http://www.biocartis.com)). The proxy must be signed in handwriting 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, General Counsel) or by e-mail at [legal@biocartis.com](mailto:legal@biocartis.com) at the latest on the sixth calendar day prior to the extraordinary shareholders' meeting, *i.e.* on or before Saturday 29 May 2021 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".

**Right to ask questions:** Each holder of securities issued by the Company 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, General Counsel) or by e-mail at [legal@biocartis.com](mailto:legal@biocartis.com) at the latest on the sixth calendar day prior to the extraordinary shareholders' meeting, *i.e.* on or before Saturday 29 May 2021 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 extraordinary 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. These documents will be verified immediately before the start of the meeting.

## DATA PROTECTION

The Company is responsible for the processing of personal data it receives from, or collects about, holders of securities issued by the Company and proxy holders in the context of general shareholders' meetings. The processing of such data will be carried out for the purposes of the organisation and conduct of the relevant general shareholders' meeting, including the convening notices, registrations, attendance and voting, as well as for maintaining lists or registers of securities holders, and the analysis of the investor and security holder base of the Company. The data include, amongst others, identification data, the number and nature of securities of a holder of securities issued by the Company, proxies and voting instructions. This data may also be transferred to third parties for the purposes of assistance or services to the Company in connection with the foregoing. The processing of such data will be carried out, *mutatis mutandis*, in accordance with the Biocartis Privacy Policy, available on the Company's website (<https://investors.biocartis.com/en/privacy-policy>). The Company draws the attention of the holders of securities issued by the Company and proxy holders to the description of the rights they may have as data subjects, such as, among others, the right to access, the right to rectify and the right to object to processing, which are outlined in the section 'YOUR RIGHTS' of the aforementioned Privacy Policy. All this does not affect the rules that apply in connection with the registration and participation to the general shareholders' meeting. To exercise rights as a data subject and for all other information regarding the processing of personal data by or on behalf of the Company, the Company can be contacted by e-mail at [dpo@biocartis.com](mailto:dpo@biocartis.com).

## AVAILABLE INFORMATION

The following documentation is available on the Company's website (<https://investors.biocartis.com/en>): the convening notice for the extraordinary shareholders' meeting, the agenda and proposed resolutions or, if no

resolutions are proposed, a commentary by the Board of Directors, the documents to be submitted to the extraordinary 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 extraordinary 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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