



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

ANNUAL SHAREHOLDERS' MEETING
to be held on Friday 13 May 2022 at 2:00 p.m. CEST

The Board of Directors of Biocartis Group NV (the "**Company**") has the honor to invite the shareholders, holders of subscription rights, convertible bond holders, directors and statutory auditor of the Company to the annual shareholders' meeting of the Company.

GENERAL INFORMATION

Date, hour and venue: The annual shareholders' meeting will be held on Friday 13 May 2022 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 as will be indicated at that place at that time. There is no attendance quorum requirement for the annual shareholders' meeting.

Opening of the doors: In order to facilitate the keeping of the attendance list on the day of the annual shareholders' meeting, the holders of securities issued by the Company and their representatives are invited to register as from 1:30 p.m. CEST.

It is currently envisaged that the Company will be legally allowed to organize its annual shareholders' meeting at its offices at Generaal de Wittelaan 11B, 2800 Mechelen, Belgium, and that the holders of securities of the Company will be allowed to physically attend the meeting as set out in this convening notice. However, the evolution of the COVID-19 pandemic is uncertain and the Belgian government may impose measures which may have an impact on the organization of the annual shareholders' meeting, such as imposing limitations on the number of people allowed to attend gatherings. The Company will closely monitor the situation and applicable measures in light of the COVID-19 pandemic, and may provide further updates that are relevant or have an impact on the annual shareholders' meeting on the Biocartis website (<https://investors.biocartis.com/en/shareholders>).

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 2021, (b) the report of the statutory auditor on the statutory financial statements for the financial year ended on 31 December 2021, and (c) the report of the statutory auditor on the consolidated financial statements for the financial year ended on 31 December 2021.

2. Approval of the statutory financial statements

Approval of the statutory financial statements for the financial year ended on 31 December 2021, 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 2021, as well as the allocation of the result as proposed by the Board of Directors.

3. Consolidated financial statements

Submission of, and discussion on, the consolidated financial statements for the financial year ended on 31 December 2021.

4. Discharge from liability of the directors

Proposed resolution: The annual shareholders' meeting grants discharge from liability to each of the directors (including each of the former directors) who was in office during the financial year ended on 31 December 2021, for the performance of his or her mandate during that financial year.

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 2021.

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 2021.

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 2021.

7. Appointment of a director

On 14 May 2021, Herman Verrelst was re-appointed as director of the Company for a term of four years, up to and including the closing of the annual shareholders' meeting to be held in 2025 which will have decided upon the financial statements for the financial year ended on 31 December 2024. With effect as of 1 April 2022, Herman Verrelst resigned as director, but at his request South Bay Ventures BV (in short, SBV BV), a company controlled by Herman Verrelst, was appointed as director by the Board of Directors of the Company to replace Herman Verrelst as director of the Company. In view hereof, and taking into account the recommendation of the Remuneration and Nomination Committee, the Board of Directors recommends that the appointment of South Bay Ventures BV, permanently represented by Herman Verrelst, be confirmed. For further information regarding Herman Verrelst, 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 2021.

Proposed resolution: The annual shareholders' meeting takes note of the resignation of Herman Verrelst as director of the Company with effect as of 1 April 2022, and confirms the appointment of South Bay Ventures BV (in short, SBV BV), permanently represented by Herman Verrelst, for a term of three years up to and including the closing of the annual shareholders' meeting to be held in 2025 which will have decided upon the financial statements for the financial year ended on 31 December 2024. While the mandate of South Bay Ventures BV, permanently represented by Herman Verrelst, as Chief Executive Officer shall be remunerated, its mandate as director shall not be remunerated.

8. Re-appointment of directors

Taking into account the recommendation of the Remuneration and Nomination Committee, the Board of Directors recommends that Ann-Christine Sundell, Christine Kuslich and Luc Gijsens BV, represented by Luc Gijsens 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 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 2021.

Based on information made available by respectively Ann-Christine Sundell, Christine Kuslich and Luc

Gijsens BV, permanently represented by Luc Gijsens, it appears that respectively Ann-Christine Sundell, Christine Kuslich and each of Luc Gijsens BV and Luc Gijsens, 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.

Note regarding Board composition (subject to shareholder approval): Subject to the annual shareholders' meeting confirming the appointment of South Bay Ventures BV, permanently represented by Herman Verrelst, in agenda item 7, and re-appointing the directors proposed by the Board of Directors in this agenda item 8, the Board will be composed as follows as from the closing of the annual shareholders' meeting of 13 May 2022:

- Christian Reinaudo (independent director);
- South Bay Ventures BV, represented by Herman Verrelst as permanent representative (executive director);
- Ann-Christine Sundell (independent director);
- Luc Gijsens BV, represented by Luc Gijsens as permanent representative (independent director);
- Christine Kuslich (independent director); and
- Roald Borré (non-executive director).

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 2024 which will have decided upon the financial statements for the financial year ended on 31 December 2023.
- (ii) Christine Kuslich 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 2024 which will have decided upon the financial statements for the financial year ended on 31 December 2023.
- (iii) 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 2024 which will have decided upon the financial statements for the financial year ended on 31 December 2023.
- (iv) 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 2024 which will have decided upon the financial statements for the financial year ended on 31 December 2023.

The remuneration of the abovementioned directors is as decided by the general shareholders' meeting held on 11 May 2018 and 14 May 2021.

9. Remuneration of the statutory auditor for financial year ended on 31 December 2021

Proposed resolution: The annual shareholders' meeting resolves to approve the increase of the annual remuneration of the statutory auditor from EUR 142,185.00 (exclusive of expenses and VAT), as approved by the annual shareholders' meeting of 14 May 2021, to EUR 161,415.00 (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 year ended on 31 December 2021. 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.

Attendance quorum: There is no attendance quorum requirement for the deliberation and voting on the agenda items referred to in the aforementioned agenda of the annual 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 annual shareholders' meeting shall be passed if they are approved by a simple majority 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 annual shareholders' meeting of the Company should take into account the formalities and procedures described below.

Registration date: The registration date for the annual shareholders' meeting shall be Friday 29 April 2022, at midnight (12:00 a.m., CEST). Only persons owning securities issued by the Company on Friday 29 April 2022, at midnight (12:00 a.m., CEST) shall be entitled to participate in and, as the case may be, vote at the annual 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 annual 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 annual 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 annual 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 annual 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 7 May 2022. 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 at the latest on the sixth calendar day prior to the annual shareholders' meeting, *i.e.* on or before Saturday 7 May 2022 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, the applicable settlement institution, or the relevant financial intermediary, 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 (<https://investors.biocartis.com/en/shareholders>). 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 at the latest on the sixth calendar day prior to the annual shareholders' meeting, *i.e.* on or before Saturday 7 May 2022 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 (<https://investors.biocartis.com/en/shareholders>). 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 at the latest on the sixth calendar day prior to the annual shareholders' meeting, *i.e.* on or before Saturday 7 May 2022 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 annual 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, General Counsel) or by e-mail at legal@biocartis.com at the latest on the twenty-second calendar day prior to the annual shareholders' meeting, *i.e.* on or before Thursday 21 April 2022 at the latest. In case of amendments to the agenda and additional proposed 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 annual shareholders' meeting, *i.e.* on or before Thursday 28 April 2022 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: 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 at the latest on the sixth calendar day prior to the annual shareholders' meeting, *i.e.* on or before Saturday 7 May 2022 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 holders of securities 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 annual 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.

AVAILABLE INFORMATION

The following documentation is available on the Company's website (<https://investors.biocartis.com/en>): the convening notice for the annual shareholders' meeting, the agenda and proposed resolutions 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 annual 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 annual 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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