

**BIOCARTIS GROUP NV**

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**  
**ORDINARY GENERAL SHAREHOLDERS' MEETING**  
to be held on Monday 25 August 2025 at 10 a.m. (Belgian time)

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

**GENERAL INFORMATION**

**Date, hour and venue:** The ordinary general shareholders' meeting will be held on Monday 25 August 2025 at 10 a.m. (Belgian time), at Technologielaan 1, 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 ordinary general shareholders' meeting.

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

**ORDINARY GENERAL SHAREHOLDERS' MEETING**

**Agenda and proposed resolutions:** The agenda and proposed resolutions of the ordinary general 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 annual report of the Board of Directors on the statutory financial statements for the financial year ended on 31 December 2023, (b) the annual report of the Board of Directors on the consolidated financial statements for the financial year ended on 31 December 2023, (c) the report of the statutory auditor on the statutory financial statements for the financial year ended on 31 December 2023, and (d) the report of the statutory auditor on the consolidated financial statements for the financial year ended on 31 December 2023.

**2. Approval of the statutory financial statements**

Approval of the statutory financial statements for the financial year ended on 31 December 2023, and of the proposed allocation of the result.

*Proposed resolution:* The ordinary general shareholders' meeting approves the statutory financial statements for the financial year ended on 31 December 2023, 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 2023.

#### **4. Discharge from liability of the directors**

*Proposed resolutions:*

- (a) The ordinary general 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 2023, for the performance of his or her mandate during that financial year. The ordinary general shareholders' meeting accepts and agrees to the fact that said discharge could only be adopted now, and not on the date of the annual general shareholders' meeting of the Company provided for in the articles of association of the Company. A specific discharge from liability in this respect is granted to each of the abovementioned directors of the Company.
- (b) The ordinary general shareholders' meeting also grants discharge from liability to each of the directors (including each of the former directors) who was in office since 2023 until the date of this meeting (including for the submission of the reports and financial statements referred to in items 1, 2, 3 and 6 of this meeting to the present meeting instead of to the annual general shareholders' meeting that was to be held in 2024 in accordance with the provisions of the Company's articles of association, and for the business up to and including the date of this meeting as reflected in the reports of the Board of Directors set out in items 1(a), 1(b) and 10).

#### **5. Discharge from liability of the statutory auditor**

*Proposed resolutions:*

- (a) The ordinary general shareholders' meeting grants discharge from liability to the statutory auditor for the performance of its mandate during the financial year ended on 31 December 2023.
- (b) The ordinary general shareholders' meeting also grants discharge from liability to the statutory auditor of the Company who was in office since 2023 until the date of this meeting (including for, in as far as needed and applicable, the submission of the reports and financial statements referred to in items 1, 2, 3 and 6 of this meeting to the present meeting instead of to the annual general shareholders' meeting that was to be held in 2024 in accordance with the provisions of the Company's articles of association, and for the business up to and including the date of this meeting as reflected in the reports of the Board of Directors set out in items 1(a), 1(b) and 10).

#### **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 2023.

*Proposed resolution:* The ordinary general shareholders' meeting approves the remuneration report included in the annual report of the Board of Directors for the financial year ended on 31 December 2023.

#### **7. Re-appointment of director**

The Board of Directors recommends that Christian Reinaudo be re-appointed as independent director of the Company for a term up to and including the earlier of (a) the approval by an extraordinary general shareholders' meeting of the Company to dissolve and liquidate the Company and to appoint one or more liquidators, and (b) the closing of the ordinary general shareholders' meeting to be held in 2025 which will have decided upon the financial statements for the financial year ended on 31 December 2024. For further information regarding Christian Reinaudo, 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 2023.

Based on information made available by Christian Reinaudo, it appears that Christian Reinaudo 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. The Board of Directors also expressly confirms that it has no indication of any element that might call into question the independence (as mentioned above) of Christian Reinaudo.

*Note regarding Board of Directors composition (subject to shareholder approval):* Subject to the ordinary

general shareholders' meeting re-appointing Christian Reinaudo in this agenda item 7, the Board of Directors will be composed as follows as from the closing of the ordinary general shareholders' meeting of 25 August 2025:

(i) South Bay Ventures BV, represented by Herman Verrelst as permanent representative (non-executive director); and (ii) Christian Reinaudo (independent director).

*Proposed resolution:* The ordinary general shareholders' meeting resolves (i) to re-appoint Christian Reinaudo 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 up to and including the earlier of (A) the approval by an extraordinary general shareholders' meeting of the Company to dissolve and liquidate the Company and to appoint one or more liquidators, and (B) the closing of the ordinary general shareholders' meeting to be held in 2025 which will have decided upon the financial statements for the financial year ended on 31 December 2024, and (ii) to confirm his mandate as independent director of the Company because (A) Christian Reinaudo meets the independence criteria of Article 7:87 of the Belgian Code of Companies and Associations and provision 3.5 of the Belgian Corporate Governance Code 2020, (B) Christian Reinaudo has expressly stated that he does not have (nor is the Board of Directors aware of) any relationship with the Company or a major shareholder that would compromise this independence, and (C) the Board of Directors has no indication of any element that could call the independence of Christian Reinaudo into question.

The mandate of the abovementioned director will not be remunerated.

## **8. Consideration and election of potential additional directors**

Considering that as from the closing of the ordinary general shareholders' meeting, the Board of Directors will consist of only one or two persons, the Board of Directors will no longer be in a position to validly deliberate and take decisions. Shareholders can submit details of candidate directors for further consideration. In the meantime, the (remaining directors of the) Board of Directors reserve(s) in any event the right to take any protective or other appropriate measures regarding the Company, its governance and/or the potential dissolution and liquidation of the Company, including, without limitation, submitting an application to the competent court to appoint an interim administrator (*voorlopig bewindvoerder*), a judicial dissolution, and if and insofar the conditions thereof would at any time be fulfilled, a bankruptcy.

## **9. Re-appointment of statutory auditor and determination of statutory auditor's remuneration**

The mandate of the Company's current statutory auditor, i.e. Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL, Gateway Building, Luchthaven Brussel Nationaal 1 J, 1930 Zaventem, Belgium, represented by Mr. Nico Houthaeve, expires on the closing of the present ordinary general shareholders' meeting which deals with the approval of the statutory financial statements for the financial year ended on 31 December 2023. Since the current statutory auditor has exercised three successive mandates as statutory auditor of the Company, the current statutory auditor cannot be reappointed other than in accordance with the provisions of article 3:61, §3 of the Belgian Code of Companies and Associations. Considering, however, that the Company is intended to be dissolved and liquidated, the Company has requested and received an authorization from the Belgian Audit Oversight Board in accordance with article 3:61, §5 of the Belgian Code of Companies and Associations to reappoint the current statutory auditor for an additional two-year mandate.

*Proposed resolution:* The ordinary general shareholders' meeting resolves: (i) to re-appoint Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL, Gateway Building, Luchthaven Brussel Nationaal 1 J, 1930 Zaventem, Belgium, represented by Mr. Nico Houthaeve, as statutory auditor of the Company, for a period, covering two years, up to and including the closing of the ordinary general shareholders' meeting to be held in 2026 which will have decided upon the financial statements for the financial year ended on 31 December 2025, in accordance with article 3:61, §5 of the Belgian Code of Companies and Associations, and (ii) to determine the annual remuneration of the statutory auditor at EUR 30,000 for the audit of the statutory and the consolidated accounts of the group. This amount is exclusive of expenses and VAT, and is subject to an annual indexation as from 2025.

## 10. Acknowledgement and approval of the report in accordance with article 7:228 of the Belgian Code of Companies and Associations

Acknowledgement, deliberation on and approval of the report prepared by the Board of Directors in accordance with article 7:228 of the Belgian Code of Companies and Associations.

*Proposed resolution:* Taking into account the considerations set out in the report prepared by the Board of Directors in accordance with article 7:228 of the Belgian Code of Companies and Associations, the ordinary general shareholders' meeting resolves in accordance with article 7:228 of the Belgian Code of Companies and Associations not to continue the activities of the Company and to authorise the Board of Directors to take the necessary measures and steps towards the dissolution and liquidation of the Company.

**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 ordinary general 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 ordinary general 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 have the right to attend the ordinary general 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 ordinary general shareholders' meeting of the Company should take into account the formalities and procedures described below.

**Registration date:** The registration date for the ordinary general shareholders' meeting shall be Monday 11 August 2025, at midnight (12:00 a.m., Belgian time). Only persons owning securities issued by the Company on Monday 11 August 2025, at midnight (12:00 a.m., Belgian time) shall be entitled to participate in and, as the case may be, vote at the ordinary general shareholders' meeting. Only shareholders are entitled to vote. The holders of subscription rights issued by the Company can attend the ordinary general shareholders' meeting but only with an advisory vote. Shareholders and holders of subscription rights 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 ordinary general 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 ordinary general 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 central securities depository for the securities concerned (for dematerialized securities).
- (b) **Notification:** Secondly, in order to be admitted to the ordinary general 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 Tuesday 19 August 2025. The holders of securities that wish to make such notification must make use of the registration form that can be obtained at the Company's registered office and on the Company's new website ([www.biocartisgroupnv.be](http://www.biocartisgroupnv.be)). The notice must reach the Company by mail at its registered office (Generaal de Wittelaan 11B, 2800 Mechelen, Belgium, Attention: Board of Directors) or by e-mail at [info@biocartisgroupnv.be](mailto:info@biocartisgroupnv.be) at the latest on the sixth calendar day prior to the ordinary general shareholders' meeting, *i.e.* on or before Tuesday 19 August 2025 at the latest. For the holders of dematerialized securities the notification 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 relevant central securities depository, 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 new website ([www.biocartisgroupnv.be](http://www.biocartisgroupnv.be)). 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: Board of Directors) or by e-mail at [info@biocartisgroupnv.be](mailto:info@biocartisgroupnv.be) at the latest on the sixth calendar day prior to the ordinary general shareholders' meeting, *i.e.* on or before Tuesday 19 August 2025 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 new website ([www.biocartisgroupnv.be](http://www.biocartisgroupnv.be)). 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: Board of Directors) or by e-mail at [info@biocartisgroupnv.be](mailto:info@biocartisgroupnv.be) at the latest on the sixth calendar day prior to the ordinary general shareholders' meeting, *i.e.* on or before Tuesday 19 August 2025 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 ordinary general 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 relevant central securities depository 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: Board of Directors) or by e-mail at [info@biocartisgroupnv.be](mailto:info@biocartisgroupnv.be) at the latest on the twenty-second calendar day prior to the ordinary general shareholders' meeting, *i.e.* on or before Sunday 3 August 2025 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 ordinary general shareholders' meeting, *i.e.* on or before Sunday 10 August 2025 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 the ordinary 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: Board of Directors) or by e-mail at [info@biocartisgroupnv.be](mailto:info@biocartisgroupnv.be) at the latest on the sixth calendar day prior to the ordinary general shareholders' meeting, *i.e.* on or before Tuesday 19 August 2025 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 ordinary general 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' meetings, 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 new website ([www.biocartisgroupnv.be](http://www.biocartisgroupnv.be)). 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 ordinary 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 [info@biocartisgroupnv.be](mailto:info@biocartisgroupnv.be).

### **AVAILABLE INFORMATION**

The following documentation is available on the Company's new website ([www.biocartisgroupnv.be](http://www.biocartisgroupnv.be)): the convening notice for the ordinary general 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 ordinary general 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 ordinary general 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**

THIS DOCUMENT IS NOT AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY SHARES, SUBSCRIPTION RIGHTS OR OTHER SECURITIES OF BIOCARTIS GROUP NV. THE INFORMATION CONTAINED HEREIN IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION (DIRECTLY OR INDIRECTLY) IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD BE UNLAWFUL.