



## **CORPORATE GOVERNANCE CHARTER**

**18 JUNE 2021**

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Biotaly NV  
Buchtenstraat 11, 9051 Sint-Denijs Westrem, Belgium  
[www.biotaly.com](http://www.biotaly.com)

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## 1. INTRODUCTION

Biotalys NV (*Biotalys* or the *Company*, and together with its subsidiary Biotalys Inc., the *Group*) is a public limited liability company (“naamloze vennootschap”), incorporated in Belgium, having its registered office at Buchtenstraat 11, 9051 Sint-Denijs-Westrem and is registered with the Crossroads Bank for Enterprises under number 0508.931.185 (RLE Ghent).

This Corporate Governance Charter (the *Charter*) was approved by the board of directors of the Company (the *Board*) on 18 June 2021, subject to and with effect as of the closing of the Initial Public Offering of Biotalys. The Charter describes the main rules and principles on which the corporate governance of the Group is organized, such as its governance structure and the terms of reference of the Board and its committees. It is subject to, and without prejudice to, the articles of association of the Company (the *Articles of Association*) and the relevant provisions of Belgian law, such as the Belgian Code of Companies and Associations (the *BCCA*).

Pursuant to Article 3:6, §2, 1° of the BCCA, Belgian listed companies are required to designate the 2020 edition of the Belgian Code of Corporate Governance (hereafter the *2020 Code*), as their reference code, which is based on the “comply or explain” principle. The 2020 Code is available on the website [www.corporategovernancecommittee.be](http://www.corporategovernancecommittee.be). The main aim of the 2020 Code is to support long-term value creation by providing Belgian listed companies with a model of good corporate governance, based on transparency and accountability. This strengthens the confidence of investors and financiers, which benefits the other stakeholders.

The Company applies the ten corporate governance principles contained in the 2020 Code, which are considered as essential pillars of good governance. These principles are further detailed in a number of provisions which are recommendations for their effective implementation. Except as explained in this Charter or in the Corporate Governance Statement of its annual report (the *CG Statement*), the Company complies with the corporate governance provisions of the 2020 Code. In addition, the Company will include in the CG Statement factual information with respect to its corporate governance and relevant modifications thereto, together with details of executive remuneration and of relevant events that took place during the year under review.

Biotalys’s rules of corporate governance have been established by the Board to reinforce its standards for the Company. As part of these rules, the Company has adopted a Code of Business Conduct, which is attached to this Charter as Annex I, and a code of share dealing for the prevention of abuse of insider knowledge and prevention of market abuse (the *Dealing Code*) which is attached to this Charter as Annex II and forms an integral part of it. The Dealing Code relates amongst others to the disclosure of information regarding certain transactions in financial instruments issued by the Company; restrictions on the execution of transactions in financial instruments of the Company during specific periods prior to the publication of the financial results (“*closed periods*”) or during any other period considered sensitive: the appointment of a Compliance Officer who oversees compliance with the Dealing Code by the directors and other designated persons; and prior clearance of those persons by the Compliance Officer before each transaction in financial instruments of the Company.

This Charter, the Dealing Code, the Code of Business Conduct together with the Articles of Association are available on the Company’s website ([www.biotalys.com](http://www.biotalys.com)) and will be

regularly reviewed and updated as often as required to reflect changes to the Company's corporate governance as and when changes are implemented. The Charter entered into effect on the first day of unconditional trading of the Company's shares on Euronext Brussels. The present version of the Charter was approved on 18 June 2021.

Biotalys has the ambition to transform food protection through its antibody-derived protein-based biocontrol approach. With its proprietary technology platform, Biotalys aims to develop products that try to reduce the agricultural environmental footprint, optimize the use of our natural resources and provide healthy and safe choices for consumers. Sustainability is central to the Company's culture and embedded in the way the Company does business.

## **2. SIGNIFICANT SHAREHOLDERS AND SHAREHOLDERS' ARRANGEMENTS**

### **2.1 Shareholders' arrangements**

The Company is not aware of any shareholder agreements or arrangements between its shareholders. In view of the composition of its shareholders base, the Board has decided that it is not appropriate for the Company to enter into a "relationship agreement" as referred to in item 8.7 of the 2020 Code.

### **2.2 Shareholders' structure**

In accordance with the conditions set out in Belgian law of 2 May 2007 on the notification of significant shareholdings and the Royal Decree of 14 February 2018 on the disclosure of significant shareholders, every natural or legal person must notify the Company and the Financial Services and Markets Authority (*FSMA*) of the number and percentage of existing voting rights that it holds directly or indirectly, when the number of voting rights reaches, exceeds or falls below 5% and each subsequent multiple of 5%. The Articles of Association of the Company do not provide for additional notification thresholds.

The major shareholders of the Company, to the extent known to the Company, are published and updated on the Company's website, based on transparency declarations made by shareholders who are compelled to do so pursuant to Belgian law or the Articles of Association. None of the major shareholders have special voting rights or control rights.

## **3. SHARES AND SHAREHOLDERS**

### **3.1 Capital and shares**

The aggregate number of the Company's shares currently outstanding and the amount of the Company's issued and paid-up capital can be found on the website of the Company ([www.biotalys.com](http://www.biotalys.com)).

The shares can be held as either dematerialised shares or registered shares, at the discretion of the shareholder. Dematerialised shares are represented by an entry in an account in the name of its owner with an authorised account holder or with a clearing institution. For registered shares, the names and addresses of all shareholders or holders of a right of usufruct or pledge are recorded in the electronic shareholder register. On request, holders of registered shares will be provided with an extract from the register.

Shareholders may elect to have their registered shares converted into dematerialised shares and vice versa at their own expense. Any requests should be made to the registered office of the Company for the attention of the Company Secretary.

### **3.2 Shareholders' Meetings and voting rights**

All shares are ordinary shares and confer equal rights. Each share entitles its holder to one vote at the general shareholders' meeting of the Company (the *Shareholders' Meeting*).

The Company encourages its shareholders to participate in Shareholders' Meetings. In order to facilitate this, voting in absentia may take the form of proxy voting and voting by mail. The Board further has the possibility to organize the Shareholders' Meeting by means of electronic communication which must (i) allow the Company to verify the capacity and identity of the shareholders using it, (ii) at least enable (a) the shareholders to directly, simultaneously and continuously follow the discussions during the meeting and (b) the shareholders to exercise their voting rights on all points on which the Shareholders' Meeting is required to take a decision; and (iii) allow the shareholders to actively participate in the deliberations and to ask questions during the meeting. As part of Belgian COVID-19 regulation, a transitional regime applies until 30 June 2021 (although it cannot be excluded that such regime is extended), during which the Board may explain and justify in the convening notice for the general shareholders' meeting why the Company does not have such an electronic means of communication.

Agendas and all other relevant information, such as notices of all Shareholders' Meetings and all related documents such as specific Board and auditor's reports, are available on the Company's website ([www.biotalys.com](http://www.biotalys.com)) in advance of the Shareholders' Meetings. This information remains accessible on the website of the Company for a period of five years from the date of the Shareholders' Meeting to which it relates.

#### **3.2.1 Ordinary Shareholders' Meetings**

The ordinary Shareholders' Meeting is held every year on the third Friday of April at 10 a.m. at the registered office of the Company or at the place determined in the convening notice. At this meeting, the Board and the statutory auditor present a report on the management and the financial situation of the Company at the end of the previous fiscal year. The shareholders then vote on the approval of the annual accounts, the allocation of the Company's profit or loss, the appointment or renewal, if necessary, of directors or statutory auditors, remuneration, if necessary, of the directors and the auditor and the release from liability of the directors and the statutory auditor.

Prior to the ordinary Shareholders' Meeting, shareholders are invited to submit in writing any questions they have in respect of the agenda for discussion during the meeting. During the meeting there is also time for questions of shareholders.

#### **3.2.2 Extraordinary Shareholders' Meetings**

Extraordinary Shareholders' Meetings may be held for any purposes which require the approval of shareholders at an extraordinary meeting. These include amongst others any amendments to the Articles of Association, any increase or reduction of the capital, any authorisation to the Board to increase the capital, any amendment to the rights attached to the shares, buyback authorisations granted to the Board to acquire or dispose of its own shares, any decisions to change the legal form of the Company, any decision to liquidate the Company and any merger or split.

### **3.2.3 *Ad hoc Shareholders' Meetings***

The Board or the statutory auditor may convene a Shareholders' Meeting. Shareholders representing individually or jointly 10% of the Company's capital may also request the Board or the statutory auditor to convene a Shareholders' Meeting. The request must specify the items to be discussed, and be addressed to the Board or the statutory auditor, which is obliged to convene the meeting within three weeks as of receiving the request.

### **3.2.4 *Notice and agenda***

Notices of all Shareholders' Meetings contain the agenda of the meeting and the Board's recommendations on the matters to be voted upon, and are circulated in accordance with the provisions of Belgian law.

One or more shareholders representing at least 3% of the capital of the Company may request for items to be added to the agenda and submit resolution proposals in relation to existing agenda items or new items to be added to the agenda provided that they prove holding of such shareholding at the date of their request.

### **3.2.5 *Admission to meetings***

The right to participate in and vote at a Shareholders' Meeting requires shareholders to:

- (i) have the ownership of their shares recorded in their name on the record date, i.e. the 14<sup>th</sup> calendar day preceding the date of the meeting:
  - through registration in the register of the registered shares of the Company, for holders of registered shares; or
  - through book-entry in the accounts of an authorised account holder or clearing organisation, for holders of dematerialised shares; and
- (ii) notify the Company of their intention to participate in the meeting, indicating the number of shares in respect of which they intend to do so. In addition, the holders of dematerialised shares must, at the latest on the same day, provide the Company with an original certificate issued by an authorised account holder or a clearing organisation certifying the number of shares owned on the record date by the relevant shareholder and for which it has notified its intention to participate in the meeting.

Any shareholder may attend the Shareholders' Meeting in person or be represented by a proxy holder in accordance with Article 7:143 of the BCCA, who need not be a shareholder. A person who acts as a proxy holder may hold a proxy for more than one shareholder. In the event that a proxy holder holds proxies from several shareholders, he or she can vote differently on behalf of a certain shareholder than on behalf of another shareholder.

The notice convening the Shareholders' Meeting may also allow shareholders to participate in the Shareholders' Meeting remotely.

The same procedure applies for the holders of non-voting profit certificates, subscription rights or other securities issued with the cooperation of the Company who may attend the general meeting, but only in an advisory capacity.

### **3.2.6 *Votes, quorum and majority requirements***

Shareholders are allowed to vote in person, by proxy or by mail. Votes by mail must be cast using the form prepared by the Company.

Generally, there is no quorum requirement for a Shareholders' Meeting and decisions will be taken by a simple majority vote of shares present or represented. However, certain matters will require a larger majority and/or a quorum. These include the following:

- (i) any amendment to the Articles of Association (except the amendments to the corporate purpose or the transformation of the legal form of the Company), including inter alia, reductions or increases of the capital of the Company, any authorisation to repurchase shares or any resolution relating to a merger or demerger of the Company require the presence in person or by proxy of shareholders holding an aggregate of at least 50% of the issued capital, and the approval of a qualified majority of at least 75% of the votes cast at the meeting;
- (ii) any modification of the purpose of the Company or the transformation of the legal form of the Company requires a quorum of shareholders holding an aggregate of at least 50% of the capital and approval by a qualified majority of at least 80% of the votes cast at the meeting;

In each of the cases (i) and (ii), if a quorum is not present, a second meeting must be convened. At the second meeting, the quorum requirement does not apply. However, the qualified majority requirement of 75% or 80%, as the case may be, continues to apply.

### **3.2.7 *Minutes***

Minutes of the Shareholders' Meetings are drafted and published on the website of the Company ([www.biotalys.com](http://www.biotalys.com)).

### **3.2.8 *Chair – office***

Each General Meeting is chaired by the Chairperson of the Board of Directors or, in his or her absence, by a director with the longest standing as director within the Company where, should multiple directors have the same seniority, the oldest of these directors will act as chair. The Chairperson shall take the necessary measures to ensure that any relevant question from the shareholders is answered properly in accordance with the provisions of the BCCA.

The Chairperson can designate a secretary and a scribe, who do not have to be a shareholder and which functions can be performed by one person.

The chair, the secretary and the scribe together form the office.

## **3.3 *Rights to dividends***

The Company's dividend policy will be determined by, and may change from time to time by determination of the Company's Board. Any declaration of dividends will be based upon the Company's earnings, financial condition, capital requirements and other factors considered important by the Board. The Company reports its financial results on a half-yearly and yearly basis. Belgian law and the Articles of Association do not require the Company to declare dividends.



Currently, the Board expects to retain all earnings, if any, generated by the Company's operations for the development and growth of its business and does not anticipate paying any dividends to the shareholders in the foreseeable future.

The annual dividend payment, if any, is approved by the shareholders at the ordinary Shareholders' Meeting and is paid on the dates and at the places appointed by the Board. In accordance with Article 39 of the Articles of Associations, the Board may pay an interim dividend in accordance with the provisions of the BCCA.

### **3.4 Communication to shareholders**

The Company respects the rights of all shareholders and encourages its shareholders to take an active interest in the Company. The Company is in regular contact with its major shareholders as set out on the Company's website and other shareholders. It has not found it necessary to date under its current governance model to enter into a formal relationship agreement with any of them.

The Company ensures equal treatment of all shareholders. It ensures that all necessary facilities and information are available so that shareholders can exercise their rights. The Board is responsible for communication with shareholders and potential shareholders and encourages effective dialogue through appropriate investor relation programmes. In order to promote this dialogue, the Company communicates through various channels with shareholders and potential shareholders. In support of this objective, the Board provides quality information, in a timely fashion, through a variety of communication tools. These include annual reports, financial results announcements, briefings, participation in investor conferences, dedicated investor meetings (one-on-ones) and the section of the Company's website which is dedicated to investors. Finally, the General Meetings are also used to communicate with the shareholders and to stimulate their involvement.

In addition, the Company encourages its institutional shareholders to communicate their evaluation of the Company's governance, the implementation of their policy and their voting behaviour.

The Company recognises that high-quality disclosure builds trust and confidence with shareholders and the public in general.

## **4. THE BOARD: TERMS OF REFERENCE**

These Terms of Reference have been adopted by the Board to clarify its role and responsibilities. These principles and policies are in addition to and are not intended to change or interpret any law or regulation or the Articles of Association. The Board will revise these Terms of Reference from time to time to adopt these to its evolving needs. In this case, the Board shall include in the CG Statement the relevant information and/or events that gave rise to the modification.

### **4.1 Role**

The Company is headed by a Board acting as a collegiate body. The Board's role is to pursue sustainable value creation by the Company, by setting the Company's strategy, putting in place effective, responsible and ethical leadership and monitoring the Company's performance. The Board decides on the Company's medium and long-term strategy based on proposals from the ExCom and determines the risk appetite of the Company in order to achieve its strategic objectives. The Board closely monitors the Company's performance and

ensures that the necessary financial and human resources are in place for the Company to meet its objectives.

The Board supports the executive management in the execution of its tasks and should be prepared to challenge the executive management in a constructive manner when appropriate.

#### **4.2 Powers and responsibilities of the Board**

The Company has opted for a “one-tier” governance structure. As a result, the Board is the ultimate decision-making body and is authorised to carry out all actions that are necessary or useful to achieve the Company’s purpose, except for the powers reserved to the shareholders at the Shareholders’ Meeting by law, or as specified in the Articles of Association.

At least once every five years, the Board should review whether the chosen governance structure is still appropriate, and if not, it should propose a new governance structure to the Shareholders’ Meeting.

In accordance with the powers granted to it by law and the Articles of Association, the Board has, among others, the following exclusive powers and responsibilities:

- to approve the Company’s strategy (including its risk appetite), as recommended by the CEO and upon proposal from the Executive Committee (*ExCom*) and to oversee the Company’s principal objectives;
- to appoint and dismiss and determine the powers and responsibilities of the CEO and the ExCom and to appoint and remove the Company Secretary;
- to satisfy that there is a succession plan in place for the CEO and the other members of the ExCom, and review this plan periodically;
- to choose the structure of the ExCom and supervise and evaluate the performance of the ExCom and review the realisation of the Company’s medium and long-term strategy;
- to appoint and dismiss members of the committees of the Board; to appoint and dismiss the chairpersons of all committees of the Board.
- to monitor and review the effectiveness of the Board and its committees as well as to assess the interactions of the Board with management;
- to nominate director candidates for approval by the shareholders at the Shareholders’ Meeting, upon recommendation of the Nomination and Remuneration Committee and to determine the selection criteria for the directors;
- to assume ultimate responsibility for the oversight of the Company’s activities and its compliance with laws and regulations and to monitor the internal control and risk management function in collaboration with the Audit Committee and work with the Audit Committee to ensure that the ExCom develops appropriate, adequate and cost-effective internal control and risk management mechanisms;
- to review, evaluate and approve the Company’s budget and forecasts;
- to review, evaluate and approve the financial and operating results of the Company, including the annual, six-monthly, and if required quarterly, financial and consolidated statements, examine the financial position of any subsidiary of the Company if needed,

and present at the ordinary Shareholders' Meeting a clear and complete evaluation of the Company's financial condition as prepared by the CEO;

- to review and approve all significant judgments concerning the application of International Financial Reporting Standards (*IFRS*) in the preparation of the Company's financial statements upon the recommendation of the Audit Committee;
- to convene the Shareholders' Meetings and determine any resolutions to be submitted for approval, including, among other matters, resolutions relating to the allocation of annual corporate financial results, and requests to discharge the Board; and
- to establish the Company's policy with respect to corporate communications, it being understood that communication on behalf of the Company to the outside world (after Board approval) is reserved to the Chairperson and the CEO, with the right of delegation; the Company's policy will ensure the integrity and timely disclosure of the Company's financial statements and other material information.

The Board is also vested with the following powers and responsibilities that it exercises upon recommendation from the CEO:

- to appoint and dismiss the members of the Scientific Advisory Board (*SAB*);
- to approve the annual budget and investment plans, and approve the annual plan for capital expenditure. To approve all non-planned capital expenditure exceeding EUR 100,000 in the aggregate, in any year;
- to approve finance transactions and financial commitments and related guarantees which exceed in the aggregate EUR 100,000, in notional amount, in any year and which are not intra-group transactions;
- to approve capital contributions, acquisitions (M&A) and divestments;
- to approve acquisition or divestiture of intellectual property rights;
- to approve acquisitions, divestitures, transfers or mortgaging of rights in real property, or long-term leases, which exceed EUR 100,000 in value; and
- to approve procurement and supply contracts which exceed EUR 100,000 in value.

The Board has the authority and the duty to use adequate, necessary and proportional means in order to fulfil its responsibilities. The Board as a whole is collectively accountable to the Company for adequately exercising its authority, powers and duties. The Board performs its duties in accordance with the legal, statutory and contractual provisions and in the interest of the Company, shareholders and all director or indirect stakeholders.

In all matter for which it has exclusive responsibility, the Board works closely together with the ExCom, which is in essence responsible for the preparation of most of the proposals for decision by the Board.

### **4.3 Composition of the Board**

#### **4.3.1 Composition**

The Board must be composed of a minimum of three members and at least a majority of whom are non-executive directors.

The composition of the Board should be (i) appropriate to the Company's purpose, its operations, phase of development, structure of ownership, (ii) on the one hand, small enough for efficient decision-making and, on the other hand, large enough for its directors to contribute experience and knowledge from their different fields and for changes to the Board's composition to be managed without undue disruption and (iii) determined so as to gather sufficient expertise in the Company's areas of activity as well as sufficient diversity of skills, background, age and gender. By 1 January 2027, at least one third of the members of the Board should be from a different gender than that of the other members.

Pursuant to the Articles of Association, at least three directors shall be independent directors appointed by the Shareholders' Meeting upon proposal by the Board.

Adequacy of size and composition will be regularly assessed by the Board on the recommendation of the Nomination and Remuneration Committee. The Board's composition should ensure that decisions are made in the corporate interest.

The curricula vitae of the directors are available for consultation on the Company's website and a list of the members of the Board, indicating which Board members are independent directors, is disclosed in the CG Statement.

#### **4.3.2 Appointment**

The appointment and renewal of all directors (i) is based on a recommendation of the Nomination and Remuneration Committee, taking into account the rules regarding the composition of the Board that are set out in the BCCA and the Articles of Association, and (ii) is subject to approval by the Shareholders' Meeting. The Board has in place nomination procedures and objective selection criteria for executive and non-executive Board members.

The directors may be natural persons or legal entities but need not be shareholders. Whenever a legal entity is appointed as a director, it must appoint an individual as its permanent representative, who will carry out the office of director in the name and on behalf of that legal entity. In their capacity as board members, board members may not be subject to an employment agreement with the Company.

Each director individually should have skills, knowledge and experience that are complementary to the need of the Company, and should bring to the Board an inquisitive and objective perspective that enables him or her, if needed, to challenge management.

When dealing with a new appointment, the Chairperson of the Board and the chairperson of the Nomination and Remuneration Committee must ensure that, before considering the candidate, the Board has received sufficient information such as the candidate's curriculum vitae, an assessment of the candidate based on the candidate's initial review, a list of the positions the candidate currently holds, and, if applicable, the necessary information for assessing the candidate's independence.

The Nomination and Remuneration Committee leads the nomination process and recommends suitable candidates to the Board. The Board is responsible for proposing members for nomination to the Shareholders' Meeting. Any proposal for the appointment of a director to the Shareholders' Meeting shall be accompanied by a recommendation from the Board, based on the advice of the Nomination and Remuneration Committee. It shall be accompanied by the relevant information on the candidate's professional qualifications together with a list of the positions the candidate already holds.

Board members undertake that they have sufficient time to exercise their duties, taking into consideration the number and importance of their other commitments. Directors should uphold the highest standards of integrity, probity, professional ability and judgment and should be committed, in conjunction with the other directors, to serving the long-term interests of the Company. Directors should engage actively in their duties and should be able to make their own sound, objective and independent judgments when discharging their responsibilities.

Non-executive directors should spend the time and meet as frequently as necessary to properly discharge their responsibilities. They should be made aware of the extent of their duties at the time of their application, in particular as to the time commitment involved in carrying out those duties. They should not consider taking on more than five board memberships in listed companies, including the directorship in the Company. Charges to their other relevant commitments and their new commitments outside the Company should be reported to the Chairperson as they arise.

### **4.3.3 Independence**

In accordance with Article 7:87 of the BCCA, independence will be assessed taking into consideration the criteria of the 2020 Code which are the following:

- not being an executive, or exercising a function as a person entrusted with the daily management of the Company or a related company or person, and not having been in such a position for the previous three years before their appointment and no longer enjoying stock options of the Company related to this position;
- not having served for a total term of more than twelve years as a board member;
- not being an employee of the senior management of the Company or a related company or person, and not having been in such a position for the previous three years before their appointment and no longer enjoying stock options of the company related to this position;
- not be receiving, or having received during their mandate or for a period of three years prior to their appointment, any significant remuneration or any other significant advantage of a patrimonial nature from the Company or a related company or person, apart from any fee they receive or have received as a non-executive board member;
- not holding shares, either directly or indirectly, either alone or in concert, representing globally one tenth or more of the Company's capital or one tenth or more of the voting rights in the Company at the moment of appointment and not having been nominated, in any circumstances, by a shareholder fulfilling the conditions covered above;
- not maintaining, nor having maintained in the past year before their appointment, a significant business relationship with the Company or a related company or person, either directly or as partner, shareholder, board member, member of the senior management of a company or person who maintains such a relationship;
- not being or having been within the last three years before their appointment, a partner or member of the audit team of the Company or person who is, or has been within the last three years before their appointment, the external auditor of the Company or a related company or person;

- not being an executive of another company in which an executive of the Company is a non-executive board member and not have other significant links with executive board members of the company through involvement in other companies or bodies;
- not having, in the Company or a related company or person, a spouse, legal partner or close family member to the second degree, exercising a function as board member or executive or person entrusted with the daily management or employee of the senior management, or falling in one of the other cases referred to in bullets 1. to 8. above, and as far as the second bullet is concerned, up to three years after the date on which the relevant relative has terminated their last term.

Should the Board present for appointment as independent director a candidate who does not meet the criteria above, it will explain the reasons why it considers that such candidate is independent, in accordance with Article 7:87 of the BCCA.

#### **4.3.4 Term**

As a general principle, the term of office of all directors of Biotalys, will be four years and terminate immediately after the closing of the fourth ordinary Shareholders' Meeting following the date of their appointment, unless the Shareholders' Meeting sets a shorter term.

All directors will be eligible for re-election. Proposals by the Board for the appointment or re-election of any director must be based on a recommendation by the Nomination and Remuneration Committee.

Directors can be dismissed at any time by the Shareholders' Meeting.

#### **4.3.5 Vacancy**

When a position on the Board becomes vacant, the remaining directors shall have the right to temporarily fill the vacancy by appointing a candidate in which case the next general Shareholders' Meeting must confirm the co-opted directors' mandate. If the mandate is confirmed by the Shareholders' Meeting, and unless the Shareholders' Meeting decides otherwise, the co-opted director will carry out the mandate of his or her predecessor for its remaining duration. In absence of such confirmation, the term of office of the co-opted director ends at the end of such Shareholders' Meeting, without prejudice to the regularity of the composition of the Board up to that point in time.

### **4.4 The functioning of the Board**

#### **4.4.1 Frequency, notice and agenda**

The Board shall meet as frequently as the interests of the Company shall require but in any case not less than six times a year. Directors may attend Board meetings using video, telephone or internet-based means. Decisions may also be adopted, without a meeting, by the unanimous written consent of the directors. In addition, non-executive members of the Board meet at least once a year in the absence of the CEO and the other executives.

In addition, special meetings of the Board may be called and held at any time upon the call of either the Chairperson or at least two directors, by notice to each director at least three business days before the meeting. Where duly justified by emergency and by the corporate interest of the Company, the above notice period of three business days may be waived by the unanimous consent of the directors expressed in writing. If all directors are present or represented at the meeting, the notice period and any other formalities that may apply (e.g.

providing in advance documents to be decided upon by the Board) will be deemed to have been waived. Reasonable efforts shall however be made to ensure that each director actually receives timely notice of any such special meeting.

A detailed agenda specifying the topics for deliberation and decision and those for information shall be provided to Board members prior to the meeting. The Chairperson ensures that a detailed agenda and, to the extent feasible, supporting documents and proposed resolutions will be provided to the directors approximately seven days prior to each Board meeting. Board members have the power to raise any question which they consider appropriate concerning the Company and its operations.

The Chairperson, assisted by the Company Secretary, should ensure that the Board members are provided with accurate, concise, timely and clear information before the meetings and, where necessary, between meetings so that they can make a knowledgeable and informed contribution to Board discussions. All Board members should receive the same board information.

At the request of the Chairperson, any member of the SAB or any third person may be invited to attend the whole or any part of a Board meeting.

The number of Board and Board committee meetings and the individual attendance record of directors are disclosed in the CG Statement.

#### ***4.4.2 Votes, quorum and majority***

The Board can only deliberate and decide if a majority of its members are present or represented. A new meeting must be convened if such quorum is not attended. The second meeting can validly deliberate and decide on the items that were already on the agenda of the first meeting regardless of the number of directors present or represented, on the understanding that at least two directors must be present. Each director can appoint another member of the Board to represent him and vote in his name. Decisions are made by a simple majority of the votes cast.

In the event of a tied vote, a new Board meeting will be convened within five business days to resolve upon the same agenda item. If at such newly held Board meeting there is still a tied vote on the same agenda item, the Chairperson of the Board will have a casting vote.

Decisions may also be adopted, without a meeting, by the unanimous written consent of the directors.

#### ***4.4.3 Minutes***

The Company Secretary drafts minutes of each meeting reflecting the issues which were discussed, the decisions which were taken and, if any, the reservations which were voiced by dissenting directors.

The minutes will be approved by the Chairperson and subsequently by the Board during its next regularly scheduled meeting.

#### ***4.4.4 Conflicts of interest***

Directors are required to arrange their personal and business affairs so as to avoid conflicts of interest with the Company. Any director with a conflicting interest on any matter before the Board will be required to bring it to the attention of his or her fellow directors.

If the conflict is a direct or indirect conflict of a financial nature falling within the meaning of Article 7:96 of the BCCA, the relevant director shall also bring it to the attention of the statutory auditor and take no part in any deliberations or voting related thereto. Any abstention from voting as a result of a conflict of interest will be disclosed in accordance with the relevant legal provisions. If multiple directors cannot take part in the deliberations and voting because of a conflict within the meaning of Article 7:96 of the BCCA, the Board can still validly deliberate and decide on the items on the agenda, even if this results in a majority of the members of the Board not to be present or represented at the meeting as required under clause 4.4.2, on the understanding that at least two directors must be present.

If the conflict does not fall within the scope of Article 7:96 of the BCCA, the Board shall, under the lead of the Chairperson, decide which procedure needs to be followed to protect the interests of the Company and the shareholders, as the case may be.

Finally, the Board should act in such a manner that a conflict of interests, or the appearance of such a conflict, is avoided. In the possible case of a conflict of interests, the Board should, under the lead of its Chairperson, decide which procedure it will follow to protect the interests of the Company and all its shareholders.

#### **4.4.5 Related party arrangements**

Any proposed related party transaction or arrangement falling within the scope of Article 7:97 of the BCCA shall be submitted to a committee of three independent directors in accordance with such article and shall only be entered into after review by the committee.

Even when transactions or arrangements do not fall within the scope of Article 7:97 of the BCCA, each director should, in particular, be attentive to conflicts of interests that may arise between Biotalys, its directors, its significant or controlling shareholder(s) and other shareholders.

#### **4.5 Relationship with management**

The ExCom should formulate proposals to the Board in relation to the Company's strategy and its implementation. The ExCom should however have sufficient latitude to implement the approved strategy in accordance with the Company's risk appetite. Members of the Board shall not intervene directly in the operations of the Company other than in exceptional circumstances and on a "need only" basis.

The Chairperson will establish a close relationship with the CEO, providing support, coaching and advice, while fully respecting the executive responsibilities of the CEO.

Interaction between members of the Board and executives should take place in a transparent way. The Chairperson should always be informed of any interactions.

Non-executive members of the Board ordinarily shall not give instructions to or interfere with the activities of the Company's management and employees. By exception to this principle, members of the Audit Committee shall at all times have full and free access to the CEO and Chief Financial Officer (*CFO*) and any other officers or employees to whom they may require access in order to carry out their responsibilities.

#### **4.6 Directors' induction**

The Chairperson will ensure that new directors receive a complete and tailored induction to the Company prior to joining the Board and that existing directors continually update their



skills and the knowledge and familiarity with the Company required to fulfil their role both on the Board and on the committees of the Board.

For directors joining Board committees, the induction provided must encompass a description of their specific role and duties and any other information linked to the specific role of that committee.

Board members should update their skills and improve their knowledge of the Company to fulfil their roles both on the Board and on the Board committees they serve on. The Company will for that purpose make the necessary resources available.

#### **4.7 Access to advisors**

The Board, the Board committees and the Board members shall, after consultation with the Chairperson, have the authority to retain independent accounting, financial, legal and other advisors as they deem necessary or appropriate without management approval or consultation. The Company will provide for appropriate funding, as determined by the Board, for payment of reasonable compensation to any such advisor retained by the Board, the Board committee or the Board member.

In order to obtain such advice, the relevant Board member or Board committee should contact the Chairperson and inform him or her of the request and provide any further information that the Chairperson should reasonably request.

#### **4.8 Information for directors**

Directors have access to all corporate information that the Board considers necessary for the Directors to fulfil their fiduciary duties and all information that the Board considers is material to Biotalys. This right of access is subject, in the case of personal information concerning employees of the Company, to applicable privacy laws. The Company Secretary is available to supply the requested information.

Directors will only use the information they receive for the purpose of exercising their duties and must preserve the confidentiality of such information.

Members of the Board must treat all information with the necessary discretion and, in the case of confidential information, with the appropriate secrecy.

#### **4.9 Evaluation of the Board**

Under the lead of the Chairperson and assisted by the Nomination and Remuneration Committee (and possibly also by external advisers) the Board will on a continuous basis and at least every three years conduct a self-evaluation in respect of its performance, size, composition, functioning and those of its committees, as well as in respect of its interaction with the ExCom. The directors may not attend the discussions on their own respective evaluation.

The evaluation assesses how the Board and its committees operate, checks that important issues are effectively prepared and discussed, evaluates each director's contribution and constructive involvement, and assesses the composition of the Board and its committees against the desired composition, including their size and functioning. This evaluation takes into account the members' general role as director, and specific roles as Chairperson or member of a committee of the Board, as well as their relevant responsibilities and time

commitment. When dealing with re-election, the director's commitment and effectiveness shall be evaluated in accordance with a pre-established and transparent procedure.

The Board will act on the results of the performance evaluation by recognising its strengths and addressing its weaknesses. Where appropriate, this will involve proposing new members for appointment, proposing not to re-elect existing members or taking any measure deemed appropriate for the effective operation of the Board.

In addition, the non-executive directors must on a continuous basis assess their interaction with the executive management of the Company. In this respect, non-executive directors will meet at least once a year without the CEO and the other executive directors.

The CG Statement discloses information on the main features of the evaluation process of the Board, of its committees and its individual directors.

#### **4.10 The remuneration of directors**

The Board should determine, upon the advice of the Nomination and Remuneration Committee, a remuneration policy in accordance with Article 7:89/1 of the BCCA to be approved by the Shareholders' Meeting (the *Remuneration Policy*). The Remuneration Policy is designed to achieve the following objectives: (i) to attract, reward and retain the necessary talent, (ii) to promote the achievement of strategic objectives in accordance with the Company's risk appetite and behavioural norms; and (iii) to promote sustainable value creation.

At each material change and at least every four years, the Remuneration Policy has to be submitted to the Shareholders' Meeting for binding approval. Such approved Remuneration Policy, including the date and results of the voting thereof, must then be immediately published on the Company's website. If the Remuneration Policy is not approved, remuneration will be paid in accordance with the most recently approved Remuneration Policy, or, if there is no approved Remuneration Policy, the existing remuneration practices.

The Nomination and Remuneration Committee recommends the level of remuneration for directors, including the Chairperson, in accordance with the Remuneration Policy and subject to approval by the Board and, subsequently, by the shareholders at the Shareholders' Meeting when it approves the annual accounts. The Company may only temporarily deviate from the Remuneration Policy in exceptional circumstances or if approved as such by the Shareholders' Meeting.

The Nomination and Remuneration Committee will regularly benchmark directors' compensation against peer companies to ensure that it is competitive and sufficient to attract, retain and motivate directors who have the profile determined by the Board. Remuneration is linked to the time committed to the Board and its various committees.

The Company is prohibited from making loans to directors or executive officers, whether for the purpose of exercising options or for any other purpose (except for routine advances for business-related expenses in accordance with the Company's rules for reimbursement of expenses).

#### **4.11 Insurance of directors**

The Company may, acting through the Board, take out directors and officers insurance coverage.

## **4.12 Chairperson of the Board and Company Secretary**

### ***4.12.1 Appointment of the Chairperson***

The Board elects the chairperson of the Board (the ***Chairperson***) from among its non-executive members on the basis of his or her knowledge, skills, experience and mediation strength.

For the appointment of the Chairperson, the Nomination and Remuneration Committee will prepare a job description, including an assessment of the time commitment expected, recognising the need for availability in the event of crises. The Chairperson is a person recognised for his professionalism, independence of mind, coaching abilities, the ability to reach consensus, and has communicative and meeting management skills.

The CEO will not be the Chairperson. If the Board envisages appointment the former CEO as Chairperson, it should carefully consider the positive and negative aspects in favour of such a decision and disclose in the CG Statement why such appointment will not hamper the required autonomy of the CEO.

In the absence of the Chairperson and for chairing discussions and decision-making by the Board on matters where the Chairperson has a conflict of interest, his or her tasks are performed by the director with the longest standing as director within the Company where, should multiple directors have the same seniority, the oldest of these directors will act as chair.

### ***4.12.2 Powers and responsibilities of the Chairperson***

The Chairperson is responsible for the proper and efficient functioning of the Board. The Chairperson provides leadership to the Board in discharging its duties and acts as a liaison between the shareholders, the Board, the CEO and the executive management and the Company. The Chairperson engenders a climate of trust, allowing for open discussions and constructive challenge.

He or she determines the calendar of the Board meetings and Board committee meetings and the agenda of the Board meetings (taking into account requests from the directors), in consultation with the CEO and the Company Secretary, and he chairs Board meetings.

He or she ensures that directors receive, prior to each meeting, complete and accurate information, and to the extent appropriate, a copy of any management presentation to be made at the Board meeting. The Chairperson will also make sure that there is sufficient time for making decisions.

The Chairperson represents the Board from a public relations standpoint to shareholders and the public at large and chairs the Shareholders' Meetings. The Chairperson will serve as interface between the Board and major shareholders of the Company on matters of corporate governance.

### ***4.12.3 Company Secretary***

The Board appoints a Company secretary (the ***Company Secretary***), who assists and advises the Board, the Chairperson of the Board, the chairs of the Board committees and all Board members and members of the ExCom in exercising their general and specific roles and duties.

The Board ensures that the Company Secretary has the necessary skills and knowledge of corporate governance matters.

He or she shall advise the Board on all governance matters and assist the Chairperson in fulfilling his or her duties as detailed above, as well as in the logistics associated with the affairs of the Board (information, agenda, etc.). Individual directors have direct access to the Company Secretary.

The Board may decide to replace the Company Secretary at any time.

#### **4.13 Authority**

The Company is validly represented by any two of its directors acting jointly and for acts within the scope of the daily management, by the members of the ExCom, acting two by two.

The Board has delegated the powers of daily management to the CEO. The ExCom will assist the CEO in respect of its responsibilities under the daily management. The Board should develop a clear delegation policy for the powers and duties entrusted to the CEO.

These powers do not prevent the Board from granting from time to time, at its entire discretion, a specific power to represent the Company in view of a specific transaction or operation.

## **5. EXECUTIVE MANAGEMENT**

### **5.1 Chief Executive Officer**

#### **5.1.1 Appointment**

The Board appoints and removes the chief executive officer of the Company (the *CEO*), thereby taking into account any recommendations from the Nomination and Remuneration Committee.

#### **5.1.2 Powers and responsibilities**

The CEO reports directly to the Board.

He or she oversees the organisation and efficient day-to-day management of the Company, its subsidiaries and affiliates. The CEO is responsible for the execution and management of all Board decisions. In addition, the CEO exercises the special and limited powers assigned to the CEO by the Board.

The CEO reports regularly to the Board.

### **5.2 Executive Committee (ExCom)**

#### **5.2.1 Composition and functioning**

The members of the ExCom include the CEO, the Chief Financial Officer, the Chief Scientific Officer, the Chief Operations Officer and the Chief Business Officer. The Board may appoint at any time additional members to the ExCom.

The ExCom shall meet regularly, and typically prior to each meeting of the Board of Directors. Minutes of the meetings shall be prepared by the Company Secretary.

Members of the ExCom are required to arrange their personal and business affairs so as to avoid conflicts of interest with the Company. Should a conflict arise, the ExCom shall decide which procedure needs to be followed to protect the interests of the Company and the shareholders, as the case may be.

### **5.2.2 Role and responsibilities**

The ExCom reports to the CEO and assists the CEO in respect of the implementation of corporate strategy as defined by the Board. The ExCom shall perform such duties as may be assigned to it from time to time by the CEO or the Board.

The ExCom will assist the CEO:

- with the operational management of the Company;
- in ensuring the establishment of internal controls, without prejudice to the supervisory role of the Board, based on the framework approved by the Board;
- in submitting to the Board a complete and accurate preparation of the Company's annual accounts, in accordance with the applicable accounting standards;
- in preparing the mandatory publication by the Company of the annual accounts and other material financial and non-financial information;
- in providing in due time all information necessary for the Board to carry out its duties; and
- in answering to the Board for the performance of its duties.

### **5.3 Remuneration of ExCom**

Please refer to clause 4.10 with respect to the Remuneration Policy of the Company.

The remuneration for members of the ExCom shall be determined by the Board, based upon the recommendation of the Nomination and Remuneration Committee and in line with the Remuneration Policy of the Company.

The Company's annual report includes a separate remuneration report which provides full details with respect to (i) the procedure for determining the executive remuneration policy, (ii) the executive remuneration principles and (iii) the components and amount of the remuneration and other benefits granted to the ExCom of the Company during the reporting year, in accordance with the BCCA.

### **5.4 Evaluation**

At least once a year, the Nomination and Remuneration Committee evaluates the operation and performance of the executive management of the Company.

## **6. SCIENTIFIC ADVISORY BOARD (SAB)**

The Board may install a Scientific Advisory Board (**SAB**) to provide strategic scientific and technology advice and guidance to Biotalys on the following matters, with a view to position Biotalys optimally to develop and execute its global business strategy and achieve its growth objectives:

- improving the efficiency and efficacy of the research and development programs;

- defining next-generation product and technology development programs, including providing ideas and concepts for new product and technology areas;
- analysing critically the key results of the lead programs; and
- providing strategic direction on regulatory matters.

In addition, the SAB shall perform such duties as may be requested from it from time to time by the Board of Directors.

The members of the SAB may, but do not have to be, members of the Board.

## **7. BOARD COMMITTEES**

The Board is assisted by two Board committees: the audit committee (the *Audit Committee*) and the nomination and remuneration committee (the *Nomination and Remuneration Committee*). The Board may, from time to time, establish or maintain additional committees as necessary or appropriate and/or amend the terms of reference.

The role and responsibilities of each committee are determined by the Board and laid down in their terms of reference which are reviewed and may be amended from time to time by the Board.

The existence of the committees does not decrease the responsibility of the Board as a whole. Board committees meet to prepare matters for consideration by the Board.

Each committee has the authority and the duty to use adequate, necessary and proportional means (including the authority to select, retain and terminate any outside advisor on an ad hoc basis at the Company's reasonable expense after informing the Chairperson) in order to fulfil its duties, and is accountable to the Board for the proper exercising of these powers and duties.

Directors are expected to attend meetings of the committees on which they serve. The number of committee meetings and the individual attendance record of directors shall be disclosed in the CG Statement.

The chairperson of each committee shall report to the Board at the next Board meeting following each meeting of the committee on the principal matters reviewed or approved by the committee and its recommendations regarding actions to be taken by or decisions to be approved by the Board.

### **7.1 Audit Committee**

#### **7.1.1 Composition**

The Audit Committee is composed of at least three Board members.

The Board shall appoint the members of the Audit Committee from among the non-executive directors. The members of the Audit Committee appoint a chairperson. At least one member of the Audit Committee is an independent director as defined in clause 4.3.3 of this Charter and at least one member needs to have accounting and audit experience.

All members of the Audit Committee will have sufficient financial expertise to fulfil their role effectively and the members need to have collective expertise in the activities of the Company. The chairperson of the Audit Committee will not be the Chairperson of the Board.

The CEO and CFO will be invited to the meetings of the Audit Committee, unless the chairperson of the Audit Committee or a majority of the members decide to meet in closed session, and the Audit Committee may invite other people to attend its meetings at its discretion.

### **7.1.2 Functioning**

The Audit Committee shall meet sufficiently regularly to execute its duties effectively, with a minimum of four meetings a year or at the request of at least two of its members. Meetings can take place using video, telephone or internet-based means. The Audit Committee meets separately periodically with management, the head of internal audit (if appointed) and the statutory auditor of the Company to discuss matters that the Audit Committee or any of these persons or firms believes should be discussed privately.

Save in exceptional circumstances, the agenda for the meeting as well as all supporting documentation is sent to the members of the Audit Committee at least three business days in advance of the meeting. The Company Secretary drafts minutes of each meeting reflecting the issues that were discussed and the decisions that were taken. The minutes are approved by the chairperson of the Audit Committee and subsequently by the members during the next meeting. Minutes of the Audit Committee meetings shall also be distributed to the Board for the next Board meeting.

A meeting can validly deliberate and decide if it is attended in person by at least two members. Decisions of the Audit Committee shall be taken by a majority of the votes cast. In the event of a tied vote, a new Audit Committee meeting will be convened within five business days to resolve upon the same agenda item. If at such newly held Audit Committee meeting there is still a tied vote on the same agenda item, the chairperson of the Audit Committee will have a casting vote.

The members of the Audit Committee must at all times have full access to the CFO and to any other employee to whom they may require access in order to carry out their responsibilities. The statutory auditor should have access to the members of the Audit Committee.

### **7.1.3 Powers and responsibilities**

The Audit Committee shall assist the Board in its responsibility for oversight of (1) the integrity of the Company's financial statements, (2) the Company's compliance with legal and regulatory requirements, (3) the statutory auditor's qualification and independence, and (4) the performance of the statutory auditor and the Company's risk management function. The Audit Committee is entitled to review information on any point it wishes to verify, and is authorised to acquire such information from any Company employee.

It is also authorised to obtain independent advice, including legal advice, if this is necessary for an inquiry into any matter under its responsibility. It is entitled to call on the resources that will be needed for this task. In order to obtain such advice, the Audit Committee should contact the Chairperson and inform him or her of the request and provide any further information that the Chairperson should reasonably request. It is entitled to receive reports directly from the statutory auditor, including reports with recommendations on how to improve the Company's control processes.

The policies and procedures of the Audit Committee shall remain flexible to allow it to respond in a timely way to the needs of a professional environment in constant change. In particular the Audit Committee is responsible for the following:

- assisting the Board in fulfilling its monitoring responsibilities in respect of control in the broadest sense, including risks;
- informing the Board of the outcome of the statutory audit of the financial statements and, the consolidated financial statements and explaining how the statutory audit of the financial statement and the consolidated financial statements has contributed to the integrity of the financial reporting of the Company and what role the Audit Committee has played in that process;
- monitoring the financial reporting process and making recommendations or proposals to ensure the integrity of the process;
- monitoring the effectiveness of the Company's internal control and risk management systems as well monitoring the internal audit and its effectiveness;
- monitoring the statutory audit of the financial statements and the consolidated financial statements, including follow-up on the questions and recommendations formulated by the statutory auditor and, as the case may be, by the auditor responsible for auditing the consolidated financial statements;
- assessing and monitoring the independence of the statutory auditor and, as the case may be, of the auditor responsible for auditing the consolidated financial statements, checking in particular whether the provision of non-audit services to the Company is appropriate;
- analysing with the statutory auditor the threats to its independence and the safeguards put in place to mitigate those threats, when the total fees of the statutory audit exceed the criteria set out in Article 4(3) of the Regulation (EU) No 537/2014;
- making recommendations to the Board for the appointment of the statutory auditor and of the auditor responsible for the audit of the consolidated financial statements;
- monitoring management's responsiveness to the findings of the internal audit function (if applicable) and to the recommendations made in the statutory auditor's management letter; and
- reviewing the specific arrangements for raising concerns – in confidence – about possible improprieties in financial reporting or other matters.

## **7.2 Nomination and Remuneration Committee**

### **7.2.1 Composition**

The Nomination and Remuneration Committee shall consist of at least three members appointed by the Board, all of whom will be non-executive directors. The majority of the members of the Nomination and Remuneration Committee are independent directors as defined in clause 4.3.3 of this Charter. The Chairperson of the Board or another non-executive director is chairperson of the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee needs to have the necessary expertise of remuneration policy.

The CEO is invited to the meetings of the Nomination and Remuneration Committee and will participate in the meetings of the committee when it deals with the remuneration of members of the ExCom, unless the chairperson of the Nomination and Remuneration Committee or a



majority of the members of the committee decide otherwise and the committee may invite other people to attend its meetings at its discretion. No individual director may be present at the meeting of the Nomination and Remuneration Committee at which his/her own remuneration is discussed nor may an individual director be involved in any decision concerning his/her own remuneration.

### **7.2.2 Functioning**

The Nomination and Remuneration Committee shall meet sufficiently regularly to execute its duties effectively, with a minimum of two meetings a year. Meetings can take place using video, telephone or internet-based means.

Save in exceptional circumstances, the agenda for the meeting as well as all supporting documentation is sent to the members of the Nomination and Remuneration Committee at least three business days in advance of the meeting. The Company Secretary drafts minutes of each meeting reflecting the issues that were discussed and the decisions that were taken. The minutes are approved by the chairperson of the Nomination and Remuneration Committee and subsequently by the members during the next meeting. Minutes of the Nomination and Remuneration Committee meetings shall also be distributed to the Board for the next Board meeting.

A meeting can validly deliberate and decide if it is attended in person by at least two members. Decisions of the Nomination and Remuneration Committee shall be taken by a majority of the votes cast. In the event of a tied vote, a new Nomination and Remuneration Committee meeting will be convened within five business days to resolve upon the same agenda item. If at such newly held Nomination and Remuneration Committee meeting there is still a tied vote on the same agenda item, the chairperson of the Nomination and Remuneration Committee will have a casting vote.

The members of the Nomination and Remuneration Committee must at all times have full access to the CEO and to any other employee to whom they may require access in order to carry out their responsibilities. The Nomination and Remuneration Committee has the authority to retain and terminate any consultancy firm or search firm to be used in assisting with its missions, including assisting in the identification of executives.

### **7.2.3 Powers and responsibilities**

The responsibilities of the Nomination and Remuneration Committee include the following:

- making proposals to the Board on the remuneration policy for directors and members of the ExCom;
- making proposals to the Board with respect to the individual remuneration of the directors and the members of the ExCom, including variable remuneration and long-term performance bonuses (whether or not stock-related) and severance payments;
- preparing the remuneration report of the Company;
- explaining the remuneration report of the Company at the annual Shareholders' Meeting;
- making proposals to the Board on the annual review of the ExCom's performance and on the realisation of the Company's strategy against agreed performance measures and targets;

- making recommendations to the Board with regard to the appointment of Board members and executives;
- preparing plans for the orderly succession of Board members and leading the re-appointment process of Board members;
- ensuring that sufficient and regular attention is paid to the succession of executives;
- ensuring that appropriate talent development programmes and programmes to promote diversity in leadership are in place.

## **8. MISCELLANEOUS**

### ***8.1.1 Changes to the Charter***

The Board may amend this Charter from time to time without prior notice. It may also decide at any time to deviate from this Charter subject to disclosure thereof in the CG Statement.

Any such modification will be published on the Company's website ([www.biotalys.com](http://www.biotalys.com)).

### ***8.1.2 Priority***

In the case of any contradiction between a provision of the Charter and an applicable mandatory law or regulation, the law or regulation will supersede the provision of this Charter.

**ANNEX 1**  
**CODE OF BUSINESS CONDUCT**



## **Code of Business Conduct**

Date of issuance: 18 June 2021  
Biotaly NV  
Buchtenstraat 11, 9051 Sint-Denijs Westrem, Belgium  
[www.biotaly.com](http://www.biotaly.com)

## 1. INTRODUCTION

Biotalys NV (Buchtenstraat 11, 9051 Sint-Denijs-Westrem (Belgium), company number: 0508.931.185 (RPM Ghent)) (“**Biotalys**” or the “**Company**”) and its subsidiaries from time to time (the “**Biotalys Group**”) is committed to high ethical standards in its dealings with all those with whom it is involved. Our reputation for honesty and integrity is an invaluable asset. This Code of Business Conduct (“**Code of Business Conduct**” or “the **Code**”) has been adopted by our board of directors (the “**Board of Directors**”) and summarizes the standards that must guide our actions. All employees, including our officers, directors, and consultants, are required to read this policy carefully and to adhere to its principles and spirit in the daily execution of their tasks and responsibilities. They are trusted by the Company to exhibit professionalism in all matters pertaining to Biotalys’ affairs and not to partake in any illegal or improper activity.

## 2. BUSINESS AND SCIENTIFIC INFORMATION

The integrity and success of the business of Biotalys is dependent upon the accuracy of the Company’s records and business information. The Company’s shareholders, directors, employees, consultants, clients, suppliers and the public cannot make informed decisions about the Company if this basic information contains material omissions or falsifications or misleading statements.

## 3. CONFIDENTIAL INFORMATION

Employees have an obligation to safeguard the Company’s confidential information. Such information includes:

- financial information, operating plans and budgets;
- inventions, patents, trade secrets and know-how;
- research and development, scientific data and procedures, and product plans;
- salary, wage and benefits data and all other personnel information;
- detailed information regarding partners, including partners requirements;
- information regarding the regulatory process and contacts with regulators;
- preferences and plans, except where such information is publicly available; and
- the Company’s dealings with business partners, suppliers, distributors and consultants and the details of all business deals, other than any terms that have been publicly announced.

All confidential information relating to the Company and its business is to be used solely by employees in pursuance of their work and for corporate purposes only. Confidential Information should not be provided to persons outside of the Company (except in connection with a confidentiality agreement) or used for the purpose of furthering a private interest or making a personal profit.

Employees must also ensure that all non-public information concerning the financial condition, earnings, business prospects, securities and other performance of Biotalys remains confidential, unless and until it is fully and properly disseminated to the public by management.

## 4. PUBLIC DISCLOSURE

The Company plays active roles in the business, scientific and financial communities. Such participation involves communicating regularly within these communities and open communications on the part of

Company representatives are encouraged. However, external communication activities also involve risks that need to be managed. These risks include the inadvertent disclosure of unprotected intellectual property, faulty or misleading financial disclosure, and incorrect information on any subject. Any such disclosure will damage Biotalys' interests, including its public reputation.

Biotalys has a policy under which Company press releases and public statements, as well as statements to the investment community, must be approved by the Chief Executive Officer of the Company. Therefore, no employee should disclose any of the Company's non-public information to any member of the financial/investment community or to the press.

If an employee believes that any important non-public information will be revealed in any publication or communication with the scientific or investment community, the employee should notify the Chief Executive Officer or the Chief Financial Officer of the Company in advance of such disclosure so that appropriate action can be taken, including stopping the disclosure. If any important non-public information is inadvertently disclosed, employees aware of such disclosure should contact the Chief Executive Officer or the Chief Financial Officer immediately so that the Company may promptly take corrective action.

## **5. MEDIA**

Employees must not make any statement to the press, radio or television, through the internet or social media, about the Company's business without prior authorization in writing. Any approaches or enquiries must be referred to the Chief Executive Officer or the Chief Financial Officer.

## **6. DEALING CODE**

Sensitive market information is information about Biotalys' business that is not publicly available and which could, if made public, affect the price of the Company's shares. It is very important that all employees, including directors and officers are aware of the sensitive information which Biotalys handles and do so with caution and care. Biotalys has issued a Dealing Code to prevent such information from being made public outside of the Company. Within the Company, we will only share such information with relevant persons on a need-to-know basis.

It is the aim of the Company to comply both with the letter and with the spirit of the European and Belgian rules on market abuse as a reliable organization. It is Biotalys' policy and responsibility to comply fully with such laws by applying them in the day-to-day activities. Under no circumstances is any employee allowed to use insider information for personal (financial) benefit. All employees, including directors and officers are requested to comply with Biotalys' Dealing Code.

Please refer to the Dealing Code, available on the Company's website, for details on the scope of the policy as well as its prohibitions and requirements.

## **7. INVENTIONS AND PATENTS**

The Company's intellectual property rights are valuable assets and all employees are expected to protect them. Biotalys also respects intellectual property rights of others. Intellectual property includes, among other things, patents, trademarks, domain names, copyrights, design rights, database extraction rights, rights in know-how or other confidential information (sometimes called "trade secrets" or "proprietary information") and rights under intellectual property agreements. Biotalys' employees, managers and

directors are required to understand and comply with all intellectual property laws applicable to Biotalys' business activities. Any use of Biotalys' systems in violation of applicable intellectual property rights is strictly prohibited.

All employees are required to disclose to the Company, any discovery or invention that the employee has made or has reason to believe might be useful, patentable or otherwise protectable in the course of his or her employment. The decision of when, what and where to pursue possible intellectual property protection will be undertaken by the Company.

## **8. FAIR COMPETITION AND CONFLICTS OF INTEREST**

Biotalys is committed to the principles of fair competition in the purchase of products and services and strives to organise its business in accordance with the principles of sustainable development. All procurement decisions will be based exclusively on normal commercial considerations, such as quality, cost, availability, service, reputation and other factors bearing directly on the product, service or supplier.

Employees must act in the best interests of Biotalys and must disregard any personal preference or advantage. Employees should avoid entering into situations in which their personal, family or financial interests may conflict with those of Company. Where any potential conflict of interest may arise, the employee should declare their interest and seek advice from a member of the Executive Committee of the Company (the "ExCom").

Undisclosed interests or obligations in organizations or property with which the Company transacts business, or with which the Company contemplates such transactions, create at least the presumption of a conflict of interest. The existence of such an interest or obligation must be disclosed to any of the members of the ExCom. Any situation that could create a perception of conflict of interest should be avoided. In the event that an actual or apparent conflict of interest arises between the personal and professional relationship or activities of an employee, the employee involved is required to handle such conflict of interest in an ethical manner in accordance with the provisions of this Code of Business Conduct.

## **9. BUSINESS PRACTICE**

Biotalys and its employees must comply with the laws of all jurisdictions in which they operate and with applicable international and national industry codes of practice. No employee of the Company shall in the course of their employment commit an illegal or unethical act, or instruct others to do so, for any reason. It is the responsibility of all employees to ensure, by taking advice where appropriate, that they are fully aware of all relevant laws and codes of practice.

## **10. RECEIPT OF THINGS OF VALUE**

Employees shall not solicit or accept for themselves or their family anything of any value from any third party, including any gifts, entertainment or personal favors, which might reasonably be believed to have a significant influence on business transactions. An offer of entertainment must not be accepted unless the offer is within the bounds of accepted business hospitality. When in doubt as to whether the offer is within the bounds of accepted business hospitality, employees should consult with the ExCom.

## **11. OTHER INTERESTS**

Involvement or employment outside of Biotalys in any activity, which might reduce an employee's general duty of undivided loyalty to the Company or affect the independence of judgments, decisions or actions taken on the Company's behalf, must be avoided. No conflict of interest should exist between the private interests of employees and their obligations to the Company. To ensure that employees give their full attention to their work, employees are discouraged from engaging in paid employment outside of the Company and employees are prohibited from engaging in paid employment or business that might conflict with the interests of the Company without the express written permission of the ExCom.

Employees must obtain the consent of their immediate superior for all professional activities (such as, for example, service in professional associations, on editorial boards and on boards of management) which follow from their function or status at the Company or which would necessitate time on such activities during the working day.

## **12. BRIBES**

Providing or attempting to provide or soliciting, accepting or attempting to accept any bribe to or from any employee or official of any person, corporation, entity or governmental agency with whom Biotalys is engaged, or seeks to become engaged, in business dealings ordinarily constitutes a violation of law. In addition, such conduct may impair public confidence in the integrity of the Company in the conduct of its business. Accordingly, employees shall not provide, or attempt or offer to provide, any bribes or solicit, accept or attempt to accept any bribe.

## **13. BOOKS, RECORDS AND CONTROLS**

It is essential that the integrity, accuracy and reliability of Biotalys' books, records and financial statements be maintained.

All payments must be accurately recorded in Biotalys' corporate books, records and accounts in a timely manner and in reasonable detail. False, misleading, incomplete inaccurate, or artificial entries in the Company's books and records are strictly prohibited.

Business records shall accurately reflect transactions and no transaction shall be entered into with the intention of it being documented or recorded in a deceptive manner. Similarly, all funds, assets and transactions must be disclosed and recorded in the appropriate books and accounted for properly and punctually.

## **14. WORKING ENVIRONMENT**

Definitions:

- *Harassment or discrimination* may be based on one or more of the following motives: race, religion, colour, political convictions, sex, language, pregnancy, ethnic or national origin, civil state, social status, sexual orientation, handicap, age.
- *Sexual harassment* is defined as being any undesired action or any undesired expression with sexual connotations, which causes a real or apparent prejudice to an employee.



Biotalys encourages the respect of the individual, their integrity and their dignity, by ensuring that the working environment and relations between employees shall be free of discrimination or harassment.

Harassment is an unacceptable behavior, which is shown, among other things, by words, acts or gestures, which are considered by a person or group of persons to be of a humiliating or contemptuous character.

Discrimination and harassment will not be tolerated in the working environment.

Biotalys protects its employees who believe they are victims of harassment or discrimination. Employees should not tolerate discrimination and harassment and should report their complaint.

Once informed, the Company will take all measures required to stop any such behavior and to deal appropriately with the perpetrator. The matter will be treated with discretion and diligence.

## **15. ETHICS AT WORK**

Employees are expected to demonstrate integrity, honesty and proper ethics at work. They are trusted by the Company to exhibit professionalism in all matters pertaining to Biotalys' affairs and not to partake in any illegal or improper activity.

Misconduct will not be tolerated and could lead to disciplinary action, including those set out in the work rules of the Company. Cases of serious misconduct, e.g.: theft, fraud, violence at work will likely lead to termination of your employment.

## **16. RETALIATION**

Biotalys prohibits and will not tolerate any threatened or actual retaliation against any persons, or their legitimate representatives, who in good faith, (i) raise concerns, (ii) formally or informally report to Biotalys, (iii) assist or another colleague to report to Biotalys, or (iv) participate in an investigation or legally protected litigation regarding a potential violation of applicable laws or regulations, this Code or Company policies.

## **17. ENVIRONMENT, HEALTH AND SAFETY**

In support of the Company's dream, all colleagues should work vigorously to achieve a high standard of environmental, health and safety performance throughout our organization. Employees, officers and directors should strive to prevent all accidents, injuries and occupational illnesses within our operations. All colleagues have a role to play in helping ensure that we take into account the environment in our daily work.

## **18. ECONOMIC SANCTIONS AND ANTI-MONEY LAUNDERING**

The United Nations, the United States, the European Union and some other countries and organizations restrict certain international trade through their economic sanctions regimes. Such sanctions usually prohibit particular transactions with certain countries or certain listed individuals, entities, or their representatives and certain entities owned or controlled by them.

Money laundering is the process of transferring illegally obtained money through legitimate people or accounts so that its original source cannot be traced. Terrorist financing is the process by which terrorists fund their operations, through legally or illegally obtained funds, in order to perform terrorist acts. Money laundering and terrorist financing, as well as any action that would facilitate money laundering or terrorist financing, are prohibited for all colleagues. In addition, facilitating tax evasion is a standalone criminal offense in some countries, but is also commonly considered a money laundering offense in many jurisdictions.

Biotalys is committed to complying with applicable anti-money laundering, anti-tax evasion, and international trade laws, including economic sanctions.

## **19. COMPLIANCE**

All employees are expected to comply with all of the provisions of this Code of Business Conduct. The Code will be strictly enforced and breaches of it will be taken very seriously by the Company. Persons found to have breached the Code may be subject to corrective and/or disciplinary action, including those set out in the work rules of the Company, which may, in serious cases, result in dismissal or removal from office. Breaches of the Code that involve illegal behavior will be reported to the appropriate authorities.

Any concerns about violations of ethics, laws, rules, regulations or this Code by any employee, including our officers and directors, should be reported promptly to the Chief Financial Officer. Any such concerns involving the Chief Financial Officer should be reported to the Chairman of the Audit Committee of the Company.

Biotalys encourages all employees to report any suspected breaches of this Code (or of other laws, rules, regulations or Company policies) promptly and intends to thoroughly investigate any good faith reports of breaches. An anonymous report should provide enough information about the incident or situation to allow the Company to investigate properly. All disclosures will be treated confidentially, except as agreed with the employee and except as necessary and proper for appropriate resolution. The Company will regard the employee's actions as legitimate if the employee has acted in good faith and neither for personal gain nor out of personal motive.

Employees who speak out and follow the procedure will receive adequate protection. The Company will support concerned employees and protect them from reprisals and will do everything possible to guarantee confidentiality.

Biotalys' Whistle Blowing Procedure describes the possibilities of reporting non-ethical behavior in detail as well as the rights and obligations of those who are involved in the report. The procedure is available on [www.biotalys.com](http://www.biotalys.com).

**ANNEX 2**  
**DEALING CODE**



## **Dealing Code**

Date of issuance: 18 June 2021  
Biotalys NV  
Buchtenstraat 11, 9051 Sint-Denijs Westrem, Belgium  
[www.biotalys.com](http://www.biotalys.com)

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## 1. INTRODUCTION

This dealing code (the “**Code**”) is addressed to all employees, managers and members of the Boards of Directors (or equivalent), temporary staff, consultants and advisers of the Biotalys Group (including the members of the Scientific Advisory Board) (together, the “**Addressees**” or “**you**”). The term “**Biotalys Group**” refers to Biotalys NV (Buchtenstraat 11, 9051 Sint-Denijs-Westrem (Belgium), company number: 0508.931.185 (RPM Ghent)) (“**Biotalys**” or the “**Company**”) and its subsidiaries from time to time. This Code has been approved by the Board of Directors of Biotalys on 18 June 2021, subject to and with effect as of the closing of the Initial Public Offering of Biotalys.

This Code is intended to ensure that any persons who are in possession of Inside Information (as defined below) at any given time, which may include you, do not misuse, and do not place themselves under suspicion of misusing, such Inside Information (e.g. by buying or selling shares or other securities of the Company on the basis of Inside Information) and to ensure that such persons maintain the confidentiality of such Inside Information and refrain from market manipulation. Violations of the market abuse rules may (among others) result in significant administrative and criminal sanctions.

This Code not only seeks to so prevent insider trading at the Biotalys Group, but also to prevent the perception of insider trading and market abuse, and to safeguard the reputation and integrity of the Biotalys Group and the Addressees.

For ease of use, this Code has been divided into two main parts:

- **Part A** of this Code applies to everyone; *i.e.* to all Addressees; and
- **Part B** only applies to the members of the Executive Committee and the Board of Directors of Biotalys (the “**Persons Discharging Managerial Responsibilities**” or “**PDMRs**”) as well as to the employees of Biotalys Group who have been personally notified by the Compliance Officer to be Key Employees (“**Key Employees**”). PDMRs and Key Employees are, generally, persons who, due to their function or employment within Biotalys Group, are deemed to be more exposed to inside information.

As the shares of Biotalys are admitted to trading on the regulated market of Euronext Brussels, the legal basis for this Code is the European Market Abuse Regulation (Regulation No 596/2014 on market abuse) (the “**Market Abuse Regulation**”) together with its implementing regulations and guidance from the ESMA (European Securities and Markets Authority) and the FSMA (*Autorité des Services et Marchés Financiers / Autoriteit voor Financiële Diensten en Markten*) and the Law of 2 August 2002 on the supervision of the financial sector and financial services.

Capitalised terms used in this Code are defined throughout the Code.

## Queries and more information

If you have any questions or are in any doubt as to how to comply with this Code, please contact the Compliance Officer Wiot BV, permanently represented by Wim Ottevaere (tel: +32 9 261 06 90, e-mail: wim.ottevaere@biotals.com) (the *Compliance Officer*). The Compliance Officer has been appointed by the Company's Board of Directors to supervise compliance with the market abuse rules and regulations and this Code and to deal with the matters specified therein. Where appropriate, you may also want to seek legal advice from your own legal or personal adviser.

## 2. COMPLIANCE OFFICER AND MARKET DISCLOSURE COMMITTEE

2.1. The Compliance Officer shall monitor and respond to questions relating to the application of this Code. The duties of the Compliance Officer include the following:

- ensuring that the Code is updated as necessary to remain in line with applicable market abuse rules and regulations;
- responding to all enquiries from Addressees in relation to this Code and applicable market abuse rules and regulations;
- granting clearance to Deal as provided in this Code;
- maintaining, and keeping updated, the documents referred to in this Code (including the Project Lists, Insider List, PDMR List and List of Key Employees) or that are otherwise required under applicable market abuse rules and regulations; and
- communicating with the FSMA in relation to the topics dealt with in this Code.

2.2. The Compliance Officer may designate one or more individuals who may perform the Compliance Officer's duties in the event that the Compliance Officer is unable or unavailable to perform such duties. The Compliance Officer may also be assisted by, or delegate all or part of their duties to, designated employees of the Biotals Group.

2.3. The Compliance Officer may decide, alone and in his or her discretion, on such matters that are in their responsibility pursuant to this Dealing Code. Their decision may be based on a variety of considerations, including ethical and reputational risk considerations, with a view to not only prevent insider trading at Biotals but also to prevent the perception of insider trading and market abuse, and to safeguard the reputation and integrity of the Biotals Group and the Addressees. The Compliance Officer may nevertheless refer or escalate certain questions, including a request for clearance to Deal, to the decision of the Market Disclosure Committee (if installed) or the Board of Directors.

2.4. The Board of Directors may decide to install a Market Disclosure Committee composed of certain members of the Executive Committee, the Board of Directors and/or Key Employees. The Compliance Officer shall be a member of the Market Disclosure Committee. The duties of the Market Disclosure Committee include the following:

- assisting the Compliance Officer in responding to all enquiries from Addressees in relation to this Code and applicable market abuse rules and regulations;

- if so requested by the Compliance Officer, granting clearance to Deal as provided in this Code or take any other decision in connection with this Code upon request of the Compliance Officer;
- deciding on the setting up of Project Lists and/or Insider Lists; and,
- deciding on the publication or the delay of publication of inside information.

#### **PART A. RULES APPLICABLE TO ALL ADDRESSEES**

This Part A of the Code applies to all Addressees.

### **3. INSIDE INFORMATION**

*Inside Information is information relating to the Biotalys Group or the Company Securities (as defined below) that is precise, not public and that would, if it were made public, likely have a significant effect on the prices of the Company Securities. You are responsible for assessing whether you are at any time in possession of Inside Information and for complying with the rules set out in this Code and the market abuse rules in general.*

“**Inside Information**” is any information (i) of a precise nature, (ii) which has not been made public, (iii) relating directly or indirectly to the Biotalys Group or to the Company Securities, and (iv) which is ‘material’, *i.e.* if it were made public, would be likely to have a significant effect on the prices of the Company Securities.

- (i) *Information of a precise nature.* Information is deemed to be ‘precise’ if it indicates a set of circumstances which exists or which may reasonably be expected to come into existence, or an event which has occurred or which may reasonably be expected to occur, where it is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or event on the price of the Company Securities.
- (ii) *Non-public information.* Information is ‘non-public’ unless it has been adequately disclosed, by Biotalys or through a third party, to the public, as wide as possible and on a non-discriminatory basis, through major newswire services, national news services and financial news services, potentially combined with other publication methods (*e.g.*, publication on Biotalys’ website).
- (iii) *Material Information.* Information is ‘material’ if, were it made public, it would likely have a significant effect on the prices of Company Securities. Relevant for these purposes is whether a reasonable investor would likely use the information as part of the basis of his or her investment decisions.

For the purpose of the above and of this Code, the term “**Company Securities**” means any shares and debt instruments issued or as may be issued by Biotalys as well as any derivatives and other financial instruments in the broadest sense linked thereto. This includes, among others:

- Biotalys’ shares;
- options and warrants (including employee stock options and warrants) in respect of Biotalys’ shares;
- any (convertible) bonds or notes that Biotalys or any member of the Biotalys Group may issue; and



- any preferential subscription rights entitling their holder to subscribe to shares, warrants or convertible bonds in Biotalys,

but also any other subscription and exchange rights, (convertible) bonds, forwards, futures, swaps and any other derivative contracts with respect to Biotalys' shares and debt instruments.

#### 4. GENERAL PROHIBITIONS

*Certain general prohibitions apply while you are in possession of Inside Information. For example, you may not trade in Company Securities while in possession of Inside Information. You may also not disclose such Inside Information to any other persons, except within certain limits and only after you have consulted with the Compliance Officer. Finally, it is prohibited to enter into certain transactions that may mislead the market or spread false or misleading information with respect to the Biotalys Group or the Company Securities. Violating the rules set out in this Code and the market abuse rules may expose you to significant sanctions, such as administrative fines, criminal fines and imprisonment, termination of your employment/service agreement for cause and civil liability.*

#### Insider dealing

4.1. Any person who possesses information, and knows or ought to know that it is **Inside Information**, may not:

- acquire or dispose of, or attempt to acquire or dispose of, either for his/her own account or for the account of a third party, directly or indirectly, Company Securities to which such Inside Information relates; or
- cancel or amend an order concerning a financial instrument to which the Inside Information relates where the order was placed before the person concerned possessed the Inside Information; or
- attempt to engage in any of the above or take part in any arrangement that leads to one of the abovementioned actions; or
- recommend that another person engages in one of the abovementioned actions or induces another person to take any such actions (so-called 'tipping').

As a matter of Biotalys policy, you should not give advice to third parties on Dealing in Company Securities even if you and such third parties do not possess Inside Information.

4.2. The abovementioned general prohibitions to Deal in the Company Securities, and the terms "**Deal**" or "**Dealing**" as used in this Code should be interpreted as including any transaction, in the broadest sense, in respect of Company Securities. The most common forms of Dealing include:

- acquisition, disposal, short sale, subscription or exchange;
- acceptance or exercise of a stock option or warrant, including of a stock option or warrant granted to managers or employees as part of their remuneration package, and the disposal of shares stemming from the exercise of such stock option or warrant;
- subscription to a capital increase or debt instrument (notes or bonds) issuance;

- entering into or exercise of equity swaps and any other transactions in or related to derivatives, including cash-settled transactions;
- grant, acceptance, acquisition, disposal, exercise or discharge of rights or obligations, including put and call options;
- automatic or non-automatic conversion of a Company Security into another Company Security, including the exchange of convertible bonds to shares and the conversion of warrants to shares;
- gifts and donations of Company Securities made or received, and inheritance received;
- borrowing or lending (including entering into, or terminating, assigning or novating any stock lending agreement);
- using as security (e.g., pledging) or otherwise granting a charge, lien or other encumbrance; and
- any other right or obligation, present or future, conditional or unconditional, to acquire or dispose.

This overview is not exhaustive. In case of doubt as to whether a certain Dealing is permitted at a given time, or whether such Dealing has to be notified to the competent authority, please contact your legal adviser and/or the Compliance Officer.

**Attention:**

- *Accepting or exercising stock options granted by Biotalys and selling Biotalys shares acquired through the exercise of such stock options while you are in possession of Inside Information is not permitted.*
- *The abovementioned Dealing prohibition will, as a rule, not apply to Dealings in Company Securities conducted on behalf of a person on the basis of a discretionary portfolio management mandate. However, please note that PDMRs and their PCAs (as defined in section 14.2) will have to notify such Dealings (see section 14.5 and following) to Biotalys and the FSMA. Please contact your legal advisers or the Compliance Officer with any questions in this respect.*

**Unlawful disclosure of Inside Information**

4.3. It is prohibited for any person possessing Inside Information to disclose that information to any other person (including other employees of the Biotalys Group, family members, friends, strangers, advisers, individual investors, members of the investment community and news media), except to the extent approved by the Compliance Officer (subject to the conditions as set out in section 5 below). Moreover, if you receive a recommendation or inducement to engage in insider dealing and you share this with another person, this will also qualify as unlawful disclosure of Inside Information, if you knew or ought to have known that the recommendation or inducement was based on Inside Information.

**Market manipulation**

4.4. It is prohibited for any person to engage in, or attempt to engage in, market manipulation. This includes:

- entering into a transaction, placing an order or any other behaviour which:

- gives, or is likely to give, false or misleading signals as to the supply of, demand for, or price of, one or more Company Securities; or
- secures, or is likely to secure, the price of the Company Securities at an abnormal or artificial level,

unless the person entering into a transaction, placing an order to trade or engaging in any other behaviour establishes that such transaction, order or behaviour has been carried out for legitimate reasons and conform with an accepted market practice;

- entering into a transaction, placing an order to trade or any other activity or behaviour which affects or is likely to affect the price of the Company Securities, which employs a fictitious device or any other form of deception or contrivance; and
- disseminating information or rumours through the media, including the internet, or by any other means, which give, or are likely to give, false or misleading signals as to the supply of, demand for, or price of, Company Securities, or are likely to secure the price of one or more Company Securities at an abnormal or artificial level, where the person who made the dissemination knew, or ought to have known, that the information was false or misleading.

4.5. In addition, it is prohibited for any person to (i) take part in any arrangement that leads to one of the abovementioned actions, and (ii) encourage any other persons to engage in one of the abovementioned actions.

4.6. Please consult with the Compliance Officer before engaging in any such behaviour or making public statements in respect of the Biotalys Group or the Company Securities.

## 5. DUTY OF CONFIDENTIALITY

*It is important that, if you come into possession of Inside Information or believe that certain information may constitute Inside Information, you consult with the Compliance Officer as soon as possible. This will allow the Compliance Officer to determine which steps have to be taken to disclose the Inside Information or to guarantee its confidentiality if disclosure is postponed. You may only disclose Inside Information to any other person (within or outside the Biotalys Group) if this disclosure complies with the specific disclosure or communication procedure that applies to the relevant project or matter (if any) or, if no such procedure applies, with the prior approval of the Compliance Officer. You should also inform the Compliance Officer if you believe there has been a leak of Inside Information (whether from within the Biotalys Group or elsewhere).*

### General rule

5.1. Any person who is in possession of Inside Information at a given time must keep such Inside Information confidential by restricting access to it and by only communicating it to other persons if the disclosure is made in the normal exercise of the employment, profession or duties of such other persons and this disclosure complies with the specific disclosure or communication procedure that applies to the relevant project or matter (if any) or, if no such procedure applies, with the prior approval of the Compliance Officer (in accordance with section 5.4 below). The number of people aware of Inside Information should be kept to the minimum reasonably practicable.

5.2. The information disclosed should be limited to what the receiving person needs to know at any particular time (rather than allowing access to all information that is available).

**Additional rules for external advisers and other third parties**

5.3. Inside Information may only be disclosed to external advisers and other third parties (“**Relevant Third Parties**”), on a need-to-know basis, after ensuring that such Relevant Third Parties are bound by a confidentiality obligation (either by law, by regulation or by agreement). As soon as the person that has disclosed the Inside Information notices that a Relevant Third Party does not comply with the confidentiality obligation, he or she should report this to the Compliance Officer as soon as possible so that the necessary actions can be taken.

**Prior approval**

5.4. Prior to disclosing Inside Information to any person, the person wishing to disclose the Inside Information must ensure that this disclosure complies with the specific disclosure or communication procedure that applies to the relevant project or matter (if any) or, if no such procedure applies, obtain the prior approval of the Compliance Officer. The latter may also require a recipient of Inside Information to enter into a confidentiality undertaking before receiving the relevant information. The Compliance Officer in any case must be informed of any disclosure of Inside Information, so that they can add the receiving party to the Insider List.

5.5. If a person is in doubt as to whether certain information constitutes Inside Information, he/she should consult with the Compliance Officer. He/she should also inform the Compliance Officer if he/she believes there has been a leak of Inside Information (whether from within the Biotalys Group or elsewhere).

**6. PROJECT LISTS/EVENT-SPECIFIC CLOSED PERIODS AND INSIDER LISTS**

*In order to prevent inadvertent violation of insider trading rules or to avoid even the appearance of such violation, the Compliance Officer may inform you that, in light of certain confidential information present at Biotalys Group, you have been put on a Project List, following which you may not Deal in Company Securities during the entire period that you are on the list (this period is also referred to as an Event-Specific Closed Period).*

*When the confidential information present at Biotalys Group becomes Inside Information and you are aware of it, you will be included on the Insider List, as required by market abuse rules, and the prohibition for you not to Deal in Company Securities continues. In each case, you will be bound by very strict confidentiality duties.*

**Project Lists/Event-Specific Closed Periods**

6.1. There may at times be certain confidential information present at Biotalys Group (whether or not this information constitutes Inside Information) that is not generally shared by all Addressees and the public. As a preventive measure,

- persons who are working on or aware of a specific confidential project or matter, or

- any other Addressee(s), even if not working on or aware of a specific confidential project or matter,

may at the outset or at any time during the project or matter, be informed by the Compliance Officer that they have been included on a list of the persons who are prohibited from Dealing (the “**Project List**”). This measure not only seeks to so prevent insider trading at the Biotalys Group but also to prevent the perception of insider trading and market abuse, and to safeguard the reputation and integrity of the Biotalys Group and the Addressees.

6.2. Except as otherwise decided by the Compliance Officer and/or the Market Disclosure Committee (if installed) and/or the Board of Directors, the Event-Specific Closed Period will extend to the members of the Board of Directors, the members of the Executive Committee, the members of the Scientific Advisory Board and the Key Employees. As mentioned, it may also be extended to other Addressees, even if not working on or aware of a specific confidential project or matter for which a Project List has been established.

6.3. Each person added to the Project List (“**Restricted Person**”) will receive a notification (by email) to that effect from the Compliance Officer which shall request them to acknowledge in writing (by email or any other relevant means) the legal and regulatory duties entailed and the sanctions attaching to the General Prohibitions, in the form attached as Annex 2. This notification may, but is not required to, explain the reason for which a Restricted Person is included on the Project List. This notification will include a reminder of the prohibition to Deal and the relevant confidentiality duties.

6.4. The Project List shall include the same data and level of details as the Insider List and shall be managed and kept by the Compliance Officer in accordance with the rules referred to below on Insider Lists.

6.5. A specific closed period (“**Event-Specific Closed Period**”) will be applicable for each Project List, starting from the moment indicated in the notification of the Project List until the moment:

- (a) Biotalys discloses the confidential information through a press release; and/or
- (b) the Restricted Person is informed by the Compliance Officer that he/she is removed from the relevant Project List; and/or
- (c) the Restricted Person is informed by the Compliance Officer that the relevant Project List has been withdrawn and the Event-Specific Closed Period announced therein has expired,

without prejudice in each case to any confidentiality obligations that the Restricted Person may be informed of that continue to apply.

During each Event-Specific Closed Period, Restricted Persons are not allowed to Deal in Company Securities (or in securities of any other company that the notification to the Restricted Person may include).

6.6. The duration of the Event-Specific Closed Periods will be decided by the Market Disclosure Committee (if installed) and/or the Board of Directors in coordination with the Compliance Officer and the relevant Project manager

6.7. As an exception to the general prohibition to Deal during and Event-Specific Closed Period, the acceptance of securities granted pursuant to Long Term Incentive plans approved by the Board of Biotalys Group may be authorised by the Compliance Officer, subject however to (a) prior clearance to Deal, (b) the absence of Inside Information and (c) the exclusion of any other form of Dealing. The clearance procedure set forth in section 11.2 below (Part B) will apply to any such clearance to Deal, unless the Compliance Officer have notified a different procedure to the Restricted Persons.

6.8. Over time, confidential information with respect to which a Project List has been created may become more precise and qualify as Inside Information, in which case the Project List would be replaced by an Insider List in respect of those Addressees aware of the Inside Information as mandatorily required by law and as further described below for those Addressees aware of the Inside Information. The then applicable Event-Specific Closed Period will remain in place until the Inside Information is duly made public by Biotalys or until the Insider List is duly withdrawn by the Compliance Officer.

### **Insider List**

6.9. Biotalys is required to maintain and keep updated a list of all persons who have access to Inside Information, whether these persons are employees of the Biotalys Group or otherwise perform tasks through which they have access to Inside Information (the “**Insider List**”).

6.10. The Compliance Officer shall inform all persons that are on the Insider List and shall request them to acknowledge in writing (by email or any other relevant means) the legal and regulatory duties entailed and the sanctions attaching to the General Prohibitions, in the form attached as Annex 2. The Compliance Officer shall also inform the persons on the Insider List when they are removed from the Insider List.

6.11. If a person has received a notice from the Compliance Officer that he/she has been included on the Insider List, he/she may not Deal in Company Securities until the date on which he/she is removed from such Insider List (of which such person will be notified by the Compliance Officer) and must otherwise comply with all other duties and obligations as referred to in section 4 and 5 above, including compliance with the confidentiality obligations as referred to in the notification.

6.12. The Insider List shall include the following details:

- the identity of any person having access to Inside Information (including first name(s), surname(s), birth surname(s) (if different), date of birth, national identification number, function, professional telephone number(s), personal telephone number(s) and personal full home address);
- the reason for including that person on the Insider List;
- the date and time at which that person obtained access to Inside Information; and
- the date on which the Insider List was drawn up.

6.13. Persons on the Insider List shall be obliged to report to the Compliance Officer, without delay, any change in their personal details.

6.14. The Insider List shall be updated promptly, including the date of the update, if (i) there is a change in the reason for including a person already on the Insider List, (ii) there is a new person who has access to Inside Information and therefore needs to be added to the list, and (iii) where a person ceases to have access to Inside Information. Each update shall specify the date and time when the change triggering the update occurred.

6.15. The Insider List shall be held by the Compliance Officer. It shall be retained for a period of at least five years after it is drawn up or updated. Biotalys will have to submit the Insider List to the FSMA or to any other competent authority upon its request.

## 7. SHORT-TERM DEALING, SHORT SELLING AND DEALING IN OPTIONS

*You may not Deal in Company Securities for speculative purposes, whether by way of short-term Dealing (e.g. buying and selling the same Company Securities within six months), Short-Selling or Dealing in options on Company Securities. An exception is made for Dealings in the framework of Biotalys stock option and other incentive plans.*

7.1. On top of the General Prohibitions (set out in section 4), no Addressee may Deal in Company Securities on considerations of a (speculative) short-term nature. Any Dealing with a maturity of less than six months will be considered a Deal on considerations of a short-term nature, unless Company Securities were acquired or disposed of in connection with a stock option plan or other incentive plan established or sponsored by Biotalys.

7.2. On top of the General Prohibitions, no Addressee may engage in: (i) Short-Selling of Company Securities; or (ii) Dealing in options on Company Securities, with the exception of Dealings in connection with a stock option plan or other incentive plan established or sponsored by Biotalys.

“Short-Selling” means any sale of one or more Company Securities which the seller does not own at the time of entering into the agreement to sell, including such a sale where at the time of entering into the agreement to sell the seller has borrowed or agreed to borrow the Company Securities for delivery at settlement.

## 8. POTENTIAL CIVIL, CRIMINAL AND DISCIPLINARY SANCTIONS

*Infringing the rules set out in this Code and the market abuse rules in general may expose you to significant sanctions, such as administrative fines, criminal fines and imprisonment, termination of your employment/service agreement for cause and civil liability. It is therefore of the utmost importance that you fully comply with this Code and applicable market abuse rules at any time.*

8.1. *Administrative measures and sanctions.* The FSMA may institute administrative proceedings and has wide investigation powers for that purpose. The FSMA may also adopt a wide range of administrative measures, including: (i) issuing cease-and-desist orders; (ii) disgorgement of profits gained (or losses avoided) due to the infringement; and (iii) public warnings indicating the person responsible for the infringement and the nature of the infringement. Separately, the FSMA may also impose administrative fines ranging between (i) EUR 500,000 and EUR 5 million for natural persons, and (ii) EUR 1 million and EUR 15 million or 15% of annual consolidated turnover (whichever is higher) in the preceding business year for legal persons. In the event of an infringement on the General Prohibitions by a legal person, the FSMA may also impose an administrative fine on each of the (i) legal person committing the infringement and (ii) the individual committing the infringement on behalf of the legal person. If the offence has resulted in a financial gain, then the maximum amounts of these administrative fines set forth in the preceding sentence may be increased to three times the amount of such gain.

8.2. *Criminal sanctions.* Criminal proceedings, which may result in criminal fines and imprisonment of one month up to four years, may also be instituted for infringements of the General Prohibitions. The power to prosecute a criminal offence is bestowed on the Public Prosecutor. The FSMA has the power to intervene during the proceedings.

8.3. *Disciplinary measures.* Disciplinary measures (including, if appropriate, termination for cause of the employment or service contract) may moreover be taken in case of violation of this Code or any applicable legislation. Biotalys may moreover claim damages from any person that has caused damage to Biotalys as a result of violating this Code or any applicable legislation.

8.4. *Reporting of violations.* If you become aware of an actual or potential violation of the market abuse rules set out in this Code or any applicable legislation, you may contact the Compliance Officer. The law also provides for a whistleblowing procedure pursuant to which you may report, in good faith and anonymously directly to the Financial Services and Market Authority (FSMA) (*i.e.* the competent Belgian authority) any actual or potential violations of the market abuse rules set out in this Code or the applicable legislation. Such procedure with the FSMA provides for a legal protection against retaliation, discrimination and other forms of unfair treatment or adverse action as a result of or in connection with reporting of an actual or potential violation, such as unfair dismissal or unilateral amendment of your employment condition.

## 9. MISCELLANEOUS

### General application

9.1. The rules and restrictions set out in this Code, including the General Prohibitions, not only apply to inside information with respect to the Biotalys Group and to the Company Securities, but have a general field of application, applying also to inside information with respect to other companies and their listed shares and debt instruments and any derivatives and other financial instruments in the broadest sense linked thereto. For example, if you possess inside information with respect to another listed company, you should not use that information to buy or sell shares of that company. This may be the case for example if Biotalys is involved in negotiations for a material transaction with another listed company or is partnering with another listed company for the development of a major component.

9.2. If you are working on a transaction or project in partnership with another listed company, you may be subject to the market abuse rules applicable to that company.

### Communication and acknowledgement

9.3. This Code, and any future amendments, shall be communicated to all Addressees (by email and/or by other means) and shall be made available on the Company's website. All Addressees will be required to acknowledge that they have received this Code and that they are aware of the market abuse rules and the sanctions that may apply in case of infringements and that they are bound by, and undertake to comply with, the Code. PDMRs shall moreover be obliged to ensure compliance with this Code by their PCAs and to inform their PCAs that certain of their personal details will be included on the PDMR List.

### Scope

9.4. This Code imposes restrictions on dealing in Company Securities which may in certain cases go beyond those imposed by law. Compliance with this Code does not relieve you from your obligation to



comply with applicable legislation in relation to dealing in Company Securities or dealing in securities of other companies. This Code is not intended to be exhaustive or to serve as legal advice. In case of questions with respect to the scope or application of the market abuse rules, you should consult your legal advisers or the Compliance Officer.

## **Privacy**

9.5. All information that is communicated to the Company and/or the Compliance Officer in the context of this Code and that constitutes personal data shall be treated in accordance with the applicable privacy and data protection legislation. The purpose of the processing of the personal data shall be to enable the Company to comply with its legal obligations under the Market Abuse Regulation and to fulfil its legitimate interest to ensure compliance by the Addressees with the Market Abuse Regulation. The personal data shall, as a rule, be kept for a period of maximum five years as from its processing, but may be kept for a longer period in exceptional circumstances (*e.g.*, in case of legal claims or enquiries by the competent authorities). The Company may share such personal data with the competent authorities. The persons on the Project Lists, Insider List, PDMR List, PCA list or List of Key Employees have access to their personal information and have the right (and obligation) to correct errors by contacting the Compliance Officer.

## **PART B. RULES APPLICABLE TO PDMRS AND KEY EMPLOYEES**

This Part B of the Code only applies to (i) the members of the Executive Committee of Biotalys, (ii) the members of the Board of Directors of Biotalys, as well as (iii) the employees of the Biotalys Group who have been personally notified by the Compliance Officers to be Key Employees. The members of the Executive Committee and the Board of Directors of Biotalys are referred to as “**Person Discharging Managerial Responsibilities**” or “**PDMRs**”.

### **10. LIST OF PDMRS AND KEY EMPLOYEES**

- 10.1. The Compliance Officer shall draw up the PDMR List, as described in more detail in section 14.9.
- 10.2. The Compliance Officers shall also draw up a list including all Key Employees (the “**List of Key Employees**”) and inform the Key Employees accordingly.

### **11. DEALING IN COMPANY SECURITIES – GENERAL**

*Outside Closed Periods and Event-Specific Closed Periods of which he or she has been notified in accordance with this Code, PDMRs and Key Employees may only Deal in Company Securities after having received clearance from the Compliance Officer. In any case, PDMRs and Key Employees (or any other Addressees) may never Deal in Company Securities while in possession of Inside Information.*

- 11.1. Outside Closed Periods and Event-Specific Closed Periods of which he or she has been notified in accordance with this Code, a PDMR or Key Employee may, insofar as he/she has not been included on the Insider List, only Deal in Company Securities, on his/her own account or for the account of a third party, directly or indirectly, if he/she has received clearance to Deal following the procedure as set out in section 11.2 below.
- 11.2. The procedure for obtaining **clearance to Deal** is as follows:
  - 11.2.1. a person requesting clearance to Deal must notify the Compliance Officer in writing (by email) of the proposed Dealing (including the number of Company Securities concerned) and the nature of the proposed Dealing at least two Working Days (a “**Working Day**” is any day, other than a Saturday, Sunday or a bank holiday, on which banks are open for business in Belgium) prior to the proposed Dealing, using the form attached as Annex 1; and
  - 11.2.2. clearance to Deal will be granted or refused by the Compliance Officer by email at the latest by the end of the second Working Day after the date on which the Compliance Officer have received the written request containing all the above-mentioned information. In case no reply is received within that time, clearance shall be deemed to have been granted. As a rule, clearance is valid until the end of the fifth Working Day after the date on which the clearance is (deemed to be) given, but the Compliance Officer may set a shorter or longer validity depending on the circumstances. Clearance to Deal will lapse immediately if the person requesting clearance to Deal comes into possession of any Inside Information and/or is notified to be on the Insider List. For PDMRs and Key Employees, clearance to Deal will also lapse immediately as from the moment that a Closed Period would start.

- 11.3. Clearance to Deal may be refused by the Compliance Officer on a discretionary basis, including based on ethical and reputational risk considerations. This measure not only seeks to so prevent insider trading at Biotalys Group but also to prevent the perception of insider trading and market abuse, and to safeguard the reputation and integrity of Biotalys Group and the Addressees.
- 11.4. If the person requesting clearance to Deal is the Compliance Officer, then such person will have to request clearance to Deal to the Company’s Chief Executive Officer (CEO).
- 11.5. The Compliance Officers shall maintain a record of the response to any Dealing request made and of any clearance given. A copy of the response and clearance (if any) must be given to the person that requested clearance to Deal.
- 11.6. During Closed Periods, the specific rules set out in section 12 apply.

## 12. DEALING IN COMPANY SECURITIES – DURING CLOSED PERIODS

*During fixed Closed Periods, PDMRs and Key Employees may not Deal in Company Securities. Only in very limited circumstances can clearance to Deal be granted during such Closed Periods. PDMRs and Key Employees should take into account that they will normally not be able to Deal in Company Securities, which includes accepting or exercising stock options, during Closed Periods.*

### General rule

12.1. On top of the General Prohibitions (as summarized in section 4), a PDMR or Key Employee may not Deal in Company Securities, on his/her own account or for the account of a third party, directly or indirectly, during a Closed Period. Only in very exceptional circumstances can clearance to Deal be granted during such Closed Period, in accordance with section 12.5.

The prohibition to Deal during a Closed Period has a very wide scope (as reflected in the definition of “Dealing” in section 4.2, which is not exhaustive). It includes, for example, acquiring, selling, pledging, borrowing and lending of Company Securities. It is, among others, also prohibited for a PDMR or Key Employee to transfer Company Securities between his/her own securities accounts during a Closed Period. Biotalys may in certain limited circumstances however give clearance to Deal, as set out in section 12.5.

12.2. The following periods constitute “**Closed Periods**”:

- the period of 40 calendar days immediately preceding the announcement of Biotalys’s full year results, until (and including) the end of the first trading day after the announcement;
- the period of 30 calendar days immediately preceding the announcement of Biotalys’s half-year results until (and including) the end of the first trading day after the announcement.

12.3. At the end of each financial year, the Closed Periods for the following financial year will be communicated by the Compliance Officer. Moreover, the Compliance Officer may, during a financial year, qualify additional periods as Closed Periods. Such decision shall not imply that a determination has been made that Inside Information exists at the relevant time. Any amendments to notified Closed Periods or additional Closed Periods, as the case may be, will be communicated to the relevant Addressees as soon as

possible. The obligation to assess whether you are in possession of Inside Information remains with you at all times, whether during or outside Closed Periods.

12.4. PDMRs shall use their best efforts to prevent their PCAs, and Key Employees shall use their best efforts to prevent members of their household, from Dealing during Closed Periods.

#### **Hardship – Clearance to Deal during Closed Periods**

12.5. A PDMR or Key Employee, who is not in possession of Inside Information, may be given clearance to Deal (on his/her own account or for the account of a third party) during a Closed Period only in very limited circumstances and under strict conditions (as set out in the Market Abuse Regulation):

- 12.5.1. on a case-by-case basis due to the existence of exceptional circumstances, such as severe financial difficulty, which require the immediate sale of shares in Biotalys (no other Company Securities), or
- 12.5.2. due to the characteristics of the trading involved for Dealings made under, or related to, an employee share or saving scheme, qualification or entitlement of shares, or Dealings where the beneficial interest in the relevant Company Security does not change.

The PDMR or Key Employee requesting clearance to Deal must moreover be able to demonstrate that the particular Dealing cannot be executed at another moment in time than during the Closed Period.

12.6. A PDMR or Key Employee wishing to request clearance to Deal during a Closed Period must:

- notify the Compliance Officer in writing (by email or any other relevant means) of the proposed Dealing (including the number of Company Securities concerned) and the nature of the proposed Dealing at least three Working Days prior to the proposed Dealing, using the template notification attached as Annex 1; and
- certify in his/her notification to the Compliance Officer that he/she is not in possession of any Inside Information.

12.7. Clearance to Deal shall be granted by the end of the second Working Day after the date on which the Compliance Officer has received the written request containing the above information. In case no reply is received within that time, clearance shall be deemed to have been refused. A clearance is valid until the end of the first Working Day after the date on which clearance is given. Clearance to Deal will lapse immediately if the PDMR or Key Employee comes into possession of any Inside Information.

12.8. If the person requesting clearance to Deal is the Compliance Officer, then such person will have to request clearance to Deal to the Company's Chief Executive Officer (CEO) in accordance with the procedure set out in paragraph 12.6.

12.9. PDMRs and Key Employees should contact the Compliance Officer if they have questions in this respect or would wish to request clearance to Deal during a Closed Period.

12.10. The Compliance Officer shall maintain a record of the response to any Dealing request made and of any clearance given.

### 13. DEALING IN COMPANY SECURITIES DURING EVENT-SPECIFIC CLOSED PERIODS

13.1. On top of the General Prohibitions, a PDMR or Key Employee may not Deal in Company Securities, on his/her own account or for the account of a third party, directly or indirectly, during an Event-Specific Closed Period. Only in very exceptional circumstances can clearance to Deal be granted during such Closed Period, in accordance with section 11.2.

13.2. As an exception, the acceptance of securities granted pursuant to Long Term Incentive plans approved by the Board of Biotalys Group may be authorised by the Compliance Officer, subject however to prior clearance to Deal in accordance with the procedure of section 11.2 above, the absence of Inside Information and to the exclusion of any other form of Dealing.

### 14. ADDITIONAL RULES FOR PDMRS AND PCAs

14.1. Specific transparency and reporting rules apply to the members of the Executive Committee and the Board of Directors of Biotalys (also referred to as the “PDMRs”), as well as to persons that are closely associated with the PDMRs (also referred to as the “PCAs”). This section is not applicable to the other Addressees.

#### General

14.2. In accordance with the Market Abuse Regulation, a “PCA” or “Person Closely Associated” means, in relation to a PDMR:

- a spouse, or a partner that is legally considered to be equivalent to a spouse;
- a child for which the PDMR legally bears responsibility (which includes adopted children);
- a relative who has shared the same household as the PDMR for at least one year on the date of the relevant Dealing; or
- a legal person, trust or partnership, the managerial responsibilities of which are discharged by the PDMR or by a person referred to in point (i), (ii) or (iii), which is directly or indirectly controlled by the PDMR or such a person, which is set up for the benefit of the PDMR or such a person, or the economic interests of which are substantially equivalent to those of the PDMR or such a person.

14.3. A PDMR must notify his/her PCAs:

- that he/she is a PDMR in Biotalys;
- of their obligations under this Code, including the requirement to notify Biotalys and the FSMA of each Dealing conducted on their own account, as set out in section 14.5 and following; and
- of the Closed periods during which the PCAs cannot Deal in any Company Securities,

and PDMRs must keep a copy of these notifications. Template notifications are available with the Compliance Officer.

14.4. PDMRs shall use their best efforts to prevent their PCAs from Dealing in Company Securities during the Closed Periods.

#### **Post Dealing Notification**

*PDMRs and PCAs must notify the Company and the FSMA of all Dealings in Company Securities within one Working Day after the date of the Dealing, using the online notification tool made available on the FSMA website. PDMRs and PCAs may give a mandate to Biotalys' staff to make such notifications on their behalf (and must contact the Compliance Officers if they wish to do so). The scope of Dealings to be notified is very wide and includes buying, selling, borrowing, lending and pledging Company Securities, acceptance and exercise of stock options, Dealings conducted by a broker on the basis of a discretionary mandate, et cetera. Specific rules apply for investments in collective investment undertakings. Please contact the Compliance Officer if you are in doubt as to whether a certain Dealing has to be notified.*

14.5. Subject to section 14.7 below, PDMRs and PCAs must notify Biotalys and the FSMA of each Dealing conducted on their own account. Such notifications must be made within one Working Day after the date of the Dealing, so as to allow Biotalys to comply with its obligation to validate the notification within three Working Days after the date of the Dealing.

14.6. Such notifications have to be made through the online notification tool made available by the FSMA on its website (<https://portal-fimis.fsma.be/>). PDMRs and PCAs may give a mandate to Biotalys staff to make the notifications on their behalf within the applicable deadline. Please contact the Compliance Officer by email if you wish to give such a mandate.

14.7. The obligation to notify Biotalys and the FSMA of conducted Dealings (provided in section 14.5) shall apply to any subsequent Dealing (whatever its size) once a total amount of EUR 5,000 has been reached within a calendar year. The threshold of EUR 5,000 shall be calculated by adding any Dealings, without netting (*i.e.* without setting off the value of acquisitions of Company Securities against the value of sales of Company Securities).

14.8. The PDMRs and PCAs will also have to notify transactions carried out on their behalf by a third party (*e.g.* broker or banker) in the framework of a discretionary mandate and, under certain conditions, transactions in investment funds (and transactions conducted by such investment funds, if they do not operate with full discretion).

#### **List of PDMRs and PCAs**

*Biotalys is required to draw up a list of all PDMRs and their PCAs. PDMRs are obliged to provide the relevant personal information with respect to themselves and their PCAs and to keep such information updated. PDMRs must also obtain their PCAs' acceptance to including their personal information on such list.*

14.9. Biotalys is required to draw up a list of all PDMRs and their PCAs (the “**PDMR List**”). The Compliance Officer shall draw up such list and inform the PDMRs accordingly. For this purpose, the Compliance Officer may require PDMRs to provide the relevant personal information (limited to, if a natural person, first name(s), surname(s), birth surname(s) (if different), date of birth and personal full

home address and email address, or, if a legal entity, corporate name and legal form, registered address, registration number, and the first name(s), surname(s) and email address of its (permanent) representative) with respect to themselves and their PCAs.

14.10. PDMRs shall be obliged to report to the Compliance Officer, without delay, any change in their personal details and those of their PCAs.

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ANNEX 1

REQUEST FOR CLEARANCE TO DEAL

I, undersigned,

Name: ..... First name: .....

in accordance with the Dealing Code of Biotalys NV (the "Code"), hereby notify the Compliance Officer of a proposed Dealing in Company Securities as indicated below:

Type and number of Company Securities (if not known, please provide estimate or "up to" number)	
Nature of Deal (e.g., purchase or sale of shares or bonds, acceptance or exercise of options)	
Other information (disclose any additional material facts which may affect the decision as to whether clearance to Deal will be granted, including any information required by the Code)	

I declare that I am not in possession of Inside Information relating to the Company Securities. By Dealing, I would not be in breach of the Code or any applicable law or regulation in relation to dealing in publicly traded securities. If this should change at any time before the Dealing, I undertake not to proceed with the Dealing.

Note: If you do not Deal within the time allowed and still wish to Deal, you must reapply for clearance to Deal. If you Deal, you will, in accordance with the Code, have to notify Biotalys after having proceeded with such Dealing. Biotalys will keep a written record of this application for clearance, any clearance granted or refused and any Dealing following the grant of a clearance.

Capitalised terms not defined in this request for clearance to Deal have the meaning given to such terms in the Code.

Please date and sign this form

Date: ..... / ..... / ..... Signature: .....

and send a copy by e-mail to wim.ottevaere@biotalys.com

PURSUANT TO THE CODE, CLEARANCE TO DEAL IS:	
<input type="checkbox"/>	GRANTED AND VALID UNTIL AND INCLUDING .....
<input type="checkbox"/>	NOT GRANTED
Signed: .....	Date: .....



**ANNEX 2**

**FORM OF ACKNOWLEDGEMENT**

I, undersigned,

Name: ..... First name: .....

in accordance with the Dealing Code of Biotalys NV (the “**Code**”), hereby acknowledge receipt of the Code provided to me with this acknowledgement and confirm that:

- (a) I have read, understood and agree to comply with the Code, as amended from time to time;
- (b) I am aware of my legal and regulatory duties arising from the access I may have to Inside Information (including dealing restrictions in relation to the Company Securities);
- (c) I am aware of the sanctions attaching to insider dealing, unlawful disclosure of Inside Information and market manipulation; and
- (d) I understand that I will appear on the [Project List maintained by the Company.]/ [Insider List maintained by the Company and I consent to the disclosure of the Insider List to the FSMA upon its request.]

Capitalised terms not defined in this request for clearance to Deal have the meaning given to such terms in the Code.

**Please date and sign this form**

Date: ..... / ..... / ..... Signature: .....

**and send a copy by e-mail to [wim.ottevaere@biotalys.com](mailto:wim.ottevaere@biotalys.com)**