



Unofficial English translation – For convenience purposes only

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Biotallys NV

Buchtenstraat 11, 9051 Ghent

RPR 0508.931.185 (Ghent)

(the “**Company**”)

CONVOCAATION OF THE ANNUAL GENERAL SHAREHOLDERS MEETING AND AN EXTRAORDINARY SHAREHOLDERS MEETING

The board of directors of the Company (the “Board”) invites its shareholders, holders of subscription rights and all other persons that are entitled to participate in its shareholders meetings to participate in the annual general shareholders meeting and an extra-ordinary shareholders meeting of the Company (together the “Shareholders Meetings”) which will take place **on Tuesday 25 April 2023 at 10.00 a.m (Belgian Time)** at Buchtenstraat 11, 9051 Ghent to deliberate and decide on the agendas set out below. The extraordinary shareholders meeting will take place immediately after the annual general shareholders meeting.

There is no quorum requirement for the annual general shareholders meeting. In respect of the extra-ordinary shareholders meeting at least 50% of the share capital needs to be present or represented. If not, a second extraordinary shareholders meeting with the same agenda will be convened which can decide on the agenda without a required presence quorum.

Subject to applicable legal provisions, each share shall have one vote. In accordance with applicable law (i) the proposed resolutions referred to in the agenda of the annual general shareholders meeting shall be passed if approved by a simple majority of the votes validly cast by the shareholders and (ii) the proposed resolution in the agenda of the extraordinary general shareholders meeting shall be passed if approved by a majority of 75% of the votes validly cast by the shareholders. Abstentions are not counted as votes in de numerator or denominator.

Holders of subscription rights are entitled to attend the Shareholders Meetings with an advisory vote.

AGENDA ANNUAL GENERAL SHAREHOLDERS MEETING

The agenda and the proposed resolutions

The agenda and the proposed resolutions of the annual general shareholders meeting of the Company are as follows:

1. Communication of the consolidated financial statements and reports on the consolidated financial statements

Communication of and discussion on (i) the consolidated financial statements, (ii) the annual report of the Board on the consolidated financial statements and (iii) the report of the statutory auditor on the consolidated financial statements, for the financial year ended on December 31, 2022.

As this concerns only a communication, acknowledgement and discussion, there is no proposed resolution in respect of this agenda item.

2. Communication of the reports on the statutory financial statements

Communication of and discussion on the annual report of the Board and the report of the statutory auditor on the statutory financial statements, for the financial year ended on December 31, 2022.

As this concerns only a communication, acknowledgement and discussion, there is no proposed resolution in respect of this agenda item.

3. Communication and approval of the statutory financial statements - Allocation of the result.

Communication and approval of the statutory financial statements for the financial year ended on December 31, 2022 and approval of the proposed allocation of the result i.e. carry forward of a loss of € 21,570,789 for the financial year to the following financial year.

Proposed resolution: the shareholders meeting decides to approve the statutory financial statements for the financial year ended on December 31, 2022, and to approve the proposed allocation of the result i.e. carry forward of a loss of € 21,570,789 for the financial year to the following financial year.

4. Communication of and approval of the remuneration report

Communication of and approval of the remuneration report, included in the annual reports of the Board, for the financial year ended on December 31, 2022.

Proposed resolution: the shareholder meeting decides to approve of the remuneration report, as included in the annual reports of the Board, for the financial year ended on December 31, 2022.

5. Discharge from liability to the directors

Proposed resolution: the shareholders meeting decides to grant discharge from liability to the directors who were in office during the financial year ended on December 31, 2022, for the exercise of their mandate during said financial year.

6. Discharge from liability to the statutory auditor

Proposed resolution: the shareholders meeting decides to grant discharge from liability to the statutory auditor i.e. Deloitte Bedrijfsrevisoren BV, with registered office Gateway Building, Luchthaven Brussel Nationaal 1 J, 1930 Zaventem represented by Mr. Pieter-Jan Van Durme, for the exercise of his mandate during the financial year ended on December 31, 2022.

AGENDA OF THE EXTRAORDINARY GENERAL MEETING

The agenda and the proposed resolutions

The agenda and the proposed resolutions of the extraordinary general shareholders meeting of the Company are as follows:

1. Communication and discussion of the special report of the Board of Directors established in accordance with Article 7:199 of the Code on Companies and Associations on the proposal to renew the authorised capital

Communication, acknowledgement and discussion of the special report of the Board of Directors established in accordance with Article 7:199 of the Code of Companies and Associations on the proposal to renew the powers granted to the Board of Directors under the authorised capital, as set out below in point 2) of the agenda of the extraordinary general meeting of shareholders, and setting out the special circumstances in which the Board of Directors will be able to use its powers under the authorised capital, as well as the purposes pursued thereby.

As this concerns only a communication, acknowledgement and discussion, there is no proposed resolution in respect of this agenda item.

2. Renewal of the authorisation to the Board of Directors to increase the capital under the authorised capital by up to 100% of the capital¹.

Proposed resolution: The extraordinary general shareholders meeting resolves to renew the authorisation to the Board of Directors to increase the capital in one or more times, during a period of five (5) years starting from the publication of this authorisation in the Annexes to the Belgian Official Gazette, by a total amount not exceeding 100% of the current amount of the Company's capital, and this in accordance with the terms and conditions as set out in the special report of the Board of Directors drawn up in accordance with Article 7:199 of the Code on Companies and Associations, as mentioned in agenda item 1 of this extraordinary general shareholders meeting. Consequently, the extraordinary general meeting of shareholders resolves to delete Article 6 "Authorised capital" of the Company's Articles of Association in its

¹ As of the moment that the renewed authorised capital under this proposal to the extraordinary shareholders meeting to renew the authorised capital can be used, the existing authorisation approved by the extraordinary general meeting dated 18 June 2021 shall be cancelled and the present proposal shall replace it. For the avoidance of doubt, to the extent the present proposal would not be approved, the existing authorisation as currently contained in article 6 of the articles of association will remain valid and in force, it being understood that the amount of the authorised capital will be limited to the level as provided for in article 7:198 of the Belgian Code on Companies and Associations.

entirety and replace it with the following text (whereby the date in §1 and §4 of Article 6 of the Company's Articles of Association mentioned below that appears in square brackets shall be the date of the general meeting of shareholders approving the renewed authorised capital):

« Article 6. AUTHORISED CAPITAL.

§1. The board of directors may increase the capital of the company in one or several times by a (cumulative) amount of maximum forty-four million five hundred and sixty-four thousand three hundred twenty euros and two cents (€ 44,564,320.02). This authorisation may be renewed in accordance with the applicable legal provisions. The board of directors can exercise this authorisation for a period of five (5) years, to be calculated as from the date of publication in the Annexes to the Belgian Official State Gazette of the authorisation approved by the extraordinary general meeting of [date of the extraordinary general meeting approving the renewal of the authorised capital].

§2. The capital increases to which can be decided according to this authorisation, shall take place in accordance with the modalities to be determined by the board of directors and can be realised by way of contribution in cash or in kind or by way of conversion of reserves into capital, whether or not available for distribution and issue premiums, with or without the issue of new shares and with or without payment of an issue premium.

The board of directors may also use this authorisation to issue convertible bonds, warrants or bonds to which warrants or other movable values are attached, or other securities. When using its authorisation within the framework of the authorised capital, the board of directors may, in the interest of the company and within the limits and in accordance with the conditions prescribed by the Belgian Code of Companies and Associations, restrict or cancel the preferential subscription right of shareholders. Such restriction or cancellation may also be done in favour of employees of the company or its subsidiaries or in favour of one or more specified persons, even if they are not employees of the company or its subsidiaries.

§3. If, on the occasion of a capital increase decided upon within the framework of the authorised capital, an issue premium is paid, this shall be booked in the "Issue premiums" account, which shall constitute a guarantee for third parties to the same extent as the company's capital, and which, subject to the possibility of converting this reserve into capital, may only be disposed of in accordance with the conditions set by the Belgian Code of Companies and Associations for amendments to the articles of association.

§4. The board of directors is hereby expressly authorised to proceed with a capital increase in any form, including but not limited to a capital increase accompanied by a restriction or cancellation of the preferential subscription right, even after receipt by the company of the notification from the Belgian Financial Services and Markets Authority (FSMA) that it has been notified of a public takeover bid on the shares of the company. This authorisation is valid in relation to public takeover bids of which the company receives the aforementioned notification no more than three years after [date of the extraordinary general meeting approving the renewal of the authorised capital]. This authorisation may be renewed for an additional period of three years by resolution of the general meeting, which shall deliberate and resolve in accordance with the applicable provisions. The capital increases decided upon within the framework of this authorisation shall be allocated to the remaining part of the authorised capital referred to in the first paragraph.

§5. The board of directors is authorised, with the possibility of substitution, to amend the articles of association after each capital increase which has been effected within the limits of the authorised capital, in order to bring them in line with the new status of the capital and the shares. «

PARTICIPATION TO THE SHAREHOLDERS MEETINGS

COVID-19 : the Company expects that the Shareholders Meetings can be attended in person subject to applicable regulations at the time of the Shareholders Meetings and subject to due regard to the safety measures at the time. In case the legislator would impose stricter rules between the time of this convocation and the date of the Shareholders Meetings, preventing or restricting the attendance in person, the Company reserves the right to change the conditions to participate by way of a press release on the Company's website.

1. Registration date

Only the persons who are shareholder or holders of subscription rights on the registration date are entitled to participate in and, if applicable, vote at the Shareholders Meetings. The registration date for the Shareholders Meetings is **11 April 2023 at midnight (24:00h, Belgian Time)**. Holders of registered subscription rights are required to fulfil the same formalities with regard to admission, access, form and notification of power of attorney as these applicable to shareholders to participate in the Shareholders Meetings. Holders of subscription rights can only participate with an advisory vote.

2. Conditions of admission

To be admitted to the Shareholders Meetings, the security holders must fulfill the following conditions:

I. Registration

Security holders must be registered as security holders on the registration date at midnight:

- for registered shares or registered subscription rights, based on the registration of the securities in the share register of the register of subscription rights of the Company;
- for dematerialized shares, on the basis of the registration of the shares in the accounts of a recognized account holder or central custodian institution.

II. Notification

Security holders must, before or at the latest **on 19 April 2023 midnight (24.00 h, Belgian Time)**, notify their intention to participate in Shareholders Meetings:

- by e-mail to the Company, at corporate@biotallys.com through the notice of registration that is available at the seat of the Company and on the Company's website (www.biotallys.com); or
- by post addressed to the Company, at Buchtenstraat 11, 9051 Ghent to the attention of the Chairman of the Board of Directors through the notice of registration that is available at the seat of the Company and on the Company's website (www.biotallys.com).

Holders of dematerialized shares must attach a certificate to each notification, delivered by the recognized account holder or central custodian institution, evidencing the number of dematerialized shares registered in the name of the shareholder on its accounts on the registration date, with which such shareholder has indicated that it wants to participate at the Shareholders Meetings.

III. Participation

The security holder who fulfilled the admission requirements can participate in the Shareholders Meetings as follows: (i) personally, (ii) by proxy or (iii) by letter. To allow an efficient registration process, the security holders or their proxy holders who personally attend a Shareholders Meeting are requested to be present by 9.30 am at the latest. The natural persons attending a Shareholders Meeting in their capacity as security holder, proxy holder or representative of a legal entity may be requested to provide evidence of their identity. In addition, the representatives of legal persons must provide the documents that determine their status as legal representative or proxy holder. The Company will only grant access to the premises to security holders, proxy holders and other persons if and to the extent public gathering are permitted by competent authorities on the date of the Shareholders Meeting. As a result, there is a risk that participation in person to the Shareholders Meetings may not be possible.

- Personal:

Each security holder has the right to participate to a Shareholders Meetings in person.

- Powers of attorney:

Each security holder can also be represented by a proxy holder at a Shareholders Meeting. The security holder who wishes to be represented by proxy must deliver a power of attorney in written form on **19 April 2023 at midnight (24.00h Belgian Time)** at the latest, as set out below:

- the model of power of attorney that is made available by the board of directors (i) at the office of the Company and (ii) on the website of the Company (www.biotallys.com) must be used;
- the dated and signed power of attorney must reach the Company (i) by e-mail to corporate@biotallys.com, or (ii) by post at Buchtenstraat 11, 9051 Ghent, Belgium, to the attention of the Chairman of the Board of Directors.

- The appointment of a proxy holder must be made in accordance with the applicable rules of Belgian law, including the rules on conflicts of interest and the keeping of a register.

In addition, the security holders must meet the admission requirements as described above.

- Voting by letter

Each security holder further has the right to cast its votes by letter by providing a dated and signed form to the Company on **19 April 2023 midnight (24.00h Belgian Time)** at the latest.

- Use must be made of the form made available by the board of directors (i) at the office of the Company and (ii) on the website of the Company (www.biotalys.com). The form for voting by letter must be validly signed.
- The form must reach the Company by post at Buchtenstraat 11, 9051 Ghent, Belgium, to the attention of the Chairman of the Board of Directors, or by e-mail to corporate@biotalys.com

In addition, the security holders must meet the admission requirements as described above.

IV. Additional agenda items and proposed resolutions

Shareholders who, alone or together with other shareholders, hold at least 3% of the share capital of the Company have the right to put additional items on the agenda of a Shareholders Meeting and to submit proposed resolutions in relation to items that have been or are to be included in the respective agendas.

Shareholders that wish to exercise this right must, in order for their request to be examined at a Shareholders Meeting:

- prove that they own at least 3% of the share capital on the date of their request (i) on the basis of a certificate of registration of relevant shares in the register of registered shares of the Company, or (ii) on the basis of a certificate drawn up by the recognized account holder or the settlement institution stating that the relevant number of dematerialized shares have been registered in their name on their account;
- have fulfilled the admission requirements as described above for such percentage of the share capital;
- formulate a written request, if applicable, accompanied by the text of the items to be discussed and the corresponding proposed resolutions, or of the text of the proposed resolutions to be placed on the agenda. Such written request must reach the

Company (i) by post at Buchtenstaat 11, 9051, Ghent, Belgium, to the attention of the Chairman of the Board of Directors or (ii) by e-mail to corporate@biotallys.com, before or at the latest on **3 April 2023 midnight (24.00h Belgian Time)**.

If applicable, the Company will publish an updated agenda, before or at the latest on **10 April 2023**. At the same time, the Company will in such case make forms adapted to the updated agenda available on the Company's website (www.biotallys.com) that can be used for the voting by letter and the voting by proxy.

Powers of attorney and votes by letter that reach the Company prior to the publication of an updated agenda remain valid for the agenda items to which they apply, subject to the applicable legislation and the further clarifications set out in the proxy forms and the forms for voting by letter.

V. Questions to the directors and/or the statutory auditor of the Company

Each security holder has the right to ask questions to the directors or the statutory auditor of the Company relating to items on the agenda of the Shareholders Meetings, provided that he/she has complied with the admission conditions as set out above.

Questions can be asked during the meeting or can be submitted in writing prior to the meeting.

Written questions must reach the Company (i) by mail at Buchtenstraat 11, 9051 Ghent, to the attention of the Chairman of the Board of Directors or (ii) by e-mail at corporate@biotallys.com, before or at the latest on **19 April 2023 midnight (24.00h Belgian Time)**.

Written and oral questions will be discussed during the relevant Shareholders Meeting in accordance with applicable law.

VI. Documents

The following documentation is available on the Company's website (www.biotallys.com) as of thirty (30) days prior to the Shareholders Meetings:

- this convocation, including agenda and proposed resolutions (if necessary, as updated) as well as any supporting documentation (including the statutory and consolidated accounts and reports on such accounts and the remuneration report (the latter is included in the annual reports));
- the total number of shares and voting rights on the date of the convocation; and
- the forms for the notification of registration and the voting by proxy and by letter.

Security holders can also obtain a free copy of this documentation at the seat of the Company at Buchtenstraat 11, 9051 Ghent or by e-mail to corporate@biotallys.com.

VII. Data protection

The Company is responsible for the processing of the personal data it receives from security holders and proxy holders in the context of the Shareholders Meetings in accordance with the applicable data protection legislation. The processing of such personal data will in particular take place for the analysis and management of the attendance and voting procedure in relation to the Shareholders Meetings, this in accordance with the applicable legislation. This personal data may be transferred to third parties for the purpose of providing assistance in the management of attendance and voting procedures, and for analyzing the composition of the investor base. The personal data will not be stored any longer than necessary in light of the aforementioned objective and will therefore be erased or made anonymous. Security holders and proxy holders can find the Company's privacy policy at www.biotalys.com/privacy-policy. This privacy policy contains detailed information regarding the processing of the personal data including the rights that holders can assert towards the Company in accordance with the applicable data protection legislation. Security holders and proxy holders can exercise their rights with regard to their personal data provided to the Company by contacting the Company at corporate@biotalys.com.