



Unofficial English translation - Please sign original Dutch version

Biotalys NV

Buchtenstraat 11, 9051 Ghent

RPR 0508.931.185 (Ghent)

(the “Company”)

VOTE BY POWER OF ATTORNEY

ANNUAL SHAREHOLDERS MEETING DATED 25 APRIL 2023

This is an unofficial English translation, for information purposes only. Please only sign and return the original Dutch version.

Dutch version to be delivered to Biotalys NV at the latest on **19 April 2023 at midnight (24.00 h Belgian Time)**:

per mail at: Biotalys NV, Buchtenstraat 11, 9051 Ghent (Belgium) attention, Chairman of the Board of Directors

or per e-mail to: corporate@biotalys.com

The Undersigned,

Family Name	
First Name	
Address	
or (for legal entities),	
Name	
Legal entity type	
Address	
Legal Entities Registration number/VAT/similar	
Represented by (name, first name and capacity)	

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Owner of the following number of securities issued by the Company:

Number of registered shares	
Number of dematerialised shares	
Number of registered subscription rights ¹	

Hereby appoints the following person as proxy-holder, with right of substitution:

Mr/Mrs (name and first name)²
 (Address).....

To represent it/him/her at the extra-ordinary shareholders meeting of Biotalys NV, which will be held on Tuesday 25 April 2023 as from 10.00 am (Belgian Time) with the following agenda (and any other meeting which would be held later with the same agenda):

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 and no vote is required.

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.

¹ Only applicable to holders of subscription rights issued under the long term incentive plans of the Company for its and its subsidiary's personnel. The Company has not issued any other subscription rights. Holders of subscription rights only have an advisory vote.

² Please complete. In respect of the appointment of a proxy-holder, the procedure of article 7:143 of the Belgian Code on Companies and Associations is applicable. The undersigned declares that the proxy-holder has no conflict of interest in respect of the items on the agenda of the general meeting. In absence of a specific voting instruction, he/she will be supposed to have received the specific voting instruction to vote in favor. The undersigned acknowledges that to the extent the proxy-holder would nevertheless be confronted with a conflict of interest in the framework of the powers granted under this power of attorney, the undersigned hereby irrevocably waives all his/her rights under article 1.8§6 of the new Civil Code, including the right to request the voidance of the actions the proxy-holder has taken pursuant to this power of attorney.

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

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.

Voting instruction:

FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTENTION <input type="checkbox"/>
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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.

Voting instruction:

FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTENTION <input type="checkbox"/>
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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.

Voting instruction :

NAAM	FOR	AGAINST	ABSTENTION
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Michiel M. van Lookeren Campagne	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Simon Moroney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Johan Cardoen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Markus Heldt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Catherine Moukheibir	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Patrice Sellès	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Patrick Van Beneden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Pieter Bevernage	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

Voting instruction:

FOR	AGAINST	ABSTENTION
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In order to:

- participate in all deliberations and vote on behalf of the undersigned on the propositions mentioned in the agenda, and to modify or reject these;
- sign the attendance list, the minutes of the meeting and all annexes attached thereto;
- in general, to vote on decisions to be taken by the extraordinary general shareholders meeting during the meeting subject to compliance with the Code of Companies and

Associations and to do all what is necessary or useful to execute this proxy, with a promise of ratification.

The proxy holder will vote on behalf of the undersigned in accordance with the voting instructions given above. In case of absence of voting instructions given to the proxy holder with regard to the respective agenda items or if, for whatever reason, there is a lack of clarity with regard to the voting instructions given or if there should be a vote on decisions to be taken by the general meeting during the meeting, subject to compliance with the Code of Companies and Associations, the proxy holder will always vote in favor of the proposed resolution, possibly as amended. In case of amendments to the agenda and proposed additional resolutions as provided in article 7:130 of the Code of Companies and Associations, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions by **10 April 2023** at the latest.

In addition, the Company shall make amended forms available for votes by proxy. Votes by proxy that reach the Company prior to the publication of an amended agenda remain valid for the agenda items to which the proxies apply, subject, however, to applicable law and the further clarifications set out on the proxy forms. In case of amendments to a proposed resolution or a new proposed resolution (insofar as legally possible during the extraordinary general shareholders' meeting) **(please tick the appropriate box)**:

- the Undersigned votes for the amended or new resolution
- the Undersigned votes against the amended or new resolution
- the Undersigned abstains from the vote on the amended or new resolution
- the following person is appointed as special proxy holder, with power of substitution, to vote in the name of the Undersigned on the amended or new resolution:

Mr./Mrs.

Absence of instructions to the proxy holder shall be tantamount to an instruction to vote for the amended or new resolution, proposed by the Board of Directors.

Done at, on 2023

Signature(s):.....