



*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 EXTRA-ORDINARY SHAREHOLDERS MEETING**

The board of directors of the Company (the “**Board**”) invites its shareholders, warrant holders 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 Friday 15 April 2022 at 10.00 a.m CET at Buchtenstraat 11, 9051 Ghent** to deliberate and decide on the agenda set out below. The extra-ordinary 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 extra-ordinary shareholders meeting with the same agenda will be convened which can decide on the agenda without a required presence quorum.

Without prejudice to applicable legislation, each share is entitled to one vote. Warrant holders are entitled to attend the Shareholders Meetings with an advisory vote.

### **AGENDA ANNUAL GENERAL SHAREHOLDERS MEETING**

#### **1. 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, 2021.

#### **2. 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, 2021.

**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, 2021 and approval of the proposed allocation of the result i.e. carry forward of a loss of €21,438,674 for the financial year to the following financial year. Together with the losses of previous years, in aggregate €58,966,826 of losses are carried forward.

Proposed resolution: approval of the statutory financial statements for the financial year ended on December 31, 2021, and of the proposed allocation of the result i.e. carry forward of a loss of €21,438,674 for the financial year to the following financial year. Together with the losses of previous years, in aggregate €58,966,826 of losses are carried forward.

**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, 2021.

Proposed resolution: approval of the remuneration report, as included in the annual reports of the Board, for the financial year ended on December 31, 2021.

**5. Communication of and approval of the remuneration policy In accordance with article 7:89/1 of the Belgian Code of Companies and Associations**

The Company is required to establish a remuneration policy and to submit such policy to the approval of the general shareholders' meeting. The remuneration policy is included in the annual reports of the Board.

Proposed resolution: approval of the remuneration policy.

**6. Approval of a remuneration of 26,909 EUR for Mr. Johan Cardoen as independent director for year 2021**

Mr. Johan Cardoen acts as independent director of the Company since 5 July 2021 i.e. the closing of the initial public offering and listing of the Company's shares on Euronext Brussels. The purpose of this proposal is to bring the remuneration of Mr. Johan Cardoen in line with the remuneration of the other independent directors pro rata temporis i.e. 26,909 EUR (based on an annual remuneration of 55,000 EUR). Mr. Johan Cardoen will for future years receive a remuneration in line with the remuneration policy.

Proposed resolution: approval of a remuneration of 26,909 EUR for Mr. Johan Cardoen as independent director for the year 2021.

**7. Approval of the share-based remuneration for independent directors as contained in the remuneration policy**

The remuneration policy contains a yearly share-based remuneration in the form of share-units for independent directors. The features of the share-units are described in the remuneration policy contained in the annual reports. This share-based remuneration will be awarded for the first time in 2022.

Proposed decision: approval of the share-based remuneration of the independent directors as described in the remuneration policy.

**8. Discharge from liability to the directors**

Proposed resolution: to grant discharge from liability to the directors (including each of the former directors and each permanent representative) who were in office during the financial year ended on December 31, 2021, for the exercise of their mandate during said financial year.

**9. Discharge from liability to the statutory auditor**

Proposed resolution: to grant discharge from liability to the statutory auditor for the exercise of his mandate during the financial year ended on December 31, 2021.

**10. Acknowledgment and approval of the replacement of the representative of the statutory auditor during 2021**

Proposed resolution: acknowledgement and approval of the replacement of Mr. Gert Vanhees by Mr. Pieter-Jan Van Durme as representative of the statutory auditor i.e. Deloitte Bedrijfsrevisoren BV, with registered office Gateway Building, Luchthaven Brussel Nationaal 1 J, 1930 Zaventem with effect as of 1 August 2021.

**11. Approval of the remuneration of the statutory auditor for the services for the financial year ended 2021.**

Proposed decision: approval of the remuneration of the statutory auditor for the financial year ended on 31 December 2021 as follows: EUR 65,000 (excl. VAT and expenses) for the audit of the statutory annual accounts and the consolidated financial statements for the financial year ended on 31 December 2021.

**12. Appointment of the statutory auditor for the financial years 2022, 2023 and 2024 and remuneration.**

The Board, upon proposal of the audit committee, after comparison of several proposals, recommends the nomination of Deloitte Bedrijfsrevisoren BV, with registered office Gateway Building, Luchthaven Brussel Nationaal 1 J, 1930 Zaventem represented by Mr. Pieter-Jan Van Durme as statutory auditor of the Company for a period of three financial years of which the first will end on 31 December 2022 and approval of the remuneration which is 65,000 EUR (excl. (i) out-of-pocket expenses, (ii) contribution to the IBR, (iii) technology usage fee and (iv) VAT) on a yearly basis and subject to indexation.

In its proposal, the Board and the audit committee took into account various criteria including experience, knowledge of the sector of the Company, proposed team and pricing.

Proposed decision: approval of the appointment of Deloitte Bedrijfsrevisoren BV, with registered office Gateway Building, Luchthaven Brussel Nationaal 1 J, 1930 Zaventem represented by Mr. Pieter-Jan Van Durme as statutory auditor of the Company for a period of three financial years of which the first will end on 31 December 2022 and approval of the remuneration which is 65,000 EUR (excl. (i) out-of-pocket expenses, (ii) contribution to the IBR, (iii) technology usage fee and (iv) VAT) on a yearly basis and subject to indexation.

**13. Appointment of Mr. Michiel M. van Lookeren Campagne as independent director of the Company with effect on 1 June 2022 for a period ending immediately after the ordinary general meeting in 2026 deciding on the annual accounts for the financial year 2025.**

Taking into account the advice of the remuneration and nomination committee of the Board, the Board recommends nominating Mr. Michiel M. van Lookeren Campagne as independent director of the Company with effect on 1 June 2022 for a period ending immediately after the ordinary general meeting in 2026 deciding on the annual accounts for the financial year 2025.

Reference is made to the explanatory note for more information regarding the candidate.

If appointed, Mr. Michiel M. van Lookeren Campagne shall receive the remuneration as contained in the remuneration policy (including the share-based remuneration).

Mr. Michiel M. van Lookeren Campagne meets the criteria contained in item 3.5 the Belgian Code on Corporate Governance 2020 and article 7:87 of the Belgian Code on Companies and Associations.

Proposed resolutions: appointment of Mr. Michiel M. van Lookeren Campagne as independent director of the Company, with effect on 1 June 2022 for a period ending immediately after the closing of the general shareholders' meeting of 2026 which will be held to deliberate on the financial statements of the financial year ended on December 31 2025 and approval of the remuneration for the independent director as contained in the remuneration policy (including share-based remuneration).

**14. Ratification and approval in accordance with Article 7:151 of the Belgian Code of Companies and Associations**

Proposed resolution: Ratification and approval, in as far as needed or applicable, in accordance with Article 7:151 of the Belgian Code of Companies and Associations, of the terms and conditions of (i) the share-based remuneration for independent directors and (ii) the ESOP Warrant plans (as referred to in the annual reports) which may grant rights that either could have a substantial impact on the Company's assets or could give rise to substantial liability or which may grant rights that either could have a substantial impact on the Company's assets or could give rise to substantial liability or obligation of the Company in case of a change of control over the Company or a public takeover bid on the shares of the Company.

**AGENDA OF THE EXTRA-ORDINARY GENERAL MEETING**

**1. Replacement in article 15 § 2 of the articles of association**

Proposal: The reference in article 15§2 of the articles of association of the Company to “this article 20, §2,1<sup>o</sup>” to be replaced by “this article 15 § 2”

Proposed resolution : replace reference to “this article 20, §2,1<sup>o</sup>” by “this article 15 § 2 in article 15 § 2 of the articles of association.

## **2. Replacement in article 17 of the articles of association**

Proposal : The reference in article 17 of the articles of association to “required by article 20” to be replaced by “required by article 15”

Proposed resolution : replace reference to “required by article 20” by “required by article 15” in article 17 of the articles of association

## **3. Changes in article 28 of the articles of association**

Proposal : replace in article 28 of the articles of association the first line by “The ordinary general meeting shall be held on the fourth Tuesday of April at 10 a.m.”

Proposed resolution: replace the first line by “The ordinary general meeting shall be held on the fourth Tuesday of April at 10 a.m.” in article 28 of the articles of association.

### **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 will in that respect in a timely manner.

#### **1. Registration date**

Only the persons who are shareholder 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 **1 April 2022 at midnight (24:00h, Central European Time)**.

#### **2. Conditions of admission**

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

##### **I. Registration**

Shareholders must be registered as shareholders on the registration date at midnight:

- for registered shares, based on the registration of the shares in the share register of the Company;

- for dematerialized shares, on the basis of the registration of the shares in the accounts of a recognized account holder or clearing institution.

## II. Notification

Shareholders must, before or at the latest **on 9 April 2022**, notify their intention to participate in Shareholders Meetings:

- by e-mail to the Company, at [corporate@biotals.com](mailto:corporate@biotals.com) through the notice of registration that is available at the seat of the Company and on the Company's website ([www.biotals.com](http://www.biotals.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.biotals.com](http://www.biotals.com)).

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

## III. Participation

The shareholder 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 shareholders 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 shareholder, 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 shareholders, 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 shareholder has the right to participate to a Shareholders Meetings in person.

- Powers of attorney:

Each shareholder can also be represented by a proxy holder at a Shareholders Meeting. The shareholder who wishes to be represented by proxy must deliver a power of attorney in written or electronic form on **9 April 2022** 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.biotalys.com](http://www.biotalys.com)) must be used;
  - the dated and signed power of attorney must reach the Company (i) by e-mail to [corporate@biotalys.com](mailto:corporate@biotalys.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 shareholders must meet the admission requirements as described above.
- Voting by letter

Each shareholder further has the right to cast its votes by letter by providing a dated and signed form to the Company on **9 April 2022** 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](http://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](mailto:corporate@biotalys.com)

In addition, the shareholders 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@biotals.com](mailto:corporate@biotals.com), before or at the latest on **24 March 2022**.

If applicable, the Company will publish an updated agenda, before or at the latest on **31 March 2022**. At the same time, the Company will in such case make forms adapted to the updated agenda available on the Company's website ([www.biotals.com](http://www.biotals.com)) to its shareholders 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 shareholder 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@biotals.com](mailto:corporate@biotals.com), before or at the latest on 9 April 2022.

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.biotals.com](http://www.biotals.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 policy and reports (the latter two both 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.

Shareholders 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](mailto:corporate@biotallys.com).

## VII. Data protection

The Company is responsible for the processing of the personal data it receives from shareholders 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. Shareholders and proxy holders can find the Company's privacy policy at [www.biotallys.com/privacy-policy](http://www.biotallys.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. Shareholders and proxy holders can exercise their rights with regard to their personal data provided to the Company by contacting the Company at [corporate@biotallys.com](mailto:corporate@biotallys.com).