



***Unofficial English translation – For convenience purposes only***

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**Biotalys NV**

**Buchtenstraat 11, 9051 Ghent**

RPR 0508.931.185 (Ghent)

(the “Company”)

**VOTING BY LETTER**

**ANNUAL GENERAL SHAREHOLDERS’ MEETING DATED 15 APRIL 2022**

**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 (the “Company”) at the latest on **9 April 2022**:

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](mailto: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)	

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

Number of registered shares	
Number of dematerialised shares	

votes by letter in the following way in respect of the annual shareholders meeting dated 15 April 2022.

**My vote on each of the proposed resolutions is as follows: (please mark the appropriate boxes)**

**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.

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

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

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

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

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

<b>Name</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTENTION</b>
Inno Tune BV (permanently represented by Lieven De Smedt)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Quaghebeur Koen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Sofinnova Partners SAS (permanently represented by Denis Lucquin)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Nomad Technology Consulting LLC (permanently represented by Adrian Percy)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Luc Basstanie	<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"/>

**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.

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

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

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

**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.

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

**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).

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

In respect of the share-based remuneration

<b>FOR</b> <input type="checkbox"/>	<b>AGAINST</b> <input type="checkbox"/>	<b>ABSTENTION</b> <input type="checkbox"/>
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In respect of the ESOP Warrant Plans

<b>FOR</b> <input type="checkbox"/>	<b>AGAINST</b> <input type="checkbox"/>	<b>ABSTENTION</b> <input type="checkbox"/>
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In case of amendments to the agenda and proposed additional resolutions as mentioned 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 **31 March 2022** at the latest. In addition, the Company shall make amended forms available for votes by mail. Votes by mail that reach the Company prior to the publication of an amended agenda remain valid for the agenda items to which the votes by mail apply, subject, however, to applicable law and the further clarifications set out on the voting form.

In accordance with the Code of Companies and Associations, a vote by letter regarding an agenda item for which a new proposed resolution was filed by a shareholder holding at least 3% of the shares, will not be taken into account.

In case of amendments to a proposed resolution or a new proposed resolution (insofar as legally possible during the general 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 on this form or 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 ..... 2022.

Signature(s):.....