Unofficial translation

# COORDINATED ARTICLES OF ASSOCIATION ON 13 OCTOBER 2026

## TITLE I. NAME - REGISTERED OFFICE - OBJECT - TERM.

Article 1. LEGAL FORM – NAME – E-MAIL ADDRESS – WEBSITE.

The company is constituted as a public limited liability company (« *Naamloze Vennootschap*»).

Its name is "Biotalys".

The company's e-mail address is info@biotalys.com and the company's website is www.biotalys.com. The company may change the address of its website and its e-mail address, by decision of the board of directors, even if such changes are included in the articles of association.

Article 2. REGISTERED OFFICE.

The registered office of the company is established in the Flemish Region. It may be transferred to any other place in Belgium, by decision of the board of directors, subject to compliance with the applicable laws on languages and the Belgian Code of Companies and Associations. By decision of the board of directors, the company may establish operating offices, administrative offices, branches, agencies and warehouses in Belgium or abroad.

Article 3. OBJECT.

The company's object is:

- The operation of biological and chemical products, processes and technologies for the life sciences sector in general and the plant protection sector in particular; operation includes all research, development, production, marketing and commercialisation activities;
- The acquisition, purchase, sale, licensing, operation and realisation of intellectual property rights in the context of the above-mentioned activities;
- The study, consultancy, building and offering of expertise, engineering and any services in the context of the above-mentioned activities.

To this end, the company may cooperate with, or participate in, or in any way, directly or indirectly, take interests in other companies.

The company may act as guarantor for its own obligations and as guarantor for the obligations of third parties, inter alia, by mortgaging or pledging its assets.

In general, the company may carry out all commercial, industrial, financial or real estate transactions directly or indirectly related to its object or of a nature to promote its realisation in whole or in part.

Article 4. TERM.

The company is incorporated for an indefinite term.

## TITLE II. - CAPITAL - SHARES - PROFIT CERTIFICATES.

Article 5. CAPITAL.

The capital amounts to 6,720,420.45 EURO. It is represented by 45,448,940 shares, without mention of value, each representing an equal share of the 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 4,755,005.78€. 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 23 April 2024.

§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 23 April 2024. 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.

Article 7. CALLING UP ON SHARES.

Payments on not fully paid-up shares must occur at the place and on the date set by the board of directors which is solely competent in this matter; the membership rights attached to these shares shall be suspended until the payments have been made.

After due notice has been given by registered letter which has remained unanswered for one month, the board of directors may revoke the shareholder's rights and sell those shares which have not been fully paid up in the most appropriate way, without prejudice to the company's right to claim from the shareholder the payment not made as well as any indemnity. In this case the price of the transfer is calculated on the basis of the net assets of the company as they appear on the last balance sheet approved by the shareholders. Payments must be made according to the conditions established by the board of directors.

Article 8. NATURE OF THE SHARES.

The shares and other securities are registered or dematerialised. The shares shall always be registered in such cases as required by law. A register of registered securities (which may be kept in electronic form) is kept at the registered office of the company. The board of directors may decide to entrust the management and administration of the electronic register to a third party.

Article 9. TRANSFER OF SHARES.

The transfer of registered shares shall be effected by means of a declaration of transfer, recorded in the register of registered shares, dated and signed by the transferor and the transferee or by their proxy holders.

The company is also free to accept and record in the register a transfer, pledge, conversion or any other operation involving registered shares that may appear from correspondence or other documents of probative value that confirm the agreement of the parties.

The dematerialised shares booked in account shall be transferred by transfer from account to account. The number of dematerialised shares in circulation at any time shall be recorded in the register of registered shares in the name of the settlement institution.

Article 10. INDIVISIBILITY OF SHARES.

The shares are indivisible with respect to the company.

If shares belong to several owners, are pledged or if the rights attached to the shares are subject to undivided ownership, usufruct or any other form of division of the rights attached to the shares, the board of directors may suspend the rights attached to the shares until one person is designated as the holder of the concerned shares with regard to the company.

The bare owners shall represent the usufructuaries, except in the event of an agreement or provision to the contrary in the deed establishing the usufruct. In the event of a dispute between the bare owner and the usufructuary about the existence or scope of such an agreement or provision, only the bare owner shall be allowed to attend the general meeting and to vote thereat.

Article 11. DISCLOSURE OF MAJOR HOLDINGS.

In application of Title II of the Belgian Law of 2 May 2007 on disclosure of major holdings in issuers whose shares are admitted to trading on a regulated market and laying down miscellaneous

provisions and the Belgian Royal Decree of 14 February 2008 on disclosure of major holdings, the statutory thresholds are applied.

Article 12. PROFIT CERTIFICATES.

(a) General

The company is authorised to issue profit certificates which do not represent the capital of the company. No other rights are attached to the profit certificates than those expressly provided for in the present articles of association (in particular in this article 12) or by the law. For the sake of clarity, it is specified that no membership rights (including participation in voting) are attached to the profit certificates with the exception of the rights conferred by law on profit certificates, from which it is not possible to derogate contractually or in the articles of association.

(b) Automatic conversion

Profit certificates issued as a result of the exercise of warrants to profit certificates, shall automatically, without any further resolution of the general meeting being required, be converted into shares on a 2:1 basis each time they are issued. On the occasion of this automatic conversion of the profit certificates, the capital of the company shall be equally divided between all (new and existing) shares of the company so that the capital representing value of all shares shall be equalised. The board of directors shall have this automatic conversion, and the corresponding amendments to the articles of association that it implies, established in an authentic deed.

**TITLE III. MANAGEMENT AND CONTROL**.

Chapter 1. Board of Directors.

Article 13. COMPOSITION OF THE BOARD OF DIRECTORS.

The company is managed by a board of at least three directors, natural or legal persons, who do not need to be shareholders, appointed by the general meeting of shareholders.

The directors are appointed for a maximum term of four years and they are eligible for reappointment. Their mandate may be revoked at any time by the general meeting of shareholders.

In case of an early vacancy within the board of directors, for any reason whatsoever, the remaining directors are entitled to provisionally appoint a new director until the general meeting appoints a new director. The appointment is put on the agenda of the first coming general meeting. In the absence of confirmation, the mandate of the provisionally appointed director ends at the end of the general meeting, without prejudice to the regularity of the composition of the board of directors until that time.

The board of directors may appoint a chairperson. In the absence of the chairperson, the chairpersonship shall be assumed by the director present who has been performing his mandate within the company for the longest time; if several directors have the same seniority, the oldest director shall act as chairperson.

Article 14. CONVENING NOTICE.

§1. The board of directors shall be convened by the chairperson whenever the interests of the company so require or whenever two directors so request. The notice convening the meeting

shall be in writing or by any other means of communication with a physical trace, at the latest three working days before the date set for the meeting, except in case of urgency, which shall be duly motivated in the notice or in the minutes of the meeting. Each director may waive the right to be convened. In any case, a director who is present or represented at the meeting shall be deemed to have been duly convened or to have waived the convening notice. The meetings shall be held on the day, at the time and at the place indicated in the notice. No agenda item may be added at the meeting unless all directors are present or represented at the meeting and unanimously approve the amendment of the agenda.

§2. The meeting of the board of directors shall be chaired by the chairperson. If the chairperson is prevented from attending, the meeting shall be chaired by another director in accordance with article 18.

Article 15. QUORUM.

§1. The board of directors can only validly deliberate and decide if more than half of its members are present or represented.

§2. The quorum requirement provided for in §1 above shall not apply to a vote on any matter at a subsequent meeting of the board of directors where that matter was postponed due to insufficient quorum at a previous meeting, if the notice convening this subsequent meeting contains the proposed resolution on that matter with reference to this article 15, §2, provided that at least two directors must be present or represented.

§3. The directors may participate in the meetings of the board of directors by telephone, video conference or similar means of communication which allow all persons participating in the meeting to hear each other simultaneously. Any person who takes part in a meeting in accordance with this §3 shall be deemed to be present at that meeting.

§4. Each director may give to another director, in writing or by any means of communication which leaves a physical trace, a proxy to represent him/her at a given meeting of the board of directors and to vote on his/her behalf. Representation by proxy shall constitute presence for the purpose of determining a quorum. A director may represent more than one of his colleagues and may cast, in addition to his own vote, as many votes as he has received proxies for.

Article 16. DELIBERATION AND VOTE.

All decisions of the board of directors are taken by a majority of the votes cast. If there is a tie in voting on a particular agenda item, a new meeting shall be convened within five working days to decide on the same agenda item. If, again, there is a tie in voting on that same item on the agenda, the chairperson of the meeting shall have the casting vote.

Article 17. CONFLICT OF INTEREST.

If a director has a direct or indirect interest of a financial nature which conflicts with a decision or transaction that falls within the powers of the board of directors, he or she must inform the board of directors thereof in accordance with the Belgian Code of Companies and Associations and the provisions of article 7:96 of the Belgian Code of Companies and Associations must be complied with.

If more than one director finds itself in such circumstances, and if applicable laws prohibit them from participating in the deliberation or the voting relating thereto, this decision may be validly taken by the remaining directors, even if in this circumstance not more than half of the directors

are present or represented as required by article 15, provided that at least two directors must be present.

Each proposed decision or transaction between affiliated parties within the meaning of article 7:97 of the Belgian Code of Companies and Associations shall be submitted to a committee of three independent directors.

Article 18. UNANIMOUS WRITTEN RESOLUTION.

The decisions of the board of directors may be taken by unanimous written resolution of all directors, who to this end shall sign a single document or several copies of such document.

Article 19. MINUTES.

The decisions of the board of directors shall be recorded in minutes signed by the chairperson and by at least one other director, as well as by the members of the board of directors who so request, and circulated to each director. These minutes shall be recorded or inserted in a special register.

The copies of or extracts from the minutes intended for third parties shall be signed by the chairperson of the board of directors or by two directors.

Article 20. POWERS OF THE BOARD OF DIRECTORS.

§1. The board of directors shall have the power to carry out all acts necessary or useful for achieving the company's object, except those for which other bodies of the company are competent by law or the present articles of association.

§2. The board of directors may delegate special and limited powers to the managing director and to other members of the executive staff.

§3. The board of directors shall set up an audit committee (in accordance with article 7:99 of the Belgian Code of Companies and Associations) and a remuneration committee (in accordance with article 7:100 of the Belgian Code of Companies and Associations). The rules regarding the composition, powers and operation of such committees are laid down in the Corporate Governance Charter.

The board of directors has the power to draft terms of reference and to amend this paragraph in accordance with the latest approved version of the terms of reference.

In preparation of its deliberations and decision-making, the board of directors may set up other committees, the number, composition and powers of which it shall determine in accordance with the provisions of the law and the present articles of association.

Article 21. CORPORATE GOVERNANCE CHARTER.

The board of directors may lay down its operating rules and other rules in a Corporate Governance Charter.

Chapter 2. Daily management.

Article 22. APPOINTMENT AND DISMISSAL.

The daily management of the company may be assigned to one or more persons, who may or may not be shareholders or directors, acting alone or together. The board of directors shall decide on their appointment, dismissal, powers and remuneration.

If a director is charged with the daily management, he or she shall perform this function under the title of managing director.

Article 23. POWERS OF THE MANAGING DIRECTOR.

In addition to the special and limited powers entrusted to him/her by the board of directors, the managing director shall be charged with the daily management of the company and with representing the company as regards such management. The managing director is also charged with the execution of the decisions of the board of directors. Within the limits of the powers granted to him/her by or pursuant to the present articles of association, the managing director may delegate special and limited powers to a management committee or to any other person. He/she may allow the sub-delegation of these powers.

Chapter 3. Representation.

Article 24. REPRESENTATION.

The board of directors shall represent the company towards third parties and in court as plaintiff or defendant. Without prejudice to this general power of representation of the board of directors as a collegiate body, acting by a majority of its members, the company shall also be validly represented towards third parties and in court as plaintiff or defendant, for all acts of daily management and those acts which fall outside this scope, by two directors acting jointly.

Within the daily management, the company may furthermore be represented by a managing director acting alone and/or by other persons charged with the daily management, acting alone or jointly as determined at the time of their appointment.

The bodies which represent the company in accordance with the above may appoint proxy holders. The company shall also be validly bound, within the framework of their mandate, by special proxy holders. Only special proxies for specific or a series of specific legal acts are permitted.

The proxy holders shall only bind the company within the limits of their granted proxy, without prejudice to the responsibility of the principal in the event of excessive proxy.

Chapter 4. Remunerations.

Article 25. REMUNERATION.

The director's mandate is not remunerated, unless otherwise decided by the general meeting.

The time requirements as stipulated in article 7:91 of the Belgian Code of Companies and Associations regarding the vesting or exercise of shares, share options or any other rights to acquire shares by directors are not applicable and the board of directors may, by way of remuneration, grant to directors shares, share options and any other rights to acquire shares that are vested or can be exercised earlier than three years after their grant. This does not require the express authorisation of the general meeting.

The provisions of article 7:91 of the Belgian Code of Companies and Associations relating to linking 1/4 of the variable remuneration of executive directors to predetermined and objectively

measurable performance criteria over a period of two years and 1/4 over a period of three years, are not applicable and the board of directors may deviate from them without the prior express approval of the general meeting.

Article 26. COSTS AND EXPENSES.

The normal and justified expenses and costs, which the directors can claim to have incurred in the performance of their mandate, shall be reimbursed. Chapter 5. Control.

Article 27. CONTROL.

The control of the financial situation, the annual accounts and the regularity of the transactions to be reported on in the annual accounts is conferred to one or more statutory auditors. The statutory auditor(s) shall be appointed by the general meeting of shareholders among the auditors, registered in the public register of auditors or among the registered audit firms. The statutory auditor(s) shall be appointed for a term of three years, renewable in accordance with article 3:61 of the Belgian Code of Companies and Associations. Under penalty of damages, they can only be dismissed by the general meeting for lawful cause during their mandate.

The general meeting shall determine the remuneration of the statutory auditor(s). This remuneration shall be paid by the company.

**TITLE IV. GENERAL MEETINGS OF SHAREHOLDERS.**

Article 28. ORDINARY GENERAL MEETING - EXTRAORDINARY GENERAL MEETING.

The ordinary general meeting shall be held on the fourth Tuesday of April at 10 a.m.

If this day is a public holiday, the ordinary general meeting shall take place the next working day.

Another, extraordinary or special general meeting of shareholders may be convened each time the company's interests require so. The general meetings shall be held at the registered office of the company or at any other place, in Belgium or abroad, as communicated in the convening notice.

Article 29. CONVENING NOTICE AND ADMISSION FORMALITIES.

The convening notices for the general meeting and the admission to the general meeting shall take place in accordance with the Belgian Code of Companies and Associations.

Article 30. ADMISSION FORMALITIES.

(a) Conditions to be admitted to the general meeting

In order to be admitted to a general meeting, a shareholder or holder of other securities of the company must follow the procedure provided for that purpose in the Belgian Code of Companies and Associations.

(b) Mandates and proxies

Each shareholder who has voting rights may either participate in the meeting in person or give a proxy to another person, who may or may not be a shareholder.

Save where the applicable Belgian laws permit the appointment of multiple proxy holders, a shareholder may appoint only one person as proxy holder for a given general meeting.

The appointment of a proxy holder shall be made in accordance with the relevant provisions of the applicable Belgian laws on conflicts of interest, record keeping or any other applicable provisions.

(c) Attendance list

Prior to being admitted to the general meeting, the holders of securities or their proxy holders shall be required to sign an attendance list, which shall include their first name, surname, place of residence or name and registered office, as well as the number of securities for which they are participating in the meeting.

The natural persons, security holders, bodies or proxy holders participating in the meeting must be able to prove their identity.

(d) Other securities

The holders of profit certificates, shares without voting rights, bonds, warrants or other securities issued by the company, as well as the holders of certificates issued with the cooperation of the company and representing securities issued by it, may participate in the general meeting of shareholders to the extent that the law or the present articles of association grant them this right and, as the case may be, the right to take part in the vote. If they wish to participate, they shall be subject to the same formalities concerning admission, access, form and notification of proxies as those imposed on shareholders.

Article 31. REMOTE VOTING PRIOR TO THE GENERAL MEETING.

The convening notice may allow any shareholder to vote remotely prior to the general meeting, by letter or via the company website, using a form provided by the company.

The company may also organise remote voting prior to the meeting by other electronic means of communication.

The board of directors shall determine the arrangements for remote voting prior to the general meeting, including the arrangements for verifying the capacity and identity of persons wishing to vote remotely prior to the general meeting, via the company website. Either the notice convening the general meeting or a consultable document to which the notice refers (e.g. the company website) shall set out these modalities.

Shareholders who vote remotely must, in order for their vote to be taken into account for the calculation of the quorum and majority, comply with the conditions referred to in article 30.

Article 32. QUORUM.

The general meeting may validly deliberate and resolve in accordance with the quorum requirements specified in the Belgian Code of Companies and Associations.

Article 33. DELIBERATION AND RESOLUTIONS.

§1. The general meeting cannot validly deliberate on items which are not mentioned on the agenda or are not implicitly included therein, unless all the shareholders are present or represented at the meeting and unanimously decide to broaden the agenda.

§2. Each share carries one vote.

§3. Except where otherwise required by the Belgian Code of Companies and Associations, resolutions of the general meeting shall be adopted by a majority of the votes cast, irrespective of the number of shares represented at the meeting. Abstentions or blank votes and null and void votes shall not be taken into account in calculating the denominator or the numerator.

§4. Voting shall be done by a show of hands, roll call, signed voting forms or electronically.

Article 34. BUREAU.

The general meeting shall be chaired by the chairperson of the board of directors or, in his absence, by a director appointed for that purpose by the chairperson of the board of directors, or by a director present who has been performing his or her mandate within the company for the longest time. The chairperson shall appoint the secretary, who does not need to be a shareholder. If the number of participants at the general meeting so requires, the general meeting shall elect one or more tellers. The chairperson, the secretary and the teller (if there is one) shall form the bureau. The chairperson may constitute the bureau prior to the opening of the general meeting and the bureau so constituted may verify the powers of the participants prior to the opening of the general meeting.

Article 35. MINUTES.

The minutes of the general meeting shall be signed by the members of the bureau and by the shareholders who so request. These minutes, prepared in accordance with the Belgian Code of Companies and Associations, shall be recorded or inserted in a special register.

The copies of or extracts from the minutes intended for third parties shall be signed by the chairperson of the board of directors or by two directors.

**TITLE V. FINANCIAL YEAR - ANNUAL ACCOUNTS - DIVIDENDS - DISTRIBUTION OF PROFITS.**

Article 36. FINANCIAL YEAR - ANNUAL ACCOUNTS - ANNUAL REPORT.

The financial year starts on the first of January and shall end on the thirty-first of December of each year. The annual accounts shall, in view of their filing, be validly signed by two directors or by a person in charge of the daily management or a person expressly authorised for this purpose by the board of directors.

Article 37. DISTRIBUTION OF PROFITS.

If and as long as required by law, at least 5% of the company's net profit shall be allocated each year to the legal reserve. Upon proposal of the board of directors, the general meeting shall resolve on the allocation of the balance of the net profits.

Article 38. DISTRIBUTION.

The distribution of dividends resolved by the general meeting takes place on the dates and places determined by the latter or by the board of directors. Dividends not collected shall expire after five years.

Article 39. INTERIM DIVIDENDS.

The board of directors has the power to distribute an interim dividend, subject to compliance with the provisions of article 7:213 of the Belgian Code of Companies and Associations.

Article 40. PROHIBITED DISTRIBUTION.

Any distribution of dividends made in violation of the law must be reimbursed by the shareholder who received it, if the company proves that the shareholder knew that the payment was in violation of the law or could not be ignorant thereof in view of the circumstances.

**TITLE VI. DISSOLUTION AND LIQUIDATION.**

Article 41. DISSOLUTION AND LIQUIDATION.

In the event of dissolution with liquidation, one or more liquidators shall be appointed by the general meeting.

The appointment of the liquidator(s) must be submitted for confirmation to the President of the enterprise court in accordance with article 2:84 of the Belgian Code of Companies and Associations.

They shall have all the powers mentioned in articles 2:87 and 2:88 of the Belgian Code of Companies and Associations without special authorisation from the general meeting. The general meeting may, however, restrict these powers at any time by simple majority.

All assets of the company shall be realised unless the general meeting resolves otherwise. If not all shares have been paid up to the same extent, the liquidators shall restore the balance, either by making additional calls or by making advance payments.

**TITLE VII. GENERAL AND TRANSITIONAL PROVISIONS.**

Article 42. ELECTION OF DOMICILE.

The holders of registered shares shall be required to notify the company of any change of domicile. In the absence of such notification, they shall be deemed to have elected domicile at their previous domicile.

Any holder of registered shares who is domiciled abroad must elect domicile in Belgium for all matters relating to the implementation of the present articles of association. If no election of domicile is made, the domicile is deemed to be at the registered office, where all summons, communications and notices are validly served on the holder.

The directors, persons charged with the daily management, the statutory auditors and the liquidators, who are domiciled abroad, are deemed, for the entire duration of their mandate, to have elected domicile at the registered office of the company, where all legal documents shall be validly sent to them.

Any director, person in charge of the daily management, statutory auditor or liquidator may elect domicile at the registered office of the company for all matters relating to the exercise of his mandate. This election of domicile can be invoked against third parties in accordance with the legal provisions.