



Unofficial English translation – For convenience purposes only

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Biotalys NV

Buchtenstraat 11, 9051 Ghent

RPR 0508.931.185 (Ghent)

(the “Company”)

CONVOCAATION OF A SPECIAL GENERAL 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 a special general shareholders meeting of the Company (the “Shareholders Meeting”) which will take place **on Monday 21 August 2023 at 10.00 h. (Belgian Time)** at Buchtenstraat 11, 9051 Ghent to deliberate and decide on the agenda set out below.

There is no quorum requirement for the Shareholders Meeting. Subject to applicable legal provisions, each share shall have one vote. In accordance with applicable law, the proposed resolution referred to in the agenda of the Shareholders Meeting shall be passed if approved by a simple majority of the votes validly cast by the shareholders. Abstentions are not counted as votes in the numerator or denominator.

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

AGENDA OF THE SPECIAL GENERAL SHAREHOLDERS MEETING

The agenda and the proposed resolution

The agenda and the proposed resolution of the Shareholders Meeting are as follows:

Sole Agenda Item : nomination of a director

The Board, taking into account the recommendation of the Nomination and Remuneration Committee, recommends to the shareholders to nominate Agri Investment Fund (abbreviated A.I.F.), a limited liability company with registered office at 3000 Leuven, Diestsevest 32/5B (RPR 0893.885.781), permanently represented by Mr. Patrik Haesen, as director of the Company for a period starting immediately after the approval of this proposal and ending immediately after the ordinary general meeting of the Company to be held in 2027. The mandate will be non-remunerated.

Further information on Agri Investment Fund and Mr. Patrik Haesen can be found in the explanatory note to the Shareholders Meeting available on the website of the Company (www.biotalys.com).

Proposed resolution: The Special General Shareholders Meeting approves the nomination of Agri Investment Fund (abbreviated A.I.F.), a limited liability company with registered office at 3000 Leuven, Diestsevest 32/5B (RPR 0893.885.781), permanently represented by Mr. Patrik Haesen, as director of the Company for a period starting immediately after the approval of this proposal and ending immediately after the ordinary general meeting of the Company to be held in 2027. The mandate will be non-remunerated.

PARTICIPATION TO THE SHAREHOLDERS MEETING

The Company expects that the Shareholders Meeting can be attended in person subject to applicable regulations at the time of the Shareholders Meeting and subject to due regard to the safety measures at the time. In case the legislator would impose rules between the time of this convocation and the date of the Shareholders Meeting, preventing or restricting the attendance in person, the Company reserves the right to change the conditions to participate by way of a press release and by notice 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 Meeting. The registration date for the Shareholders Meeting is **7 August 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 Meeting. Holders of subscription rights can only participate with an advisory vote.

2. Conditions of admission

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

I. Registration

Security holders must be registered as security holders on the registration date at midnight (Belgian Time):

- 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 **16 August 2023 midnight (24.00 h, Belgian Time)**, notify their intention to participate in Shareholders Meeting:

- 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 a 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 at 24.00h (Belgian Time), with which such shareholder has indicated that it wants to participate at the Shareholders Meeting.

III. Participation

The security holder who fulfilled the admission requirements can participate in the Shareholders Meeting 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 the 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 Meeting may not be possible.

- Personal:

Each security holder has the right to participate to a Shareholders Meeting 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 **16 August 2023 at midnight (24.00h Belgian Time)** at the latest, as set out below:

- By using 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);
- the dated and signed power of attorney must reach the Company (i) by e-mail to 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 security holders must meet the admission requirements as described above in item “1. Registration” and “2. Notification”.

- 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 **16 August 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 in item “1. Registration” and “2. Notification”.

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 the 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 the 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, before or at the latest on **31 July 2023 midnight (24.00h Belgian Time)**.

If applicable, the Company will publish an updated agenda, before or at the latest on **7 August 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.biotals.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 Meeting, 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 Shareholder 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, before or at the latest on **16 August 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.biotals.com):

- this convocation, including agenda and proposed resolutions (if necessary, as updated);
- the total number of shares and voting rights on the date of the convocation;
- An explanatory note; 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 Meeting 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 Meeting, 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.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. 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@biotallys.com.

Ghent, 20 July 2023