



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

SPECIAL SHAREHOLDERS MEETING DATED 29 MARCH 2024

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 **25 March 2024 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 substitution²:

- Mr. Carlo Boutton, Chief Scientific Officer of the Company, or
- Mr/Mrs (name and first name)
(Address).....³

To represent it/him/her at the special shareholders meeting of Biotalys NV, which will be held on Friday 29 March 2024 as from 15.00h (Belgian Time) with the following agenda (and any other meeting which would be held later with the same agenda):

AGENDA

1. Special report of the Board in accordance with article 7:228 of the Belgian Code on Companies and Associations

Submission of the special report of the Board in accordance with Article 7:228 of the Belgian Code on Companies and Associations in relation to the proposal to continue the operations of the Company, as set out below in item 2 of the agenda.

No vote is required in connection with this agenda item.

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.

²Please complete. The absence of a specific instruction shall be considered as the appointment of Mr. Carlo Boutton as proxy-holder. Mr. Carlo Boutton is an employee of the Company. In such capacity, the proxy-holder has a potential conflict of interest as set out in article 7:143 of the Code of Companies and Associations. In case of a potential conflict of interest, the proxy-holder will only vote in execution of this proxy in accordance with the specific voting instructions set out in this proxy. In absence of a specific voting instruction, the proxy-holder will be supposed to have received the specific voting instruction to vote in favor. The Undersigned acknowledges that the proxy-holder might be in a situation of conflict of interest within the framework of the powers granted to it under this power of attorney for this reason. The Undersigned hereby irrevocably waives any and all rights it may have under Article 1.8§6 of the new Civil Code, including the right to invoke the nullity on the grounds of a conflict of interest of any acts performed by the proxy-holder in the name and on behalf of the Undersigned by virtue of the powers granted under this power of attorney.

³ If a designated proxy-holder is appointed, the above procedure of article 7:143 of the Code of Companies and Associations is applicable. In case of a potential conflict of interest the proxy-holder will only vote in execution of this proxy in accordance with the specific voting instructions set out in this proxy. In absence of a specific voting instruction, the proxy-holder will be supposed to have received the specific voting instruction to vote in favor

2. Deliberation and decision on the proposal of the Board of Directors to continue the operations of the Company

In accordance with Article 7:228 of the Belgian Code on Companies and Associations the shareholders meeting is to deliberate and resolve, as the case may be, on the dissolution of the Company and possibly on other measures announced in the agenda.

Measures that can safeguard the continuity of the Company

From the start of its operations, the Company is aware that research and development costs will increase for a number of years before any prospect of commercial revenues is possible.

The Board of Directors reviewed and approved the necessary budgets and cash planning prepared by the Executive Committee for the operation of the Company in 2024 and 2025, taking into account available financial resources.

The Board of Directors believes that the restructuring measures that have already been adopted in 2023 combined with potentially obtaining additional financing through equity, grants, partnerships and/or other sources of financing should enable the Company to continue its operations.

The Board of Directors is of the opinion that the possibility of obtaining additional financing can be substantiated by the progress that the Company has made during 2023:

- The Company entered into various collaborations (including with academic institutes) to further develop the technology platform and support the pipeline programs.
- EVOCA™, Biotaly's first protein-based biocontrol candidate aimed at targeting botrytis bunch rot and powdery mildew in fruits and vegetables, continued to demonstrate its efficacy in extensive global field trials, both in the Company's own trial program as well as in independent academic trials in the U.S. The Company continues to work with the EPA (Environmental Protection Agency) in the U.S. and the CTGB (College voor de Toelating van Gewasbeschermingsmiddelen en Biociden) in Europe on EVOCA™ regulatory review. Pending the decision on the regulatory files, the Company continues to pave the way for its next generation of the product-candidate (EVOCA™ NG), a biofungicide program with the same bioactive as EVOCA™ but an optimized production process and formulation, leading to lower production costs which results in an attractive commercial potential.
- Following a strategic review of the Company in Q3 of 2023, the company announced a shift to the AGROBODY™ 2.0 platform to develop its protein-based biocontrols for crop and food protection. This next-generation AGROBODY™ technology is aimed at increasing potency and efficacy of the Company's bioactive agents with multiple modes of action while lowering cost of goods.
- Continued focus on the pipeline development (BioFun-4, BioFun-6, BioFun-7 and BioIns-2).

The Board of Directors therefore proposes to continue the Company's operations. For more information on the measures the Board of Directors proposes to take to address the financial situation of the Company, and its proposal to continue the operations of the Company, reference is also made to the special report of the Board of Directors referred to in item 1 of the agenda of the Shareholders Meeting.

Proposed resolution: The shareholders meeting resolves to approve the proposal set out in the special report of the Board of Directors, prepared in accordance with Article 7:228 of the Belgian Code of Companies and Associations, to continue the operations of the Company.

Voting instruction:

FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTENTION <input type="checkbox"/>
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3. Appointment of Mr. Kevin Helash as a director of the Company

Mr Kevin Helash was appointed as a director by the Board of Directors with effect from 24 October 2023 pursuant to Article 13 of the Company's Articles of Association. In accordance with Article 7:88 of the Belgian Code on Companies and Associations, this appointment is submitted to the Shareholders Meeting for confirmation.

The Board of Directors, taking into account the recommendation of the Nomination and Remuneration Committee, recommends that the shareholders confirm the appointment of Mr Kevin Helash as a director of the Company. Unless renewed, this mandate will expire immediately after the Company's annual general meeting to be held in 2025. This directorship is unremunerated.

For further information regarding Mr Kevin Helash, please refer to the explanatory note to the Shareholders Meeting available on the Company's website (www.biotalys.com).

Proposed resolution: The shareholders meeting confirms the appointment of Mr Kevin Helash, residing at 242 Capellan St., Wake Forest, North Carolina 27587, United States of America, as a director of the Company. Subject to renewal, this mandate expires immediately after the Company's annual general meeting to be held in 2025. This directorship is unremunerated.

Voting instruction:

FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTENTION <input type="checkbox"/>
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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 special 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 **14 March 2024** 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 special 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 2024.

Signature(s):.....