



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 THE ANNUAL 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 the annual general shareholders meeting of the Company (the “Shareholders Meeting”) which will take place **on Friday 29 May 2026 at 10.00 a.m (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 resolutions 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 de numerator or denominator.

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

AGENDA

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

1. Communication of the 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, 2025.

As this concerns only a communication, acknowledgement and discussion, there is no proposed resolution in respect of this agenda item.

2. Communication of the 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, 2025.

As this concerns only a communication, acknowledgement and discussion, there is no proposed resolution in respect of this agenda item.

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, 2025 and approval of the proposed allocation of the result i.e. carry forward of a loss of EUR 15,120,823.16 for the financial year to the following financial year.

Proposed resolution: the Shareholders Meeting decides to approve the statutory financial statements for the financial year ended on December 31, 2025, and to approve the proposed allocation of the result i.e. carry forward of a loss of EUR 15,120,823.16 for the financial year to the following financial year.

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, 2025.

Proposed resolution: the Shareholders Meeting decides to approve the remuneration report, as included in the annual reports of the Board, for the financial year ended on December 31, 2025.

5. Communication of and approval of the remuneration policy in accordance with article 7:89/1 of the BCCA

The Company is required to propose the remuneration policy and to submit such policy to the approval of the general shareholders' meeting at least every four years. The current remuneration policy has been in place since 2022 and was applicable to the accounting years 2022 to 2025. A new policy is proposed for approval for the accounting years 2026 to 2029.

Proposed resolution: the general Shareholders Meeting decides to approve the new remuneration policy.

6. Communication of the 'Report of non-compliance to the shareholders meeting for the year ended 31 December 2025' by the auditor and the granting of discharge to the directors

Communication and discussion of the 'Report of non-compliance to the shareholders meeting for the year ended 31 December 2025' by the auditor and the granting of discharge to the directors

Proposed resolution: The Shareholders Meeting having taken note of the 'Report of non-compliance to the shareholders meeting for the year ended 31 December 2025' by the auditor, resolves to grant discharge to the directors (and, where applicable, to their

permanent representative) who were and/or are in office during the current financial year, for the breach of Article 3:74, first indent, of the Belgian Code of Companies and Associations (“BCCA”) due to the failure to provide the auditor in good time with the necessary documents for the preparation of the detailed written report of the auditor referred to in Article 3: 74, first indent and Article 3:75 of the BCCA, and for the breach of Article 7:147 of the BCCA and Article 28 of the Company’s Articles of Association due to the failure to convene the annual general meeting on the date and at the time specified in Article 28 of the Articles of Association.

7. Discharge from liability to the directors

Proposed resolution: the Shareholders Meeting decides to grant discharge from liability to the directors (and, where applicable, to their permanent representative) who were in office during the financial year ended on December 31, 2025, for the exercise of their mandate during said financial year.

8. Discharge from liability to the statutory auditor

Proposed resolution: the Shareholders Meeting decides to grant discharge from liability to the statutory auditor i.e. Deloitte Bedrijfsrevisoren BV, with registered office Gateway Building, Luchthaven Brussel Nationaal 1 J, 1930 Zaventem represented by Mr. Pieter-Jan Van Durme, for the exercise of his mandate during the financial year ended on December 31, 2025.

9. Re-appointment of Michiel van Lookeren Campagne as non-executive independent director of the Company

The term of office of Mr. Michiel van Lookeren Campagne current mandate comes to an end at the Shareholders Meeting.

Taking into account and in accordance with the recommendation and advice of the Nomination and Remuneration Committee, the Board of Directors recommends the re-appointment of Mr. Michiel van Lookeren Campagne, as a non-executive independent director of the Company for an additional term of four years starting immediately after the Shareholders Meeting and which will terminate immediately after the ordinary general meeting to be held in 2030 deciding on the financial statements of the Company for the fiscal year 2029. Mr. Michiel van Lookeren Campagne meets, and has declared to meet, the independence criteria of Article 7:87 of the Belgian Code on Companies and Associations and provision 3.5 of the Belgian Corporate Governance Code 2020. Mr. Michiel van Lookeren Campagne has expressly declared that he does not maintain any relationship with the Company or any major shareholder that would compromise his independence, and the Board of Directors hereby expressly declares that it has no indication of any element that could call into question Mr. Michiel van Lookeren Campagne’s independence within the meaning of Article 7:87 of the Belgian Code on Companies and Associations.

Proposed resolution: On the proposal of the Board of Directors, in accordance with the recommendation and advice of the Nomination and Remuneration Committee, the

general meeting resolves (a) to reappoint Mr. Michiel van Lookeren Campagne, Rua Casal da Boa Vista 16, 2665-312 Milharado, Portugal as a non-executive independent director of the Company, for a term of four years starting immediately after this Shareholders Meeting and which will terminate immediately after the ordinary general meeting to be held in 2030 deciding on the financial statements of the Company for the fiscal year 2029, and (b) to confirm his mandate in his capacity as an independent member of the Board of Directors in that (i) Mr. Michiel van Lookeren Campagne meets, and has declared to meet, the independence criteria of Article 7:87 of the Belgian Code on Companies and Associations and provision 3.5 of the Belgian Corporate Governance Code 2020, (ii) Mr. Michiel van Lookeren Campagne has expressly declared that he does not maintain any relationship with the Company or any major shareholder that would compromise his independence, and (iii) the Board of Directors has expressly stated that it has no indication of any element that could call Mr. Michiel van Lookeren Campagne's independence within the meaning of Article 7:87 of the Belgian Code on Companies and Associations, into question. The general meeting resolves that the mandate of Mr. Michiel van Lookeren Campagne be remunerated as provided for non-executive independent members of the Board of Directors in the Company's remuneration policy and as approved by the general meeting from time to time.

PARTICIPATION TO THE SHAREHOLDERS MEETING

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 **15 May 2026 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 fulfil the following conditions:

I. Registration

Security holders must be registered as security holders on the registration date at midnight:

- 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 23 May 2026 midnight (24.00 h, Belgian Time)**, notify their intention to participate in the 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 the 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, 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 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 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.

- 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 **23 May 2026 at midnight (24.00h Belgian Time)** 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) must be used;
- the dated and signed power of attorney must reach the Company timely (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 “I. Registration” and “II. Notification”. A timely and duly completed power of attorney together with (for dematerialised shares) a valid certificate of a recognized account holder or central custodian institution will be regarded as a “Notification” under II.

- 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 **23 May 2026 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 timely 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 “I. Registration” and “II. Notification”. A timely and duly completed voting letter together with (for dematerialised shares) a valid certificate of a recognized account holder or central custodian institution will be regarded as a “Notification” under II.

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 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 a 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 **7 May 2026 midnight (24.00h Belgian Time)**.

If applicable, the Company will publish an updated agenda, before or at the latest on **14 May 2026**. 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 power of attorney.

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 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 **23 May 2026 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) as of thirty (30) days prior to the Shareholders Meeting:

- this convocation, including agenda and proposed resolutions (if necessary, as updated) as well as any supporting documentation (including the statutory and consolidated accounts and board and auditor reports on such accounts and the remuneration report);
- The explanatory note including the “Report of non-compliance to the shareholders’ meeting for the years ended 31 December 2025” issued by the Company’s auditor;
- the new remuneration policy;
- the total number of shares and voting rights on the date of the convocation;
- 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.

29 April 2026

Biotallys NV