



**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 22 APRIL 2025**

**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 **16 April 2025 at midnight (24:00 – 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)	

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

Number of registered shares	
Number of dematerialised shares	
Number of registered subscription rights <sup>1</sup>	

votes by letter in the following way in respect of the annual shareholders meeting which will be held on **Tuesday 22 April 2025 as from 10.00h (Belgian Time)** (and any other meeting which would be held later with the same agenda) with the following agenda:

#### AGENDA

### 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, 2024.

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, 2024.

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, 2024 and approval of the proposed allocation of the result i.e. carry forward of a loss of €13,135,588 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, 2024, and to approve the proposed

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<sup>1</sup> 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. Holders of subscription rights only have an advisory vote.

allocation of the result i.e. carry forward of a loss of €13,135,588 for the financial year to the following financial year.

<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, 2024.

*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, 2024.

<b>FOR</b> <input type="checkbox"/>	<b>AGAINST</b> <input type="checkbox"/>	<b>ABSTENTION</b> <input type="checkbox"/>
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#### 5. 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, 2024, for the exercise of their mandate during said financial year.

<b>NAME</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTENTION</b>
Michiel M. van Lookeren Campagne	<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"/>
Patrick Van Beneden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Pieter Bevernage	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
A.I.F. BV (permanently represented by Patrik Haesen)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Kevin Helash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Laura Jean Meyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## 6. 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, 2024.

<b>FOR</b> <input type="checkbox"/>	<b>AGAINST</b> <input type="checkbox"/>	<b>ABSTENTION</b> <input type="checkbox"/>
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## 7. Appointment of the auditor for fiscal years 2025, 2026 and 2027 and remuneration

On the proposal of the audit committee, after comparing various proposals, the Board of Directors recommends (a) the appointment of Deloitte Bedrijfsrevisoren BV, with registered office at Gateway Building, Brussels National Airport 1 J, 1930 Zaventem represented by Mr. Pieter-Jan Van Durme as statutory auditor of the Company for a period of three financial years, the first of which will end on December 31, 2025, and (b) the approval of the remuneration of the auditor amounting to € 80,000 (excluding (i) expenses related to the engagement, (ii) contribution to the IBR and (iii) VAT) on an annual basis and subject to indexation.

In their proposal, the Board of Directors and the audit committee took into account several criteria, including experience, knowledge of the Company's sector, proposed team and pricing.

*Proposed resolution:* the general meeting approves the appointment of Deloitte Bedrijfsrevisoren BV, with registered office at Gateway Building, Brussels National Airport 1 J, 1930 Zaventem represented by Mr. Pieter-Jan Van Durme as statutory auditor of the Company for a period of three financial years, the first of which will end on December 31, 2025 and approves of the remuneration which amounts to € 80,000 (excluding (i) expenses related to the engagement, (ii) contribution to the IBR and (iii) VAT) on an annual basis and subject to indexation.

<b>FOR</b> <input type="checkbox"/>	<b>AGAINST</b> <input type="checkbox"/>	<b>ABSTENTION</b> <input type="checkbox"/>
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**8. Confirmation of the appointment of Mrs. Laura Jean Meyer as a director of the Company**

Mrs. Laura Jean Meyer was appointed as a director by the Board of Directors with effect from September 25, 2024 on the basis of 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 general 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 Mrs. Laura Jean Meyer as a director of the Company. Unless renewed, this mandate expires immediately following the Shareholders Meeting.

*Proposed resolution:* The general meeting confirms the appointment of Mrs. Laura Jean Meyer, residing at 2313 Canyon Drive, St. Charles, MO 63303 USA, United States of America, as a director of the Company. Unless renewed, this term of office shall expire immediately following the Company's annual general meeting to be held on 22 April 2025.

<b>FOR</b> <input type="checkbox"/>	<b>AGAINST</b> <input type="checkbox"/>	<b>ABSTENTION</b> <input type="checkbox"/>
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**9. Appointment and renewal of directorships**

The term of office of the following directors will expire immediately after the Shareholders Meeting: Simon E. Moroney, Johan Cardoen, Laura Jean Meyer, Pieter Bevernage, Patrick Van Beneden and Kevin Helash. Mr. Markus Heldt does not wish to renew his directorship.

a. Reappointment of Mr. Kevin Helash, as director of the Company

Taking into account and in accordance with the recommendation and advice of the Nomination and Remuneration Committee, the Board of Directors recommends the reappointment of Mr. Kevin Helash as a 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 2029 deciding on the financial statements of the Company for the fiscal year 2028. Mr. Kevin Helash does not receive a remuneration pursuant to his mandate as director.

*Proposed resolution:* On the proposal of the Board of Directors and in accordance with the recommendation and advice of the Nomination and Remuneration Committee, the general meeting resolves to reappoint Mr. Kevin Helash, 242 Capellan St., Wake Forest, North Carolina 27587, USA, as a director of the Company for an additional term of four years starting immediately after this shareholders meeting and ending immediately after the ordinary general

meeting to be held in 2029 deciding on the Company's financial statements for fiscal year 2028. Mr. Kevin Helash does not receive a remuneration pursuant to his mandate as director.

<b>FOR</b> <input type="checkbox"/>	<b>AGAINST</b> <input type="checkbox"/>	<b>ABSTENTION</b> <input type="checkbox"/>
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b. Reappointment of Mr. Simon E. Moroney as a non-executive independent director

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. Simon E. Moroney, 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 2029 deciding on the financial statements of the Company for the fiscal year 2028. Mr. Simon E. Moroney 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. Simon E. Moroney 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. Simon E. Moroney'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. Simon E. Moroney, Hindenburgstrasse 33, 82343 Pöcking, Germany, 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 2029 deciding on the financial statements of the Company for the fiscal year 2028, and (b) to confirm his mandate in his capacity as an independent member of the Board of Directors in that (i) Mr. Simon E. Moroney 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. Simon E. Moroney 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. Simon E. Moroney'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. Simon E. Moroney 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.

<b>FOR</b> <input type="checkbox"/>	<b>AGAINST</b> <input type="checkbox"/>	<b>ABSTENTION</b> <input type="checkbox"/>
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c. Reappointment of Mr. Johan Cardoen as a non-executive independent director

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. Johan Cardoen, 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 2029 deciding on the financial statements of the Company for the fiscal year 2028. With the exception of item 2 of the provision 3.5 of the Belgian Corporate Governance Code 2020 (*“not have served for a total term of more than twelve years as a non-executive board member”*) Mr. Johan Cardoen 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. Johan Cardoen 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. Johan Cardoen's independence within the meaning of Article 7:87 of the Belgian Code on Companies and Associations. Regarding point 2 of provision 3.5 of the Belgian Corporate Governance Code 2020 (*“not have served for a total term of more than twelve years as a non-executive board member”*), the Board of Directors mentions that Mr. Johan Cardoen has been a member of the Board of Directors as a non-executive director since 2013 and as an independent director since 2021. However, the Board of Directors believes that there is no reason to question Mr. Johan Cardoen's independence. Mr. Johan Cardoen does not perform any special assignments for the Company or for a major shareholder outside his directorship for which he is remunerated. Furthermore, Mr. Johan Cardoen has always demonstrated independence and critical thinking in his capacity as director and member of the Research and Development Committee and Mr. Johan Cardoen makes a significant contribution through his scientific knowledge and knowledge of the industry in which the Company operates. The Board of Directors therefore proposes to the general meeting to deviate from the requirement of point 2 of provision 3.5 of the Belgian Corporate Governance Code 2020 and to qualify Mr. Johan Cardoen as a non-executive independent director.

*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. Johan Cardoen with address 9255 Buggenhout (Belgium), Ten Hove 16 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 2029 deciding on the financial statements of the Company for the fiscal year 2028, and (b) to confirm his mandate in his capacity as an independent member of the Board of Directors in that (i) Mr. Johan Cardoen 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 (except for point 2 thereof) of the Belgian Corporate Governance Code 2020, (ii) Mr. Johan Cardoen 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. Johan Cardoen's independence within the meaning of Article 7:87 of the Belgian Code on Companies and Associations, into question. The general meeting also decides to deviate from point 2 of provision 3.5 of the Belgian Code on Corporate Governance 2020 and to confirm the independence of Mr. Johan Cardoen notwithstanding the fact that through the reappointment Mr. Johan Cardoen will hold a mandate as a non-executive director for more than 12 years based on the argumentation of the Board of Directors that (i) Mr. Johan

Cardoen does not perform any special assignments for the Company or for a major shareholder outside his directorship for which he is remunerated, (ii) Mr. Johan Cardoen has always demonstrated independence and critical thinking in his capacity as a director of the Company and member of the Research and Development Committee and (iii) Mr. Johan Cardoen makes a significant contribution through his scientific knowledge and knowledge of the industry in which the Company operates. The general meeting resolves that the mandate of Mr. Johan Cardoen 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.

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

d. Reappointment of Mrs. Laura Jean Meyer as a non-executive independent director

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 Mrs. Laura Jean Meyer, 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 2029 deciding on the financial statements of the Company for the fiscal year 2028. Mrs. Laura Jean Meyer 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. Mrs. Laura Jean Meyer has expressly declared that she does not maintain any relationship with the Company or any major shareholder that would compromise her independence, and the Board of Directors hereby expressly declares that it has no indication of any element that could call into question Mrs. Laura Jean Meyer '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 Ms. Laura Jean Meyer, 2313 Canyon Dr., St. Charles, MO 63303 USA, 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 2029 deciding on the financial statements of the Company for the fiscal year 2028, and (b) to confirm her mandate in her capacity as an independent member of the Board of Directors in that (i) Mrs. Laura Jean Meyer 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) Mrs. Laura Jean Meyer has expressly declared that he does not maintain any relationship with the Company or any major shareholder that would compromise her independence, and (iii) the Board of Directors has expressly stated that it has no indication of any element that could call Mrs. Laura Jean Meyer '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 Mrs. Laura Jean Meyer 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.



<b>FOR</b> <input type="checkbox"/>	<b>AGAINST</b> <input type="checkbox"/>	<b>ABSTENTION</b> <input type="checkbox"/>
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e. Reappointment of Mr. Pieter Bevernage, as director of the Company

Taking into account and in accordance with the recommendation and advice of the Nomination and Remuneration Committee, the Board of Directors recommends the reappointment of Mr. Pieter Bevernage as a 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 2029 deciding on the financial statements of the Company for the fiscal year 2028. The mandate as director is unpaid.

*Proposed resolution:* On the proposal of the Board of Directors and in accordance with the recommendation and advice of the Nomination and Remuneration Committee, the general meeting resolves to reappoint Mr. Pieter Bevernage, 9120 Vrasene, Steenbeekstraat 25, as a director of the Company for an additional term of four years starting immediately after this shareholders meeting and ending immediately after the ordinary general meeting to be held in 2029 deciding on the Company's financial statements for fiscal year 2028. The mandate of Mr. Bevernage as a director is unpaid.

<b>FOR</b> <input type="checkbox"/>	<b>AGAINST</b> <input type="checkbox"/>	<b>ABSTENTION</b> <input type="checkbox"/>
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f. Reappointment of Mr. Patrick Van Beneden, as director of the Company

Taking into account and in accordance with the recommendation and advice of the Nomination and Remuneration Committee, the Board of Directors recommends the reappointment of Mr. Patrick Van Beneden as a 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 2029 deciding on the financial statements of the Company for the fiscal year 2028. The mandate as director is unpaid.

*Proposed resolution:* On the proposal of the Board of Directors and in accordance with the recommendation and advice of the Nomination and Remuneration Committee, the general meeting resolves to reappoint Mr. Patrick Van Beneden, 9550 Herzele, Houtemstraat 81, as a director of the Company for an additional term of four years starting immediately after this shareholders meeting and ending immediately after the ordinary general meeting to be held in 2029 deciding on the Company's financial statements for fiscal year 2028. The mandate as a director is unpaid.

<b>FOR</b> <input type="checkbox"/>	<b>AGAINST</b> <input type="checkbox"/>	<b>ABSTENTION</b> <input type="checkbox"/>
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## 10. Appointment of Ms. Toni Bucci as non-executive independent director

Taking into account and in accordance with the recommendation and advice of the Nomination and Remuneration Committee, the Board of Directors recommends the appointment of Ms. Toni Bucci, as a non-executive independent director of the Company for a term of four years starting immediately after the Shareholders Meeting and which will terminate immediately after the ordinary general meeting to be held in 2029 deciding on the financial statements of the Company for the fiscal year 2028. Ms. Toni Bucci 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. Ms. Toni Bucci has expressly declared that she does not maintain any relationship with the Company or any major shareholder that would compromise her independence, and the Board of Directors hereby expressly declares that it has no indication of any element that could call into question Ms. Toni Bucci'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 appoint Ms. Toni Bucci, 1760 Pilot Riley Road, Zebulon NC 27597, USA, 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 2029 deciding on the financial statements of the Company for the fiscal year 2028, and (b) to confirm her mandate in her capacity as an independent member of the Board of Directors in that (i) Ms. Toni Bucci, 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) Ms. Toni Bucci has expressly declared that he does not maintain any relationship with the Company or any major shareholder that would compromise her independence, and (iii) the Board of Directors has expressly stated that it has no indication of any element that could call Ms. Toni Bucci'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 Ms. Toni Bucci be remunerated (pro rata temporis for 2025 and for the first time in 2026 with respect to share-units) 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.

<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 **7 April 2025** 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 to the paragraph below.

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 ..... 2025.

Signature(s):.....