



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

ANNUAL SHAREHOLDERS MEETING DATED 23 APRIL 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 **17 April 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)	

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. Douglas Minder, Chief Financial Officer of the Company, or
- Mr/Mrs (name and first name)
(Address).....
.....³

To represent it/him/her at the annual shareholders meeting of Biotalys NV, which will be held on Tuesday 23 April 2024 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

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. Douglas Minder as proxy-holder. Mr. Douglas Minder 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 favour. 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 favour

auditor on the consolidated financial statements, for the financial year ended on December 31, 2023.

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, 2023.

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, 2023 and approval of the proposed allocation of the result i.e. carry forward of a loss of € 20,014,723.17 for the financial year to the following financial year. Taken together with the carry forward losses of previous financial years, in total € 41,585,512.06 of losses are carried forward 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, 2023, and to approve the proposed allocation of the result i.e. carry forward of a loss of € 20,014,723.17 for the financial year to the following financial year. Taken together with the carry forward losses of previous financial years, in total € 41,585,512.06 of losses are carried forward to the following financial year.

Voting instruction:

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

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, 2023.

Proposed resolution: the shareholders meeting decides to approve of the remuneration report, as included in the annual reports of the Board, for the financial year ended on December 31, 2023.

Voting instruction:

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

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, 2023, for the exercise of their mandate during said financial year.

Voting instruction:

NAAM	FOR	AGAINST	ABSTENTION
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"/>
Patrice Sellès	<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"/>
--------------	--------------------------	--------------------------	--------------------------

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, 2023.

Voting instruction:

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

7. Subject to the approval of items 5 to 8 of the agenda of the extraordinary shareholders meeting, approval in accordance with Article 7:151 of the Belgian Code on Companies and Associations

The ESOP V long term incentive plan that is proposed for approval to the extraordinary shareholders meeting, contains the possibility of an early vesting and exercise of subscription rights in case of an “Event” (as defined in the ESOP V plan) which contains a change of control (as a result of a take-over bid, a merger or otherwise). The Board proposes this for approval, as far as needed or applicable, in accordance with article 7:151 of the Belgian Code on Companies and Associations. This approval is subject to and will become automatically into force upon the approval of the items 5 to 8 of the agenda of the extraordinary shareholders meeting.

Proposed resolution: Subject to the approval of items 5 to 8 of the agenda of the extraordinary shareholders meeting, the shareholders meeting decides to approve, as far as needed or applicable, in accordance with Article 7:151 of the Belgian Code of Companies and Associations, the terms and conditions of the ESOP V-Plan which grant rights that either could have a substantial impact on the Company’s assets or could give rise to substantial liability or which may grant rights that either could have a substantial impact on the Company’s assets or could give rise to substantial liability or obligation of the Company in case of a change of control over the Company or a public takeover bid on the shares of the Company.

Voting instruction:

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

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 **8 April 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):.....