



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

EXTRAORDINARY SHAREHOLDERS MEETING DATED 25 APRIL 2023

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 **19 April 2023 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 substitution:

Mr/Mrs (name and first name)²
(Address).....

To represent it/him/her at the extra-ordinary shareholders meeting of Biotalys NV, which will be held on Tuesday 25 April 2023 as from 10.00 am (Belgian Time) with the following agenda (and any other meeting which would be held later with the same agenda):

1. Communication and discussion of the special report of the Board of Directors established in accordance with Article 7:199 of the Code on Companies and Associations on the proposal to renew the authorised capital

Communication, acknowledgement and discussion of the special report of the Board of Directors established in accordance with Article 7:199 of the Code of Companies and Associations on the proposal to renew the powers granted to the Board of Directors under the authorised capital, as set out below in point 2) of the agenda of the extraordinary general meeting of shareholders, and setting out the special circumstances in which the Board of Directors will be able to use its powers under the authorised capital, as well as the purposes pursued thereby.

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

2. Renewal of the authorisation to the Board of Directors to increase the capital under the authorised capital by up to 100% of the capital³.

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. In respect of the appointment of a proxy-holder, the procedure of article 7:143 of the Belgian Code on Companies and Associations is applicable. The undersigned declares that the proxy-holder has no conflict of interest in respect of the items on the agenda of the general meeting. In absence of a specific voting instruction, he/she will be supposed to have received the specific voting instruction to vote in favor. The undersigned acknowledges that to the extent the proxy-holder would nevertheless be confronted with a conflict of interest in the framework of the powers granted under this power of attorney, the undersigned hereby irrevocably waives all his/her rights under article 1.8§6 of the new Civil Code, including the right to request the voidance of the actions the proxy-holder has taken pursuant to this power of attorney.

³ As of the moment that the renewed authorised capital under this proposal to the extraordinary shareholders meeting to renew the authorised capital can be used, the existing authorisation approved by the extraordinary general meeting dated 18 June 2021 shall be cancelled and the present proposal shall replace it. For the avoidance of doubt, to the extent the present proposal would not be approved, the existing authorisation as currently contained in article 6 of the articles of association will remain valid and in force, it being understood

Proposed resolution: The extraordinary general shareholders meeting resolves to renew the authorisation to the Board of Directors to increase the capital in one or more times, during a period of five (5) years starting from the publication of this authorisation in the Annexes to the Belgian Official Gazette, by a total amount not exceeding 100% of the current amount of the Company's capital, and this in accordance with the terms and conditions as set out in the special report of the Board of Directors drawn up in accordance with Article 7:199 of the Code on Companies and Associations, as mentioned in agenda item 1 of this extraordinary general shareholders meeting. Consequently, the extraordinary general meeting of shareholders resolves to delete Article 6 "Authorised capital" of the Company's Articles of Association in its entirety and replace it with the following text (whereby the date in §1 and §4 of Article 6 of the Company's Articles of Association mentioned below that appears in square brackets shall be the date of the general meeting of shareholders approving the renewed authorised capital):

« Article 6. AUTHORISED CAPITAL.

§1. The board of directors may increase the capital of the company in one or several times by a (cumulative) amount of maximum forty-four million five hundred and sixty-four thousand three hundred twenty euros and two cents (€ 44,564,320.02). This authorisation may be renewed in accordance with the applicable legal provisions. The board of directors can exercise this authorisation for a period of five (5) years, to be calculated as from the date of publication in the Annexes to the Belgian Official State Gazette of the authorisation approved by the extraordinary general meeting of [date of the extraordinary general meeting approving the renewal of the authorised capital].

§2. The capital increases to which can be decided according to this authorisation, shall take place in accordance with the modalities to be determined by the board of directors and can be realised by way of contribution in cash or in kind or by way of conversion of reserves into capital, whether or not available for distribution and issue premiums, with or without the issue of new shares and with or without payment of an issue premium.

The board of directors may also use this authorisation to issue convertible bonds, warrants or bonds to which warrants or other movable values are attached, or other securities. When using its authorisation within the framework of the authorised capital, the board of directors may, in the interest of the company and within the limits and in accordance with the conditions prescribed by the Belgian Code of Companies and Associations, restrict or cancel the preferential subscription right of shareholders. Such restriction or cancellation may also be done in favour of employees of the company or its subsidiaries or in favour of one or more specified persons, even if they are not employees of the company or its subsidiaries.

§3. If, on the occasion of a capital increase decided upon within the framework of the authorised capital, an issue premium is paid, this shall be booked in the "Issue premiums" account, which shall constitute a guarantee for third parties to the same extent as the company's capital, and which, subject to the possibility of converting this reserve into capital,

that the amount of the authorised capital will be limited to the level as provided for in article 7:198 of the Belgian Code on Companies and Associations.

may only be disposed of in accordance with the conditions set by the Belgian Code of Companies and Associations for amendments to the articles of association.

§4. The board of directors is hereby expressly authorised to proceed with a capital increase in any form, including but not limited to a capital increase accompanied by a restriction or cancellation of the preferential subscription right, even after receipt by the company of the notification from the Belgian Financial Services and Markets Authority (FSMA) that it has been notified of a public takeover bid on the shares of the company. This authorisation is valid in relation to public takeover bids of which the company receives the aforementioned notification no more than three years after [date of the extraordinary general meeting approving the renewal of the authorised capital]. This authorisation may be renewed for an additional period of three years by resolution of the general meeting, which shall deliberate and resolve in accordance with the applicable provisions. The capital increases decided upon within the framework of this authorisation shall be allocated to the remaining part of the authorised capital referred to in the first paragraph.

§5. The board of directors is authorised, with the possibility of substitution, to amend the articles of association after each capital increase which has been effected within the limits of the authorised capital, in order to bring them in line with the new status of the capital and the shares. «

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 extraordinary 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 **10 April 2023** 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 extraordinary 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 2023

Signature(s):.....