

**DRAFT TRANSLATION FOR INFORMATION PURPOSES ONLY**  
**PLEASE USE FRENCH VERSION**

**PROXY FORM**

Any shareholder wishing to be represented at the ordinary general meeting of BioSenic SA to be held on **14 June 2023 from 4:00 p.m. (Belgian time)** at the offices of Osborne Clarke, Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, the agenda of which is set out below, must use the proxy form **in French**. Any other form of proxy will not be accepted.

A scanned or photographed copy of this completed and signed form must be received by the Company no later than on **8 June 2023** at 5:00 p.m. (Belgian time). This form can be sent to the Company by e-mail to [generalassembly@biosenic.com](mailto:generalassembly@biosenic.com) or by mail to the attention of BioSenic, Mr Benjamin D'Haese, Rue Granbonpré 11, Building H, 1435 Mont-Saint-Guibert.

It is important to note that the undersigned shareholder must also comply with the registration formalities set out in the convening notice.

Moreover, the designation of a proxy holder must comply with the applicable Belgian laws, in particular with regard to conflicts of interest.

**The undersigned :**

name:

address:

represented pursuant to its articles of  
association by :

holder of :

corporate name :

registered office:

\_\_\_\_\_ shares of the company:

BIOSENIC SA

Rue Granbonpré 11, Building H,  
1435 Mont-Saint- Guibert,

**Appoints as special proxy holder, acting alone and with power of substitution :**

*Mr François Rieger and/or Ms Véronique Pomi-Schneider and/or Mr Hadrien Chef*

To whom it grants all powers for representing him/her/it at the ordinary general meeting of the said company, that will be held on **14 June 2023 from 4:00 p.m. (Belgian time)**, at the offices of Osborne Clarke, Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, with the following agenda:

1. Acknowledgement of the following documents:
  - statutory annual accounts for the financial year ending on 31 December 2022;
  - consolidated annual accounts for the financial year ending on 31 December 2022;
  - annual report of the board of directors for the financial year ending on 31 December 2022; and
  - report of the auditor for the financial year ending on 31 December 2022.

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Comments on this agenda item:

*The board of directors requests the ordinary general meeting to acknowledge (i) the statutory annual accounts for the financial year ending on 31 December 2022, (ii) the consolidated annual accounts for the financial year ending on 31 December 2022, (iii) the annual report of the board of directors for the financial year ending on 31 December 2022, and (iv) the report of the auditor for the financial year ending on 31 December 2022.*

2. Deliberation on the statutory annual accounts for the financial year ending 31 December 2022.

Proposed resolution:

*The meeting resolves to approve the statutory annual accounts for the financial year ending on 31 December 2022.*

☐ For ☐ Against ☐ Abstention

3. Deliberation on the allocation of the results as proposed by the board of directors in its annual report.

Proposed resolution:

*The meeting resolves to approve the allocation of the results as proposed by the board of directors in its annual report.*

☐ For ☐ Against ☐ Abstention

4. Deliberation on the remuneration report of the board of directors for the financial year ending on 31 December 2022, as presented by the nomination and remuneration committee and included in the annual report.

Proposed resolution:

*The meeting resolves to approve the remuneration report of the board of directors for the financial year ending on 31 December 2022, as presented by the nomination and remuneration committee and included in the annual report.*

☐ For ☐ Against ☐ Abstention

5. Discharge to the directors.

Proposed resolution:

*The meeting resolves to grant discharge to the following directors for the exercise of their mandate during the financial year ending on 31 December 2022:*

- *Innoste SA, represented by its permanent representative Mr Jean St phenne;*
- *Finsys Management SRL, represented by its permanent representative Mr Jean-Luc Vandebroek;*
- *Mr Fran ois Rieger;*
- *Ms V ronique Pomi-Schneider;*
- *Capital Grand Est SAS, represented by its permanent representative Mr Jean-Fran ois Rax;*
- *Ms Revital Rattenbach;*
- *Mr Yves Sagot.*

*The meeting also expressly grants discharge to the following persons, whose mandates as directors of the*

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*Company terminated in the course of the financial year ending on 31 December 2022, for the exercise of their mandate during the financial year ending on 31 December 2022:*

- *mC4Tx SRL, represented by its permanent representative Mr Miguel Forte;*
- *Ms Claudia D'Augusta;*
- *ClearSteer Consulting LLC, represented by its permanent representative Ms Gloria Matthews;*
- *Castanea Management SARL, represented by its permanent representative Mr Damian Marron;*
- *Mr Jean-Paul Prieels;*
- *Mr Terence Ian (Terry) Sadler.*

■ For

■ Against

■ Abstention

6. Discharge to mC4Tx SRL, represented by its permanent representative Mr Miguel Forte, for the exercise of its mandate as Chief Executive Officer during the financial year ending on 31 December 2022.

*Proposed resolution:*

*The meeting resolves to grant discharge to mC4Tx SRL, represented by its permanent representative Mr Miguel Forte, for the exercise of its mandate as Chief Executive Officer during the financial year ending on 31 December 2022.*

■ For

■ Against

■ Abstention

7. Discharge to the auditor.

*Proposed resolution:*

*The meeting resolves to grant discharge to the statutory auditor, BDO Bedrijfsrevisoren – Réviseurs d'entreprises BV/SRL, a private limited liability company under Belgian law, having its registered office at Elsinore Building-Corporate Village, Da Vincilaan 9/E6, 1930 Zaventem, Belgium and registered with the Register of Legal Entities of Brussels (Dutch-speaking) under enterprise number 0431.088.289, represented by its permanent representative Mr Rodrigo Abels, for the exercise of its mandate during the financial year ending on 31 December 2022.*

■ For

■ Against

■ Abstention

8. Confirmation of the mandate of Mr Yves Sagot as independent director pursuant to his co-optation by the board of directors on 27 January 2023.

*Proposed resolution:*

*The meeting resolves to confirm the mandate as an independent director of Mr Yves Sagot, born on 18 October 1964 in Coutances, France, and electing domicile at the registered office of the Company for all matters relating to his mandate as director, pursuant to his co-optation by the board of directors on 27 January 2023, in accordance with article 7:88, § 1 of the Belgian Code on Companies and Associations. The mandate of Mr Yves Sagot as director will end at the ordinary general meeting of the Company to be held in 2026, which will decide on the approval of the annual accounts for the financial year ending on 31 December 2025.*

*This director is independent in the sense of article 7:87 §1 of the Belgian Code on Companies and Associations and meets the independence criteria provided for in article 7:87 §1 of the Belgian Code on Companies and Associations and prescribed by the Belgian Corporate Governance Code.*

*The meeting resolves that the director's mandate shall be remunerated in accordance with the rules on*

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*remuneration of non-executive directors as adopted at the ordinary general meeting of the Company of 9 June 2021, as modified at the extraordinary general meeting of the shareholders of the Company of 24 October 2022.*

*The curriculum vitae of Mr Yves Sagot is available on the Company's website.*

☐ For ☐ Against ☐ Abstention

9. Powers.

*Proposed resolution:*

*The meeting resolves to grant special powers to Mr Benjamin D'Haese, with the right to act individually on behalf of the Company and with the right of substitution, to exercise, execute and sign all documents, deeds, formalities and procedures and to give the instructions necessary or useful for the execution of the aforementioned decisions, including, but not limited to, the filing of the annual accounts and the consolidated annual accounts of the financial year ending on 31 December 2022, of the annual reports and of the auditor's reports attached thereto, with the National Bank of Belgium.*

*The meeting resolves to grant proxy to each director and to Mr Benjamin D'Haese, as well as Hadrien Chef and Violette Keppenne, attorneys-at-law with office at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, or any other attorney-at-law from the firm "Osborne Clarke", with office at the same address, each acting alone and with power to substitute, to act on behalf of the Company in order to proceed to the publication of an extract of these minutes in the Annexes to the Belgian Official Gazette and the updating of the Company's registration information at the register of legal persons of the Crossroads Bank for Enterprises. The proxies are authorised to sign every document and to take every necessary step towards the clerk's office of the Enterprise Court, the one-stop business shops and the Crossroads Bank for Enterprises and more generally, to undertake any action necessary or useful in relation to these resolutions.*

☐ For ☐ Against ☐ Abstention

**Quorum**

There is no quorum requirement for deliberating and voting on the items set out in the aforementioned agenda of the ordinary general meeting.

**Voting and majority**

Subject to the applicable legal provisions, each share will give the right to one vote. Pursuant to article 7:135 of the Belgian Code on Companies and Associations, holders of registered subscription rights and registered convertible bonds have the right to participate to the ordinary general meeting, but only with a consultation right.

In accordance with the applicable law, the proposed resolutions set out in this agenda will be adopted by a simple majority of the votes cast.

*In case no voting instructions have been given, the undersigned shareholder is deemed to accept the proposed resolutions.*

*If, pursuant to article 7:130 of the Belgian Code on Companies and Associations, new items are added to the agenda and/or new resolutions' proposals are presented, and the undersigned shareholder did not give any new instructions concerning the new agenda, the proxy holder will abstain from voting on these new items on the agenda or on the new decisions' proposals.*

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**Waiver**

The undersigned acknowledges that he/she/it has been informed in good time of the holding of the ordinary general meeting and of its agenda, as set out above, as well as of the nature and content of the documents to be submitted to this ordinary general meeting, of which he/she/it has been or may be informed. The undersigned further acknowledges that he/she/it has sufficient means to be informed of the exact date of the said ordinary general meeting, should it not be held on the date indicated in this proxy form.

**Powers of the proxy holder**

The proxy holder hereby has the following powers on behalf of the undersigned:

- participate in this meeting and, as the case may be, vote in favour of its postponement;
- attend any other meeting with the same agenda in the event that the first meeting cannot validly deliberate, has been postponed, or has not been validly convened;
- appoint the officers of the meeting or of any meeting with the same agenda in the event that the first meeting cannot validly deliberate, has been postponed or has not been duly convened;
- take part in all deliberations and vote or abstain from voting, amend or reject any proposals relating to the agenda in accordance with the instructions given to the proxy holder, by any means, prior to the meeting; and
- to the above effects, to pass and sign all deeds, minutes, attendance lists and documents, registers, to elect domicile, to substitute and in general to do all that is useful or necessary.

**Instructions to the proxy holder**

The undersigned hereby expressly instructs the proxy holder to participate in the ordinary general meeting, even in the absence of proof of proper convening of the shareholders, holders of registered convertible bonds, holders of registered subscription rights, directors and auditor or in the absence of waiver by each of these persons of (i) the time limits and formalities for convening the ordinary general meeting, (ii) as well as the right to receive certain reports and other documents, in accordance with articles 7:128 and 7:132 of the Belgian Code on Companies and Associations.

**Indemnification of the proxy holder**

The undersigned hereby undertakes to indemnify the proxy holder for any damage that the proxy holder may incur as a result of any act performed in execution of this power of attorney, provided, however, that the proxy holder has respected the limits of its powers. Furthermore, the undersigned undertakes not to seek the annulment of any of the resolutions approved by the proxy holder and not to demand any indemnification from the proxy holder, provided that the proxy holder has respected the limits of its powers

**[PLEASE SIGN AND DATE THE FRENCH VERSION OF THE PROXY FORM]**