

BioSenic
Public limited liability company
Rue Granbonpré 11, Building H
1435 Mont-Saint-Guibert
RLE Walloon Brabant
VAT : BE0882.015.654

(the "Company")

INVITATION TO THE ORDINARY GENERAL MEETING TO BE HELD ON

12 JULY 2024

The board of directors of the Company has the honor to convene the shareholders and the holders of registered subscription rights and registered convertible bonds of the Company to the ordinary general meeting to be held on **12 July 2024** from 11:00 a.m. (Belgian time), at the offices of Osborne Clarke, Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, and of which the agenda is set out below.

AGENDA

1. **Acknowledgement that the ordinary general meeting will not be held on the date and at the time stipulated in article 28 of the Company's articles of association.**

Comments on this agenda item:

The board of directors asks the ordinary general meeting to acknowledge that, as announced to the market by way of press release on 24 April 2024 and in view of the restructuring plan announced on 11 April 2024, the postponement of the ordinary general meeting of shareholders was decided in order to allow the Enterprise Court of Nivelles to reach a decision before the completion of the annual formalities. The Company believes that this postponement was preferable to ensure that the Court could approve the plan and that the financial statements could then be prepared on a documented going concern basis. This year's ordinary general meeting will therefore not be held on the date and at the time stipulated in article 28 of the Company's articles of association.

2. **Discharge to the directors for not holding the ordinary general meeting on the date and at the time stipulated in article 28 of the Company's articles of association.**

Proposed resolution:

The meeting resolves to grant discharge to the following for not holding the ordinary general meeting on the date and at the time stipulated in article 28 of the Company's articles of association:

- *Innoste SA, represented by its permanent representative Mr Jean Stéphenne;*
- *Finsys Management SRL, represented by its permanent representative Mr Jean-Luc Vandebroek;*

- *Mr François Rieger;*
- *Ms Véronique Pomi-Schneider;*
- *Capital Grand Est SAS, represented by its permanent representative Mr Jean-François Rax;*
- *Ms Revital Rattenbach;*
- *Mr Yves Sagot.*

3. **Acknowledgement of the following documents:**

- **statutory annual accounts for the financial year ending on 31 December 2023;**
- **consolidated annual accounts for the financial year ending on 31 December 2023;**
- **annual report of the board of directors for the financial year ending on 31 December 2023; and**
- **report of the auditor for the financial year ending on 31 December 2023.**

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 2023, (ii) the consolidated annual accounts for the financial year ending on 31 December 2023, (iii) the annual report of the board of directors for the financial year ending on 31 December 2023, and (iv) the report of the auditor for the financial year ending on 31 December 2023.

4. **Deliberation on the statutory annual accounts for the financial year ending 31 December 2023.**

Proposed resolution:

The meeting resolves to approve the statutory annual accounts for the financial year ending on 31 December 2023.

5. **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.

6. **Deliberation on the remuneration report of the board of directors for the financial year ending on 31 December 2023, 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 2023, as presented by the nomination and remuneration committee and included in the annual report.

7. **Discharge to the directors for the exercise of their mandates during the financial year ending on 31 December 2023.**

Proposed resolution:

The meeting resolves to grant discharge to the following directors for the exercise of their mandates during the financial year ending on 31 December 2023:

- *Innoste SA, represented by its permanent representative Mr Jean Stéphane;*
- *Finsys Management SRL, represented by its permanent representative Mr Jean-Luc Vandebroek;*
- *Mr François Rieger;*
- *Ms Véronique Pomi-Schneider;*
- *Capital Grand Est SAS, represented by its permanent representative Mr Jean-François Rax;*
- *Ms Revital Rattenbach;*
- *Mr Terry Sadler, for the exercise of his mandate until the 27 January 2023;*
- *Mr Yves Sagot.*

8. **Acknowledgement of Mr Yves Sagot's resignation as an independent director and of the composition of the board of directors.**

Comments on this agenda item:

The board of directors asks the ordinary general meeting to acknowledge that Mr Yves Sagot, born on October 18, 1964 in Coutances, France, and having elected domicile for all matters relating to his director's mandate at the Company's registered office, has resigned as an independent director of the Company with effect from the present ordinary general meeting. As a result, the Company no longer has at least three independent directors within the meaning of article 7:87 of the Belgian Code on Companies and Associations. The Company therefore does not currently comply with the recommendations of the Belgian Corporate Governance Code, and in particular article 3.4 thereof.

Following the resignation of Mr Yves Sagot, the board of directors of the Company is composed as follows:

- *Innoste SA, represented by its permanent representative Mr Jean Stéphane, independent director;*
- *Finsys Management SRL, represented by its permanent representative Mr Jean-Luc Vandebroek, non-executive director;*
- *Mr François Rieger, executive director;*
- *Ms Véronique Pomi-Schneider, executive director;*
- *Capital Grand Est SAS, represented by its permanent representative Mr Jean-François Rax, non-executive director;*
- *Ms Revital Rattenbach, independent director.*

9. **Discharge to the auditor.**

Proposed resolution:

The meeting resolves to grant discharge to the statutory auditor, BDO Bedrijfsrevisoren – Réviseurs d'entreprises 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 2023.

10. **Powers.**

Proposed resolution:

The meeting resolves to grant special powers to Ms Alexia Rieger, 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 2023, 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 Ms Alexia Rieger, as well as Hadrien Chef and Shahine Rezaei Kalantari, 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, where applicable, after validation by the chairman of the board of directors of the Company, 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.

QUORUM AND MAJORITY

Quorum

There is no quorum requirement for the deliberating and voting on the items on 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.

PARTICIPATION IN THE MEETING

Admission requirements

The holders of securities issued by the Company who wish to participate to the ordinary general meeting of the Company must take into account the formalities and procedures described below.

The board of directors of the Company wishes to point out that only those persons who have fulfilled the two conditions mentioned below will be entitled to participate and vote at the ordinary general meeting.

1. Registration of shares

The right to participate to the ordinary general meeting and to exercise the voting rights is subject to the registration of the shares in the name of the shareholder on **28 June 2024**, at midnight (Belgian time) (the "**Record Date**"). This registration is established:

- For **registered shares**: by entry in the share register of the Company on the Record Date;
- For **dematerialised shares**: by a book entry, with a settlement institution or a licensed account holder. The settlement institution or the licensed account holder shall deliver to the shareholder a certificate certifying the number of dematerialised shares registered in the name of the shareholder in its accounts on the Record Date.

2. Notification

Shareholders must notify the Company of their intention to participate to the ordinary general meeting and the number of shares for which they intend to exercise their voting right by **5 July 2024** at the latest. The certificate, if any, issued by the settlement institution or the licensed account holder must be attached to this notification. The notification must be made by e-mail to generalassembly@biosenic.com, or by letter to the attention of BioSenic, Ms Alexia Rieger, Rue Granbonpré 11, Building H, 1435 Mont-Saint-Guibert.

The holders of registered subscription rights and registered convertible bonds are entitled to attend the ordinary general meeting, subject to compliance with the admission criteria for shareholders.

Right to place items on the agenda and to submit proposals for decisions

In accordance with article 7:130 of the Belgian Code on Companies and Associations, one or more shareholders who together hold at least 3% of the capital may request the inclusion of matters to be dealt with on the agenda of the ordinary general meeting, as well as submit proposals for resolutions regarding matters to be dealt with that have been included or are to be included in the agenda.

Items to be included in the agenda and/or proposals for decisions must be sent to the Company by **20 June 2024** at the latest by e-mail to generalassembly@biosenic.com or by letter for the attention of BioSenic, Mr Benjamin D'Haese, Rue Granbonpré 11, Building H, 1435 Mont-Saint-Guibert.

The Company will acknowledge receipt of requests made by e-mail or letter to the address indicated by the shareholder within 48 hours of such receipt. The revised agenda will be published on **27 June 2024** at the latest (on the Company's website at www.biosenic.com, in the Belgian State Gazette and in the press).

Further information on the abovementioned rights and their exercise is available on the Company's website (www.biosenic.com).

Right to ask questions

Shareholders have the right to ask questions in writing to the directors and/or the auditor regarding the items on the agenda of the ordinary general meeting. The questions may be asked orally during the ordinary general meeting or in writing prior to the ordinary general meeting. The written questions should be sent by e-mail to generalassembly@biosenic.com or by letter to the attention of BioSenic, Ms Alexia Rieger, Rue Granbonpré 11, Building H, 1435 Mont-Saint-Guibert. They must be received by the Company no later than on **5 July 2024** at 5:00 p.m. (Belgian time).

Further information on the abovementioned rights and their exercise modalities is available on the Company's website (www.biosenic.com).

Proxies

Any shareholder may be represented at the ordinary general meeting by a proxy holder.

Shareholders who wish to be represented must use the proxy form drawn up by the board of directors. The proxy form can be obtained on the Company's website (www.biosenic.com), at the Company's registered office or by e-mail to generalassembly@biosenic.com.

The proxy form may be signed by hand or electronically via an electronic signature platform (e.g. DocuSign or Adobe eSign) recognised in the European Union as a trusted service provider in accordance with Regulation (EU) No. 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trusted services for electronic transactions in the internal market and repealing Directive 1999/93/EC. Signed proxy forms must be received by the Company no later than on **5 July 2024** at 5:00 p.m. (Belgian time). This form can be sent to the Company by e-mail to generalassembly@biosenic.com or by letter to the attention of BioSenic, Ms Alexia Rieger, Rue Granbonpré 11, Building H, 1435 Mont-Saint-Guibert.

Shareholders wishing to be represented must comply with the registration and confirmation procedure described above. Shareholders are invited to follow the instructions on the proxy form in order to be validly represented at the ordinary general meeting.

Available documents

All documents relating to the ordinary general meeting that are required by law to be made available to shareholders, including the aforementioned reports, will be available on the Company's website (www.biosenic.com) as of **12 June 2024**.

As of **12 June 2024**, shareholders will be able to consult these documents on working days and during normal business hours at the Company's registered office and/or, upon production of their share certificate, obtain copies of these documents free of charge.

Requests for copies, free of charge, may also be sent by e-mail to generalassembly@biosenic.com or by letter to the attention of BioSenic, Ms Alexia Rieger, Rue Granbonpré 11, Building H, 1435 Mont-Saint-Guibert.

The board of directors