

DRAFT TRANSLATION FOR INFORMATION PURPOSES ONLY
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PROXY FORM

Any shareholder wishing to be represented at the ordinary general meeting of BioSenic SA 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, 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 **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 mail to the attention of BioSenic, Ms Alexia Rieger, 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-Schneiter

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 **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, with the following **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

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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 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 Yves Sagot.*

■ For

■ Against

■ Abstention

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.

■ For

■ Against

■ Abstention

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

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annual report.

☐ For ☐ Against ☐ Abstention

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.

☐ For ☐ Against ☐ Abstention

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

- *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 Terry Sadler, for the exercise of his mandate until the 27 January 2023;*
- *Mr Yves Sagot.*

☐ For ☐ Against ☐ Abstention

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 St  phenne, independent director;*
- *Finsys Management SRL, represented by its permanent representative Mr Jean-Luc Vandebroek, non-executive director;*
- *Mr Fran  ois Rieger, executive director;*

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- *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 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 2023.

☐ For ☐ Against ☐ Abstention

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.

☐ 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.

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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.

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]