



Biocartis Group NV

Statutory auditor's report to the shareholders' meeting for the year ended
31 December 2023 – Annual accounts

The original text of this report is in Dutch

Statutory auditor's report to the shareholders' meeting of Biocartis Group NV for the year ended 31 December 2023 – Annual accounts

In the context of the statutory audit of the annual accounts of Biocartis Group NV (the “company”), we hereby submit our statutory audit report. This report includes our report on the annual accounts and the other legal and regulatory requirements. These parts should be considered as integral to the report. This statutory auditor's report follows our report of non-compliance issued on 2 april 2024 which was addressed to you because the necessary documents that enable us to prepare our report within the required timeframe, were not submitted to us.

We were appointed in our capacity as statutory auditor by the shareholders' meeting of 14 May 2021, in accordance with the proposal of the board of directors (“bestuursorgaan” / “organe d’administration”) issued upon recommendation of the audit committee. Our mandate will expire on the date of the shareholders' meeting deliberating on the annual accounts for the year ending 31 December 2023. We have performed the statutory audit of the annual accounts of Biocartis Group NV for 9 consecutive periods.

Report on the annual accounts

Unqualified opinion

We have audited the annual accounts of the company, which comprises the balance sheet as at 31 December 2023 and the income statement for the year then ended, as well as the explanatory notes. The annual accounts show total assets of 1 027 (000) EUR and the income statement shows a loss for the year ended of 261 777 (000) EUR.

In our opinion, the annual accounts give a true and fair view of the company's net equity and financial position as of 31 December 2023 and of its results for the year then ended, in accordance with the financial reporting framework applicable in Belgium.

Basis for the unqualified opinion

We conducted our audit in accordance with International Standards on Auditing (ISA), as applicable in Belgium. In addition, we have applied the International Standards on Auditing approved by the IAASB applicable to the current financial year, but not yet approved at national level. Our responsibilities under those standards are further described in the “Responsibilities of the statutory auditor for the audit of the annual accounts” section of our report. We have complied with all ethical requirements relevant to the statutory audit of the annual accounts in Belgium, including those regarding independence.

We have obtained from the board of directors and the company's officials the explanations and information necessary for performing our audit.

We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter – annual accounts drafted based on discontinuity principles

Without jeopardizing the above mentioned unqualified opinion, we draw your attention to VOL-kap 6.19 of the annual accounts, which indicates that the company no longer has any material operations since the enforcement of securities by certain bond holders and creditors. Considering that the board of directors has the intention to propose a voluntary dissolution and liquidation of the company to the shareholders, valuation rules based on discontinuity were applied when preparing the annual accounts. The impact thereof on the balance sheet per 31 December 2023 consists of the booking of a provision for the anticipated expenses until the finalization of the dissolution and liquidation procedures for an amount of 1 103 (000) EUR.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts of the current period. These matters were addressed in the context of our audit of the annual accounts as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
On 25 September 2023, the company has been informed of an agreement by and between the holders of the company's 4.5% Second Ranking Secured Convertible Bonds due 2026 (the "Bondholders") and the lenders under the Company's first lien convertible term loan facility (jointly the "Secured Creditors") to enforce upon the company's assets that were pledged to such creditors (the "Security Enforcement"). Pursuant to the Security Enforcement that effectively occurred on 31 October 2023, all of the shares in the subsidiaries Biocartis NV and Biocartis US Inc. through which the company operated its entire European and US operations, along with substantially all cash in the pledged accounts of, as well as pledged receivables owing to, the company have been transferred to an unlisted company owned by the Bondholders. As a result of the Security Enforcement, the Company no longer has any material operating activities. The Security Enforcement involved a series of sequential legal procedures pursuant to the existing contractual terms and was an inherently complex operation. Management utilized the assistance of external legal counsel and advisors to advise on the legal, fiscal and financial reporting impact of the Security Enforcement on the annual accounts. This also included management's and the board of directors' assessment to draft the annual accounts based on discontinuity principles and determine the related provision. As a result of the foregoing, the audit of the accounting consequences of the Security Enforcement and the appropriateness of the disclosures thereon required specific audit procedures to be performed in response to the related complexities of the Security Enforcement. Our audit procedures were tailored to be responsive to the complexities involved, therefore, making it a key audit matter for our audit.	We regularly interacted with management, the board of directors and internal and external (legal) counsel of the company on the group's initiatives around financing and liquidity, of which the Security Enforcement was the ultimate outcome. We have read relevant documents to assess the accuracy and completeness of the various components of the Security Enforcement. We evaluated for accounting and disclosure considerations the series of sequential contractual provisions in the existing agreements with Bondholders and Secured Creditors. We utilized our internal accounting specialists with regards to the verification of the accounting and disclosure of the Security Enforcement. Their involvement encompassed inquiries of the company and its external accounting advisor of probing questions around the accounting for the Security Enforcement and assisting the core audit engagement team in forming a conclusion on the appropriate accounting and disclosure thereon, including with respect to the going concern issue. We utilized our internal specialists that specialize in Belgian corporate income tax with regards to the Belgian income tax impact of the Security Enforcement.

Vol-kap 6.19 includes the company's disclosure in relation to the use and the impact of discontinuity principles when drafting the annual accounts.

VOL-kap 6.8 provides disclosure on the provisions booked in this respect.

Responsibilities of the board of directors for the preparation of the annual accounts

The board of directors is responsible for the preparation and fair presentation of the annual accounts in accordance with the financial reporting framework applicable in Belgium and for such internal control as the board of directors determines is necessary to enable the preparation of the annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the board of directors is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters to be considered for going concern and using the going concern basis of accounting unless the board of directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Responsibilities of the statutory auditor for the audit of the annual accounts

Our objectives are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue a statutory auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts.

During the performance of our audit, we comply with the legal, regulatory and normative framework as applicable to the audit of annual accounts in Belgium. The scope of the audit does not comprise any assurance regarding the future viability of the company nor regarding the efficiency or effectiveness demonstrated by the board of directors in the way that the company's business has been conducted or will be conducted.

As part of an audit in accordance with ISA, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from an error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors;
- conclude on the appropriateness of the use of the going concern basis of accounting by the board of directors and, based on the audit evidence obtained, whether a material uncertainty exists related to

events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our statutory auditor's report to the related disclosures in the annual accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our statutory auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern;

- evaluate the overall presentation, structure and content of the annual accounts, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, amongst other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and we communicate with them about all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated to those charged with governance, we determine those matters that were of most significance in the audit of the annual accounts of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes any public disclosure about the matter.

Other legal and regulatory requirements

Responsibilities of the board of directors

The board of directors is responsible for the preparation and the content of the directors' report on the annual accounts, for maintaining the company's accounting records in compliance with the legal and regulatory requirements applicable in Belgium, as well as for the company's compliance with the Code of companies and associations and the company's articles of association.

Responsibilities of the statutory auditor

As part of our mandate and in accordance with the Belgian standard complementary to the International Standards on Auditing (ISA) as applicable in Belgium, our responsibility is to verify, in all material respects, the directors' report on the annual accounts and compliance with certain obligations referred to in the Code of companies and associations and the articles of association, as well as to report on these matters.

Aspects regarding the directors' report

In our opinion, after performing the specific procedures on the directors' report on the annual accounts, the directors' report on the annual accounts is consistent with the annual accounts for that same year and has been established in accordance with the requirements of article 3:5 and 3:6 of the Code of companies and associations.

In the context of our statutory audit of the annual accounts we are also responsible to consider, in particular based on information that we became aware of during the audit, if the directors' report on the annual accounts is free of material misstatement, either by information that is incorrectly stated or otherwise misleading. In the context of the procedures performed, we are not aware of such material misstatement.

Statement on the social balance sheet

The social balance sheet, to be filed at the National Bank of Belgium in accordance with article 3:12, § 1, 8° of the Code of companies and associations, includes, both in form and in substance, all of the information required by this Code, including those relating to wages and training, and is free from any material inconsistencies with the information available to us in the context of our mission.

Statements regarding independence

- Our audit firm and our network have not performed any prohibited services and our audit firm has remained independent from the company during the performance of our mandate.
- The fees for the additional non-audit services compatible with the statutory audit of the annual accounts, as defined in article 3:65 of the Code of companies and associations, have been properly disclosed and disaggregated in the notes to the annual accounts.

Other statements

- Without prejudice to certain formal aspects of minor importance, the accounting records are maintained in accordance with the legal and regulatory requirements applicable in Belgium.
- The appropriation of results proposed to the general meeting is in accordance with the relevant legal and regulatory requirements.
- We do not have to report any transactions undertaken or decisions taken which may be in violation of the company's articles of association or the Code of companies and associations, except for:
 - Not timely submitting the annual accounts and the directors' report for the year ended 31 December 2023 for approval by the general meeting within six months after the period end date as required by article 3:1 of the Code of companies and associations;
 - Not timely filing at the National Bank of Belgium of the annual accounts and the directors' report for the year ended 31 December 2023 in accordance with articles 3:10 and 3:12 of the Code of companies and associations;
 - Not respecting the legal requirements stipulated in article 7:147 of the Code of companies and associations and article 27 of the articles of association in respect of the general meeting taking place annually on the date stipulated in the articles of association;
 - Not respecting the timeline stipulated in article 7:228 of the Code of companies and associations with respect to organizing a general meeting within two months after having determined that the net assets have decreased below on half of the capital.
- The board of directors has taken the decisions described in the directors' report, with financial consequences as a result and representing a conflict of interest for South Bay Ventures BV, represented by Herman Verrelst, in his role as directors of the company and CEO until 24 April 2023. In accordance with article 7:96 of the Code of companies and associations, the board of directors has informed the shareholders on (1) the evaluation of the CEO for performance year 2023, (2) the 2023 subscription plan and (3) the termination of the current and the closing of a new consultancy agreement with South Bay Ventures BV, represented by Herman Verrelst.

We have assessed the financial consequences for the company relating to the decisions taken in respect of the conflict of interest as described in the directors' report and we have nothing to report.

- The net assets have decreased below one half of the capital. In accordance with article 7:228 of the Code of companies and associations, the board of directors has the intention to propose the liquidation of the company to an extraordinary shareholders' meeting. In addition, the net assets have decreased below the minimal corporate capital. As a result thereof, in accordance with article 7:229 of the Code of companies and associations, anyone holding an interest or the public prosecutor's offices may claim the dissolution of the company before the Court of law.

- This report is consistent with our additional report to the audit committee referred to in article 11 of Regulation (EU) N° 537/2014.

Signed at Zaventem.

The statutory auditor

Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL
Represented by Nico Houthaeve

Deloitte.

Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL
Registered Office: Gateway building, Luchthaven Brussel Nationaal 1 J, B-1930 Zaventem
VAT BE 0429.053.863 - RPR Brussel/RPM Bruxelles - IBAN BE90 4350 2974 5132 - BIC KREDBEBB

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