

MDxHealth

Société Anonyme
CAP Business Center
Zone Industrielle des Hauts-Sarts
Rue d'Abhooz 31
4040 Herstal, Belgium
VAT BE 0479.292.440 RLP Liège

INVITATION
ANNUAL AND EXTRAORDINARY GENERAL MEETINGS
to be held on Friday, May 27, 2016, at 10:00 a.m.

The holders of securities issued by MDxHealth SA (the "**Company**") are invited to attend the annual general shareholders' meeting of the Company. After the agenda of the annual general shareholders' meeting has been treated, the meeting will be shortly suspended in order to be continued as an extraordinary general shareholders' meeting before a notary public.

GENERAL INFORMATION

Date, hour and venue: The annual and extraordinary general shareholders' meetings will be held on Friday May 27, 2016 at 10:00 a.m. at the following address: Regus Brussels, Pegassuslaan 3, 1831 Diegem, Belgium, or at such other place as will be indicated at that place at that time. There is no quorum requirement for the annual general shareholders' meeting. There is, however, a quorum requirement for the items on the agenda of the extraordinary general shareholders' meeting (see also below under "—Extraordinary General Meeting"). If the quorum for the items on the agenda of the extraordinary general shareholders' meeting were not to be reached, a second extraordinary general shareholders' meeting will be held for these items on Monday June 20, 2016, unless, as the case may be, decided otherwise on behalf of the Board of Directors.

Opening of the doors: In order to facilitate the keeping of the attendance list on the day of the annual and extraordinary general shareholders' meetings, holders of securities and their representatives are invited to register as of 9:30 a.m.

ANNUAL GENERAL MEETING

Agenda and proposed resolutions: The agenda and proposed resolutions of the annual general shareholders' meeting of the Company which, as the case may be, can be amended at the meeting on behalf of the Board of Directors, are as follows:

1. Reports on the annual statutory financial statements and on the consolidated financial statements

Submission of, and discussion on (a) the combined annual report of the Board of Directors on the consolidated and (non-consolidated) statutory financial statements of the Company for the financial year ended on December 31, 2015; (b) the report of the Statutory Auditor relating to the (non-consolidated) statutory financial statements of the Company for the financial year ended on December 31, 2015; and (c) the report of the Statutory Auditor relating to the consolidated statutory financial statements of the Company for the financial year ended on December 31, 2015.

2. Approval of the annual statutory financial statements

Submission of, discussion on, and approval of the annual (non-consolidated) statutory financial statements for the financial year ended on December 31, 2015, and approval of the allocation of the result as proposed by the Board of Directors.

Proposed resolution: *The general shareholders' meeting resolves to approve the annual (non-consolidated) statutory financial statements of the Company for the financial year ended on December 31, 2015 and to approve the allocation of the annual result as proposed by the Board of Directors.*

3. Consolidated financial statements

Submission of, and discussion on, the consolidated financial statements of the Company for the financial year ended on December 31, 2015.

4. Discharge from liability of the Directors

Discharge from liability of the Directors for the exercise of their mandates during the financial year ended on December 31, 2015.

Proposed resolution: *The general shareholders' meeting resolves to grant discharge from liability to each of the Directors who was in office during the financial year ended on December 31, 2015, for the performance of his or her mandate during that financial year.*

5. Discharge from liability of the Statutory Auditor

Discharge from liability of the Statutory Auditor for the exercise of its mandate during the financial year ended on December 31, 2015.

Proposed resolution: *The general shareholders' meeting resolves to grant discharge from liability to the Statutory Auditor which was in office during the financial year ended on December 31, 2015, for the performance of its mandate during that financial year.*

6. Remuneration report

Submission of, discussion on and approval of the remuneration report, included in the combined report of the Board of Directors on the consolidated financial statements and the (non-consolidated) statutory financial statements of the Company for the financial year ended on December 31, 2015.

Proposed resolution: *The general shareholders' meeting resolves to approve the remuneration report for the financial year ended on December 31, 2015.*

7. Appointment of LabDx L.L.C., represented by Mr. Walter Narajowski, as Director

On May 28, 2010, LaurelWey Consulting LLC, represented by Mr. Mark Myslinski, was appointed as independent non-executive Director of the Company. On October 2, 2015, LaurelWey Consulting LLC, represented by Mr. Mark Myslinski, resigned as Director, and LabDx L.L.C., represented by Mr. Walter Narajowski, was appointed by the Board of Directors of the Company to replace LaurelWey Consulting LLC, represented by Mr. Mark Myslinski, as independent non-executive Director of the Company. In view hereof, and taking into account the advice of the Nomination and Remuneration Committee, the Board of Directors recommends that the appointment of LabDx L.L.C., represented by Mr. Walter Narajowski as permanent representative, be confirmed. For further information about Mr. Walter Narajowski, reference is made to the Company's combined annual report of the Board of Directors on the consolidated and (non-consolidated) statutory financial statements of the Company for the financial year ended on December 31, 2015.

Proposed resolution: *The general shareholders' meeting confirms the appointment of LabDx L.L.C., represented by Mr. Walter Narajowski, as independent non-executive Director of the Company, within the meaning of Article 526ter of the Belgian Companies Code and Provision 2.3 of the Belgian Code on Corporate Governance, for a term as of his initial appointment up to and including the closing of the annual general shareholders' meeting to be held in 2020 which will have decided upon the financial statements for the financial year ended on December 31, 2019. It appears from information available to the Company and from information provided by Mr. Walter Narajowski that each of LabDx L.L.C. and Mr. Walter Narajowski satisfies the applicable requirements with respect to independence. The mandate of the Director shall be remunerated as set out in relation to non-executive Directors in the remuneration report included in the annual report of the Board of Directors for the financial year ended on December 31, 2015.*

8. Appointment of Hasseltberg BVBA, represented by Ms. Ruth Devenyns, as Director

Taking into account the advice of the Nomination and Remuneration Committee, the Board of Directors takes note of the end of the mandate of Ms. Ruth Devenyns as Director of the Company and recommends that Hasseltberg BVBA, with Ms. Ruth Devenyns as permanent representative, be appointed as independent non-executive Director of the Company. For further information about Ms. Ruth Devenyns, reference is made to the Company's combined annual report of the Board of Directors on the consolidated and (non-consolidated) statutory financial statements of the Company for the financial year ended on December 31, 2015.

Proposed resolution: *The general shareholders' meeting decides to appoint Hasseltberg BVBA, with Ms. Ruth Devenyns as permanent representative, as independent non-executive Director of the Company within the meaning of Article 526ter of the Belgian Company Code and Provision 2.3 of the Belgian Code on Corporate Governance, with immediate effect and for a term continuing up to and including the annual general meeting to be held in 2020 which will resolve upon the financial statements for the financial year ending on December 31, 2019. It appears from information available to the Company and from information provided by Ms. Ruth Devenyns that each of Hasseltberg BVBA and Ms. Ruth Devenyns satisfies the applicable requirements in relation to independence. The mandate of the Director shall be remunerated as*

set out in relation to non-executive Directors in the remuneration report included in the annual report of the Board of Directors for the financial year ended on December 31, 2015.

9. Appointment of Mr. Mark Shaffar as Director

Taking into account the advice of the Nomination and Remuneration Committee, the Board of Directors recommends that Mr. Mark Shaffar (or at the election of Mr. Mark Shaffar, a management company under the control of Mr. Shaffar, with Mr. Shaffar as permanent representative) be appointed as independent non-executive Director of the Company. Mr. Mark Shaffar has been a consultant and advisor at Shaffar LLC since May 2014 and he also holds a mandate as an independent director of Biocartis Group NV since June 2015. He has thirty-nine years of experience in the biotechnology sector, having held numerous positions at Abbott Laboratories, including divisional vice-president of acquisition and licensing for twelve years, director of technology acquisition and licensing for seven years, and manager of licensing and acquisitions for five years. Mr. Mark Shaffar holds a master of management with a major in management policy, finance from the Northwestern University Kellogg Graduate School of Management and a bachelor of science in biochemistry from the University of Wisconsin-Madison.

Proposed resolution: *The general shareholders' meeting decides to appoint Mr. Mark Shaffar, either directly or, as shall be indicated by Mr. Mark Shaffar at the time of the general shareholders' meeting, through the appointment of Shaffar LLC or such other management company under the control of Mr. Mark Shaffar, with Mr. Mark Shaffar as permanent representative, as independent non-executive Director within the meaning of Article 526ter of the Belgian Companies Code and Provision 2.3 of the Belgian Code on Corporate Governance, with immediate effect and for a term up to and including the annual general shareholders' meeting to be held in 2020 which will have decided upon the financial statements for the financial year ended on December 31, 2019. It appears from information available to the Company and from information provided by Mr. Mark Shaffar that each of Shaffar LLC and Mr. Mark Shaffar satisfies the applicable requirements in relation to independence. The mandate of the Director shall be remunerated as set out in relation to non-executive Directors in the remuneration report included in the annual report of the Board of Directors for the financial year ended on December 31, 2015.*

No quorum: There is no quorum requirement for the deliberation and voting on the respective items referred to in the aforementioned agenda of the annual general shareholders' meeting.

Voting and majority: Subject to applicable legal provisions, each share shall have one vote. In accordance with applicable law, the proposed resolutions referred to in the aforementioned agenda of the annual general shareholders' meeting shall be adopted if they are approved by a simple majority of the votes validly cast by the shareholders. Pursuant to Article 537 of the Belgian Companies Code, the holders of warrants have the right to attend the general meeting, but only with an advisory vote.

EXTRAORDINARY GENERAL MEETING

Agenda and proposed resolution: The agenda and the proposed resolutions of the extraordinary general shareholders' meeting of the Company which, as the case may be, can be amended at the meeting on behalf of the Board of Directors, are as follows:

1. Special report

Submission of, and discussion on, the special report of the Board of Directors prepared in accordance with Article 604 of the Belgian Companies Code in relation to the proposed renewal and amendment of the powers of the Board of Directors to increase the share capital of the Company under the authorized capital as set out below in item 2 of the agenda of the extraordinary general shareholders' meeting.

2. Renewal and amendment of the powers of the Board of Directors to increase the share capital of the Company under the authorized capital

Proposed resolution: *The general shareholders' meeting resolves to renew and amend the powers of the Board of Directors to increase the share capital of the Company under the authorized capital as further explained in the special report of the Board of Directors prepared in accordance with Article 604 of the Belgian Companies Code and, as a result, the general shareholders' meeting adopts the following resolutions (whereby the amounts and date referred to in the subsections between square brackets shall be determined at the time of the approval of the proposed resolution in accordance with the proposal set out in such subsections):*

- (a) *Article 6.1 of the Company's Articles of Association shall be restated as follows: "By virtue of the resolution of the extraordinary general shareholders' meeting held on [date of the approval of the resolution], the board of directors was expressly authorized to increase the share capital in one or more transactions by a maximum amount of [100% of the amount of the share capital as at the time of the approval of the proposed resolution] (the "Authorized Capital Amount")."*

The board of directors may exercise this power for a period starting on the date of the publication of the relevant resolution of the extraordinary general shareholders' meeting in the Annexes to the Belgian Official Gazette and ending on the date of the annual general shareholders' meeting to be held in 2021, which shall resolve on the annual accounts relating to the financial year ending on December 31, 2020.

This authorization may be renewed in accordance with the relevant legal provisions."

- (b) *All the paragraphs of Article 6.2 of the Company's Articles of Association shall remain unchanged, except for paragraph d) of Article 6.2 of the Articles of Association that shall be restated as follows: "By virtue of the resolution of the extraordinary general shareholders' meeting held on [date of the approval of the resolution], the board of directors was also expressly authorized to increase the share capital in one or more transactions following a notification by the Belgian Financial Services and Markets Authority that it has been informed of a public takeover bid for the company's financial instruments, through contributions in cash with cancellation or limitation of the preferential subscription rights of the shareholders (including for the benefit of one or more well defined persons who are not employees of the company) or through contributions in kind, with issuance of shares, warrants or convertible bonds, subject to the terms and conditions provided for in the Belgian Companies Code. The board of directors may exercise this power for a maximum period of up to three years as of the date of the aforementioned resolution."*
- (c) *Article 6.3 of the Company's Articles of Association shall be restated as follows: "The board of directors has not used its powers under the authorized capital provided for in article 6.1. As a result, the available amount for a share capital increase under the authorized capital is equal to the Authorized Capital Amount."*

3. Amendment of the Articles of Association

Proposed resolution: *The general shareholders' meeting resolves to amend the first paragraph of Article 42bis of the Company's Articles of Association in order to align it with Article 550 of the Belgian Companies Code and, as a result, the general shareholders' meeting resolves to restate the first paragraph of Article 42bis of the Company's Articles of Association as follows: "If the convening notice so provides, a shareholder may vote by distance prior to the general shareholders' meeting, by mail or via electronic means, using forms, the contents of which shall be specified in the notice and which will be made available to the shareholders."*

Quorum: According to the Belgian Companies Code, a quorum of at least 50% of the outstanding shares must be present or represented at the extraordinary general shareholders' meeting for the deliberation and voting the items of the aforementioned agenda of the extraordinary general shareholders' meeting. If such quorum is not reached, a second extraordinary general shareholders' meeting will be convened for these agenda items, unless, as the case may be, decided otherwise on behalf of the Board of Directors, and the quorum requirement will not apply to the second meeting.

Voting and majority: Subject to applicable legal provisions, each share shall have one vote. In accordance with applicable law, the proposed resolutions referred to in the aforementioned agenda of the extraordinary general shareholders' meeting shall be passed if they are approved by a majority of 75% of the votes validly cast by the shareholders. Pursuant to Article 537 of the Belgian Companies Code, the holders of warrants have the right to attend the general meeting, but only with an advisory vote.

PARTICIPATION TO THE MEETINGS

Introduction: Holders of securities issued by the Company that wish to attend the annual and extraordinary general shareholders' meetings of the Company should take into account the formalities and procedures described below.

Registration date: The registration date for the annual and extraordinary general shareholders' meetings shall be Friday May 13, 2016, at midnight (12:00 a.m., Central European Summer Time). Only persons owning securities issued by the Company on Friday May 13, 2016, at midnight (12:00 a.m., Central European Summer Time) shall be entitled to participate and, as the case may be, vote at the annual and extraordinary general shareholders' meetings. Only shareholders are entitled to vote. The holders of warrants can attend the general meetings but only with an advisory vote. Shareholders, as well as holders of warrants must satisfy the formalities that are described under "—Participation to the meetings".

Participation to the meetings: In order to be able to participate to the annual and extraordinary general meetings, a holder of securities issued by the Company must satisfy two conditions: (a) be registered as holder of securities on the registration date, and (b) notify the Company, as described below:

- (a) *Registration:* Firstly, the right for a holder of securities issued by the Company to participate to and, as applicable, to vote at the annual and extraordinary general shareholders' meetings is only granted on the

basis of the registration of the securities concerned on the aforementioned registration date at midnight, via registration, in the applicable register book for the securities concerned (for registered securities) or in the accounts of a certified account holder or relevant settlement institution for the securities concerned (for dematerialized shares).

- (b) *Notification:* Secondly, in order to be admitted to the annual and extraordinary general shareholders' meetings, the holders of securities issued by the Company must notify the Company or ING Belgium whether they want to participate to the meetings. The holders of securities that wish to make such notification can make use of the registration notice form that can be obtained at the Company's registered office and on the Company's website. The notice must reach the Company by mail at its registered office (MDxHealth SA, CAP Business Center, Zone Industrielle des Hauts-Sarts, rue d'Abhooz 31, 4040 Herstal, Belgium, Attention: Ms. Véronique Denis) or by e-mail at agsm@mdxhealth.com, at the latest on the sixth calendar day prior to the annual and extraordinary general shareholders' meeting, i.e. on or before Saturday, May 21, 2016 at the latest. The notice to ING Belgium can be made at the counters of ING Belgium on or before Friday, May 20, 2016 at the latest, the banks being closed on Saturday. For the holders of dematerialized securities, the notice should include a certificate confirming the number of securities that have been registered in their name on the registration date. The certificate can be obtained by the holder of the dematerialized securities with the certified account holder, the applicable settlement institution, or the relevant financial intermediary for the securities concerned.

Representation by proxy: The holders of securities can attend the meetings and vote, as applicable, through a proxy holder. Proxy forms can be obtained at the Company's registered office and on the Company's website (<http://www.mdxhealth.com>). The proxy must be signed in writing or electronically. The electronic signature must be an advanced electronic signature in the sense of Article 4, §4 of the Belgian Act of 9 July 2001 regarding the determination of certain rules in relation to the legal framework for electronic signatures and certification services, or with an electronic signature that complies with the conditions set out in Article 1322 of the Belgian Civil Code. Signed proxies must reach the Company by mail at its registered office (MDxHealth SA, CAP Business Center, Zone Industrielle des Hauts-Sarts, rue d'Abhooz 31, 4040 Herstal, Belgium, Attention: Ms. Véronique Denis) or by e-mail at agsm@mdxhealth.com at the latest on the sixth calendar day prior to the annual and extraordinary general shareholders' meetings, i.e. on or before Saturday, May 21, 2016 at the latest. The appointment of a proxy holder must be made in accordance with the applicable rules of Belgian law, including in relation to conflicts of interest and the keeping of a register. Holders of securities who wish to be represented by proxy must, in any case comply with the formalities to attend the meetings, as explained under "—Participation to the meetings".

Amendments to the agenda and additional proposed resolutions: Shareholders who alone or together with other shareholders hold at least 3% of the share capital of the Company have the right to put additional items on the agenda of the annual and extraordinary general shareholders' meetings and to table draft resolutions in relation to items that have been or are to be included in the agenda. If the required quorum for the items on the agenda of the extraordinary general shareholders' meeting is not reached and a second extraordinary general shareholders' meeting is convened to deliberate and vote on such items, this right will not apply in relation to the agenda of the second extraordinary general shareholders' meeting. Shareholders wishing to exercise this right must prove on the date of their request that they own at least 3% of the outstanding shares. The ownership must be based, for dematerialized shares, on a certificate issued by the applicable settlement institution for the securities concerned, or by a certified account holder, confirming the number of securities that have been registered in the name of the relevant shareholders, and, for registered shares, on a certificate of registration of the relevant shares in the share register book of the Company. In addition, the shareholder concerned must, in any case, comply with the formalities to attend the meetings, as explained under "—Participation to the meetings", with at least 3% of the outstanding shares. A request to put additional items on the agenda and/or to table draft resolutions must be submitted in writing, and must contain, in the event of an additional agenda item, the text of the agenda item concerned and, in the event of a draft resolution, the text of the draft resolution. The request must also mention the mail or e-mail address to which the Company will send the confirmation of receipt of the request. The request must reach the Company by mail at its registered office (CAP Business Center, Zone Industrielle des Hauts-Sarts, rue d'Abhooz 31, 4040 Herstal, Belgium) or by e-mail at agsm@mdxhealth.com at the latest on the twenty-second calendar day prior to the annual and extraordinary general shareholders' meetings, i.e. on or before Thursday, May 5, 2016 at the latest. In case of amendments to the agenda and proposed additional resolutions as aforementioned, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions no later than on the fifteenth calendar day prior to the annual and extraordinary general shareholders' meetings, i.e. on or before Thursday, May 12, 2016 at the latest. In addition, the Company shall make amended forms available for votes by proxy. Proxies 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.

Right to ask questions: Every shareholder has the right to ask questions to the Directors and the Statutory Auditor related to items on the agenda of a general shareholders' meeting. Questions can be asked during the meetings or can be submitted in writing prior to the meetings. Written questions must reach the Company by mail at its registered office (CAP Business Center, Zone Industrielle des Hauts-Sarts, rue d'Abhooz 31, 4040 Herstal, Belgium) or by e-mail at agsm@mdxhealth.com at the latest on the sixth calendar day prior to the annual and extraordinary general shareholders' meetings, i.e. on or before Saturday, May 21, 2016 at the latest. Written and

oral questions will be answered during the meeting concerned in accordance with applicable law. In addition, in order for written questions to be considered, the shareholders who submitted the written questions concerned must comply with the formalities to attend the meetings, as explained under "—Participation to the meetings".

Access to the meeting room: The natural persons who attend the annual and extraordinary general shareholders' meetings in their capacity as owners of securities, holders of proxies or representatives of a legal entity must be able to provide evidence of their identity in order to be granted access to the meeting room. In addition, the representatives of legal entities must hand over the documents establishing their capacity as corporate representative or attorney-in-fact.

AVAILABLE DOCUMENTATION

The following documentation is available on the Company's website (<http://www.mdxhealth.com>): the notice convening the annual and extraordinary general shareholders' meetings, an explanatory note regarding the agenda and proposed resolutions or, if no resolutions are proposed, a commentary by the Board of Directors, updates of the agenda and proposed resolutions, in case of amendments to the agenda and proposed resolutions, the documents to be submitted to the annual and extraordinary general shareholders' meetings as referred to in the agenda of the meetings, the attendance form, and the proxy form. Prior to the annual and extraordinary general shareholders' meetings, holders of securities of the Company can also obtain at the registered office of the Company (CAP Business Center, Zone Industrielle des Hauts Sarts, rue d'Abhooz 31, 4040 Herstal, Belgium), free of cost, a copy of this documentation. The aforementioned website also mentions the total number of outstanding shares and voting rights of the Company.

Please address any correspondence on this matter to MDxHealth SA, Ms. Véronique Denis, CAP Business Center, Zone Industrielle des Hauts-Sarts, rue d'Abhooz 31, 4040 Herstal, Belgium. The facsimile number is +32 (0)4 364 20 71.

On behalf of the Board of Directors

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