MDxHealth SA

Limited Liability Company
(*société anonyme)*

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

INVITATION
EXTRAORDINARY GENERAL MEETING
to be held on Friday, 30 June 2023, at 9:00 a.m.

As the quorum for the deliberation and voting on the matters on the agenda of the extraordinary general shareholders' meeting of MDxHealth SA (the "**Company**") held on 25 May 2023 was not reached, the holders of securities of the Company are invited to attend a second extraordinary general shareholders' meeting of the Company before a notary public.

GENERAL INFORMATION

Date, hour and venue: The extraordinary general shareholders' meeting will be held on Friday, 30 June 2023 at 9:00 a.m. at the offices of the notary public Stijn Raes, at Kortrijksesteenweg 1147, 9051 Ghent, Belgium, or at such other place as will be indicated at that place at that time.

Opening of the doors: In order to facilitate the keeping of the attendance list on the day of the extraordinary general shareholders' meeting, holders of securities and their representatives are invited to register as of 8:15 a.m.

EXTRAORDINARY GENERAL MEETING

Agenda and proposed resolutions: The agenda and 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. Submission of reports - 2023 Share Option Plan

Submission of, discussion on:

(a) the report of the board of directors of the Company in accordance with articles 7:180 and 7:191 of the Belgian Companies and Associations Code in relation to the proposal to issue 5,000,000 new subscription rights for shares of the Company (the "**2023 Share Options**"), pursuant to a share option plan named "the 2023 Share Option Plan", and to dis-apply, in the interest of the Company, the preferential subscription right of the existing shareholders of the Company and, insofar as required, of the holders of outstanding subscription rights (share options) or American Depositary Shares ("**ADSs**") of the Company, for the benefit of the members of the personnel of the Company and its subsidiaries from time to time, within the meaning of article 1:27 of the Belgian Companies and Associations Code (the "**Selected Participant**"); and

(b) the report of the statutory auditor of the Company in accordance with articles 7:180 and 7:191 of the Belgian Companies and Associations Code in relation to the proposal to issue 5,000,000 2023 Share Options, and to dis-apply, in the interest of the Company, the preferential subscription right of the existing shareholders of the Company and, insofar as required, of the holders of outstanding subscription rights (share options) or ADSs of the Company, to the benefit of the Selected Participants.

2. Proposal to issue 5,000,000 2023 Share Options

Proposed resolution: The general shareholders' meeting resolves to approve the issuance of 5,000,000 2023 Share Options, pursuant to a share option plan named the "2023 Share Option Plan", and to dis-apply, in the interest of the Company, the preferential subscription right of the existing shareholders of the Company and, insofar as required, of the holders of outstanding subscription rights (share options) or ADSs of the Company, for the benefit of Selected Participant. In view thereof, the general shareholders' meeting resolves as follows:

(a) Terms and conditions of the 2023 Share Options: The terms and conditions of the 2023 Share Options (including, but not limited to, the exercise price of the 2023 Share Options) shall be as set out in the annex to the report of the board of directors referred to in item 1.(a) of the agenda (for the purpose of this resolution, the "**Plan**"), a copy of which shall remain attached to the minutes reflecting the present resolution. The 2023 Share Options have a term of ten years as from their issue date.

(b) Underlying shares: Each 2023 Share Option shall entitle the holder thereof to subscribe for one new share to be issued by the Company. The new shares to be issued at the occasion of the exercise of the 2023 Share Options shall have the same rights and benefits as, and rank *pari passu* in all respects, including as to entitlements to dividends and other distributions, with the existing and outstanding shares of the Company at the moment of their issuance, and will be entitled to dividends and other distributions in respect of which the relevant record date or due date falls on or after the date of issue of the shares.

(c) Dis-application of the preferential subscription right for the benefit of the Selected Participants: The general shareholders' meeting resolves, in accordance with article 7:191 of the Belgian Companies and Associations Code, to dis-apply, in the interest of the Company, the preferential subscription right of the existing shareholders of the Company and, insofar as required, of the holders of outstanding subscription rights (share options) or ADSs of the Company, for the benefit of the Selected Participants, and to approve the possibility for the Company to grant the 2023 Share Options to the Selected Participants, as further explained in the report of the board of directors referred to in item 1.(a) of the agenda and the terms and conditions of the Plan.

(d) Confirmation of the subscription of 2023 Share Options by the Company: The general shareholders' meeting resolves to approve and confirm that the Company will be able to subscribe for the 2023 Share Options, with a view to creating a pool of outstanding 2023 Share Options available for further grants to Selected Participants. The Company may not, however, exercise the 2023 Share Options for its own account.

(e) Conditional capital increase and issue of new shares: The general shareholders' meeting resolves, subject to, and to the extent of the exercise of 2023 Share Options, to increase the Company's share capital and to issue the relevant number of new shares issuable upon the exercise of the 2023 Share Options. Subject to, and in accordance with, the provisions of the Plan, upon exercise of the 2023 Share Options and issue of new shares, the aggregate amount of the exercise price of the 2023 Share Options will be allocated to the share capital of the Company. To the extent that the amount of the exercise price of the 2023 Share Options, per share to be issued upon exercise of the 2023 Share Options, exceeds the fractional value of the then existing shares of the Company existing immediately prior to the issue of the new shares concerned, a part of the exercise price, per share to be issued upon exercise of the 2023 Share Options, equal to such fractional value shall be booked as share capital, whereby the balance shall be booked as issue premium. Following the capital increase and issuance of new shares, each new and existing share shall represent the same fraction of the share capital of the Company.

(f) Issue premium: Any issue premium that will be booked in connection with the 2023 Share Options shall be accounted for on a non-distributable account on the liabilities side of the Company's balance sheet under its net equity, and the account on which the issue premium will be booked shall, like the share capital, serve as a guarantee for third parties and can only

be reduced on the basis of a lawful resolution of the general shareholders' meeting passed in the manner required for an amendments to the Company's articles of association.

(g) Powers of attorney: The board of directors is authorised to implement and execute the resolutions passed by the general shareholders' meeting in connection with the 2023 Share Options, and to take all steps and carry out all formalities that shall be required by virtue of the Plan, the Company's articles of association and applicable law in order to issue or transfer the shares upon exercise of the 2023 Share Options. Furthermore, each of the Company's directors, Joe Sollee and Ron Kalfus, each such person acting individually and with possibility of sub-delegation and the power of subrogation, shall have the power, upon exercise of the 2023 Share Options, (i) to proceed with the recording of (A) the capital increase and issue of new shares resulting from such exercise, (B) the allocation of the share capital and (as applicable) the issue premium, and (C) the amendment of the Company's articles of association in order to reflect the new share capital and number of outstanding shares following the exercise of the 2023 Share Options, (ii) to sign and deliver, on behalf of the Company, the relevant Euroclear, Euronext and bank documentation, the share register and all necessary documents in connection with the issuance and delivery of the shares to the beneficiary, and (iii) to do whatever may be necessary or useful (including but not limited to the preparation and execution of all documents and forms) for the admission of the shares issued upon the exercise of the 2023 Share Options to trading on the regulated market of Euronext Brussels (or such other markets on which the Company's shares will be trading at that time).

(h) Waiver: The general shareholders' meeting acknowledges that the 2023 Share Options to be granted under the "2023 Share Option Plan" shall not be considered "variable remuneration", "fixed remuneration" or "annual remuneration" within the meaning of the Belgian Companies and Associations Code (including, without limitation, for the purpose of articles 3:6, §3, 7:89/1, 7:90, 7:91, 7:92, 7:100, 7:108 and 7:121 of the Belgian Companies and Associations Code) and the 2020 Corporate Governance Code (including, without limitation, for the purpose of provision 11 of the 2020 Corporate Governance Code). The general shareholders' meeting approves the vesting conditions and mechanisms of the 2023 Share Options, as included in the Plan. The provisions of articles 7:91, 7:108 and 7:121 (as applicable) of the Belgian Companies and Associations Code are expressly dis-applied in relation to the 2023 Share Option Plan.

(i) Approval in accordance with article 7:151 of the Belgian Companies and Associations Code: The general shareholders' meeting resolves to take note, approve and ratify, insofar as required in accordance with article 7:151 of the Belgian Companies and Associations Code, all clauses included in the Plan, which come into effect at the moment a change of control occurs and which fall or could be considered to fall within the scope of article 7:151 of the Belgian Companies and Associations Code (relating to the granting of rights to third parties that substantially affect the Company's assets and liabilities, or give rise to a substantial debt or commitment on its behalf, when the exercise of these rights is subject to the launching of a public takeover bid on the shares of the Company or to a change in the control exercised over it), including, without limitation, the automatic accelerated vesting mechanism upon acquisition as defined in the Plan. The general shareholders' meeting grants a special power of attorney to each director of the Company, acting alone and with power of substitution, for the purpose of carrying out the formalities required by article 7:151 of the Belgian Companies and Associations Code with respect to this resolution.

3. Submission of the special report of the board of directors in accordance with article 7:199 of the Belgian Companies and Associations Code relating to the proposal to renew the authorised capital

Consideration, discussion and submission of the special report of the board of directors in accordance with article 7:199 of the Belgian Companies and Associations Code relating to the proposal to renew the powers granted to the board of directors under the authorised capital, as set out below in item 4 of the agenda of the extraordinary general shareholders' meeting, and setting out the specific circumstances in which the board of directors will be able to use its powers under the authorised capital, and the purposes that it should pursue.

4. Renewal of the authorisation to the board of directors to increase the share capital within the framework of the authorised capital

In order to allow the board of directors the flexibility to raise additional equity-based financing as and when the need may arise or an opportunity would present itself, the board of directors proposes that it be granted limited powers under the authorised capital to increase the Company's share capital by a maximum amount of 100% during a term of five (5) years, all as further set out below. For further information on the circumstances in which the board of directors could make use of the authorised capital and the objectives that the board of directors would pursue with the authorised capital, see also the special report referred to in item 3 of the agenda of the extraordinary general shareholders' meeting.

Proposed resolution: The general shareholders' meeting resolves to renew the authorisation to the board of directors to increase the share capital in one or several times, during a period of five (5) years as from the publication in the Annexes to the Belgian Official Gazette of this authorisation, with an aggregate amount equal to up to 100% of the amount of the share capital of the Company, and this in accordance with the terms and conditions set forth in the special report of the board of directors prepared in accordance with article 7:199 of the Belgian Companies and Associations Code, as referred to in agenda item 3 of this extraordinary general shareholders' meeting. Consequently, the general shareholders' meeting resolves to delete article 6 "Authorised capital" of the articles of association of the Company entirely and to replace it with the following text (whereby the date referred to in the sub-section between square brackets shall be the date of the general shareholders' meeting approving the renewed authorised capital, and the amount referred to in the sub-section between brackets shall be the amount of the Company's share capital at the time of the general shareholders' meeting approving the authorised capital):

"Article 6: Authorised capital
The board of directors is authorised to increase the share capital of the company on one or several occasions by a maximum aggregate amount of [100% of the company's share capital at the time of the adoption of the new authorised capital].
The board of directors may increase the share capital by contributions in cash or in kind, by capitalisation of reserves, whether available or unavailable for distribution, and capitalisation of issue premiums, with or without the issuance of new shares, with or without voting rights, that will have the rights as will be determined by the board of directors. The board of directors is also authorised to use this authorisation for the issuance of convertible bonds or subscription rights, bonds with subscription rights or other securities.
This authorisation is valid for a period of five years as from the date of publication in the Annexes to the Belgian Official Gazette of an extract of the minutes of the extraordinary general shareholders' meeting of the company held on [date of the general shareholders' meeting approving the authorised capital].
In the event of a capital increase decided by the board of directors within the framework of the authorised capital, all issue premiums booked, if any, will be accounted for in accordance with the provisions of these articles of association.
The board of directors is authorised, when exercising its powers within the framework of the authorised capital, to restrict or cancel, in the interest of the company, the preferential subscription rights of the shareholders. This restriction or cancellation of the preferential subscription rights can also be done in favour of members of the personnel of the company or of its subsidiaries, or in favour of one or more persons other than members of the personnel of the company or of its subsidiaries.
The board of directors is authorised, with the right of substitution, to amend the articles of association, after each capital increase that has occurred within the framework of the authorised capital, in order to bring them in conformity with the new situation of the share capital and the shares."

Quorum: As this extraordinary general shareholders' meeting constitutes the second extraordinary general shareholders' meeting for the aforementioned agenda items, no quorum is required for the deliberation and voting on the items referred to in the aforementioned agenda.

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 7:135 of the Belgian Companies and Associations Code, the holders of

subscription rights have the right to participate to the extraordinary general shareholders' meeting, but only with an advisory vote.

PARTICIPATION TO THE MEETING

Introduction: Holders of securities issued by the Company who wish to participate to the extraordinary general shareholders' meeting of the Company should take into account the formalities and procedures described below.

Registration date: The registration date for the extraordinary general shareholders' meeting shall be Friday 16 June 2023, at midnight (12:00 a.m., Belgian time). Only persons owning securities issued by the Company on Friday 16 June 2023, at midnight (12:00 a.m., Belgian time) shall be entitled to participate to, and, as the case may be, vote at the extraordinary general shareholders' meeting. Only shareholders are entitled to vote. The holders of subscription rights can participate to the extraordinary general shareholders' meeting but only with an advisory vote. Shareholders, as well as holders of subscription rights must satisfy the formalities that are described under "—Participation to the meeting".

Participation to the meeting: In order to be able to participate to the extraordinary general meeting, a holder of securities issued by the Company must satisfy two conditions: (a) be registered as holder of such 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 extraordinary general shareholders' meeting 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 dematerialised shares).

(b) *Notification*: Secondly, in order to participate to the extraordinary general shareholders' meeting, the holders of securities issued by the Company must notify the Company whether they want to participate to the meeting and must do so prior to or at the latest on Saturday, 24 June 2023. The holders of securities who wish to make such notification can make use of the attendance form that can be obtained at the Company's registered office and on the Company's website (http://www.mdxhealth.com). 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: Mr. Ron Kalfus) or by e-mail at agsm@mdxhealth.com, at the latest on the sixth calendar day prior to the extraordinary general shareholders' meeting, i.e., on or before Saturday, 24 June 2023 at the latest. For the holders of dematerialised securities, the notification 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 holders of the dematerialised securities with the certified account holder, the applicable settlement institution, or the relevant financial intermediary for the securities concerned.

Voting by mail: The shareholders can vote by mail in accordance with article 39 of the Company's articles of association. Votes by mail must be cast by means of the form prepared by the Company. The voting by mail form can be obtained on the Company's website (http://www.mdxhealth.com). The voting by mail form must be signed in writing or electronically. The electronic signature must be a qualified electronic signature in the sense of Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC, as amended. Signed voting by mail forms 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: Mr. Ron Kalfus), or by e-mail at agsm@mdxhealth.com, at the latest on the sixth calendar day prior to the extraordinary general shareholders' meeting, i.e., on or before Saturday, 24 June 2023 at the latest. Holders of securities who wish to vote by mail must in any case comply with the formalities to participate to the meeting as explained under "—Participation to the meeting".

Representation by proxy: The holders of securities can participate to the meeting and vote, as applicable, through a written proxy, as the case may be, to the chair of the board of directors. Written proxy must contain specific voting instructions for each proposed resolution. Proxy forms can be obtained on the Company's website (http://www.mdxhealth.com). The proxy must be signed in writing or electronically. The electronic signature must meet the same requirements as the electronic signature for the voting by mail form (see also "—Voting by mail"). 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: Mr. Ron Kalfus) or by e-mail at agsm@mdxhealth.com, at the latest on the sixth calendar day prior to the extraordinary general shareholders' meeting, i.e., on or before Saturday, 24 June 2023 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 interests 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 participate to the meeting, as explained under "—Participation to the meeting".

Right to ask questions: Each holder of securities issued by the Company 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 meeting or can be submitted in writing prior to the meeting. 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, Attention: Mr. Ron Kalfus) or by e-mail at agsm@mdxhealth.com at the latest on the sixth calendar day prior to the extraordinary general shareholders' meeting, i.e., on or before Saturday, 24 June 2023 at the latest. Answers to written questions will be provided in writing and will be published on the Company's website (http://www.mdxhealth.com) on or before Friday, 30 June 2023 at the latest, but before the vote on items on the agenda of the meeting concerned in accordance with applicable law. 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 holders of securities issued by the Company who submitted the written questions concerned must comply with the formalities to participate to the meeting, as explained under "—Participation to the meeting" and/or under "—Voting by mail" or "—Representation by proxy".

Access to the meeting room: The natural persons who attend the extraordinary general shareholders' meeting in their capacity as owner of securities, holder of proxies or representative of a legal entity must be able to provide evidence of their identity in order to be granted access to the meeting room (subject to what is shared above under "—General information"). In addition, the representatives of legal entities must hand over the documents establishing their capacity as corporate representative or attorney-in-fact. These documents will be verified immediately before the start of the meeting.

Recommendation to use e-mail: The deadline for the submission of this notification to attend the meeting, as well as voting by mail forms, proxy forms and written questions is on a Saturday, during which there is usually no ordinary postal service. Therefore, the Company recommends the holders of its securities to use e-mail for all communication with the Company regarding the general shareholders' meeting. The Company's e-mail address for such communication is: agsm@mdxhealth.com. The Company also points at that, in addition to be physically available at the Company's registered office and distributed by mail, all forms and other documentation in relation to the general shareholders' meeting will be available on the Company's website (http://www.mdxhealth.com). See also "—Available documentation".

DATA PROTECTION

The Company is responsible for the processing of personal data it receives from, or collects about, holders of securities issued by the Company and proxy holders in the context of general shareholders' meeting. The processing of such data will be carried out for the purposes of the organisation and conduct of the relevant general shareholders' meeting, including the convening notices, registrations, participation and voting, as well as for maintaining lists or registers of security holders, and the analysis of the investor and security holder base of the Company. The data include, amongst others, identification data, the number and nature of securities of a holder of securities issued by the Company, proxies and voting instructions. This data may also be transferred to third parties for the purposes of assistance or services to the Company in connection with the foregoing. The processing of such data will be carried out, *mutatis mutandis*, in accordance with the Company's Privacy Policy, available on the Company's website (https://mdxhealth.com/privacy-policy). The Company draws the attention of the holders of securities issued by the Company and proxy holders to the description of the rights they may have as data subjects, such as, among others, the right to access, the right to rectify and the right to object to processing, which are outlined in the aforementioned Privacy Policy. All this does not affect the rules that apply in connection with the registration and participation to the general shareholders' meeting. To exercise rights as a data subject and for all other information regarding the processing of personal data by or on behalf of the Company, the Company can be contacted by e-mail at dataprotection@mdxhealth.com.

AVAILABLE DOCUMENTATION

The following documentation is available on the Company's website (http://www.mdxhealth.com): the notice convening the extraordinary general shareholders' meeting, updates of the agenda and proposed resolutions, in case of amendments to the agenda and proposed resolutions, the documents to be submitted to the extraordinary general shareholders' meeting as referred to in the agenda of the meeting, the attendance form, the voting by mail form, and the proxy form. Prior to the extraordinary general shareholders' meeting, 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, Mr. Ron Kalfus CAP Business Center, Zone Industrielle des Hauts-Sarts, rue d'Abhooz 31, 4040 Herstal, Belgium. The facsimile number is +32 (0)4 259 78 75 and the e-mail address is agsm@mdxhealth.com.

On behalf of the board of directors

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