

Translation for information purpose

**AGENDA OF THE ORDINARY GENERAL MEETING OF SECURITY HOLDERS  
DATED 25<sup>TH</sup> MAY 2023**

*Ordinary General Shareholders' Meeting*

1. **Review of the annual report 2022 including the management report 2022;**
2. **Review of the consolidated annual accounts closed on the 31<sup>st</sup> of December 2022;**
3. **Review of the statutory auditor's report regarding the consolidated and non-consolidated annual accounts closed on the 31<sup>st</sup> of December 2022;**
4. **Review and approval of the non-consolidated annual accounts closed on the 31<sup>st</sup> of December 2022;**

Proposed resolution: The General Meeting approves the non-consolidated annual accounts closed on the 31<sup>st</sup> of December 2022.

5. **Allocation of the results relating to the financial year ended on 31<sup>st</sup> December 2022;**

Proposed resolution: The General Meeting approves the allocation of the results reflected in the annual accounts for the financial year ended on 31<sup>st</sup> December 2022;

6. **Review and approval of the remuneration report closed on 31<sup>st</sup> December 2022;**

Proposed resolution: The General Meeting approves the remuneration report related to the financial year closed on 31<sup>st</sup> December 2022;

7. **Proposal to grant discharge to the statutory auditor;**

Proposed resolution: The General Meeting grants special discharge to the statutory auditor for the performance of his mandate during the financial year closed on 31<sup>st</sup> December 2022.

8. **Proposal to grant discharge of liability to the board of Directors;**

Proposed resolution: The General Meeting grants, by special vote, discharge to each of the directors who were in office during the financial year ended 31<sup>st</sup> December 2022 for the performance of their respective duties during that financial year.

9. **Re-appointment of directors ;**

Taking into account the recommendation of the nomination and remuneration committee, the board of directors recommends that the terms of office of all directors mentioned in this agenda item 9. be renewed, each for a period of two years.

For further information on these proposed directors, reference is made to the corporate governance statement included in the annual report of the board of directors for the year ending 31 December 2022.

Proposed resolutions:

- a) The General Meeting resolves to renew the mandate of Eva Consulting SRL, represented by Professor Jean-Michel Foidart as its permanent representative, as a director of the Company, for a term of two years, extending up to and including the close of the Ordinary General Meeting to be held in 2025 to approve the financial statements for the financial year ending 31 December 2024. The remuneration of the director shall be as provided for in the remuneration policy of the Company, as approved from time to time by the general meeting of shareholders and (subject to the provisions of the remuneration policy) as decided by the ordinary general meeting of shareholders held on 20 May 2021;
- b) The General Meeting resolves to renew the mandate Selva Luxembourg SA, represented by Mr Christian Moretti as its permanent representative, as a director of the Company, for a term of two years, extending up to and including the close of the Ordinary General Meeting to be held in 2025 to approve the financial statements for the financial year ending 31 December 2024. The remuneration of the director shall be as provided for in the remuneration policy of the Company, as approved from time to time by the general meeting of shareholders and (subject to the provisions of the remuneration policy) as decided by the ordinary general meeting of shareholders held on 20 May 2021;
- c) The General Meeting resolves to renew the mandate of Alius Modi SRL, represented by Mrs. Valérie Gordenne as its permanent representative, as a director of the Company, for a term of two years, extending up to and including the close of the Ordinary General Meeting to be held in 2025 to approve the financial statements for the financial year ending 31 December 2024. The remuneration of the director shall be as provided for in the remuneration policy of the Company, as approved from time to time by the general meeting of shareholders and (subject to the provisions of the remuneration policy) as decided by the ordinary general meeting of shareholders held on 20 May 2021.

**10. Appointment of new independent directors**

Taking into account the recommendation of the nomination and remuneration committee, the board of directors recommends that (a) Ribono SRL with Mr Sidney D. Bens as permanent representative, (b) Mrs Inge Beernaert, (c) Life Science Strategy Consulting SRL with Mr Christian Homsy as permanent representative, and (d) Gaudeto SRL with Mr Jacques Galloy as permanent representative, be appointed as independent directors of the Company for a term of two years each.

On the basis of the information provided by Ribono SRL (in respect of itself and Mr Sidney D. Bens), Ms Inge Beernaert, Life Science Strategy Consulting SRL (in respect of itself and Mr Homsy), and Gaudeto SRL (in respect of itself and Mr Jacques Galloy), it appears that each of them fulfils the applicable requirements for appointment as an independent director in accordance with Article 7:87 of the Belgian Companies and Associations Code and provision 3.5 of the Belgian Code on Corporate Governance 2020.

Proposed resolutions:

- a) The General Meeting resolves to appoint Ribono SRL, with Mr Sidney D. Bens as its permanent representative, as independent director of the Company within the meaning of Article 7:87 of the Belgian Companies and Associations Code and provision 3.5 of the Belgian Code on Corporate Governance 2020, for a term of two years, extending up to and including the close of the Ordinary General Meeting to be held in 2025 to approve the financial statements for the financial year ending 31 December 2024. The remuneration of the director shall be as provided for in the remuneration policy of the Company, as approved from time to time by the general meeting of shareholders and (subject to the provisions of the remuneration policy) as decided by the ordinary general meeting of shareholders held on 20 May 2021.
- b) The General Meeting resolves to appoint Mrs. Inge Beernaert as independent director of the Company within the meaning of Article 7:87 of the Belgian Companies and Associations Code and provision 3.5 of the Belgian Code on Corporate Governance 2020, for a term of two years, extending up to and including the close of the Ordinary General Meeting to be held in 2025 to approve the financial statements for the financial year ending 31 December 2024. The remuneration of the director shall be as provided for in the remuneration policy of the Company, as approved from time to time by the general meeting of shareholders and (subject to the provisions of the remuneration policy) as decided by the ordinary general meeting of shareholders held on 20 May 2021.
- c) The General Meeting resolves to appoint Life Science Strategy Consulting SRL, with Mr Christian Homsy as its permanent representative, as independent director of the Company within the meaning of Article 7:87 of the Belgian Companies and Associations Code and provision 3.5 of the Belgian Code on Corporate Governance 2020, for a term of two years, extending up to and including the close of the Ordinary General Meeting to be held in 2025 to approve the financial statements for the financial year ending 31 December 2024. The remuneration of the director shall be as provided for in the remuneration policy of the Company, as approved from time to time by the general meeting of shareholders and (subject to the provisions of the remuneration policy) as decided by the ordinary general meeting of shareholders held on 20 May 2021.
- d) The General Meeting resolves to appoint Gaudeto SRL, with Mr Jacques Galloy as its permanent representative, as independent director of the Company within the meaning of Article 7:87 of the Belgian Companies and Associations Code and provision 3.5 of the Belgian Code on Corporate Governance 2020, for a term of two years, extending up to and including the close of the Ordinary General Meeting to be held in 2025 to approve the financial statements for the financial year ending 31 December 2024. The remuneration of the director shall be as provided for in the remuneration policy of the Company, as approved from time to time by the general meeting of shareholders and (subject to the provisions of the remuneration policy) as decided by the ordinary general meeting of shareholders held on 20 May 2021.

\*\*\*\*\*

