MDxHealth

B O A R D   R E P O R T

Board Report

The following report has been established by the Board of Directors on 20 April 2017 for submission to the Annual General Shareholders' Meeting of May 26, 2017.

Dear MDxHealth Shareholder,

The present board report has been prepared in accordance with Articles 96 and 119 of the Belgian Company Code with respect to the consolidated financial statements and the statutory financial statements for the financial year ended December 31, 2016. In accordance with the Belgian Company Code and the articles of association of the Company, we report on the situation of your company for the fiscal year of the Company closed on December 31, 2016, and this on a consolidated basis as well as a non-consolidated basis.

Comments on the Annual Accounts

Discussion / analysis of the consolidated financial statements of 2016 and 2015

The following consolidated accounts are prepared in accordance with International Financial Reporting Standards (IFRS) as adopted in the EU. The accounting policies and notes are an integral part of these consolidated financial statements. The following consolidated accounts differ from the non-consolidated statutory annual accounts of the Company, which have been prepared in accordance with Belgian GAAP.

The financial statements in this section of the Board Report have been approved and authorized for issue by the Board of Directors at its meeting of February 22, 2017. The financial statements have been signed by Dr. Jan Groen, Executive Director, on behalf of the Board of Directors. The financial statements will be submitted to the shareholders for their final approval at the annual general shareholders' meeting of May 26, 2017.

Revenues

Total revenues for the year ended December 31, 2016 amounted to $30 million, an increase of 70% compared to total revenues of $17.6 million a year earlier. Product and service income constituted $25 million of the 2016 total revenues figure. Nearly 24,000 patients were tested worldwide across all MDxHealth products in 2016, with SelectMDx representing approximately 17% of the total.

The strong growth in the US contributed $24.4 million or 82% of total revenue. The strong growth of ConfirmMDx sales was driven by wide market adoption and continued expansion of reimbursement coverage. In 2016, the test was included in the US National Comprehensive Cancer Network (NCCN) Clinical Guidelines, which led to 19 new payor agreements and 28 payor issued positive medical policies.

Non-US revenues included initial sales of SelectMDx, milestone fees and royalties from license deals, and came in at $5.5 million, up 133% or $2.4 million compared to 2015. Royalties and milestone fees predominantly resulted from the license agreement with Exact Sciences Corporation for stool-based screening of colorectal cancer. In 2016, non-US revenues included two Exact Sciences' milestone fees for a total of $1.75 million after its Cologuard test attained cumulative net sales of $50 million and net sales of $50 million in a single year.

The Company only recognizes revenue prior to actual collection when there is reasonable evidence that the tests which are delivered and billed will effectively be reimbursed. Product and Services income amounted to $25 million in 2016, compared to $15.8 million in 2015. A total net amount of $49.3 million was billed for tests delivered in 2016, but a significant portion of these billed amounts are recognized only when the payment is collected. These unrecognized transactions will most likely impact revenues in future months as they either are collected or the payment pattern for given third-party payors warrants accrual accounting treatment for these transactions per the Company's revenue recognition policy. Revenue recognition is expected to gradually improve as the Company concludes firm agreements for reimbursement with a growing number of payors.

Cost of goods and services sold

The cost of goods includes royalties that MDxHealth must pay to third parties and the costs associated with providing testing services to third parties. Cost of goods sold for 2016 came in at $10.1 million, compared to $6.9 million in 2015. Increased revenues resulted in a gross profit of $19.9 million, while a sustained focus on operational efficiencies yielded an improvement of the gross profit margin from 60.9% in 2015 to 66.3% in 2016.

Research and development expenses

The Company continued to validate the clinical utility of its expanded offering through clinical trials and publications. Research and development expenses amounted to $1,977 thousand in 2016 compared to $3,257 thousand in 2015. The decrease by 39% directly resulted from capitalizing development expenses associated with the Company's tests. In aggregate, and including capitalized expenses, R&D expenditure amounted to $4,411 thousand or 17.7% of products and services income, compared to 20.7% in 2015.

Thousands of $/ Years ended December 31	**2016**	**2015**
Personnel costs	1,594	935
Lab consumables	912	358
External research and development collaborators	966	1,591
Depreciation & amortization	715	220
Other expenses	224	506
Subtotal	4,411	3,610
Capitalization of internally developed products	-2,434	-353
Total	1,977	3,257

Selling, general and administrative expenses

In 2016, selling, general and administrative expenses amounted to $31 million compared to $22.4 million in 2015, an increase of 38.4%. The year-on-year increase is attributable to the acquisition of NovioGendix (renamed to MDxHealth BV), which was only included for one quarter in 2015. Furthermore, MDxHealth invested in the build-out of the organisation to support the global commercial launch of SelectMDx. MDxHealth is pursuing a direct sales strategy for SelectMDx in Benelux, Germany and Italy, supported by European and global distributors and commercial lab partners. The Company appointed a global commercial team to cover business development and direct sales. The details of administrative and selling expenses is as follows:

Thousands of $/ Years ended December 31	**2016**	**2015**
Personnel costs	18,823	12,865
Depreciation	1,007	502
Professional fees	3,936	1,994
Marketing expenses	2,122	1,885
Travel expenses	1,886	1,469
Other expenses	3,976	3,028
Patent expenses	641	615
Capitalization of internally developed products	-1,338	
Total	30,953	22,358

Net loss

EBITDA for the year improved by $2.4 million as the loss was reduced from $13.5 million in 2015 to $11.1 million. This improvement was partly offset by increased amortization charges, bringing the Company's net loss for 2016 to $13.2 million, a $1.3 million improvement over 2015. The increased amortization resulted from scheduled amortization of intangible assets associated with the acquisition of NovioGendix in 2015.

Liquidity, working capital and capital resources

Cash and cash equivalents stood at $30.8 million at the end of 2016 after having successfully raised $21.7 million (€20.4 million) in a private placement of 4,526,962 new shares at €4.50 ($4.99) per share. The number of outstanding shares at December 31 was 49,845,595.

Increased private payor adoption and a sustained focus on reimbursement has helped to improve working capital throughout 2016. Cash used by operations amounted to $16.6 million, compared to $14.4 million in 2015, and included cash collections of $19.7 million, a 61% increase year-on-year. The award of a unique current procedural terminology (CPT) code by the American Medical Association (AMA), which will become effective January 1, 2018, is expected to significantly shorten collection periods from Medicare and private payors.

Year ended December 31, 2015

MDxHealth closed the year 2015 with $31.7 million of cash and cash equivalents on hand. This corresponds to a net increase of $12.9 million. In 2015, the net cash used in operating activities amounted to $14.4 million and the net cash used in investing activities was $7.6 million, due to the acquisition of NovioGendix in The Netherlands and the acquisition of tangible assets for $1.6 million. The net proceeds from the capital increases in 2015 was $34.8 million. Excluding the capital increase, the Company used $22 million of cash over the year.

Balance sheet

The balance sheet at December 31, 2016 remained similar in terms of composition to previous years as evidenced by the following key ratios:

Years ended December 31	2016	2015
Cash & cash equivalents as a % of total assets	46%	55%
Working capital as a % of total assets	57%	59%
Solvency ratio (equity/total assets)	78%	77%
Gearing ratio (Financial debt/equity)	**1%**	**2%**

Cash and cash equivalents of $30.9 million account for 46% of total assets at December 31, 2016. The other major assets are intangible and tangible assets ($16.2 million or 24% of total assets), and receivables over the period 2016 ($19.1 million or 28% of total assets).

Total equity of $52.7 million accounts for 78% of the total balance sheet at December 31, 2016. The other major liabilities are trade payables ($7.6 million or 11% of total assets) and other liabilities (short term and long ter for $3.5 million or 5% of total assets).

Taxation

The losses of the Company in the last three years imply that no income taxes are payable for these years. On December 31, 2016, the Company had net tax losses carried forward amounting to $162 million, implying a potential deferred tax asset of $55 million. Due to the uncertainty surrounding the Company's ability to realize taxable profits in the near future, the Company did not recognize any deferred tax assets on its balance sheet.

Comments on Approval of the Statutory Financial Statements

We submit for your approval the statutory financial statements for the fiscal year closed on 31 December 2016, which been approved and authorized for issue by the members of the Board of Directors on 20 April 2017. The statutory financial statements have been prepared in accordance with Belgian GAAP and give a true and fair view of the course of affairs of the Company during the past fiscal year. Dr. Jan Groen, Executive Director, declares, in the name and on behalf of the Board of Directors, that to the best of the Board of Directors' knowledge, the statutory financial statements of the Company prepared in accordance with Belgian GAAP, give a true and fair view of the Company's assets and liabilities, financial situation and results of operations.

The following can be noted on the basis of the annual accounts:

- Results of the fiscal year

The Company has closed its annual accounts with respect to the past fiscal year with a net profit of €3,744,342.89 (USD equivalent $4,031,000). This gain results mainly from the increased performance of the overall group activites.

- Statutory and non-distributable reserves

The Company has a issued capital of €39,761,328.75. The Company has no statutory reserve. As the Company has closed its annual accounts with respect to the past fiscal year with a cumulated loss, the Company is not legally obliged to reserve additional amounts.

- Allocation of the results

We propose to carry forward the profit to the next fiscal year.

Comments on Material Items

Material events that took place since the end of the fiscal year

In 2017, through the date of this document, the Company made the following normal course of business announcements:

- Horizon Blue Cross Blue Shield (Horizon BCBS) of New Jersey has issued a positive medical policy for the ConfirmMDx for Prostate Cancer test. This is the fourth Blue Cross Blue Shield Association licensee to establish positive coverage policy and adds to the growing list of payers covering ConfirmMDx for Prostate Cancer. Horizon BCBS is New Jersey's oldest and largest health insurer, with more than 3.8 million members.

- MDxHealth has signed a distribution agreement to make its SelectMDx for Prostate Cancer test available to Istituto Diagnostico Varelli's urology clients throughout central-south Italy. Under the terms of the agreement, Istituto Diagnostico Varelli will serve as a non-exclusive distributor in Italy encompassing five of the country's 20 regions; Lazio, Apulia, Campania, Calabria and Basilicata. Liquid biopsy samples will be sent to MDxHealth's state-of-the-art clinical diagnostic laboratory in Nijmegen, The Netherlands for analysis. Istituto Diagnostico Varelli will reimburse MDxHealth for all testing services performed.
- MDxHealth has been awarded a US Government Federal Supply Schedule Contract for medical laboratory testing services for ConfirmMDx for Prostate Cancer. The ConfirmMDx test is now available to federal, state, and local government buyers in the US through Medical Laboratory Testing and Analysis Services Schedule 621 II, Contract V797D-70066.
- SelectMDx for Prostate Cancer was chosen as pre-biopsy diagnostic tool in the groundbreaking US Prostate Cancer Risk Clinic at the University of Michigan.
- MDxHealth signed a distribution agreement to make its SelectMDx for Prostate Cancer test available to Lab21 Clinical Laboratory's urology clients in the United Kingdom. Under the terms of the agreement, Lab21 will serve as a non-exclusive distributor for SelectMDx in the United Kingdom.

Significant change in the Company’s financial or trading position

There has been no significant change in the financial or trading position of the group which has occurred since the end of the last financial period for which either audited financial information or interim financial information have been published.

Recent trends and events

With regard to trends that are reasonably likely to have a material effect on MDxHealth in 2017, we believe the following can be noted:

MDxHealth is committed to maintaining its focus on its strategic priorities during 2017. These include:

- Growth between 55% to 75% on product and service income, excluding royalties and milestone payments, with the high-end of the range being driven by sustained growth of SelectMDx in the US and Europe and early commercial success of AssureMDx in the US
- Increasing utilization of its products in and outside the US, contributing to a continuing reduction in operating losses
- Increasing private payor adoption and securing favourable reimbursement rates for ConfirmMDx and SelectMDx in the US, which is expected to improve collectability and to reduce working capital requirements
- Continue to expand its product and services offering and leverage its established commercial presence through the launch of AssureMDx for Bladder Cancer
- Continuing to demonstrate the clinical utility of its product portfolio through peer-review articles, including:
    - Publishing a prospective clinical study for SelectMDx
    - Publishing SelectMDx health economic data
    - Launch of the SelectMDx CE-marked in vitro diagnostic (IVD) kit

Capital increases and issuance of financial instruments

The Board of Directors is authorized, with power of substitution, to amend the articles of association upon each capital increase realized within the framework of the Authorized Capital, in order to bring them in accordance with the new situation of the share capital and the shares. At the date of this document, the board of directors has used its powers under the authorised capital provided for in article 6.1. on November 7, 2016 by issuing 4.526.962 new shares for a total of three million six hundred, eleven thousand, one hundred fifty-seven euro and fifty-nine cents (€ 3,611,157.59). As a result, the available amount for a share capital increase under the authorized capital is equal to thirty-two million, four hundred ninety-nine thousand, nine hundred twenty-six euro and twenty-seven cents (€ 32,499,926.27).

Activities in the field of research and development

In 2016, the Company conducted product development projects based on the discovery R&D performed in the prior years for both its clinical diagnostic product pipeline and clinical trials. Extensive work was performed in development of the Company’s clinical solutions for prostate and bladder cancers.

Obligations not reflected in the 2016 financial statements

All known obligations are reflected in the 2016 financial statements.

Branches of the Company

The Company has no branch.

Justification to continue using the accounting rules on the basis of going concern

Despite the consecutive losses reported since the Company's inception, the financial statements have been established assuming the Company is a going concern. The Board of Directors believes that the losses are inherent to the current stage of the Company's business life cycle as a biotech company, and not representative of the Company's potential to become profitable. For the past several years, the Company has consistently increased revenues and reduced operating losses and ended each year with cash, investments available for sale or committed funding that exceeded more than one year of cash needs. Based on the current cash availability, the Company believes that the future research programs and company activities can be guaranteed for more than one year.

Financial risks (article 96 8° Belgian Company Code)

Effective January 1, 2013, the Company changed the presentation currency of the consolidated financial statements from the Euro (EUR or €) to the US Dollar (USD or $). MDxHealth believes that this change provides greater alignment of the presentation currency with MDxHealth's most significant operating currency and underlying financial performance.

Effective July 1, 2014, the Company decided to change its functional currency from Euro to US Dollar.

Virtually all of the Company's currency risk currently relates to Euro. At this time, the Company does not use hedging instruments to cover the exchange rate risk.

Risk factors (article 96 1° Belgian Company Code)

In 2016, the Company was potentially subjected to the following risks:

- Losses have been incurred since the inception of the Company, further losses are expected in the foreseeable future, and further funding will be needed;
- The Company's financial results are largely dependent on sales of one test, ConfirmMDx for Prostate Cancer, and the Company will need to generate sufficient revenues from this and other future solutions to grow its business;
- The ability of the Company to execute its business strategy is dependent upon factors such as its ability to raise additional capital at acceptable terms in the future and to manage growth and international business development;
- The Company operates in markets in which the competition and regulatory environment may change and thus impact the Company's products and strategy, such as in the United States, where the reimbursement for testing service from Medicare and 3rd party private insurance payors is in the early stages and still uncertain;
- The Company's success is dependent upon factors such as its ability to access samples, work with or obtain the support of certain scientific or medical partners, recruit and retain key personnel, generate positive clinical study results, obtain regulatory approval of its products and comply with ongoing regulations, partner with third parties

for the manufacture and sale of its products, get the market to accept and use its products, and obtain reimbursement of its products for patients;

- The Company is dependent on intellectual property rights which could be challenged and the Company could be affected by new patents of third parties;
- The enforcement of the Company's intellectual property rights could involve significant costs and could impact the commercial freedom of the Company in certain areas;
- The Company's performance could be hindered by the way its commercial partners utilize certain of its technologies;
- The Company is subject to product liability risks;
- Foreign exchange rate fluctuations could impact the results of the Company.

In 2016, financial risk management involved primarily the following:

- Credit risk: At the end of 2016, the Company operated with more than 800 different customers, representing a significant reduction in credit risk when compared to prior periods. In 2014 and 2015, the trend initiated in 2013 continued, with the consequence, the credit risk has been substantially reduced considering the large and diverse customer base.
- Interest risk: The Company is not currently subject to material interest risk since its financial debts represent only 1% of its total equity.
- Currency risk: Considering the continuing development of the commercial activities in the US market, the Company has decided to change its presentation currency from the Euro to the US Dollar as of January 1, 2013. The functional currency changed also from the Euro to the US Dollar as of July 1, 2014. In consequence, the currency risk is concentrated in Euros.
- Liquidity and investment risk: The Company has invested all of its cash and cash equivalents in highly-rated and highly-liquid bank savings or money market accounts. The Company has not invested in any derivative instruments or CDOs.

Independence and competence of an audit committee member

The rules for publicly-listed companies require that the audit committee be composed of at least one Independent Director with the necessary competence in auditing and accounting, which is and has always been the case for MDxHealth's audit committee.

Hasseltberg BVBA, with Mrs. Ruth Devenyns serving as its permanent representative, serves as the Chair of the Audit Committee at the time of this report. Mrs. Ruth Devenyns, who assumed the position of Audit Committee Chairperson since August 2011, meets the criteria of independence:

- She is in her first mandate on the Board of MDxHealth and has never held any Executive management position with the Company;
- She owns no shares in the Company. She has been granted 10,000 warrants in 2016 entitling her to subscribe to the Company's shares. However, this does not prejudice her independence in the sense of article 526ter of the Company code because (i) the number of warrants granted to Non-Executive Directors is limited, (ii) the shareholders' general meeting approved such grant by approving the May 2012 Stock Option Plan on June 15, 2012 and the May 2014 Stock Option Plan on June 23, 2014 and (iii) the

granting of a limited number of warrants to Non-Executive Directors was recommended by the nomination and remuneration committee in order to attract and retain talents in the Company;

- She fulfills the other criteria of independence as listed below in "- Corporate Governance Statement; Board of Directors; Committees of the Board of Directors; Audit Committee."

Mrs. Ruth Devenyns meets the criteria of necessary competence in auditing and accounting, as evidenced her current role as chief financial officer of Ogeda SA, and her previous roles in venture capital and investment banking.

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Corporate Governance Statement

General Provisions

This section summarizes the main rules and principles of MDxHealth's Corporate Governance Charter. The complete Corporate Governance Charter is available on the MDxHealth website, at http://www.mdxhealth.com/shareholder-information.

The Company's corporate governance charter was adopted in accordance with the recommendations set out in the Belgian Corporate Governance Code 2009 (the "2009 Code"), issued on March 12, 2009 by the Belgian Corporate Governance Committee (replacing the 2004 edition). The Corporate Governance Charter forms an integral part of this Report of the Board of Directors. MDxHealth has adopted the 2009 Code as its reference code. It complies to a large extent with the provisions of the 2009 Code, but believes that certain deviations are justified in view of the Company's specific situation. In line with the "comply-or-explain" principle of said 2009 Code, MDxHealth does not fully comply with the following provisions:

- Given the size of the Company, no internal audit function exists at this time.
- Although, according to provision 7.7 of the 2009 Code, Non-Executive Directors should not be entitled to performance-related remuneration such as bonuses, stock related long-term incentive schemes, fringe benefits or pension benefits. The Board of Directors is however of opinion that this provision of the 2009 Code is not appropriate and adapted to take into account the realities of companies in the life sciences industry that are in a development and growth phase, such as MDxHealth. Notably, the ability to remunerate independent and other Non-Executive Directors with warrants allows to limit the portion of remuneration in cash that MDxHealth would otherwise need to pay to attract or retain renowned experts with the most relevant skills, knowledge and expertise. All Non-Executive Independent Directors nominated before the May 2016 annual general shareholders' meeting have been awarded warrants.

The performance and functioning of the Board of Directors, its committees, and the Executive Management team are summarized below.

Board of Directors

The Board of Directors' role is to pursue the long-term success of the Company by providing entrepreneurial leadership and enabling risks to be assessed and managed. The Board of Directors acts as a collegiate body. Pursuant to the Belgian Company Code and the articles of association of the Company, the Board of Directors should be composed of at least three Directors. In accordance with the principles of corporate governance, the Board of Directors will, to the extent possible, be composed of at least five Directors of which at least three Directors are Independent Directors. To the extent possible, at least half of the Board shall consist of Non-Executive Directors. Currently, the Board of Directors comprises 6 Directors, of which 3 are Independent Directors and 2 are Non-Executive Directors. The Directors of the Company are appointed by the general shareholders' meeting.

The Company's Board of Directors strives to maintain a well-balanced general diversity at the Board of Directors. Currently, there is 1 female Director among a total of 6 Board members (representing a ratio of 17% female Directors against 83% male Directors). The Belgian

Company Code provides that by January 1, 2017, at least one third of the members of the Board of Directors will have to be of the opposite gender. The deadline to comply with this obligation is January 1, 2019 for companies that meet on a consolidated basis at least two of the following criteria: (a) an average number of employees of less than 250; (b) a balance sheet total of €43 million or less; and (c) an annual turnover of €50 million or less. The Company complies with at least two of these criteria. The Company is using its best efforts to ensure that the Board of Directors will meet the one-third gender diversity requirement by January 1, 2018. The Board of Directors intends to propose at the upcoming annual general shareholders' meeting of the Company to be held on May 26, 2017 a resolution whereby 1 additional female would be appointed as new Director of the Company, which (if adopted) would increase to ratio to 29% female Directors against 71% male Directors).

The Board of Directors is a collegial body, and deliberates and makes decisions as such. Excluding the Board committee meetings, the Board of Directors met 9 times throughout 2016. All Directors were present or represented at these 9 meetings, except for Valiance Advisors LLP, represented by its permanent representative, Mr. Jan Pensaert, which was not represented at one meeting.

Chairman

The chairman of the Board of Directors is responsible for the leadership of the Board of Directors. The chairman takes the necessary measures to develop a climate of trust within the Board of Directors, contributing to open discussion, constructive dissent and support for the decisions of the Board of Directors. The chairman promotes effective interaction between the Board and the executive management. The chairman establishes a close relationship with the CEO, providing support and advice, while fully respecting the executive responsibilities of the CEO.

The Board of Directors appoints a chairman amongst the Non-Executive Directors. Currently, Shaffar LLC, with Mr. Mark Shaffar as permanent representative, is the chairman of the Board of Directors. Mr. Shaffar assumed the role of Board chair in 2016 following the resignation of Greenlands Consulting LLC, with Mr. Edward L. Erickson as permanent representative, from the Board in June 2016.

Independent Directors

Effective as of January 8, 2009, new rules entered into force for Belgian publicly-listed companies with respect to the criteria for the independence of Directors (article 526ter of the Belgian Company Code). The four Independent MDxHealth Directors listed in the table below meet at least the criteria set out in article 526ter of the Belgian Company Code, which can be summarized as follows:

- Not being an executive member of the board of directors, exercising a function as a member of the executive committee or as a person entrusted with daily management of the Company or a company or person affiliated with the Company, and not having been in such a position during the previous five years before his nomination.
- Not having served for more than three terms as a non-executive director of the board of directors, without exceeding a total term of more than twelve years.
- Not being an employee of the senior management (as defined in article 19, 2° of the Belgian Act of September 20, 1948 regarding the organisation of the business industry) of the Company or a company or person affiliated with the Company and

not having been in such a position for the previous three years before his nomination.

- Not receiving, or having received, any significant remuneration or other significant advantage of a financial nature from the Company or a company or person affiliated with the Company, other than any bonus or fee (tantièmes) he receives or has received as a non-executive member of the board of directors.

- Not holding (directly or via one or more companies under his control) any shareholder rights representing 10% or more of the Company's shares or of a class of the Company's shares (as the case may be), and not representing a shareholder meeting this condition.

- If the shareholder rights held by the director (directly or via one or more companies under his control) represent less than 10%, the disposal of such Shares or the exercise of the rights attached thereto may not be subject to contracts or unilateral undertakings entered into by the director. The director may also not represent a shareholder meeting this condition.

- Not having, or having had within the previous financial year, a significant business relationship with the Company or a company or person affiliated with the Company, either directly or as partner, shareholder, member of the board of directors, member of the senior management (as defined in article 19, 2° of the aforementioned Belgian Act of 20 September 1948) of a company or person who maintains such a relationship.

- Not being or having been within the last three years, a partner or employee of the current or former statutory auditor of the Company or a company or person affiliated with the current or former statutory auditor of the Company.

- Not being an executive director of another company in which an executive director of the Company is a non-executive member of the board, and not having other significant links with executive directors of the Company through involvement in other companies or bodies.

- Not being a spouse, legal partner or close family member (by marriage or birth) to the second degree of a member of the board of directors, a member of the executive committee, a person charged with the daily management, or a member of the senior management (as defined in Article 19, 2 of the aforementioned Belgian Act of September 20, 1948) of the Company or a company or person affiliated with the Company, or of a person who finds him or herself in one or more of the circumstances described in the previous bullets.

Composition of the Board of Directors

The table below describes the composition of the Board of Directors as of the date of this Annual Report.

Name	**Age on Dec 31, 2016**	**Position**	**Term Start**	**Term End[1]**	**Professional Address**
Shaffar LLC, represented by Mr. Mark Shaffar	61	Chairman, Non-Executive Independent Director	2016	2020	CAP Business Center Rue d'Abhooz, 31 4040 Herstal, Belgium
Dr. Jan Groen	57	Executive Director	2010	2017	CAP Business Center, Rue d'Abhooz, 31 4040 Herstal, Belgium
Gengest BVBA, represented by Mr. Rudi Mariën	71	Non-Executive Director	2011	2017	Karel van de Woestijnestraat 1-3, 9000 Gent, Belgium
Hasseltberg BVBA, represented by Mrs. Ruth Devenyns	51	Non-Executive Independent Director	2011	2020	Kardinaal Sterckxlaan 47 - 1860 Meise, Belgium
Valiance Advisors LLP, represented by Mr. Jan Pensaert	45	Non-Executive Director	2014	2018	Lilly House 13 Hanover Square London W1S 1HN United Kingdom
Lab Dx L.L.C., represented by Mr Walter Narajowksi	63	Non-Executive Independent Director	2015	2020	CAP Business Center, Rue d'Abhooz, 31 4040 Herstal, Belgium

Notes: The term of the mandates of each Director will expire immediately after the annual general shareholders' meeting held on the last Friday of the month of May in the calendar year indicated.

Mr. Mark R. 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 nearly 40 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.

Dr. Jan Groen joined MDxHealth in 2010 and has over 30 years of executive and Board level experience in the clinical diagnostic and biotech industry, with a particular focus on emerging technologies, product development and commercialization. Dr. Groen was previously the president and COO of Agendia, a venture backed CLIA laboratory developing and commercializing proprietary genomic products and responsible for their United States and European diagnostic operations, respectively. Prior to this, he served as vice-president of research & development at Focus Diagnostics, Inc., a private owned company focusing on infectious diseases and immunology, which was acquired by Quest Diagnostics in 2006. Dr. Groen has held numerous management and scientific positions at ViroClinics B.V., the Erasmus Medical Center, and Akzo-Nobel. Dr. Jan Groen is a board member of MyCartis BvBa. Dr. Groen holds a Ph.D. degree in medical microbiology from the Erasmus University Rotterdam and published more than 125 papers in international scientific journals in the field of clinical diagnostics.

Mr. Rudi Mariën is President and Managing Director of Gengest BVBA and Biovest CVA. He was the Vice President of Cerba European Lab. Through his management company, Gengest BVBA, Mr. Mariën has Board mandates in different listed and private biotech companies. Mr. Mariën was co-founder, reference shareholder and Chairman of Innogenetics, and has been the founder, shareholder and Managing Director of several clinical reference laboratories including the Barc Group, a leading international centralized clinical laboratory, exclusively dedicated to pharmaceutical studies. Mr. Mariën holds a degree in pharmaceutical sciences from the University of Gent, and is specialized in clinical biology.

Mrs. Ruth Devenyns is currently serving as Chief Financial Officer at Ogeda SA. Mrs.Ruth Devenyns has a long standing experience in the biotechnology sector. A former analyst and investment banker, Ruth Devenyns was in charge of the venture capital activities in the sector at KBC Private Equity until end of March 2012. She was involved in several IPO’s, private placements and M&A-transactions and held various Directorships including Ablynx, Applied Maths and Pronota. At KBC Private Equity she also managed various investments in agro-biotech and seed companies such as CropDesign and Ceres. In June 2012 she joined Korys, the investment structure of the Colruyt family, and became an Independent Director of Euronext-listed Devgen until its acquisition by Syngenta in December 2012. Currently, Ruth Devenyns is a member of FlandersBio, the biotech sector organization in Flanders.

Mr. Jan Pensaert is the founder and CEO/CIO of Valiance Advisors LLP, a specialist investment business with offices in London and Guernsey, formed in 2008. From 2003 to 2007, he was CEO of La Fayette Investment Management, a leading fund of hedge funds, where he was responsible for the overall business management of the firm, as well as second member of the investment committee. Prior to La Fayette, Mr. Pensaert was responsible for the European-based investment management and research activities of the Permal Group (assets under management of $10 billion at the time) from 2001-2003. Prior to that, he was active at Lazard in Corporate Finance M&A, where he advised on transactions with a total value of more than $40 billion. He holds a BA in Business Economics from the University of Gent, Belgium, and a Masters in Banking & Finance from the University of Aix-Marseille.

Mr. Walter Narajowski has over 25 years of executive and board level experience in the diagnostic industry. Until the end of 2015, Mr. Narajowski served as Senior Vice President and General Manager at Roka Bioscience (NASDAQ: ROKA) in San Diego. Previously, Mr. Narajowski was CEO of Pathway Diagnostics, a biomarker development and testing company, which was subsequently sold to Quest Diagnostics. Prior to Pathway, Mr. Narajowski served as Vice President and General Manager of Focus Diagnostics, an infectious disease CLIA reference laboratory and diagnostic product business. The majority of Mr. Narajowski's career was with Abbott Laboratories where he served as Vice President, General Manager of critical care products, vice president, general manager of the infusion pump business, General Manager of physician office diagnostics, and a Director of research and development. Mr. Narajowski received his MS in bioengineering from the University of Utah, and his BS in electrical engineering from the Illinois Institute of Technology.

Litigation statement concerning the Directors or their permanent representatives

At the date of this Annual Report, none of the Company's Directors, or in case of corporate entities being Directors, none of their permanent representatives, other than those indicated in the paragraph below, for at least the previous five years:

- has any conviction in relation to fraudulent offenses;
- has held an executive function in the form of a senior manager or a member of the administrative, management or supervisory bodies of any company at the time of or preceding any bankruptcy, receivership or liquidation, or has been subject to any official

public incrimination and/or sanction by any statutory or regulatory authority (including any designated professional body), except for:

- Mrs. Ruth Devenyns, who was a director of two US companies that filed for bankruptcy, PR Pharmaceuticals in 2008 and Altea Therapeutics in 2011: and
- Mr Rudi Mariën, who was, through his management company, a director of a Belgian company, Pharmaneuroboost that filed for bankruptcy in 2013.

- has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of any company or from acting in the management or conduct of affairs of any company.

Committees of the Board of Directors

The Board of Directors of MDxHealth has set up two permanent committees, the audit committee and the nomination and remuneration committee. The committees are advisory bodies only and the decision-making remains within the collegial responsibility of the Board of Directors.

Audit committee

On January 8, 2009, updated rules entered into force for Belgian publicly-listed companies with respect to (i) the establishment and tasks of the audit committee, (ii) the criteria for the independence of Directors (see "Board of Directors" section of this Corporate Governance Statement above), and (iii) the appointment of and dismissal of statutory auditors (see "Statutory Auditor" section of this Corporate Governance Statement below).

MDxHealth has had an audit committee in place since the Company's inception. According to applicable law, MDxHealth would meet the size criteria in order to operate without a separate audit committee, but the Company has chosen to continue operating with a separate audit committee.

MDxHealth's audit committee must be composed of at least three members and is limited to Non-Executive Directors. The committee appoints a chairman amongst its members. The chairman of the Board of Directors should not chair the committee. The new rules require that the audit committee be composed of at least one Independent Director with the necessary competence in auditing and accounting, which is and has always been the case for MDxHealth's audit committee.

The role of the audit committee is to assist the Board of Directors in fulfilling its financial, legal and regulatory monitoring responsibilities. The committee reports regularly to the Board of Directors on the exercise of its duties, identifying any matters in respect of which it considers that action or improvement is needed, and making recommendations as to the steps to be taken. The audit review and the reporting on that review cover the Company and its subsidiaries as a whole. The specific tasks of the audit committee are outlined in the Company's governance charter and include the following:

- to monitor the financial reporting process;
- to monitor the effectiveness of the Company's internal control and risk management systems;
- to monitor the Company's internal control and risk management;
- to monitor the internal audit (where applicable) and related activities;

- to monitor the statutory audit of the annual statutory and consolidated financial statements, including the follow-up of questions and recommendations by the statutory auditor and, as the case may be, the auditor responsible for the audit of the consolidated financial statements; and

- to review and monitor the independence of the statutory auditor, and, as the case may be, the auditor responsible for the audit of the consolidated financial statements, and in particular the provision of additional services to the Company.

The following Non-Executive Directors were members of the audit committee in 2016: Hasseltberg BVBA, represented by Mrs Ruth Devenyns (chair), Valiance Advisors LLP, represented by Mr. Jan Pensaert, and LabDx L.L.C., represented by Mr. Walter Narajowski, who replaced Greenlands Consulting LLC, represented by Mr. Ed Erickson, following his resignation from the Audit Committee and the Board in June 2016. As requested by law, the chair of the audit committee is competent in accounting and auditing, as is evidenced her current role as chief financial officer of Ogeda SA, and her previous roles in venture capital and investment banking.

The audit committee is a collegial body, and deliberates and makes decisions as such. The audit committee met 2 times in 2016. All members of the audit committee were present or represented at all meetings.

Nomination and remuneration committee

MDxHealth's nomination and remuneration committee must be composed of at least three members and must be composed exclusively of Non-Executive Directors. The committee appoints a chairman amongst its members. The chairman of the Board of Directors can chair the committee, but should not chair the committee when dealing with the designation of his successor. The CEO should participate in the meetings of the committee when it deals with the remuneration of other executive managers.

The role of the nomination and remuneration committee is to make recommendations to the Board of Directors with regard to the election of Directors, the remuneration policy for Non-Executive Directors and the resulting proposals to be submitted to the shareholders' meeting, the remuneration policy for executive management, and to review and periodically update an overall remuneration policy for all personnel and Directors of the Company. The committee's tasks are further described in the Company's corporate governance charter.

The following Non-Executive Directors were members of the nomination and remuneration committee in 2016: Lab Dx L.L.C., represented by Mr. Walter Narajowski (chair), Gengest BVBA, represented by Mr. Rudi Mariën, and Shaffar LLC, represented by Mr. Mark Shaffar, who replaced Greenlands Consulting LLC, represented by Mr. Ed Erickson, following his resignation from the audit committee and the Board in June 2016.

The nomination and remuneration committee is a collegial body, and deliberates and makes decisions as such.

The nomination and remuneration committee met 3 times in 2016. All of the committee members attended all of the committee meetings.

Process for Evaluating the Board, its Committees, and its Individual Directors

Every year the Board of Directors will, under the lead of its Chairman, assess its size, composition, performance and those of its committees, as well as the contribution of each Director.

This evaluation process has five objectives:

1. Assessing how the Board of Directors and its committees operate;
2. Checking that the important issues are suitably prepared and discussed;
3. Checking the Board's and committees' current composition against the desired composition;
4. Evaluating the actual contribution of each Director's work, the Director's presence at Board and committee meetings and his involvement in discussions and decision-making, and
5. evaluating whether the fees and costs of the full Board and individual Directors is in line with the performance of the Company and the performance of the individual Director.

The Chairman can organize an individual meeting with each Director to discuss these items, including each Director's own performance and the performance of its colleague Directors. The conclusions resulting from these individual meetings will be submitted to the Board by the Chairman.

An individual evaluation of each Director will be conducted every year as part of the global evaluation of the Board and each time the Board considers his or her nomination for reappointment by the General Shareholders' Meeting. The Non-Executive Directors should assess their interaction with the executive management at least once a year. To this end, they will meet at least once a year in the absence of the Executive Directors.

Executive Management

The Board of Directors has appointed the executive management of the Company. The terms of reference of the executive management have been determined by the Board of Directors in close consultation with the CEO.

The key management positions at the date of this report are illustrated on the next page:

Dr Jan Groen
CEO

Joe Sollee
EVP, General Counsel &
Chief Compliance Officer

Chris Thibodeau
EVP & U.S. Chief
Operations Officer

Jean-Marc Roelandt
EVP & Chief
Financial Officer

Chief Executive Officer

The CEO is appointed, and can be removed, by the Board of Directors of the Company.

The CEO is charged by the Board of Directors with the day-to-day management of the Company and is therefore also managing Director of the Company. In this function, the CEO has the following general responsibilities:

- the implementation of the decisions of the Board of Directors, within the strategy, planning, values and budgets approved by the Board of Directors,
- overseeing the different central departments and business units of the Company, and reporting to the Board of Directors on their activities,
- the development of proposals for the Board of Directors relating to strategy, planning, finances, operations, human resources and budgets, and other matters that are to be dealt with at the level of the Board of Directors.

The specific tasks of the CEO are further described in the Company's corporate governance charter.

Other members of executive management team

The other members of the executive management team, being the heads of the main activities and central departments (and their divisions) of MDxHealth, are appointed and removed by the CEO in close consultation with the Board of Directors of the Company.

The main tasks of the executive management are to organize their department in accordance with the guidelines determined by the CEO and to report to the CEO on the operation and activities of their department.

Composition of the Management Team

The composition of the Management Team is set out below and reflects the situation at the date of this report :

Name	Age on Dec 31, 2016	Position	Permanent Address
Dr. Jan Groen	57	Chief Executive Officer (CEO)	CAP Business Center Rue d'Abhooz, 31 4040 Herstal, Belgium
Marcofin BVBA, represented by Jean-Marc Roelandt	51	Executive Vice President & Chief Financial Officer	CAP Business Center Rue d'Abhooz, 31 4040 Herstal, Belgium
Joseph Sollee	52	Executive Vice President, General Counsel & Chief Compliance Officer	CAP Business Center Rue d'Abhooz, 31 4040 Herstal, Belgium
Christopher Thibodeau	46	Executive Vice President & U.S. Chief Operations Officer	15279 Alton Pkwy, Ste 100 Irvine, CA 92618, USA

The executive management does not constitute an executive committee (comité de direction / directiecomité) within the meaning of article 524bis of the Belgian Company Code.

Following are biographies of the executive management team members (also referred to as executives):

Dr. Jan Groen, Chief Executive Officer

See "Board of Directors - Composition of the Board of Directors."

Mr. Jean-Marc Roelandt, as representative of Marcofin BVBA, Executive Vice President & Chief Financial

Mr. Roelandt, the representative of Marcofin BVBA, joined MDxHealth in January 2017 and brings over 20 years of financial leadership experience in a range of multinational industries. Mr. Roelandt was born in 1965 in Ghent, Belgium and holds a master's degree in Applied Economic Sciences from the University of Ghent, Belgium. He started his professional career as audit manager at Ernst & Young and qualified as a Certified Public Accountant (Instituut van de Bedrijfsrevisoren) in 1996, after which he held various senior positions in several publicly listed Belgian companies. He was Chief Financial Officer of Ubizen NV from April 1999 until he joined BHF Kleinwort Benson (previoulsy known as RHJ International) in January of 2005. At BHF Kleinwort Benson Group, he served as Chief Financial Officer and Managing Director for more than 11 years. In addition to his responsibilities as a member of BHF Kleinwort Benson Group's executive management, he was also appointed Executive Director and Chief Financial Officer of Kleinwort Benson Bank in London in July 2015. He held those positions until the public take-over of BHF Kleinwort Benson Group in 2016

Mr. Joseph Sollee, Executive Vice President, General Counsel & Chief Compliance Officer

Mr. Sollee has provided legal counsel to MDxHealth since its inception in 2003, and in April 2008 joined our management team. Prior to joining the Company, Mr. Sollee served as Special Counsel with the law firm of Kennedy Covington (now K&L Gates), where he led the Life Sciences Practice Group. Mr. Sollee has more than 20 years of experience in the life sciences industry, and has held senior legal and management positions at Triangle Pharmaceuticals and TherapyEdge. In addition, he has practiced as a corporate attorney in the Washington D.C. legal firm Swidler & Berlin and in investment banking at Smith Barney in New York. Mr. Sollee received a Juris Doctorate in Law (JD) and a Master's degree in International & Comparative Law (LLM) from Duke University, a BA degree from Harvard University, and has been certified into the legal bars of New York, Washington D.C. and North Carolina.

Mr. Christopher Thibodeau, Executive Vice President & U.S. Chief Operations Officer

Mr. Thibodeau joined MDxHealth in September 2010 and brings 20 years of commercial leadership experience, principally in the life sciences and diagnostics arena. As U.S. Chief Operations Officer, he is responsible for MDxHealth's U.S.-based operations. Prior to joining MDxHealth, Mr. Thibodeau served as Senior Director of Marketing at Agendia Inc., Vice President of Sales and Marketing for Numira Biosciences, National Director of Sales US LABS (an industry leader in cancer diagnostic and genomic testing services); and sales and marketing management roles at Ventana Medical. Mr. Thibodeau holds a BA degree from the East Stroudsburg University in Pennsylvania and studied French at the Faculté des Lettres in Nancy, France.

Shareholding Structure

The table below provides an overview of the shareholders that have notified the Company of their ownership of MDxHealth securities. The overview is based on the most recent transparency declarations submitted to the Company.

Shareholder (or Party representing shareholders)	Number of shares	% of outstanding shares	Situation as of	Notification Received
Biovest Comm.VA.	6,600,969	13.24%	Nov. 24, 2016	July 1, 2015
Valiance Asset Management	6,366,834	12.77%	Nov. 24, 2016	July 3, 2015
Total of Notified Shares	12,967,803	26.01%		
Total Outstanding Shares	49,845,595	100.00%		

Biovest Comm. VA is an investment company owned and managed by Mr. Rudi Mariën. Mr. Mariën also serves as a permanent representative of Gengest BVBA on the Board of Directors of MDxHealth. Valiance Asset Management Ltd. is an investment company managed by Mr. Jan Pensaert. Mr. Pensaert also serves as a permanent representative of Valiance Advisors LLP on the Board of Directors of MDxHealth.

The voting rights of the major shareholders of the Company in no way differ from the rights of other shareholders in the Company.

Internal Control and Risk Management Systems

The Company has implemented a number of standard control and management systems for a company of its size and industry sector.

For the reporting of financial information, the Company has specifically implemented the following controls and procedures:

- The Audit Committee reviews all financial information before it is released
- The Board of Directors reviews internal monthly financial information
- The financial auditors not only audit the year-end financial statements, but at the request of the Company they also perform a limited review of the Interim half-year financial statements
- The Company managers and finance department personnel explain all material variances in historical figures and between the budget and actual figures
- The Board of Directors, the Company managers and finance department personnel perform reviews and controls of the key financial figures at each reporting period, some of which are described below
- At the Board of Directors level, there is a periodic review and approval of the following main topics:

  - Overall strategy and strategic options;
  - 5-year business plan and company goals;
  - Ensuing year budget and targets;
  - Comparison of actual results and budgeted figures;
  - Material in-licensing and out-licensing opportunities and deals;
  - Material supplier, contractor, and partnership opportunities and deals;
  - Hiring, motivation, and retention of key talent;
  - Remuneration and benefits;
  - Review and approval of press releases;
  - Financial statements;
  - Internal controls.

Management of the Company is organized on the basis of plans, departments, projects, and corresponding budgets and targets. Progress on the core projects, budgets, and plans are reviewed on a periodic basis. The management has clearly aligned responsibilities as described in the job descriptions which are prepared for all employees of the Company.

A set of measures has been taken to assure the quality of the financial and management information, amongst others:

- The appointment of qualified personnel in key positions with all entities of the Company;
- The definition of a set of standard procedures for key activities such as steps for the approval, purchasing and payment of services and goods;
- The request for the external auditors to pay special attention to areas with specific company and industry risk;
- The request for specialized consultants to assist in designing and/or reviewing key procedures, systems, or reports;
- The audit committee or individual Directors periodically review and are consulted on key matters and procedures and when needed external specialist assistance is sought.

The legal department of MDxHealth under supervision of the CEO, together with the management team has set up internal procedures in order to ensure that acts performed within or by the Company are in compliance with the existing laws and external regulations. The management is also responsible to comply with internal regulations and the Board of Directors is ensuring that the management is respecting the general policies and the corporate plans.

The Board of Directors has established a Code of Business Conduct and Ethics to aid MDxHealth's directors, officers and employees in making ethical and legal decisions when conducting Company business and performing their day-to-day duties. The Code of Business Conduct and Ethics is available in its entirety on the Company's website (www.mdxhealth.com). In addition, the Board has appointed a Chief Compliance Officer to oversee ongoing compliance with the Code of Business Conduct and Ethics and existing laws and external regulations, and to report regularly to the Board of Directors and the Audit Committee on compliance matters.

The risks that the Company is subject to are discussed at the beginning of this document. Risks with respect to infrastructure – such as fire, unwanted access and power failures - have been minimized by taking appropriate measures. For assets which are crucial for the continuity of the Company, being it equipment or components for ConfirmMDx testing or stored human samples, measures have been taken to minimize the risk of loss or destruction of such assets. Next to avoiding risks in this respect, where possible, insurance has been taken to cover loss of these assets, always based however on an economical justification whereby the risk is evaluated against the price to insure the risk. With respect to complying with regulations concerning safety at work, working with biotechnological material and environmental matters in general, appropriate measures were taken within the Company to guarantee compliance with these regulations and to operate with and within the required permits in this respect.

The IT department is responsible for the continuity of the platforms used by the Company to support its operations as well as for the implementation of system access controls and safely storing data. Appropriate measures were taken to assure the continuity of the operations of the Company taking into account the requirements of the different departments.

All employees of the Company are instructed on the rules and policies of the Company via a booklet of work rules, the terms of their employment arrangements, standard operating procedures defined by task/area, and by numerous documents (such as the Code of Business

Conduct and Ethics and the Dealing Code) that are distributed and explained to the personnel. The Directors and key consultants are subjected to the same standard procedures and rules when and where appropriate.

The Intellectual Property (IP)-portfolio, for the protection of knowledge and proprietary technology, is actively managed by evaluating on a regular basis the costs to maintain such protection versus the benefits of doing this. Furthermore, it is clearly communicated to employees on how to deal with confidential information and rules are in place on how to share such information with third parties.

The Board periodically reviews and provides instructions to the management team on how to manage credit risks, interest risks, exchange risks, and liquidity risks. As an example, the Board has given instructions on what type of financial instruments the Company can place its cash and on which it is not allowed to do so. The management also seeks external specialized advice on managing such risks.

Compliance and deviations from the 2009 Belgian Corporate Governance Code

MDxHealth has adopted the 2009 Belgian Corporate Governance Code as its reference code. It complies to a large extent with the provisions of 2009 Code, but believes that certain deviations are justified in view of the Company's specific situation. In line with the "comply-or-explain" principle of the 2009 Code, it should be noted that MDxHealth does not fully comply with the following provisions:

- Given the size of the Company, no internal audit function exists at this time.

- Although, according to the 2009 Code, Non-Executive Directors should not be entitled to performance-related remuneration such as bonuses, stock related long-term incentive schemes, fringe benefits or pension benefits, the Board of Directors is however of the opinion that, for a company of the size of MDxHealth, it may be necessary to issue warrants to Non-Executive Directors, with a view to attracting Directors with the relevant expertise and experience. All Non-Executive Directors have been awarded warrants.

Dealing code

The rules and procedures that apply when Board members and executive managers deal in MDxHealth securities are defined in the Company's Dealing Code. The code prohibits Board members and executive managers from dealing with MDxHealth securities during periods prohibited by applicable laws and regulation or during specific closed periods announced by the Company. The dealing code is available in its entirety on the Company's website (www.mdxhealth.com).

Statutory Auditor

Services performed by the auditor and performance of exceptional activities or execution of special instructions (Article 134 Belgian Company Code)

BDO Réviseurs d'Entreprises Soc. Civ. SCRL, a civil company, having the form of a cooperative company with limited liability (société coopérative à responsabilité limitée/coöperatieve vennootschap met beperkte aansprakelijkheid) organized and existing under the laws of Belgium, with registered office at Da Vincilaan 9, 1935 Zaventem, Belgium, was re-appointed on May 29, 2015 as the statutory auditor of the Company for a term of 3 years ending immediately after the closing of the annual shareholders' meeting to be held in 2018. However, BDO has been the statutory auditor since January 10, 2003, and following the implementation into Belgian law of the European audit reform, and the mandatory rotation requirements, the Company launched a tender to appoint a new statutory auditor at the upcoming annual shareholders' meeting to be held on May 26, 2017. Subject to certain requirements, the new law allows audit firms to be re-appointed for a maximum term of 18 years, and it is anticipated that BDO will be recommended by the Board of Directors for a term of 3 years ending immediately after the closing of the annual shareholders' meeting to be held in 2020. Mr. Gert Claes has represented BDO since May 29, 2015.

The proposal of the Board of Directors to elect the auditor is submitted to the general shareholders' meeting upon proposal by the audit committee.

The statutory auditor and the auditor responsible for the audit of the consolidated financial statements, confirms annually in writing to the audit committee his or her independence from the Company, discloses annually to the audit committee any additional services provided to the Company, and discusses with the audit committee the threats to his or her independence and the safeguards applied to mitigate those threats as documented by him or her.

During the past fiscal year, in addition to their usual activity, the statutory auditor performed additional activities on behalf of the Company mainly for the issuance of special reports related to warrant plans, grant report certification, for participation to the audit committees and for participation to special projects.

The Company expensed €114 thousand (USD equivalent $125 thousand) in fees to the auditor in 2016. The fees are broken down as follows:

- Audit fee for statutory and consolidated financials of €65 thousand ($72 thousand)
- Audit related services (legal missions) €4 thousand ($4 thousand)
- Tax consulting services €44 thousand ($48 thousand)

  Other missions: €1 thousand ($1 thousand)

Conflicts of Interest (Article 523 Belgian Company Code)

Article 523 of the Belgian Company Code provides for a special procedure within the Board of Directors in the event of a possible conflict of interest of one or more Directors with one or more decisions or transactions by the Board of Directors. In the event of a conflict of interest, the Director concerned has to inform his fellow Directors of his conflict of interest in advance of the conflict and must act in accordance with relevant rules of the Belgian Company Code.

Article 524 of the Belgian Company Code provides for a special procedure that applies to intra-group or related party transactions with affiliates. The procedure applies to decisions or transactions between the Company and affiliates of the Company that are not a subsidiary of the Company. It also applies to decisions or transactions between any of the Company's subsidiaries and such subsidiaries' affiliates that are not a subsidiary of the Company. The procedure does not apply to decisions or transactions in the ordinary course of business at customary market conditions, and transactions or decisions with a value of less than 1% of the consolidated net assets of the Company. Such transactions have not occurred.

In accordance with Article 523 of the Belgian Company Code, the Board of Directors clearly stated each time they experienced an interest of a patrimonial nature potentially departing from the interests of the Company.

The following conflicts of interests have been reported in 2016, in each instance prior to the deliberations regarding proposals in relation to the remuneration of Dr. Jan Groen, Managing Director and CEO of the Company:

Minutes of the Meeting of the Board of Directors Held on February 4, 2016

Prior to the deliberation and resolutions regarding the remuneration and personnel matters, Dr. Jan Groen, Managing Director and CEO of the Company, made the following declarations to the Board of Directors, as far as necessary and applicable in accordance with Article 523 of the Belgian Company Code. Dr. Jan Groen informed the meeting that the items to be discussed by the Board of Directors also concerned the remuneration of his mandate as CEO, and that he therefore had a financial interest that conflicts with the discussion and the deliberation by the Board of Directors with respect to the remuneration of his mandate as CEO. Dr. Jan Groen stated that he would inform the Statutory Auditor of the Company of the aforementioned conflict of interest in accordance with Article 523 of the Belgian Company Code. After having made the aforementioned statement, Dr. Jan Groen excused himself from the meeting and left the meeting.

Rules for the Appointment and the Replacement of Directors and the Amendment of the Articles of Association

Pursuant to the Company's articles of association, the Board of Directors of the Company is to be composed of at least 3 Directors. The Company's corporate governance charter requires that the Board of Directors is, to the extent possible, composed of at least five Directors, of which at least three Directors are Independent Directors, and to the extent possible, at least half of the Directors are Non-Executive Directors. The Directors of the Company are appointed by the general shareholders' meeting. However, in accordance with the Belgian Company Code, if the mandate of a Director becomes vacant due to his death or resignation, the remaining Directors have the right to appoint temporarily a new Director to fill the vacancy until the first general shareholders' meeting after the mandate became vacant. The new Director completes the term of the Director whose mandate became vacant. The corporate governance charter provides that Directors can be appointed for a maximum (renewable) term of four years. At the date of this document, the Board of Directors is composed of 7 members, 4 of whom are Independent Directors.

No shareholder is known to have a significant influence on the nomination of the Directors or to have a significant influence on any decision that may cause a direct or indirect advantage to this shareholder.

Amendments to the articles of association (other than an amendment of the corporate purpose) require the presence or representation of at least 50% of the share capital of the Company and the approval of at least 75% of the votes cast. An amendment of the Company's corporate purpose requires the approval of at least 80% of the votes cast at a general shareholders' meeting, which in principle can only validly pass such resolution if at least 50% of the share capital of the Company and at least 50% of the profit certificates, if any, are present or represented. In the event where the required quorum is not present or represented at the first meeting, a second meeting needs to be convened through a new notice. The second general shareholders' meeting can validly deliberate and decide regardless of the number of shares present or represented.

Powers of Directors, in Particular the Power to Issue or Buy Back Shares

The Board of Directors of MDxHealth SA has the broadest powers to manage and represent the Company, except to the extent provided otherwise by applicable law or the Company's articles of association.

By virtue of the resolution of the extraordinary general shareholders' meeting held on June 20, 2016, the Board of Directors has been expressly authorized to increase the share capital in one or more transactions with an amount of up to €36,111,083.86 (the "Authorized Capital"), subject to certain limitations and conditions described below.

The Board of Directors has used its powers under the Authorised Capital, on November 7, 2016, up to three million, six hundred and eleven thousand, one hundred and fifty-seven euros, and fifty-nine cents (€3,611,157.59), by the issuance of four million five hundred twenty-six thousand, nine hundred and sixty-two shares (4,526,962) shares. As a result, the available amount for a share capital increase under the Authorized Capital is equal to thirty-two million, four hundred ninety-nine thousand, nine hundred twenty-six euros and twenty-seven cents (€32,499,926.27).

The Board of Directors can 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 accounting year ending on December 31, 2020. This authorization may be renewed in accordance with the relevant legal provisions.

The capital increases that can be decided according to the Authorized Capital can take place in accordance with the modalities as are to be decided by the Board of Directors, such as:

- by means of contribution in cash or in kind, within the limits as permitted by the Belgian Company Code,
- through conversion of reserves and issuance premiums,
- with or without issuance of new shares, with or without voting rights,
- through issuance of convertible bonds, subordinated or not,
- through issuance of warrants or bonds to which warrants or other tangible values are attached, and/or
- through issuance of other securities, such as shares in the framework of a stock option plan.

In the framework of the use of its powers within the framework of the Authorized Capital, the Board of Directors can limit or cancel the preferential subscription right of the shareholders in the interest of the Company, subject to the limitations and in accordance with the conditions provided for by the Belgian Company Code.

This limitation or cancellation can also occur to the benefit of the employees of the Company and its subsidiaries, and, to the extent permitted by law, to the benefit of one or more specific persons that are not employees of the Company or its subsidiaries.

If, following a capital increase that has been decided within the framework of the Authorized Capital, an issuance premium is paid, the Board of Directors is authorized and obliged to book the amount of such issuance premium onto the account “Issuance Premiums”, that shall serve as guarantee for third parties in the same manner as the Company’s share capital and which, apart from the possibility to convert this reserve into share capital, can only be disposed of in accordance with the rules provided by the Belgian Company Code for amendments to the articles of association.

By virtue of the resolution of the extraordinary general shareholders’ meeting held on June 27, 2013, the Board of Directors has also been 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 on 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 Company Code. The Board of Directors can exercise this power for a period of maximum three years starting as of the date of the publication of the relevant resolution of the extraordinary general shareholders' meeting in the Annexes to the Belgian Official Gazette.

The Board of Directors is authorized, with power of substitution, to amend the articles of association upon each capital increase realized within the framework of the Authorized Capital, in order to bring them in accordance with the new situation of the share capital and the shares.

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Remuneration Report

The following report has been prepared by the nomination and remuneration committee and approved by the Board of Directors of MDxHealth on April 20, 2017. This report contains the remuneration report as referred to in Article 96, §3 of the Belgian Company Code (the "Remuneration Report"). The Company has reviewed the remuneration policy of its management, Executive and Non-Executive Directors in light of Article 96 of the Belgian Company Code, as supplemented by the relevant provisions of the 2009 Belgian Corporate Governance Code, and has prepared this Remuneration Report in accordance with the requirements contained therein.

Procedure adopted in 2016 to develop a remuneration policy

During 2016, MDxHealth has continued to apply the remuneration policy first adopted in 2012. In conformity with the applicable legislation, the nomination and remuneration committee of the Board of Directors, composed of Non-Executive members of the Board, has the tasks (i) to formulate proposals on the remuneration policy applicable to directors, managers and other executives, as well as on the determination of their remuneration on an individual basis, and (ii) to prepare the remuneration report to be inserted in the corporate governance statement of the annual report.

The remuneration report will be submitted to a vote by the annual general shareholders' meeting. The main recommendations seek to align the interests of the Board members with the goals of the Company, and can be summarized as follows:

- the setting in place of an equity incentive program, including a general pool of stock options in the form of warrants, for management and other personnel;
- the non-granting of fees to Non-Independent Directors for serving on the Board;
- the demand (but not the request) to Independent Directors serving as representatives of investors that own an amount of Company shares greater than the five percent (5%) transparency filing threshold to waive their Board fees;
- the change from the variable component of Board remuneration to a fixed annual compensation scheme;
- the annual grant of ten thousand (10,000) stock warrants to each Non-Executive Board member, under the terms of a Company warrant program.

These recommendations, as reflected in the remuneration policy, were first implemented in 2012 and, except for an increase in the fixed annual warrant grant from six thousand (6,000) to ten thousand (10,000) warrants, remained applicable for the accounting year 2016. The increase in annual warrants grants was first approved at the annual general shareholders' meeting held in May 2014.

Procedure adopted to determine the level of remuneration.

Directors

Annually, the nomination and remuneration committee reviews the fee levels paid to Directors and compares them to fee levels paid at other comparable companies.

Grants of warrants to Directors are recommended by the non-conflicted members of the nomination and remuneration committee, reviewed by the Board of Directors and submitted to the general shareholders' meeting for approval. Non-Executive Directors may be entitled to warrants. Such warrants must be approved by a general shareholders' meeting. The warrants are used to attract, motivate, and retain key talents at the Director level. The number of warrants granted to Non-Executive Directors has remained low compared to the number of total outstanding security instruments. Non-Executive Directors are not entitled to bonuses, fringe benefits or pension benefits.

Non-Executive Board members who provide services to the Company outside of the formal Board meetings or Board committee meetings, must have their work and fees pre-approved by the non-conflicted members of the nomination and remuneration committee. These fees are then submitted for approval at the ensuing annual general shareholders' meeting.

For the executive Director position, the nomination and remuneration committee proposes remuneration changes and bonuses, if any to the Board of Directors for approval.

CEO and managers

The remuneration of the executive management is designed to attract, retain and motivate executive managers. The level and structure of the remuneration are subject to an annual review by the nomination and remuneration committee to take into account market practice. The annual review does not provide mechanisms for automatic adjustments, except for changes that are legally required.

The fixed remuneration level, the variable bonus, and the objectives of the CEO are reviewed by the nomination and remuneration committee, compared to industry and market levels, and confirmed by the Board of Directors. The Board of Directors sets the Company objectives and the personal objectives of the CEO.

The CEO sets the personal objectives of the other executive managers. He recommends grants of warrants, bonuses and changes, if any, in the fixed remuneration of executive managers to the nomination and remuneration committee. The nomination and remuneration committee reviews these recommendations and compares them to industry and market practices. It then proposes the warrant grants, bonuses and remuneration changes, if any, to the Board of Directors, and to the extent required by applicable law, to the general shareholders' meeting, for approval.

Declaration on the remuneration policy

Remuneration policy in 2016

The Board of Directors determines, upon recommendation of the nomination and remuneration committee, the remuneration policy for Directors and Managers.

Directors

The remuneration policy for Non-Executive and executive Directors was modified at the annual shareholders' meeting of May 25, 2012, and remained in effect for the accounting year 2016.

Non-executive Directors

The Non-Executive Directors are remunerated on the basis of a pre-defined fixed annual retainer fee. The fee level is the applicable fixed annual retainer fee approved at the last annual general shareholders' meeting concerning this matter, i.e.:

- €35,000 (USD equivalent $38,591[1]) for the Chair of the Board of Directors;
- €30,000 ($33,078[1]) for the Chair of the Audit Committee;
- €28,000 ($30,873[1]) for the Chair of the Nomination and Remuneration Committee; and
- €25,000 ($27,565[1]) for any other Director.

A record of Board attendance is maintained by the secretary to the Board of Directors. This record is then reviewed by the Board of Directors and confirmed by the approval of the Board minutes. Regular attendance at scheduled meetings of the Board of Directors, including committee meetings, is expected. In the event that a Director fails to attend at least 75% of the scheduled meeting of the Board of Directors during a calendar year, the Board may reduce such Director's applicable annual retainer fee by a pro rata amount to reflect actual attendance.

Apart from the above remuneration, Directors will be entitled to a reimbursement of out of pocket expenses actually incurred to participate to Board meetings.

Although all Non-Executive Directors have the right to receive the foregoing applicable annual retainer fee, the Board suggests that each Non-Independent Director elect, in his or her discretion, to waive its right to receive such fees. In calendar year 2016, the two Non-Independent Directors, who have not held an executive position within the Company, agreed to waive their Director's fees.

The mandate of Non-Executive Directors can be terminated at any time without any compensation. Non-Executive Directors do not receive any form of pension plan benefits from the Company. The Company has not made any loans to the members of the Board of Directors.

Executive Directors

Executive Directors do not receive any remuneration for their position as a Director. Executive Directors are only remunerated for their role as executive managers. These individuals receive a fixed remuneration plus a variable bonus that is linked to their personal achievements and the achievements of the Company. They do not receive any additional remuneration for the exercise of their Board mandate. The mandate of executive Directors may be terminated at any time without any form of compensation. Their remuneration package is approved by the general shareholders' meeting. The CEO is the only executive Director of the Board of Directors of the Company and he does not earn any remuneration in respect of his executive Director position.

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[1] Exchange rate 1 €= 1.1026 $ (historical rate 2016)

Relative importance of the components of remuneration

The relative importance of the various components of remuneration as referred to in article 96, §3, al. 2, 2°, b) of the Belgian Company Code, is provided below under the "Remuneration Amounts for the Reported Year" section of this Remuneration Report.

CEO and managers

Each member of the executive management is entitled to a basic fixed remuneration designed to fit responsibilities, relevant experience and competences, in line with market rates for equivalent positions. The majority of the annual remuneration is a fixed compensation amount. There is no minimum or maximum variable bonus.

The CEO has a fixed remuneration, a fixed bonus and a variable bonus linked to the performance of the Company and to his capacity to manage remuneration costs.

The management team members receive a fixed remuneration plus a variable bonus that is linked to their personal achievements (i.e. experience, know-how, education, skills, responsibilities, and performance) and the achievements of the Company. The remuneration is closely linked to performance. Bonuses, if any, are linked to identifiable objectives and to special projects and are set and measured on a calendar-year basis. Non-performers are not retained in the Company. The performance objectives of the management team members are primarily evaluated with regard to the following criteria: (i) respect of the Board-approved annual budget, and (ii) meeting measurable operational targets. The various objectives and their weighting may differ for the individual managers. The nomination and remuneration committee of the Board of Directors meets annually to review the performance of the managers, to compare the actual measurable results to the objectives that were pre-defined by the committee, and to establish the measurable objectives for the ensuing calendar year.

Each member of the executive management who is a salaried employee may be entitled to a number of fringe benefits, which may include participating in a defined contribution pension or retirement scheme, disability insurance, a company car, a mobile telephone, internet access and/or a laptop computer according to general Company policy, and other collective benefits (such as hospitalization insurance and meal vouchers).

In 2016, all the members of the executive management were engaged on the basis of an employment contract. The employment contracts are generally for an indefinite term, with a trial period. The employment contracts may be terminated at any time by the Company, subject to a severance notice or payment in line with market standards (see also above). The employment contracts include, where appropriate, non-competition undertakings, as well as confidentiality and IP transfer undertakings (that will try to seek maximum protection of the Company's interests, under applicable laws and subject to the employee's agreement).

Executive members who are engaged on the basis of a services contract do not receive fringe benefits, except that they may be provided with a mobile phone and laptop computer according to General Company policy, and they qualify for reimbursement of expenses incurred while carrying out their professional responsibilities.

Executive managers of the Company that are employed under employee contracts are entitled to enroll in defined-contribution type pension plans (such as 401K plans in the United States).

The assets of these pension plans are held and managed by third-party organizations and the Company only makes contributions to these plans during the term of service of the employee. Executive managers of the Company that are engaged on the basis of a service agreement are not entitled to any pension plans or pension plan contributions from the Company.

Warrants

Stock options granted by the Company generally take the form of warrants in the sense of article 496 et seq. of the Belgian Company Code. Warrants can periodically be awarded to managers, Directors, employees, or even certain consultants, primarily as a retention and motivation tool. Warrants typically vest over time (subject to the beneficiary remaining with the Company) and can only be exercised after a specific period of time, except where the Company decides otherwise. There was no significant change in the remuneration policy in 2016.

Expected changes with respect to accounting year 2017 and the following accounting year

No significant change to the remuneration policy of directors and executive managers is envisaged for 2017 or the following accounting year.

The bonuses of the management team members for 2017 and the following accounting year will be primarily linked to the following objectives:

- respect of the Board-approved annual budget, with a focus on revenue growth and cash-flow management;
- meeting measurable operational targets, including specific product development and commercialization goals.

Remuneration Amounts for the Reported Year

Remuneration earned by the Non-Executive Directors for the reported year

The following table provides the 2016 compensation of the Non-Executive Directors in function at the date of this document :

Name[1]	Position[2]	Pro-rata of annual retainer fee (€K)	Other services (€K)	Total[3] (€K)

Mr. Shaffar	NED – Board Chair, member NRC (as from May 2016)	20	0	20
Mr. Erickson	NED – Board Chair, member AC & NRC (until June 2016)	15	0	15
Mrs. Devenyns	NED – AC Chair	30	0	30
Mr. Mariën	NED – member NRC	0	0	0
Mr. Pensaert	NED – member AC	0	0	0
Mr. Narajowski	NED – NRC Chair, member AC	28	0	28
TOTAL for Non-Executive Board members		93	0	93

Notes:

1. *Mr. Mark Shaffar serves on the Board as a permanent representative of Shaffar, LLC. Mr. Rudi Mariën serves on the Board as a permanent representative of Gengest BVBA. Mr. Jan Pensaert serves on the Board as a permanent representative of Valiance Advisors LLP. Mrs. Devenyns serves on the Board as a permanent representative of Hasseltberg BVBA. Mr. Walter Narajowski serves on the Board as a permanent representative of LabDx, L.L.C. Mr. Edward Erickson served on the Board until June 2016 as a permanent representative of Greenlands Consulting, LLC.*
2. *"NED" = Non-Executive Director, "AC" = Audit Committee, "NRC" = Nomination & Remuneration Committee.*
3. *Excludes expense reimbursement and warrants. No other form of remuneration exists for Directors.*

During the course of 2016, the composition of the Board of Directors changed.

During the course of 2016, the Company has not deviated from its remuneration policy for the Non-Executive Directors. The total remuneration of the Board of Directors (including the Executive Director) in 2016, 2015, and 2014 was €668,000 ($732,000), €671,000 ($745,000), and €634,000 ($842,000) respectively (excluding VAT, stock-based compensation and expenses reimbursement).

On May 23, 2006, the Board of Directors decided, with application of Article 523 of the Belgian Company Code, that the Company would indemnify the Directors against any claim by a third party based on Directors' liability, except in the event of gross negligence and wilful misconduct. Therefore the Company has taken out Directors' liability insurance. The insurance policy was renewed in 2016. Additionally, the Company's US subsidiary, MDxHealth, Inc., has entered into indemnification agreements directly with each of its Directors, as well as each Director of the Company, to indemnify each such person for liabilities to the extent that they may arise from, or claims therefor which are based on, US-associated activities of the US subsidiary or of the Company, including any claims based on a theory of derivative liability in the right of the US subsidiary.

Remuneration Earned by the Executive Director for the Reported Year

Dr. Jan Groen is not remunerated for his position as an Executive Director of the Company. Neither is he entitled to any severance pay in case of termination of his mandate as an Executive Director of the Company.

Remuneration earned by the CEO for the reported year

Dr. Jan Groen was hired as CEO starting April 26, 2010. He is remunerated on the basis of his executive management position. The CEO has a variable bonus linked to the performance of the Company, which can amount to a maximum of 30% of his annual compensation, and a fixed annual bonus of maximum €22,000, linked to his capacity to manage human resources costs. Excluding the value of warrants, the remuneration and benefits provided to the CEO in 2016 were composed as follows :

	EURO (€)	$ EQUIVALENT
Fixed gross remuneration[1]:	403,992	445,442
Bonuses paid and awarded[2] (gross) :	113,959	125,650
Pension benefits:	14,988	16,525
Other benefits[3]:	40,325	44,462
TOTAL	573,264	632,079

Notes:

1. *Total cost to the Company, including employer social security contributions and vacation pay accrual.*
2. *Excludes value of 400,000 warrants already created, issued, and accepted (under several warrants plans).*
3. *Includes Company-paid housing, Company car, meal vouchers, and other similar benefits. Excludes reimbursement of normal professional expenses such as telephone and Company travel expenses.*

The total service fees paid to the CEO in 2016, 2015 and 2014 were €573,000, €583,000 and €546,000, respectively (in USD equivalent $632,000, $648,000, and $726,000 respectively) (gross amount, excluding VAT and stock based compensation). It is to be noted that the present CEO was hired in and as from April 2010.

Dr. Jan Groen holds 122,000 shares in the Company. However, upon being hired in April 2010, he was granted 130,000 new warrants in the Company. The warrants were granted at the extraordinary general shareholders' meeting of June 21, 2010 and have the following characteristics:

- Exercise price of €2.07 (one stock option (warrant) gives right to buy one share)
- Vesting: straight-line on a quarterly basis over 4 years (no vesting if less than one year of service or employment is provided)
- Duration of options: 5 years

The IFRS share-based compensation of the above 130,000 warrants granted in 2010 amounts to €162,000.

Dr. Groen was granted an additional 30,000 new warrants in the Company at the Board of Directors' meeting of May 27, 2011, with the following characteristics:

- Exercise price of €1.71 (one stock option (warrant) gives right to buy one share)
- Immediate and full vesting of all stock options on the date of grant (December 7, 2010)
- Duration of options: 10 years

The IFRS share-based compensation of the above 30,000 warrants granted in 2011 amounts to €26,000.

At the Board meeting of December 7, 2011, the non-conflicted members of the Board of Directors agreed to the following bonus for the performance of Dr. Jan Groen in 2011:

- €82,000 cash bonus
- 45,000 new warrants (employee stock options) formally issued on March 15, 2012 to vest straight-line over 4 years. The exercise price is based on the 30-day average market price prior to their issuance. The warrants are not exercisable until after the third anniversary of the date of their grant.

The IFRS share-based compensation of the above 45,000 warrants granted in 2012 amounts to €51,000.

At the Board meeting of December 5, 2012, the non-conflicted members of the Board of Directors agreed to the following bonus for the performance of Dr. Jan Groen in 2012:

- €85,000 cash bonus
- 45,000 new warrants (employee stock options) formally granted on January 1, 2013 to vest straight-line over 4 years. The exercise price is based on the 30-day average market price prior to their grant. The warrants are not exercisable until after the third anniversary of the date of their grant.

The IFRS share-based compensation of the above 45,000 warrants granted in 2013 amounts to €52,000.

At the Board meeting of January 27, 2014, the non-conflicted members of the Board of Directors agreed to the following bonus for the performance of Dr. Jan Groen in 2013:

- €75,800 cash bonus
- 50,000 new warrants (employee stock options) formally granted on March 12, 2014 to vest straight-line over 4 years. The exercise price is based on the 30-day average market price prior to their grant. The warrants are not exercisable until after the third anniversary of the date of their grant.

The IFRS share-based compensation of the above 50,000 warrants granted in 2014 amounts to €86,900.

At the Board meeting of January 22, 2015, the non-conflicted members of the Board of Directors agreed to the following bonus for the performance of Dr. Jan Groen in 2014:

- €105,797 cash bonus

- 50,000 new warrants (employee stock options) formally granted on February 9, 2015 to vest straight-line over 4 years. The exercise price is based on the 30-day average market price prior to their grant. The warrants are not exercisable until after the third anniversary of the date of their grant.

The IFRS share-based compensation of the above 50,000 warrants granted in 2015 amounts to €104,750.

At the Board meeting of February 4, 2016, the non-conflicted members of the Board of Directors agreed to the following bonus for the performance of Dr. Jan Groen in 2015:

- €104,756 cash bonus
- 50,000 new warrants (employee stock options) formally granted on February 4, 2016 to vest straight-line over 4 years. The exercise price is based on the 30-day average market price prior to their grant. The warrants are not exercisable until after the third anniversary of the date of their grant.

The IFRS share-based compensation of the above 50,000 warrants granted in 2016 amounts to €78.050.

At the Board meeting of February 21, 2017, the non-conflicted members of the Board of Directors agreed to the following bonus for the performance of Dr. Jan Groen in 2016:

- €113,959 cash bonus
- 50,000 new warrants (employee stock options) formally granted on February 21, 2017 to vest straight-line over 4 years. The exercise price is based on the 30-day average market price prior to their grant. The warrants are not exercisable until after the third anniversary of the date of their grant.

The IFRS share-based compensation of the above 50,000 warrants granted in 2017 amounts to €121.500.

During the course of 2016, the Company has not deviated from its remuneration policy for the Executive Director.

Remuneration Earned by Other Executive Managers

The 2016 combined remuneration package of the other executive management team members (excluding the CEO) - i.e. Christopher Thibodeau, Joseph Sollee, Miriam Reyes, Philip Ginsburg and Francis Ota - including employer taxes, was €1,500,377.

	Euro (€)	$ equivalent
Fixed gross remuneration[1]:	1,220,242	1,345,440
Bonuses paid and awarded[2] (gross) :	196,078	216,196
Pension benefits:	42,396	46,746
Other benefits[3]:	41,661	45,936
TOTAL	1,500,377	1,654,318

Notes:

1. *Includes employer taxes and vacation pay accrual. Excludes VAT.*
2. *Excludes value of warrants the Board of Directors has agreed to issue to certain other executive managers.*
3. *Includes for some individuals a Company car, meal vouchers, and other similar benefits. Excludes reimbursement of normal professional expenses such as telephone and Company travel expenses.*

The total remuneration and benefits paid to the executive management team members (including the CEO) in 2016, 2015, and 2014 was €2,073,642 €1,849,261 and €1,259,920, respectively (USD equivalent $2,286,399, $2,051,940 and $1,673,650 respectively) (gross amount, excluding VAT and stock based compensation). In the aforementioned figures, the service fees of the managers hired on the basis of a service agreement are included with the salaries of the other management team members.

At the Board meeting February 21, 2017, cash bonuses were awarded to certain executive management team members for their performance in 2016 as follows (amounts exclude employer taxes):

- CEO €113,959 ($125,650)
- Other Executive Management €196,078 ($216,197)

The primary performance objectives for the bonuses of the above management team members in 2016 were the following:

- respect of the Board-approved annual budget, with a focus on cash-flow management
- meeting measurable operational targets, such as the commercialization of its ConfirmMDx for Prostate test and attainment of revenue targets

In the course of 2016, 90,000 warrants were exercised; Christopher Thibodeau exercised 65,000 warrants, Joseph Sollee exercised 25,000 warrants.

During the course of 2016, the Company has not deviated from its remuneration policy for the executive managers.

Special provisions of the contractual relationship of the Executive Managers

The executive managers have contractual agreements. The contracts with each of Dr. Groen and Messrs, Sollee and Thibodeau date from before the entry into force of the law of April 6 2010 on corporate governance in public and listed companies and are in conformity with common employment law. At the meeting of the Board of Directors on December 4, 2013, the Board directed the nomination and remuneration committee to review and assess the remuneration of members of the executive management against industry standards. Following its review and assessment, the nomination and remuneration committee prepared a report and proposal on January 16, 2014, recommending to the Board that certain changes to the existing remuneration terms and levels be implemented. Upon the advice and recommendation of the nomination and remuneration committee, the non-conflicted members of the Board of Directors approved on January 27, 2014, that a number of changes be implemented, including notably an extension of the severance notice or payment, and a retention bonus to encourage employee retention in the event of certain events. Inclusive of the aforementioned changes, the special contractual provisions with each current member of executive management include the following terms:

- the employment contract with Dr. Jan Groen provides that if the employment contract is terminated for a reason other than serious misconduct, he will be entitled to a severance pay of three (3) months gross remuneration per initiated period of five (5) years of service with the Company, however, such severance pay will be at a minimum equivalent to eighteen (18 months) of gross remuneration. This agreement was entered into on April 3, 2010, i.e. before the entry into force of the law of April 6, 2010 on corporate governance in public and listed companies;
- the employment contract with Mr. Joseph Sollee provides that if the employment contract is terminated for a reason other than serious misconduct, he will be entitled to a severance pay of nine (9) months gross remuneration and benefits;
- the employment contract with Mr. Christopher Thibodeau provides that if the employment contract is terminated for a reason other than serious misconduct, he will be entitled to a severance pay of six (6) months gross remuneration and benefits.

Acting under the direction of Board, the Company engaged Marcofin BVBA under the terms of a Management Services Agreement, with Mr. Jean-Marc Roelandt serving as its permanent representative and acting in the role of Chief Financial Officer, to provide financial management services and assistance for the daily operations of the Company's activities, effective as of January 16, 2017. The special contractual provisions of the Marcofin Management Services Agreement include the following terms:

- the services contract with Marcofin BVBA provides that if the contract is terminated for a reason other than serious misconduct, serious breach, bankruptcy or material failure to perform, Marcofin will be entitled to a severance pay of four (4) months gross remuneration and benefits.

The contracts with the Executive managers and the Executive Director do not include a provision as referred to in Article 96, §3, al 2, 11° of the Belgian Company Code: there is no contractual clause in the employment contracts or service agreements with the Executive Directors/management stating that the variable part of the remuneration based upon faulty financial information will be recovered by the Company.

2016 Share-based Compensation of Directors and Executive Managers

During the course of 2016, the following share-based compensation was awarded to Directors of MDxHealth:

- Each Non-Executive Director received 10,000 new warrants
- Dr. Jan Groen, CEO and Executive Director, received 50,000 new warrants
- The other members of the Executive management team received a total of 110,000 new warrants

In reference to the 10,000 new warrants received by each Non-Executive Director in 2016, each Non-Executive Director received:

- 10,000 new warrants at the annual general shareholders meeting of May 29, 2016, with the following characteristics:
    - Exercise price of €4.16 (one stock option (warrant) gives right to buy one share)
    - Cliff vesting over 1 year for all beneficiaries
    - Duration of options: 10 years

A total of 180,000 warrants were granted to executive management in 2016, based on a decision of the Board of Directors on February 4, 2016, with the following characteristics:

- Exercise price of €3.78 (one stock option (warrant) gives right to buy one share)
- Straight-line vesting over 4 years for all beneficiaries
- Exercise Period: the warrants are not exercisable until after the third anniversary the date of their grant
- Duration of warrants: 10 years

An addition 150,000 warrants were granted to executive management in 2017, based on a decision of the Board of Directors on February 21, 2017, with the following characteristics:

- Exercise price of €5.35 (one stock option (warrant) gives right to buy one share)
- Straight-line vesting over 4 years for all beneficiaries
- Exercise Period: the warrants are not exercisable until after the third anniversary the date of their grant
- Duration of warrants: 10 years

The Company has not materially deviated from its remuneration policy during the financial reported year.

Done on April 20, 2017
On behalf of the Board of Directors

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