

MDXHEALTH SA

Public Limited Liability Company
(*société anonyme faisant appel public à l'épargne*)

CAP Business Center
Zone Industrielle des Hauts Sarts
Rue d'Abhooz 31
4040 Herstal
Belgium

Registered with the Register of Legal Persons
VAT BE 0479.292.440 (RLP Liège, Division Liège)

**SPECIAL REPORT OF THE BOARD OF DIRECTORS
IN ACCORDANCE WITH ARTICLE 596 OF THE BELGIAN COMPANIES CODE**

1. INTRODUCTION

This special report has been prepared by the board of directors of MDxHealth SA (the "**Company**") in accordance with Article 596 of the Belgian Companies Code and relates to the proposal of the board of directors to disapply, in the interest of the Company, the statutory preferential subscription right of the Company's existing shareholders and, in so far as required, the Company's existing warrant holders, in connection with the contemplated increase of the share capital of the Company in the framework of the authorized capital with a maximum amount of EUR 3,611,157.59 (excluding issue premium) through the issuance of a maximum of 4,526,962 new shares, to be offered via a private placement, through an accelerated bookbuilding procedure, with a currently unidentified group of institutional, qualified or professional investors (including, subject to applicable securities law rules and regulations, natural persons) in Belgium and abroad, on the basis of applicable private placement exemptions (the "**Transaction**").

In this report, the board of directors explains and clarifies the proposed disapplication of the preferential subscription right in connection with the contemplated increase of the share capital in the framework of the Transaction and, more particularly, the issuance price of the new shares and the financial consequences of the Transaction for the shareholders (including with respect to their participation in the results and the share capital of the Company).

This special report must be read together with the report prepared in accordance with Article 596 of the Belgian Companies Code by the Company's statutory auditor, BDO Réviseurs d'Entreprises Soc. Civ. SCRL, a civil company having the form of a cooperative company with limited liability organised and existing under the laws of Belgium, with registered office at Da Vincilaan 9,1935 Zaventem, Belgium, represented by Mr. Gert Claes.

2. AUTHORIZED CAPITAL

By virtue of the resolution of the extraordinary general shareholders' meeting of the Company held on June 20, 2016, as published by excerpt in the Annexes to the Belgian Official Gazette of July 22, 2016 under number 16103134, the board of directors of the Company has been granted certain powers in the framework of the authorized capital. The powers under the authorized capital have been set out in Article 6 of the Company's Articles of Association.

In the framework of this authorization granted by the extraordinary general shareholders' meeting, the board of directors is authorized to increase the share capital of the Company in one or more transactions for a maximum amount of EUR 36,111,083.86 (excluding issue premium) (the "**Authorized Capital Amount**"), 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, *i.e.*, July 22, 2016, and ending on the date of the annual general shareholders' meeting to be held in 2021 which shall resolve on the annual accounts relating to the financial year ending on December 31, 2020.

The capital increases that can be effected according to the aforementioned authorization can take place in accordance with the modalities that are to be decided by the board of directors, including by means of a contribution in cash or in kind, within the limits as permitted by the Belgian Companies Code, through conversion of reserves and issue 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 disapply the preferential subscription right of the Company's shareholders in the interest of the Company, subject to the limitations and in accordance with the conditions provided for by the Belgian Companies Code. This limitation or disapplication 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.

Up to this day, the board of directors has not yet used its powers under the authorized capital. The board of directors still has the authority under the authorized capital to increase the Company's share capital with an aggregate amount of EUR 36,111,083.86 (excluding issue premium, as the case may be).

3. PROPOSED TRANSACTION

3.1. Structure of the Transaction

In accordance with Article 6 of the Company' Articles of Association, the board of directors envisages to increase the share capital of the Company in the framework of the authorized capital through a contribution in cash of a maximum amount of EUR 3,611,157.59 (excluding issuance premium) by issuing a maximum number of 4,526,962 new shares.

If not all of the offered shares are subscribed for, the proposed capital increase can nevertheless be completed for up to all or part of the subscriptions that the Company will have received and accepted at the applicable issuance price as determined as set forth below and provided that the board of directors, or the placement committee that shall be established by the board of directors (the "**Placement Committee**"), so decides.

Even if all offered shares are subscribed for, the capital increase may eventually be completed by issuing less shares than the number of subscriptions received by the Company at the applicable issuance price as determined as set forth below and provided that the board of directors or the Placement Committee so decides. The board of directors may, for the avoidance of doubt, also decide not to complete the contemplated capital increase, even if all or part of the shares are subscribed for.

The subscription period shall start at the earliest on the day of the board meeting approving the contemplated capital increase and shall end at the latest on November 30, 2016. The board of

directors or the Placement Committee is, however, authorized to already increase the share capital of the Company at any time during the subscription period up to the number of subscriptions that the Company will already have received at that time. The board of directors or the Placement Committee is also authorized to lengthen or shorten the subscription period and/or to prematurely end the subscription period, at its sole discretion, even if the shares have not or only partially been subscribed for.

3.2. Disapplication of the preferential subscription rights of the existing shareholders

In the framework of the contemplated capital increase, the board of directors proposes to disapply the preferential subscription right of the Company's existing shareholders and, in so far as required, the Company's existing warrant holders, in accordance with Article 596 of the Belgian Companies Code, in order to allow Bank Degroof Petercam NV/SA (the "**Sole Lead Manager**") to offer the shares to a large group of currently unidentified Belgian and foreign institutional, qualified and professional investors (including subject to applicable securities law rules and regulations, natural persons), on the basis of applicable private placement exemptions, in the framework of a private placement through an accelerated bookbuilding procedure.

3.3. Issuance price of the new shares

The Sole Lead Manager shall proceed with a so-called accelerated bookbuilding procedure with a group of Belgian and foreign institutional, qualified and professional investors (including subject to applicable securities law rules and regulations, natural persons) that are to be contacted by the Sole Lead Manager during the subscription period in order to solicit their interest to subscribe for the shares that are to be issued by the Company in the framework of the Transaction.

The issuance price of all of the new shares to be issued shall at least be equal to the fractional value (*pair comptable*) of the existing shares, *i.e.*, (rounded) EUR 0.7977 per share. The board of directors or the Placement Committee shall determine the amount of the issuance premium in consultation with the Sole Lead Manager and shall consequently determine the final issuance price (consisting of the fractional value plus issuance premium), *inter alia* taking into account the results of the above mentioned accelerated bookbuilding procedure.

The amount by which the issuance price of the new shares shall exceed the fractional value of the existing shares of the Company (*i.e.*, (rounded) EUR 0.7977) shall be booked as issuance premium. This issue premium shall be accounted for on the liabilities side of the Company's balance sheet under its net equity. The account on which the issue premium shall be booked shall, like the share capital, serve as the guarantee for third parties and can only be reduced on the basis of a lawful resolution of the general shareholders' meeting passed in the manner required for an amendment to the Company's Articles of Association.

3.4. Admission to trading of the new shares

The new shares shall need to be admitted to trading on the regulated market of Euronext Brussels. For this purpose, the Company shall make the necessary filings and applications, all as required by applicable regulations, in order to permit an admission to trading immediately following the issue of the new shares.

3.5. The rights attached to the new shares

The new shares to be issued will have the same rights and benefits as, and rank *pari passu* in all respects with, the existing and outstanding shares of the Company at the moment of their issuance and will be entitled to distributions in respect of which the relevant record date or due date falls on or after the date of issue of the new shares.

4. JUSTIFICATION OF THE PROPOSED TRANSACTION

The board of directors believes that the Transaction is in the interest of the Company because it will improve the net equity position of the Company. The net proceeds of the placement of the new shares will be used mainly to support and scale-up the Company's U.S.-based managed care and related healthcare reimbursement efforts, the sales and marketing efforts in the U.S. for ConfirmMDx and SelectMDx, and the sales and marketing and related commercialization efforts in Europe and the rest of the world for SelectMDx. In addition, depending on the amount raised, the net proceeds will be used to accelerate the product development of the AssureMDx bladder cancer test, and for general corporate purposes. The proposed Transaction may furthermore allow the Company to further strengthen its image with investors, both on a national and an international level, which may be in the interest of the further development of the Company's activities and future capital markets transactions. The Transaction may also allow the Company to broaden its shareholders' structure, both on a national and an international level, which may improve both the stability of the shareholders' structure of the Company and the liquidity of the Company's shares as traded on Euronext Brussels.

5. JUSTIFICATION OF THE ISSUANCE PRICE OF THE NEW SHARES

The issuance price of the new shares shall at least be equal to the fractional value of the existing shares of the Company, *i.e.*, (rounded) EUR 0.7977 per share.

The amount of the issuance premium and, hence, the total issuance price per new share (fractional value plus issuance premium) shall be determined by the board of directors or by the Placement Committee, in consultation with the Sole Lead Manager, on the basis of the results of the aforementioned accelerated bookbuilding procedure that is organised by the Sole Lead Manager. During this process, interested investors can indicate to the Sole Lead Manager their interest to subscribe for the new shares, as well as the number of shares and the issuance price at which they are willing to subscribe for the shares. Such bookbuilding procedure constitutes, in the opinion of the board of directors, a fair and objective method on the basis of which a justified issuance price can be determined.

6. JUSTIFICATION OF THE DISAPPLICATION OF THE PREFERENTIAL SUBSCRIPTION RIGHT

The board of directors proposes to proceed with the contemplated increase of the share capital of the Company in the framework of the authorized capital and with the issuance of the new shares without preferential subscription right of the existing shareholders and, in so far as required, the existing warrant holders. The board of directors hence proposes to disapply the preferential subscription right of the existing shareholders and, in so far as required, the existing warrant holders in connection with the contemplated Transaction.

This disapplication of the preferential subscription right of the existing shareholders and, in so far as required, the existing warrant holders, allows the Sole Lead Manager to offer the newly issued shares directly to a group of Belgian and foreign institutional, qualified and professional investors (including, subject to applicable securities law rules and regulations, natural persons) that are to be contacted by the Sole Lead Manager during the subscription period in order to solicit their interest to subscribe for the newly issued shares.

Firstly, this allows the Company to raise a significant amount of funds through an accelerated process to further finance its activities, as aforementioned.

Secondly, the structure may allow the Company to broaden its shareholders' structure, both on a national and an international level, which may improve both the stability of the shareholders' structure of the Company and the liquidity of the Company's shares as traded on Euronext Brussels. This is in the interest of both the existing shareholders and the Company for the purposes of future capital market transactions.

Thirdly, this may allow the Company to further strengthen its image with investors, both on a national and an international level. This is in the interest of the further development of the Company's activities.

Fourth, and taking into account the Company's experience at the occasion of the initial public offering completed in June 2006 and the private placements realized in the past, the board of directors is not in favour of proceeding with a capital increase by means of a public offering but rather again through a private placement. A public offering is not only very costly for the Company, it also requires a considerably longer preparation, as a result of which the Company could miss a potential window of opportunity which according to the Company's financial advisor currently exists to attract additional funds on the capital market. It is indeed uncertain that such a window of opportunity would still exist in the near future. The private placement hence allows the Company to raise new funds in a fast and cost efficient manner.

For all of the above reasons, the board of directors is of the opinion that the contemplated capital increase, even with disapplication of the preferential subscription right, is in the interest of both the Company and the existing shareholders as this will allow the Company to swiftly and cost-efficiently attract the new funds that are necessary to implement and accelerate its strategy.

7. CERTAIN FINANCIAL CONSEQUENCES OF THE PROPOSED TRANSACTION FOR THE EXISTING SHAREHOLDERS OF THE COMPANY

The following paragraphs provide an overview of certain financial consequences of the proposed Transaction. For further information with regard to the financial consequences of the proposed Transaction, reference is also made to the report prepared in accordance with Article 596 of the Belgian Companies Code by the statutory auditor of the Company, BDO Réviseurs d'Entreprises Soc. Civ. SCRL.

7.1. Introductory comments

The actual effects of the proposed Transaction cannot yet be determined with any certainty, as the key financial parameters of the offering such as the actual number and the issuance price of the new shares to be issued, are unknown as at the date of this report, and will not be known until after the closing of the offering of the new shares and bookbuilding procedure. Furthermore, once started, depending on the circumstances the offering could still be postponed or cancelled.

Accordingly, the discussion herein of the financial consequences of the Transaction for existing shareholders is purely illustrative and hypothetical, and is based on purely indicative financial parameters (where relevant). The actual issuance price and the number of the new shares to be issued in connection with the Transaction may vary significantly from the hypothetical values used in this report.

7.2. Current capital structure of the Company

At the date of this special report, the share capital of the Company amounts to EUR 36,111,083.86, represented by 45,269,633 shares without nominal value, each representing the same fraction of the share capital, *i.e.*, (rounded) EUR 0.7977. The share capital is entirely and unconditionally subscribed for and is fully paid-up.

Furthermore, the following 2,214,688 warrants issued by the Company are still outstanding at the date of this special report (the "**Warrants**"):

- 13,000 outstanding stock options, issued under the form of warrants on April 18, 2007 ("**April 2007 Stock Options**");
- 25,500 outstanding stock options, issued under the form of warrants on May 30, 2008 ("**2008 Stock Options**");
- 22,000 outstanding stock options, issued under the form of warrants on January 27, 2009 ("**2009 Stock Options**");
- 170,000 outstanding stock options, issued under the form of warrants on March 15, 2012, ("**March 2012 Stock Options**");
- 576,813 outstanding stock options, issued under the form of warrants on June 15, 2012 ("**May 2012 Stock Options**"); and
- 1,407,375 outstanding stock options issued under the form of warrants on June 23, 2014 ("**May 2014 Stock Options**") (of which 735,500 stock options have not yet been granted).

Each of the aforementioned Warrants entitles the holders thereof to subscribe for one new share of the Company upon exercise of the relevant Warrant. For the purpose of the full-dilution scenario calculations further below, it is assumed that all of the 2,214,688 outstanding Warrants (including the 735,500 outstanding May 2014 Stock Options that can still be granted) have been effectively granted, have vested and are exercisable. On that basis, if all 2,214,688 Warrants were exercised, 2,214,688 new shares would have had to be issued by the Company.

For the sake of completeness, it should be noted that 43,000 of the aforementioned Warrants have been exercised recently, but the new shares resulting from the exercise have not yet been issued.

7.3. Evolution of the share capital and participation in the results

Each share in the Company currently represents an equal part of the share capital of the Company and provides for one vote in function of the part of the capital it represents. The issuance of the new shares in the framework of the Transaction will lead to a dilution of the existing shareholders of the Company and of the relative voting power of each share in the Company.

The dilution relating to the voting right, also applies, *mutatis mutandis*, to the participation of each share in the profit and liquidation proceeds and other rights attached to the shares of the Company, such as the preferential subscription right in case of a capital increase in cash through the issuance of shares.

Specifically, prior to the Transaction (and the exercise of the Warrants), each share participates equally in the profit and liquidation proceeds of the Company and the preferential subscription right in case of a capital increase in cash. Upon the issuance of the new shares in the framework of the Transaction (and upon exercise of the Warrants), the new shares to be issued will have the same rights and benefits as, and rank *pari passu* in all respects with, the existing and outstanding shares of the Company at the moment of their issuance and will be entitled to distributions in respect of which the relevant record date or due date falls on or after the date of issue of the shares. As a result (and to the extent the new shares will be issued and subscribed for), the participation by the existing shares in the profit and liquidation proceeds of the Company and the preferential subscription right at a capital increase in cash, shall be diluted accordingly.

The evolution of the share capital and the number of securities, with voting rights attached, of the Company as a result of the proposed Transaction is simulated below. Subject to the methodological reservations noted in paragraph 7.1, the table below reflects the impact of the Transaction at various issue price levels, assuming a maximum number of 4,526,962 new shares to be issued in the framework of the Transaction. The table below assumes for the sake of the theoretical computation of the dilutive effect, that existing shareholders would subscribe for none of the new shares (maximal dilution).

Evolution of the number of outstanding shares

Before exercise of existing Warrants	
Outstanding shares.....	45,269,633
New shares to be issued in the Transaction ⁽¹⁾	4,526,962
Total shares outstanding.....	49,796,595
Dilution	9.09%
After exercise of existing Warrants⁽²⁾	
Outstanding shares.....	45,269,633
New shares to be issued upon exercise of April 2007 Warrants	13,000
New shares to be issued upon exercise of 2008 Warrants	25,500
New shares to be issued upon exercise of 2009 Warrants	22,000
New shares to be issued upon exercise of March 2012 Warrants	170,000
New shares to be issued upon exercise of May 2012 Warrants	576,813
New shares to be issued upon exercise of June 2014 Warrants	1,407,375
New shares to be issued in the Transaction	4,526,962
Total shares outstanding.....	52,011,283
Dilution	8.70%

Notes:

- (1) The maximum number of new shares that the board of directors envisages to issue in the context of the share capital increase of the Company in the framework of the authorized capital has been capped to a maximum number of 4,526,962 new shares. Therefore, the total issuance price (including issuance premium) will not impact the dilution in terms of number of shares, which, assuming the maximum number of shares is issued, will be the same.
- (2) For the purpose of this simulation, it is assumed that all of the 2,214,688 existing Warrants (*i.e.*, outstanding and still to be granted) were granted, have vested, are immediately exercisable (regardless of their terms and conditions), and have been fully exercised prior to the completion of the Transaction. For the number of shares issuable upon the exercise of the Warrants outstanding, see paragraph 7.2.

The above simulation demonstrates that, assuming an issuance of 4,526,962 new shares, the shares existing immediately prior to the Transaction, would no longer represent 1/45,269,633 of the share capital, but 1/49,796,595 of the resulting share capital. For the shares outstanding immediately prior to the Transaction, this would represent a dilution of the participation in the share capital and the results of the Company of 9.09%.

In the event that all Warrants (outstanding and still to be granted, vested and unvested) would also be exercised and new shares were to be issued as a result thereof, each share existing immediately prior to the Transaction would no longer represent 1/45,269,633 of the share capital, but 1/47,484,321 of the resulting share capital (representing a dilution of 4.66% for the shares outstanding immediately prior to the exercise of all existing Warrants). Assuming that all 4,526,962 new shares issued at the occasion of the Transaction are fully subscribed for, the existing shares would no longer represent 1/47,484,321 of the resulting share capital but 1/52,011,283. For the shares existing immediately prior to the Transaction, this would represent a dilution of the participation in the share capital and the results of the Company of 8.70%.

Subject to the methodological reserves noted in paragraph 7.1, the table below reflects the evolution of the share capital at various price levels, assuming a maximum number of 4,526,962 new shares and a maximum amount of share capital increase of EUR 3,611,157.59 (excluding issuance premium). The maximum amount of share capital increase is computed by multiplying the number of the new shares to be issued with the fractional value of the Company, *i.e.*, (rounded) EUR 0.7977 per share.

Evolution of the share capital ⁽¹⁾

Before the Transaction	
Share capital (in EUR)	36,111,083.86
Outstanding shares	45,269,633
Fractional value (in EUR)	<u>0.7977</u>
Transaction ⁽²⁾	
Increase of share capital (in EUR) ⁽³⁾	3,611,157.59
Number of new shares issued	4,526,962
After the Transaction	
Share capital (in EUR)	39,722,241.45
Outstanding shares	49,796,595
Fractional value (in EUR)	<u>0.7977</u>

Notes:

- (1) This simulation does not take into account the existing Warrants.
- (2) The maximum number of new shares that the board of directors envisages to issue in the context of the share capital increase of the Company in the framework of the authorized capital has been capped to a maximum number of 4,526,962 new shares. Therefore, the total amount of the share capital increase, whatever the total issuance price level (including issuance premium) may be, will never be superior to EUR 3,611,157.59 (excluding issuance premium) as the Company will not be able to issue more than 4,526,962 new shares.
- (3) A portion of the issue price that is equal to the fractional value of the existing shares of the Company (being (rounded) EUR 0.7977 per share) shall be booked as share capital. The portion of the issue price in excess of the fractional value shall be booked as issue premium.

7.4. Participation in the consolidated accounting net equity

The evolution of the consolidated accounting net equity of the Company as a result of the Transaction is simulated below. The simulation is based on the following:

- The unaudited consolidated financial statements of the Company for the six months ended on June 30, 2016 (which have been prepared in accordance with the International Financial Reporting Standards or IFRS, as adopted by the European Union). The consolidated accounting net equity of the Company as at June 30, 2016 amounted to EUR 33,960 (000) (*i.e.*, USD 37,441 (000)¹) or EUR 0.75 per share (based on 45,269,633 outstanding shares as on June 30, 2016).
- The audited consolidated annual financial statements of the Company for the financial year ended on December 31, 2015 (which have been prepared in accordance with the International Financial Reporting Standards or IFRS, as adopted by the European Union). The consolidated accounting net equity of the Company as at December 31, 2015 amounted to EUR 40,147 (000) (*i.e.*, USD 44,262 (000)¹) or EUR 0.89 per share (based on 45,153,633 outstanding shares as on December 31, 2015).
- The simulation does not take into account any changes in the net equity since June 30, 2016 and December 31, 2015, respectively.

For further information on the Company's net equity position on the aforementioned dates, reference is made to the financial statements of the Company, which are available on the Company's website.

Based on the assumptions set out above, as a result of the Transaction, the Company's accounting net equity on a consolidated basis, would be increased as indicated below:

	Transaction		
	Issuance price of EUR 4.00	Issuance price of EUR 4.50	Issuance price of EUR 4.75
Consolidated net equity for H1 2016			
<u>On June 30, 2016</u>			
Net equity (in EUR '000).....	33,960	33,960	33,960
Outstanding shares	45,269,633	45,269,633	45,269,633
Net equity per share (in EUR).....	0.75	0.75	0.75
<u>Transaction</u>			
Increase of net equity (in EUR) ⁽¹⁾	18,107,848.00	20,371,329.00	21,503,069.50
Number of new shares issued	4,526,962	4,526,962	4,526,962
<u>After Transaction</u>			
Net equity (in EUR '000) ⁽²⁾	52,068	54,331	55,463
Outstanding shares	49,796,595	49,796,595	49,796,595
Net equity per share (in EUR) ⁽²⁾	1.05	1.09	1.11

¹

The reporting currency of the Company's financial statements is U.S. dollar. Amounts in U.S. dollar have been converted into euro at the exchange rate of USD 1.1025 for EUR 1.00 as per November 1, 2016.

	Transaction		
	Issuance price of EUR 4.00	Issuance price of EUR 4.50	Issuance price of EUR 4.75
Consolidated net equity for FY 2015			
<u>On December 31, 2015</u>			
Net equity (in EUR '000).....	40,147	40,147	40,147
Outstanding shares ⁽³⁾	45,153,633	45,153,633	45,153,633
Net equity per share (in EUR).....	0.89	0.89	0.89
<u>Transaction</u>			
Increase of net equity (in EUR) ⁽¹⁾	18,107,848.00	20,371,329.00	21,503,069.50
Number of new shares issued	4,526,962	4,526,962	4,526,962
<u>After Transaction</u>			
Net equity (in EUR '000) ⁽³⁾	58,255	60,518	61,650
Outstanding shares ⁽⁴⁾	49,680,595	49,680,595	49,680,595
Net equity per share (in EUR) ⁽³⁾	1.17	1.22	1.24

Note:

- (1) Consisting of the amount of the capital increase and the amount of issuance premium.
- (2) Not taking into account changes in the consolidated net equity after June 30, 2016 (other than the contemplated Transaction).
- (3) Not taking into account changes in the consolidated net equity after December 31, 2015 (other than the contemplated Transaction).
- (4) Not taking into account new shares issued after December 31, 2015, as a result of the exercise of Warrants (other than then contemplated Transaction).

The table above demonstrates that the Transaction will, from a pure accounting point of view, lead to an increase of the amount represented by each share in the statutory and in the consolidated accounting net equity of the Company. Notably, following the Transaction, the consolidated accounting net equity as per June 30, 2016, would amount to, respectively, EUR 1.05, EUR 1.09, and EUR 1.11 per share (instead of EUR 0.75 per share), depending on the applicable issuance price, and the consolidated accounting net equity of the Company as per December 31, 2015 would amount to, respectively, EUR 1.17, EUR 1.22, and EUR 1.24 per share (instead of EUR 0.89 per share), depending on the applicable issuance price

7.5. Financial dilution

The evolution of the market capitalization as a result of the proposed Transaction is simulated below.

Subject to the methodological reservations noted in paragraph 7.1, the table below reflects the impact of the Transaction on the market capitalization and the resulting financial dilution at various price levels, assuming a maximum number of 4,526,962 new shares and a maximum aggregate amount of gross proceeds of the capital increase of EUR 3,611,157.59 (excluding issuance premium).

On November 1, 2016, *i.e.*, the trading date preceding the date of this board report, the Company's market capitalization was EUR 208,693,008.13, on the basis of a closing price of EUR 4.61 per share. Assuming that, following the Transaction, the market capitalization increases exclusively with the funds raised (*i.e.*, respectively EUR 18,107,848.00, EUR 20,371,329.00, or

EUR 21,503,069.50) on the basis of an issuance price of respectively EUR 4.00, EUR 4.50, and EUR 4.75 per share, then the new market capitalization would respectively be EUR 4.55, EUR 4.60, and EUR 4.62 per share. This would represent a (theoretical) financial dilution of respectively 1.22% and 0.22% per share in the event of an issuance price of respectively EUR 4.00 and EUR 4.50, and a (theoretical) financial relation of 0.28% in the event of an issuance price of EUR 4.75.

Evolution of the market capitalization and financial dilution

	Transaction		
	Issuance price of EUR 4.00	Issuance price of EUR 4.50	Issuance price of EUR 4.75
Before the Transaction			
Market capitalisation (in EUR).....	208,693,008.13	208,693,008.13	208,693,008.13
Outstanding shares.....	45,269,633	45,269,633	45,269,633
Market capitalisation per share (in EUR)	4.61	4.61	4.61
Transaction⁽¹⁾			
Funds raised (in EUR).....	18,107,848.00	20,371,329.00	21,503,069.50
Number of new shares issued	4,526,962	4,526,962	4,526,962
After the Transaction			
Market capitalisation (in EUR).....	226,800,856.13	229,064,337.13	230,196,077.63
Outstanding shares.....	49,796,595	49,796,595	49,796,595
Market capitalisation per share (in EUR)	4.55	4.60	4.62
Dilution	-1.22%	-0.22%	0.28%

Note:

- (1) The board of directors envisages to increase the share capital of the Company in the framework of the authorized capital through a contribution in cash by issuing a maximum number of 4,526,962 new shares. Therefore, the effect of the Transaction on the market capitalization will depend on the total amount raised, which depends on the issuance price (including issuance premium).

7.6. Other financial consequences

For a further discussion on the financial consequence of the proposed Transaction, the board of directors refers to the special report prepared in connection therewith by the statutory auditor of the Company.

* * *

Done at Brussels, on November 2, 2016.

On behalf of the board of directors

By:

Dr. Jan Groen
CEO

By:

Hasseltberg BVBA,
with Mrs. Ruth Devenyns as
permanent representative
Director