

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
VAT BE 0479.292.440 (RLP Liège, Division Liège)

INVITATION
ANNUAL AND EXTRAORDINARY GENERAL MEETINGS
to be held on Wednesday, 29 May 2019, at 10:00 a.m.

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

GENERAL INFORMATION

Date, hour and venue: The annual and extraordinary general shareholders' meetings will be held on Wednesday, 29 May 2019 at 10:00 a.m. at Regus Brussels Zuid-Midi Railway Station, Avenue Fonsny 46, box 59, 1060 Brussels, Belgium, or at such other place as will be indicated at that time. There is no quorum requirement for the annual general shareholders' meeting. There is, however, a quorum requirement for the items on the agenda of the extraordinary general shareholders' meeting (see also below under "—Extraordinary General Meeting"). If the quorum for the items on the agenda of the extraordinary general shareholders' meeting were not to be reached, a second extraordinary general shareholders' meeting will be held for these items on Friday, 21 June 2019, unless, as the case may be, decided otherwise on behalf of the Board of Directors.

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

ANNUAL GENERAL MEETING

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

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

Submission of, and discussion on, (a) the combined annual report of the Board of Directors relating to the consolidated and (non-consolidated) statutory financial statements of the Company for the financial year ended on 31 December 2018, (b) the report of the Statutory Auditor relating to the (non-consolidated) statutory financial statements of the Company for the financial year ended on 31 December 2018, and (c) the report of the Statutory Auditor relating to the consolidated statutory financial statements of the Company for the financial year ended on 31 December 2018.

2. Approval of the annual (non-consolidated) statutory financial statements

Submission of, discussion on, and approval of the annual (non-consolidated) statutory financial statements for the financial year ended on 31 December 2018, and approval of the allocation of the result as proposed by the Board of Directors.

Proposed resolution: The general shareholders' meeting resolves to approve the annual (non-consolidated) statutory financial statements of the Company for the financial year ended on 31

December 2018 and to approve the allocation of the annual result as proposed by the Board of Directors.

3. Consolidated financial statements

Submission of, and discussion on, the consolidated financial statements of the Company for the financial year ended on 31 December 2018.

4. Discharge from liability of the Directors

Discharge from liability of the Directors for the exercise of their mandates during the financial year ended on 31 December 2018.

Proposed resolution: The general shareholders' meeting resolves to grant discharge from liability to each of the Directors who was in office during the financial year ended on 31 December 2018, for the performance of its, his or her mandate during that financial year.

5. Discharge from liability of the Statutory Auditor

Discharge from liability of the Statutory Auditor for the exercise of its mandate during the financial year ended on 31 December 2018.

Proposed resolution: The general shareholders' meeting resolves to grant discharge from liability to the Statutory Auditor which was in office during the financial year ended on 31 December 2018, for the performance of its mandate during that financial year.

6. Remuneration report

Submission of, discussion on, and approval of the remuneration report, included in the combined report of the Board of Directors relating to the consolidated financial statements and the (non-consolidated) statutory financial statements of the Company for the financial year ended on 31 December 2018.

Proposed resolution: The general shareholders' meeting resolves to approve the remuneration report for the financial year ended on 31 December 2018.

7. Appointment of Mr. Michael K. McGarrity as Director

Taking into account the advice of the Nomination and Remuneration Committee, the Board of Directors recommends the appointment of Mr. Michael K. McGarrity as Director of the Company. On 28 February 2019, the Board of Directors appointed Mr. Michael K. McGarrity as Chief Executive Officer (CEO) of the Company. The Board of Directors also appointed Mr. McGarrity as Director of the Company, by means of co-optation, in order to fill the vacancy following the resignation of Dr. Jan Groen as Director. Mr. Michael K. McGarrity will be appointed for a term up to and including the closing of the annual general shareholders' meeting to be held in 2023, which will have decided upon the financial statements for the financial year ended on 31 December 2022. Mr. Michael K. McGarrity has more than 25 years of experience in the healthcare industry with a unique combination of device, diagnostics and biotechnology experience. Michael was most recently the CEO of Sterilis Medical. Prior to Sterilis Michael was the CEO of Nanosphere (NASDAQ: NSPH), a nanotechnology-based molecular diagnostics company, where he engineered an operational and strategic turnaround that resulted in its successful sale to Luminex (NASDAQ: LMNX) in 2016. Prior to Nanosphere, McGarrity spent 13 years at Stryker Corporation (NYSE: SYK).

Proposed resolution: The general shareholders' meeting resolves to appoint Mr. Michael K. McGarrity as Director of the Company for a term up to and including the closing of the annual general shareholders' meeting to be held in 2023, which will have decided upon the financial statements for the financial year ended on 31 December 2022. The mandate of Mr. McGarrity as Director shall not be remunerated.

Note: If the proposed resolution set out in point 7 is approved by the general shareholders' meeting, the Company's Board of Directors will be composed of (1) Mr. Michael K. McGarrity, Chief Executive

Officer (CEO) and Executive Director (until 2023), (2) Ahok SPRL, represented by Mr. Koen Hoffman, Independent Director and Chairman of the Board of Directors (until 2021), (3) Lab Dx L.L.C., represented by Mr. Walter Narajowski, Independent Director (until 2020), (4) Hilde Windels SPRL, represented by Ms. Hilde Windels, Independent Director (until 2020), (5) Qaly-Co SPRL, represented by Dr. Lieve Verplancke, Independent Director (until 2021), (6) Gengest SPRL, represented by Mr. Rudi Mariën, Non-Executive Director (until 2021), and (7) Valiance Advisors LLP, represented by Mr. Jan Pensaert, Non-Executive Director (until 2021).

8. Approvals in accordance with Articles 520ter and 556 of the Belgian Companies Code

The Company's current CEO, Mr. Michael McGarrity, is remunerated on the basis of his executive management position. Pursuant to the executive employment agreement entered into between Mr. Michael K. McGarrity and MDxHealth, Inc. (a subsidiary of the Company), Mr. McGarrity, as CEO, is entitled to (a) a gross annual base salary of USD 400,000, which will be reviewed by the Board of Directors (or the Nomination and Remuneration Committee) on an annual basis, (b) an annual bonus of up to 50% of the then applicable base salary, (c) the grant of share options, and (d) a one time sign on bonus in the gross amount of USD 85,000. In relation to item (b), the amount and calculation of the actual annual bonus will be based on Mr. Michael McGarrity's and the Company's achievement of performance goals established in advance by the Board of Directors in its sole discretion. In relation to item (c), the stock options vest gradually over a period of three years and can vest earlier in certain cases that could qualify as a change of control (and not only after the expiry of a three year term).

Proposed resolution: With relation to Mr. Michael McGarrity's remuneration, the general shareholders' meeting resolves (i) in relation to the variable remuneration, to waive the rule of Article 520ter, second paragraph *juncto* Article 525 of the Belgian Companies Code (and any successor provisions pursuant to any legislation that will apply in the future to the Company), whereby at least one quarter of the variable remuneration of an executive director in a company whose shares are admitted to trading on a regulated market must be based on predetermined and objectively measurable performance criteria over a period of at least two years and at least another quarter must be based on predetermined and objectively measurable performance criteria over a period of at least three years; (ii) in relation to grants of stock options, to waive the rule of Article 520ter, first paragraph *juncto* Article 525 of the Belgian Companies Code (and any successor provisions pursuant to any legislation that will apply in the future to the Company), whereby a share can be definitively acquired, and a stock option or any other right to acquire shares can be exercised by a director or a member of the executive management only after three years of their granting; (iii) to grant the Company the possibility to pay to Mr. Michael McGarrity a bonus or award in cash in lieu of (in whole or in part) stock options and, in as far as necessary, waive the rule of Article 520ter, second paragraph *juncto* Article 525 of the Belgian Companies Code (and any successor provisions pursuant to any legislation that will apply in the future to the Company); and (iv) to take note, approve and ratify, in as far as necessary in accordance with Article 556 of the Belgian Companies Code (and any successor provision pursuant to any legislation that will apply in the future to the Company), all clauses included in the executive employment agreement entered into between Mr. Michael K. McGarrity and MDxHealth, Inc. which, in accordance with Article 556 of the Belgian Companies Code, entail rights to third parties that have an impact on the Company's equity, or that give rise to a liability or an obligation of the Company whereby the exercise of such rights is dependent upon a public takeover bid over Company's shares or a change of control over the Company, including without limitation, the automatic accelerated vesting mechanism in case of a "change of control" as defined in the executive employment agreement. The general shareholders' meeting further grants a special power of attorney to each Director of the Company, acting singly and with the power of substitution, to perform the formalities required by Article 556 of the Belgian Companies Code with respect to this resolution.

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

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

EXTRAORDINARY GENERAL MEETING

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

1. Reports – 2019 Stock Option Plan

Submission and acknowledgment of:

- (a) the special report of the Board of Directors of the Company prepared in accordance with Articles 583, 596 and 598 of the Belgian Companies Code in connection with the proposed issuance of 3,000,000 warrants in the framework of a stock option plan, called the "2019 Stock Option Plan", and the proposal to disapply, in the interest of the Company, the preferential subscription right of the Company's shareholders for the benefit of the selected participants, i.e., (mainly) employees, as well as certain Directors and consultants of the Company and its subsidiaries from time to time; and
- (b) the special report of the Statutory Auditor prepared in accordance with Articles 596 and 598 of the Belgian Companies Code in connection with the proposed issuance of 3,000,000 warrants in the framework of the 2019 Stock Option Plan and the proposal to disapply, in the interest of the Company, the preferential subscription right of the Company's shareholders for the benefit of the selected participants, i.e., (mainly) employees, as well as certain Directors and consultants of the Company and its subsidiaries from time to time.

2. Approval of a new warrant plan for employees, Directors and consultants

Proposed resolution: The general shareholders' meeting resolves to approve the issuance of 3,000,000 warrants in the framework of a new warrant plan, called the "2019 Stock Option Plan", for the benefit of (mainly) employees, as well as certain Directors and consultants of the Company and its subsidiaries from time to time, as further described and referred to in the report of the Board of Directors referred to in point 1(a) of the agenda of the meeting. In view thereof, the general shareholders' meeting resolves as follows:

- (a) Terms and conditions of the warrants: The terms and conditions of the warrants (each a "Stock Option") (including but not limited to the exercise price of the Stock Options) shall be as set out in the annex to the special report of the Board of Directors referred to in point 1(a) of the agenda (the "2019 Stock Option Plan"), a copy of which shall remain attached to the minutes reflecting the present resolution. The warrants shall have a maximum term of 10 years as of the date of this resolution.
- (b) Underlying shares: Each Stock Option shall entitle the holder thereof to subscribe for one new share to be issued by the Company. The new shares to be issued at the occasion of the exercise of the Stock Options shall 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 time 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.
- (c) Disapplication of the preferential subscription right of the existing shareholders: The general shareholders' meeting resolves to approve the disapplication of the preferential subscription right of the existing shareholders of the Company for the benefit of the intended beneficiaries of the 2019 Stock Option Plan, whom are mainly the selected employees of the Company and its subsidiaries from time to time, as well as the current and future selected Directors and consultants of the Company and its subsidiaries from time to time, in accordance with the special report of the Board of Directors prepared pursuant to Articles 583, 596 and 598 of the Belgian Companies Code. The current Directors and consultants potentially eligible to be granted warrants in the framework of the 2019 Stock Option Plan are all identified in the aforementioned special report of the Board of Directors. Starting as from 2019, each non-executive Director shall have an entitled to a maximum of 10,000 or (for the Chairman of the Board of Directors) 20,000 Stock Options per annum, and it being understood that the

Company shall have the possibility to pay to non-executive Directors an equivalent amount in cash in lieu of granting Stock Options.

- (d) Confirmation of the subscription to the warrants by the Company: The general shareholders' meeting resolves to approve and confirm that the Company shall be able to subscribe for the Stock Options, so as to create a pool of warrants available for subsequent grants to the selected participants. The Company, however, cannot exercise the warrants for its own account.
- (e) Conditional capital increase and issue of new shares: The general shareholders' meeting resolves, subject to, and to the extent of the exercise of Stock Options, to increase the Company's share capital and to issue the relevant number of new shares issuable upon the exercise of the Stock Options as provided for in the report of the Board of Directors in connection with the 2019 Stock Option Plan. Subject to, and in accordance with, the provisions of the 2019 Stock Option Plan, upon exercise of the Stock Options and issue of new shares, the aggregate amount of the exercise price of the Stock Options will be allocated to the share capital of the Company. To the extent that the amount of the exercise price of the Stock Option, per share to be issued upon exercise of the Stock Option, would exceed the fractional value of the then existing shares of the Company existing immediately prior to the issue of the new shares concerned, a part of the exercise price, per share to be issued upon exercise of the Stock Option, equal to such fractional value shall be booked as share capital, whereby the balance shall be booked as issue premium. Following the capital increase and issuance of new shares, each new and existing share shall represent the same fraction of the share capital of the Company.
- (f) Issue premium: Any issue premium that will be booked in connection with the 2019 Stock Option Plan shall be accounted for on a non-distributable account on the liabilities side of the Company's balance sheet under its net equity, and the account on which the issue premium will be booked shall, like the share capital, serve as a guarantee for third parties and can only be reduced on the basis of a lawful resolution of the general shareholders' meeting passed in the manner required for an amendments to the Company's articles of association.
- (g) Powers of attorney: The Board of Directors is authorised to implement and execute the resolutions passed by the general shareholders' meeting in connection with the Stock Options, and to take all steps and carry out all formalities that shall be required by virtue of the terms and conditions of the Stock Options, the Company's articles of association and applicable law in order to issue or transfer the shares upon exercise of the Stock Options. Furthermore, each of the Company's Directors, acting singly, shall have the power, upon exercise of the Stock Options, to proceed with the recording of (i) the capital increase and issue of new shares resulting from such exercise, (ii) the allocation of the share capital and (as applicable) the issue premium, and (iii) the amendment of the Company's articles of association in order to reflect the new share capital and number of outstanding shares following the exercise of the Stock Options.
- (h) Waivers: As far as needed and applicable, the general shareholders' meeting acknowledges that the warrants to be granted under the 2019 Stock Option Plan shall not be considered as "variable remuneration", nor as "fixed remuneration" or "annual remuneration", pursuant to Articles 520ter, 524bis, 525 and 554 (as applicable) of the Belgian Companies Code (and equivalent or similar provisions of the Belgian Corporate Governance Code of 12 March 2009) (or any successor provision pursuant to any legislation that will apply in the future to the Company) and Provision 7.7 of the Belgian Corporate Governance Code of 12 March 2009.
- (i) Approval pursuant to Article 556 of the Belgian Companies Code: The general shareholders' meeting resolves to take note, approve and ratify, in as far as necessary in accordance with Article 556 of the Belgian Companies Code, all clauses included in the 2019 Stock Option Plan which, in accordance with Article 556 of the Belgian Companies Code, entail rights to third parties that have an impact on the Company's equity, or that give rise to a liability or an obligation of the Company whereby the exercise of such rights is dependent upon a public takeover bid over Company's shares or a change of control over the Company, including without limitation, the automatic accelerated vesting mechanism in case of a "take-over" as defined in the 2019 Stock Option Plan. The general shareholders' meeting further grants a

special power of attorney to each Director of the Company, acting singly and with the power of substitution, to perform the formalities required by Article 556 of the Belgian Companies Code with respect to this resolution.

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

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

PARTICIPATION TO THE MEETINGS

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

Registration date: The registration date for the annual and extraordinary general shareholders' meetings shall be Wednesday 15 May 2019, at midnight (12:00 a.m., Central European Summer Time). Only persons owning securities issued by the Company on Wednesday 15 May 2019, at midnight (12:00 a.m., Central European Summer Time) shall be entitled to participate and, as the case may be, vote at the annual and extraordinary general shareholders' meetings. Only shareholders are entitled to vote. The holders of warrants can attend the general meetings but only with an advisory vote. Shareholders, as well as holders of warrants must satisfy the formalities that are described under "—Participation to the meetings".

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

- (a) *Registration:* Firstly, the right for a holder of securities issued by the Company to participate to and, as applicable, to vote at the annual and extraordinary general shareholders' meetings is only granted on the basis of the registration of the securities concerned on the aforementioned registration date at midnight, via registration, in the applicable register book for the securities concerned (for registered securities) or in the accounts of a certified account holder or relevant settlement institution for the securities concerned (for dematerialized shares).
- (b) *Notification:* Secondly, in order to be admitted to the annual and extraordinary general shareholders' meetings, the holders of securities issued by the Company must notify the Company or ING Belgium whether they want to participate to the meetings. The holders of securities that wish to make such notification can make use of the registration notice form that can be obtained at the Company's registered office and on the Company's website. The notice must reach the Company by mail at its registered office (MDxHealth SA, CAP Business Center, Zone Industrielle des Hauts-Sarts, rue d'Abhooz 31, 4040 Herstal, Belgium, Attention: Mr. Jean-Michaël Scelso) or by e-mail at agsm@mdxhealth.com, at the latest on the sixth calendar day prior to the annual and extraordinary general shareholders' meeting, i.e., on or before Thursday, 23 May 2019 at the latest. The notice to ING Belgium can be made at the counters of ING Belgium on or before Thursday, 23 May 2019 at the latest. For the holders of dematerialized securities, the notice should include a certificate confirming the number of securities that have been registered in their name on the registration date. The certificate can be obtained by the holder of the dematerialized securities with the certified account holder, the applicable settlement institution, or the relevant financial intermediary for the securities concerned.

Representation by proxy: The holders of securities can attend the meetings and vote, as applicable, through a proxy-holder. Proxy forms can be obtained at the Company's registered office and on the Company's website (<http://www.mdxhealth.com>). The proxy must be signed in writing or electronically. The electronic signature

must be an advanced electronic signature in the sense of the Articles 3(11) and 26 of Regulation 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC, or with an electronic signature that complies with the conditions set out in Article 1322 of the Belgian Civil Code. Signed proxies must reach the Company by mail at its registered office (MDxHealth SA, CAP Business Center, Zone Industrielle des Hauts-Sarts, rue d'Abhooz 31, 4040 Herstal, Belgium, Attention: Mr. Jean-Michaël Scelso) or by e-mail at agsm@mdxhealth.com at the latest on the sixth calendar day prior to the annual and extraordinary general shareholders' meetings, i.e., on or before Thursday, 23 May 2019 at the latest. The appointment of a proxy-holder must be made in accordance with the applicable rules of Belgian law, including in relation to conflicts of interest and the keeping of a register. Holders of securities who wish to be represented by proxy must, in any case comply with the formalities to attend the meetings, as explained under "—Participation to the meetings".

Amendments to the agenda and additional proposed resolutions: Shareholders who alone or together with other shareholders hold at least 3% of the share capital of the Company have the right to put additional items on the agenda of the annual and extraordinary general shareholders' meetings and to table draft resolutions in relation to items that have been or are to be included in the agenda. If the required quorum for the items on the agenda of the extraordinary general shareholders' meeting is not reached and a second extraordinary general shareholders' meeting is convened to deliberate and vote on such items, this right will not apply in relation to the agenda of the second extraordinary general shareholders' meeting. Shareholders that wish to exercise this right must prove on the date of their request that they own at least 3% of the outstanding shares. The ownership must be based, for dematerialized shares, on a certificate issued by the applicable settlement institution for the securities concerned, or by a certified account holder, confirming the number of securities that have been registered in the name of the relevant shareholders, and, for registered shares, on a certificate of registration of the relevant shares in the share register book of the Company. In addition, the shareholders concerned must, in any case, comply with the formalities to attend the meetings, as explained under "—Participation to the meetings", with at least 3% of the outstanding shares. A request to put additional items on the agenda and/or to table draft resolutions must be submitted in writing, and must contain, in the event of an additional agenda item, the text of the agenda item concerned and, in the event of a draft resolution, the text of the draft resolution. The request must also mention the mail or e-mail address to which the Company will send the confirmation of receipt of the request. The request must reach the Company by mail at its registered office (CAP Business Center, Zone Industrielle des Hauts-Sarts, rue d'Abhooz 31, 4040 Herstal, Belgium, Attention: Mr. Jean-Michaël Scelso) or by e-mail at agsm@mdxhealth.com at the latest on the twenty-second calendar day prior to the annual and extraordinary general shareholders' meetings, i.e., on or before Tuesday, 7 May 2019 at the latest. In case of amendments to the agenda and proposed additional resolutions as aforementioned, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions no later than on the fifteenth calendar day prior to the annual and extraordinary general shareholders' meetings, i.e., on or before Tuesday, 14 May 2019 at the latest. In addition, the Company shall make amended forms available for votes by proxy. Proxies that reach the Company prior to the publication of an amended agenda remain valid for the agenda items to which the proxies apply, subject, however, to applicable law and the further clarifications set out on the proxy forms.

Right to ask questions: Every shareholder has the right to ask questions to the Directors and the Statutory Auditor related to items on the agenda of a general shareholders' meeting. Questions can be asked during the meetings or can be submitted in writing prior to the meetings. Written questions must reach the Company by mail at its registered office (CAP Business Center, Zone Industrielle des Hauts-Sarts, rue d'Abhooz 31, 4040 Herstal, Belgium, Attention: Mr. Jean-Michaël Scelso) or by e-mail at agsm@mdxhealth.com at the latest on the sixth calendar day prior to the annual and extraordinary general shareholders' meetings, i.e., on or before Thursday, 23 May 2019 at the latest. Written and oral questions will be answered during the meetings concerned in accordance with applicable law. In addition, in order for written questions to be considered, the shareholders who submitted the written questions concerned must comply with the formalities to attend the meetings, as explained under "—Participation to the meetings".

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

DATA PROTECTION

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

AVAILABLE DOCUMENTATION

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

Please address any correspondence on this matter to MDxHealth SA, Mr. Jean-Michaël Scelso, CAP Business Center, Zone Industrielle des Hauts-Sarts, rue d'Abhooz 31, 4040 Herstal, Belgium. The facsimile number is +32 (0)4 259 78 75 and the e-mail address is agsm@mdxhealth.com.

On behalf of the Board of Directors

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