

**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)

<p><b>INVITATION</b> <b>EXTRAORDINARY GENERAL MEETING</b> to be held on Friday, 21 June 2019, at 10:00 a.m.</p>
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As the quorum required for the deliberation and voting on the items in the agenda of the extraordinary general shareholders' meeting of MDxHealth SA (the "**Company**") held on Wednesday, 29 May 2019 was not reached, the holders of securities issued by the Company are invited to attend a second extraordinary general shareholders' meeting of the Company before a notary public.

**GENERAL INFORMATION**

**Date, hour and venue:** The extraordinary general shareholders' meeting will be held on Friday, 21 June 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 place at that time.

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

**AGENDA**

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

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

## PARTICIPATION TO THE MEETING

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

**Registration date:** The registration date for the extraordinary general shareholders' meeting shall be Friday, 7 June 2019, at midnight (12:00 a.m., Central European Summer Time). Only persons owning securities issued by the Company on Friday, 7 June 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 extraordinary general shareholders' meeting. Only shareholders are entitled to vote. The holders of warrants can attend the general meeting but only with an advisory vote. Shareholders, as well as holders of warrants must satisfy the formalities that are described under "—Participation to the meeting".

**Participation to the meeting:** In order to be able to participate to the extraordinary general shareholders' meeting, 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 extraordinary general shareholders' meeting is only granted on the basis of the registration of the securities concerned on the aforementioned registration date at midnight, via registration, in the applicable register book for the securities concerned (for registered securities) or in the accounts of a certified account holder or relevant settlement institution for the securities concerned (for dematerialized shares).
- (b) *Notification:* Secondly, in order to be admitted to the extraordinary general shareholders' meeting, the holders of securities issued by the Company must notify the Company or ING Belgium whether they want to participate to the meeting. 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](mailto:agsm@mdxhealth.com), at the latest on the sixth calendar day prior to the extraordinary general shareholders' meeting, i.e., on or before Saturday, 15 June 2019 at the latest. The notice to ING Belgium can be made at the counters of ING Belgium on or before Friday, 14 June 2019 at the latest, banks being closed on Saturday. 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 meeting 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](mailto:agsm@mdxhealth.com) at the latest on the sixth calendar day prior to the extraordinary general shareholders' meeting, i.e., on or before Saturday, 15 June 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 meeting, as explained under "—Participation to the meeting".

**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 meeting or can be submitted in writing prior to the meeting. Written questions must reach the Company by mail at its registered office (CAP Business Center, Zone Industrielle des Hauts-Sarts, rue d'Abhooz 31, 4040 Herstal, Belgium, Attention: Mr. Jean-Michaël Scelso) or by e-mail at [agsm@mdxhealth.com](mailto:agsm@mdxhealth.com) at the latest on the sixth calendar day prior to the extraordinary general shareholders' meeting, i.e., on or before Saturday, 15 June 2019 at the latest. Written and oral questions will be answered during the meeting concerned in accordance with applicable law. In addition, in order for written questions to be considered, the shareholders who submitted the written questions concerned must comply with the formalities to attend the meeting, as explained under "—Participation to the meeting".

**Access to the meeting room:** The natural persons who attend the extraordinary general shareholders' meeting in their capacity as owner of securities, holder of proxies or representative of a legal entity must be able to provide evidence of their identity in order to be granted access to the meeting room. 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' meeting. The processing of such data will be carried out for the purposes of the organisation and conduct of the 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](mailto:dataprotection@mdxhealth.com).

## AVAILABLE DOCUMENTATION

The following documentation is available on the Company's website (<http://www.mdxhealth.com>): the notice convening the extraordinary general shareholders' meeting, 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 extraordinary general shareholders' meeting as referred to in the agenda of the meeting, the attendance form, and the proxy form. Prior to the extraordinary general shareholders' meeting, holders of securities of the Company can also obtain at the registered office of the Company (CAP Business Center, Zone Industrielle des Hauts-Sarts, rue d'Abhooz 31, 4040 Herstal, Belgium), free of cost, a copy of this documentation. The aforementioned website also mentions the total number of outstanding shares and voting rights of the Company.

Please address any correspondence on this matter to MDxHealth SA, Mr. 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](mailto:agsm@mdxhealth.com).

On behalf of the Board of Directors

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