

## 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 style="text-align: center;"><b>INVITATION</b> <b>ANNUAL GENERAL MEETING</b> to be held on Thursday, 31 May 2018, at 10:00 a.m.</p>
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The holders of securities issued by MDxHealth SA (the "**Company**") are invited to attend the annual general shareholders' meeting of the Company.

### GENERAL INFORMATION

**Date, hour and venue:** The annual general shareholders' meeting will be held on Thursday, 31 May 2018 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. There is no quorum requirement for the annual general shareholders' meeting.

**Opening of the doors:** In order to facilitate the keeping of the attendance list on the day of the annual general shareholders' meeting, 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 2017, (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 2017, 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 2017.

#### 2. Approval of the annual 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 2017, 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 2017 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 2017.

**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 2017.

*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 2017, 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 2017.

*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 2017, 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 2017.

*Proposed resolution:* The general shareholders' meeting resolves to approve the remuneration report for the financial year ended on 31 December 2017.

**7. Re-appointment of Valiance Advisors LLP, represented by its permanent representative Mr. Jan Pensaert, as non-executive Director**

Taking into account the advice of the Nomination and Remuneration Committee, the Board of Directors recommends that Valiance Advisors LLP, represented by its permanent representative Mr. Jan Pensaert, be re-appointed as non-executive Director of the Company for a new term of three years. For further information regarding Valiance Advisors LLP, reference is made to the corporate governance statement included in the annual report of the Board of Directors for the financial year ended on 31 December 2017.

*Proposed resolution:* The general shareholders' meeting resolves to re-appoint Valiance Advisors LLP, represented by its permanent representative Mr. Jan Pensaert, as non-executive Director of the Company for a term up to and including the closing of the annual general shareholders' meeting to be held in 2021 which will have decided upon the financial statements for the financial year ended on 31 December 2020. The mandate of the Director shall be remunerated as set out in relation to non-executive Directors in the remuneration report included in the annual report of the Board of Directors for the financial year ended on 31 December 2017.

**8. Appointment of Hilde Windels BVBA, represented by its permanent representative Ms. Hilde Windels, as new non-executive independent Director**

Taking into account the advice of the Nomination and Remuneration Committee, the Board of Directors recommends confirming the appointment of Hilde Windels BVBA, represented by its permanent representative Ms. Hilde Windels, as independent non-executive Director within the meaning of Article 526ter of the Belgian Companies Code and Provision 2.3 of the Belgian Code on Corporate Governance. On 27 October 2017, the Board of Directors appointed Hilde Windels BVBA as Director of the Company by co-optation following the resignation of Shaffar LLC, represented by its permanent representative Mr. Mark Shaffar, as Director. Hilde Windels BVBA will continue and complete the term of Shaffar LLC, which was appointed for a term up to and including the closing of the annual general shareholders' meeting to be held in 2020 which will have decided upon the financial statements for the financial year ended on 31 December 2019. Ms. Windels has twenty years of experience in the biotechnology, and she already served as Director of the Company from 2010 until 2011. She is currently a member of the board of EryTech SA and Ablynx NV, as well as an executive

director of Biocartis SA. Previously, Mrs. Windels was CEO *ad interim* and Deputy CEO from 2015 until 2017 and CFO from 2011 until 2015 of Biocartis SA, she was independent CFO for several private biotech companies, and CFO of Devgen NV from 1999 until 2008. She was also a member of the board of Devgen NV and FlandersBio VZW. Ms. Windels holds a Masters in Economics from the University of Leuven, Belgium.

*Proposed resolution:* The general shareholders' meeting resolves to confirm the appointment by co-optation, following the resignation of Shaffar LLC, of Hilde Windels BVBA, represented by its permanent representative Ms. Hilde Windels, as non-executive independent Director within the meaning of Article 526ter of the Belgian Companies Code and Provision 2.3 of the Belgian Code on Corporate Governance. Hilde Windels BVBA will continue and complete the term of Shaffar LLC, which was appointed for a term up to and including the closing of the annual general shareholders' meeting to be held in 2020 which will have decided upon the financial statements for the financial year ended on 31 December 2019. It appears from information available to the Company and from information provided by Ms. Hilde Windels that each of Hilde Windels BVBA and Ms. Hilde Windels satisfies the applicable requirements with respect to independence. The mandate of the Director shall be remunerated as set out in relation to independent non-executive Directors in the remuneration report included in the annual report of the Board of Directors for the financial year ended on 31 December 2017.

**9. Appointment of Ahok BVBA, represented by its permanent representative Mr. Koen Hoffman, as new non-executive independent Director**

Taking into account the advice of the Nomination and Remuneration Committee, the Board of Directors recommends that Ahok BVBA, represented by its permanent representative Mr. Koen Hoffman, be appointed as non-executive independent Director of the Company, within the meaning of Article 526ter of the Belgian Companies Code and Provision 2.3 of the Belgian Code on Corporate Governance, for a term of three years. Mr. Hoffman is an economist with more than twenty-five years of experience in the financial sector (investment banking) and holds mandates as director in different listed companies. He is CEO of Value Square NV, an independent asset management boutique with over EUR 500 million under management, independent director and chairman of the board of directors of the listed company Fagron NV and independent director and president of the audit committee of Mithra Pharmaceuticals SA. From 2013 to 2016, Mr. Hoffman served as CEO of KBC Securities NV. He was also chairman of the supervisory board of Patria Finance, a.s. (Czech Republic), board member at Omnia Travel Belgium NV and responsible for all debt capital markets within KBC Belgium NV. Mr. Hoffman holds a master degree in applied economics from the University of Ghent and pursued a Master in General Management (MBA) at Vlerick Management School in 1991.

*Proposed resolution:* The general shareholders' meeting resolves to appoint Ahok BVBA, represented by its permanent representative Mr. Koen Hoffman, as non-executive independent Director of the Company, within the meaning of Article 526ter of the Belgian Companies Code and Provision 2.3 of the Belgian Code on Corporate Governance, for a term up to and including the closing of the annual general shareholders' meeting to be held in 2021 which will have decided upon the financial statements for the financial year ended on 31 December 2020. It appears from information available to the Company and from information provided by Mr. Koen Hoffman that each of Ahok BVBA and Mr. Koen Hoffman satisfies the applicable requirements with respect to independence. The mandate of the Director shall be remunerated as set out in relation to non-executive independent Directors in the remuneration report included in the annual report of the Board of Directors for the financial year ended on 31 December 2017.

*Note:* If the proposed resolutions set out in points 7, 8 and 9 are approved by the general shareholders' meeting, the Company's Board of Directors will be composed of Dr. Jan Groen (until 2021), Gengest BVBA (represented by its permanent representative, Mr. Rudi Mariën) (until 2021), Valiance Advisors LLP (represented by its permanent representative, Mr. Jan Pensaert) (until 2021), LabDx LLC (represented by its permanent representative, Mr. Walter Narajowski) (until 2020), Hasseltberg BVBA (represented by its permanent representative, Ms. Ruth Devenyns) (until 2020), Qaly-Co BVBA (represented by its permanent representative, Dr. Lieve Verplancke) (until 2021), Hilde Windels BVBA (represented by its permanent representative, Ms. Hilde Windels) (until 2020) and Ahok BVBA (represented by its permanent representative, Mr. Koen Hoffman) (until 2021).

**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.

## PARTICIPATION TO THE MEETING

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

**Registration date:** The registration date for the annual general shareholders' meeting shall be Thursday 17 May 2018, at midnight (12:00 a.m., Central European Summer Time). Only persons owning securities issued by the Company on Thursday 17 May 2018, 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 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 annual general 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 annual 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 annual 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 annual general shareholders' meeting, *i.e.*, on or before Friday, 25 May 2018 at the latest. The notice to ING Belgium can be made at the counters of ING Belgium on or before Friday, 25 May 2018 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 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 annual general shareholders' meeting, *i.e.*, on or before Friday, 25 May 2018 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".

**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 general shareholders' meeting and to table draft resolutions in relation to items that have been or are to be included in the agenda. 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 meeting, as explained under "—Participation to the meeting", 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](mailto:agsm@mdxhealth.com) at the latest on the twenty-second calendar day prior to the annual general shareholders' meeting, *i.e.*, on or before Wednesday, 9 May 2018 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 general shareholders meeting, *i.e.*, on or before Wednesday, 16 May 2018 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 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 annual general shareholders' meeting, *i.e.*, on or before Friday, 25 May 2018 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 annual 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.

#### AVAILABLE DOCUMENTATION

The following documentation is available on the Company's website (<http://www.mdxhealth.com>): the notice convening the annual 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 annual general shareholders' meeting as referred to in the agenda of the meeting, the attendance form, and the proxy form. Prior to the annual 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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