

**MDxHealth**

**Société Anonyme**  
CAP Business Center  
Zone Industrielle des Hauts-Sarts  
Rue d'Abhooz 31  
4040 Herstal, Belgium  
VAT BE 0479.292.440 RLP Liège

**INVITATION**

**EXTRAORDINARY GENERAL MEETING**

to be held on Monday June 20, 2016, at 12:30 p.m.

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 Friday May 27, 2016, 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 Monday June 20, 2016 at 12:30 p.m. at the following address: Regus Brussels, Pegassuslaan 3, 1831 Diegem, 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 12:00 p.m.

**AGENDA**

**Agenda and proposed resolution:** The agenda and the proposed resolutions 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. Special report

Submission of, and discussion on, the special report of the Board of Directors prepared in accordance with Article 604 of the Belgian Companies Code in relation to the proposed renewal and amendment of the powers of the Board of Directors to increase the share capital of the Company under the authorized capital as set out below in item 2 of the agenda of the extraordinary general shareholders' meeting.

2. Renewal and amendment of the powers of the Board of Directors to increase the share capital of the Company under the authorized capital

**Proposed resolution:** *The general shareholders' meeting resolves to renew and amend the powers of the Board of Directors to increase the share capital of the Company under the authorized capital as further explained in the special report of the Board of Directors prepared in accordance with Article 604 of the Belgian Companies Code and, as a result, the general shareholders' meeting adopts the following resolutions (whereby the amounts and date referred to in the subsections between square brackets shall be determined at the time of the approval of the proposed resolution in accordance with the proposal set out in such subsections):*

(a) *Article 6.1 of the Company's Articles of Association shall be restated as follows: "By virtue of the resolution of the extraordinary general shareholders' meeting held on [date of the approval of the resolution], the board of directors was expressly authorized to increase the share capital in one or more transactions by a maximum amount of [100% of the amount of the share capital as at the time of the approval of the proposed resolution] (the "Authorized Capital Amount").*

*The board of directors may exercise this power for a period starting on the date of the publication of the relevant resolution of the extraordinary general shareholders' meeting in the Annexes to the Belgian Official Gazette and ending on the date of the annual general shareholders' meeting to be held in 2021, which shall resolve on the annual accounts relating to the financial year ending on December 31, 2020.*

*This authorization may be renewed in accordance with the relevant legal provisions."*

(b) *All the paragraphs of Article 6.2 of the Company's Articles of Association shall remain unchanged, except for paragraph d) of Article 6.2 of the Articles of Association that shall be restated as follows:*

*"By virtue of the resolution of the extraordinary general shareholders' meeting held on [date of the approval of the resolution], the board of directors was also expressly authorized to increase the share capital in one or more transactions following a notification by the Belgian Financial Services and Markets Authority that it has been informed of a public takeover bid for the company's financial instruments, through contributions in cash with cancellation or limitation of the preferential subscription rights of the shareholders (including for the benefit of one or more well defined persons who are not employees of the company) or through contributions in kind, with issuance of shares, warrants or convertible bonds, subject to the terms and conditions provided for in the Belgian Companies Code. The board of directors may exercise this power for a maximum period of up to three years as of the date of the aforementioned resolution."*

(c) *Article 6.3 of the Company's Articles of Association shall be restated as follows: "The board of directors has not used its powers under the authorized capital provided for in article 6.1. As a result, the available amount for a share capital increase under the authorized capital is equal to the Authorized Capital Amount."*

### 3. Amendment of the Articles of Association

***Proposed resolution:*** *The general shareholders' meeting resolves to amend the first paragraph of Article 42bis of the Company's Articles of Association in order to align it with Article 550 of the Belgian Companies Code and, as a result, the general shareholders' meeting resolves to restate the first paragraph of Article 42bis of the Company's Articles of Association as follows: "If the convening notice so provides, a shareholder may vote by distance prior to the general shareholders' meeting, by mail or via electronic means, using forms, the contents of which shall be specified in the notice and which will be made available to the shareholders."*

**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. 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 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 Monday June 6, 2016, at midnight (12:00 a.m., Central European Summer Time). Only persons owning securities issued by the Company on Monday June 6, 2016, 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 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: Ms. Véronique Denis) 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 Tuesday June 14,

2016 at the latest. The notice to ING Belgium can be made at the counters of ING Belgium on or before Tuesday June 14, 2016 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 Article 4, §4 of the Belgian Act of 9 July 2001 regarding the determination of certain rules in relation to the legal framework for electronic signatures and certification services, 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: Ms. Véronique Denis) 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 Tuesday June 14, 2016 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 the 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) 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 Tuesday June 14, 2016 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 owners of securities, holders of proxies or representatives 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 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, Ms. Véronique Denis, CAP Business Center, Zone Industrielle des Hauts-Sarts, rue d'Abhooz 31, 4040 Herstal, Belgium. The facsimile number is +32 (0)4 364 20 71.

On behalf of the Board of Directors

THIS DOCUMENT IS NOT AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY SHARES OR OTHER SECURITIES OF MDXHEALTH SA. THE INFORMATION CONTAINED HEREIN IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION (DIRECTLY OR INDIRECTLY) IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD BE UNLAWFUL.