



Dealing Code

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1. Introduction

MDxHealth SA is a limited liability company (*naamloze vennootschap - NV / société anonyme - SA*) organized and existing under the laws of Belgium, with registered office at CAP Business Center, Zone Industrielle des Hauts Sarts, Rue d'Abhooz 31, 4040 Herstal, Belgium, and registered with the Register of Legal Persons (*rechtspersonenregister – RPR / registre des personnes morales – RPM*) under company number 0479.292.440 (RPM Liège, division Liège). ("**MDxHealth**" or the "**Company**"). It is a listed company of which the shares are admitted to listing and trading on the regulated market of Euronext Brussels. The Company also issued shares which are represented by American Depositary Shares ("**ADSs**") which are admitted to listing and trading on the Nasdaq Capital Market. Therefore, the Company is also subject to the securities laws of the United States.

The initial version of this Dealing Code was adopted by the board of directors of the Company on May 23, 2006 with a view to preventing market abuse. Updated versions were approved on September 1, 2006, June 3, 2010, March 14, 2012 and April 20, 2017. The current version was approved by the board of directors with effect as of November 8, 2021, the date on which the current version has become effective.

Market abuse (insider dealing, unlawful disclosure of inside information and market manipulation) harms the proper functioning of financial markets and the public confidence in securities and derivatives. The objective of the legislation prohibiting market abuse is to ensure the smooth functioning of securities markets and to enhance investor confidence in those markets. This implies that all market participants must be treated equally.

Without prejudice to any other applicable laws and regulations on market abuse, the Company's directors, executive management and staff members must refrain from any acts of market abuse as defined and sanctioned by Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, as amended (the "**Market Abuse Regulation**") and its delegated and implementing EU regulations, as well as the Belgian law of 2 August 2002 on the supervision of the financial sector and the financial services (the "**Belgian Law**"), as well as the applicable securities laws of the United States.

This Dealing Code sets out minimum standards to be followed when dealing in the Company's Financial Instruments (as defined below) relating to the Company. It does not contain an exhaustive overview of all applicable laws and regulations on market abuse and does not purport to replace such laws and regulations, with which full compliance is required. This Dealing Code also applies in addition to other guidelines and procedures that have been established within MDxHealth with respect to confidentiality and the protection of trade secrets.

The board of directors of the Company will review this Dealing Code from time to time and make such changes as it deems necessary and appropriate.

On behalf of the board of directors of the Company.

2. Executive Summary

Background

Since the Company is a listed company, it is important that trading in the Financial Instruments takes place in a transparent manner. If investors believe that the trading in the Financial Instruments is manipulated or that certain people closely associated with the Company take advantage of certain information that is not (yet) known to the public, this could have severe adverse effects on the reputation of the Company and on the trading of its Financial Instruments. In order to deal with this concern, this Dealing Code provides for specific rules to be followed when conducting transactions in Financial Instruments.

Transactions in Financial Instruments relating to the Company

The board of directors of the Company decided that certain rules must be followed when directors, executive managers and certain other staff members of the Company and its Subsidiaries wish to deal in Financial Instruments, including the American Depositary Shares ("**ADSs**") relating to the Company. These are further set forth in section 4 of this Dealing Code, and can be summarized as follows:

- During certain closed periods, no transactions in Financial Instruments relating to the Company may be carried out.
- The following periods are "closed periods":
 - (a) the period starting 30 calendar days preceding the (preliminary) announcement of the Company's annual results and ending at the close of the first Business Day after the day on which the announcement was made;
 - (b) the period of 30 calendar days preceding the (preliminary) announcement of the Company's half year results or quarterly updates and ending at the close of the first Business Day after the day on which the announcement was made; and
 - (c) any other period that will be announced by the Company if there is a risk that persons Dealing during such period could abuse or put themselves under suspicion of abusing "inside information", such as for instance periods leading up to the announcement of important news; such other periods to end at the end of the first Business Day after the day on which a relevant announcement is made.

The Company will give notice of the "closed periods" on the Company's intranet, or through any other means, as appropriate.

These rules on "closed periods" apply not only to directors, executive managers and certain designated staff members of the Company and its subsidiaries, but also to the members of their household and companies or other legal entities with which they are affiliated.

- Directors, executive managers and certain designated staff members of the Company and its subsidiaries not only need to comply with the above rules, but must also report to the Company dealings in Financial Instruments relating to the Company.

Market Abuse

This Dealing Code has been adopted with a view to prevent market abuse (insider dealing, unlawful disclosure of inside information and market manipulation).

In the performance of their function or mandate, directors, executive managers, and staff members of the Company and its subsidiaries can have access to "inside information". As a result, these

persons have an important legal and moral obligation not to commit acts that could qualify as market abuse.

Taking into account the Market Abuse Regulation, this Dealing Code provides for the following:

- the setting up of lists of "insiders", lists of "persons discharging managerial responsibilities" and lists of "persons closely associated with persons discharging managerial responsibilities";
- persons who are "persons discharging managerial responsibilities" or who are "persons closely associated with persons discharging managerial responsibilities" must report certain dealings in Financial Instruments relating to the Company to the Belgian Financial Services and Market Authority (FSMA); and
- persons who are "persons discharging managerial responsibilities" may not engage in certain dealings in Financial Instruments relating to the Company during closed periods.

Non-compliance with the rules on market abuse may lead to administrative sanctions and criminal liability.

Further Information

This Dealing Code sets out minimum standards to be followed and does not contain an exhaustive overview of all applicable rules on market abuse. All persons concerned must ensure at all times that they fully comply with all applicable rules on market abuse. In case of doubts relating to the contents or the meaning of the information contained in this Dealing Code, you should consult an authorized or professional person specialized in advice on these matters.

Furthermore, this Dealing Code applies in addition to the other guidelines and procedures that have been established within the Company with respect to confidentiality and the protection of trade secrets. You should therefore apply both this Dealing Code and the other confidentiality guidelines within the Company.

Compliance Officer

If you have further questions with respect to this Dealing Code, you can contact the Executive Vice President of Corporate Development and General Counsel of the Company, who has been appointed as the Company's compliance officer for purposes of this Dealing Code.

3. Certain Definitions and Expressions

The following terms and expressions that are not defined elsewhere in this Dealing Code shall have the following meaning in this Dealing Code, save where the context requires otherwise:

"**ADSs**" means American Depositary Shares which are admitted to listing and trading on the Nasdaq Capital Market.

"**Business Day**" means any calendar day, except a Saturday, Sunday or legal holiday in Belgium.

"**FSMA**" means the Belgian Financial Services and Markets Authority, the Belgian securities regulator.

"**Closed Period**" means any of the periods specified in section 4.4.1. below.

"**Company**" or "**MDxHealth**" means MDxHealth SA, a limited liability company (*naamloze vennootschap - NV / société anonyme - SA*) organized and existing under the laws of Belgium, with registered office at CAP Business Center, Zone Industrielle des Hauts Sarts, Rue d'Abhoos 31, 4040 Herstal, Belgium, and registered with the Register of Legal Persons (*rechtspersonenregister – RPR / registre des personnes morales – RPM*) under company number 0479.292.440 (RPM Liège, division Liège).

"**Compliance Officer**" means the Executive Vice President of Corporate Development and General Counsel, being the compliance officer appointed by the board of directors for the purpose of monitoring the compliance with this Dealing Code.

"**Deal**" means to carry out any type of dealing in a Financial Instrument, whether any such transaction is carried out on or off a regulated market or stock exchange, or is to be settled by delivery of Financial Instruments, in cash or otherwise or for no consideration, and (where relevant) any transaction envisaged by the Market Abuse Regulation, including but not limited to the following:

- (a) to sell, or contract to sell Financial Instruments;
- (b) to purchase, or contract to purchase Financial Instruments;
- (c) to sell, grant or otherwise dispose of, purchase, accept or otherwise acquire, any option (whether a call, put or both, and whether by way of warrant, contractual option or convertible or exchangeable security or otherwise) to acquire or dispose of, Financial Instruments;
- (d) to enter into any swap or any other transaction, of whatever kind, which directly or indirectly leads to a total or partial transfer to one or more third parties of any interest in Financial Instruments, legal or economic, or which in any way whatsoever fixes, limits or transfers any risk arising from the possibility of price movement, up or down, in respect of Financial Instruments; and
- (e) to agree to do or announce any of the aforementioned transactions.

The concept "**Dealing**" has a correlative meaning.

"**Market Abuse Regulation**" has the meaning as set out in the introduction above.

"**Material Dealing**" means any Dealing involving a transaction or series of transactions over any consecutive thirty (30) day period that, directly or indirectly, collectively leads to a total or partial transfer to one or more third parties of any interest in Financial Instruments (a) relating to 1% or more of the outstanding shares of the Company, or (b) for an aggregate consideration in excess of EUR 1 million.

"Financial Instrument" means any financial instrument (*financieel instrument / instrument financier*), as such term is defined in point (15) of Article 4(1) of Directive 2014/65/EU of 15 May 2014 on markets in financial instruments, relating to the Company. For the avoidance of doubt, "Financial Instrument" includes, without being limited hereto:

- (a) any share issued by the Company;
- (b) any warrant or stock option issued by the Company;
- (c) any bond issued by the Company, whether or not convertible;
- (d) any options, futures, swaps, forward rate agreements and any other derivative contracts relating to securities issued by the Company;
- (e) any ADS representing shares issued by the Company.

"Inside Information" has the meaning set out in section 4.2.3. below.

"Insider List" has the meaning set out in section 4.3.1. below.

"Insiders" has the meaning set out in section 4.2.1. below.

"Person closely associated" means:

- (a) a spouse, or a partner considered to be equivalent to a spouse in accordance with national law;
- (b) a dependent child, in accordance with national law;
- (c) a relative who has shared the same household for at least one year on the date of the transaction concerned; or
- (d) a legal person, trust or partnership, the managerial responsibilities of which are discharged by an Insider or by a person referred to in point (a), (b) or (c), which is directly or indirectly controlled by such a person, which is set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person.

"Person discharging managerial responsibilities" or **"PDMR"** has the meaning set out in section 4.2.2 below.

"Subsidiary" means, when used with respect to the Company, a subsidiary of the Company within the meaning of Article 1:15, 2° of the Belgian Companies and Associations Code of 23 March 2019, as amended from time to time (*dochtervennootschap / filiale*).

4. Rules and Procedures with respect to Dealings in Financial Instruments

4.1. Introduction

This section 4 contains the rules and procedures that need to be observed by Insiders as well as by persons closely associated with Insiders. All Insiders will have to acknowledge that they will comply with this Dealing Code by signing an Acknowledgment Form substantially in the form as set forth in Schedule A hereto. Signing an Acknowledgment Form and complying with the Dealing Code will not entitle an Insider to any specific compensation or other benefit.

The purpose of the rules and procedures set forth in this section 4 is to ensure that Insiders do not abuse, do not place themselves under suspicion of abusing, and maintain the confidentiality of, Inside Information that they may have or be thought to have, especially in periods leading up to announcements of financial results.

This section 4 contains minimum standards to be followed and does not contain an exhaustive overview of all applicable rules on market abuse. The information set out in this section 4 is for information purposes only and should not be construed as legal advice. Furthermore, the information set out in this section 4 only relates to Belgian law and the Market Abuse Regulation that applies in the European Economic Area. Prohibitions on market abuse also apply in other jurisdictions, including the applicable securities laws of the United States. These foreign rules could also be relevant in case of market abuse involving different countries. In case of doubts relating to the contents or the meaning of the information set out in this section 4, you should consult an authorized or professional person specialized in advice on these matters. For further information, you can also contact our Compliance Officer.

Non-compliance with the rules on market abuse may lead to administrative sanctions and criminal liability.

4.2. Insiders, PDMRs and inside information

4.2.1. Insiders

The rules and procedures set forth in this section 4 apply to all of the following persons (the "**Insiders**"):

- the PDMRs;
- the members of the executive management of the Company's Subsidiaries that have been appointed by the board of directors of the Company;
- certain specific employees of the Company and its Subsidiaries, designated by the board of directors or the Compliance Officer of the Company as an "Insider", such as for example certain assistants of directors and employees privy to Inside Information (including on a project specific basis);
- the third parties having access to Inside Information, designated by the board of directors or the Compliance Officer of the Company as an "Insider" (including on a project specific basis).

This section 4 will apply to an Insider so long as such person is an Insider pursuant to the paragraphs above. However, this section 4 will no longer apply, if such person is no longer active for the Company or one of its Subsidiaries in one of the above capacities.

4.2.2. PDMRs

For purposes of this Dealing Code, a "person discharging managerial responsibilities" or "**PDMR**" means a person within the Company who is:

- (a) a member of the board of directors (*raad van bestuur / conseil d'administration*) or the executive management of the Company; or
- (b) a senior executive who is not a member of the bodies referred to in point (a), who has regular access to Inside Information relating directly or indirectly to the Company and power to take managerial decisions affecting the future developments and business prospects of the Company.

4.2.3. Inside information

"Inside Information" means information:

- of a precise nature;
- which has not been made public,
- relating, directly or indirectly, to the Company or to one or more Financial Instruments, and
- which, if it were made public, would be likely to have a significant effect on the prices of those Financial Instruments.

Information is deemed to be "*of a precise nature*" if it indicates a set of circumstances which exists or which may reasonably be expected to come into existence, or an event which has occurred or which may reasonably be expected to occur, where it is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or event on the prices of the Financial Instruments.

Information which, if it were made public, "*would be likely to have a significant effect on the prices of Financial Instruments*" means information a reasonable investor would be likely to use as part of the basis of his or her investment decisions.

Also an intermediate step in a protracted process is deemed to be Inside Information if, by itself, it satisfies the criteria of Inside Information as set out above.

4.3. **Insider list, list of PDMRs and persons closely associated them**

4.3.1. Insider list

The Company will draw up a list of all persons who have access to Inside Information and who are working for the Company under a contract of employment, or otherwise performing tasks through which they have access to Inside Information (the "**Insider List**"). The Company shall promptly update the Insider List in case there is a change in the reason for including a person already on the Insider List, or in case a person is to be added to, or deleted from, the Insider List.

The Company shall take all reasonable steps to ensure that any person on the Insider List acknowledges in writing the legal and regulatory duties entailed and is aware of the sanctions applicable to insider dealing, recommending or inducing another person to engage in insider dealing and the unlawful disclosure of Inside Information.

The Company shall provide the Insider List to the FSMA as soon as possible upon its request.

4.3.2. List of PDMRs and persons closely associated with them

The Company will draw up a list of all PDMRs and all persons closely associated with, and will regularly update such list.

The Company shall notify the PDMRs of their obligations under this Dealing Code and the Market Abuse Regulation in writing by providing them with a copy of this Dealing Code and by obtaining from each PDMR a signed copy of the Acknowledgment Form as set forth in Schedule A hereto.

4.3.3. Notification requirements of PDMRs towards their closely associated persons

PDMRs must notify the persons closely associated with them of their obligations under this Dealing Code and the Market Abuse Regulation in writing and must keep a copy of such notifications. For purposes of making the notifications to persons closely associated with them, PDMRs can make use of the Closely Associated Person (CAP) Notification Form attached hereto as Schedule B.

4.4. *Compliance by Insiders with market abuse prohibitions*

Insiders must comply with the relevant legal rules on insider dealing, unlawful disclosure of Inside Information and market manipulation (together market abuse). Accordingly, they are subject to the following prohibitions:

- (a) **An Insider may not unlawfully disclose inside information:** An Insider who possesses Inside Information may not disclose that information to any other person, except if the Insider does so in the normal exercise of an employment, a profession or duties.

The onward disclosure of recommendations or inducements referred to in prohibition (c) below amounts to unlawful disclosure of Inside Information where the person disclosing the recommendation or inducement knows or ought to know that it was based on Inside Information.

- (b) **An Insider may not engage or attempt to engage in insider dealing:** An Insider who possesses Inside Information may not use that information by Dealing, for its own account or for the account of a third party, directly or indirectly, Financial Instruments to which that information relates. The use of Inside Information by cancelling or amending an order concerning a Financial Instrument to which the information relates where the order was placed before the Insider concerned possessed the Inside Information, shall also be considered to be insider dealing.

Where the Insider is a legal person, the prohibition of insider dealing shall also apply to the natural persons who participate in the decision to carry out the acquisition, disposal, cancellation or amendment of an order for the account of the legal person concerned.

- (c) **An Insider may not recommend that another person engage in insider dealing or induce another person to engage in insider dealing:** An Insider who possesses Inside Information may not recommend or induce another person, on the basis of that information, to Deal in Financial Instruments to which the Inside Information relates, or to cancel or amend an order concerning a Financial Instrument to which the Inside Information relates.

The use of the aforementioned recommendations or inducements amounts to insider dealing where the person using the recommendation or inducement knows or ought to know that it is based on Inside Information.

- (d) **An Insider may not engage in market manipulation:** An Insider may not engage in market manipulation as prohibited by the Market Abuse Regulation and any other relevant legislation.

Non-compliance with the rules on market abuse may lead to administrative sanctions and criminal liability.

4.5. General rules for Dealings in Financial Instruments

4.5.1. Prohibition of Dealings during Closed Periods

During a Closed Period, an Insider may not conduct any Dealings on its own account or for the account of a third party, directly or indirectly, with respect to any Financial Instruments.

The following periods will be "Closed Periods":

- the period of 30 calendar days preceding the (preliminary) announcement of the Company's annual results and ending at the close of the first Business Day after the day on which the announcement was made;
- the period of 30 calendar days preceding the (preliminary) announcement of the Company's half year results or quarterly updates and ending at the close of the first Business Day after the day on which the announcement was made; and
- any other period that will be announced by MDxHealth if there is a risk that persons Dealing during such period could abuse or put themselves under suspicion of abusing Inside Information, such as for instance periods leading up to the announcement of important news; these other periods will end at the end of the first Business Day after the day on which a relevant announcement is made.

The Company will give notice of the Closed Periods on MDxHealth's intranet, or through any other means, as appropriate.

4.5.2. Authorization of Dealings during Closed Periods by the board of directors of the Company

The board of directors of the Company may, upon a reasoned written request by an Insider, allow such Insider to Deal during a Closed Period, either:

- (a) on a case-by-case basis due to the existence of exceptional circumstances, such as severe financial difficulty, which require the immediate sale of shares; or
- (b) due to the characteristics of the trading involved for transactions made under, or related to, an employee share or saving scheme, qualification or entitlement of shares, or transactions where the beneficial interest in the relevant security does not change,

and in each case to the extent permitted by the Market Abuse Regulation or other applicable legislation.

4.5.3. Dealings by persons closely associated with Insiders during Closed Periods

Each Insider must (so far as is consistent with its duty of confidentiality and its duties under the Market Abuse Regulation) seek to prohibit any Dealing by or on behalf of any persons closely associated with such Insider during a Closed Period or at time when the Insider is in possession

of Inside Information. For the avoidance of doubt, each Insider must (so far as is consistent with its duty of confidentiality and its duties under the Market Abuse Regulation) also seek to prohibit any Dealings by persons professionally arranging or executing Dealings on behalf of persons closely associated with such Insider (e.g. brokers and investment managers).

The requirements of this section 4.5.3. however do not apply with respect to transactions by managers of a collective investment undertaking who operate with full discretion.

4.5.4. Dealings by brokers or investment managers

Insiders and persons closely associated with them must advise the persons professionally arranging or executing Dealings on their behalf (e.g. brokers and investment managers) and any other persons executing Dealings on their behalf (in each case including where discretion is exercised) of the Closed Periods and must instruct them not to deal during such Closed Periods.

In addition, each Insider must (so far as is consistent with its duty of confidentiality and its duties under the Market Abuse Regulation) seek to prohibit any Dealing by the persons professionally arranging or executing Dealings on their behalf and by any other persons executing Dealings on their behalf (in each case including where discretion is exercised) at a time where the Insider is in possession of Inside Information.

The requirements of this section 4.5.4. do not apply with respect to transactions by managers of a collective investment undertaking who operate with full discretion.

4.6. **General rules for notifications of Dealings in Financial Instruments**

4.6.1. General notification requirements to the Company

The following notification requirements apply to Dealings allowed pursuant to sections 4.5.1 and 4.5.2 above:

- (a) **Prior notification requirement for Material Dealings by Insiders:** Outside Closed Periods, no Insider may engage in a Material Dealing without notifying the Compliance Officer (or the Chairman of the board of directors of the Company in the event of a Dealing by the Compliance Officer or the Chief Executive Officer) in writing at least two Business Days in advance of its intention to Deal in any Financial Instrument by submitting a completed and signed Material Dealing Notification Form (attached hereto as Schedule C), in which the Insider must also confirm that it is not in the possession of any Inside Information with respect to the Company.
- (b) **Subsequent notification requirements for Dealings by Insiders and persons closely associated with them:** After the Dealing has been executed by an Insider or a person closely associated with an Insider, the Insider or person closely associated with an Insider concerned must inform the Compliance Officer (or the Chief Executive Officer of the Company in the event of a Dealing by the Compliance Officer) thereof by e-mail (including any supporting documents), specifying:
 - the type(s) of Financial Instrument(s) involved;
 - the nature of the Dealing (purchase, sale, acceptance, etc.);
 - the effective date and place of the Dealing, including whether the Dealing has been carried out on or off a regulated market or stock exchange;
 - the quantity of the traded Financial Instruments, their unit price and the total Dealing price.

The subsequent notification must be made promptly and at the latest on the Business Day after the day of the Dealing.

4.6.2. Specific notification requirements to the FSMA for PDMRs and persons closely associated with PDMRs

In addition to the general notification requirements to the Company as set out in section 4.6.1. above, PDMRs and persons closely associated with PDMRs have the obligation to notify the FSMA of every Dealing conducted on their own account relating to the shares or debt instruments of the Company or to derivatives or other financial instruments linked thereto. This notification requirement applies to any subsequent transaction once a total amount of EUR 5,000 has been reached within a calendar year (calculated by adding without netting all relevant transactions).

Without prejudice to section 4.6.1. above, notifications to the FSMA by PDMRs and persons closely associated with PDMRs must be made promptly and no later than three (3) Business Days after the date of the transaction. The notification must be made through the "eMT" application for online notifications, which can be accessed via:

- Dutch: <https://portal-fimis.fsma.be/nl/Account/HomePublic>;
- French: <https://portal-fimis.fsma.be/fr/Account/HomePublic>;
- English: <https://portal-fimis.fsma.be/en/Account/HomePublic>.

4.6.3. Dealings by brokers or investment managers

Dealings undertaken by persons professionally arranging or executing Dealings for Insiders (e.g. brokers and investment managers) or by another person on behalf of an Insider, a PDMR or a person closely associated with an Insider or a PDMR, are also subject to the notification requirements set out in section 4.6.1. above (relevant for all Insiders) and section 4.6.2. above (relevant for PDMRs and their closely associated persons only).

Insiders, PDMRs and persons closely associated with an Insider or a PDMR must therefore advise the persons acting on their behalf or for their account of the requirement to inform them of any Dealings to be executed on their behalf or for their account in view of the notification requirements set out in this Dealing Code.

By way of exception, Dealings executed by managers of a collective investment undertaking who operate with full discretion are not subject to the notification requirements set out in sections 4.6.1. and 4.6.2. above.

4.7. *Shareholder transparency notifications*

Insiders, PDMRs and persons closely associated with Insiders or PDMRs are also subject to the relevant legal provisions with respect to shareholder transparency notifications.

Pursuant to the Belgian Act of 2 May 2007 (as amended from time to time) on the disclosure of significant shareholdings in issuers whose securities are admitted to listing and trading on a regulated market and containing various provisions, a notification to the Company and to the FSMA is required by all natural persons and legal entities (i.e. legal persons, registered business associations without legal personality and trusts) in the following circumstances (non-exhaustive list):

- an acquisition or disposal (directly or indirectly) of voting securities, voting rights or financial instruments that are treated as voting securities;
- the passive reaching of a threshold;

- the reaching of a threshold by persons acting in concert;
- the acquisition or disposal of the control of an entity that holds the voting securities; and
- where the Company introduces additional notification thresholds in the articles of association;

in each case where the percentage of voting rights held by such person reaches, exceeds or falls below the legal threshold, set at 5% of the total voting rights, and 10%, 15%, 20% and further multiples of 5% or, as the case may be, the additional thresholds provided in the articles of association of the Company. The Company has provided for an additional threshold of 3% in its articles of association.

The notification must be made immediately and at the latest within four trading days after the date on which the notification requirement is triggered.

The forms on which such notifications must be made, as well as further explanations, can be found on the website of the FSMA (www.fsma.be). Further information with respect to the transparency notification requirements can also be obtained by contacting the Compliance Officer.

4.8. Amendments to the Dealing Code

This Dealing Code may be amended from time to time by the board of directors of the Company. Amendments to the Dealing Code will be distributed to the Insiders or posted on the Company's intranet. Each Insider that has acknowledged compliance with this Dealing Code by signing an Acknowledgment Form (as set out in Schedule A) shall be deemed to have agreed to comply also with the Dealing Code, as amended from time to time by the board of directors.

4.9. Governing law and jurisdiction

This section 4 shall be governed by and interpreted according to the laws of the Kingdom of Belgium, excluding conflicts of laws rules.

4.10. Records

The Company will maintain written records of insider lists, lists of PDMRs and persons closely associated with PDMRs as well as notifications of Dealings pursuant to section 4.6.1. above.

The Company will have the right to report or disclose to the public or the authorities any Dealings that have been so reported and have been carried out by Insiders, PDMRs or persons closely associated with Insiders or PDMRs, in accordance with applicable law.

[See Schedules Attached]

Schedule A: Acknowledgment Form



**Acknowledgment Form
MDxHealth Dealing Code**

To: MDxHealth SA
for the attention of
the Board of Directors and the Compliance Officer

Ladies,
Gentlemen,

The terms used in this Acknowledgment Form have the meanings given to such terms in the Dealing Code of MDxHealth SA (the "Company").

I, the undersigned, understand that I am an Insider, and further (*check all that apply*):

I have been identified by the board of directors or the Compliance Officer as an Insider.

I am a PDMR within the meaning of the Market Abuse Regulation.

I, the undersigned, confirm and acknowledge that:

- I have received a copy of the MDxHealth Dealing Code;
- I have read and understood all terms and provisions of the Dealing Code and that I undertake to comply with all terms and provisions of the Dealing Code (as may be amended from time to time by the board of directors of the Company) at all times;
- I am aware of the fact that, in addition to the Dealing Code, I am subject to applicable legislation concerning market abuse (including the Market Abuse Directive) which sets out, among others, the administrative and criminal sanctions in case of breach of such legislation;
- I am aware of the legal and regulatory duties applicable to persons who have access to Inside Information and, if applicable to me, the rules concerning PDMRs; and
- I am aware of the sanctions applicable to insider dealing, recommending or inducing another person to engage in insider dealing and the unlawful disclosure of Inside Information.

Done at _____, on _____

Signature: _____

Name: _____

Title: _____

Address: _____

E-mail: _____

Schedule B: CAP Notification Form

**Closely Associated Person (CAP) Notification Form
MDxHealth Dealing Code**

To: *[person closely associated with PDMR]*

In my capacity as "person discharging managerial responsibility" within MDxHealth SA (the "**Company**") or any of its subsidiaries for purposes of Regulation EU No. 596/2014 of the European Parliament and of the Council of 16 April 2014 (the "**Market Abuse Regulation**"), as well as for purposes of the Dealing Code of the Company (the "**Dealing Code**"),

I hereby inform you of the following:

- The Company is required to maintain a list of all "persons discharging managerial responsibility" (PDMRs) and all "persons closely associated" with them;
- As a result of your relationship or affiliation to me, you are a "person closely associated with a PDMR" for purposes of the Market Abuse Regulation and the Dealing Code;
- As a "person closely associated with a PDMR", you are subject to the relevant provisions of the Market Abuse Regulation and the Dealing Code (as attached hereto in schedule);
- In particular, you are subject to the requirements provided for by Article 19 of the Market Abuse Regulation (as also further detailed in the Dealing Code) with respect to your dealings in financial instruments relating to the Company (such as shares) or to derivatives or other financial instruments linked thereto; and You are subject to the applicable legislation on market abuse (including the Market Abuse Regulation) which sets out, among others, the administrative and criminal sanctions in case of breach of such legislation.

Sincerely,

[Name & Title of PDMR]

Acknowledgement of receipt:

Signature: _____

Name: _____

Title: _____

Address: _____

Schedule: Copy of the Dealing Code

Schedule C: Material Dealing Notification Form

**Material Dealing Notification Form
MDxHealth Dealing Code**

Date: _____

I, the undersigned, hereby notify MDxHealth SA (the "**Company**") that:

• I act:

for myself

for (*describe other person or legal entity*): _____

(Please tick applicable box)

• On or about _____ (*Please include relevant date or range*),
I intend to:

purchase

accept

sell

exercise

exercise and immediately sell

(*describe other transaction*): _____

_____ (*number*) of

share(s)

subscription right(s)

warrant(s)

(*describe other financial instrument*): _____

(Please tick applicable box)

I am not in the possession of any Inside Information as defined in the Dealing Code of the Company and/or the relevant legislation.

Signature: _____

Name: _____

Title: _____

Address: _____

E-mail: _____