

**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

**INVITATION**  
**ANNUAL AND EXTRAORDINARY GENERAL MEETINGS**  
to be held on Friday, May 26, 2017, at 10:00 a.m.

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

**GENERAL INFORMATION**

**Date, hour and venue:** The annual and extraordinary general shareholders' meetings will be held on Friday, May 26, 2017 at 10:00 a.m. at Regus Brussels, Pegasuslaan 3, 1831 Diegem, 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. There is, however, a quorum requirement for the items on the agenda of the extraordinary general shareholders' meeting (see also below under "—Extraordinary General Meeting"). If the quorum for the items on the agenda of the extraordinary general shareholders' meeting were not to be reached, a second extraordinary general shareholders' meeting will be held for these items on Monday, June 19, 2017, unless, as the case may be, decided otherwise on behalf of the Board of Directors.

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

**ANNUAL GENERAL MEETING**

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

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

Submission of, and discussion on, (a) the combined annual report of the Board of Directors relating to the consolidated and (non-consolidated) statutory financial statements of the Company for the financial year ended on December 31, 2016, (b) the report of the Statutory Auditor relating to the (non-consolidated) statutory financial statements of the Company for the financial year ended on December 31, 2015, and (c) the report of the Statutory Auditor relating to the consolidated statutory financial statements of the Company for the financial year ended on December 31, 2016.

**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 December 31, 2016, 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 December 31, 2016 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 December 31, 2016.

**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 December 31, 2016.

*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 December 31, 2016, 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 December 31, 2016.

*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 December 31, 2016, 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 December 31, 2016.

*Proposed resolution:* The general shareholders' meeting resolves to approve the remuneration report for the financial year ended on December 31, 2016.

**7. Re-appointment of Dr. Jan Groen as Director**

Taking into account the advice of the Nomination and Remuneration Committee, the Board of Directors recommends that Dr. Jan Groen be re-appointed as Director of the Company for a new term of four years. For further information regarding Dr. Jan Groen, reference is made to the corporate governance statement included in the annual report of the Board of Directors for the financial year ended on December 31, 2016.

*Proposed resolution:* The general shareholders' meeting resolves to re-appoint Dr. Jan Groen as 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 December 31, 2020. The mandate of the Director shall be remunerated as set out in relation to executive Directors in the remuneration report included in the annual report of the Board of Directors for the financial year ended on December 31, 2016.

**8. Re-appointment of Gengest BVBA, represented by Mr. Rudi Mariën, as Director**

Taking into account the advice of the Nomination and Remuneration Committee, the Board of Directors recommends that Gengest BVBA, represented by its permanent representative Mr. Rudi Mariën, be re-appointed as Director of the Company for a new term of four years. For further information regarding Mr. Rudi Mariën, reference is made to the corporate governance statement included in the annual report of the Board of Directors for the financial year ended on December 31, 2016.

*Proposed resolution:* The general shareholders' meeting resolves to re-appoint Gengest BVBA, represented by its permanent representative Mr. Rudi Mariën, as 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 December 31, 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 December 31, 2016.

**9. Appointment of Qaly-Co BVBA, represented by Dr. Lieve Verplancke as new Independent Director**

Taking into account the advice of the Nomination and Remuneration Committee, the Board of Directors recommends that Qaly-Co BVBA, represented by its permanent representative, Dr. Lieve Verplancke be appointed as independent non-executive Director of the Company for a term of four years. Ms. Verplancke is a medical doctor with more than twenty-eight years of experience in the pharmaceutical sector and holds mandates as director in several listed companies and hospitals, as well as in a foundation. She is member of the board of directors of Quest for Growth SA (Euronext Brussels) since 2014, Materialise NV (Nasdaq) since 2015, Europe Hospitals since 2014, Imelda Hospital Bonheiden since 2015, and Stichting tegen Kanker – Fondation contre le Cancer since 2016. She held different sales and marketing positions for an aggregate of ten years at GlaxoSmithKline Biologicals, Merck, and Bristol-Myers Squibb Belgium. Since 1994, she has been leading the Belux subsidiary of Bristol-Myers Squibb Belgium as managing director. Ms. Verplancke holds a doctor degree in medicine and a postgraduate degree in economics from the Catholic University of Leuven. She also pursued a Master in Business Administration (MBA) at Antwerp University.

If proposed resolution 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 2018), LabDx LLC (represented by its permanent representative, Mr. Walter Narajowski) (until 2020), Hasseltberg BVBA (represented by its permanent representative, Ms. Ruth Devenyns) (until 2020), Shaffar LLC (represented by its permanent representative, Mr. Mark Shaffar) (until 2020), and Qaly-Co BVBA, represented by its permanent representative, Dr. Lieve Verplancke (until 2021).

*Proposed resolution:* The general shareholders' meeting resolves to appoint Qaly-Co BVBA, represented by its permanent representative, Dr. Lieve Verplancke, as 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 December 31, 2020. It appears from information available to the Company and from information provided by Dr. Lieve Verplancke that each of Qaly-Co BVBA and Dr. Lieve Verplancke 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 December 31, 2016.

**10. Re-appointment of BDO Réviseurs d'Entreprises Soc. Civ. SCRL as Statutory Auditor**

BDO Réviseurs d'Entreprises Soc. Civ. SCRL has been appointed as Statutory Auditor of the Company since its initial public offering. Pursuant to the new Article 132/1 of the Belgian Companies Code that entered into force on July 16, 2016, the mandate of a statutory auditor of a public-interest entity, such as the Company, cannot exceed nine consecutive years, except in certain circumstances, including where a public tendering process for the statutory audit has been conducted as referred to in Article 17, §4, (a) of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (the "Audit Regulation"). Based on a request for proposals organized by the Company in accordance with the Audit Regulation, the Audit Committee provided a recommendation to the Board of Directors, with a duly justified preference and recommendation to re-appoint BDO Réviseurs d'Entreprises Soc. Civ. SCRL. Taking into account the recommendation and preference of the Audit Committee, the Board of Directors proposes that BDO Réviseurs d'Entreprises

Soc. Civ. SCRL, represented by Mr. Gert Claes, auditor, be re-appointed Statutory Auditor of the Company for a term of three years.

*Proposed resolution:* Taking into account the recommendation and preference of the Audit Committee to the Board of Directors, the general shareholders' meeting resolves to appoint BDO Réviseurs d'Entreprises Soc. Civ. SCRL, represented by Mr. Gert Claes, auditor, as Statutory Auditor of the Company, 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 December 31, 2019. For the duration of its mandate, the annual remuneration of the Statutory Auditor shall be EUR 67,750.00 (excluding VAT, taxes and expenses, as applicable) for the audit of the consolidated accounts of the group and the audit of the (non-consolidated) financial statements of the Company. These fees are subject to a yearly indexation based on the standard index.

#### **11. Remuneration of a new *ad hoc* special committee**

The Board of Directors intends to provide for the possibility to set up a new *ad hoc* special committee of the Board of Directors in order to assist it in relation to scientific, commercial, marketing, strategic, operational and other matters that will be submitted to the committee from time to time by the Board of Directors. Taking into account the advice from the Nomination and Remuneration Committee, the Board of Directors proposes that an aggregate amount of up to EUR 20,000.00 per annum (excluding VAT and similar charges) be approved, which can be distributed in whole or in part by the Board of Directors.

*Proposed resolution:* The general shareholders' meeting resolves that the aggregate remuneration for members of the *ad hoc* special committee that can be set up by the Board of Directors in order to assist it in relation to scientific, commercial, marketing, strategic, operational and other matters that will be submitted to the committee from time to time by the Board of Directors, shall be fixed at an aggregate amount of up to EUR 20,000.00 per year (excluding VAT and similar charges), which can be distributed in whole or in part by the Board of Directors and on the basis of the principles determined by the Board of Directors, as compensation for the members of the committee for the performance of their mandate or the execution of their assignments within the committee. This shall be without prejudice to the other remuneration of the Directors that has been approved by the general shareholders' meeting from time to time.

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

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

### **EXTRAORDINARY GENERAL MEETING**

**Agenda and proposed resolution:** The agenda and proposed 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. Reports – May 2017 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 2,500,000 warrants in the framework of a stock option plan, called the "May 2017 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 2,500,000 warrants in the framework of the May 2017 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 2,500,000 warrants in the framework of a new warrant plan, called the "May 2017 Stock Option Plan", for the benefit of (mainly) employees, as well as certain Directors and consultants (service providers) 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 "May 2017 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 May 2017 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 May 2017 Stock Option Plan are all identified in the aforementioned special report of the Board of Directors.
- (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 May 2017 Stock Option Plan. Subject to, and in accordance with, the provisions of the May 2017 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 May 2017 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 May 2017 Stock Option Plan as well as the other outstanding warrants granted under the currently outstanding plans 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) 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 May 2017 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 takeover as defined in the May 2017 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.

### **3. Amendments of the articles of association**

The Board of Directors proposes to amend Article 33 of the Company's articles of association in order to change the day of the annual general shareholders' meeting from a Friday to a Thursday. Should such day be a Belgian public holiday, the Board of Directors recommends to include the possibility to convene the annual general shareholders' meeting on the preceding business day.

*Proposed resolution*: The general shareholders' meeting resolves to amend the first and second paragraphs of Article 33 of the Company's articles of association in order to change the day of the annual general shareholders' meeting from a Friday to a Thursday. As a result, the general shareholders' meeting resolves to restate the first and second paragraphs of Article 33 of the Company's articles of association as follows:

"The annual general shareholders' meeting must each year be convened on the last Thursday of May at ten o'clock. If this day would be a Belgian public holiday, the annual general shareholders' meeting shall be held on the Business Day immediately preceding such Thursday.

In these articles of association, "Business Day" shall mean any calendar day, with the exception of Saturdays, Sundays and Belgian public holidays."

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

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

## PARTICIPATION TO THE MEETINGS

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

**Registration date:** The registration date for the annual and extraordinary general shareholders' meetings shall be Friday May 12, 2017, at midnight (12:00 a.m., Central European Summer Time). Only persons owning securities issued by the Company on Friday May 12, 2017, at midnight (12:00 a.m., Central European Summer Time) shall be entitled to participate and, as the case may be, vote at the annual and extraordinary general shareholders' meetings. Only shareholders are entitled to vote. The holders of warrants can attend the general meetings but only with an advisory vote. Shareholders, as well as holders of warrants must satisfy the formalities that are described under "—Participation to the meetings".

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

- (a) *Registration:* Firstly, the right for a holder of securities issued by the Company to participate to and, as applicable, to vote at the annual and extraordinary general shareholders' meetings is only granted on the basis of the registration of the securities concerned on the aforementioned registration date at midnight, via registration, in the applicable register book for the securities concerned (for registered securities) or in the accounts of a certified account holder or relevant settlement institution for the securities concerned (for dematerialized shares).
- (b) *Notification:* Secondly, in order to be admitted to the annual and extraordinary general shareholders' meetings, the holders of securities issued by the Company must notify the Company or ING Belgium whether they want to participate to the meetings. The holders of securities that wish to make such notification can make use of the registration notice form that can be obtained at the Company's registered office and on the Company's website. The notice must reach the Company by mail at its registered office (MDxHealth SA, CAP Business Center, Zone Industrielle des Hauts-Sarts, rue d'Abhooz 31, 4040 Herstal, Belgium, Attention: 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 annual and extraordinary general shareholders' meeting, i.e., on or before Saturday, May 20, 2017 at the latest. The notice to ING Belgium can be made at the counters of ING Belgium on or before Friday, May 19, 2017 at the latest, the 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 meetings and vote, as applicable, through a proxy-holder. Proxy forms can be obtained at the Company's registered office and on the Company's website (<http://www.mdxhealth.com>). The proxy must be signed in writing or electronically. The electronic signature

must be an advanced electronic signature in the sense of 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 annual and extraordinary general shareholders' meetings, i.e., on or before Saturday, May 20, 2017 at the latest. The appointment of a proxy-holder must be made in accordance with the applicable rules of Belgian law, including in relation to conflicts of interest and the keeping of a register. Holders of securities who wish to be represented by proxy must, in any case comply with the formalities to attend the meetings, as explained under "—Participation to the meetings".

**Amendments to the agenda and additional proposed resolutions:** Shareholders who alone or together with other shareholders hold at least 3% of the share capital of the Company have the right to put additional items on the agenda of the annual and extraordinary general shareholders' meetings and to table draft resolutions in relation to items that have been or are to be included in the agenda. If the required quorum for the items on the agenda of the extraordinary general shareholders' meeting is not reached and a second extraordinary general shareholders' meeting is convened to deliberate and vote on such items, this right will not apply in relation to the agenda of the second extraordinary general shareholders' meeting. Shareholders that wish to exercise this right must prove on the date of their request that they own at least 3% of the outstanding shares. The ownership must be based, for dematerialized shares, on a certificate issued by the applicable settlement institution for the securities concerned, or by a certified account holder, confirming the number of securities that have been registered in the name of the relevant shareholders, and, for registered shares, on a certificate of registration of the relevant shares in the share register book of the Company. In addition, the shareholders concerned must, in any case, comply with the formalities to attend the meetings, as explained under "—Participation to the meetings", with at least 3% of the outstanding shares. A request to put additional items on the agenda and/or to table draft resolutions must be submitted in writing, and must contain, in the event of an additional agenda item, the text of the agenda item concerned and, in the event of a draft resolution, the text of the draft resolution. The request must also mention the mail or e-mail address to which the Company will send the confirmation of receipt of the request. The request must reach the Company by mail at its registered office (CAP Business Center, Zone Industrielle des Hauts-Sarts, rue d'Abhooz 31, 4040 Herstal, Belgium) 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 and extraordinary general shareholders' meetings, i.e., on or before Thursday, May 4, 2017 at the latest. In case of amendments to the agenda and proposed additional resolutions as aforementioned, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions no later than on the fifteenth calendar day prior to the annual and extraordinary general shareholders' meetings, i.e., on or before Thursday, May 11, 2017 at the latest. In addition, the Company shall make amended forms available for votes by proxy. Proxies that reach the Company prior to the publication of an amended agenda remain valid for the agenda items to which the proxies apply, subject, however, to applicable law and the further clarifications set out on the proxy forms.

**Right to ask questions:** Every shareholder has the right to ask questions to the Directors and the Statutory Auditor related to items on the agenda of a general shareholders' meeting. Questions can be asked during the meetings or can be submitted in writing prior to the meetings. Written questions must reach the Company by mail at its registered office (CAP Business Center, Zone Industrielle des Hauts-Sarts, rue d'Abhooz 31, 4040 Herstal, Belgium) or by e-mail at [agsm@mdxhealth.com](mailto:agsm@mdxhealth.com) at the latest on the sixth calendar day prior to the annual and extraordinary general shareholders' meetings, i.e., on or before Saturday, May 20, 2017 at the latest. Written and oral questions will be answered during the meetings concerned in accordance with applicable law. In addition, in order for written questions to be considered, the shareholders who submitted the written questions concerned must comply with the formalities to attend the meetings, as explained under "—Participation to the meetings".

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



## **AVAILABLE DOCUMENTATION**

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

Please address any correspondence on this matter to MDxHealth SA, 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 and the e-mail address is [agsm@mdxhealth.com](mailto:agsm@mdxhealth.com).

On behalf of the Board of Directors

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