

BONE THERAPEUTICS
Public limited liability company
Rue Granbonpré 11, Building H
1435 Mont-Saint-Guibert
RLE : Walloon Brabant, Division Nivelles
VAT : 0882.015.654

(the "Company")

**INVITATION TO THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 8
JUNE 2022**

The Board of Directors of the Company has the honor to convene the shareholders and the holders of registered subscription rights and registered convertible bonds of the Company to the extraordinary general meeting to be held before a notary public on **8 June 2022** as from 6:00 p.m., at Rue du Fort 24, 6000 Charleroi, and whose agenda is set out below.

If the quorum is not reached at this extraordinary general meeting, a second extraordinary general meeting will be convened and held on 27 June 2022 from 11:00 a.m., at Rue du Fort 24, 6000 Charleroi.

AGENDA

1. **Acknowledgement of the special report of the board of directors established pursuant the article 7:199 of the Belgian Code of Companies and Associations.**

Comments on this agenda item:

The general meeting acknowledges the special report of the board of directors established pursuant the article 7:199 of the Belgian Code of Companies and Associations.

2. **Renewal of the authorized capital.**

Proposed resolution:

The general meeting decides to approve the renewal in accordance with articles 7:199 and 7:202 of the Belgian Code on Companies and Associations, of the authorization of the board of directors to make use of the authorized capital on the same terms as currently provided in article 7 of the articles of association, for a period of five years and up to an amount corresponding to the current capital of the Company, including in case of reception by the Company of a communication by the Financial Services and Markets Authority (FSMA) stating that the FSMA has been informed of a public takeover bid regarding the Company.

Consequently, the general meeting decides to amend article 7 of the articles of association of the Company in order to bring it into line with the decision taken.

3. **Acknowledgment of the transfer of registered office and consequential amendment of article 2 of the articles of association of the Company.**

Proposed resolution:

The general meeting acknowledges the transfer of the registered office of the Company to Rue Granbonpré 11, Building H, 1435 Mont-Saint-Guibert, pursuant to the decision taken by the board of directors in accordance with article 2 of the articles of association of the Company on 14 December 2021 and published in the Annexes to the Belgian Official Gazette on 26 January 2022.

Consequently, the general meeting decides to amend article 2 of the article of association in order to remove the reference to the former address of the registered office of the Company.

4. **Powers for the formalities of publication of the present resolutions.**

Proposed resolution:

The general meeting grants to the undersigned notary public all powers for the purpose of drawing up, executing and signing all documents, instruments, steps and formalities and for the purpose of giving all necessary or useful instructions in order to execute the aforementioned decisions as well as carrying out the necessary publication formalities. In addition, the meeting also grants the undersigned notary public full powers for the purpose of coordinating the Company's articles of association following the decisions taken.

The general meeting further resolves to grant to Mrs. Myriam Piscitello and Mr. Benjamin D'Haese, acting alone, the power to carry out all formalities at the one-stop-shops for companies in order to register/modify data with the Crossroads Bank for Enterprises and, if necessary, with the Administration for Value Added Tax.

QUORUM AND MAJORITY

Quorum

For agenda items 1 and 4, the meeting can decide regardless of the number of shares present or represented at the general meeting.

In accordance with the Belgian Code on Companies and Associations, a quorum of at least 50% of the Company's shares must be present or represented at the extraordinary general meeting for agenda items 2 and 3. If this quorum is not reached, a second extraordinary general meeting will be convened with the same agenda items and there will be no special quorum requirement for this second meeting.

Voting and majority

Subject to the applicable legal provisions, each share will give the right to one vote. In accordance with article 7:135 of the Belgian Code on Companies and Associations, holders of registered subscription rights and registered convertible bonds are entitled to attend the extraordinary general meeting of shareholders, but only with a consultation right.

In accordance with applicable law, the proposed resolutions referred to in items 2 and 3 of the aforementioned agenda will be adopted if they are approved by a majority of 75% of the votes validly cast by the shareholders. The proposals for resolutions referred to in the other items of the agenda will be adopted by a simple majority of the votes.

PARTICIPATION IN THE MEETING

Covid-19 measures

The Company will grant access to the meeting room to shareholders only to the extent permitted in light of the measures taken by the authorities as applicable on the meeting's date. The Company is monitoring the situation closely and will disclose all relevant information and additional measures impacting the shareholders' meeting on its website. However, the Company strongly encourages the shareholders to limit their physical presence and to vote through proxy (pursuant to the procedure described below).

Admission requirements

The holders of securities issued by the Company who wish to participate in the extraordinary general meeting of shareholders of the Company must take into account the formalities and procedures described below.

The Board of Directors of the Company wishes to point out that only those persons who have fulfilled the two conditions mentioned below will be entitled to participate and vote at the extraordinary general meeting of the shareholders.

1. Registration of shares

The right to participate in the extraordinary general meeting of shareholders and to exercise the voting rights is subject to the shares being registered in the name of the shareholder on **25 May 2022**, at midnight (Belgian time) (the "**Record Date**"). This registration is established:

- For **registered shares**: by entry in the Company's share register on the Record Date;
- For **dematerialized shares**: by a book entry, with a settlement institution or a licensed account holder. The licensed account holder or the settlement institution shall deliver to the shareholder a certificate certifying the number of dematerialized shares registered in the name of the shareholder in its accounts on the Record Date.

2. Notification

Shareholders must notify the Company of their intention to participate in the extraordinary general meeting of shareholders and the number of shares for which they intend to exercise their voting rights by **2 June 2022** at the latest. The certificate, if any, issued by the settlement institution or the licensed account holder must be attached to this notification. The notification must be made by e-mail to generalassembly@bonetherapeutics.com, or by letter to the attention of Bone Therapeutics, Mr. Benjamin D'Haese and Mrs. Myriam Piscitello, Rue Granbonpré 11, Building H, 1435 Mont-Saint-Guibert.

The holders of registered subscription rights and registered convertible bonds are entitled to attend the extraordinary general meeting of shareholders, subject to compliance with the admission criteria for shareholders.

Right to place items on the agenda and to submit proposals for decisions

In accordance with article 7:130 of the Belgian Code on Companies and Associations, one or more shareholders who together hold at least 3% of the share capital may request the inclusion of matters to be dealt with on the agenda of the extraordinary general meeting of shareholders, as well as submit proposals for resolutions regarding matters to be dealt with that have been included or are to be included on the agenda.

Items to be included in the agenda and/or proposals for decisions must be sent to the Company by **18 May 2022** at the latest by e-mail to generalassembly@bonetherapeutics.com, or by letter for the attention of Bone Therapeutics, Mr. Benjamin D'Haese and Mrs. Myriam Piscitello, Rue Granbonpré 11, Building H, 1435 Mont-Saint-Guibert.

The Company will acknowledge receipt of requests made by e-mail, or mail to the address indicated by the shareholder within 48 hours of such receipt. The revised agenda will be published on **24 May 2022** at the latest (on the Company's website at www.bonetherapeutics.com, in the Belgian Official Gazette and in the press).

Further information on the abovementioned rights and their exercise is available on the Company's website (www.bonetherapeutics.com).

Right to ask questions

Shareholders have the right to ask questions in writing to the directors and/or the auditor regarding the items on the agenda of the extraordinary general meeting of shareholders. The questions may be asked orally during the extraordinary general meeting of shareholders or in writing prior to the extraordinary general meeting of shareholders. The written questions should be sent by e-mail to generalassembly@bonetherapeutics.com, or by letter to the attention of Bone Therapeutics, Mr. Benjamin D'Haese and Mrs. Myriam Piscitello, Rue Granbonpré 11, Building H, 1435 Mont-Saint-Guibert. They must be received by the Company no later than 5:00 p.m. (Belgian time) on **2 June 2022**.

Further information on the above-mentioned right and its exercise is available on the Company's website (www.bonetherapeutics.com).

Proxies

Any shareholder may be represented at the extraordinary general meeting of shareholders by a proxy.

Shareholders who wish to be represented must use the proxy form drawn up by the Board of Directors. The proxy form can be obtained on the Company's website (www.bonetherapeutics.com), at the Company's registered office or by e-mail at generalassembly@bonetherapeutics.com.

The proxy form may be signed by hand or electronically via an electronic signature platform (e.g. DocuSign or Adobe eSign) recognized in the European Union as a trusted service provider in accordance with Regulation (EU) No. 910/2014 of the European Parliament and of the Council of July 23, 2014 on electronic identification and trusted services for electronic transactions in the internal market and repealing Directive 1999/93/EC. Signed proxy forms must be received by the Company no later than 5:00 p.m. (Belgian time) on **2 June 2022**. This form can be sent to the Company by e-mail to generalassembly@bonetherapeutics.com, or by letter to the attention of Bone Therapeutics, Mr. Benjamin D'Haese and Mrs. Myriam Piscitello, Rue Granbonpré 11, Building H, 1435 Mont-Saint-Guibert.

Shareholders wishing to be represented must comply with the registration and confirmation procedure described above. Shareholders are invited to follow the instructions on the proxy form in order to be validly represented at the extraordinary general meeting of shareholders.

Available documents

All documents relating to the extraordinary general meeting of shareholders that the law requires to be made available to shareholders will be available on the Company's website (www.bonetherapeutics.com) as of **9 May 2022**.

As of **9 May 2022**, shareholders will be able to consult these documents on working days and during normal business hours at the Company's registered office and/or, upon presentation of their Company shares, to obtain copies of these documents free of charge.

Requests for copies, free of charge, may also be sent by e-mail to generalassembly@bonetherapeutics.com, or by letter to the attention of Bone Therapeutics, Mr. Benjamin D'Haese and Mrs. Myriam Piscitello, Rue Granbonpré 11, Building H, 1435 Mont-Saint-Guibert.

The Board of Directors