

**OXURION**  
**LIMITED LIABILITY COMPANY**  
**at 3001 Heverlee, Gaston Geenslaan 1**  
**Company number 0881.620.924**  
**RLP Leuven**  
[www.oxurion.com](http://www.oxurion.com)  
[info@oxurion.com](mailto:info@oxurion.com)  
**(the Company)**

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**CONVOCATION OF THE ANNUAL SHAREHOLDERS' MEETING**

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The board of directors of the Company has the honour to invite the holders of shares and subscription rights of the Company to attend the annual shareholders' meeting, which will be held on Tuesday 4 May 2021 at Oxurion NV, Gaston Geenslaan 1, 3001 Leuven at 2:00 pm (Belgian time, GMT+1) with the agenda below.

*In view of the Covid-19 pandemic, it is currently envisaged that certain measures imposed by the Belgian government to combat this pandemic, such as the obligation to respect a distance of 1.5 meter between persons, may still be in force on 4 May 2021, the date of the annual shareholders' meeting of the Company. These measures are in the interest of the health of individual holders of securities, as well as the personnel of the Company and others responsible for the organisation of the annual shareholders' meeting. Moreover, it cannot be ruled out that the Belgian government will again impose additional measures. We are closely monitoring the situation and will, if necessary, publish additional information on the Oxurion website ([www.oxurion.com/investors](http://www.oxurion.com/investors)). In light of this, the Company recommends shareholders who wish to participate in the annual shareholders' meeting to make as much as practically possible use of the right to vote by means of a letter or by proxy to the general counsel. Further, it is recommended that the holders of securities who wish to exercise their right to ask questions relating to items listed on the agenda do so in writing.*

**AGENDA ANNUAL SHAREHOLDERS' MEETING**

**Agenda of the annual shareholders' meeting with comment by the board of directors and proposed resolutions**

1. Acknowledgment of:
  - the annual report of the board of directors on the annual accounts relating to the financial year closed on 31 December 2020 (including the deliberation on the corporate governance policy of the Company);
  - the auditor's report on the annual accounts relating to the financial year closed on 31 December 2020; and
  - the consolidated annual accounts relating to the financial year closed on 31 December 2020.

Commentary to the item on the agenda:

*The board of directors requests the meeting to take note of the annual report of the board of directors of the Company on the annual accounts relating to the financial year closed on 31 December 2020, the auditor's report on the annual accounts relating to the financial year closed on 31 December 2020 and the consolidated annual accounts relating to the financial year closed on 31 December 2020.*

2. Approval of the remuneration report of the board of directors, as explained by the nomination and remuneration committee and included in the annual report.

Proposed resolution:

*Approval of the remuneration report prepared by the board of directors of the Company, as explained by the nomination and remuneration committee and included in the annual report.*

3. Approval of:

- the statutory annual accounts relating to the financial year closed on 31 December 2020; and
- the allocation of the results as proposed by the board of directors of the Company in its annual report.

Proposed resolution:

*Approval of the statutory annual accounts relating to the financial year closed on 31 December 2020 and on the allocation of the results as proposed by the board of directors of the Company in its annual report.*

4. Approval, upon proposal of the board of directors of the Company and based on the advice received from the nomination and remuneration committee, of the remuneration policy of the Company.

Proposed resolution:

*Approval of the remuneration policy with respect to the directors, the other persons charged with management and the persons charged with the daily management of the Company.*

5. Discharge to the directors of the Company for the exercise of their mandate as director during the financial year closed on 31 December 2020.

Proposed resolution:

*Discharge to the following persons for the exercise of their mandate as a director during the financial year closed on 31 December 2020:*

- *ViBio BVBA, with as permanent representative Mr Patrik De Haes;*
- *Mr Thomas Clay;*
- *Mr Dr. David Guyer;*
- *Ms Adrienne Graves;*
- *Investea sprl, with as permanent representative Ms Emmanuèle Attout; and*
- *Baron Philippe Vlerick.*

6. Discharge to the auditor of the Company for the exercise of his mandate during the financial year closed on 31 December 2020.

Proposed resolution:

*Discharge to the auditor, BDO Bedrijfsrevisoren (RLE 0431.088.28), with registered office at Da Vincilaan 9, 1935 Zaventem, represented by Mr Gert Claes, for the performance of its mandate during the financial year closed on 31 December 2020.*

7. Re-appointment of Mr Thomas Clay as a director, upon proposal of the board of directors of the Company based on the advice received from the nomination and remuneration committee, and decision on the compensation for the exercise of his mandate as director.

Commentary to the item on the agenda:

*The curriculum vitae of Mr Thomas Clay is available on the website of the Company ([www.oxurion.be](http://www.oxurion.be)).*

Proposed resolution:

*Re-appointment of Mr Thomas Clay as a director of the Company with immediate effect for a one year period, until the closing of the annual meeting resolving on the annual accounts of the financial year that will close on 31 December 2021. His mandate will be remunerated in accordance with the remuneration for non-executive directors as adopted by the shareholders' meeting of 7 May 2019.*

8. Re-appointment of Mrs Adrienne Graves as director, upon proposal of the board of directors of the Company based on the advice received from the nomination and remuneration committee, and decision on the compensation for the exercise of her mandate as director.

Commentary to the item on the agenda:

*The curriculum vitae of Mrs Adrienne Graves is available on the website of the Company ([www.oxurion.be](http://www.oxurion.be)). The board of directors is of the opinion that the candidate director meets the independence requirements as set out in article 3.5 of the Belgian Corporate Governance Code 2020.*

Proposed resolution:

*Re-appointment of Mrs Adrienne Graves as an independent director of the Company with immediate effect for a one year period, until the closing of the annual meeting resolving on the annual accounts of the financial year that will close on 31 December 2021. Her mandate will be remunerated in accordance with the remuneration for non-executive directors as adopted by the shareholders' meeting of 7 May 2019.*

9. [Confirmation of Mr David Guyer as an independent director, upon proposal of the board of directors of the Company based on the advice received from the nomination and remuneration committee.

Commentary to the item on the agenda:

*The board of directors of the Company is of the opinion that Mr David Guyer meets the independence requirements as set out in article 3.5 of the Belgian Corporate Governance Code 2020.*

Proposed resolution:

*Confirmation of Mr David Guyer as an independent director of the Company until annual meeting resolving on the annual accounts of the financial year that will close on 31 December 2021.*

10. Power of attorney.

Proposed resolution:

*Powers of attorney in the broadest sense to be granted to Mr Michaël Dillen to draft, execute and sign all documents, instruments, acts and formalities and to give all necessary and useful instructions to implement the aforementioned resolutions, including, but not limited to, the filing of the annual accounts and the consolidated annual accounts closed on 31 December 2020, and the annual report and the statutory auditor's report relating thereto, with the National Bank of Belgium, and the completion of the necessary publication formalities, with the right to delegate.*

**Voting and majority**

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In accordance with the articles of association, the Company shall entitle each validly represented share to one vote.

In accordance with the applicable legislation and the articles of association of the Company, (the proposed resolutions included in the abovementioned agenda of the annual shareholders' meeting will be adopted if they are approved by simple majority of the votes duly cast by the shareholders.

Pursuant to article 7:135 of the Belgian Code of Companies and Associations (**BCCA**), the holders of subscription rights can attend the shareholders' meeting with advisory vote only.

## **PARTICIPATION TO THE ANNUAL SHAREHOLDERS' MEETING**

### **Admission requirements**

The board of directors points out that only the persons who have fulfilled the two conditions set out below under point 1 and 2, will have the right to participate in and to vote at the shareholders' meeting.

#### 1. Registration of the shares

The right to participate in and to vote at the shareholders' meeting is granted on the basis of the accounting registration of the shares in name of the shareholder, on Tuesday 20 April 2021, at midnight (Belgian time, GMT+1) (the "**registration date**"). This registration is determined as follows:

- for **registered shares**: registration will be established through their registration in the register of shares of the Company, on the registration date;
- for **dematerialized shares**: registration will be established through their registration in the accounts of a licensed account holder or a settlement institution. The licensed account holder or settlement institution provides the shareholder with a certificate stating how many dematerialized shares are registered in its accounts in the name of the shareholder on the registration date.

Only persons who are shareholders on the registration date are entitled to participate in and vote at the shareholders' meeting.

#### 2. Notification of the intention to participate to the shareholders' meeting

The shareholders must notify the Company, at the latest on Wednesday 28 April 2021, that they wish to participate to the shareholders' meeting and the number of shares for which they wish to vote. The certificate, if any, issued by the licensed account holder or the settlement institution, is to be attached to this notification. The notification should be done by e-mail to michael.dillen@oxurion.com, by fax to +32 16 751 311 or by letter to Gaston Geenslaan 1, 3001 Heverlee, for the attention of Mr Michaël Dillen.

The holders of securities (other than shares) are allowed to attend the shareholders' meeting, subject to compliance with the admission requirements for shareholders.

Shareholders are encouraged to vote by proxy. Participants who wish to attend the meeting are invited to be present on Tuesday 4 May 2021 as from 1:45 p.m. (Belgian time, GMT+1) in order to allow for an efficient handling of the registration formalities.

The shareholders or, as the case may be, their legal representatives or their proxy holders should proof their identity prior to the start of the meetings, if they are natural persons, by presenting their identity card or passport or an equivalent document and, if they are legal persons, their legal representatives

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should in addition deliver the relevant documents demonstrating in detail their identity and their representation power.

### **Voting from distance for the annual shareholders' meeting**

The shareholders can vote by mail in accordance with article 32 of the Company's articles of association. Votes by mail must be cast by means of the form prepared by the Company. The vote by mail form can be obtained at the Company's registered office and on the Company's website ([www.oxurion.com](http://www.oxurion.com)). The vote by mail form must be signed in writing. Signed vote by mail forms must reach the Company by mail at its registered office (Gaston Geenslaan 1, 3001 Heverlee, Belgium, Attention: Mr Michaël Dillen) or by e-mail at [michael.dillen@oxurion.com](mailto:michael.dillen@oxurion.com) at the latest on the sixth calendar day prior to the annual shareholders' meeting, i.e. on or before 28 April 2021 at the latest.

A shareholder who wishes to vote by mail must, in any case comply with the formalities to attend the meeting, as explained under "Admission Requirements".

### **The possibility to put items on the agenda and / or to submit proposed resolutions**

In accordance with article 7:130 of the BCCA one or more shareholders who hold, individually or jointly at least 3% of the share capital, may put items on the agenda of the shareholders' meeting and submit proposals for resolutions in relation to matters placed or to be placed in the agenda. These requests should be sent by email to [michael.dillen@oxurion.com](mailto:michael.dillen@oxurion.com), no later than Monday 12 April 2021 at 5:00 p.m. (Belgian time, GMT+1).

More detailed information about the conditions of this possibility can be found on the website of the Company ([www.oxurion.com](http://www.oxurion.com)).

If the Company would receive any requests for new agenda items or proposed resolutions, it shall promptly and at the latest on Monday 19 April 2021 publish the amended agenda on its website.

### **The right to ask questions**

Shareholders that meet the requirements to be admitted to the shareholders' meeting may raise questions to the directors of the Company during the meetings regarding their relevant reports and the items listed on the agenda, as well as to the auditor of the Company regarding his report during the shareholders' meeting. These questions may also be raised in writing by e-mail to [michael.dillen@oxurion.com](mailto:michael.dillen@oxurion.com) at the latest on Wednesday 28 April 2021 at 5:00 p.m. (Belgian time, GMT+1).

More detailed information on the right to ask questions pursuant to article 7:130 of the BCCA can be found on the website ([www.oxurion.com](http://www.oxurion.com)).

### **Proxies**

Shareholders who wish to be represented at the shareholders' meeting, should use the proxy form which has been prepared up by the board of directors for this purpose. Such proxy form can be obtained at the registered office of the Company (Gaston Geenslaan 1, 3001 Heverlee) and can be downloaded from the website of the Company ([www.oxurion.com](http://www.oxurion.com)). Other proxies will not be accepted.

An original proxy must be submitted at the registered office of the Company for the attention of Mr Michaël Dillen, Gaston Geenslaan 1, 3001 Heverlee, no later than Wednesday 28 April 2021 at midnight (Belgian time, GMT+1).

The shareholders are requested to strictly follow the instructions set out on the proxy form.

### **Provision of documents**

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The holders of securities may consult the relevant documents mentioned in the agenda items of the shareholders' meeting at the registered office of the Company (Gaston Geenslaan 1, 3001 Heverlee), as from Friday 2 April 2021 during weekdays and during normal office hours.

The holders of securities may obtain a free copy of these documents at the registered office of the Company, upon written request by letter to the registered office of the Company (Gaston Geenslaan 1, 3001 Heverlee), for the attention of Mr Michaël Dillen or by e-mail to michael.dillen@oxurion.com.

All relevant information regarding this shareholders' meeting, including the reports mentioned in the agenda and the information which must be published on the website of the Company, in accordance with article 7:129 of the BCCA will be available on the website of the Company ([www.oxurion.com](http://www.oxurion.com)) as from Friday 2 April 2021.

**The board of directors**