

**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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**CONVOCAATION OF THE EXTRAORDINARY 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 extraordinary shareholders' meeting, which will be held on Friday 13 August 2021 at 11:00 am (Belgian time, GMT+1) at Oxurion NV, Gaston Geenslaan 1, 3001 Heverlee, with the agenda below.

**AGENDA**

1. Appointment of Mr Tom Graney as 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 curriculum vitae of Mr Tom Graney is available on the website of the Company ([www.oxurion.be](http://www.oxurion.be)).*

Proposed Resolution:

*Resolution to appoint Mr Tom Graney as director of the Company with immediate effect for a 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 not be remunerated.*

2. Approval of the amended remuneration policy of the Company, 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 amendments mainly concern (i) the addition of the option to include performance-related vesting criteria in future subscription rights plans, (ii) increase of the remuneration of the chairman and (iii) some textual changes to align the remuneration policy for non-executive directors with the resolution (agenda item 3) of the shareholders' meeting of 7 May 2019. The updated remuneration policy will be made available on the Company's website ([www.oxurion.com](http://www.oxurion.com)).*

Proposed resolution:

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

3. 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 completion of the necessary publication formalities of the appointment, with the right to delegate.*

**Voting and majority**

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

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In accordance with the applicable legislation and the articles of association of the Company, the proposed resolutions included in the abovementioned agenda of the general 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 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 Friday 30 July 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 **dematerialised 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 Saturday 7 August 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 Friday 13 August 2021 as from 10:45 am (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 prove 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 should in addition deliver the relevant documents demonstrating in a detailed manner their identity and their representation power.

### **Voting from distance for the general 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, for the attention of Mr Michaël Dillen) or by e-mail at michael.dillen@oxurion.com at the latest on the sixth calendar day prior to the shareholders' meeting, i.e. on or before Saturday 7 August 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**

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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, no later than Thursday 22 July 2021 at 5:00 pm (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). If the Company would receive any requests for new agenda items or proposed resolutions, it shall promptly and at the latest on Thursday 29 July 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 the items listed on the agenda. These questions may also be raised in writing by e-mail to michael.dillen@oxurion.com at the latest on Saturday 7 August 2021 at 5:00 pm (Belgian time, GMT+1).

More detailed information on the right to ask questions pursuant to article 7:139 of the BCCA can be found on the website of the Company (www.oxurion.com).

### **Proxies**

Shareholders who wish to be represented at the shareholders' meeting, should use the proxy form which has been prepared 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). 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 Saturday 7 August 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**

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 14 July 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 remuneration policy, will be available on the website of the Company (www.oxurion.com) as from 14 July 2021.

### **The board of directors**