

**ASIT BIOTECH**  
**Limited Liability Company**  
**Making or having made a public appeal on savings**  
**Avenue Ariane 5**  
**1200 Brussels**  
**LER Brussels 0460.798.795**

(the "Company")

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**INVITATION TO THE EXTRAORDINARY SHAREHOLDERS' MEETING OF**  
**17 DECEMBER 2018**

Restated as provided under Article 533ter of the Company Code

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The Board of directors of the Company hereby invites the shareholders, warrants holders and the auditors of ASIT biotech to the extraordinary shareholders' meeting to be held on 17 December 2018 as from 3 pm at the Company's registered office at 5 avenue Ariane à 1200 Brussels, with the agenda set out below.

**AGENDA**

**1. Acknowledgment of the special report of the Board of directors established in accordance with article 604 of the Company code**

**2. Renewal of the authorised capital**

*Proposed resolution:* approve the renewal of the authorisation to use the authorised capital for a new period of 5 years under the terms and conditions provided by the Board report established pursuant to article 604 of the Company Code and, in the event the resolution is adopted, subsequent amendment of the article 15 of the Articles of association relating to the authorised capital in order to update it.

**3. New topics on the agenda at the request of shareholders:**

**3.1. Revocation of four directors:**

*Proposed resolution:* the assembly decides to revoke the four following directors with immediate effect:

- Mister Gerd Zettlmeissl
- Mister Thierry Legon
- Mister Jean Duchateau
- Mister Everard van der Straten

**3.2. Appointment of two directors:**

*Proposed resolution:* the assembly decides to appoint the two following directors:

- Mister Louis Champion, residing at 75015 Paris (France), Avenue Milleret de Brou 1 and,
- Mister Michel Bajjot, residing at 1150 Bruxelles, Avenue des Cormorans 26,

With immediate effect and for a duration of three years. The remuneration of these directors will remain unchanged as the one approved by the last General Assembly.

### 3.3. Revocation of one director:

*Proposed resolution:* the assembly decides to revoke the following director with immediate effect:

- RE Finance Consulting SA represented by Mister Yves Désiront

## 4. Power

*Proposed resolution:* Grant powers to the Board of directors, with the right to sub-delegate, in order to implement the above resolutions, and more specifically to establish of the updated Articles of Association.

## QUORUM AND MAJORITY

**Quorum requirement:** For deliberating and voting on the items set out in the aforementioned agenda of the general meeting of shareholders, a quorum of at least half of the shares has to be present or represented at the meeting. If this quorum requirement is not fulfilled, a new general meeting with the same agenda will be held on 7 January 2019 at 3 PM at the Company's registered office

**Vote and majority:** Subject to the applicable legal provisions, each share will carry one vote. In accordance with applicable law, the proposed resolutions set out in this agenda will be adopted if they are approved by a majority of three quarters of the votes validly cast by the shareholders. Pursuant to article 537 of the Belgian Company Code, holders of warrants have the right to participate in the annual general shareholders' meeting, but with an advisory vote only.

## PARTICIPATION TO THE MEETING

### Admission requirements

Holders of securities issued by the Company who wish to participate to the extraordinary general shareholders' meeting of the Company need to comply with the different formalities and procedures described below.

The Board of directors of the Company would like to emphasize that the right to participate and to vote at the annual general shareholders' meeting will be open only to people having complied with the two conditions set out below.

#### 1. Registration of shares

The right to participate to the extraordinary general shareholders' meeting and to vote is subject to the prior accounting registration of the shares under the shareholder's name on 3 December 2018 at midnight (Belgian time) (the **Record Date**). This registration is made:

- For **registered shares**: by way of subscription in the Company's share register on the Record Date;
- For **dematerialized shares**: by way of registration in book entry form in an account held with a settlement institution or a certified account holder, without any initiative being required from the shareholder in this regard. The settlement institution or certified account holder issues a certificate to the shareholder setting out the number of dematerialized shares registered in its accounts under the name of the shareholder on the Record Date.

#### 2. Notification

The shareholder must notify the Company of its intention to participate to the extraordinary general shareholders' meeting and the number of shares in respect of which it intends to exercise its voting right by 11 December 2018 at the latest. The certificate issued by the settlement institution or the certified account holder, as the case may be, must be attached to such notification. The notification must be sent by email to [gregory.nihon@biotech.be](mailto:gregory.nihon@biotech.be), by fax to +32 2 264 03 99 or by mail to attention of ASIT biotech SA, Mister Grégory Nihon, 5 avenue Ariane à 1200 Brussels.

Holders of warrants have the right to attend the extraordinary general shareholders' meeting, subject to them complying with the admission requirements applicable to the shareholders.

Participants are invited to arrive on 17 December 2018 as from 2:30 pm with a view to allow for efficient handling of the registration formalities.

### **The right to include items on the agenda and to submit proposed resolutions**

In accordance with article 533<sup>ter</sup> of the Belgian Company Code, one or more shareholders holding together at least 3% of the share capital may request the inclusion of items on the agenda to be addressed at the extraordinary general shareholders' meeting, and request the submission of proposed resolutions concerning items to be addressed or included on the agenda.

Items to be included on this agenda and/or proposed resolutions must be sent to the Company on 23 November 2018 at the latest by email to [gregory.nihon@biotech.be](mailto:gregory.nihon@biotech.be), by fax to +32 2 264 03 99 or by mail to attention of ASIT biotech SA, Mister Gregory Nihon, 5 avenue Ariane à 1200 Brussels.

The Company will acknowledge receipt of the requests sent by email, fax or mail to the address set out above by the shareholder within 48 hours after receipt. The revised agenda will be published on 30 November 2018 at the latest (on the Company's website at [www.asitbiotech.com](http://www.asitbiotech.com), in the Belgian Official Gazette and in the press).

Further information in relation to the abovementioned rights and the modalities for exercising them are available on the Company's website ([www.asitbiotech.com](http://www.asitbiotech.com)).

### **Right to ask questions**

Shareholders have the right to ask questions in writing to the directors and/or the auditors prior to the extraordinary general shareholders' meeting. These questions can be asked prior to the extraordinary general shareholders' meeting by email to [gregory.nihon@biotech.be](mailto:gregory.nihon@biotech.be), by fax to +32 2 264 03 99 or by mail to attention of ASIT biotech SA, Mister Gregory Nihon, 5 avenue Ariane à 1200 Brussels. They must be received by the Company on 11 December 2018 at 5.00 pm (Belgian time) at the latest.

Further information in relation to the abovementioned rights and the modalities for exercising them are available on the Company's website ([www.asitbiotech.com](http://www.asitbiotech.com)).

### **Proxies**

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

Shareholders wishing to be represented must designate their proxy holder by using the proxy form prepared by the Board of directors. The proxy form can also be obtained on the Company's website ([www.asitbiotech.com](http://www.asitbiotech.com)), at the Company's registered office or by email to [gregory.nihon@biotech.be](mailto:gregory.nihon@biotech.be).

The form must be received by the Company on 11 December 2018 at 5.00 pm (Belgian time) at the latest. This form may be sent to the Company by email to [gregory.nihon@biotech.be](mailto:gregory.nihon@biotech.be), by fax to +32 2 264 03 99 or by mail to attention of ASIT biotech SA, Mister Gregory Nihon, 5 avenue Ariane à 1200 Brussels.

Shareholders wishing to be represented must comply with the registration and notification requirements set out above. Shareholders are invited to follow the instructions set out in the proxy form in order to be validly represented at the annual general shareholders' meeting.

#### **Available documents**

All documents concerning the extraordinary general shareholders' meeting that are required by law to be made available to shareholders may be consulted on the Company's website ([www.asitbiotech.com](http://www.asitbiotech.com)) as from 16 November 2018.

As from this date, shareholders have the right to consult these documents on business days and during normal office hours, at the Company's registered office, and/or, upon display of their title to the Company's securities, obtain copies of these documents free of charge.

Requests for copies, free of charge, may also be made by email to [gregory.nihon@biotech.be](mailto:gregory.nihon@biotech.be), by fax to +32 2 264 03 99 or by mail to attention of ASIT biotech SA, Mister Gregory Nihon, 5 avenue Ariane à 1200 Brussels.

The Board of directors