

PROXY

*The shareholder who wishes to be represented at the ordinary general meeting of the limited liability company having made or making a public appeal on savings ASIT BioTech, registered with the Crossroads Bank for Enterprises under number 0460.798.795 and with the Register of Legal Persons of Brussels (the « **Company** »), to be held on **13 June 2019 at 3 p.m.** at the Company's registered office, 5 avenue Ariane at 1200 Woluwé-Saint-Lambert, and whose agenda is set out below, **must use this proxy form**. Any other proxy form will not be accepted.*

*No later than **7 June 2019 at 5.00 p.m.** (CET), the original of this signed paper form must reach the Company (at the attention of M. Grégory NIHON, 5 avenue Ariane at 1200 Woluwé-Saint-Lambert). This form may also be sent to the Company within the same period by email to gregory.nihon@biotech.be, by fax to +32 2 264 03 99, provided that this latter communication is signed by electronic signature in accordance with the applicable Belgian legislation.*

The shareholder who wishes to be represented must also comply with the registration and confirmation formalities set out in the convening notice.

The designation of a proxy holder must comply with applicable Belgian legislation, in particular with regard to conflicts of interest and the keeping of a register.

The undersigned:

Name, Surname / Name and corporate form: _____

Address / Registered office: _____

If a legal person:

Name, Surname of the legal representative(s): _____

Capacity of the legal representative(s): _____

Holder of _____ shares representing the share capital of the Company,

Declares that he/she/it wishes to be represented at the ordinary general meeting of the Company and declares, to this end, that he/she/it appoints as a special proxy holder, acting alone, with the possibility of substitution:

Name, Surname of the proxy holder : _____

Address of the proxy holder : _____

to whom the undersigned grants all powers in the name and on behalf of the undersigned for the purpose of:

- representing him/her/it at the ordinary general meeting of the Company that will be held on 13 June 2019 at 3.00 p.m. (CET), at 5 avenue Ariane at 1200 Woluwé-Saint-Lambert, with the agenda set out below, and to the one to be held subsequently with the same agenda if the first meeting were adjourned, could not validly deliberate or had not been duly convened,
- accept or refuse to accept the duties of scrutineer or secretary of the meeting,
- if necessary, waive the convening formalities and any other formalities relating to the aforementioned meeting,
- take part in all deliberations and all votes on the items on the agenda as specified below ⁽¹⁾, and those raised by incidents during the meeting, make any statements, declarations, requisitions or reservations during the meeting, and if necessary, adjourn the meeting,
- for the above purposes, sign all minutes, registers, attendance lists and other documents, elect domicile and more generally do whatever is necessary or useful;

this proxy being granted definitively and irrevocably until 15 July 2019.

¹ In the absence of specifying the meaning in which the proxy holder must exercise your voting rights, you will be presumed to vote in favour of the proposed resolutions.

The agenda of the Company's ordinary general meeting is as follows:

<p>1. Presentation of the annual report of the board of directors for the financial year ended on 31 December 2018</p>
<p>2. Approval of the remuneration report of the board of directors as included in the annual report <i>Proposed resolution:</i> The general meeting approves the remuneration report established by the board of directors, as explained by the nomination and remuneration committee and as included in the annual report related to the financial year ended on 31 December 2018.</p> <p>VOTE : For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/></p>
<p>3. Presentation of the report of the statutory auditors' committee on the Company's annual accounts (BGAAP) for the financial year ended on 31 December 2018</p>
<p>4. Approval of the Company's annual accounts (BGAAP) related to the financial year ended on 31 December 2018 <i>Proposed resolution:</i> The general meeting approves the annual accounts (BGAAP) of the Company related to the financial year ended on 31 December 2018, as presented, namely the balance sheet, the income statement and the appendices.</p> <p>VOTE : For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/></p>
<p>5. Allocation of the Company's results for the financial year ended on 31 December 2018 <i>Proposed resolution:</i> The general meeting decides, on the proposal of the board of directors, to allocate the results of the financial year ended on 31 December 2018 as follows: carrying forward of the loss to the next financial year; the account « Loss carried forward » is thus increased from € 26,990,743.65 to € 42,327,106.56.</p> <p>VOTE : For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/></p>
<p>6. Presentation of the report of the statutory auditors' committee on the IFRS annual accounts of the Company for the year ended on 31 December 2018</p>
<p>7. Presentation of the IFRS annual accounts of the Company for the year ended on 31 December 2018</p>

8. Discharge to the directors for the exercise of their mandate during the financial year ended on 31 December 2018

Proposed resolution: The general meeting grants, by separate and individual vote for each of them, discharge to each of the Company's directors for the exercise of their respective mandate during the financial year ended on 31 December 2018.

Thierry LEGON	VOTE : For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/>
Jean DUCHATEAU	VOTE : For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/>
Gerd ZETTLMEISSL	VOTE : For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/>
Louis CHAMPION	VOTE : For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/>
Michel BAIJOT	VOTE : For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/>
RE FINANCE CONSULTING SA (CBE: 0661.841.787), whose permanent representative is Yves DÉSIRONT	VOTE : For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/>
Everard VAN DER STRATEN	VOTE : For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/>
SOCIÉTÉ FÉDÉRALE DE PARTICIPATIONS ET D'INVESTISSEMENT (S.F.P.I.) (CBE : 0253.445.063), whose permanent representative is François FONTAINE	VOTE : For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/>
MEUSINVEST SA (CBE : 0426.624.509), whose permanent representative is Philippe DEGEER	VOTE : For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/>
Harry WELTEN	VOTE : For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/>
François MEURGEY	VOTE : For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/>

9. Discharge to the statutory auditors for the exercise of their mandate during the financial year ended on 31 December 2018

Proposed resolution: The general meeting grants, by separate and individual vote for each of them, discharge to each of the Company's statutory auditors for the exercise of their respective mandate during the financial year ended on 31 December 2018.

RSM REVISEURS D'ENTREPRISES – BEDRIJFSREVISOREN SCRL (B00033 - CBE : 0429.471.656), represented by M. Luis LAPERAL	VOTE : For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/>
MAZARS REVISEURS D'ENTREPRISES – BEDRIJFSREVISOREN SCRL (B00021 – CBE : 0428.837.889), represented by Xavier DOYEN	VOTE : For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/>

10. Renewal of the mandate of the statutory auditor RSM REVISEURS D'ENTREPRISES - BEDRIJFSREVISOREN SCRL

Proposed resolution: The general meeting decides to renew the mandate of the statutory auditor RSM REVISEURS D'ENTREPRISES – BEDRIJFSREVISOREN SCRL (B00033), having its registered office at Chaussée de Waterloo 1151 at B-1180 Uccle (VAT BE: 0429.471.656), represented by M. Luis LAPERAL, permanent representative, for a period of 3 years for the financial years ending on 31 December 2019, 31 December 2020 and 31 December 2021, and that the remuneration of this statutory auditor remains unchanged from what was decided last year by the ordinary general meeting, namely an annual remuneration amounting to € 25,000 VAT excluded, to be divided equally among the members of the committee of statutory auditors.

VOTE : For Against Abstention

11. Nomination of an independent director: M. Jean-Paul PRIEELS

Proposed resolution: On the recommendation and proposal of the remuneration and nomination committee, the general meeting decides to appoint M. Jean-Paul PRIEELS, residing at B-1380 Lasne, Chemin du Gros Tienne 61, as an independent director, effective as of today for a period of 3 years. This appointment is based on the fact that M. PRIEELS meets all the criteria set out in article 526ter, al. 2 of the Company Code. All relevant information, in particular on his professional qualifications and the list of positions already performed, are included in his curriculum vitae made available as described below in the section « Available documents ».

VOTE : For Against Abstention

12. Replacement of the independent director, M. Louis CHAMPION, by his company ZOPAMAVI SAS

Proposed resolution: The general meeting decides to replace M. Louis CHAMPION as an independent director by the simplified joint-stock company under French law ZOPAMAVI, having its registered office at F-75016 Paris, Avenue Milleret De Brou 1, and registered in the Paris Trade and Companies Register under number 790.095.145, whose permanent representative is M. Louis CHAMPION and whose mandate takes effect today for a period of 3 years. This appointment is motivated by the fact that both SAS ZOPAMAVI and its permanent representative meet all the criteria set out in article 526ter, al. 2 of the Company Code.

VOTE : For Against Abstention

13. Remuneration of the directors

Proposed resolution: On the recommendation and proposal of the remuneration and nomination committee, the general meeting decides to amend the remuneration of the directors as decided by the general meeting of 8 June 2017, in order to determine the following remunerations and remuneration principles, applicable as from 1 January 2019:

- a) a fixed annual fee of € 60,000 is paid to the chairman of the board of directors, without prejudice to the fees paid to the members/chairman of the committees;
- b) a fixed annual fee of € 30,000 is paid to each independent director, without prejudice to the fees paid to the members/chairman of the committees (not cumulative with the fees allocated to the chairman of the board of directors);
- c) a fixed annual fee of € 30,000 is granted to each non-executive director who does not represent one or more shareholders, without prejudice to the fees allocated to the members/chairman of the committees (not cumulative with the fees allocated to the chairman of the board of directors);
- d) a fixed annual fee of € 5,000 is paid to the chairman of the audit committee and the chairman of the remuneration and nomination committee;
- e) a fixed annual fee of € 3,000 is granted to the other members of the audit committee and to the members of the remuneration and nomination committee;
- f) the Company will subscribe to a directors' civil liability insurance policy and will reimburse the directors for reasonable expenses (including travel expenses) incurred in the performance of their mandate.

VOTE : For Against Abstention

14. Powers to be granted for the purpose of implementing the foregoing resolutions

Proposed resolution: The general meeting decides to grant full powers to the undersigned notary, the managing director, to M. Grégory NIHON and to Me Patrick della FAILLE, each acting alone with the option of substitution, as proxy holder for the purpose of implementing the abovementioned resolutions, and in particular to proceed with the publications in the Annexes to the Belgian Official Gazette and to make any modification of the Company's data at the Crossroads Bank for Enterprises.

VOTE : For Against Abstention

If, pursuant to article 533ter of the Company Code, new items are added to the agenda and/or new resolutions' proposals are presented, and the undersigned shareholder did not give any new instructions concerning this new agenda, the proxy holder will abstain from voting on these new items on the agenda or on the new decisions' proposals.

Signed at _____, on _____ 2019

Signature :