

## Hyloris Pharmaceuticals SA

Limited liability company (*société anonyme/naamloze vennootschap*)

Boulevard Gustave-Kleyer 17

4000 Liège

Belgium

Register of legal entities: 0674.494.151 (Liège, Liège Division)

(the “**Company**”)

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### PROXY

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#### Covid-19

Public health and social distancing measures are currently in place against the spread of Covid-19. Consequently, the Company holds its ordinary general meeting (the “**Meeting**”) behind closed doors on **Tuesday, 8<sup>th</sup> of June 2021**. Given this exceptional situation, the proxy holder appointed by virtue of proxies will be exclusively Mr. Koenraad Van der Elst, Chief Legal Officer with power of substitution.

#### Conditions

Please send a completed, dated and signed proxy to the Company by no later than **Wednesday, 2<sup>nd</sup> of June 2021** (date of receipt by the Company), by email to [corporate@hyloris.com](mailto:corporate@hyloris.com) or by post to Hyloris Pharmaceuticals SA, Boulevard Gustave-Kleyer 17, 4000 Liège, Belgium, to the attention of Mr. Koenraad Van der Elst, Chief Legal Officer. Please note that Company will reject proxies that arrive late or do not comply with the requirements set out in the convening notice.

The Company stresses that warrant holders can solely attend the Meeting with an advisory vote in accordance with Article 7:135 of the Belgian Companies and Associations Code. Please note that Company will reject proxies that arrive late or do not comply with the requirements set out in the convening notice.

**The undersigned**, (name and first name) or (name of the company and its legal representative(s))

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residing at/having its registered office at

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- i. owner of \_\_\_\_\_ registered shares (number of shares being represented) of the Company, for which he/she/it declares to have completed the **Formalities For Participation** set out in the convening notice (**Complete where applicable**)
- ii. owner of \_\_\_\_\_ dematerialised shares (number of shares being represented) of the Company, for which he/she/it declares to have completed the **Formalities For Participation** set out in the convening notice (**Complete where applicable**)

- iii. owner of \_\_\_\_\_ registered warrants (number of warrants being represented) of the Company, for which he/she/it declares to have completed the **Formalities For Participation** set out in the convening notice (**Complete where applicable**)

**Hereby appoints as proxy holder:**

Mr. Koenraad Van der Elst, Chief Legal Officer of the Company with power of substitution to represent him/her/it at the Meeting, which will be held on **Tuesday, 8<sup>th</sup> of June 2021 at 14:00 (Central European Summer Time)** at **Boulevard Gustave-Kleyer 17, 4000 Liège, Belgium** and to vote or abstain in his/her/its name on all the matters shown in the below agenda.

Shareholders and warrant holders who wish to appoint a proxy holder must do so in accordance with the applicable rules of Belgian law. This includes the rules on conflicts of interest and the keeping of a register. Since the proposed proxy holder potentially falls under the conflict-of-interest rules of Article 7:143, §4 of the Belgian Companies and Associations Code, **you must give voting instructions to the proxy holder for each of the agenda items**. If you do not give voting instructions for all agenda items or if, for whatever reason, there is lack of clarity on the voting instructions given, the proxy holder will abstain from voting. If there should be a vote on decisions to be taken by the Meeting, during the Meeting, concerning the conduct and/or organisation of the Meeting, subject to compliance with the Belgian Code of Companies and Associations, the proxy holder will abstain from voting.

In the event of changes to the agenda and/or proposed resolutions, the Company will publish a revised agenda with additional agenda items and additional proposed resolutions by not later than **Monday, 24<sup>th</sup> of May 2021**.

Simultaneously with the publication of a revised agenda, the Company will make an amended proxy form available on the Company's website at <https://investors.hyloris.com/shareholder-information/shareholders-meetings/>. Proxy forms that have reached the Company prior to the publication of a revised agenda remain, on the one hand, valid for those agenda items to which the proxies apply. On the other hand, the proxy holder will abstain from voting on any new agenda items or proposed resolutions. Therefore, shareholders have the possibility to submit a new proxy by using the amended forms, in accordance with the convening notice.

Given the extraordinary situation, the Company will make available a videoconference of the Meeting to shareholders and warrant holders who are represented by proxy. Shareholders and warrant holders who provide the Company with an email address in the section designated hereto below, will receive a link to follow the videoconference.

<p><b>Email address:</b> _____</p> <p>_____</p> <p>_____ <b>(Complete in caps)</b></p>
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**Agenda Voting instructions**

- 1. Take cognizance of the Board of Directors’ report for the financial year ending on the 31<sup>st</sup> of December 2020**

***Proposed Resolution***

The Board of Directors affirms that this agenda item does not require a resolution.

- 2. Take cognizance of the statutory auditor’s report for the financial year ending on the 31<sup>st</sup> of December 2020**

***Proposed Resolution***

The Board of Directors affirms that this agenda item does not require a resolution.

- 3. Approve the annual accounts for the financial year ending on the 31<sup>st</sup> of December 2020 and approve the profit-and-loss allocation**

***Proposed Resolution***

It is proposed that the annual accounts for the financial year ending on the 31<sup>st</sup> of December 2020 and the profit-and-loss allocation as proposed by the Board of Directors be approved. The profit-and-loss allocation is set out as follows:

Loss of financial year 2020	(€ 6,623,379)
Loss carried forward from the previous financial year	(€ 125,752)
Loss to carry forward	(€ 6,749,131)

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
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- 4. Take cognizance of the Board of Directors and the statutory auditor's reports on the consolidated annual accounts for the financial year ending on the 31<sup>st</sup> of December 2020**

***Proposed Resolution***

The Board of Directors affirms that this agenda item does not require a resolution.

- 5. Take cognizance of the consolidated annual accounts for the financial year ending on the 31<sup>st</sup> of December 2020**

***Proposed Resolution***

The Board of Directors affirms that this agenda item does not require a resolution.

- 6. Grant discharge to the directors**

***Proposed Resolution***

It is proposed that discharge be granted to each director in respect of their duties for the financial year ending on the 31<sup>st</sup> of December 2020.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
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**7. Grant discharge to the statutory auditor**

***Proposed Resolution***

It is proposed that discharge be granted to the statutory auditor in respect of its duties for the financial year ending on the 31<sup>st</sup> of December 2020.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
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**8. Approve the remuneration policy**

It is proposed that the remuneration policy be approved, in accordance with Article 7:89 of the Belgian Companies and Associations Code. The remuneration policy can be viewed on the Company's website at <https://investors.hyloris.com/shareholder-information/shareholders-meetings/>.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
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**9. Vote (advisory vote) on the remuneration report for the financial year ending on the 31<sup>st</sup> of December 2020**

***Proposed Resolution***

It is proposed that the remuneration report for the financial year ending on the 31<sup>st</sup> of December 2020, as elaborated in the annual report *Chapter 2, Corporate Governance, sub-heading Remuneration Report*, be approved. The 2020 annual report is available on the Company's website at <https://investors.hyloris.com/financial-information/#financialreports>.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
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**10. Approve the appointment of Pienter Jan BV (permanently represented by Mr. Chris Buyse) as independent director, and approve its remuneration**

***Proposed Resolution***

The Board of Directors refers to the Remuneration Committee's recommendation and confirms that Mr. Chris Buyse meets the independence criteria laid down in Article 7:87 of the Belgian Companies and Associations Code and the independence criteria in Recommendation 3:5 of the Belgian Corporate Governance Code of 2020.

Mr. Chris Buyse's professional qualifications and a list of the positions of Mr. Chris Buyse can be found on the Company's website <https://investors.hyloris.com/shareholder-information/shareholders-meetings/>.

It is proposed that Pienter Jan BV (whose registered office is at Baillet-Latourlei 119 A, 2930 Brasschaat, Belgium, permanently represented by Mr. Chris Buyse) be appointed as independent director of the Company for a period of four years until the close of the ordinary general meeting of 2025.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
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It is proposed that the remuneration of Pienter Jan BV be approved. This remuneration is consistent with the remuneration policy and consists of a fixed yearly remuneration of € 12,500 (excluding VAT).

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
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**11. Grant power of attorney for the performance of formalities**

***Proposed Resolution***

It is proposed that special powers be granted to Mr. Koenraad Van der Elst, Chief Legal Officer of the Company, and to Ms. Gisèle Rosselle, Mr. Cédéric Devroey, and Mr. Thijs Keuleers, who are all lawyers of the law firm Strelia, whose registered office is at Rue Royale 145, 1000 Brussels.

These special powers allow each of them to act individually and have the authority to sub-delegate to perform in the name and on behalf of the Company all formalities pertaining to the publication obligations imposed by law regarding the resolutions adopted at this Meeting and, more particularly, to the publication of an excerpt of these minutes in the Annexes to the Belgian State Gazette and, generally, to perform all steps at the Clerk's office of the Court of Enterprises and everything necessary for these purposes.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
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Done at \_\_\_\_\_, on \_\_\_\_\_ 2021

by \_\_\_\_\_

(name and first name) or (name of the company and its legal representative(s))

Signature(s):