

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**”)

PROXY

The Company invites participants to be represented by a proxy holder at the ordinary general meeting (the “**Meeting**”), which will be held on **Tuesday, 14th of June 2022** at **Boulevard Gustave-Kleyer 17, 4000 Liège, Belgium**.

Please send a completed, dated and signed proxy to the Company by no later than **Wednesday, 8th of June 2022** (date of receipt by the Company), by email to 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 undersigned, (name and first name) or (name of the company and its legal representative(s)):

residing at or having its registered office at:

- 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 _____ dematerialized 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 (**proposed proxy holder**); or

- _____
(By completing this section, you will appoint a proxy holder of your choice other than the proposed proxy holder);

with power of substitution to represent him/her/it at the Meeting, which will be held on **Tuesday, 14th of June 2022 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 Code on Companies and Associations, **you must give voting instructions to the proposed 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 organization of the Meeting, subject to compliance with the Belgian Code on 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, 30th of May 2022**.

Simultaneously with the publication of a revised agenda, the Company will make an amended proxy form available on the Company's website at:

<https://hyloris.com/shareholders-meeting-2022/>

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.

The Company will make available a realtime webcast 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 webcast.

<p>Email address: _____</p> <p>_____</p> <p>_____ (Complete in clear writing or caps)</p>

Agenda Voting instructions

- 1. Take cognizance of the Board of Directors’ report for the financial year ending on the 31st of December 2021**

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 31st of December 2021**

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 31st of December 2021 and approve the profit-and-loss allocation**

Proposed Resolution

It is proposed that the annual accounts for the financial year ending on the 31st of December 2021 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	(€7.684.897)
Loss carried forward from the previous financial year	(€6,749,131)
Loss to carry forward	(€14,434,028)

- 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 31st of December 2021**

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 31st of December 2021**

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 his/her/its duties for the financial year ending on the 31st of December 2021.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
------------------------------	----------------------------------	----------------------------------

7. Grant discharge to the statutory auditor

Proposed Resolution

It is proposed that discharge be granted to KPMG BEDRIJFSREVISOREN BV | KPMG RÉVISEURS D'ENTREPRISES SRL, represented by Mr. Olivier Declercq, in respect of its duties for the financial year ending on the 31st of December 2021.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
------------------------------	----------------------------------	----------------------------------

8. Approve the re-appointment of KPMG BEDRIJFSREVISOREN BV | KPMG RÉVISEURS D'ENTREPRISES SRL, represented by Mr. Olivier Declercq, as statutory auditor of the Company

Proposed Resolution

It is proposed that, upon recommendation of the Audit Committee, the Meeting appoints KPMG BEDRIJFSREVISOREN BV | KPMG RÉVISEURS D'ENTREPRISES SRL, represented by Mr. Olivier Declercq, having its registered office at Luchthaven Brussel Nationaal 1K, 1930 Zaventem, Belgium, with enterprise number 0419.122.548, as statutory auditor of the Company for a term of three (3) years ending at the end of the general meeting that will resolve on the approval of the annual accounts for the financial year ended on the 31st of December 2024. The representative (currently) designated by KPMG BEDRIJFSREVISOREN BV | KPMG RÉVISEURS D'ENTREPRISES SRL is Mr. Mr. Olivier Declercq, accredited auditor. The statutory auditor's annual fee for the audit of the annual accounts of the Company and the consolidated accounts, is fixed at EUR 73.000 (excl. VAT, out-of-pocket expenses).

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
------------------------------	----------------------------------	----------------------------------

9. Vote (advisory vote) on the remuneration report for the financial year ending on the 31st of December 2021

Proposed Resolution

It is proposed that the remuneration report for the financial year ending on the 31st of December 2021, as elaborated in the annual report in page 58 – Remuneration Report, be approved. The 2021 annual report is available on the Company's website at:

<https://hyloris.com/shareholders-meeting-2022/>

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
------------------------------	----------------------------------	----------------------------------

10. 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, Mr. Thijs Keuleers, and Ms. Marie-Elisabeth Dubois, who are all lawyers of the law firm Strelia, whose registered office is at Rue Royale 145, 1000 Brussels, Belgium.

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 Official 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
------------------------------	----------------------------------	----------------------------------

Done at _____, on _____ 2022

by _____

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

Signature(s):