



Hyloris Pharmaceuticals SA

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

Boulevard Patience & Beaujonc 3/1

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, 13th of June 2023** at **Boulevard Patience & Beaujonc 3/1, 4000 Liège, Belgium**.

Please send a completed, dated and signed proxy to the Company by no later than **Wednesday, 7th of June 2023** (date of receipt by the Company), by email to corporate@hyloris.com or by post to Hyloris Pharmaceuticals SA, Boulevard Patience & Beaujonc 3/1, 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, 13th of June 2023 at 14:00 (Central European Summer Time) at Boulevard Patience & Beaujonc 3/1, 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, 29^h of May 2023**.

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-2023>. 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 2022**

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 2022**

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 2022 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 2022 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 2022	(€903.445)
Loss carried forward from the previous financial year	(€14.434.028)
Loss to carry forward	(€15.337.473)

<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 31st of December 2022**

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 2022**

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 2022.

<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 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 2022.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
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8. Vote (advisory vote) on the remuneration report for the financial year ending on the 31st of December 2022

Proposed Resolution

It is proposed that the remuneration report for the financial year ending on the 31st of December 2022, as elaborated in the annual report in Remuneration report, as from page 62, be approved. The 2022 annual report is available on the Company's website at <https://hyloris.com/shareholders-meeting-2023>.

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
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Done at _____, on _____ 2023

by _____

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

Signature(s):