**Hyloris Pharmaceuticals SA**

Public limited liability company (s*ociété anonyme*/*naamloze vennootschap*)Boulevard Patience & Beaujonc 3/14000 Liège   
BelgiumRegister of legal entities: 0674.494.151 (Liège, Liège Division)  
  
(the “**Company**”)

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| **PROXY** |

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| The Company invites participants to be represented by a proxy holder at the ordinary general meeting (the “**Annual Shareholders’ Meeting**”), which will be held on **30 September 2024** at 10:00 (Belgian time) at **Boulevard Patience & Beaujonc 3/1, 4000 Liège, Belgium**.  Please send a completed, dated and signed proxy to the Company by no later than **24 September 2024** (date of receipt by the Company), by email to [corporate@hyloris.com](mailto:corporate@hyloris.com) or by post to Hyloris Pharmaceuticals SA, Boulevard Patience & Beaujonc 3/1, 4000 Liège, Belgium, to the attention of Mr. Stefan Yee, Chairman of the board of directors of the Company.  Please note that Company will reject proxies that arrive late or do not comply with the requirements set out in the convening notice.  There is no attendance quorum requirement for the deliberation and voting on the agenda items referred to in the below agenda of the Annual Shareholders’ Meeting. The resolutions proposed in the agenda will be passed if a simple majority of the votes validly cast approves them. |

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

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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 subscription rights (number of subscription rights 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** (the “**Proxy Holder**”):

- Mr. Stefan Yee, Chairman of the board of directors of the Company ; or

- \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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

*(Please note that if you appoint a member of the board of directors or any other associate or person related to the Company, by law, this person will be deemed to have a potential conflict of interest.)*

*(Please note that if you do not appoint a Proxy Holder, this proxy will be considered a “vote by letter”. In that case, you can no longer vote in person or by proxy at the Annual Shareholders’ Meeting.)*

with power of substitution to represent him/her/it at the Annual Shareholders’ Meeting, which will be held on **30 September 2024** at **10:00 (Belgian 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. The proxy holder has the power to vote for the postponement of the Annual Shareholders’ Meeting.

Shareholders and subscription right 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.

Please provide your voting instructions (for, against, abstain) in writing below each proposed resolution.

In the absence of voting instructions, the Proxy Holder will vote in favor of the resolutions shown on the agenda.

Notwithstanding the above, when the proposed Proxy Holder falls under the potential conflict-of-interest rules of article 7:143, §4 of the Belgian Code on companies and associations (the “**BCCA**”), **the undersigned must give specific voting instructions to the Proxy Holder for each of the agenda items**. Where applicable, 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 Annual Shareholders’ Meeting, during the Annual Shareholders’ Meeting, concerning the conduct and/or organization of the Annual Shareholders’ Meeting, subject to compliance with the BCCA, 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 15 September **2024**.

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/second-general-assembly-2024/](https://url.de.m.mimecastprotect.com/s/F1VdCDqXPEu5Y4EqCWf1ujcbGr?domain=hyloris.com/)

Proxy forms that have reached the Company prior to the publication of a revised agenda remain valid for those agenda items to which the proxies apply.

On the one hand, if the Company has published a revised agenda including one or more newly proposed resolutions for items which were initially mentioned on the agenda, the Proxy Holder may deviate from any instructions given by the undersigned if execution of such instructions might compromise the undersigned’s interests. On the other hand, if the Company has published a revised agenda including one or more new agenda item(s), the Proxy Holder will abstain from voting on any new agenda items.

Shareholders also have the possibility to submit a new proxy by using the amended forms, in accordance with the convening notice.

**Agenda**

1. **Annual Shareholders’ Meeting**

# Take cognizance of the Board of Directors’ report for the financial year ending on the 31st of December 2023

***Proposed resolution***

This agenda item does not require a resolution.

# Take cognizance of the statutory auditor’s report for the financial year ending on the 31st of December 2023

***Proposed resolution***

This agenda item does not require a resolution.

# Approve the annual accounts for the financial year ending on the 31st of December 2023 and approve the profit-and-loss allocation

***Proposed resolution***

It is proposed to approve the annual accounts for the financial year ending on the 31st of December 2023 and the profit-and-loss allocation as proposed by the Board of Directors. The profit-and-loss allocation is set out as follows:

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| Loss of financial year 2023 | EUR – 3.402.000 |
| Loss carried forward from the previous financial year | EUR – 15.504.000 |
| Loss to carry forward | EUR – 18.906.000 |

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| ☐ FOR | ☐ AGAINST | ☐ ABSTAIN |

# 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 2023

***Proposed resolution***

This agenda item does not require a resolution.

# Take cognizance of the consolidated annual accounts for the financial year ending on the 31st of December 2023

***Proposed resolution***

This agenda item does not require a resolution.

# Take cognizance of the end of the mandate of Pienter Jan SRL/BV, permanently represented by Mr. Chris Buyse

# On 10 July 2024, Pienter Jan SRL/BV, permanently represented by Mr. Chris Buyse, dismissed from its mandate of independent director with effect as from the close of the Annual Shareholders’ Meeting that will vote on the annual accounts for the financial year ending on the 31st of December 2023.

# *Proposed resolution*

# It is proposed to take cognizance of the end of, and, as far as necessary, to accept, the dismissal of Pieter Jan SRL/BV, permanently represented by Mr. Chris Buyse, with effect as from the close of the Annual Shareholders’ Meeting that will vote on the annual accounts for the financial year ending on the 31st of December 2023.

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| ☐ FOR | ☐ AGAINST | ☐ ABSTAIN |

1. **Grant discharge to the directors**

***Proposed resolution***

It is proposed that discharge be granted to the following directors in respect of their mandate for the financial year ending on the 31st of December 2023, including the convening of the Annual Shareholders’ Meeting as well as the submission, publication and filing of the (consolidated) annual accounts and the annual report and audit report on the (consolidated) annual accounts in derogation of the applicable legal and statutory provisions (relating to the convening, formalities, deadlines, the availability of certain documents on specific dates and the dates on which the meeting is held):

###### SVR Management SRL, represented by Mr. Stijn van Rompay,

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###### Jacobsen Management SRL, represented by Mr. Thomas Jacobsen,

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###### Van Rompay Management SRL, represented by Mr. Leon Van Rompay,

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###### Noshaq Partners SRL, represented by Mr. Marc Foidart,

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###### Mr. Stefan Yee,

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###### Mrs. Caroline Myers,

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| ☐ FOR | ☐ AGAINST | ☐ ABSTAIN |

###### Mr. James Gale, and

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###### Pienter Jan SRL, permanently represented by Mr. Chris Buyse.

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1. **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 31st of December 2023.

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1. **Approve the (re)appointment of directors**

The mandates of the following directors expire at the close of the Annual Shareholders’ Meeting:

###### SVR Management SRL, represented by Mr. Stijn van Rompay,

###### Jacobsen Management SRL, represented by Mr. Thomas Jacobsen,

###### Van Rompay Management SRL, represented by Mr. Leon Van Rompay,

###### Noshaq Partners SRL, represented by Mr. Marc Foidart,

###### Mr. Stefan Yee,

###### Mrs. Caroline Myers, and

###### Mr. James Gale.

The directors listed under (i), (ii), (iii) et (v) are candidates to a renewal of their mandate and Mr. Marc Foidart, is candidate-director in his personal name and no longer as permanent representative of Noshaq Partners SRL/BV.

Upon recommendation of the nomination and remuneration committee, the Board of Directors proposes to (re)appoint the following directors for a term of 4 years, until the close of the Annual Shareholders’ Meeting to be held in 2028:

SVR Management SRL, represented by Mr. Stijn van Rompay,

Jacobsen Management SRL, represented by Mr. Thomas Jacobsen,

Van Rompay Management SRL, represented by Mr. Leon Van Rompay, and

Mr. Stefan Yee.

In addition, upon recommendation of the nomination and remuneration committee, the Board of Directors proposes to appoint Mrs. Revital Rattenbach, Mr. Marc Foidart and Mr. Vincent Van Dessel as independent directors for a term of 4 years until the close of the Annual Shareholders’ Meeting to be held in 2028. According to the information made available to the Company, Mrs. Revital Rattenbach, Mr. Marc Foidart and Mr. Vincent Van Dessel meet the general independence criteria set out in article 7:87 of the Belgian Code of companies and associations and the specific independence criteria set out in provision 3.5 of the Belgian Code on corporate governance. The Board of Directors confirms that it has no indications of any element that would bring into doubt their independence in the meaning of article 7:87 of the Belgian Code of companies and associations.

# *Proposed resolutions*

# It is proposed to (re)appoint:

###### SVR Management SRL, represented by Mr. Stijn Van Rompay, as director for a term of 4 years, until the close of the annual general meeting to be held in 2028, and remunerated according to the Remuneration Policy of the Company,

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###### Jacobsen Management SRL, represented by Mr. Thomas Jacobsen, as director for a term of 4 years, until the close of the annual general meeting to be held in 2028, and remunerated according to the Remuneration Policy of the Company,

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###### Van Rompay Management SRL, represented by Mr. Leon Van Rompay, as director for a term of 4 years, until the close of the annual general meeting to be held in 2028, and remunerated according to the Remuneration Policy of the Company,

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| ☐ FOR | ☐ AGAINST | ☐ ABSTAIN |

###### Mr. Stefan Yee as director for a term of 4 years, until the close of the annual general meeting to be held in 2028, and remunerated according to the Remuneration Policy of the Company,

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###### Mrs. Revital Rattenbach as independent director for a term of 4 years, until the close of the annual general meeting to be held in 2028, and remunerated according to the Remuneration Policy of the Company,

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###### Mr. Marc Foidart as independent director for a term of 4 years, until the close of the annual general meeting to be held in 2028, and remunerated according to the Remuneration Policy of the Company, and

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###### Mr. Vincent Van Dessel as independent director for a term of 4 years, until the close of the annual general meeting to be held in 2028, and remunerated according to the Remuneration Policy of the Company.

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1. **Vote (advisory vote) on the remuneration report for the financial year ending on the   
   31st of December 2023**

***Proposed resolution***

It is proposed to approve the remuneration report for the financial year ending on the 31st of December 2023, as elaborated in the annual report in the subsection *Corporate Governance – Remuneration Report (p. 62 and following)*, be approved. The 2023 annual report is available on the Company’s website at [https://hyloris.com/second-general-assembly-2024/](https://url.de.m.mimecastprotect.com/s/F1VdCDqXPEu5Y4EqCWf1ujcbGr?domain=hyloris.com/)***.***

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1. **Approve the remuneration policy**

The current Remuneration Policy of was approved Annual Shareholders’ Meeting of 8 June 2021.

Upon recommendation of the Remuneration and Nomination Committee, the Board of Directors has prepared an amended Remuneration Policy, which is available on the Company’s website on the following address: [https://hyloris.com/second-general-assembly-2024/](https://url.de.m.mimecastprotect.com/s/F1VdCDqXPEu5Y4EqCWf1ujcbGr?domain=hyloris.com/)***.***

If the Annual Shareholders’ Meeting does not approve the proposed new policy, the Company will continue to remunerate its directors, others executives and day-to-day management delegates in accordance with the existing approved policy and will submit a revised remuneration policy to the next Annual Shareholders’ Meeting for approval

***Proposed resolution***

It is proposed to approve the amended remuneration policy in accordance with article 7:89/1 of the BCCA.

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1. **Grant power of attorney for the performance of formalities**

***Proposed Resolution***

It is proposed that special powers be granted to Mr. Stefan Yee, Chairman of the Board of Directors of the Company, Erwin Destuyver, Michiel Stuyts and Marion Baine (attorneys with Eubelius BV/SRL) and Silke De Greef (paralegal assistant with Eubelius BV/SRL), as well as, more generally, all attorneys and paralegal assistants of Eubelius BV/SRL, to

allow them to act individually, and with full power of substitution and sub-delegation, 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 the Annual Shareholders’ Meeting and, more particularly, to publish an excerpt of these minutes in the Annexes to the Belgian Official Gazette and, generally, to perform all steps at the Clerk's office of the Court of Enterprises and everything necessary for these purposes.

To the extent permitted by law, the undersigned waives any liability claim against the attorney(s)-in-fact (as well as the substitutes and subdelegates) and undertakes to indemnify them for any damage they may incur because of any act carried out in relation to this power of attorney.

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Done at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ 2024

by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_   
  
(name and first name) or (name of the company and its legal representative(s)[[1]](#footnote-2))

Signature(s):

1. *If signature on behalf of a legal entity, please specify first name, name and title of the natural person(s) signing this form on behalf of the shareholder and provide supporting documentation confirming representation powers. In the absence thereof, the natural person(s) signing this form declare(s) and certify(ies) to the Company to have the necessary powers to sign this form on behalf of the shareholder.* [↑](#footnote-ref-2)