

BONE THERAPEUTICS
Public limited liability company
Rue Granbonpré 11, Building H
1435 Mont-Saint-Guibert
RLE : Walloon Brabant, Division Nivelles
VAT : 0882.015.654

(the "Company")

INVITATION TO THE ORDINARY GENERAL MEETING TO BE HELD ON 8 JUNE 2022

The Board of Directors of the Company has the honor to convene the shareholders and the holders of registered subscription rights and registered convertible bonds of the Company to the ordinary general meeting to be held on **8 June 2022** as from 4:00 p.m., at Rue Granbonpré 11, Building H, 1435 Mont-Saint-Guibert, and whose agenda is set out below.

AGENDA

1. Deliberation on the:

- **annual statutory accounts relating to the financial year ending 31 December 2021;**
- **consolidated annual accounts for the financial year ending 31 December 2021;**
- **report of the board of directors with respect to the fiscal year ended 31 December 2021; and**
- **auditor's report for the fiscal year ending 31 December 2021.**

Comments on this agenda item:

The board of directors requests the general shareholders' meeting to take note of (i) the statutory annual accounts for the financial year ending on 31 December 2021, (ii) the consolidated annual accounts for the financial year ending on 31 December 2021, (iii) the annual report of the board of directors for the financial year ending on 31 December 2021 and the report of the statutory auditor for the financial year ending on 31 December 2021.

2. Deliberation on the statutory annual accounts for the financial year ending 31 December 2021.

Proposed resolution:

The general meeting decides to approve the statutory annual accounts for the financial year ending on 31 December 2021.

3. Deliberation on the appropriation of the result relating to the period ending 31 December 2021.

Proposed resolution:

The general meeting decides to approve the allocation of the result as proposed by the board of directors in its annual report.

4. **Deliberation on the remuneration report of the Board of Directors for the financial year ending 31 December 2021, as presented by the Nomination and Remuneration Committee and included in the annual report.**

Proposed resolution:

The general meeting resolves to approve the remuneration report of the board of directors for the financial year ending 31 December 2021, as presented by the nomination and remuneration committee and included in the annual report.

5. **Discharge to be given to the Directors for the proper performance of their duties during the fiscal year ended 31 December 2021.**

Proposed resolution:

The general meeting decides to grant discharge to the following directors for the performance of their duties during the financial year ended on 31 December 2021:

- *Innoste SA, represented by its permanent representative Mr. Jean Stéphane;*
- *mC4Tx SRL, represented by its permanent representative Mr. Miguel Forte;*
- *Finsys Management SRL, represented by its permanent representative Mr. Jean-Luc Vandebroek ;*
- *Mrs. Claudia D'Augusta;*
- *ClearSteer Consulting LLC, represented by its permanent representative Mrs. Gloria Matthews;*
- *Castanea Management SARL, represented by its permanent representative Mr. Damian Marron;*
- *Mr. Jean-Paul Prieels;*

6. **Discharge to the Auditor.**

Proposed resolution:

The general meeting decides to grant discharge to the statutory auditor Deloitte Bedrijfsrevisoren SRL, a limited liability company incorporated under the laws of Belgium, having its registered office at Gateway building, Luchthaven Brussel Nationaal 1J, 1930 Zaventem, Belgium and registered with the Register of Legal Entities of Brussels (Dutch-speaking) under enterprise number 0429.053.863, represented by its permanent representative Mr. Pieter-Jan Van Durme, for the performance of its mandate during the financial year ending on 31 December 2021.

7. **Appointment of the new Auditor.**

Proposed resolution:

Upon proposal of the audit committee, the general meeting decides to approve the appointment of BDO Bedrijfsrevisoren – Réviseurs d'entreprises BV/SRL, a company under Belgian law in

the form of a private limited liability company, having its registered office at Elsinore Building-Corporate Village, Da Vincilaan 9/E6, 1930 Zaventem, Belgium and registered with the Register of Legal Entities of Brussels (Dutch-speaking) under enterprise number 0431.088.289, represented by its permanent representative Mr. Rodrigo Abels, as statutory auditor of the Company with immediate effect and for a term ending immediately after the annual general meeting of the Company to be held in 2025 which will decide on the annual accounts for the financial year ending on 31 December 2024. The general meeting further resolves that the auditor's remuneration will amount to EUR 52,500 per year (excluding expenses and VAT), throughout its term of office.

8. Deliberation on the renewal of the mandate of executive director mC4Tx SRL, whose permanent representative is Miguel Forte.

Proposed resolution:

The general meeting takes note of the expiration of the mandate of mC4Tx SRL, a limited liability company incorporated under the laws of Belgium, having its registered office at Rue du Moulin 12, 1330 Rixensart, Belgium and registered with the Register of Legal Entities of Walloon Brabant under enterprise number 0673.623.725, represented by its permanent representative Mr. Miguel Forte, and decides, upon proposal of the board of directors and based on the advice of the nomination and remuneration committee of the Company, not to renew the mandate of mC4Tx SRL as executive director.

9. Deliberation on the renewal of the mandate of the non-executive director Finsys Management SRL, whose permanent representative is Jean-Luc Vandebroek.

Proposed resolution:

The general meeting takes note of the expiration of the mandate of Finsys Management SRL, a limited liability company incorporated under the laws of Belgium, having its registered office at Rue Charles Plisnier 25, 1420 Braine-l'Alleud, Belgium and registered with the Register of Legal Entities of Walloon Brabant under enterprise number 0558.913.406, represented by its permanent representative Mr. Jean-Luc Vandebroek, and decides, upon proposal of the board of directors and based on the advice of the nomination and remuneration committee of the Company, to renew the mandate of Finsys Management SRL as non-executive director with immediate effect and for a term extending until the annual general meeting of the Company to be held in 2026 which will decide on the annual accounts for the financial year ending on 31 December 2025.

The director is not independent within the meaning of article 7:87 §1 of the Belgian Code on Companies and Associations and does not meet the independence criteria provided for in article 7:87 §1 of the Belgian Code on Companies and Associations and prescribed by the Belgian Corporate Governance Code. The meeting resolves that the director's mandate will be remunerated in accordance with the remuneration rules for non-executive directors adopted at the annual general meeting held in 2021. The curriculum vitae of Mr. Jean-Luc Vandebroek is available on the Company's website.

10. **Powers.**

Proposed resolution:

The general meeting decides to grant special powers to Mrs. Myriam Piscitello and Mr. Benjamin D'Haese, with the right to act individually on behalf of the Company and with the right of substitution, to exercise, execute and sign all documents, deeds, formalities and procedures and to give the instructions necessary or useful for the execution of the aforementioned decisions, including, but not limited to, the filing of the annual accounts and the consolidated annual accounts of the financial year ended on 31 December 2021, of the annual reports and of the auditor's reports attached thereto, with the National Bank of Belgium.

The general meeting decides resolves to grant proxy to each director, Mrs. Myriam Piscitello and Mr. Benjamin D'Haese, as well as Hadrien Chef and Violette Keppenne, attorneys-at-law with office at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, or any other attorney-at-law from the firm "Osborne Clarke", with office at the same address, each acting alone and with power to substitute, to act on behalf of the Company in order to proceed to the publication of an extract of these minutes in the Annexes to the Belgian Official Gazette and the updating of the Company registration information at the register of legal persons of the Crossroads Bank of Enterprises. The proxies are authorised to sign every document and to take every necessary step towards the clerk's office of the Enterprise Court, the one-stop business shops and the Crossroads Bank of Enterprises and more generally, to undertake any action necessary or useful in relation to these resolutions.

QUORUM AND MAJORITY

Quorum

There is no quorum requirement for the deliberation and voting on the items on the abovementioned agenda of the ordinary general meeting of the shareholders.

Voting and majority

Subject to the applicable legal provisions, each share will give the right to one vote. In accordance with article 7:135 of the Belgian Code on Companies and Associations, holders of registered subscription rights and registered convertible bonds are entitled to attend the ordinary general meeting of shareholders, but only with a consultation right.

In accordance with applicable law, the resolutions proposed in this agenda will be adopted by a simple majority of the votes cast.

PARTICIPATION IN THE MEETING

Covid-19 measures

The Company will grant access to the meeting room to shareholders only to the extent permitted in light of the measures taken by the authorities as applicable on the meeting's date. The Company is monitoring the situation closely and will disclose all relevant information and additional measures impacting the shareholders' meeting on its website. However, the Company strongly encourages the shareholders to limit their physical presence and to vote through proxy (pursuant to the procedure described below).

Admission requirements

The holders of securities issued by the Company who wish to participate in the ordinary general meeting of shareholders of the Company must take into account the formalities and procedures described below.

The Board of Directors of the Company wishes to point out that only those persons who have fulfilled the two conditions mentioned below will be entitled to participate and vote at the ordinary general meeting of the shareholders.

1. Registration of shares

The right to participate in the ordinary general meeting of shareholders and to exercise the voting rights is subject to the shares being registered in the name of the shareholder on **25 May 2022**, at midnight (Belgian time) (the "**Record Date**"). This registration is established:

- For **registered shares**: by entry in the Company's share register on the Record Date;
- For **dematerialized shares**: by a book entry, with a settlement institution or a certified account holder. The certified account holder or the settlement institution shall deliver to the shareholder a certificate certifying the number of dematerialized shares registered in the name of the shareholder in its accounts on the Record Date.

2. Notification

Shareholders must notify the Company of their intention to participate in the ordinary general meeting of shareholders and the number of shares for which they intend to exercise their voting rights by **2 June 2022** at the latest. The certificate, if any, issued by the settlement institution or the certified account holder must be attached to this notification. The notification must be made by e-mail to generalassembly@bonetherapeutics.com, or by letter to the attention of Bone Therapeutics, Mr. Benjamin D'Haese and Mrs. Myriam Piscitello, Rue Granbonpré 11, Building H, 1435 Mont-Saint-Guibert.

The holders of registered subscription rights and registered convertible bonds are entitled to attend the ordinary general meeting of shareholders, subject to compliance with the admission criteria for shareholders.

Right to place items on the agenda and to submit proposals for decisions

In accordance with article 7:130 of the Belgian Code on Companies and Associations, one or more shareholders who together hold at least 3% of the share capital may request the inclusion of matters to be dealt with on the agenda of the ordinary general meeting of shareholders, as well as submit proposals for resolutions regarding matters to be dealt with that have been included or are to be included on the agenda.

Items to be included in the agenda and/or proposals for decisions must be sent to the Company by **18 May 2022** at the latest by e-mail to generalassembly@bonetherapeutics.com, or by letter for the attention of Bone Therapeutics, Mr. Benjamin D'Haese and Mrs. Myriam Piscitello, Rue Granbonpré 11, Building H, 1435 Mont-Saint-Guibert.

The Company will acknowledge receipt of requests made by e-mail or mail to the address indicated by the shareholder within 48 hours of such receipt. The revised agenda will be published on **24 May 2022** at the latest (on the Company's website at www.bonetherapeutics.com, in the Belgian Official Gazette and in the press).

Further information on the abovementioned rights and their exercise is available on the Company's website (www.bonetherapeutics.com).

Right to ask questions

Shareholders have the right to ask questions in writing to the directors and/or the auditor regarding the items on the agenda of the ordinary general meeting of shareholders. The questions may be asked orally during the ordinary general meeting of shareholders or in writing prior to the ordinary general meeting of shareholders. The written questions should be sent by e-mail to generalassembly@bonetherapeutics.com, or by letter to the attention of Bone Therapeutics, Mr. Benjamin D'Haese and Mrs. Myriam Piscitello, Rue Granbonpré 11, Building H, 1435 Mont-Saint-Guibert. They must be received by the Company no later than 5:00 p.m. (Belgian time) on **2 June 2022**.

Further information on the abovementioned right and its exercise is available on the Company's website (www.bonetherapeutics.com).

Proxies

Any shareholder may be represented at the ordinary general meeting of shareholders by a proxy.

Shareholders who wish to be represented must use the proxy form drawn up by the Board of Directors. The proxy form can be obtained on the Company's website (www.bonetherapeutics.com), at the Company's registered office or by e-mail at generalassembly@bonetherapeutics.com.

The proxy form may be signed by hand or electronically via an electronic signature platform (e.g. DocuSign or Adobe eSign) recognized in the European Union as a trusted service provider in accordance with Regulation (EU) No. 910/2014 of the European Parliament and of the Council of July 23, 2014 on electronic identification and trusted services for electronic transactions in the internal market and repealing Directive 1999/93/EC. Signed proxy forms must be received by the Company no later than 5:00 p.m. (Belgian time) on **2 June 2022**. This form can be sent to the Company by e-mail to generalassembly@bonetherapeutics.com, or by letter to the attention of Bone Therapeutics, Mr. Benjamin D'Haese and Mrs. Myriam Piscitello, Rue Granbonpré 11, Building H, 1435 Mont-Saint-Guibert.

Shareholders wishing to be represented must comply with the registration and confirmation procedure described above. Shareholders are invited to follow the instructions on the proxy form in order to be validly represented at the ordinary general meeting of shareholders.

Available documents

All documents relating to the ordinary general meeting of shareholders that the law requires to be made available to shareholders will be available on the Company's website (www.bonetherapeutics.com) as of **9 May 2022**.

As of **9 May 2022**, shareholders will be able to consult these documents on working days and during normal business hours at the Company's registered office and/or, upon presentation of their Company shares, to obtain copies of these documents free of charge.

Requests for copies, free of charge, may also be sent by e-mail to generalassembly@bonetherapeutics.com, or by letter to the attention of Bone Therapeutics, Mr. Benjamin D'Haese and Mrs. Myriam Piscitello, Rue Granbonpré 11, Building H, 1435 Mont-Saint-Guibert.

The Board of Directors