

**DRAFT TRANSLATION FOR INFORMATION PURPOSES ONLY
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PROXY FORM

Any shareholder wishing to be represented at the extraordinary general meeting of Bone Therapeutics SA to be held on **24 October 2022** from 3:00 p.m. (Belgian time) at Avenue Lloyd George 11, 1000 Brussels, the agenda of which is set out below, must use the present proxy form in French. Any other form of proxy will not be accepted.

A scanned or photographed copy of this completed and signed form must be received by the Company no later than **on 18 October 2022** at 5:00 p.m. (Belgian time). This form can be sent to the Company by e-mail to generalassembly@bonetherapeutics.com, by fax to +32 71 12 10 01 or by mail to the attention of Bone Therapeutics, Mr Benjamin D'Haese, Rue Granbonpré 11, Building H, 1435 Mont-Saint-Guibert.

It is important to note that the undersigned shareholder must also comply with the registration formalities set out in the convening notice.

Moreover, the designation of a proxy holder must comply with the applicable Belgian laws, in particular with regard to conflicts of interest.

The undersigned :

name : _____

address: _____

represented pursuant to its articles of
association by : _____

holder of : _____ shares of the company :

corporate name : BONE THERAPEUTICS SA

registered office: Rue Granbonpré 11, Building H, 1435 Mont-Saint-Guibert,

Appoints as special proxy holder, acting alone and with power of substitution :

mC4Tx SRL, represented by Mr Miguel Forte and/or Mr Benjamin D'Haese and/or Mr Hadrien Chef

to whom it grants all powers to represent it at the extraordinary general meeting of the said company, that will be held before a notary of Berquin Notaires on **24 October 2022 from 3:00 p.m. (Belgian time)**, avenue Lloyd George 11, 1000 Brussels, and which will deliberate on the **agenda** below:

1. Acknowledgment of the following reports:

- the special report of the board of directors prepared in accordance with articles 7:179, §1 and 7:197 of the Belgian Code on companies and associations regarding, *inter alia*, the proposal to increase the capital of the Company through the Contribution in Kind of the Contributed Shares (as defined below);

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- the special report of the board of directors prepared in accordance with articles 7:180, 7:191 and 7:193 of the Belgian Code on companies and associations regarding, *inter alia*, the cancellation, in the interest of the Company, of the preferential subscription right of the existing shareholders of the Company in connection with the envisaged issue to the shareholders of the Company of a number of ALLOB subscription rights equal to the number of shares outstanding on the day of the extraordinary general meeting (the "**ALLOB Subscription Rights**");
- the special report of the board of directors prepared in accordance with article 7:199 of the Belgian Code on companies and associations regarding the renewal of the authorised capital;
- the report of the auditor prepared in accordance with articles 7:179, §1 and 7:197 of the Belgian Code on companies and associations regarding the proposal to increase the capital of the Company through the Contribution in Kind of the Contributed Shares (as defined below); and
- the report of the auditor concerning the ALLOB Subscription Rights prepared in accordance with articles 7:180, al. 2, 7:191, al. 3, and 7:193, §1, al. 3, of the Belgian Code on companies and associations.

Comment:

The board of directors of the Company requests the general meeting of the shareholders to acknowledge the abovementioned reports.

2. Acknowledgment and approval of the subscription rights plan in favour of the existing shareholders of the Company whose shares have been registered in accordance with article 7:134 of the Belgian Code on companies and associations (the "**ALLOB Subscription Rights Plan**").

Proposed resolution:

The meeting acknowledges and approves the ALLOB Subscription Right Plan attached to the report of the board of directors prepared in accordance with articles 7:180, 7:191 and 7:193 of the Belgian Code on companies and associations and exempts the executing notary from reproducing it in its entirety.

■ For ■ Against ■ Abstention

3. Subject to the condition precedent of the approval of item 4 of the agenda, issue of an amount of ALLOB Subscription Rights equal to the number of shares in issue on the date of the extraordinary general meeting – Determination of the terms and conditions of the ALLOB Subscription Rights – Conditional and deferred capital increase.
 - Subject to the condition precedent of the approval of item 4 of the agenda, decision to issue an amount of ALLOB Subscription Rights equivalent to the number of shares in issue on the date of the extraordinary general meeting, in accordance with the terms and conditions of the ALLOB Subscription Rights Plan, to each existing shareholder of the Company whose shares have been registered in accordance with article 7:134 of the Belgian Code on companies and associations, allowing each of them to subscribe to a new share of the Company, subject to the condition precedent of successful ALLOB interim Phase IIB results (statistically positive results (primary endpoint is met, which, in the context of an interim analysis, would be if the RUST score is higher than 1.46, upon the decision of the ad-hoc independent committee, validating the SAP conclusions drawn by an independent CRO (the "**Triggering Event**").

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- Decision to cancel the preferential subscription right of the existing shareholders of the Company in connection with this issue.
- Decision to in principle conditionally increase the capital, subject to the condition precedent that the ALLOB Subscription Rights are exercised.
- The exact amount of the capital increase will be equal to the number of ALLOB Subscription Rights exercised, multiplied by the Exercise Price, as defined in the ALLOB Subscription Rights Plan, if applicable with an allocation to the "share premium" account if the Exercise Price exceeds the accounting par value of the shares at the time of their issue, and with the issue of a number of shares of the same nature and which grant the same rights and benefits as the existing shares, as determined in the ALLOB Subscription Rights Plan, and by the issue of a maximum amount of new shares equal to the number of shares in issue on the date of the extraordinary general meeting resolving on the issue of the ALLOB Subscription Rights.

Proposed resolution:

- a) *Issue of a number of ALLOB Subscription Rights equal to the number of shares in issue on the date of the extraordinary general meeting*

The meeting resolves to issue a number of ALLOB Subscription Rights equal to the number of shares in issue on the date of extraordinary general meeting in accordance with the terms and conditions of the ALLOB Subscription Rights Plan to each existing shareholder of the Company whose shares have been registered in accordance with article 7:134 of the Belgian Code on companies and associations, allowing each of them to subscribe to a new share of the Company, subject to the condition precedent of the occurrence of the Triggering Event.

- b) *Terms and conditions of the ALLOB Subscription Rights*

The meeting resolves that each ALLOB Subscription Right will be in dematerialised form.

The meeting resolves that the subscription price is equal to EUR 0 per ALLOB Subscription Right.

The meeting resolves that the ALLOB Subscription Rights will expire on the first anniversary of the Triggering Event.

The exercise price of each ALLOB Subscription Right shall be equal to EUR 0.45.

The ALLOB Subscription Rights are transferable.

In addition, the terms and conditions of the ALLOB Subscription Rights are set out in the board report regarding the ALLOB Subscription Rights prepared in accordance with articles 7:180, 7:191 and 7:193 of the Belgian Code on companies and associations referred to in item 1 of the agenda and in the ALLOB Subscription Rights Plan.

- c) *Cancellation of the preferential subscription right*

The meeting resolves in the interest of the Company to cancel the preferential subscription right of the existing shareholders of the Company in connection with this issue of ALLOB Subscription Rights in accordance with articles 7:191 and 7:193 of the Belgian Code on companies and associations in order to allow the Company to offer the ALLOB Subscription Rights to the existing shareholders of the Company whose shares have been registered in accordance article 7:134 of the Belgian Code on

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companies and associations and some of whom are not employees of the Company within the meaning of article 1:27 of the Belgian Code on companies and associations.

d) Conditional and deferred capital increase

The meeting resolves, subject to the condition precedent of the exercise of the ALLOB Subscription Rights:

- *to increase the capital, in one or more times, with a maximum amount equal to the number of exercised ALLOB Subscription Rights, multiplied by the Exercise Price, as defined in the ALLOB Subscription Right Plan, at the time of issue of the shares pursuant to the exercise of the ALLOB Subscription Rights and this for the issue of new shares equal to the number of shares outstanding on the day of the extraordinary general meeting, in accordance with the provisions of the ALLOB Subscription Right Plan. The shares issued upon exercise of the ALLOB Subscription Rights will be ordinary shares and will allow their holder to benefit from the same rights as the holders of ordinary shares as from the first day of the financial year during which these are issued. The new shares shall, at the choice of the shareholder, issued in dematerialised or registered form. The new shares shall be listed on the regulated market of Euronext Brussels and the regulated market of Euronext Paris under the symbol BOTHE. The Company will make its best efforts to ensure that the new shares issued upon exercise of the ALLOB Subscription Rights are admitted to trading on the regulated market of Euronext Brussels and the regulated market of Euronext Paris; and*
- *if applicable, to allocate the balance, if any, of the exercise price of the ALLOB Subscription Rights compared to the accounting par value of the shares following the exercise of the ALLOB Subscription Rights to the unavailable "Share premium" account, which shall serve as a guarantee towards third parties in the same manner as the capital of the Company and may only be reduced or deleted by virtue of a decision of the general meeting of the shareholders acting under the conditions required for an amendment of the articles of association of the Company.*

■ For

■ Against

■ Abstention

4. Capital increase by contribution in kind by the shareholders of Medsenic, a simplified joint-stock company (*société par actions simplifiée*) under French law, having its registered office 204, avenue de Colmar, 67100 Strasbourg, France, and registered with the trade and companies register of Strasbourg under number 527 761 530 ("**Medsenic**") of 37,649 shares in issue in Medsenic, representing fifty-one percent (51%) of the capital of Medsenic pursuant to a subscription agreement entered into between the Company and the shareholders of Medsenic on 9 August 2022, for a total amount of EUR 40,800,867.30 (including the share premium), out of which EUR 27,200,578.20 booked on the account "Capital", against the issue of 90,668,594 new shares for a subscription price equal to EUR 0.45 (rounded) per new share.

Proposed resolution:

*The meeting resolves to increase the capital of the Company by contribution in kind by the shareholders of Medsenic, a simplified joint-stock company (*société par actions simplifiée*) under French law, having its registered office 204, avenue de Colmar, 67100 Strasbourg, France, and registered with the trade and companies register of Strasbourg under number 527 761 530 ("**Medsenic**") of 37,649 shares in issue in Medsenic, representing fifty-one percent (51%) of the capital of Medsenic (the "**Contributed Shares**") pursuant to a subscription agreement entered into between the Company and the shareholders of Medsenic on 9 August 2022, for a total amount of EUR 40,800,867.30 (including the share premium),*

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*out of which EUR 27,200,578.20 booked on the account "Capital", against the issue of 90,668,594 new shares for a subscription price equal to EUR 0.45 (rounded) per new share (the "**Contribution in Kind of the Contributed Shares**").*

The total amount of the subscribed capital is EUR 27,200,578.20 (i.e. EUR 0.30 for each of the new shares) and the total amount of the share premium subscribed is EUR 13,600,289.10 (i.e. EUR 0.15 for each of the new shares).

*The new shares which shall be issued to the shareholders of Medsenic (the "**Subscribers**") following this capital increase in kind shall be dematerialised or registered, without nominal value, with the same rights and benefits as the existing shares, and will participate in the profits of the Company throughout the whole financial year beginning on 1 January 2022.*

All shares (existing shares and new shares) will have the same representative value of the capital and the same accounting par value.

For Against Abstention

5. Subscription and paying up of the new shares and of the share premium by the Subscribers.

Proposed resolution:

The Subscribers represented here by Mr Fabian Tchékémian and/or Mr Harold Wouters, each acting individually with power of substitution, in his capacity of proxy holder on the basis of the proxies which will remain attached to these minutes, have stated that they hold the Contributed Shares. After this statement, the Subscribers declare that they contribute the Contributed Shares.

The Contribution in Kind of the Contributed Shares is completed under the conditions set out in the subscription agreement entered into between the Company and the shareholders of Medsenic.

In consideration for this Contribution in Kind of the Contributed Shares, the Subscribers, who accept, are allocated the 90,668,594 new shares, fully paid up.

The meeting confirms that the capital increase of an amount of EUR 27,200,578.20 has taken place and that 90,668,594 new shares have been issued.

For Against Abstention

6. Acknowledgment of the completion of the capital increase.

Proposed resolution:

The meeting acknowledges and requests the notary to acknowledge the fact that the above capital increase has effectively been completed.

For Against Abstention

7. Booking of the share premium on a "Share premium" account.

Proposed resolution:

The meeting resolves that the total amount of the share premium, i.e. EUR 13,600,289.10, shall be booked on an unavailable account "Share premium", which shall serve as a guarantee towards third parties in the same manner as the capital of the Company and may only be reduced or deleted by virtue

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of a decision of the general meeting of the shareholders acting under the conditions required for an amendment of the articles of association of the Company.

For Against Abstention

8. Amendment of article 5 of the articles of association.

Proposed resolution:

As a consequence of the above decisions to increase the capital, the general meeting resolves to amend article 5 of the articles of association of the Company in order to bring it in line with the decision taken.

For Against Abstention

9. Resignation of directors subject to the condition precedent of the approval of all preceding items of the agenda (the "**Condition Precedent**").

Proposed resolution:

Subject to the Condition Precedent, the meeting acknowledges the resignation with immediate effect of the following directors:

- *Ms Claudia D'Augusta, as non-executive and independent director;*
- *Castanea Management Sarl, represented by its permanent representative Mr Damian Marron, as non-executive and independent director;*
- *ClearSteer Consulting LLC, represented by its permanent representative Ms Gloria Matthews, as non-executive and independent director; and*
- *Mr Jean-Paul Prieels, as non-executive and independent director.*

For Against Abstention

10. Appointment of directors subject to the Condition Precedent.

Proposed resolution:

Subject to the Condition Precedent and upon proposal of the board of directors and on the basis of the advice of the nomination and remuneration committee of the Company, the meeting resolves to appoint with immediate effect and until the ordinary general meeting of the Company to be held in 2026 and which will resolve upon the annual accounts for the financial year ending on 31 December 2025:

- *Mr François Rieger, electing domicile at the registered office of the Company for all matters relating to his mandate as director, as executive director, in accordance with article 7:88, §1, of the Belgian Code on companies and associations;*
- *Ms Véronique Pomi-Schneiter, electing domicile at the registered office of the Company for all matters relating to her mandate as director, as executive director, in accordance with article 7:88, §1 of the Belgian Code on companies and associations;*
- *Capital Grand Est, represented by its permanent representative Mr Jean-François Rax, electing domicile at the registered office of the Company for all matters relating to his mandate as director, as non-executive director.*

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These directors are not independent within the meaning of article 7:87, §1 of the Belgian Code on companies and associations and do not meet the independence criteria set out in article 7:87, §1, of the Belgian Code on companies and associations and prescribed by the Belgian Code on corporate governance. The curriculum vitae of Ms Véronique Pomi-Schneiter, Mr François Rieger and Mr Jean-François Rax are available on the website of the Company.

Subject to the Condition Precedent and upon proposal of the board of directors and on the basis of the advice of the nomination and remuneration committee of the Company, the meeting resolves to appoint with immediate effect as independent directors:

- *Ms Revital Rattenbach, electing domicile at the registered office of the Company for all matters relating to her mandate as director; and*
- *Mr Terry Sadler, electing domicile at the registered office of the Company for all matters relating to his mandate as director.*

These directors are independent within the meaning of article 7:87, §1, of the Belgian Code on companies and associations and meet the independence criteria set out 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 mandate as director will be remunerated in accordance with the rules of remuneration of non-executive directors adopted at the ordinary general meeting of the shareholders held on 9 June 2021, as amended at the present general meeting. The curriculum vitae of Ms Revital Rattenbach and Mr Terry Sadler are available on the website of the Company.

Following the appointment of these new directors, the board of directors of the Company will be composed as follows:

- *Mr François Rieger;*
- *Ms Véronique Pomi-Schneiter;*
- *Innoste SA, represented by its permanent representative Mr Jean Stéphane;*
- *Finsys Management SRL, represented by its permanent representative Mr Jean-Luc Vandebroek;*
- *Capital Grand Est, represented by its permanent representative Mr Jean-François Rax;*
- *Ms Revital Rattenbach; and*
- *Mr Terry Sadler.*

For

Against

Abstention

11. Approval of a fixed remuneration for Monsieur François Rieger et Madame Véronique Pomi-Schneiter subject to the Condition Precedent.

Proposed resolution:

The meeting notes the remunerations provided for in the management agreements entered into between Medsenic and Mr François Rieger and Mrs Véronique Pomi-Schneiter respectively, namely

- *a gross fixed annual remuneration paid by Medsenic of EUR 115,000 for Mr François Rieger; and*
- *a gross fixed annual remuneration paid by Medsenic of EUR 125,000 for Ms Véronique Pomi-Schneiter.*

Under the Condition Precedent, the meeting resolves to fix the remuneration of the executive directors as follows:

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- a fixed annual remuneration of EUR 40,000 for Mr François Rieger; and
- a fixed annual remuneration of EUR 30,000 for Ms Véronique Pomi-Schneider.

Under the Condition Precedent, the meeting also resolves to approve the proposal of the nomination and remuneration committee of the Company to grant each year 20,000 subscription rights to each executive director.

For Against Abstention

12. Resolution and approval of a fixed remuneration in the form of subscription rights to the non-executive directors of the Company subject to the Condition Precedent.

Proposed resolution:

Subject to the Condition Precedent, the meeting resolves to set the remuneration of the non-executive directors as follows:

- a fixed annual remuneration for non-executive directors of EUR 20,000; and
- an additional annual remuneration for membership of each board committee of EUR 5,000 for the members of the committee and of EUR 10,000 for the chairman of the committee.

Subject to the Condition Precedent, the meeting also resolves to approve the proposal of the nomination and remuneration committee of the Company to grant each year:

- 20,000 subscription rights to each non-executive director of the Company;
- 5,000 subscription rights to each chairman of a committee or sub-committee;
- as well as 5,000 additional subscription rights to each director with a special mandate within the board of directors.

The meeting confirms that the granting of subscription rights may not be considered as a variable remuneration.

For Against Abstention

13. Approval of the changes to the remuneration policy approved by the ordinary general meeting of the shareholders held on 9 June 2021 subject to the Condition Precedent.

Proposed resolution:

Subject to the Condition Precedent, the meeting resolves to approve the changes to the remuneration policy approved by the ordinary general meeting of the shareholders held on 9 June 2021.

For Against Abstention

14. Change of the name of the Company into "BioSenic" and amendment of article 1 of the articles of association subject to the Condition Precedent.

Proposed resolution:

Subject to the Condition Precedent, the meeting resolves to change the name of the Company to "BioSenic" with immediate effect, and declares that it is aware of the content of article 2:3 of the Belgian Code on companies and associations.

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The meeting resolves to amend article 1 of the articles of association and to replace it by the following text:

*"The company has the form of a public limited company and bears the name "BioSenic".
This name shall always be preceded or followed by the words "société anonyme" or the abbreviation "SA" or, in Dutch, the words "naamloze vennootschap" or the abbreviation "NV"."*

For Against Abstention

15. Renewal of the authorised capital subject to the Condition Precedent.

Proposed resolution:

Subject to the Condition Precedent, the general meeting resolves to approve the renewal, in accordance with articles 7:199 and 7:202 of the Belgian Code on companies and associations, of the authorisation of the board of directors to make use of the authorised capital on the same terms as currently provided for in article 7 of the articles of association, for a period of five years and up to an amount corresponding to the current capital of the Company, including in case of reception by the Company of a communication from the Financial Services and Markets Authority (FSMA) stating that the FSMA has been informed of a public takeover bid regarding the Company..

Consequently, the general meeting resolves to amend article 7 of the articles of association of the Company in order to bring it in line with the decision taken.

For Against Abstention

16. Power of attorney for the coordination of the articles of association.

Proposed resolution:

The meeting grants to the undersigned notary, or to any other notary and/or employee of "Berquin Notaires" SCRL, all powers to draw up the text of the coordinated articles of association of the Company, to sign it and to deposit it in the electronic database provided for this purpose, in accordance with the legal provisions on the matter.

The undersigned notary indicates that the coordinated articles of association of the Company can be consulted on the following website: <https://statuts.notaire.be>.

For Against Abstention

17. Power of attorney for filing and publication formalities.

Proposed resolution:

The meeting resolves to grant the executing notary or any employee of his office, acting individually with the rights of substitution, the power to act in name and on behalf of the Company in order to comply with the legal obligations resulting from these minutes, and in particular the filing and the publication of an extract of these minutes in the Annexes to the Belgian State Gazette and the updating of the information of the Company in the register of legal entities of the Crossroads Bank for Enterprises. The proxy holders are authorised to sign all documents and take all necessary steps with the clerk's office of the enterprise court, the one-stop shops, the Crossroads Bank for Enterprises and, in general, to take all necessary actions arising from the present resolutions.

For Against Abstention

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18. Power of attorney for the execution of the resolutions taken.

Proposed resolution:

The meeting resolves to grant all powers to each director, acting individually and separately, and with the right of substitution, in order to:

- *take all necessary steps to admit the newly issued shares of the Company to trading on the regulated market of Euronext Brussels and the regulated market of Euronext Paris;*
- *(i) take all necessary or useful measures for the management of the ALLOB Subscription Rights Plan, (ii) to allocate the ALLOB Subscription Rights issued on this date to the abovementioned beneficiaries, in accordance with the terms of issue and exercise of the ALLOB Subscription Rights and (iii) to determine, upon offering of the ALLOB Subscription Rights, the exercise price, in accordance with the terms of issue and exercise of the ALLOB Subscription Rights; and*
- *in general, to execute the resolutions taken, to determine the terms of execution and, in general, to do all that is necessary or appropriate in the framework of the transactions resolved upon under the terms of these resolutions.*

For

Against

Abstention

Quorum

This right is not applicable in accordance with article 7:130, § 1, last sentence of the Belgian Code on companies and associations.

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 extraordinary general meeting, but only with a consultation right.

In accordance with the applicable law, the proposed resolutions referred to in items 2, 3, 4, 5, 6, 7, 8, 14 and 15 of the abovementioned agenda will be adopted if they are approved by a majority of 75% of the votes validly cast by the shareholders. The proposed resolutions referred to in the other items of the agenda will be adopted by a simple majority of the votes.

In case no voting instructions have been given, the undersigned shareholder is deemed to accept the proposed resolutions.

Waiver

The undersigned acknowledges that he/she has been informed in good time of the holding of the extraordinary general meeting and of its agenda, as set out above, as well as of the nature and content of the documents to be submitted to this extraordinary general meeting, of which it has been or may be informed. It further acknowledges that he/she has

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sufficient means to be informed of the exact date of the said extraordinary general meeting, should it not be held on the date indicated in this proxy form.

Powers of the proxy holder

The proxy holder hereby has the following powers on behalf of the undersigned:

- participate in this meeting and, as the case may be, vote in favour of its postponement;
- attend any other meeting with the same agenda in the event that the first meeting cannot validly deliberate, has been postponed, or has not been validly convened;
- appoint the officers of the meeting or of any meeting with the same agenda in the event that the first meeting cannot validly deliberate, has been postponed or has not been duly convened;
- take part in all deliberations and vote or abstain from voting, amend or reject any proposals relating to the agenda in accordance with the instructions given to the proxy holder, by any means, prior to the meeting; and
- to the above effects, to pass and sign all deeds, minutes, attendance lists and documents, registers, to elect domicile, to substitute and in general to do all that is useful or necessary.

Instructions to the proxy holder

The undersigned hereby expressly instructs the proxy holder to participate in the general meeting, even in the absence of proof of proper convening of the shareholders, holders of registered convertible bonds, holders of registered subscription rights, directors and auditor or in the absence of waiver by each of these persons of (i) the time limits and formalities for convening the general meeting, (ii) as well as the right to receive certain reports and other documents, in accordance with articles 7:128 and 7:132 of the Belgian Code on companies and associations.

Indemnification of the proxy holder

The undersigned hereby undertakes to indemnify the proxy holder for any damage that the proxy holder may incur as a result of any act performed in execution of this power of attorney, provided, however, that the proxy holder has respected the limits of its powers. Furthermore, the undersigned undertakes not to seek the annulment of any of the resolutions approved by the proxy holder and not to demand any indemnification from the proxy holder, provided that the proxy holder has respected the limits of its powers.

[PLEASE SIGN AND DATE THE FRENCH VERSION OF THE PROXY FORM]