COMPANY OVERVIEW

MDxHealth is a Belgian company, which specializes in development of next generation epigenetic prostate cancer tests.

MEETING SPECIFIC INFORMATION

Quorum requirements and voting majorities

No quorum required for ordinary resolutions at this meeting. Resolutions under ordinary business are approved by simple majority of the votes cast.

Resolutions under extraordinary business (2 and 3) require quorum of 50% of the share capital to be present at the meeting and 75% of the votes cast to be approved.

PROPOSALS

<table>
<thead>
<tr>
<th></th>
<th>PROPOSALS</th>
<th>ADVICE</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Presentation of special report on the proposed increase in share capital</td>
<td>Non-voting agenda item.</td>
</tr>
<tr>
<td>2*</td>
<td>Approve Authority to Increase Authorised Share Capital</td>
<td>Oppose</td>
</tr>
<tr>
<td></td>
<td>It is proposed to increase the Company's share capital for a five-year period. The proposed authority is for up to 100% of the share capital, which exceeds guidelines. In addition, the special report, which should contain explanation as for the reasons to request the increase, has not been published at this time, which is considered a frustration of shareholders accountability. Triodos opposes this resolution.</td>
<td></td>
</tr>
<tr>
<td>3*</td>
<td>Amend Articles: Article 42</td>
<td>For</td>
</tr>
<tr>
<td></td>
<td>The Board proposes to amend article 42 of the Company's Articles related to the voting on the general shareholders’ meetings. Depending on approval, if the convening notice so provides, a shareholder may vote by distance prior to the general shareholders’ meeting, by mail or via electronic means. The proposed amendment enhances the possibility for international investors to vote without being present. It puts the company in line with what it is considered best practice. Triodos supports this resolution.</td>
<td></td>
</tr>
</tbody>
</table>

* = Special resolution
**BOARD AND COMMITTEE COMPOSITION (post-Meeting)**

<table>
<thead>
<tr>
<th>DIRECTOR</th>
<th>GENDER</th>
<th>INDEPENDENT BY</th>
<th>BOARD</th>
<th>AC</th>
<th>RC</th>
<th>NC</th>
<th>TENURE</th>
</tr>
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<tbody>
<tr>
<td>Edward L. Erickson</td>
<td>M</td>
<td>No</td>
<td>Yes</td>
<td>Ch</td>
<td>M</td>
<td>M</td>
<td>M</td>
</tr>
<tr>
<td>Jan Groen</td>
<td>M</td>
<td>No</td>
<td>No</td>
<td>CEO</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Rudi Mariën</td>
<td>M</td>
<td>No</td>
<td>No</td>
<td>NED</td>
<td>-</td>
<td>M</td>
<td>M</td>
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<tr>
<td>Ruth Devenyns</td>
<td>F</td>
<td>No</td>
<td>Yes</td>
<td>NED</td>
<td>C</td>
<td>-</td>
<td>-</td>
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<tr>
<td>Jan Pensaert</td>
<td>M</td>
<td>No</td>
<td>No</td>
<td>NED</td>
<td>M</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Walter Narajowski</td>
<td>M</td>
<td>No</td>
<td>Yes</td>
<td>NED</td>
<td>-</td>
<td>C</td>
<td>C</td>
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<tr>
<td>Mark Shaffar</td>
<td>M</td>
<td>No</td>
<td>Yes</td>
<td>NED</td>
<td>-</td>
<td>-</td>
<td>-</td>
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</tbody>
</table>

**Number of Meetings**

- - - -

**Number of NED only Meetings**

- - - -

PIRC assesses a non-executive director's independence according to PIRC's shareholder guidelines. Comments represent PIRC's analysis based on information in the report and accounts. AC = Audit Committee, RC = Remuneration Committee, NC = Nomination Committee, C = Chairperson of Committee, M = Member of Committee.

**BOARD OF DIRECTORS (post-Meeting)**

**EDWARD L. ERICKSON**

- **AGE**: 69
- **TENURE**: 6 Years
- **COMMITTEES**: A,R,N
- **OTHER POSITION**: ex-Cellatope Corporation [CEO]; ex-Cholestech [CEO]; ex-DepoTech [CEO]; ex-Immunicon [NED]; ex-Myoscience, Inc [Ch]; ex-Saladax Biomedical [Pres & CEO]
- **INDEPENDENT BY PIRC**: N
- **INDEPENDENT BY COMPANY**: Y
- **COMMENT**: Not considered independent as he serves as a permanent representative of Greenlands Consulting LLC.

**JAN GROEN**

- **AGE**: 56
- **TENURE**: 6 Years
- **COMMITTEES**: None
- **OTHER POSITION**: MyCartis BvBa. [NED]; ex-Agenda [COO]; ex-AkzoNobel [Exec]; ex-Focus Diagnostics, Inc [NED]; ex-IBL International B.V. [NED]; ex-ViroClinics B.V. [NED]; ex-the Erasmus Medical Center [Exec]
- **INDEPENDENT BY PIRC**: N
- **INDEPENDENT BY COMPANY**: N
- **COMMENT**: Chief Executive Officer.

**RUDI MARIËN**

- **AGE**: 70
- **TENURE**: 5 Years
- **COMMITTEES**: R,N
- **OTHER POSITION**: Biovest CVA [MD]; Gengest BVBA [MD]; ex-Barc Group [Founder, MD]; ex-Cerba European Lab [VP]
- **INDEPENDENT BY PIRC**: N
- **INDEPENDENT BY COMPANY**: N
- **COMMENT**: Permanent representative of Gengest BVBA. Not considered to be independent as he sits on the Board of Biovest CVA, which owns 13.63% of the share capital.

**RUTH DEVENYNs**

- **AGE**: 50
- **TENURE**: 5 Years
- **COMMITTEES**: A
- **OTHER POSITION**: FlandersBio [NED]; ex-Ablynx [NED]; ex-Applied Maths [NED]; ex-Biocartis [NED]; ex-KBC Private Equity [Exec]; ex-Pronota [NED]
- **INDEPENDENT BY PIRC**: N
- **INDEPENDENT BY COMPANY**: Y
- **COMMENT**: Not considered independent as she represents Hasseltberg Bvba. It is noted that she sits on the Board of Biocartis, together with Rudi Pauwels.
JAN PENSAERT
NON-EXECUTIVE DIRECTOR

AGE 44
TENURE 2 Years
COMMITTEES A
OTHER POSITION Valiance Advisors LLP [CEO]; ex-La Fayette Investment Management [CEO]; ex-Lazard [Exec]; ex-Permal Group [Exec]
INDEPENDENT BY PIRC N
INDEPENDENT BY COMPANY N
COMMENT Not considered to be independent as he is the CEO/CIO of Valiance Advisors LLP. Valiance Asset Management holds 12.99% of the share capital.

WALTER NARAJOWSKI
NON-EXECUTIVE DIRECTOR

AGE 62
TENURE <1 Years
COMMITTEES R*,N*
OTHER POSITION ex-Abbott Laboratories [VP]; ex-Pathway Diagnostics [CEO]; ex-Roka Bioscience [General Manager]
INDEPENDENT BY PIRC N
INDEPENDENT BY COMPANY Y
COMMENT Not considered independent as he serves as a representative of Lab Dx L.L.C.

MARK SHAFFAR
NON-EXECUTIVE DIRECTOR

AGE n/d
TENURE <1 Years
COMMITTEES None
OTHER POSITION Biocartis Group NV; Shaffar LLC [Advisor]
INDEPENDENT BY PIRC N
INDEPENDENT BY COMPANY Y
COMMENT Not considered independent as he is a representative of Shaffar LLC.

BOARD COMPOSITION

BOARD COMPOSITION FOLLOWING THE EGM

<table>
<thead>
<tr>
<th></th>
<th>Number</th>
<th>% of Board</th>
<th>Number</th>
<th>% of Board</th>
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<tbody>
<tr>
<td>Executive Director</td>
<td>1</td>
<td>14.29</td>
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<tr>
<td>Independent NEDs</td>
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<td>85.71</td>
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<td>Other</td>
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<td>n/a</td>
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</tbody>
</table>

BOARD COMMITTEES FOLLOWING THE EGM

<table>
<thead>
<tr>
<th></th>
<th>Number of Members</th>
<th>% Independent by PIRC</th>
<th>% Independent by Company</th>
<th>Number of Members</th>
<th>% Independent by PIRC</th>
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<tbody>
<tr>
<td>Whole Board</td>
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<td>57.14</td>
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<td>Audit</td>
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<tr>
<td>Nomination</td>
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<td>66.67</td>
<td>-</td>
<td>-</td>
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