

**PROXY FORM**

*Any shareholder wishing to be represented at the annual general meeting to be held on 8 June 2017 at the Company's registered office, with the agenda set out below must use the present proxy form. Any other proxy form will not be accepted.*

*The signed proxy form must be sent to the Company by **2 June 2017** at 5.00 pm at the latest (CET). This form may be communicated to the company by mail marked for the attention of Asit Biotech, Monsieur Grégory Nihon, 5 avenue Ariane à 1200 Brussels, by email to [gregory.nihon@biotech.be](mailto:gregory.nihon@biotech.be), or by fax to +32 2 264 09 33.*

*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 applicable Belgian legislation, in particular with regard to conflicts of interest.*

**The undersigned :**

*name:*

*address:*

*represented pursuant to its  
articles of association by*

*holder of :*

*corporate name :*

*registered office :*

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_ shares of the company

ASIT BIOTECH SA

1200 Brussels, avenue Ariane 5

**Hereby appoints as special proxy holder:**

Mister/Miss \_\_\_\_\_

To whom it grants all powers necessary for representing him/her at the annual general meeting of the said company, that will be held on **8 June 2017 at 3.00 pm** (CET), 5 avenue Ariane, 1200 Brussels, and which will deliberate on the following **agenda**:

- 1. Presentation of the annual report of the Board of directors**
- 2. The remuneration report of the Board of directors as included in the annual report**

*Proposed resolution:* approval of the remuneration report of the Board of directors, as explained by the nomination and remuneration committee and as included in the annual report.

For                       Against                       Abstention

- 3. Presentation of the report of the auditors committee on the financial year ended 31 December 2016**
- 4. Acknowledgement of the content of the consolidated financial statements**

5. **Approval of the statutory accounts relating to the financial year ended 31 December 2016 – Allocation of results**

*Proposed resolution:* approval of the statutory accounts in relation to the financial year ended 31 December 2016, including the proposed carrying-forward of the losses to be carried forward.

For  Against  Abstention

6. **Discharge to be granted to the directors for the financial year ended 31 December 2016**

*Proposed resolution:* granting, by special vote, discharge to each director for the exercise of its respective mandate during the financial year ended 31 December 2016.

For  Against  Abstention

7. **Discharge to be granted to the auditors for the financial year ended 31 December 2016**

*Proposed resolution:* granting, by special vote, discharge to each auditor for the exercise of its respective mandate during the financial year ended 31 December 2016.

For  Against  Abstention

8. **Appointment of director**

*Proposed resolution:* Taking notice of the termination of the director mandate of Bruservices SA, represented by M. Henri De Meyer and decide, upon proposal of the nomination and remuneration committee, to appoint as director La Société Fédérale de Participations et d'Investissement (SFPI) represented by M. François Fontaine for a term of 3 years, ending on the annual shareholders' meeting of 2020 that will approve the financial statements of the financial year ended 31 December 2019.

The information regarding the competences and the experience of the Board nominee is enclosed to this notice.

For  Against  Abstention

9. **Approval of the Warrant Plan 2017 and, in particular, of the “change of control” clause included in the Warrant Plan 2017 with respect with the article 556 of the Company Code**

*Proposed resolution:* approval of the Warrant Plan 2017 allowing the grant in 2017 of a maximum of 697,000 warrants for the benefit of employees, consultants, managers, executive and non-executive directors of the Company to be identified by the Board of directors upon the proposal of the nomination and remuneration committee, with a vesting period of three years and where the exercise price will be the lowest price between (i) the average closing price during the 30 days preceding the date of the offer (ii) the last closing price preceding the date of the offer. More specifically, approve, in accordance with article 556 of the Company Code, the anticipated exercise clause in case of change of control or takeover bid on the Company's shares.

For  Against  Abstention

## 10. Proxy

*Proposed resolution:* Grant a power of attorney to Grégory Nihon and/or Adrien Lanotte (CMS Belgium), each with authorization to act on his own and with power to sub-delegate, to give effect or implement all the above-adopted resolutions, including the filing and the publication in the annexes to the Belgian Official Gazette.

For                               Against                               Abstention

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

*If, pursuant to article 533ter of the Belgian Company Code, new items are added to the agenda and/or new resolutions' proposals are presented, and the undersigned shareholder did not give any new instructions concerning the new agenda, the proxy holder will abstain from voting on these new items on the agenda or on the new decisions' proposals.*

### **As a consequence:**

The proxy holder shall:

- participate in the meeting and, as the case may be, vote in favour of its postponement;
- attend any other meeting with the same agenda if the first meeting may not validly deliberate, has been postponed, or has not been validly convened;
- take part in all deliberations and vote, amend, or reject, in name of the undersigned, any proposition in relation to the agenda; and
- to this end, make and execute all acts, minutes and items, registers, take up residence, substitute and generally undertake any action that is necessary or useful.

Signed at \_\_\_\_\_, on \_\_\_\_\_ 2017

Signature :