

Company number: BE 0460.798.795

**STATUTORY AUDITOR'S REPORT TO THE GENERAL MEETING OF SHAREHOLDERS
ON THE FINANCIAL STATEMENTS OF THE COMPANY
ASIT BIOTECH SA
FOR THE YEAR ENDED DECEMBER 31, 2016**

As required by law and the by-laws, we report to you in the context of our statutory auditor's mandate. This report includes our opinion on the annual accounts, as well as the required additional statements. The annual accounts include the balance sheet as at December 31, 2016, the income statement for the year then ended, and the disclosures.

Report on the annual accounts – Unqualified opinion

We have audited the annual accounts of the company for the year ended December 31, 2016, prepared in accordance with the financial-reporting framework applicable in Belgium, which show a balance sheet total of 20.609.641 EUR and a loss for the year of 16.001.144 EUR.

Responsibility of the board of Directors for the preparation of the annual accounts

The board of Directors is responsible for the preparation of annual accounts that give a true and fair view in accordance with the financial-reporting framework applicable in Belgium, and for such internal control as the board of Directors determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.


Responsibility of the statutory auditor

Our responsibility is to express an opinion on these annual accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing (ISAs) as adopted in Belgium. Those standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the annual accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts. The procedures selected depend on the statutory auditor's judgment, including the assessment of the risks of material misstatement of the annual accounts, whether due to fraud or error. In making those risk assessments, the statutory auditor considers the company's internal control relevant to the preparation of annual accounts that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the board of Directors, as well as evaluating the overall presentation of the annual accounts.

We have obtained from the board of Directors and company officials the explanations and information necessary for performing our audit.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. 

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Unqualified opinion

In our opinion, the annual accounts give a true and fair view of the company's net equity and financial position of the Company as at 31 December 2016, and of its results for the year then ended, in accordance with the financial-reporting framework applicable in Belgium.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note C 6.20 in the financial statements which describes the uncertainty with regard to the Company's ability to attract additional funding to develop its full development plan and the ability of the Company's management to reassess its development plan.

Report on other legal and regulatory requirements

The board of Directors is responsible for the preparation and the content of the Director's report, as well as for the compliance with the legal and regulatory requirements regarding bookkeeping, with the Company Code and with the company's by-laws.

In the context of our mandate and in accordance with the Belgian standard which is complementary to the International Standards on Auditing (ISAs) as applicable in Belgium, our responsibility is to verify, in all material respects, compliance with certain legal and regulatory requirements. On this basis, we make the following additional statements, which do not modify the scope of our opinion on the annual accounts:

- The Director's report, prepared in accordance with the articles 95 and 96 of the Company Code and to be deposited in accordance with article 100 of the Company Code, includes, both in terms of form and content, the information required by the law, is consistent with the annual accounts and does not present any material inconsistencies with the information that we became aware of during the performance of our mandate.
- The social balance, to be deposited in accordance with article 100 of the Company Code, includes, both in terms of form and content, the information required by virtue of the law and does not present any material inconsistencies with the information we have at our disposition in our audit file.
- The appropriation of results proposed to the general meeting complies with the relevant requirements of the law and the company's by-laws.
- There are no transactions undertaken or decisions taken in breach of the by-laws or of the Company Code that we have to report to you.
- During the year, the Board of Directors decided :
 - a) on February 8, 2016, concerning his managing director, the grant of an exceptional bonus of 70.000,00 EUR subject to the success of the IPO process before June 30, 2016 as well as a variable remuneration of 83.300,00 EUR. From a corporate point of view, these decisions have affected the result of the year of the company, up to the amounts mentioned above. S

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b) on May 10, 2016, the final price of the shares to be issued in the context of the offering. Mrs Béatrice De Vos, Mr Everard van der Straten, Mr François Meurgey, Mr Yves Désiront and Bruservices SA represented by Mr Henri De Meyer have subscribed, directly or indirectly (through related companies or companies in which they have financial interests), to convertible bonds issued by the Company on 5 August 2015 and to the subscription commitment attached to it. The conversion value of the above-mentioned convertible bonds and the subscription attached to it was depending directly, on the one hand, of the completion of the Offering on 15 May 2016 at the latest and, on the other hand, of the final price per share retained. This decision may create a situation of conflict of interest of a proprietary law nature with regards to directors concerned.

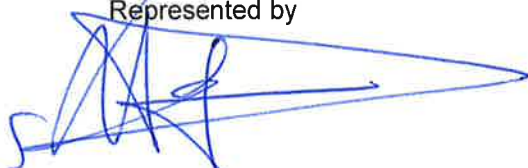
Directors concerned have subscribed as follows :

Directors concerned	Amount subscribed for convertible bonds (EUR)	Amount subscribed for capital increase (EUR)
Béatrice De Vos (through Bejamad BVBA and the shareholders syndication)	25.000	50.000
Everard van der Straten (through Espad-Service SA and Teck Finance SA)	200.000	400.000
François Meurgey (through the shareholders syndication)	27.000	54.000
Yves Désiront (through Trend Finance SA)	1.000.000	2.000.000
Bruservices SA (through SRIB SA)	330.000	660.000

c) on November, 7 2016 the grant to Espad Services SA and Oukelos SPRL exceptional bonuses of 25.000 EUR each. Everard van der Straten is the majority shareholder of Espad Services SA and François Meurgey is the majority shareholder of Oukelos SPRL. These companies billed such amounts impacting consequently the result of the company.

Brussels, 21st April 2017

Mazars Réviseurs d'Entreprises SCRL
Statutory Auditor
Represented by



Xavier DOYEN

RSM Réviseurs d'entreprises SCRL
Statutory Auditor
represented by



Luis LAPERAL