

## PROXY FORM

*Any shareholder wishing to be represented at the annual general meeting to be held on 30 June 2016 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 **23 June 2016** 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 Albert Vicaire, 5 avenue Ariane à 1200 Brussels, by email to [albert.vicaire@biotech.be](mailto:albert.vicaire@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 **30 June 2016 at 3.00 pm** (CET), 5 avenue Ariane, 1200 Brussels, and which will deliberate on the following **agenda**:

- 1. Holding of the annual general meeting of 2016 at a later date than the one foreseen in the articles of association.**

*Proposed resolution: take notice of the fact that due to regulatory and practical reasons the present general meeting has been postponed to a later date than the date mentioned in the articles of association and to specifically accord discharge to the directors in this respect.*

For

Against

Abstention

- 2. Presentation of the management report of the board of directors and the report of the auditors committee on the financial year ended 31 December 2015.**

**3. 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

**4. Take notice of the content of the consolidated financial statements**

**5. Approval of the statutory accounts relating to the financial year ended 31 December 2015 – Allocation of results**

*Proposed resolution: approval of the statutory accounts in relation to the financial year ended 31 December 2015, 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 2015**

*Proposed resolution: granting, by special vote, discharge to each director for the exercise of its respective mandate during the financial year ended 31 December 2015.*

For  Against  Abstention

**7. Discharge to be granted to the auditors.**

*Proposed resolution: granting, by special vote, discharge to each auditor for the exercise of its respective mandate during the financial year ended 31 December 2015.*

For  Against  Abstention

**8. Resignation and appointment of directors.**

*Proposed resolution: following, on the one hand, the resignation taking effect as of the current general meeting of the director mandates of Yves Désiront and Meusinvest SA represented by Marc Foidart and, on the other hand, the ending of the mandates of the other members of the board of directors at the present general meeting, to decide to renew the mandates of directors Béatrice De Vos, Thierry Legon, Jean Duchâteau, Gerd Zettlmeissl, François Meurgey, Everard van der Straten-Ponthoz and Meusinvest SA represented by Marc Foidart for a term of maximum four years, or until the annual general meeting of 2020. Further, to decide to appoint as directors for a maximum term of 4 years, in replacement of Yves Désiront, the company existing under the laws of Luxembourg RE Finance*

*Consulting SA represented by Yves Désiront and in replacement of Bruservices SA a person to be determined during the meeting.*

*The board of directors refers to the 2015 annual report as regards the relevant information on the professional qualifications of the candidates and the list of mandates they already exercise.*

For                       Against                       Abstention

**9. Resignation and appointment auditor.**

*Proposed resolution: take notice of the resignation with immediate effect of RSM InterAudit SCRL represented by Luis Laperal of its auditor's mandate and to hear the justification in this respect. Approve the appointment with immediate effect of RSM InterAudit SCRL represented by Luis Laperal as auditor for a term of 3 years, until the annual general meeting of 2019.*

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 \_\_\_\_\_ 2016

Signature :