# **Limited Liability Company**

Registered office: AA Tower, Technologiepark 122, 9052 Ghent, Belgium VAT BE 0707.821.866 Register of Legal Entities Ghent, section Ghent

#### **VOTE BY MAIL FORM**

#### EXTRAORDINARY GENERAL MEETING

to be held on Thursday 25 April 2019 at 9:00 a.m.

This is an unofficial English translation, for information purposes only.

Please only sign and return the original Dutch version.

This form should be used by holders of securities who want to vote by mail.

The vote by mail form must be signed in writing or electronically. In the event an electronic signature is used, it must be a qualified electronic signature in the sense of Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC, or an electronic signature that complies with the conditions set out in Article 1322 of the Belgian Civil Code.

The signed and completed form must reach Sequana Medical NV (the "Company") at the latest on the sixth calendar day prior to the extraordinary general shareholders' meeting, i.e. on or before Friday 19 April 2019 at the latest. Forms sent to the Company must be sent by mail to:

Sequana Medical NV
Attention: Lies Vanneste
Director Investor Relations
"AA Tower", Technologiepark 122
9052 Ghent
Belgium

or by e-mail to:

IR@sequanamedical.com

Holders of securities who wish to vote by mail must also register for the extraordinary general shareholders' meeting, as described in the notice convening the extraordinary general shareholders' meeting. Holders of dematerialised securities must attach to the present form a certificate issued by the applicable settlement institution for the securities concerned, or by a certified account holder, confirming the number of securities that have been registered in their name on the registration date (i.e. Thursday 11 April 2019, at midnight (12:00 a.m., Belgian time)) with which they want to participate to the extraordinary general shareholders' meeting. Holders of dematerialised securities should however take into account that the certified account holders or the relevant settlement institutions for the securities concerned may be closed on Friday 19 April 2019.

In case of amendments to the agenda or if new draft resolutions are tabled, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions. This will be done no later than on the fifteenth calendar day prior to the extraordinary general shareholders' meeting, i.e. on or before Wednesday 10

April 2019 at the latest. At that time, the Company will also make available amended forms for vote by mail. Votes by mail that reach the Company prior to the publication of an amended agenda remain valid for the agenda items to which the votes by mail apply, subject, however, to applicable law and the further clarifications set out in this form. In accordance with the Belgian Companies Code, a vote via vote by mail for an agenda item in relation to which a new proposed resolution has been submitted by one or more shareholders holding at least 3% of the share capital, is invalid.

The undersigned (	the "Undersign	ned") <sup>,</sup>			
First Name:					
Family Name:					
Address:					
or					
Corporate name:					
Corporate form:					
Registered office:					
_					
Represented by (first name, family name and capacity):					
				d liability company, Se x 122, 9052 Ghent, Belgi	
	Number of shares				
	Form of the above mentioned shares (please tick the appropriate box):  Registered Dematerialised				

Hereby irrevocably votes, as indicated hereafter in the appropriate boxes, on the items of the following agenda:

## **AGENDA**

**Agenda and proposed resolutions:** The agenda and the proposed resolutions of the extraordinary general shareholders' meeting of the Company, which, as the case may be, can be amended at the meeting on behalf of the Board of Directors, are as follows:

## Technical amendments to the Company's articles of association

*Proposed resolutions*: The extraordinary general meeting of shareholders resolves to make the following technical amendments to the articles of association of the Company:

(a) The general meeting decides to remove the possibility of formally providing for an executive committee, and consequently decides to: (i) in Article 20, delete the words "Article 524bis or"; (ii) in Article 28, delete the text of the third indent under the first paragraph; (iii) in Article 28, delete the words "or the executive committee, as applicable" in the last indent under the first paragraph; (iv) reformulate the title of Article 27 as "Daily management"; and (v) reformulate the text of Article 27 as follows:

"The board of directors, can delegate the daily management and the representation of the company regarding this management to one or more persons; in case these persons are directors, they are called "managing directors."

The board of directors can delegate a part of its powers to one or more persons selected within its midst or outside of this body, whether these are directors or not. It will determine its powers and remuneration. It can dismiss them and, if necessary, replace them.

The persons charged with the daily management can give special proxies to any agent within the limits of their own powers."

Voting instruction:

□ I AGREE	☐ I DO NOT AGREE	☐ ABSTENTION

(b) The general meeting decides to amend a number of logistical provisions of the articles of association in connection with general meetings, and consequently decides to: (i) reformulate the first sentence of the first paragraph of Article 31 as follows: "The ordinary general shareholders' meeting is held each year on the fourth Thursday of the month May at 9:00 a.m."; and (ii) to reformulate the second paragraph of Article 31 as follows: "The ordinary, special and extraordinary general shareholders' meetings are held at the place and time indicated in the convening notices. They can be held at a different place in Belgium than at the registered office of the company."

Voting instruction:

□ I AGREE	☐ I DO NOT AGREE	☐ ABSTENTION

\* \* \*

held before not general meeting	oned votes apply to the extraordinary general shareholders' meeting that will be ary public on Thursday 25 April 2019. In case the aforementioned extraordinary g would be postponed or suspended, the aforementioned votes will also apply to thing that would be held having the same agenda, as relevant: 1
☐ Yes	
□ No	
there is a lack of have selected "	e appropriate box. In the absence of an instruction, or if, for whatever reason, of clarity with regard to the instruction given, the Undersigned shall be deemed to Yes". Please note that in order to apply for such subsequent meeting, holders of again register for such meeting.
	adments during the meeting to a proposed resolution or in case of a new proposed ag the meeting: $^{2}$
	the Undersigned votes for the amended or new resolution
	the Undersigned votes against the amended or new resolution
	the Undersigned abstains from the vote on the amended or new resolution
	the following person is appointed as special proxy holder, with power of substitution, to vote in the name of the Undersigned on the amended or new resolution: Mr./Mrs
	<sup>2</sup> Please complete as appropriate. An absence of instruction shall be tantamount to an instruction to vote for the amended proposed resolution or new proposed resolution.
	<sup>3</sup> In case the CEO of the Company is appointed as special proxy holder, he will in such event vote on the amended proposed resolutions or new proposed resolutions in the manner as will be supported or recommended by the Board of Directors. Please note that the CEO of the Company is a director and a member of the executive committee of Sequana Medical NV and therefore has a potential conflict of interest as provided for in Article 547bis, §4 of the Belgian Companies Code.
par. 3 of the B	ting letter shall also serve as notification within the meaning of Article 536, §2, selgian Companies Code with respect to the extraordinary general shareholders' Company to be held before notary public on Thursday 25 April 2019.
	Done at, on
	Signature