

MDXHEALTH SA

Statutory auditor's report to the general meeting for the year ended 31 December 2023 (Consolidated financial statements)

STATUTORY AUDITOR'S REPORT TO THE GENERAL MEETING OF MDXHEALTH SA FOR THE YEAR ENDED 31 DECEMBER 2023 (CONSOLIDATED FINANCIAL STATEMENTS)

In the context of the statutory audit of the consolidated financial statements of MDxHealth SA ('the Company') and its subsidiaries (together referred to as 'the Group'), we hereby present our statutory auditor's report. It includes our report of the consolidated financial statements and the other legal and regulatory requirements. This report is an integrated whole and is indivisible.

We have been appointed as statutory auditor by the general meeting of 25 May 2023, following the proposal formulated by the administrative body issued upon recommendation of the Audit Committee. Our statutory auditor's mandate expires on the date of the General Meeting deliberating on the financial statements closed on 31 December 2025. We have performed the statutory audit of the consolidated financial statements of the Group for eighteen consecutive years.

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Unqualified opinion

We have performed the statutory audit of the Group's consolidated financial statements, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes, comprising material accounting policy information and other explanatory information, and which is characterised by a consolidated statement of financial position total of \$129,132 (000) and for which the consolidated statement of profit or loss shows a loss for the year of \$ 43,100 (000).

In our opinion, the consolidated financial statements give a true and fair view of the Group's net equity and financial position as at 31 December 2023, as well as of its consolidated financial performance and its consolidated cash flows for the year then ended, in accordance with International

Financial Reporting Standards (IFRS) as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium.

Basis for unqualified opinion

We conducted our audit in accordance with International Standards on Auditing (ISA) as applicable in Belgium.

Our responsibilities under those standards are further described in the 'Statutory auditor's responsibilities for the audit of the consolidated financial statements' section in this report.

We have complied with all the ethical requirements that are relevant to the audit of consolidated financial statements in Belgium, including those concerning independence.

We have obtained from the administrative body 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.

Material uncertainty related to going concern

We draw attention to Note 2.3 in the financial statements, which indicates that the Company incurred net losses and significant cash used in operating activities since its inception through 2023, and is expecting the same for at least the next twelve months. As stated in Note 2.3, the ability to realize the business plan including the Company's ability to access additional cash through debt, equity or other means, along with the matters set forth in the Note, indicate that a material uncertainty exists that raises substantial doubt on the Company's ability to continue as a going concern.

Management's plans as regards to these matters are also discussed in Note 2.3. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material uncertainty related to going concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Revenue recognition

Discussion of the matter

As described in notes 2 and 4 of the financial statements, the majority of the Group's revenue is derived from laboratory services with revenue recognized at a point in time when control of the services has transferred to the customer. This is

generally when the test results are delivered to the customer and a billing request is filed with the insurance company. Other Group's revenue is derived from license fees, royalties and other revenues.

The group's revenue recognition model includes critical accounting estimates based on management judgment. These estimates and underlying judgments are continuously revisited based on updated historical experience and the expected evolution of collections from third party payers.

Revenue recognition was significant to our audit procedures, because of its financial impact on the consolidated annual accounts, and the significant level of management judgment required in making the accounting estimates.

Procedures performed

Our audit procedures included, amongst others:

- We tested the Group's internal control procedures on revenues and evaluated the Group's assumptions and estimates used in assessing revenue recognition, in particular with respect to completeness, existence and accuracy.
- We tested the existence of persuasive evidence of underlying agreements and contracts and we substantively tested and challenged the underlying calculations, key assumptions and estimates used in the revenue model.
- We substantively tested the payments received and taken fully into revenue
- We performed a retrospective review on the revenue accruals per 31 December 2022 and 31 December 2023.

- We considered the historical accuracy of accrued amounts of revenue and used the information obtained as evidence for evaluating the appropriateness of the assumptions made in the current year including how these compare to the experience in previous years.

- We reviewed the adequacy of the Group's disclosures in notes 2.7 and 4 in respect of the use of estimates and judgments in the revenue recognition model.

Impairment of goodwill and intangible assets

Discussion of the matter

The Company's evaluation of goodwill and intangible assets for impairment, involves the comparison of the recoverable amount of the cash generating unit to its carrying value. The Company uses the expected discounted cash flow model to estimate the recoverable amount of the cash generating unit, which requires management to make significant estimates and assumptions related to forecasts of future revenue, gross margins, discount rate and perpetual growth rates. Changes in these assumptions could have a significant impact on the recoverable amount and potentially the amount of any goodwill impairment. Given the significant judgments made by management to estimate the recoverable amount contributed to the cash generating unit, performing audit procedures to evaluate the reasonableness of management's estimates and assumptions required a high degree of auditor judgment and an increased extent of effort, including the need to involve our valuation specialists. Further disclosure regarding the Company's impairment analysis, goodwill and cash generating unit can be found in Note 10.

Procedures performed

Our audit procedures related to the determination of forecasts of future revenues and gross margins used by management to estimate the recoverable amount of the cash generating unit, include the following:

- We evaluated the reasonableness of the valuation methodology and tested the mathematical accuracy of the calculations.

- We evaluated management's determination of cash generating units used for impairment testing.

- We evaluated management's ability to accurately forecast future revenue and gross margin by comparing actual results to management's historical forecasts.

- We also evaluated the reasonableness of management's revenue and operating margin forecasts by comparing the forecasts to the historical operating results of the Group and appropriate internal and external evidence of growth.

- We reviewed the sensitivity analysis prepared by management to understand the effect of a change in assumptions and additionally performed our own sensitivity testing.

- We verified the appropriateness and completeness of the goodwill and intangible assets impairment disclosures in the Group's financial statements.

Accounting for the GPS earn-out amendment

Discussion of the matter

As discussed in Note 3 of the financial statements, the Group entered into an agreement with Genomic Health, Inc., a subsidiary of Exact Sciences Corporation, to acquire the Oncotype DX ® GPS business

per August 2, 2022. As a result of the business combination a contingent consideration with regards to the earn-out was recognized on the balance sheet.

As discussed in Note 16 of the financial statements, the asset purchase agreement was amended in August of 2023, based on which the aggregate earnout amount can increase up to \$82.5 million in the fiscal years 2025 through 2027. Also, based on the adjusted terms two additional instruments, the option to settle the earnout obligation in shares and the 5-year warrants, were created.

We identified the accounting treatment of this amendment as a key audit matter because of the significant management assumptions and judgements in identifying the different instruments and estimating the fair value. Management made significant judgements and estimates in determining the discount rates as well as certain other business-related assumptions that form the basis of the forecasted financial results, including probability facts, revenue forecasts and share price evolutions. Given the complexity of these assumptions and the used valuation models, this matter required a high degree of auditor judgement, and increased extent of effort including involvement of valuation specialists.

Procedures performed

Our audit procedures related to the group's accounting for the financial instruments recognized in connection to the asset purchase amendment, included the following:

- With the assistance of our valuation specialists, we evaluated the reasonableness of the valuation methodologies used to determine the value of the financial asset and liabilities, including testing of the mathematical

accuracy of the calculations, the discount rate and the company specific risks.

- We assessed the reasonableness of management's key estimates and assumptions used in the valuation models and performed stress testing on the models.
- We met with key individuals from the finance team and the Group's external financial advisors involved to discuss and evaluate management's evidence to support the relevant assumptions.
- Additionally, we reviewed the appropriateness and adequacy of disclosures in the consolidated financial statements.

Netsuite administrator rights

Discussion of the matter

Deficiencies were identified related to the design of MDxHealth's controls over logical access and segregation of duties at the application control level in Netsuite, an IT environment relevant to the preparation of the financial statements. This could result in a misstatement potentially impacting all financial statement accounts and disclosures that would result in a material misstatement to the annual or interim financial statements. The company started remediating the deficiencies after year-end and completed additional testing on the transactions for 2023.

Given the complexity and extent of the impact of the material weakness on the financial statements and the increased extent of effort including involvement of IT specialists and additional testing, we identified the above matter as a key audit matter.

Procedures performed

Our audit procedures related to the Netsuite administrator rights included the following:

- With the assistance of our IT experts, we evaluated the distributed rights of the application users, the impact on the financial statements and the adequacy of the restrictions imposed after year-end.
- We reviewed the remediation work performed by the company and performed additional and full journal entry testing focused on the risk areas linked to rights of the administrators within the system and their transactions with in the system.
- We reviewed the disclosures with regards to the material weakness in item 15 of the 20-F.

Responsibilities of the administrative body for the drafting of the consolidated financial statements

The administrative body is responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union and with the legal and regulatory provisions applicable in Belgium, and for such internal control as the administrative body determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatements, whether due to fraud or error.

In preparing the consolidated financial statements, the administrative body is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the administrative body either intends to

liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Statutory auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a statutory auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

When executing our audit, we respect the legal, regulatory and normative framework applicable for the audit of the consolidated financial statements in Belgium. However, a statutory audit does not guarantee the future viability of the Group, neither the efficiency and effectiveness of the management of the Group by the administrative body. Our responsibilities regarding the continuity assumption applied by the administrative body are described below.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is

sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal control relevant to the audit 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 Group's internal control;
- Evaluate the appropriateness of accounting policy information used and the reasonableness of accounting estimates and related disclosures made by the administrative body;
- Conclude on the appropriateness of the administrative body's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our statutory auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our statutory auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the consolidated financial statements and whether the consolidated financial statements represent the underlying

transactions and events in a manner that achieves fair presentation;

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the management, the supervision and the performance of the Group audit. We assume full responsibility for the auditor's opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control identified during the audit.

We also provide the Audit Committee with a statement that we respected the relevant ethical requirements relating to independence, and we communicate with them about all relationships and other issues which may influence our independence, and, if applicable, about the related measures to guarantee our independence.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year, and are therefore the key audit matters.

We describe these matters in our statutory auditor's report, unless law or regulation precludes public disclosure about the matter.

OTHER LEGAL AND REGULATORY REQUIREMENTS

Responsibilities of the administrative body

The administrative body is responsible for the preparation and the contents of the director's report on the consolidated financial statements and for the other information included in the annual report on the consolidated financial statements.

Responsibilities of the statutory auditor

In the context of our mission and in accordance with the Belgian standard (version revised 2020) which is complementary to the International Standards on Auditing (ISA) as applicable in Belgium, it is our responsibility to verify, in all material aspects, the director's report on the consolidated financial statements and the other information included in the annual report on the consolidated financial statements, as well as to report on these elements.

Aspects relating to the director's report on the consolidated financial statements and to the other information included on the consolidated financial statements

In our opinion, after having performed specific procedures in relation to the director's report, this director's report is consistent with the consolidated financial statements for the same financial year, and it is prepared in accordance with article 3:32 of the Code of companies and associations.

In the context of our audit of the consolidated financial statements, we are also responsible for considering, in particular based on the knowledge we have obtained during the audit, whether the director's report on the consolidated financial statements contains any material

misstatements, i.e. any information which is inadequately disclosed or otherwise misleading. Based on the procedures we have performed, there are no material misstatements we have to report to you.

Statement concerning independence

- Our audit firm and our network did not provide services which are incompatible with the statutory audit of the consolidated financial statements and our audit firm remained independent of the Group during the terms of our mandate.
- The fees related to additional services which are compatible with the statutory audit as referred to in article 3:65 of the Code of companies and associations were duly itemised and valued in the notes to the consolidated financial statements.

Other statements

- This report is in compliance with the contents of our additional report to the Audit Committee as referred to in article 11 of regulation (EU) No 537/2014.

Zaventem, 15 May 2024

BDO Réviseurs d'Entreprises SRL
Statutory auditor
Represented by Bert Kegels*
Auditor

*Acting for a company