

Translation for information purpose

**CONVENING NOTICE TO ATTEND THE ORDINARY AND
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

Shareholders are invited to attend:

The Ordinary and Extraordinary General Meeting of Shareholders of Mithra Pharmaceuticals SA (the "**Company**") that will take place on **Thursday 19th May 2022 at 2 pm**, at Mithra CDMO, rue de l'Expansion 57, 4400 Flémalle (Belgium), in the presence of the Public Notary Jean-Michel Gauthy, acting Rue Hoyoux 87, 4040 Herstal, for the purpose of considering and voting on the following agenda:

A. Ordinary General Shareholders' Meeting:

- 1. Review of the annual report 2021 including the management report 2021;**
- 2. Review of the consolidated annual accounts closed on the 31st of December 2021;**
- 3. Review of the statutory auditor's report regarding the consolidated and non-consolidated annual accounts closed on the 31st of December 2021;**
- 4. Review and approval of the non-consolidated annual accounts closed on the 31st of December 2021;**

Proposed resolution: The General Meeting approves the non-consolidated annual accounts closed on the 31st of December 2021.

- 5. Allocation of the results relating to the financial year ended on 31st December 2021;**

Proposed resolution: The General Meeting approves the allocation of the results reflected in the annual accounts for the financial year ended on 31st December 2021;

- 6. Review and approval of the remuneration report closed on 31st December 2021;**

Proposed resolution: The General Meeting approves the remuneration report related to the financial year closed on 31st December 2021;

- 7. Proposal to grant discharge to the statutory auditor;**

Proposed resolution: The General Meeting grants special discharge to the statutory auditor for the performance of his mandate during the financial year closed on 31st December 2021.

- 8. Proposal to grant discharge of liability to the board of Directors;**

Proposed resolution: The General Meeting grants, by separate vote, discharge of liability to each of the directors for the performance of their respective mandate during the financial year closed on 31st December 2021.

9. Approval in accordance with article 7:151 of the Belgian Companies and Associations Code;

On 4 February 2022, the Company and Goldman Sachs International ("GSI") entered into an equity financing agreement (the "**Financing Agreement**") pursuant to which the Company may require GSI (subject to certain conditions) to provide financing to the Company in an aggregate amount of up to EUR 100,000,000.00 (including issue premium, as the case may be), through a number of drawings. In case a drawdown is accepted by GSI in accordance with the terms of the Finance Agreement, GSI is required to prepay the amount drawn to the Company. GSI has the option (subject to certain conditions) to convert the amount drawn (in whole or in part) into shares, by contribution in kind of the receivable underlying that amount, within a period of no more than 22 trading days following the second anniversary of the date of the Finance Agreement. The Financing Agreement provides (*inter alia*) that in the event of a merger or public takeover bid on the Company, the Modified Calculation Agent Adjustment would be applied as defined in sections 12.2(e) and 12.3(d) of the "2002 ISDA Equity Derivatives Definitions", as published by the International Swaps and Derivatives Association, Inc.

Proposed resolution: The general shareholders' meeting resolves to approve and ratify, in accordance with Article 7:151 of the Belgian Companies and Associations Code, all provisions of the Financing Agreement that come into effect upon the occurrence of a change of control, including, but not limited to, the application of the Modified Calculation Agent Adjustment as defined in sections 12.2(e) and 12.3(d) of the "2002 ISDA Equity Derivatives Definitions", as published by the International Swaps and Derivatives Association, Inc, and which fall or could be considered to fall within the scope of article 7:151 of the Belgian Companies and Associations Code (relating to the granting of rights to third parties that substantially affect the Company's assets and liabilities, or give rise to a substantial debt or commitment on its behalf, when the exercise of these rights is subject to the launching of a public takeover bid on the shares of the Company or to a change in the control exercised over it). The general shareholders' meeting also grants a special power of attorney to each of the Company's directors, the Company's *chief financial officer* and the Company's *corporate secretary*, each of them acting individually, with the ability to sub-delegate and the power of subrogation, to complete the formalities required by article 7:151 of the Belgian Companies and Associations Code with regard to this resolution, including, but not limited to, the execution of all documents and forms required for the publication of this resolution in the annexes to the Belgian Official Gazette.

B. Extraordinary General Shareholders' Meeting

1. Submission of reports;

1.1. Submission of the following reports in connection with the extension of the term of the LDA Warrants (as defined below): (a) the report of the board of directors of the Company prepared insofar as needed and applicable, in accordance with articles 7:180, 7:191 and 7:193 of the Belgian Companies and Associations Code of 23 March 2019 (as amended) (the "**Belgian Companies and Associations Code**"), in complement to the report of the board of directors dated 18 June 2020, regarding the proposal to extend the term of the 690,000 subscription rights issued by the extraordinary general shareholders' meeting of the Company held on 22 July 2020 to the benefit of LDA Capital Limited (the "**LDA Warrants**") for a further two years; and (b) the report of the Company's statutory auditor prepared insofar as needed and applicable, in accordance with articles 7:180, 7:191 and 7:193 of the Belgian Companies and Associations Code regarding the proposal to extend the term of the LDA Warrants for a further two years.

1.2. Submission of the following reports in connection with the extension of the term of the Share Lending Warrants (as defined below): (a) the report of the board of directors of the Company prepared insofar as needed and applicable, in accordance with articles 7:180, 7:191 and 7:193 of the Belgian Companies and Associations Code, in complement to the report of the board of directors dated 18 June 2020, regarding the proposal to extend the respective term of the 300,000 subscription rights of the Company called the "Class A Share Lending Warrants", 300,000 subscription rights of the Company called the "Class B Share Lending Warrants", and 300,000 subscription rights of the Company called "Class C Share Lending Warrants", issued by the extraordinary general shareholders' meeting of the Company held on 7 September 2020 to the benefit of, respectively, François Fornieri (in respect of the Class A Share Lending Warrants), Alychlo NV (in respect of the Class B Share Lending Warrants) and Noshag SA (in respect of the Class C Share Lending Warrants) (collectively the "**Share Lending Warrants**"), for a further two years; and (b) the report of the Company's statutory auditor prepared insofar as needed and applicable, in accordance with articles 7:180, 7:191 and 7:193 of the Belgian Companies and Associations Code regarding the proposal to extend the respective term of the Share Lending Warrants by a further two years.

2. Proposal to extend the term of the LDA Warrants;

Proposed resolution: The general shareholders' meeting resolves to approve the extension of the term of the LDA Warrants by two additional years from three years to five years from the date of issuance of the LDA Warrants (i.e., an extension from 22 July 2023 to 22 July 2025). No other amendments are made to the terms and conditions of the LDA Warrants. Accordingly, the general meeting confirms the resolutions passed at the extraordinary general shareholders' meeting of the Company held on 22 July 2020 in relation to the LDA Warrants but with an extended term as resolved here above, and approves the amended terms and conditions of the LDA Warrants, as set

out in the annex to the report of the board of directors referred to in agenda item 1.1(a), a copy of which will remain attached to the minutes reflecting this resolution.

3. Proposal to extend the term of the Class A Share Lending Warrants;

Proposed resolution: The general shareholders' meeting resolves to approve the extension of the term of the Class A Share Lending Warrants by two additional years from three years to five years from the date of issuance of the Class A Share Lending Warrants (i.e., an extension from 7 September 2023 to 7 September 2025). No other amendments are made to the terms and conditions of the Class A Share Lending Warrants. Accordingly, the general meeting confirms the resolutions passed at the extraordinary general shareholders' meeting of the Company held on 7 September 2020 in relation to the Class A Share Lending Warrants but with an extended term as resolved here above, and approves the amended terms and conditions of the Class A Share Lending Warrants, as set out in the annex to the report of the board of directors referred to in agenda item 1.2(a), a copy of which will remain attached to the minutes reflecting this resolution.

4. Proposal to extend the term of the Class B Share Lending Warrants;

Proposed resolution: The general shareholders' meeting resolves to approve the extension of the term of the Class B Share Lending Warrants by two additional years from three years to five years from the date of issuance of the Class B Share Lending Warrants (i.e., an extension from 7 September 2023 to 7 September 2025). No other amendments are made to the terms and conditions of the Class B Share Lending Warrants. Accordingly, the general meeting confirms the resolutions passed at the extraordinary general shareholders' meeting of the Company held on 7 September 2020 in relation to the Class B Share Lending Warrants but with an extended term as resolved here above, and approves the amended terms and conditions of the Class B Share Lending Warrants, as set out in the annex to the report of the board of directors referred to in agenda item 1.2(a), a copy of which will remain attached to the minutes reflecting this resolution.

5. Proposal to extend the term of the Class C Share Lending Warrants;

Proposed resolution: The general shareholders' meeting resolves to approve the extension of the term of the Class C Share Lending Warrants by two additional years from three years to five years from the date of issuance of the Class C Share Lending Warrants (i.e., an extension from 7 September 2023 to 7 September 2025). No other amendments are made to the terms and conditions of the Class C Share Lending Warrants. Accordingly, the general meeting confirms the resolutions passed at the extraordinary general shareholders' meeting of the Company held on 7 September 2020 in relation to the Class C Share Lending Warrants but with an extended term as resolved here above, and approves the amended terms and conditions of the Class C Share Lending Warrants, as set out in the annex to the report of the board of directors referred to in agenda item 1.2(a), a copy of which will remain attached to the minutes reflecting this resolution.

Attendance quorum, voting and majorities: According to the Belgian Companies and Associations Code, an attendance quorum of at least 50% of the outstanding shares must be present or represented at the extraordinary general shareholders' meeting for the deliberation and voting on the items on the agenda of the aforementioned extraordinary general shareholders' meeting. If such attendance quorum is not reached, a second extraordinary general shareholders' meeting will be convened for these agenda items, unless, as the case may be, decided otherwise on behalf of the board of directors, and the attendance quorum requirement will not apply to such second meeting.

Subject to applicable legal provisions, each share shall have one vote. In accordance with applicable law, the proposed resolutions referred to in the agenda of the extraordinary general shareholders' meeting shall be passed if they are approved by a majority of 75% of the votes validly cast by the shareholders. In accordance with article 7:135 of the Belgian Companies and Associations Code, the holders of subscription rights have the right to participate to the extraordinary general shareholders' meeting, but only with an advisory vote.

Notwithstanding the foregoing, as far as needed and applicable in accordance with article 7:193 of the Belgian Companies and Associations Code, each of respectively François Fornieri, Alychlo NV and Noshag SA (each a "**Beneficiary**"), and each shareholders who act for the account of a Beneficiary, who are affiliated to a Beneficiary, who act for the account of the affiliates of a Beneficiary, or who act in concert with a Beneficiary will not participate in the vote in relation to, respectively, items 3, 4 and 5 of the agenda.

Considering the COVID-19 pandemic, it is possible that our governments and public authorities may adapt the conditions and modalities for physical participation in the General Meeting. We reserve our rights to issue additional instructions in this regard. These measures are in the interest of the health of the individual security holders, as well as of the Company's employees and other persons responsible for organizing the General Meeting. Therefore, the Company recommends that shareholders of the Company who wish to participate in the General Meeting use, to the extent possible, the right to vote by mail or by proxy containing specific voting instructions for each proposed decision, granted to Ms. Fanny Rozenberg, Secretary of the Board of Directors of the Company, and not to attend the General Meeting in person. The Company will grant access to the General Meeting to security holders, proxy holders and any other persons only to the extent permitted by the measures taken or to be taken by the authorities, as applicable at the time of the General Meeting, and always taking into account the recommendations of the authorities, as well as safety and health considerations. In addition, holders of the Company's securities are encouraged to exercise their right to ask questions in writing concerning the items on the agenda of the General Meeting. Details of how to participate in the Ordinary Shareholders' Meeting are set out in this notice of meeting. The Company will also set up a videoconference to enable holders of the Company's securities who have duly registered for the General Meeting and who have duly completed and returned the notice of participation to the Company to follow the General Meeting remotely.

Videoconferencing will not be considered as an electronic means of communication to attend and vote at the General Meeting, as referred to in Article 7:137 of the Companies and Associations Code but will be an additional means for the security holders to follow the General Meeting. The Company will closely monitor the situation and applicable actions and may provide further updates relevant or impacting the Ordinary General Meeting on the Company's website (<https://investors.mithra.com/fr/assemblee-des-actionnaires/>).

In order to attend the Ordinary Shareholders' Meeting, shareholders must comply with the following formalities:

1. Only those people who are shareholders of Mithra Pharmaceuticals SA on **05th May 2022** at midnight (Belgium time) (hereafter called the "**record date**") will have the right to participate and vote in the General Meeting on 19th May 2022, regardless of the number of shares held the day of the Meeting.

Holders of subscription rights and convertible bonds of the Company on **05th May 2022** at midnight (Belgium time), (hereinafter the "**record date**") will be entitled to participate but not to vote at the Meeting on 19th May 2022.

2. Holders of registered shares who wish to attend the Meeting will not have to follow specific procedures to register their shares. The registration of their shares will result from Mithra Pharmaceuticals SA shareholders register on the record date. They will, however, have to confirm their desire to attend the Meeting by sending to the company the **participation notice** attached to the convening notice. Mithra Pharmaceuticals SA must have received such participation notices no later than **13th May 2022**. They may be sent either by regular mail to the address of the registered office of the Company or by fax or by e-mail (see useful information hereafter).

Holders of registered shares who wish to be represented at the Meeting will also have to send a duly filled out and signed **proxy form** (in writing or electronically, where the electronic signature must be a qualified electronic signature within the meaning of Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23rd July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC, as amended), which is attached to the convening notice. Mithra Pharmaceuticals SA must have received such proxies no later than **13th May 2022**. They may be sent either by regular mail to the address of the registered office of the Company or by fax or by e-mail (see useful information hereafter). Owners of registered shares wishing to be represented must also comply with the participation notification procedure described above.

3. Holders of dematerialized shares who wish to attend the Meeting must request a **statement from the authorized account holder or from the settlement organization** that holds their share account stating the number of dematerialized shares registered in their name in the books of these institutions on the record date and for which they have confirmed their desire to participate in the Meeting. Mithra Pharmaceuticals SA must have received such statements no later than **13th May 2022**. They may be sent by regular mail to the address of the registered office of the Company, or by fax or by e-mail (see useful information hereafter).

Holders of dematerialized shares who wish to attend the Meeting also have to confirm their desire to attend the Meeting by sending to the Company the **participation notice** available on Mithra Pharmaceuticals SA's website (www.mithra.com). Mithra Pharmaceuticals SA must have received such participation notices no later than **13th May 2022**. They may be sent either by regular mail to the address of the registered office of the Company or by fax or by e-mail (see useful information hereafter).

The holders of dematerialized shares who wish to be represented by proxy at the Meeting will additionally have to send a duly filled out and signed **proxy form** (in writing or electronically, where the electronic signature must be a qualified electronic signature within the meaning of Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23rd July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC, as amended). Mithra Pharmaceuticals SA must have received such proxies no later than **13th May 2022**. They may be sent either by regular mail to the address of the registered office of the Company or by fax or by e-mail (see useful information hereafter). The proxy form is available at the registered office of the Company and on its website (www.mithra.com).

An appointed proxy holder does not necessarily have to be a shareholder of Mithra Pharmaceuticals SA. While appointing a proxy holder, shareholders must in particular pay attention to potential conflicts of interest between them and the proxy holder (see article 7 :143, §4 of the Belgian Code on Companies and Associations). In view of the COVID-19 pandemic, the Company nevertheless recommends that security holders who wish to participate in the General Meeting use, to the extent possible, the right to vote by mail or by proxy containing specific voting instructions for each proposed decision granted to Ms. Fanny Rozenberg, Secretary of the Company's Board of Directors.

4. In accordance with article 7 :130 of the Belgium Code on Companies and Associations and under certain conditions, one (or several) shareholder(s) holding (together) at least 3% of the share capital may request the addition of new items to the agenda and/or submit new motions for a resolution relating to items on the agenda or to be added to the agenda. Any such request must be made in writing, duly signed (in writing or electronically, the electronic signature must be a qualified electronic signature within the meaning of Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23rd July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC, as amended). Mithra Pharmaceuticals SA must have received such requests no later than **27th April 2022**. These requests may be sent either by regular mail to the address of its registered office of the Company, or by fax or by e-mail (see useful information hereafter). The Company shall acknowledge receipt of these requests to this address specified by the shareholder, within 48 hours as from receipt of the requests.

Such request shall be dealt with only if it is accompanied by a document attesting possession of the aforementioned share percentage (in the case of registered shares, a certificate certifying the registration of the corresponding shares in the share register of the Company; for dematerialized shares, a certificate issued by an authorized account holder or settlement organization, certifying the registration of the shares in one or more accounts).

Should certain shareholders exercise this right, the Company shall, no later than on **04th May 2022**, publish, as the original agenda was, an updated agenda with additional items and proposed resolutions related thereto and/or additional proposed resolutions. Simultaneously, the Company will make amended forms for voting by proxy available to its shareholders through its website (www.mithra.com). However, proxies notified to the Company prior to the publication of an updated agenda remain valid for the items referred to in such proxies.

As an exception, for the items for which new proposed resolutions are submitted in accordance with article 7:130 of the Belgium Code on Companies and Associations, the proxy holder may, at the Meeting, deviate from instructions given by the principal if performing such instructions would compromise the principal's interests. He must inform the principal. The proxy must mention whether the proxy holder may vote on new topics added to the agenda or whether he must abstain from voting.

The items or motions for a resolution submitted will be dealt with only if the concerned shareholder(s) have completed the notification and registration process.

5. Shareholders who have complied with the formalities to attend the Meeting may also, prior to the Meeting, submit in writing to the Board of Directors questions regarding items on the agenda or its reports, as well as to the External Auditor with regard to his report. These questions must reach Mithra Pharmaceuticals SA no later than **13th May 2022** and may be sent either by regular mail to its registered office or by fax or by e-mail (see useful information hereafter).
6. Each holder of registered shares or, upon presentation of a statement by an authorized account holder or a settlement organization certifying the number of dematerialized shares registered in the name of the shareholder, each holder of dematerialized share may consult and obtain a free copy of all the documents, including the proxy form and, for each item on the agenda not submitted to a vote, the comment of the board of directors, related to the Meeting of 19th May 2022 which, by law, must be available to shareholders, at the registered office of the Company, on business days and within normal business hours, as from **19th April 2022**. Requests to obtain free copies may be sent either by regular mail to the address of its registered office of the Company, or by fax or by e-mail (see useful information hereafter). All these documents are also available on the website of Mithra Pharmaceuticals SA as from **19th April 2022**.
7. It is recalled that one share is equal to one vote.
8. Please note that the signatures on the attendance list will be accepted as **from 1:00 pm on 19th May 2022**. In order to attend the Meeting, shareholders or proxy holders must attest their identity, and representatives of legal entities must provide documents attesting of their identity and representation powers, at the latest immediately before the start of the meeting. Otherwise, participation to the meeting may be refused.

For the Board of Directors,

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Women's Health

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