

## AGENDA OF THE ORDINARY AND EXTRAORDINARY GENERAL MEETING DATED 16 MAY 2019

a) Ordinary General Meeting of Shareholders

1. **Review of the annual report 2018 including the management report 2018;**
2. **Review of the consolidated annual accounts closed on the 31 December 2018;**
3. **Review and approval of the non-consolidated annual accounts closed on the 31 December 2018;**  
*Proposed resolution: The General Meeting approves the non-consolidated annual accounts closed on the 31 December 2018.*
4. **Allocation of the results relating to the financial year ended 31 December 2018 ;**  
*Proposed resolution: The General Meeting approves the allocation of the results reflected in the annual accounts for the financial year ended 31 December 2018.*
5. **Review of the statutory auditor's report regarding the consolidated and non-consolidated annual accounts closed on the 31 December 2018;**
6. **Review and approval of the remuneration report closed on 31 December 2018;**  
*Proposed resolution: The General Meeting approves the remuneration report related to the financial year closed on 31 December 2018.*
7. **Proposal to grant discharge to the board of directors;**  
*Proposed resolution: The General Meeting grants, by separate vote, discharge to each of the Directors for the performance of their respective mandate during the financial year closed on 31 December 2018.*
8. **Proposal to grant discharge to the statutory auditor**  
*Proposed resolution: The General Meeting grants discharge to the statutory auditor for the performance of his mandate during the financial year closed on 31 December 2018.*

**9. Renewal of mandate and appointment of the Directors' mandate**

*Proposed resolution: The General Meeting decides to renew, with immediate effect, the appointment of Directors as follow:*

- AHOK S.P.R.L., represented by Mr Koen Hoffman, a company registered under the law of Belgium, located Steenvoordestraat 166 in 9070 Destelbergen, Heusden and registered in B.C.E. under number 0457.927.595, as a non-executive and independent director according to the independence criteria provided by article 526ter of the Belgian Companies Code, for a period of two (2) years until the General Meeting of 2021;
- ALYCHLO N.V., represented by Mr Marc Coucke, a company registered under the law of Belgium, located Lembergsteenweg 19 in 9820 Merelbeke and registered in B.C.E. under number 0895.140.645, as a non-executive director, for a period of two (2) years until the General Meeting of 2021;
- S.P.R.L. AUBISQUE, represented by Ms. Freya Loncin, a company registered under the law of Belgium, located Vlaamsekunstlaan 38 in 2020 Antwerpen and registered in B.C.E. under number 0843.087.970 as a non-executive director, for a period of two (2) years until the General Meeting of 2021;
- S.A. CG CUBE, represented by Mr Guy Debruyne, a company registered under the law of Luxembourg, located Route d'Arlon 96 à 8210 Mamer (GDL) as a non-executive director, for a period of two (2) years until the General Meeting of 2021;
- S.P.R.L. EVA CONSULTING, represented by Mr Jean-Michel Foidart, a company registered under the law of Belgium, located sur la Heid 3 in 4870 Trooz and registered in B.C.E. under number 0874.027.804. as an executive director, for a period of two (2) years until the General Meeting of 2021;
- Mr. Francesco Fornieri, domiciled rue de l'Arbre Sainte Barbe 194 in 4000 Rocourt, as an executive director, for a period of two (2) years until the General Meeting of 2021;
- S.A. MEUSINVEST ( NOSHAQ), represented by Mr Gaëtan Servais, a company registered under the law of Belgium, located rue Lambert Lombard 3, Hôtel Copis à 4000 Liège and registered in B.C.E. under number 0426.624.509, as a non-executive director, for a period of two (2) years until the General Meeting of 2021;
- S.A. CASTORS DEVELOPMENT, represented by J. Platieu, a company registered under the law of Belgium, located Chaussée d'Alseberg 421, box A14 in 1420 Braine-L'Alleud as an independent and non-executive director according to the independence criteria provided for by article 526ter of the Belgian Companies Code, for a period of two (2) years until the General Meeting of 2021;
- S.P.R.L. P. SUINEN, represented by Mr Philippe Suinen, a company registered under the law of Belgium, located Rond-Point Hanon 1 in 6230 Pont-à-Celles and registered in B.C.E. under number 0553.961.555, as an independent and non-executive director according to the independence criteria provided for by article 526ter of the Belgian Companies Code, for a period of two (2) years until the General Meeting of 2021;

- P4Management BVBA, represented by Ms. Christiane Malcorps, a company registered under the law of Belgium, located Merodestraat 9 à 1850 Grimbergen and registered in B.C.E. under the number 0667.907.950. as an independent and non-executive director according to the independence criteria provided for by article 526ter of the Belgian Companies Code, for a period of two (2) years until the General Meeting of 2021;
- S.A. SELVA Luxembourg, represented by Mr Christian Moretti, a company registered under the law of Luxembourg, located Guillaume Kroll street 3 in 1882 Luxembourg ( GDL), as non-executive director, for a period of two (2) years until the General Meeting of 2021;
- Ms. Joanna Tyrekidis, domiciled Avenue Nandrin 35 in 4130 Esneux, as a non-executive director, for a period of two (2) years until the General Meeting of 2021.
- Ms. Patricia Van Dijck, domiciled Boulevard Général Wahis 39 à 1030 Brussels as an independent and non-executive director according to the independence criteria provided for by article 526ter of the Belgian Companies Code, for a period of two (2) years until the General Meeting of 2021;

b) Extraordinary General Meeting

**10. Authorized capital**

- i) Acknowledgment of the special report drawn up by the Board of Directors concerning the renewal of Board's powers to increase the Company's share capital established in accordance with Article 604 of the Companies Code;
- ii) General power granted to the Board of Directors to increase the Company's share capital;

Proposed resolution: *The General Meeting decides to:*

- *Renew the authorization of the Board to, in accordance with Article 603 of the Belgian Companies Code, increase the Company's share capital, in any form, on one or more occasions, within the limit of the law, in particular by issuing convertible bonds and subscription rights, for a period of three (3) years as from the publication of the General Meeting's decision in the Belgian Official gazette and up to a maximum amount of seventeen million five hundred and ninety four thousand six hundred and fifty seven euros (17,594,657.00 EUR). Therefore,*
- *To replace Article 7, A, entitled "Authorized Share capital" of the articles of association by the following text: "The Board of Directors is authorized to increase, the Company's share capital, in any form, on one or more occasions, within the limit of the law, in particular by issuing convertible bonds and subscription rights, for a period of three (3) years as from the publication of the General Meeting's decision in the Belgian Official gazette and up to a maximum amount of seventeen million five hundred and ninety four thousand six hundred and fifty seven euros (17,594,657.00 EUR)".*

- iii) Specific authorization of the Board of Directors to increase the Company's share capital;

Proposed resolution: The General Meeting decides to:

*extend, pursuant to Article 607, paragraph 2, 2 ° of the Belgian Company Code, the specific authorization given to the Board of Directors, as referred to in Article 7 B. of the articles of association , entitled "Authorized Share Capital", to proceed, on one or more occasions, even after receipt by the Company of the communication made by "l'Autorité des services et marchés financiers » pursuant to which the Company has been seized of a public takeover bid to increase, the Company's share capital, in any form, on one or more occasions, within the limit of the law, in particular by issuing convertible bonds and subscription rights, for a period of three (3) years as from the publication of the General Meeting's decision in the Belgian Official gazette and up to a maximum amount of seventeen million five hundred and ninety four thousand six hundred and fifty seven euros (17,594,657.00 EUR). Therefore,*

- *To replace Article 7, B of the articles of association, entitled "Authorized Share Capital", by the following text: « The Board of Directors is expressly authorized to use the authorization conferred under A. even after receipt by the Company of the communication made by the "Autorité des services et marchés financiers" pursuant to which the Company has been seized of a public takeover bid, under the mandatory conditions provided by article 607 of the Belgian Companies Code. This authorization is conferred on the Board of Directors for a period of three years (3) as from the publication of the General Meeting's decision in the Belgian Official gazette. It is renewable».*

- iv) Authorization of the Board of Directors to amend the articles of association to take into account Company's share capital increases;

Proposed resolution: The General Meeting decides to:

- *Extend the authorization granted to the Board of Directors, with the power to subdelegate, to amend the articles of association to take into account Company's share capital increases resulting from the exercise of its powers under the aforementioned authorizations;*
- *To maintain article 7, C of the articles of association.*

## **11. Change of control provisions – art. 556 Belgian Companies Code**

Mithra S.A and CERES PHARMA S.A. have entered into an asset purchase agreement dated July 28<sup>th</sup> 2018. The terms of this agreement provide a change of control clause under which, in the event of Change of Control on the level of Mithra Pharma, all of the earn-outs which are not yet due by CERES PHARMA at that moment shall be reduced with 50%.

Proposed resolution:

In accordance with article 556 of the Belgian Companies Code, this clause must be approved by the General Meeting and it is hereby proposed to approve the terms and conditions of it.

## **12. Information of shareholders about Mithra Group future restructuring.**

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