

TRANSLATION FOR INFORMATION PURPOSE

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

Shareholders are invited to attend:

The Extraordinary General Meeting of Shareholders that will take place on **Friday November 29<sup>th</sup> 2019 at 2 p.m.**, at Mithra CDMO, rue de l'Expansion 57 à 4400 Flémalle (Belgium) for the purpose of considering and voting on the following agenda in the presence of Maître Salvino Sciortino, Notaire, rue du Pont 98 à 4020 Liège.

**1. Authorized capital**

**1.1 Review of the special report drawn up by the Board of Directors concerning the renewal of Board of Directors' powers to increase the Company's share capital established in accordance with Article 604 of the Companies Code;**

**1.2 General power granted to the Board of Directors to increase the Company's share capital;**

*Proposed resolution:*

*The General Meeting of shareholders decides to, as long as it's necessary, renew the authorization granted to 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 date of the General Meeting's present decision in the Belgian Official gazette and up to a maximum amount of seventeen million five hundred and ninety seven thousand six hundred and fifty seven euros (17,597,657.00 EUR).*

*This capital increase may take any form whatsoever, including, but not limited to, contributions in cash or in kind, with or without share premium, as well as by incorporation of reserves and/or share premiums and/or deferred profits, within the limits permitted by law.*

*The Board shall have the right to limit or waive the preferential subscription rights of shareholders, in particular in favor of one or more specified persons, other than the members of the personnel of the Company or its subsidiaries, within the limits set out in the Belgian Companies Code.*

*If the Board decides to limit or cancel the preferential subscription right of shareholders, the Board shall draw up a special report setting out the justification for its decision, the financial consequences of its decision and, where applicable, the identity of the specified persons in whose favor the preferential subscription right of the shareholders has been limited or cancelled. The Auditor will also prepare a report in this regard.*

*In addition, as soon as the Company receives the communication from the Autorité des services et marchés financiers that it has received a notice of a takeover bid for it and until the closing of the bid, the Board may no longer, under the Companies Code, carry out a capital increase by contributions in kind or by contributions in cash by limiting or cancelling the shareholders' preferential right; or create securities representing or not the capital, conferring voting rights (as well as securities conferring the right to subscribe for such securities or to acquire such securities), if such securities or rights are not offered in preference to shareholders in proportion with the part of the capital represented by their shares (art. 607, paragraph 1 of the C. soc).*

*However, this prohibition does not apply to:*

- *Commitments validly made before receipt of the above-mentioned communication; and*
- *Capital increases for which the Board has been expressly and previously entitled by the general meeting, acting: as regards to amendments to the Articles of Association, held no more than three (3) years before receipt of the aforementioned communication, provided that the issued shares pursuant to the capital increase are fully paid up as from their issuance date, the issuance price of the shares issued pursuant to the capital increase shall not be lower than the offered price and the number of shares issued pursuant to the capital increase shall not exceed one tenth of the shares representing the capital issued prior to the capital increase. For this last possibility, the General Meeting decided to grant such authorization to the Board of Directors for a period of three (3) years at the General Meeting of 16 May 2019.*

Therefore, the General Meeting decides to:

*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 on one or more occasions, the Company's share capital within the limits set by the law in particular by issuing convertible bonds and subscription rights, up to a maximum amount of seventeen million five hundred and ninety seven thousand six hundred and fifty seven euros (17,597,657.00 EUR).*

*The Board of Directors is expressly authorized to use this authorization for the following operations:*

- *Capital increases or issuance of convertible bonds or subscription rights where the shareholders' preferential subscription right is limited or cancelled;*
- *Capital increases or issuance of convertible bonds on the occasion of which the preferential subscription rights of shareholders are limited or cancelled in favor of one or more specified persons, other than members of the personnel of the company or its subsidiaries;*
- *Capital increases carried out by incorporation reserves.*

*This capital increase may take any form whatsoever, in particular contributions in cash or in kind, with or without share premium, as well as by incorporation of reserves and/or share premiums and/or deferred profits, within the limits permitted by law. This authorization is granted to the Board of Directors for a period of three (3) years from the date of its publication in the Belgian Official gazette. »*

**1.3 Specific authorization granted to the Board of Directors to increase the Company's share capital;**

Proposed resolution:

The General Meeting of shareholders decides to confirm, following the decision taken at the General Meeting of 16 May 2019, the following:

- *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, within the strict condition of article 607 of the Companies Code for a maximum complementary amount of seventeen million five hundred and ninety seven thousand six hundred and fifty seven euros (17,597,657.00 EUR) and for a period of three (3) years as from the publication of the General Meeting's decision of 16 May 2019 in the Belgian Official gazette.*

The Board shall have the right to limit or waive the preferential subscription rights of shareholders within the limits set out in the Belgian Companies Code.

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 to the Board of Directors for a period of three years (3) as from the publication of the General Meeting's decision dated 16 May 2019 in the Belgian Official gazette. It is renewable».*

**1.4 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 as such.*

**2. Approval of the Change of control provision contained in the agreement of 30 September 2019 between Mithra Pharmaceuticals S.A. and the former shareholders of Uteron Pharma concerning Mithra's remaining payment obligations in connection with the earnouts agreement;**

Proposed resolution:

The General Meeting decides to:

To approve and, if necessary, ratify, in accordance with Article 556 of the Belgian Company Code, the provision of the agreement of 30 September 2019 concluded between Mithra Pharmaceuticals S.A. and the former shareholders of Uteron Pharma. Under the terms of this agreement, any outstanding amount shall become immediately and fully payable early in case of Change of Control within the meaning of the aforementioned provision within Mithra Pharmaceuticals S.A.

### **3. Early opt-in decision under the Belgian Code on Companies and Associations**

#### Proposed resolution:

Pursuant to the opportunity provided in Article 39, §1, paragraph 2 of the law of 23 March 2019 introducing the Companies and Associations Code and laying down various provisions, the Company decides to submit itself in advance to the provisions of the Companies and Associations Code, as from the date of publication in the Belgian Official Gazette of this present decision of the General Meeting. Therefore, the following provisions of the Articles of Association are amended:

- Article 1: A) in paragraph 1, the words "making or having made a public offering within the meaning of Article 438 of the Companies Code" are replaced by "and is a listed company within the meaning of Article 1:11 of the Companies and Associations Code"; B) a third paragraph is inserted as follows: "The company's website is <http://www.mithra.com>. The company's e-mail address is [corporate.secretary@mithra.com](mailto:corporate.secretary@mithra.com). Any communication to this address by shareholders, holders of securities issued by the company and holders of certificates issued with the company's collaboration shall be deemed to have been validly made";
- Article 2: A) in paragraph 1, the words "at 4000 Liège, rue Saint-Georges 5" are replaced by: "in the Walloon Region"; B) in paragraph 2, the word "Belgium" is replaced by "Walloon Region".
- Article 7, as amended by the first resolution of this general meeting: the words "Article 607 of the Companies Code" are replaced by "Article 7:202 of the Companies and Associations Code";
- Article 9: the words "Article 4 of the Belgian Company Code, in accordance with Article 622, §2, paragraph 2, 1° of the Belgian Company Code (this authorization extends to disposals made by direct subsidiaries of such subsidiaries, as defined in Article 627 of the Belgian Company Code)" are replaced by "Article 1:11 of the Companies and Associations Code, in accordance with article 7:218 of the Companies and Associations Code (this authorization extends to dispositions made by direct subsidiaries of such subsidiaries, as defined in article 3:22 of the Companies and Associations Code)";
- Article 18: the words "the directors present or their representatives" are replaced by "the President, the Secretary and the directors who so wish";
- Article 20: the words "Article 520ter of the Companies Code" are replaced by "Article 7:91 of the Companies and Associations Code";
- Article 22, § 3: the sentence "The restrictions as defined by article 525 iuncto article 520ter of the Belgian Company Code do not apply, neither to the persons to whom the daily management has been entrusted, nor to the other managers referred to in article 96, §3, last paragraph of the Belgian Company Code" is replaced by "The restrictions as defined by Article 7:121 iuncto Article 7:91 of the Companies and Associations Code do not apply to each member of the day-to-day management body or to the other directors referred to in Article 3:6, §3, paragraph 3 of the Companies and Associations Code";

- IN THE WHOLE BODY OF THE ARTICLES OF ASSOCIATION: the words "registered office" are replaced by "office", the words "registered capital" are replaced by "capital" and the words "Company Code" are replaced by "Company and Association Code", except in the articles amended above.

**4. Adoption of the new coordinated Articles of Association following the early submission (opt-in) to the Companies and Associations Code and incorporating the aforementioned amendments;**

Proposed resolution: The General Meeting decides to give the undersigned notary the task of establishing and signing the coordination of the Articles of Association, in accordance with the previous decision, and to ensure its filing in the company's file.

**5. Decision on the address of the head office**

Proposed resolution: The General Meeting decides that the address of the registered office is located at: 4000 LIEGE, rue Saint Georges 5.

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In order to attend the Extraordinary General Meeting, shareholders must comply with the following formalities:

1. Only those people who are shareholders of Mithra Pharmaceuticals SA on **November Friday 15<sup>th</sup>, 2019** at midnight (Belgium time) (hereafter called the **record date**) will have the right to participate and vote in the General Meeting on November 29<sup>th</sup>, 2019, regardless of the number of shares held the day of the Meeting.
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 **November 23<sup>rd</sup>, 2019**. 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**, which is attached to the convening notice. Mithra Pharmaceuticals SA must have received such proxies no later than **November 23<sup>rd</sup>, 2019**. 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), provided that the proxy holder produces the original proxy on or before the date of the Meeting. If these conditions are not met, the company will not recognize the proxy holder's powers. 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 **November 23<sup>rd</sup>, 2019**. 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](http://www.mithra.com)). Mithra Pharmaceuticals SA must have received such participation notices no later than **November 23<sup>rd</sup>, 2019**. 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**. Mithra Pharmaceuticals SA must have received such proxies no later than **Saturday 23<sup>rd</sup> November, 2019**. 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), provided that the proxy holder produces the original proxy on or before the date of the meeting. If these conditions are not met, the company will not recognize the proxy holder's powers. The proxy form is available at the registered office of the company and on its website ([www.mithra.com](http://www.mithra.com)).

4. 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 547bis §4 of the Companies Code). This clause applies, among others, to the Chairman of the General Shareholders' Meeting, the members of the Board of Directors, the members of the Executive Committee and, in general, to all employees of Mithra Pharmaceuticals SA, their spouses or legal partners and their relatives.
5. In accordance with article 533ter of the Belgian Companies Code 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. Mithra Pharmaceuticals SA must have received such requests no later than **November 7<sup>th</sup>, 2019**. 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, Mithra Pharmaceuticals SA shall, no later than **November 14<sup>th</sup>, 2019**, 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](http://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 533ter of the Companies Code, 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.

6. 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 **November 23<sup>rd</sup>, 2019** and may be sent either by regular mail to its registered office or by fax or by e-mail (see useful information hereafter).
7. 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 **November 29<sup>th</sup>, 2019** 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 **October 30<sup>th</sup>, 2019**. 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 Internet site of Mithra Pharmaceuticals SA as from **October 30<sup>th</sup>, 2019**.
8. It is recalled that one share is equal to one vote.
9. Please note that the signatures on the attendance list will be accepted as from 1:00 p.m. on **November 29<sup>th</sup>, 2019**. 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,

**Useful information :**

Mithra Pharmaceuticals SA

Assemblée Générale

5, rue Saint-Georges

4000 Liège

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