

(TRANSLATION FOR INFORMATION PURPOSE)

CONVENING NOTICE TO ATTEND THE GENERAL MEETING OF SHAREHOLDERS

Shareholders are invited to vote to:

the Ordinary and Extraordinary General Meeting of Securities holders that will take place on Friday May 22th, 2020 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.

PLEASE FIND ENCLOSED THE ADAPTATIONS IMPLEMENTED AS A RESULT OF THE COVID PREVENTION MEASURES 19

Madam, Sir,

We have the honour to inform you of the holding of the Ordinary and Extraordinary General Meeting of SA Mithra Pharmaceuticals this **Friday 22 May 2020 at 14:00** precisely in the presence of the Notary Salvino Sciortino, Notary instrumenting rue du Pont 98 at 4020 Liège.

The agenda of this meeting is attached as well as the documents relating to this meeting.

As indicated in our press release of 22 April last, in the context of the health crisis linked to the Covid-19 epidemic, the Company has taken the necessary measures to organize the General Meeting remotely, without the physical presence of the holders of securities, in accordance with article 6 of Royal Decree No. 4.

Consequently, and in derogation of the convocation published in the press, shareholders will be required to cast their votes **by proxy only**. On this basis, only those shareholders who have communicated their proxy form in accordance with the instructions set out below will be entitled to vote at this Ordinary and Extraordinary General Meeting.

In order to vote to the Ordinary and extraordinary General Meeting, shareholders must comply with the following formalities:

1. Only those people who are shareholders of Mithra Pharmaceuticals SA on **May 8th, 2020** at midnight (Belgium time) (hereafter called the **record date**) will have the right to vote in the General Meeting on May 22th, 2020, regardless of the number of shares held the day of the Meeting.
2. Holders of registered shares who wish to vote to 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.

It will not be possible to take part in this meeting but only to be represented by proxy.

Holders of registered shares who wish to be represented at the Shareholders' Meeting must also return the proxy form attached to the notice of meeting, duly completed and signed. Mithra Pharmaceuticals SA must have received such participation notices no later than **May 18th, 2020**. 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).

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 vote to 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 **May 16th, 2020**. 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 who wish to be represented by proxy at the Meeting will have to send a duly filled out and signed **proxy form**. Mithra Pharmaceuticals SA must have received such proxies no later than **May 18th, 2020**. 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). 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).

4. The proxy holder will be appointed by the Company. 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 Article 7 :143, §4 of the Belgian Code on Companies and Associations ("CCA")). 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 7 :130 of the CCA 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 April 30th, 2020. 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 **May 7th, 2020**, 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 CCA, 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 **May 18th, 2020** and may be sent either by regular mail to its registered office or by fax or by e-mail (see useful information hereafter). Mithra Pharmaceuticals will publish the answers on its website.
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 May 22th, 2020 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 **April 22th, 2020**. 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 **April 22th, 2020**.
8. It is recalled that one share is equal to one vote.
9. Please note, that no physical participation in the General Assembly will be admitted.

For the Board of directors,

Fanny Rozenberg – Secrétaire du conseil d'administration
Sur procuration spéciale

Useful information :

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