MITHRA PHARMACEUTICALS
Limited Liability Company

Rue Saint-Georges 5
4000 Liège
Belgium
Registered with the Register of Legal Persons
VAT BE 0466.526.646 (RLP Liège, Division Liège)

REPORT OF THE BOARD OF DIRECTORS
IN ACCORDANCE WITH ARTICLES 7:180, 7:191
AND, AS FAR AS NEEDED AND APPLICABLE, 7:193
OF THE BELGIAN COMPANIES AND ASSOCIATIONS CODE

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1. INTRODUCTION

On 23 April 2020, Mithra Pharmaceuticals SA (the "**Company**"), LDA Capital Limited ("**LDA Capital**"), LDA Capital, LLC, and three existing shareholders of the Company (*i.e*., François Fornieri, Alychlo NV and Noshaq SA) (the "**Share Lending Shareholders**") entered into a Put Option Agreement (the "**Put Option Agreement**"). Pursuant to the Put Option Agreement, LDA Capital agreed, amongst other things, to commit for a term of three years an amount of up to EUR 50,000,000 and to provide the Company an option to require LDA Capital to subscribe for new ordinary shares to be issued by the Company for an aggregate subscription amount equal to such amount. The option can be exercised by the Company at one or several occasions. Pursuant to the Put Option Agreement, the respective Share Lending Shareholders agreed to provide to LDA Capital a share lending facility (the "**Share Lending Facility**").

In consideration of the willingness of the respective Share Lending Shareholders to provide Share Lending Facility within the framework of the Put Option Agreement, the board of directors proposes to issue to each Share Lending Shareholder 300,000 new subscription rights for shares of the Company. Each Share Lending Shareholder is also a director of the Company.

In view hereof, the board of directors will submit to the extraordinary general meeting of shareholders of the Company to be convened on 22 July 2020 (the "**EGM**") the proposal to issue to François Fornieri 300,000 new subscription rights for shares of the Company, named the "Class A Share Lending Warrants", to Alychlo NV 300,000 new subscription rights for shares of the Company, named the "Class B Share Lending Warrants", and to Noshaq SA 300,000 new subscription rights for shares of the Company, named the "Class C Share Lending Warrants" (collectively the "**Share Lending Warrants**"), and to dis-apply, in the interest of the Company, the preferential subscription right of the existing shareholders of the Company and, as far as needed, of the holders of outstanding subscription rights (share options) of the Company, to the benefit of respectively François Fornieri (in relation to the Class A Share Lending Warrants), Alychlo NV (in relation to the Class B Share Lending Warrants) and Noshaq SA (in relation to the Class C Share Lending Warrants) (the "**Transaction**").

This report has been prepared by the board of directors of the Company in accordance with Articles 7:180, 7:191 and, as far as needed and applicable, 7:193 of the Belgian Companies and Associations Code (as defined below) for the purpose of the proposed issuance of the Share Lending Warrants, with cancellation of the preferential subscription right of the Company's existing shareholders, and in so far as required, of the Company's existing holders of subscription rights (share options), to the benefit of the respective Share Lending Shareholders.

In accordance with Article 7:180 of the Belgian Companies and Associations Code, the board of directors provides in this report a justification of the proposed Transaction, with notably a justification of the proposed exercise price of the Share Lending Warrants and a description of the consequences for the financial and shareholder rights of the shareholders of the Company.

In accordance with Article 7:191 of the Belgian Companies and Associations Code, the board of directors also provides in this report a justification of the proposed dis-application of the statutory preferential subscription right of the existing shareholders and, in so far as required, of the existing holders of subscription rights (share options) to the benefit of the respective Share Lending Shareholders, and a description of the consequences thereof for the financial and shareholder rights of the shareholders.

As far as needed and applicable in accordance with Article 7:193 of the Belgian Companies and Associations Code, the justification of the proposed Transaction and the proposed exercise price of the Share Lending Warrants takes into account in particular the financial situation of the Company, the identity of the respective Share Lending Shareholders, and the nature and importance of the contribution of the respective Share Lending Shareholders.

This report must be read together with the report prepared in accordance with Articles 7:180, 7:191 and, as far as needed and applicable, 7:193 of the Belgian Companies and Associations Code by the Company's statutory auditor, BDO Réviseurs d'Entreprises SCRL, a cooperative company with limited liability organised and existing under the laws of Belgium, with registered office at Rue Waucomont 51, 4651 Battice, Belgium, represented by Mr. Cédric Antonelli.

This report has been prepared in accordance with the Belgian Companies and Associations Code of 23 March 2019 (as amended) (the "**Belgian Companies and Associations Code**").

2. CONTEXT OF THE TRANSACTION

2.1. General

On 23 April 2020, the Company entered into a Put Option Agreement with LDA Capital, LDA Capital, LLC, and the Share Lending Shareholders.

LDA Capital is part of a global alternative investment group with expertise in complex, cross border transactions worldwide. LDA Capital's team has dedicated their careers to international and cross border opportunities having collectively executed over 200 transactions in both the public and private markets across 42 countries with aggregate transaction values of over USD 10 billion.

LDA Capital has had dialogues with the Company since early April 2020, which resulted in the Put Option Agreement of 23 April 2020.

2.2. Summary of the main features of the Put Option Agreement

The main features of the Put Option Agreement can be summarised as follows:

- Pursuant to the Put Option Agreement, LDA Capital agreed to commit an amount of up to EUR 50,000,000 in cash (the "**Commitment Amount**") within a maximum of three years in exchange for new ordinary shares in the Company. This amount will be released, based on drawdowns by the Company in the form of put options that the Company has the right to exercise at its sole discretion (via so-called "put option notices"). The amount of the put options will be decided by the Company and be dependent upon certain parameters such as the Company's trading volume during the previous 15-day period and the price per share during a forward looking 30-day pricing period. The Company is entitled to issue a put option notice to LDA Capital on any trading day during a time period commencing on 23 April 2020 and expiring on the earlier of (i) 23 April 2023 and (ii) the date on which LDA Capital has subscribed and paid the subscription price for shares of the Company for an aggregate amount of EUR 50,000,000 pursuant to the Put Option Agreement (the "**Commitment Period**"). See also section 2.3 below.

- Pursuant to the Put Option Agreement LDA Capital agreed that neither it, nor any of its affiliates will at any time during the Commitment Period sell shares in the Company exceeding the number of shares which it owns and/or has the right to subscribe for pursuant to an outstanding put option notice, nor enter into any other agreement or understanding having the same economic effect. LDA Capital also agreed that (together with its affiliates) it will not hold an excess of 4.9% of the shares of the Company. If the number of shares held by LDA Capital and its affiliates, as a consequence of its obligations subscribe for shares under the Put Option Agreement, would raise above 4.9%, LDA Capital will on best effort basis lower the holding below 4.9% as soon as it is reasonable possible given the then current market conditions, the price and liquidity of the Company's shares and other aspects affecting LDA Capital in selling shares.

- The Put Option Agreement may be terminated at any time during the Commitment Period by the mutual consent of the Company, LDA Capital and LDA LLC. The Put Option Agreement provides (amongst other things) that it may be terminated forthwith during the Commitment Period by LDA Capital by giving written notice of such termination to the Company if (a) the Company has breached in any material respect any representation, warranty, covenant or agreement contained in the Put Option Agreement), (b) there has been any event which has had a material adverse effect, or (c) there has been a material change in ownership (which has been defined as any sale or disposal of shares of the Company or other transaction or event which results in the officers and directors of the Company on the date of the Put Option Agreement owning, directly or indirectly, less than five the Company's shares in issue from time to time). The termination right of the Purchaser in the event of a material change in ownership is only effective upon approval thereof by the EGM. The Put Option Agreement also provides that it may be terminated forthwith during the Commitment Period by the Company if LDA Capital has breached in any material respect any representation, warranty, covenant or agreement contained in the Put Option Agreement and (if such breach is curable) such breach is not cured.

- LDA Capital undertook in the Put Option Agreement towards the Company and the Share Lending Shareholders that it will not (or that its nominee will not) exercise the voting rights which are attached to the shares acquired in accordance with the Put Option Agreement. This voting undertaking will expire upon the third anniversary of the Put Option Agreement.

- As part of the Put Option Agreement, LDA Capital is entitled to receive subscription rights for up to 690,000 new ordinary shares of the Company at an exercise price of EUR 27.00 per ordinary share (subject to customary adjustments) (the "**LDA Warrants**"). The proposed issuance of the LDA Warrants to the benefit of LDA Capital and its permitted successors and assigns will also be submitted to the EGM, and is the subject of a separate report that has been prepared by the Company's board of directors in accordance with Articles 7:180, 7:191 and 7:193 of the Belgian Companies and Associations Code.

- The Put Option Agreement also provides that when the Company exercises its put option, the Share Lending Shareholders are to lend to LDA Capital a number of existing shares covering the amount of the put option pursuant to the Share Lending Facility. The share lending is to allow LDA Capital to hedge its risks against the amount that it has to pay-up pursuant to the exercise of put options. In consideration of the willingness of the respective Share Lending Shareholders to provide the Share Lending Facility, the board of directors proposes to provide to each of the Share Lending Shareholders a number of subscription rights, exercisable for a maximum number of 300,000 new shares of the Company, at an exercise price of EUR 27.00 per ordinary share (subject to customary adjustments) pursuant to the Share Lending Warrants. The proposed issuance of the Share Lending Warrants is the subject of this report.
- The Put Option Agreement also provides that the Company shall pay to LDA Capital, LLC a fee of EUR 750,000) (which sum shall be deemed to be inclusive of any applicable taxes and duties) over a term of 12 months (the "**Fee**").

The terms of the Put Option Agreement (of which the proposed issuance of the LDA Warrants forms an integral part) have been determined during at arm's length negotiations between the Company and LDA Capital. The negotiation process was conducted in an objective and independent manner. At the time, LDA Capital was a third party to the Company and was not related to the Company and its management.

2.3. Shares issuable pursuant to the Put Option Agreement

The issuance of the new shares is still subject to the exercise of put options by the Company and the subscription for new shares by LDA Capital as contemplated by the Put Option Agreement.

Upon the completion of the exercise of the respective put options, the board of directors of the Company will, within the framework of the authorised capital as described in article 7 of the Company's articles of association, increase the Company's share capital in cash through the issuance of the relevant number of new shares as will be further determined pursuant to the Put Option Agreement, with cancellation of the preferential subscription right of the Company's existing shareholders, and in so far as required, of the Company's existing holders of subscription rights (share options), to the benefit of LDA Capital and its permitted successors and assigns as provided for by the Put Option Agreement.

The number of new shares to be issued within the framework of the capital increase pursuant to the Put Option Agreement, and the applicable subscription price for the respective new shares, will be determined by the board of directors, or the placement committee that shall be established by the board of directors on the basis of the terms and conditions of the Put Option Agreement. These can, for information purposes, be summarised as follows:

- Each time when the Company issues a put option notice to LDA Capital requiring LDA Capital to subscribe for new shares, the number of new shares to be issued to, and to be subscribed for by, LDA Capital will be indicated in the put option notice (which number may be different in each put option notice), and will be confirmed prior to the issuance of the new shares. In accordance with the terms of the Put Option Agreement, the number of new shares indicated in each put option notice will be determined (amongst other things) in function of the average daily trading volume during the 15 trading days immediately preceding the date of the relevant put option notice.
- Each time when the Company issues a put option notice, the new shares will be issued at a subscription price that will be equal to 90% of the average of the volume weighted average trading price of the Company's shares on the principal trading market for such shares (being on the date of this report the regulated market of Euronext Brussels)

during a period of 30 trading days following the notice date of the relevant Put Option Notice (the so-called "pricing period") (it being understood that the Put Option Agreement provides that the relevant pricing period for the first put option exercise will be 45 trading days), subject to the adjustments provided for in Put Option Agreement. The minimum subscription price of the new shares shall not be lower than EUR 19.50, unless otherwise agreed by LDA Capital and the Company (subject to the adjustment mechanism set out in the Put Option Agreement).

- The aggregate subscription price of all new shares that can be issued within the framework of Put Option Agreement (consisting of the number of new shares to be issued, multiplied by the applicable issue price of the relevant shares) shall not be greater than the Commitment Amount.
- The capital increase resulting from the subscription for new shares may be carried out in one or more tranches, depending on the exercise of put options by the Company pursuant to the Put Option Agreement.

As the subscription price of the new shares will be based on 90% of the average of the volume weighted average trading price of the Company's shares during the relevant pricing period, the subscription price will reflect a 10% discount. This discount represents, amongst other things, a compensation for the limited liquidity of the Company's shares notwithstanding the trading of the Company's shares on the regulated market of Euronext Brussels[1] and is believed by the Company to outweigh by the risks and disadvantages if the Company is not able to raise new funds to further implement its strategy, as well as the benefits of the Transaction. Furthermore, this discount is similar to the discount that would apply if the Company were to raise new funds by means of broad placement of new shares with institutional, qualified, professional and/or investors. Customarily, the discount in such transactions ranges around ca. 8% to 10% (and sometimes higher) against the market price of the issuer's shares at that time. For example, the issue price of the new shares that were issued by the Company within the context of the accelerated bookbuild private placement with institutional, qualified, professional and/or investors in 2018 amounted to EUR 29.00 per share, which represented a discount of ca. 8.66% to the closing price on the trading day before the day on which the private placement was launched. Also, as a result of the outbreak of the COVID-19 pandemic during the first quarter of 2020, the capital markets have been extremely volatile, which has made it difficult for listed companies to raise new funds through the capital markets (see also below).

Following the aforementioned decision, the Company issued on 29 May 2020 the first put option notice to LDA Capital, with a minimum issue price of EUR 18.5 per new share. The completion of the capital increase resulting from this put option exercise is still subject to the subscription for the new shares by LDA Capital, and is expected to take place in the third quarter of 2020.

3. PROPOSED TRANSACTION

3.1. Structure of the Transaction

In consideration of the willingness of the respective Share Lending Shareholders to provide Share Lending Facility within the framework of the Put Option Agreement, the board of directors proposes to issue to François Fornieri 300,000 new Class A Share Lending Warrants,

[1] The average daily number of shares traded on Euronext Brussels since 16 March 2020 (which is after the publication of the results for the financial year 2019 and on or about the start of the lock-down measures in Belgium) until the end of May 2020 amounts to 49,070 shares (representing 0.13% of the outstanding shares of the Company), whereas from January 2020 until 16 March 2020 such average daily number amounted to 86,771 shares (representing 0.22% of the outstanding shares of the Company).

to Alychlo NV 300,000 new Class B Share Lending Warrants, and to Noshaq SA 300,000 new Class C Share Lending Warrants, and to dis-apply, in the interest of the Company, the preferential subscription right of the existing shareholders of the Company and, as far as needed, of the holders of outstanding subscription rights of the Company, to the benefit of respectively François Fornieri (in relation to the Class A Share Lending Warrants), Alychlo NV (in relation to the Class B Share Lending Warrants) and Noshaq SA (in relation to the Class C Share Lending Warrants).

The proposed terms and conditions (the "**Conditions**") of the respective Share Lending Warrant are set out in Annex A to this report. The main Conditions can, for information purposes, be summarised as follows:

(a) Issuer: The Company (Mithra Pharmaceuticals SA).

(b) Subscription right for ordinary shares: Each Share Lending Warrant gives the right to subscribe for one (1) new ordinary share to be issued by the Company.

(c) Exercise price: Each Share Lending Warrant can be exercised at a price of EUR 27.00 per new share. The exercise price is subject to customary downward adjustments in case of certain dilutive corporate actions (such as a dividend payment or issuance of new shares).

(d) Duration: The Share Lending Warrants have a term of three years as from their issue date.

(e) Exercisability: The Share Lending Warrants are only exercisable in a proportion equal to the actual subscription price that will be paid by LDA Capital upon completion of a put option exercise by the Company relative to the total amount of the Capital Commitment (EUR 50 million). Furthermore, each Share Lending Shareholder will only be able to exercise Share Lending Warrants in proportion to the number of shares that it will actually lend to LDA Capital pursuant to the Share Lending Facility to the aggregate number of shares that will be lent to LDA Capital by all of the Share Lending Shareholders together. This means that if the Capital Commitment is fully paid by LDA, and each Share Lending Shareholder has made its shares available pursuant to the Share Lending Facility at each put option exercise, the Share Lending Shareholder will only be able to exercise respectively 150,000 Share Lending Warrants (in the case of Mr. Fornieri), 75,000 Share Lending Warrants (in the case of Alychlo NV), and 75,000 Share Lending Warrants (in the case of Noshaq SA). Warrants that are not exercisable or that have not yet been exercised on the last date of the Commitment Period (as defined above), will become fully exercisable during the period remaining until the expiry of the term of the warrants. In any event, the aggregate number of Share Lending Warrants that can be exercised does not exceed 300,000 in total.

(f) Nature of the shares issuable upon exercise: Each Share Lending Warrant shall entitle the holder thereof to subscribe for one new share to be issued by the Company. The new shares to be issued at the occasion of the exercise of the Share Lending Warrants shall have the same rights and benefits as, and rank *pari passu* in all respects, including as to entitlements to dividends, with, the existing and outstanding shares of the Company at the moment of their issuance, and will be entitled to distributions in respect of which the relevant record date or due date falls on or after the date of issue of the shares.

(g) Capital increase and allocation of the exercise price: Upon each exercise of the Share Lending Warrants and the resulting issuance of new shares, the Company's share capital will be increased. Subject to, and in accordance with, the provisions of the Conditions, upon exercise of the Share Lending Warrants and issue of new shares, the aggregate amount of the exercise price of the Share Lending Warrants will be allocated to the share capital of the Company. To the extent that the amount of the exercise price of the Share Lending Warrants, per share to be issued upon exercise of the Share Lending Warrants, exceeds the fractional value of the then existing shares of the Company existing immediately prior to the issue of the new shares concerned, a part of the exercise price, per share to be issued upon exercise of the Share Lending Warrants, equal to such fractional value shall be booked as share capital, whereby the balance shall be booked as issue premium. Following the capital increase and issuance of new shares, each new and existing share shall represent the same fraction of the share capital of the Company.

(h) Listing of the underlying shares: The new shares to be issued upon exercise of the Share Lending Warrants shall need to be admitted to trading on the regulated market of Euronext Brussels in accordance with section 3.5 below.

(i) Form of the Share Lending Warrants: The Share Lending Warrants are issued in, and should remain in, registered form.

(j) No listing of the Share Lending Warrants: The Share Lending Warrants will not be listed at any time on a securities exchange, regulated market or similar securities market.

(k) Transferability of the Share Lending Warrants: The Share Lending Shareholders shall not be entitled to transfer or assign any of their Share Lending Warrants, save to affiliates (as defined in the Conditions).

(l) Separate classes: The Share Lending Warrants shall consist of three separate classes, of which one for Mr. Fornieri, one for Alychlo NV, and one for Noshaq SA. Each class will have *mutatis mutandis* the same terms and conditions, as aforementioned. Each class of Share Lending Warrants shall consist of 300,000 subscription rights. However, as indicated in paragraph (e), only a maximum of 300,000 Share Lending Warrants in total of whatever class can be exercised.

The Conditions of the Share Lending Warrants are, *mutatis mutandis*, equivalent to the terms and conditions of the LDA Warrants. The terms of the LDA Warrants have been determined during at arm's length negotiations between the Company and LDA Capital. The negotiation process was conducted in an objective and independent manner. At that time, LDA Capital was a third party to the Company and was not related to the Company and its management. As the Share Lending Warrants are to be issued within the same context of the LDA Warrants, the board of directors believes that it is appropriate that the terms and conditions of the Share Lending Warrants do not deviate from in a material respect from the terms and conditions of the LDA Warrants.

3.2. Dis-application of the preferential subscription right of the existing shareholders

Within the framework of the contemplated Transaction as described above, the board of directors proposes to the EGM to dis-apply the preferential subscription right of the Company's existing shareholders and, in so far as required, of the Company's existing holders of subscription rights (share options), in accordance with Articles 7:191 and, as far as needed and applicable, 7:193 of the Belgian Companies and Associations Code, to the benefit of respectively François Fornieri (in relation to the Class A Share Lending Warrants), Alychlo NV (in relation to the Class B Share Lending Warrants) and Noshaq SA (in relation to the Class C Share Lending Warrants).

François Fornieri is a shareholder of the Company, a director of the Company, and the *Chief Executive Officer* of the Company.

Alychlo NV is a shareholder of the Company, and (with as permanent representative, Marc Coucke) a director of the Company.

Noshaq SA is a shareholder of the Company, and (with as permanent representative, Monsieur Gaëtan Servais) a director of the Company.

The dis-application of the preferential subscription right of the existing shareholders and, in so far as required, of the existing holders of subscription rights (share options), allows the Company to issue the Share Lending Warrants to the respective Share Lending Shareholders.

3.3. Exercise price

As mentioned above, the Share Lending Warrants can be exercised at a price of EUR 27.00 per new share. Subject to, and in accordance with, the provisions of the Conditions, upon exercise of the Share Lending Warrants and issue of new shares, the aggregate amount of the exercise price of the Share Lending Warrants will be allocated to the share capital of the Company. To the extent that the amount of the exercise price of the Share Lending Warrants, per share to be issued upon exercise of the Share Lending Warrants, exceeds the fractional value of the then existing shares of the Company existing immediately prior to the issue of the new shares concerned, a part of the exercise price, per share to be issued upon exercise of the Share Lending Warrants, equal to such fractional value shall be booked as share capital, whereby the balance shall be booked as issue premium. Following the capital increase and issuance of new shares, each new and existing share shall represent the same fraction of the share capital of the Company. Any issue premium that will be booked in connection with the Share Lending Warrants shall be accounted for on a non-distributable account on the liabilities side of the Company's balance sheet under its net equity, and the account on which the issue premium will be booked shall, like the share capital, serve as a guarantee for third parties and can only be reduced on the basis of a lawful resolution of the general shareholders' meeting passed in the manner required for an amendments to the Company's articles of association.

3.4. The rights attached to the new shares

As mentioned above, the new shares to be issued at the occasion of the exercise of the Share Lending Warrants shall have the same rights and benefits as, and rank *pari passu* in all respects, including as to entitlements to dividends, with, the existing and outstanding shares of the Company at the moment of their issuance, and will be entitled to distributions in respect of which the relevant record date or due date falls on or after the date of issue of the shares.

3.5. Admission to trading of the new shares

The new shares to be issued upon exercise of the Share Lending Warrants shall need to be admitted to trading on the regulated market of Euronext Brussels. For this purpose, the Company is to make the necessary filings and applications, and, as the case may be, prepare a listing prospectus, all as required by applicable regulations, in order to permit an admission to trading on the regulated market of Euronext Brussels following the issuance of the new shares upon exercise of the Share Lending Warrants.

4. JUSTIFICATION OF THE TRANSACTION

As stated above, the board of directors proposes to issue the Share Lending Warrants to the Share Lending Shareholders in consideration of the willingness of the respective Share Lending Shareholders to provide Share Lending Facility within the framework of the Put Option Agreement.

4.1. Justification of the fund raising via the Put Option Agreement

The Company has chosen the method of fundraising via the Put Option Agreement with LDA Capital (of which the Transaction forms an integral part) as it believes it provides flexibility in a crucial year in which the Company is to transition into a commercial biotech company, and which will be punctuated by major milestones for its global pipeline, including in particular:

- the expected commercial launch of its Myring™ contraceptive ring in 2020 in the three largest markets in the world,
- the production of the safety-stock for its Estelle® contraceptive pill for commercialisation as from 2021, and
- the continuation of the Phase III study of its next-generation hormone treatment Donesta®.

Notably, pursuant to the Put Option Agreement, the Company agreed that the funds to be received pursuant to the Put Option Agreement shall be used by the Company primarily for working capital (including R&D) and growth capital purposes in the ordinary course of the Company's and its subsidiaries' business. The business of the Company and its subsidiaries is primarily be focused on developing, manufacturing, and commercializing differentiated drugs and complex therapeutic solutions pertaining to female health care.

Furthermore, this fundraising method will allow the Company to deploy cash on an as-needed basis rather than fully diluting existing shareholders immediately for an amount of cash that the Company may not need in light of various other options for potential additional financing (debt financing, further equity funding, private placement by the reference shareholders, or a combination thereof), which are to be implemented in the near- and medium-term in order to support the Company's further growth strategy and to strengthen its balance sheet, as announced in March 2020 in relation to its results for the financial year 2019.

Also, LDA Capital is a global alternative investment group with expertise in complex, cross border transactions worldwide. It has built an important track record in many industries. The fact that LDA Capital is willing to provide this form of funding can be seen as an additional validation of the Company's strategy and business. This may generate additional interest from other investors, both on a national and an international level, which may improve both the stability of the shareholding, and the diversity of the Company's shareholder structure.

Finally, it is noted that other financing possibilities are still being considered by the Company's management. The Put Option Agreement (of which the Transaction forms an integral part) is just one of the elements to support the Company's balance sheet and working capital, and may allow the Company to obtain other forms of financing that would not have been available (or only at more cumbersome terms) had the Put Option Agreement (of which the Transaction forms an integral part) not been put in place, particularly taking into account the volatility on the capital markets since the outbreak of the COVID-19 pandemic.

In view hereof, the board of directors of the Company believes the Put Option Agreement and the contemplated issuance of LDA Warrants within the framework thereof to be in the interest of the Company and its stakeholders.

4.2. Justification of the Share Lending Warrants for the Share Lending Shareholders

As stated above, the board of directors believes the Put Option Agreement to be in the interest of the Company. However, had the Share Lending Shareholders not been willing to agree to provide the Share Lending Facility as contemplated by the Put Option Agreement, the Company would not have been able (or only at more cumbersome terms, if at all) to make use of the funding facility offered via LDA Capital.

It is customary in the financial markets that parties that provide a share lending facility are compensated for the fact that they make their shares available for use by other parties. This is to compensate these shareholders (amongst other things) for the fact that pending the share lending they are not able to vote and trade with such shares, and are thus subject to the overall market and company risk that are inherent to the holding of shares in a company without having the ability to exercise the rights attached to those shares or sell those shares.

Usually, the compensation for a share loan consists of a percentage of the value of the underlying shares, payable in cash. The board of directors understands that, based on input it received, the price payable to borrow shares of the Company during a term of 30 days can amount to ca. 0.40% to ca. 0.60% of the aggregate value of the shares. The Share Lending Facility as contemplated by the Put Option Agreement, however, is not comparable to these forms of share loans, as the Share Lending Facility is to be made available during the term of the Commitment Period (which could be up to 3 years), and as the number of shares to be covered by the Share Lending Facility is greater than what usually could be covered by a customary share loan. As a result, obtain a similar share lending facility in the market would have been difficult for LDA Capital. Furthermore, in view hereof, the usual compensation mechanism for share loans may not be appropriate in relation to the Share Lending Facility.

In addition, in the case at hand, there is also the risk that the party using the shares (namely, LDA Capital) may default on its obligation to return an equivalent number of shares at the end of the Share Lending Facility.

In view of all of the foregoing, in order to compensate the Share Lending Shareholders in the case at hand for the Share Lending Facility, the board of directors believes that a compensation in the form of warrants having (*mutatis mutandis*) the same terms as the LDA Warrants to be issued to LDA Capital is appropriate.

By structuring the compensation of the Share Lending Shareholders in the form of subscription rights on new shares of the Company instead of a cash payment the Company does not have to pay the compensation in cash. Instead, it will be able to preserve its cash for its business activities. This is an important advantage and in the interest of the Company.

Furthermore, upon exercise of the Share Lending Warrants, the Share Lending Shareholders will have to pay the exercise price of the relevant Share Lending Warrants in order to subscribe for the new shares. The exercise price will allow the Company to raise additional financial means, which can be further used to fund the Company's business activities. From an accounting perspective, the exercise price will be allocated to the Company's net equity, and hence further strengthen the Company's balance sheet. This would also be an additional important advantage, and hence in the Company's interest.

Notwithstanding the foregoing, the use of subscription rights will entail some dilution for the existing shareholders and, as the case may be, the holders of outstanding subscription rights of the Company. This could be considered a disadvantage for existing shareholders and holders of subscription rights. For an overview of the dilutive effects, reference is made to section 7 below. The board of directors believes, however, that the aforementioned advantages, which are to the benefit of all of the Company's shareholders and holders of subscription rights, outweigh the dilutive effects.

As to the aggregate number of Share Lending Warrants to be created as compensation for the Share Lending Shareholders, the directors (other than the Share Lending Shareholders, who were not involved in considering the proposal) believe that a total of 300,000 Share Lending Warrants of each class is reasonable and fair (taking into account the aggregate number of Share Lending Warrants exercisable cannot be greater than 300,000 in total, as explained in section 3.1(e)).

5. JUSTIFICATION OF THE EXERCISE PRICE OF THE LDA WARRANTS

The Conditions of the Share Lending Warrants are, *mutatis mutandis*, equivalent to the terms and conditions of the LDA Warrants. The mechanism pursuant to which the exercise price of the LDA Warrants has been determined is the result of a negotiation between the Company and LDA Capital. As mentioned, the terms of the Put Option Agreement (including the exercise price of the LDA Warrants) have been determined during at arm's length negotiations between the Company and LDA Capital. The negotiation process was conducted in an objective and independent manner. At the time, LDA Capital was a third party to the Company and was not related to the Company and its management.

As set out in section 3.1, The Share Lending Warrants can be exercised at a price of EUR 27.00 per new share. This price represented a premium of 28% to the reference price of EUR 21.05 per share (being the Company's share price on 1 April 2020 when the Company and LDA Capital determined the main transaction features of the Put Option Agreement). The exercise price is subject to customary downward adjustments in case of certain dilutive corporate actions set out in the Conditions (such as a dividend payment or issuance of new shares).

The aforementioned exercise price of the Share Lending Warrants therefore reflects a premium to the Company's shares at the time the Put Option Agreement was negotiated. At the time of this report, the Company's share price is still lower than the exercise price of the Share Lending Warrants.

The Share Lending Shareholders are subject to the risk that the exercise price remains higher than the Company's share price during the exercise period of the Share Lending Warrants. In a scenario in which the exercise price is higher than the share price of the Company's shares at that time, it is less likely that the Share Lending Warrants be exercised. This limits the dilutive effects for the existing shareholders and holders of outstanding subscription rights of the Company as further illustrated in section 7.2 below.

It should also be noted that the Company reserves the right to effect certain transactions with respect to the share capital or similar transactions. In that event, however, the exercise price may need to be adjusted and reduced based on specific formulas included in anti-dilution protection mechanisms set forth in the Conditions. For example, a distribution of dividends or a capital increase with issuance of new shares can result in a downward adjustment of the exercise price of the Share Lending Warrants. In the event there is an adjustment of the exercise price of the Share Lending Warrants, the number of shares issuable upon exercise of the Share Lending Warrants shall be increased proportionally, so that after the adjustment the aggregate exercise price payable for the increased number of shares shall be the same as prior to the adjustment. These adjustment mechanisms are customary for securities of the type of the Share Lending Warrants. They are also consistent with the principle set forth in Article 7:71 of the Belgian Companies and Associations Code.

Finally, the board of directors also points out that as a result of the outbreak of the COVID-19 pandemic during the first quarter of 2020, the capital markets have been extremely volatile. The market price of many listed financial instruments have suffered substantial reductions, and since the outbreak several listed companies have struggled to raise new funds through the capital markets or at significant discounts.

Hence, in view of all of the foregoing, the board of directors believes that the exercise price of the Share Lending Warrants can be sufficiently justified and is not prejudicial to the existing shareholders and, in so far as required, of existing holders of subscription rights (share options) of the Company.

6. DIS-APPLICATION OF THE PREFERENTIAL SUBSCRIPTION RIGHT

Within the framework of the contemplated Transaction as described above, the board of directors proposes to the EGM to dis-apply the preferential subscription right of the Company's existing shareholders and, in so far as required, of the Company's existing holders of subscription rights (share options), in accordance with Articles 7:191 and, as far as needed and applicable, 7:193 of the Belgian Companies and Associations Code, to the benefit of respectively François Fornieri (in relation to the Class A Share Lending Warrants), Alychlo NV (in relation to the Class B Share Lending Warrants) and Noshaq SA (in relation to the Class C Share Lending Warrants).

The dis-application of the preferential subscription right is necessary in order to allow the Company to issue the Share Lending Warrants to the respective Share Lending Shareholders.

Firstly, as explained above, had the Share Lending Shareholders not been willing to agree to provide the Share Lending Facility as contemplated by the Put Option Agreement, the Company would not have been able (or only at more cumbersome terms, if at all) to make use of the funding facility offered via LDA Capital.

Secondly, as also explained above, it is customary in the financial markets that parties that provide a share lending facility are compensated for the fact that they make their shares available for use by other parties. In order to compensate the Share Lending Shareholders in the case at hand for their willingness to provide the Share Lending Facility, the board of directors believes that a compensation in the form of warrants having (*mutatis mutandis*) the same terms as the LDA Warrants to be allocated to LDA Capital pursuant to the Put Option Agreement is fair.

For all of the above reasons, the board of directors is of the opinion that the contemplated issuance of Share Lending Warrants with dis-application of the preferential subscription right to the benefit of the respective Share Lending Shareholders, and notwithstanding the dilution following from the exercise of the Share Lending Warrants for the shareholders and, as the case may be, the holders of subscription rights (share options), is in the interest of both the Company and the existing shareholders and holders of subscription rights (share options).

7. CERTAIN FINANCIAL CONSEQUENCES

7.1. Introductory comments

The following paragraphs provide an overview of certain financial consequences of the exercise of the Share Lending Warrants. For further information with regard to the financial consequences of the exercise of the Share Lending Warrants, reference is also made to the report prepared in accordance with Article Articles 7:180, 7:191 and, as far as needed and applicable, 7:193 of the Belgian Companies and Associations Code by the statutory auditor of the Company, BDO Réviseurs d'Entreprises SCRL.

As mentioned, the proposed issuance of the LDA Warrants will also be submitted for approval to the EGM that is still to be convened by the Company. They have therefore been taken into account for the purpose of this section 7.

The issuance of the new shares to the benefit of LDA Capital for an amount of EUR 50 million pursuant to the Put Option Agreement (see section 2.3) is also part of the transactions contemplated by the Put Option Agreement (of which the issuance of the LDA Warrants forms an integral part) and has therefore been taken into account for the purpose of this section 7.

The actual financial consequences resulting from the exercise of the Share Lending Warrants, the exercise of the LDA Warrants and the issuance of the new shares pursuant to the Put Option

Agreement cannot yet be determined with certainty, as the number of new shares issuable pursuant to the Put Option Agreement and the applicable subscription price of the new shares are dependent upon certain parameters such as the Company's trading volume during the previous 15-day period and the price per share during a forward looking pricing period. Furthermore, whether or not new shares will be issued will depend on the exercise of put options by the Company pursuant to the Put Option Agreement, and the exercise of the Share Lending Warrants and the LDA Warrants by the holders concerned.

Accordingly, the discussion herein of the financial consequences of the issuance of new shares pursuant to the Put Option Agreement, the exercise of the LDA Warrants and the exercise of the Share Lending Warrants for existing shareholders is purely illustrative and hypothetical, and is based on purely indicative financial parameters (where relevant). The actual number of shares to be issued in connection with the transactions and their issue price or exercise price may vary significantly from the hypothetical values used in this report.

Subject to the foregoing reservations, for the purposes of the illustration of some of the financial consequences and notably the dilution for the shareholders, the following parameters and assumptions were used:

(a) At the date of this report, the share capital of the Company amounts to EUR 28,649,330.65, represented by 39,133,245 shares without nominal value, each representing the same fraction of the share capital, *i.e.*, rounded EUR 0.7321. The share capital is entirely and unconditionally subscribed for and is fully paid-up.

(b) At the date of this report, the following 1,786,237 subscription rights issued by the Company are still outstanding (the "**Share Options**"):

(i) 620 outstanding Share Options, issued by the Company on 2 March 2015, entitling the holder thereof to subscribe for 1,650 shares upon exercise of 1 relevant Share Option (the "**2015 Share Options**"); and

(ii) 1,785,617 outstanding Share Options, issued by the Company on 5 November 2018, entitling the holder thereof to subscribe for 1 share upon exercise of 1 relevant Share Option (the "**2018 Share Options**").

In this report, when reference is made to any "outstanding" Share Options, this refers to, respectively, Share Options that have not yet been granted but can still be granted and (depending on the terms and conditions of such Share Options) have not yet expired, and Share Options that have already been granted and (depending on the terms and conditions of such Share Options) have not yet expired.

For the purpose of the full-dilution scenario calculations below, it is assumed that all of the outstanding Share Options have been effectively granted, have become exercisable and are exercised. On that basis, if all Share Options are exercised, 2,808,617 new shares would need to be issued by the Company.

(c) In relation to the exercise of the put options provided for in the Put Option Agreement, it is assumed that the Commitment Amount of EUR 50,000,000 is invested in full by LDA Capital at the following respective subscription prices:

(i) EUR 19.50 per new share (representing the minimum subscription price for the new shares pursuant to the Put Option Agreement, unless otherwise agreed by LDA Capital and the Company, subject to the adjustments provided for in the Put Option Agreement in relation to certain dilutive events) with the issuance of 2,564,102 new shares to the benefit of LDA Capital,

(ii) EUR 22.50 per new share (representing a premium of 4.65% against the closing price of the Company's shares on Euronext Brussels on the trading day before the date of this report) with the issuance of 2,222,222 new shares to the benefit of LDA Capital, and

(iii) EUR 27.00 per new share (representing a premium of 25.58% against the closing price of the Company's shares on Euronext Brussels on the trading day before the date of this report) in consideration of the issuance of 1,851,851 new shares to the benefit of LDA Capital.

(d) All of the 690,000 LDA Warrants have been validly issued by the EGM, have become fully exercisable, and have been validly exercised by LDA Capital at an exercise price of EUR 27.00 per new share. On that basis, if all 690,000 LDA Warrants were exercised, 690,000 new shares would need to be issued by the Company.

(e) All of the Share Lending Warrants have been validly issued by the EGM, have become fully exercisable, and have been validly exercised by the respective shareholders at an exercise price of EUR 27.00 per new share. It to be noted that only a maximum number of 300,000 Share Lending Warrants can be exercised. On that basis, if all 300,000 Share Lending Warrants were exercised, 300,000 new shares would need to be issued by the Company.

(f) Upon issuance of new shares pursuant to the Put Option Agreement, the amount of the subscription price of the new shares will be allocated to the accounting net equity (in the form of share capital, and issue premium). Likewise, upon issuance of new shares pursuant to the exercise of the LDA Warrants and Share Lending Warrants, the exercise price will be allocated to the accounting net equity (in the form of share capital, and issue premium). The amount that will be booked as share capital shall, per share, be equal to the amount of the fractional value of the Company's shares (currently amounting to rounded EUR 0.7321 per share). The balance will be booked as issue premium. For more information on the accounting treatment exercise price of the LDA Warrants, see section 3.3 of this report.

The question whether new shares will be issued pursuant to the Put Option Agreement will ultimately depend on a decision still to be taken by the Company to exercise the put option mechanism. Whether the Company may exercise the put option mechanism will depend on several factors including the financing needs of the Company at that time, and whether there are other financial means available to the Company. On 29 May 2020, the Company sent its first put option notice to LDA Capital. See also section 2.3.

As explained above, whether the LDA Warrants and Share Lending Warrants will be effectively exercised will ultimately depend on the decision of the respective holders of the warrants. Such decision will likely be in function of the market price of the shares of the Company at the moment of exercise compared to the exercise price of the warrants. The holder of a warrant could amongst other things realise a capital gain at the time of conversion of the warrants if the market price of the shares of the Company at that moment is higher than the conversion price of the warrants, and if the shares can be sold at such price on the market. As a result LDA Capital and the Share Lending Shareholders will likely not exercise the respective LDA Warrants and Share Lending Warrants if the market price of the shares of the Company is less than EUR 27.00 per share.

7.2. Evolution of the share capital, voting power, participation in the results and other shareholder rights

Each share in the Company currently represents an equal part of the share capital of the Company and provides for one vote in function of the part of the capital it represents. The issuance of the new shares pursuant to the Put Option Agreement will lead to a dilution of the existing shareholders of the Company and of the relative voting power of each share in the Company.

The dilution relating to the voting right also applies, *mutatis mutandis*, to the participation of each share in the profit and liquidation proceeds and other rights attached to the shares of the Company, such as the statutory preferential subscription right in case of a capital increase in cash through the issuance of new shares or in case of the issuance of new subscription rights or convertible bonds.

Specifically, prior to the issuance of new shares pursuant to the Put Option Agreement, each share of the Company participates equally in the profit and liquidation proceeds of the Company and each shareholder has a statutory preferential subscription right in case of a capital increase in cash or in case of the issuance of new subscription rights or convertible bonds. Upon the issuance of the new shares in the framework of the Put Option Agreement, the new shares to be issued will have the same rights and benefits as, and rank *pari passu* in all respects with, the existing and outstanding shares of the Company at the moment of their issuance and delivery, and will be entitled to distributions in respect of which the relevant record date or due date falls on or after the date of issuance and delivery of the shares. As a result (and to the extent the new shares will be issued to the benefit of, and subscribed for by LDA Capital), the participation by the existing shareholders in the profit and liquidation proceeds of the Company and their holder's statutory preferential subscription right in case of a capital increase in cash, shall be diluted accordingly.

A similar dilution occurs upon the exercise of existing Share Options, as well as the exercise of the LDA Warrants and Share Lending Warrants, and the issuance of new shares resulting therefrom.

The evolution of the share capital and the number of shares, with voting rights attached thereto, of the Company as a result of the transactions contemplated by the Put Option Agreement is simulated below and this in a scenario before exercise of outstanding Share Options, the LDA Warrants and the Share Lending Warrants, as well as in a scenario in which all outstanding Share Options, LDA Warrants and Share Lending Warrants are exercised.

Subject to the methodological reservations noted in paragraph 7.1, the table below reflects the evolution of the number of outstanding shares, assuming a number of new shares to be issued to the benefit of LDA Capital in the framework of the Put Option Agreement equal to 2,564,102 new shares (at a subscription price EUR 19.50 per new share), 2,222,222 new shares (at a subscription price EUR 22.50 per new share), and 1,851,851 new shares (at a subscription price EUR 27.00 per new share). For more information about the number of new shares to be issued to the benefit of LDA Capital in the framework of the Put Option Agreement, see section 7.1.

Evolution of the number of outstanding shares

	Subscription Price		
	EUR 19.50 per new share	**EUR 22.50 per new share**	**EUR 27.00 per new share**
Before exercise of outstanding Share Options and after the contemplated transactions[(1)]			
(A) Outstanding shares................................	39,133,245	39,133,245	39,133,245
(B) New shares to be issued pursuant to the Put Option Agreement	2,564,102	2,222,222	1,851,851
(C) New shares to be issued upon exercise of the LDA Warrants [(2)]..................................	690,000[(4)]	690,000[(4)]	690,000
(D) New shares to be issued upon exercise of the Share Lending Warrants[(3)]	300,000[(5)]	300,000[(5)]	300,000
(E) Aggregate number of new shares issuable pursuant to (B), (C) and (D)...........	3,554,102	3,212,222	2,841,851
(F) Total number of outstanding shares after (B), (C) and (D)...	42,687,347	42,345,467	41,975,096
(G) Dilution in relation to the Put Option Agreement..	6.15%	5.37%	4.52%
(H) Dilution in relation to the LDA Warrants	1.73%	1.73%	1.73%
(I) Dilution in relation to the Share Lending Warrants...	0.76%	0.76%	0.76%
(J) Dilution in relation to the Put Option Agreement, the LDA Warrants and the Share Lending Warrants..............................	8.33%	7.59%	6.77%
After exercise of outstanding Share Options but prior to the contemplated transactions			
(A) Outstanding shares................................	39,133,245	39,133,245	39,133,245
(B) New shares to be issued upon exercise of the outstanding 2015 Share Options	1,023,000	1,023,000	1,023,000
(C) New shares to be issued upon exercise of the outstanding 2018 Share Options	1,785,617	1,785,617	1,785,617
(D) Aggregate number of new shares issuable pursuant to (B) and (C)	2,808,617	2,808,617	2,808,617
(E) Total number of outstanding shares after (B) and (C)	41,941,862	41,941,862	41,941,862
(F) Dilution	6.70%	6.70%	6.70%
After exercise of outstanding Share Options and after the contemplated transactions[(1)]			
(A) Outstanding shares after exercise of the outstanding Share Options	41,941,862	41,941,862	41,941,862
(B) New shares to be issued pursuant to the Put Option Agreement	2,564,102	2,222,222	1,851,851
(C) New shares to be issued upon exercise of the LDA Warrants [(2)]...................................	690,000[(4)]	690,000[(4)]	690,000
(D) New shares to be issued upon exercise of the Share Lending Warrants[(3)]	300,000[(5)]	300,000[(5)]	300,000
(E) Aggregate number of new shares issuable pursuant to (B), (C) and (D)...........	3,554,102	3,212,222	2,841,851

	Subscription Price		
	EUR 19.50 per new share	**EUR 22.50 per new share**	**EUR 27.00 per new share**
(F) Total number of outstanding shares after (B), (C) and (D)...	45,495,964	45,154,084	44,783,713
(G) Dilution in relation to the Put Option Agreement..	5.76%	5.03%	4.23%
(H) Dilution in relation to the LDA Warrants	1.62%	1.62%	1.62%
(I) Dilution in relation to the Share Lending Warrants...	0.71%	0.71%	0.71%
(J) Dilution in relation to the Put Option Agreement, the LDA Warrants and the Share Lending Warrants..............................	7.81%	7.11%	6.35%

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Notes:

(1) For the purpose of this simulation, it is assumed that all of the 1,786,237 outstanding Share Options, the 690,000 LDA Warrants, the 300,000 Share Lending Warrants were granted, have become exercisable, are immediately exercisable (regardless of their terms and conditions), have been fully exercised prior to the completion of the issuance of new shares pursuant to the Put Option Agreement and, with respect to the LDA Warrants and the Share Lending Warrants, have been validly issued by the EGM.

(2) As mentioned, during the Commitment Period, the LDA Warrants will only be exercisable pro rata of the actual subscription price that will be paid by LDA Capital upon completion of a put option exercise by the Company to the total amount of the Commitment Amount (EUR 50,000,000). On the last day of the Commitment Period, all issued LDA Warrants that were not exercisable or that have not yet been exercised will become exercisable. For the purpose of the illustration, it is assumed that the LDA Warrants are fully exercised. If the LDA Warrants are only partially exercised, the dilution would be less.

(3) During the Commitment Period, the Share Lending Warrants will only be exercisable in proportion of the actual subscription price that will be paid by LDA Capital upon completion of a put option exercise by the Company relative to the total amount of the Commitment Amount (EUR 50,000,000). On the last day of the Commitment Period, all issued Share Lending Warrants that were not exercisable or that have not yet been exercised during the Commitment Period will become exercisable. However, each Share Lending Shareholder will only be able to exercise Share Lending Warrants in proportion to the number of shares that it will actually lend to LDA Capital to the aggregate number of shares that will be actually lent to LDA Capital by all of the Share Lending Shareholders together. For the purpose of the illustration, it is assumed that the Share Lending Warrants are fully exercised. If the Share Lending Warrants are only partially exercised, the dilution would be less.

(4) As mentioned above in section 7.1, it is unlikely that the LDA Warrants are exercised if the market price of the shares of the Company at the time of exercise is less then EUR 27.00 per share.

(5) As mentioned above in section 7.1, it is unlikely that the Share Lending Warrants are exercised if the market price of the shares of the Company at the time of exercise is less then EUR 27.00 per share.

Subject to the methodological reservations noted in paragraph 7.1, the table below reflects the evolution of the share capital, assuming a number of new shares to be issued to the benefit of LDA Capital in the framework of the issuance of new shares pursuant to the Put Option Agreement equal to 2,564,102 new shares (at a subscription price EUR 19.50 per new share), 2,222,222 new shares (at a subscription price EUR 22.50 per new share), and 1,851,851 new shares (at a subscription price EUR 27.00 per new share). It also reflects the number of shares to be issued by the Company upon exercise of the LDA Warrants and the Share Lending Warrants. For more information about the number of new shares to be issued to the benefit of LDA Capital and the Share Lending Shareholders, see paragraph 7.1. The maximum amount of share capital increase is computed by multiplying the relevant number of new shares to be issued to the benefit of LDA Capital with the fractional value of the shares of the Company, *i.e.*, currently rounded EUR 0.7321 per share.

Evolution of the share capital(1)

	Subscription Price		
	EUR 19.50 per new share	**EUR 22.50 per new share**	**EUR 27.00 per new share**
Share capital before the contemplated transactions and the exercise of the Share Options			
(A) Share capital (in EUR)...........................	28,649,330.65	28,649,330.65	28,649,330.65
(B) Outstanding shares................................	39,133,245	39,133,245	39,133,245
(C) Fractional value (in EUR) (rounded)...	0.7321	0.7321	0.7321
Contemplated transactions and exercise of Share Options(1)			
(A) Issuance of new shares pursuant to the Put Option Agreement (in EUR)	1,877,179.07	1,626,888.73	1,355,740.12
(B) Exercise of the LDA Warrants (in EUR) (2) (3)	505,149.00(5)	505,149.00(5)	505,149.00
(C) Exercise of the Share Lending Warrants (in EUR) (2)(4)	219,630.00(6)	219,630.00(6)	219,630.00
(D) Exercise of the Share Options (in EUR) (2)	2,056,188.51	2,056,188.51	2,056,188.51
(E) Aggregate number of new shares issued pursuant to (A), (B), (C) and (D)...........	6,362,719	6,020,839	5,650,468
Share capital after the contemplated transaction and exercise of Share Options			
(A) Share capital (in EUR) (rounded)..........	33,307,477.23	33,057,186.89	32,786,038.28
(B) Outstanding shares................................	45,495,964	45,154,084	44,783,713
(C) Fractional value (in EUR) (rounded).....	0.7321	0.7321	0.7321

Notes:

(1) Upon issuance of new shares pursuant to the Put Option Agreement and the exercise of the LDA Warrants, the Share Lending Warrants and the Share Options, the amount of the relevant issue price or exercise price will be allocated to the accounting net equity (in the form of share capital, and issue premium. The amount that will be booked as share capital shall, per new share, be equal to the amount of the fractional value of the Company's shares (currently amounting to rounded EUR 0.7321 per share). The balance will be booked as issue premium.

(2) For the purpose of this simulation, it is assumed that all of the 1,786,237 outstanding Share Options, the 690,000 LDA Warrants, the 300,000 Share Lending Warrants were granted, have become exercisable, are immediately exercisable (regardless of their terms and conditions), have been fully exercised prior to the completion of the issuance of new shares pursuant to the Put Option Agreement and, with respect to the LDA Warrants and the Share Lending Warrants, have been validly issued by the EGM.

(3) As mentioned, during the Commitment Period, the LDA Warrants will only be exercisable pro rata of the actual subscription price that will be paid by LDA Capital upon completion of a put option exercise by the Company to the total amount of the Commitment Amount (EUR 50,000,000). On the last day of the Commitment Period, all issued LDA Warrants that were not exercisable or that have not yet been exercised

will become exercisable. For the purpose of the illustration, it is assumed that the LDA Warrants are fully exercised. If the LDA Warrants are only partially exercised, the share capital increase would be less.

(4) During the Commitment Period, the Share Lending Warrants will only be exercisable in proportion of the actual subscription price that will be paid by LDA Capital upon completion of a put option exercise by the Company relative to the total amount of the Commitment Amount (EUR 50,000,000). On the last day of the Commitment Period, all issued Share Lending Warrants that were not exercisable or that have not yet been exercised during the Commitment Period will become exercisable. However, each Share Lending Shareholder will only be able to exercise Share Lending Warrants in proportion to the number of shares that it will actually lend to LDA Capital to the aggregate number of shares that will be actually lent to LDA Capital by all of the Share Lending Shareholders together. For the purpose of the illustration, it is assumed that the Share Lending Warrants are fully exercised. If the Share Lending Warrants are only partially exercised, the share capital increase would be less.

(5) As mentioned above in section 7.1, it is unlikely that the LDA Warrants are exercised if the market price of the shares of the Company at the time of exercise is less then EUR 27.00 per share.

(6) As mentioned above in section 7.1, it is unlikely that the Share Lending Warrants are exercised if the market price of the shares of the Company at the time of exercise is less then EUR 27.00 per share.

7.3. Participation in the consolidated accounting net equity

The evolution of the consolidated accounting net equity of the Company as a result of the transactions contemplated by the Put Option Agreement (including the exercise of the LDA Warrants to be issued in the framework of the Transaction) is simulated below.

The simulation is based on the following elements:

- The consolidated annual financial statements of the Company for the financial year ended on 31 December 2019 (which have been prepared in accordance with the International Financial Reporting Standards, as adopted by the European Union ("**IFRS**")). The consolidated accounting net equity of the Company as at 31 December 2019 amounted to EUR 163,298,000.00 or EUR 4.17 per share (based on 39,133,245 outstanding shares as on 31 December 2019). For further information regarding the Company's net equity position on the aforementioned date, reference is made to financial statements for the financial year 2019, which is available on the Company's website.
- The simulation does not take into account any changes in the consolidated net equity since 31 December 2019.
- Upon issuance of new shares pursuant to the Put Option Agreement, the amount of the subscription price of the new shares will be allocated to the accounting net equity (in the form of share capital, and issue premium). Likewise, upon issuance of new shares pursuant to the exercise of the LDA Warrants and Share Lending Warrants, the exercise price will be allocated to the accounting net equity (in the form of share capital, and issue premium). The amount that will be booked as share capital shall, per share, be equal to the amount of the fractional value of the Company's shares (currently amounting to rounded EUR 0.7321 per share). The balance will be booked as issue premium.

Based on the assumptions set out above, as a result of the transactions pursuant to the Put Option Agreement, the Company's accounting net equity on a consolidated basis, would be increased as indicated below:

	Subscription Price		
	EUR 19.50 per new share	**EUR 22.50 per new share**	**EUR 27.00 per new share**
Consolidated net equity for FY 2019			
(A) Net equity (in EUR) (rounded)	163,298,000.00	163,298,000.00	163,298,000.00
(B) Outstanding shares	39,133,245	39,133,245	39,133,245
(C) Net equity per share (in EUR) (rounded)	0.24	0.24	0.24
Contemplated transactions[(1)]			
(A) Issuance of new shares pursuant to the Put Option Agreement (in EUR)	49,999,989.00	49,999,995.00	49,999,977.00
(B) Exercise of the LDA Warrants (in EUR) [(3)] [(4)]	18,630,000.00[(6)]	18,630,000.00[(6)]	18,630,000.00
(C) Exercise of the Share Lending Warrants (in EUR) [(3)] [(5)]	8,100,000.00[(7)]	8,100,000.00[(7)]	8,100,000.00
(D) Aggregate number of new shares issued pursuant to (A), (B) and (C)	3,554,102	3,212,222	2,841,851
Consolidated net equity for FY 2019 after the contemplated transaction[(2)]			
(A) Net equity (in EUR) (rounded)	240,027,989.00	240,027,995.00	240,027,977.00
(B) Outstanding shares	42,687,347	42,345,467	41,975,096
(C) Net equity per share (in EUR) (rounded)	5.62	5.67	5.72

Notes:

(1) Consisting of the amount of the capital increase and the amount of the increase of issue premium, but not reflecting that the accounting of this amount may be subject to further adjustments pursuant to IFRS.

(2) Not taking into account changes in the consolidated net equity after 31 December 2019 (other than the proposed issuance of new shares pursuant to the Put Option Agreement and the potential issuance of new shares upon exercise of the LDA Warrants and not taking into account the potential issuance of new shares upon exercise of outstanding Share Options.

(3) For the purpose of this simulation, it is assumed that the 690,000 LDA Warrants and the 300,000 Share Lending Warrants were granted, have become exercisable, are immediately exercisable (regardless of their terms and conditions), have been fully exercised prior to the completion of the issuance of new shares pursuant to the Put Option Agreement and have been validly issued by the EGM.

(4) As mentioned, during the Commitment Period, the LDA Warrants will only be exercisable pro rata of the actual subscription price that will be paid by LDA Capital upon completion of a put option exercise by the Company to the total amount of the Commitment Amount (EUR 50,000,000). On the last day of the Commitment Period, all issued LDA Warrants that were not exercisable or that have not yet been exercised will become exercisable. For the purpose of the illustration, it is assumed that the LDA Warrants are fully exercised. If the LDA Warrants are only partially exercised, the net equity increase would be less.

(5) During the Commitment Period, the Share Lending Warrants will only be exercisable in proportion of the actual subscription price that will be paid by LDA Capital upon completion of a put option exercise by the Company relative to the total amount of the Commitment Amount (EUR 50,000,000). On the last day of the Commitment Period, all issued Share Lending Warrants that were not exercisable or that have not yet been exercised during the Commitment Period will become exercisable. However, each Share Lending Shareholder will only be able to exercise Share Lending Warrants in proportion to the number of shares that it will actually lend to LDA Capital to the aggregate number of shares that will be actually lent to LDA Capital by all of the Share Lending Shareholders together. For the purpose of the illustration, it is assumed that the Share Lending Warrants are fully exercised. If the Share Lending Warrants are only partially exercised, the net equity increase would be less.

(6) As mentioned above in section 7.1, it is unlikely that the LDA Warrants are exercised if the market price of the shares of the Company at the time of exercise is less then EUR 27.00 per share.

(7) As mentioned above in section 7.1, it is unlikely that the Share Lending Warrants are exercised if the market price of the shares of the Company at the time of exercise is less then EUR 27.00 per share.

The table above demonstrates that the transactions contemplated by the Put Option Agreement and the exercise of the LDA Warrants and Share Lending Warrants will, from a pure accounting point of view, lead to an increase of the amount represented by each share in the consolidated accounting net equity of the Company.

For the sake of completeness, as mentioned in section 2.2, the Put Option Agreement also provides that the Company shall pay to LDA Capital, LLC a Fee of EUR 750,000) (which sum shall be deemed to be inclusive of any applicable taxes and duties) over a term of 12 months. Per new share issuable upon exercise of the LDA Warrants, the Fee represents a (gross) benefit of (rounded) EUR 1.09. If the effects of the Fee are taken into account, the Company's accounting net equity on a consolidated basis would be increased as indicated below, based on the same assumptions and parameters as set out above:

	Subscription Price		
	EUR 19.50 per new share	**EUR 22.50 per new share**	**EUR 27.00 per new share**
Consolidated net equity for FY 2019			
(A) Net equity (in EUR) (rounded)	163,298,000.00	163,298,000.00	163,298,000.00
(B) Outstanding shares	39,133,245	39,133,245	39,133,245
(C) Net equity per share (in EUR) (rounded)	0.24	0.24	0.24
Contemplated transactions			
(A) Issuance of new shares pursuant to the Put Option Agreement (in EUR)	49,999,989.00	49,999,995.00	49,999,977.00
(B) Exercise of the LDA Warrants (in EUR)	18,630,000.00	18,630,000.00	18,630,000.00
(C) Exercise of the Share Lending Warrants (in EUR)	7,350,000.00	7,350,000.00	7,350,000.00
(D) Aggregate number of new shares issued pursuant to (A), (B) and (C)	3,554,102	3,212,222	2,841,851
Consolidated net equity for FY 2019 after the contemplated transaction			
(A) Net equity (in EUR) (rounded)	239,277,989.00	239,277,995.00	239,277,977.00
(B) Outstanding shares	42,687,347	42,345,467	41,975,096
(C) Net equity per share (in EUR) (rounded)	5.61	5.65	5.70

7.4. Financial dilution

The evolution of the market capitalisation as a result of the transactions contemplated by the Put Option Agreement is simulated below.

Subject to the methodological reservations noted in paragraph 7.1, the table below reflects the impact of the transactions contemplated by the Put Option Agreement on the market capitalisation and the resulting financial dilution at various price levels, assuming a number of new shares to be issued to the benefit of LDA Capital in the framework of the Put Option Agreement equal to 2,564,102 new shares (at a subscription price EUR 19.50 per new share), 2,222,222 new shares (at a subscription price EUR 22.50 per new share), and 1,851,851 new shares (at a subscription price EUR 27.00 per new share), and a maximum aggregate amount of gross proceeds of the capital increase of EUR 50,000,000 (including issue premium). It also reflects the impact of the exercise of the LDA Warrants and the Share Lending Warrants on the market capitalisation and the resulting financial dilution. For more information about the number of new shares to be issued to the benefit of LDA Capital and the Share Lending Shareholders, see paragraph 7.1.

On 17 June 2020, the trading date preceding the date of this report, the Company's market capitalisation was EUR 841,364,767.50, on the basis of a closing price of EUR 21.50 per share. Assuming that, following the transactions pursuant to the Put Option Agreement, the market capitalisation increases exclusively with the funds raised on the basis of the parameters set out above, then the new market capitalisation would, respectively, be (rounded) EUR 21.51, EUR 21.68, and EUR 21.87 per share. This would represent a (theoretical) value accretion of respectively 0.03%, 0.84%, and 1.70% per share.

	Subscription Price		
	EUR 19.50 per new share	**EUR 22.50 per new share**	**EUR 27.00 per new share**
Market capitalisation before the contemplated transactions			
(A) Market capitalisation (in EUR)..................	841,364,767.50	841,364,767.50	841,364,767.50
(B) Outstanding shares.....................................	39,133,245	39,133,245	39,133,245
(C) Market capitalisation per share (in EUR) (rounded)...	21.50	21.50	21.50
Contemplated transactions			
(A) Issuance of new shares pursuant to the Put Option Agreement (in EUR)	49,999,989.00	49,999,995.00	49,999,977.00
(B) Exercise of the LDA Warrants (in EUR) (1) (2)..	18,630,000.00(4)	18,630,000.00(4)	18,630,000.00
(C) Exercise of the Share Lending Warrants (in EUR)(1) (3)..	8,100,000.00(5)	8,100,000.00(5)	8,100,000.00
(D) Aggregate number of new shares issued pursuant to (A), (B) and (C).............................	3,554,102	3,212,222	2,841,851
Market capitalisation after the contemplated transactions(2)			
(A) Market capitalisation (in EUR)..................	918,094,756.50	918,094,762.50	918,094,744.50
(B) Outstanding shares.....................................	42,687,347	42,345,467	41,975,096
(C) Market capitalisation per share (in EUR) (rounded)...	21.51	21.68	21.87

Notes:

(1) For the purpose of this simulation, it is assumed that the 690,000 LDA Warrants and the 300,000 Share Lending Warrants were granted, have become exercisable, are immediately exercisable (regardless of their terms and conditions), have been fully exercised and have been validly issued by the EGM.

(2) As mentioned, during the Commitment Period, the LDA Warrants will only be exercisable pro rata of the actual subscription price that will be paid by LDA Capital upon completion of a put option exercise by the Company to the total amount of the Commitment Amount (EUR 50,000,000). On the last day of the Commitment Period, all issued LDA Warrants that were not exercisable or that have not yet been exercised will become exercisable. For the purpose of the illustration, it is assumed that the LDA Warrants are fully exercised. If the LDA Warrants are only partially exercised, the net equity increase would be less.

(3) During the Commitment Period, the Share Lending Warrants will only be exercisable in proportion of the actual subscription price that will be paid by LDA Capital upon completion of a put option exercise by the Company relative to the total amount of the Commitment Amount (EUR 50,000,000). On the last day of the Commitment Period, all issued Share Lending Warrants that were not exercisable or that have not yet been exercised during the Commitment Period will become exercisable. However, each Share Lending

Shareholder will only be able to exercise Share Lending Warrants in proportion to the number of shares that it will actually lend to LDA Capital to the aggregate number of shares that will be actually lent to LDA Capital by all of the Share Lending Shareholders together. For the purpose of the illustration, it is assumed that the Share Lending Warrants are fully exercised. If the Share Lending Warrants are only partially exercised, the net equity increase would be less.

(4) As mentioned above in section 7.1, it is unlikely that the LDA Warrants are exercised if the market price of the shares of the Company at the time of exercise is less then EUR 27.00 per share.

(5) As mentioned above in section 7.1, it is unlikely that the Share Lending Warrants are exercised if the market price of the shares of the Company at the time of exercise is less then EUR 27.00 per share.

For the sake of completeness, as mentioned in section 2.2, the Put Option Agreement also provides that the Company shall pay to LDA Capital, LLC a Fee of EUR 750,000) (which sum shall be deemed to be inclusive of any applicable taxes and duties) over a term of 12 months. Per new share issuable upon exercise of the LDA Warrants, the Fee represents a (gross) benefit of (rounded) EUR 1.09. If the effects of the Fee are taken into account, the Company's new market capitalisation would increase to, respectively, EUR 21.49, EUR 21.66, and EUR 21.85 per share. This would represent a (theoretical) dilution of 0.05% at a subscription price EUR 19.50 per new share, a (theoretical) value accretion of 0.75% at a subscription price EUR 22.50 per new share, and a (theoretical) value accretion of 1.62% at a subscription price EUR 27.00 per new share.

	Subscription Price		
	EUR 19.50 per new share	**EUR 22.50 per new share**	**EUR 27.00 per new share**
Market capitalisation before the contemplated transactions			
(A) Market capitalisation (in EUR)	841,364,767.50	841,364,767.50	841,364,767.50
(B) Outstanding shares	39,133,245	39,133,245	39,133,245
(C) Market capitalisation per share (in EUR) (rounded)	21.50	21.50	21.50
Contemplated transactions			
(A) Issuance of new shares pursuant to the Put Option Agreement (in EUR)	49,999,989.00	49,999,995.00	49,999,977.00
(B) Exercise of the LDA Warrants (in EUR)	18,630,000.00	18,630,000.00	18,630,000.00
(C) Exercise of the Share Lending Warrants (in EUR)	7,350,000.00	7,350,000.00	7,350,000.00
(D) Aggregate number of new shares issued pursuant to (A), (B) and (C)	3,554,102	3,212,222	2,841,851
Market capitalisation after the contemplated transactions			
(A) Market capitalisation (in EUR)	917,344,756.50	917,344,762.50	917,344,744.50
(B) Outstanding shares	42,687,347	42,345,467	41,975,096
(C) Market capitalisation per share (in EUR) (rounded)	21.49	21.66	21.85

7.5. Value of the Share Lending Warrants using the Black-Scholes model

The Share Lending Warrants can be valued using the "Black-Scholes" model. This is a pricing model used to determine the fair price or theoretical value of a call option based on six variables, namely volatility, type of option, underlying share price, time, exercise price, and risk-free rate.

The table below reflects the value of the Share Lending Warrants using the Black-Scholes valuation model, using the following parameters:

- Number of options: 300,000
- Volatility: 37.5% (the same parameter is used in the definition of "Black Scholes Value" used in the terms and conditions of the LDA Warrants (amongst other things) to determine the indemnification in case the LDA Warrants are not issued, or to determine the value of the warrants in case of an organic changes (as defined), and was agreed during negotiations with LDA Capital; the same parameter is also used in the definition of "Black Scholes Value" used in the terms and conditions of the Share Lending Warrants to determine the value of warrants in case of an organic changes (as defined); it is also based on historical volatility over a 3 year period previously)"
- Option type: exercisable at any time during its term.
- Reference price of the underlying shares: respectively EUR 19.50, EUR 22.50 and EUR 27.00.
- Term of the Share Lending Warrants: 3 years.
- Exercise price: EUR 27.00 per Share Lending Warrant.
- Risk-free rate: risk 0.359% per year (this rate has also been used for the valuation of the Company's share option plan in 2018).

	Reference price of the underlying shares		
	EUR 19.50	**EUR 22.50**	**EUR 27.00**
Aggregate value of all of the Share Lending Warrants (in EUR)	877,019	1,310,134	2,094,468
Value of one Share Lending Warrant (in EUR)	2.9234	4.3671	6.9815

7.6. Other financial consequences

It is expected that within the framework of the Company's consolidated financial statements in accordance with IFRS (as defined above), the Share Lending Warrants will be accounted for in accordance with (amongst others) IFRS 2 ("Share-based payments"). The actual application of the reporting standard, the initial recognition moment, and the valuation of the Share Lending Warrants are still to be determined and assessed. In view of the relevant size of the Share Lending Warrants, the Share Lending Warrants are expected to be a material component in the consolidated financial statements of the Company in accordance with IFRS, but the impact is not expected to be material compared to the size of the overall transactions contemplated by the Put Option Agreement.

For a further discussion on the financial consequence of the proposed Transaction, the board of directors refers to the report prepared in connection therewith by the statutory auditor of the Company.

8. EFFECT OF THE TRANSACTION ON THE SHAREHOLDING OF THE SHARE LENDING SHAREHOLDERS

Following the issuance of new shares pursuant to the Put Option Agreement and the exercise of the LDA Warrants and the Share Lending Warrants, subject to the assumptions set out below, the Share Lending Shareholders will hold the following number of shares in the Company:

	Subscription Price		
	EUR 19.50 per new share	**EUR 22.50 per new share**	**EUR 27.00 per new share**
Before the issuance of new shares pursuant to the Put Option Agreement, the exercise of the LDA Warrants and the exercise of the Share Lending Warrants			
Shareholding Mr. François Fornieri			
Number of shares held of the Company(1)	10,909,598	10,909,598	10,909,598
Percentage on a non-diluted basis(2)	27.88%	27.88%	27.88%
Percentage on a fully-diluted basis(3)	26.66%	26.66%	26.66%
Shareholding Alychlo NV			
Number of shares held of the Company	6,201,573	6,201,573	6,201,573
Percentage on a non-diluted basis(2)	15.85%	15.85%	15.85%
Percentage on a fully-diluted basis(3)	14.79%	14.79%	14.79%
Shareholding Noshaq SA			
Number of shares held of the Company	4,813,233	4,813,233	4,813,233
Percentage on a non-diluted basis(2)	12.30%	12.30%	12.30%
Percentage on a fully-diluted basis(3)	11.48%	11.48%	11.48%
After the issuance of new shares pursuant to the Put Option Agreement(4), the exercise of the LDA Warrants(5) and the exercise of the Share Lending Warrants(6)			
Shareholding Mr. François Fornieri			
Number of shares held of the Company(1)	11,059,598	11,059,598	11,059,598
Percentage on a non-diluted basis(7)	25.91%	26.12%	26.35%
Percentage on a fully-diluted basis(8)	24.87%	25.06%	25.27%
Shareholding Alychlo NV			
Number of shares held of the Company	6,276,573	6,276,573	6,276,573
Percentage on a non-diluted basis(7)	14.70%	14.82%	14.95%
Percentage on a fully-diluted basis(8)	13.80%	13.90%	14.02%
Shareholding Noshaq SA			
Number of shares held of the Company	4,888,233	4,888,233	4,888,233
Percentage on a non-diluted basis(7)	11.45%	11.54%	11.65%
Percentage on a fully-diluted basis(8)	10.74%	10.83%	10.92%

Notes:

(1) This does not take into account shares issuable upon exercise of Share Options held by Mr. Fornieri or Yima SRL.

(2) Based on the 39,133,245 existing shares of the Company.

(3) Based on a total number of shares equal to the sum of (a) the 39,133,245 existing shares of the Company, and (b) the 2,808,617 new shares issuable upon exercise of all of the outstanding Share Options.

(4) Assuming a number of new shares to be issued to the benefit of LDA Capital in the framework of the Put Option Agreement equal to 2,564,102 new shares (at a subscription price EUR 19.50 per new share), 2,222,222 new shares (at a subscription price EUR 22.50 per new share), and 1,851,851 new shares (at a subscription price EUR 27.00 per new share). For further information on the elements used to calculate these numbers, reference is made to section 7.1 of this report.

(5) Assuming that the 690,000 LDA Warrants have been validly issued by the EGM have been validly granted, have become exercisable and have been validly exercised by LDA Capital, as a result of which 690,000 shares are issued to the benefit of LDA Capital.

(6) Assuming that each Share Lending Shareholder has made its shares available pursuant to the Share Lending Facility at each put option exercise and that as a result the relevant Share Lending Shareholder will only be able to exercise respectively 150,000 Share Lending Warrants (in the case of Mr. Fornieri), 75,000 Share Lending Warrants (in the case of Alychlo NV), and 75,000 Share Lending Warrants (in the case of Noshaq SA). On that basis, and assuming that the Share Lending Warrants have been validly issued by the EGM, have been validly granted, have become exercisable and have been validly exercised by the relevant Lending Shareholders, it is assumed that 300,000 new shares are issued to the benefit of the relevant Lending Shareholders (within the aforementioned proportions).

(7) Based on a total number of shares equal to the sum of (a) the 39,133,245 existing shares of the Company, (b) the number of new shares issuable pursuant to the Put Option Agreement as set out in footnote (4) above, (c) the 690,000 new shares issuable upon exercise of all of the LDA Warrants, and (d) the 300,000 new shares issuable upon exercise of all of the Share Lending Warrants. For further information on the elements used to calculate these numbers, reference is made to section 7.1 of this report.

(8) Based on a total number of shares equal to the sum of (a) the 39,133,245 existing shares of the Company, (b) the 2,808,617 new shares issuable upon exercise of all of the outstanding Share Options, (c) the relevant number of new shares issuable pursuant to the Put Option Agreement as set out in footnote (4) above, (d) the 690,000 new shares issuable upon exercise of all of the LDA Warrants, and (e) the 300,000 new shares issuable upon exercise of all of the Share Lending Warrants. For further information on the elements used to calculate these numbers, reference is made to section 7.1 of this report.

The table above does not take into account the effects of the Share Lending Facility from time to time. The Put Option Agreement provides, amongst other things, that during the duration of a loan of shares (x) LDA Capital shall vote any shares lent that he owns from time to time as instructed by the Share Lending Shareholders, and (y) LDA Capital shall not sell or otherwise trade with more than 75% of the share lent, until LDA Capital has indicated to the Company that it will subscribe to 100% of the amount to be subscribed for pursuant to a put option.

[*signature page follows*]

Done on 18 June 2020.

On behalf of the board of directors,

By: ________________________ Director	By: ________________________ Director

Annex A

Conditions of the Share Lending Warrants