

Translation for information purpose

**CONVENING NOTICE TO ATTEND THE EXTRAORDINARY
GENERAL MEETING OF SHAREHOLDERS
OF 7 SEPTEMBER 2020**

Shareholders are invited to attend:

The Extraordinary General Meeting of Shareholders of Mithra Pharmaceuticals SA (hereinafter: "The General Meeting of Shareholders") that will take place on **Monday September 7th, 2020 at 2 p.m.**, at Mithra CDMO, rue de l'Expansion 57 à 4400 Flémalle (Belgium) for the purpose of considering and voting on the following agenda in the presence of Maître Salvino Sciortino, Notaire, rue du Pont de Wandre 98 à 4020 Liège.

This Extraordinary General Meeting follows the Extraordinary General Meeting held on July 22, 2020 and during which the required attendance *quorum* for some resolutions (namely, the resolutions referred to in points 3 to 5 of the agenda detailed below) was not met. It is convened on the basis of Article 7: 153 paragraph 3 of the Companies and Associations Code

Agenda:

1. Submission of the Board of Directors' and the Statutory Auditor's special reports in relation to the planned operations

1.1. Submission of the following reports in relation to the LDA Warrants (as defined below):

(a) the report of the board of directors of the Company in accordance with articles 7:180, 7:191 and 7:193 of the Belgian Companies and Associations Code of 23 March 2019 (as amended) (the "**Belgian Companies and Associations Code**") in relation to the proposal to issue 690,000 new subscription rights for shares of the Company, named the "LDA 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 LDA Capital Limited and its permitted successors and assigns;

(b) the report of the statutory auditor of the Company in accordance with articles 7:180, 7:191 and 7:193 of the Belgian Companies and Associations Code in relation to the proposal to issue 690,000 LDA 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 LDA Capital Limited and its permitted successors and assigns.

1.2. Submission of the following reports in relation to the Share Lending Warrants (as defined below):

(a) the report of 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 in relation to the proposals to issue, respectively, 300,000 new subscription rights for shares of the Company, named the "Class A Share Lending Warrants", 300,000 new subscription rights for shares of the Company, named the "Class B Share Lending Warrants", and 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 Noshag SA (in relation to the Class C Share Lending Warrants);

(b) the report of the statutory auditor 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 in relation to the proposals to issue, respectively, 300,000 Class A Share Lending Warrants, 300,000 Class B Share Lending Warrants and 300,000 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 (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 Noshag SA (in relation to the Class C Share Lending Warrants).

2. **Proposal to issue 690,000 LDA Warrants to LDA**

Proposed resolution: The general shareholders' meeting resolves to approve the issuance of 690,000 new subscription rights for shares of the Company, named the "LDA 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 LDA Capital Limited and its permitted successors and assigns. In view thereof, the general shareholders' meeting resolves as follows:

(a) Terms and conditions of the warrants: The terms and conditions of the LDA Warrants shall be as set out in the annex to the report of the board of directors referred to in point 1.1(a) of the agenda (for the purpose of this resolution, "**Conditions**"), a copy of which shall remain attached to the minutes reflecting the present resolution. The main terms of the LDA Warrants can, for informational purposes, be summarised as follows:

(i) *Subscription rights for ordinary shares:* Each LDA Warrant gives the right to subscribe for one new share to be issued by the Company.

(ii) *Exercise price:* Each LDA 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).

- (iii) *Duration:* The LDA Warrants have a term of three years as from their issue date.
- (iv) *Exercisability:* The exercise of the LDA Warrants is subject to the terms and conditions set out in the Conditions.
- (v) *Transferability:* The holder of the LDA Warrants shall not be entitled to transfer or assign any LDA Warrant, save to affiliates (as set out in the Conditions). The LDA Warrants will not be admitted to trading or listing.

The general shareholders' meeting also approves all clauses in the terms and conditions, which come into effect at the moment a change of control occurs, including, but not limited to, the earlier exercise of the warrants upon expiry of the commitment period (as defined in the terms and conditions), and which fall or could be considered to fall within the scope of article 7:151 of the Belgian Companies and Associations Code (relating to the granting of rights to third parties that substantially affect the Company's assets and liabilities, or give rise to a substantial debt or commitment on its behalf, when the exercise of these rights is subject to the launching of a public takeover bid on the shares of the Company or to a change in the control exercised over it).

(b) Underlying shares: Each LDA 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 LDA 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.

(c) Disapplication of the preferential subscription right to the benefit of LDA Capital: The general shareholders' meeting resolves, in accordance with articles 7:191 and 7:193 of the Belgian Companies and Associations Code, 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 LDA Capital Limited and its permitted successors and assigns, and to issue the LDA Warrants to LDA Capital Limited, as further explained in the report of the board of directors referred to in point 1.1(a) of the agenda.

(d) Conditional capital increase and issue of new shares: The general shareholders' meeting resolves, subject to, and to the extent of the exercise of LDA Warrants, to increase the Company's share capital and to issue the relevant number of new shares issuable upon the exercise of the LDA Warrants. Subject to, and in accordance with, the provisions of the Conditions, upon exercise of the LDA Warrants and issue of new shares, the aggregate amount of the exercise price of the LDA Warrants will be allocated to the share capital of the Company. To the extent that the amount of the exercise price of the LDA Warrants, per share to be issued upon exercise of the LDA 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 LDA 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.

(e) Issue premium: Any issue premium that will be booked in connection with the LDA 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.

(f) Powers of attorney: The board of directors is authorised to implement and execute the resolutions passed by the general shareholders' meeting in connection with the LDA Warrants, and to take all steps and carry out all formalities that shall be required by virtue of the Conditions of the LDA Warrants, the Company's articles of association and applicable law in order to issue or transfer the shares upon exercise of the LDA Warrants. Furthermore, each of the Company's directors, the Company's chief financial officer, and the Company's corporate secretary, each such person acting individually and with possibility of sub-delegation and the power of subrogation, shall have the power, upon exercise of the LDA Warrants, (i) to proceed with the recording of (A) the capital increase and issue of new shares resulting from such exercise, (B) the allocation of the share capital and (as applicable) the issue premium, and (C) the amendment of the Company's articles of association in order to reflect the new share capital and number of outstanding shares following the exercise of the LDA Warrants, (ii) to sign and deliver, on behalf of the Company, the relevant Euroclear, Euronext and bank documentation, the share register and all necessary documents in connection with the issuance and delivery of the shares to the beneficiary, and (iii) to do whatever may be necessary or useful (including but not limited to the preparation and execution of all documents and forms) for the admission of the shares issued upon the exercise of the LDA Warrants to trading on the regulated market of Euronext Brussels (or such other markets on which the Company's shares will be trading at that time).

This resolution has already been passed during the General Assembly of July 22nd, 2020 and is reproduced only as necessary and for information purposes only.

3. Proposal to issue 300,000 Class A Share Lending Warrants to François Fornieri

Proposed resolution: The general shareholders' meeting resolves to approve the issuance of 300,000 new subscription rights for shares of the Company, named the "Class A 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 François Fornieri. In view thereof, the general shareholders' meeting resolves as follows:

(a) Terms and conditions of the warrants: The terms and conditions of the Class A Share Lending Warrants shall be as set out in annex to the report of the board of directors referred to in point 1.2(a) of the agenda (for the purpose of this resolution, "**Conditions**"), a copy of which shall remain attached to the minutes reflecting the present resolution. The main terms of the Class A Share Lending Warrants can, for informational purposes, be summarised as follows:

(i) *Subscription rights for ordinary shares*: Each Class A Share Lending Warrant gives the right to subscribe for one new share to be issued by the Company.

(ii) *Exercise price:* Each Class A 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).

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

(iv) *Exercisability:* The exercise of the Class A Share Lending Warrants is subject to the terms and conditions set out in the Conditions, provided in any event that the maximum number of Share Lending Warrants that can be exercise is capped at 300,000.

(v) *Transferability:* The holder of the Class A Share Lending Warrants shall not be entitled to transfer or assign any Class A Share Lending Warrant, save to affiliates (as set out in the Conditions). The Class A Share Lending Warrants will not be admitted to trading or listing.

The general shareholders' meeting also approves all clauses in the terms and conditions, which come into effect at the moment a change of control occurs, including, but not limited to, the earlier exercise of the warrants upon expiry of the commitment period (as defined in the terms and conditions), and which fall or could be considered to fall within the scope of article 7:151 of the Belgian Companies and Associations Code (relating to the granting of rights to third parties that substantially affect the Company's assets and liabilities, or give rise to a substantial debt or commitment on its behalf, when the exercise of these rights is subject to the launching of a public takeover bid on the shares of the Company or to a change in the control exercised over it).

(b) Underlying shares: Each Class A 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 Class A 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.

(c) Disapplication of the preferential subscription right to the benefit of François Fornieri: The general shareholders' meeting resolves, in accordance with articles 7:191 and, as far as needed and applicable, 7:193 of the Belgian Companies and Associations Code, 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 François Fornieri, and to issue the Class A Share Lending Warrants to François Fornieri, as further explained in the report of the board of directors referred to in point 1.2(a) of the agenda.

(d) Conditional capital increase and issue of new shares: The general shareholders' meeting resolves, subject to, and to the extent of the exercise of Class A Share Lending Warrants, to increase the Company's share capital and to issue the relevant number of new shares issuable upon the exercise of the Class A Share Lending Warrants. Subject to, and in accordance with, the provisions of the Conditions, upon exercise of the Class A Share Lending Warrants and issue of new shares, the aggregate amount of the exercise price of the Class A 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 Class A Share Lending Warrants, per share to be issued upon exercise of the Class A 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 Class A 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.

(e) Issue premium: Any issue premium that will be booked in connection with the Class A 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.

(f) Powers of attorney: The board of directors is authorised to implement and execute the resolutions passed by the general shareholders' meeting in connection with the Class A Share Lending Warrants, and to take all steps and carry out all formalities that shall be required by virtue of the Conditions of the Class A Share Lending Warrants, the Company's articles of association and applicable law in order to issue or transfer the shares upon exercise of the Class A Share Lending Warrants. Furthermore, each of the Company's directors, the Company's chief financial officer, and the Company's corporate secretary, each such person acting individually and with possibility of sub-delegation and the power of subrogation, shall have the power, upon exercise of the Class A Share Lending Warrants, (i) to proceed with the recording of (A) the capital increase and issue of new shares resulting from such exercise, (B) the allocation of the share capital and (as applicable) the issue premium, and (C) the amendment of the Company's articles of association in order to reflect the new share capital and number of outstanding shares following the exercise of the Class A Share Lending Warrants, (ii) to sign and deliver, on behalf of the Company, the relevant Euroclear, Euronext and bank documentation, the share register and all necessary documents in connection with the issuance and delivery of the shares to the beneficiary, and (iii) to do whatever may be necessary or useful (including but not limited to the preparation and execution of all documents and forms) for the admission of the shares issued upon the exercise of the Class A Share Lending Warrants to trading on the regulated markets of Euronext Brussels (or such other markets on which the Company's shares will be trading at that time).

4. Proposal to issue 300,000 Class B Share Lending Warrants to Alychlo NV

Proposed resolution: The general shareholders' meeting resolves to approve the issuance of 300,000 new subscription rights for shares of the Company, named the "Class B 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 Alychlo NV. In view thereof, the general shareholders' meeting resolves as follows:

(a) Terms and conditions of the warrants: The terms and conditions of the Class B Share Lending Warrants shall be as set out in annex to the report of the board of directors referred to in point 1.2(a) of the agenda (for the purpose of this resolution, "Conditions"), a copy of which shall remain attached to the minutes reflecting the present resolution. The main terms of the Class B Share Lending Warrants can, for informational purposes, be summarised as follows:

(i) *Subscription rights for ordinary shares:* Each Class B Share Lending Warrant gives the right to subscribe for one new share to be issued by the Company.

(ii) *Exercise price:* Each Class B 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).

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

(iv) *Exercisability:* The exercise of the Class B Share Lending Warrants is subject to the terms and conditions set out in the Conditions, provided in any event that the maximum number of Share Lending Warrants that can be exercise is capped at 300,000.

(v) *Transferability:* The holder of the Class B Share Lending Warrants shall not be entitled to transfer or assign any Class B Share Lending Warrant, save to affiliates (as set out in the Conditions). The Class B Share Lending Warrants will not be admitted to trading or listing.

The general shareholders' meeting also approves all clauses in the terms and conditions, which come into effect at the moment a change of control occurs, including, but not limited to, the earlier exercise of the warrants upon expiry of the commitment period (as defined in the terms and conditions), and which fall or could be considered to fall within the scope of article 7:151 of the Belgian Companies and Associations Code (relating to the granting of rights to third parties that substantially affect the Company's assets and liabilities, or give rise to a substantial debt or commitment on its behalf, when the exercise of these rights is subject to the launching of a public takeover bid on the shares of the Company or to a change in the control exercised over it).

(b) Underlying shares: Each Class B 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 Class B 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.

(c) Disapplication of the preferential subscription right to the benefit of Alychlo NV: The general shareholders' meeting resolves, in accordance with articles 7:191 and, as far as needed and applicable, 7:193 of the Belgian Companies and Associations Code, 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 Alychlo NV, and to issue the Class B Share Lending Warrants to Alychlo NV, as further explained in the report of the board of directors referred to in point 1.2(a) of the agenda.

(d) Conditional capital increase and issue of new shares: The general shareholders' meeting resolves, subject to, and to the extent of the exercise of Class B Share Lending Warrants, to increase the Company's share capital and to issue the relevant number of new shares issuable upon the exercise of the Class B Share Lending Warrants. Subject to, and in accordance with, the provisions of the Conditions, upon exercise of the Class B Share Lending Warrants and issue of new shares, the aggregate amount of the exercise price of the Class B 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 Class B Share Lending Warrants, per share to be issued upon exercise of the Class B 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 Class B 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.

(e) Issue premium: Any issue premium that will be booked in connection with the Class B 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.

(f) Powers of attorney: The board of directors is authorised to implement and execute the, resolutions passed by the general shareholders' meeting in connection with the Class B Share Lending Warrants and to take all steps and carry out all formalities that shall be required by virtue of the Conditions of the Class B Share Lending Warrants, the Company's articles of association and applicable law in order to issue or transfer the shares upon exercise of the Class B Share Lending Warrants. Furthermore, each of the Company's on the regulated markets of Euronext Brussels (or such other markets on which the Company's shares will be trading at that time). Furthermore, each of the Company's directors, the Company's chief financial officer, and the Company's corporate secretary, each such person acting individually and with possibility of sub-delegation and the power of subrogation, shall have the power, upon exercise of the Class B Share Lending Warrants, (i) to proceed with the recording of (A) the capital increase and issue of new shares resulting from such exercise, (B) the directors, the Company's chief financial officer, and the Company's corporate secretary, each such person acting individually and with possibility of sub-delegation and the power of subrogation, shall have the power, upon exercise of the Class B Share Lending Warrants, (i) to proceed with the recording of (A) the capital increase and issue of new shares resulting from such exercise, (B) the allocation of the share capital and (as applicable) the issue premium, and (C) the amendment of the Company's articles of association in order to reflect the new share capital and number of outstanding shares following the exercise of the Class B Share Lending Warrants, (ii) to sign and deliver, on behalf of the Company, the relevant Euroclear, Euronext and bank documentation, the share register and all necessary documents in connection with the issuance and delivery of the shares to the beneficiary, and (iii) to do whatever may be necessary or useful (including but not limited to the preparation and execution of all documents and forms) for the admission of the shares issued upon the exercise of the Class B Share Lending Warrants to trading allocation of the share capital and (as applicable) the issue premium, and (C) the amendment of the Company's articles of association in order to reflect the new share capital and number of outstanding shares following the exercise of the Class B Share Lending Warrants, (ii) to sign and deliver, on behalf of the Company, the relevant Euroclear, Euronext and bank documentation, the share register and all necessary documents in connection with the issuance and delivery of the shares to the beneficiary, and (iii) to do whatever may be necessary or useful (including but not limited to the preparation and execution of all documents and forms) for the admission of the shares issued upon the exercise of the Class B Share Lending Warrants to trading on the regulated markets of Euronext Brussels (or such other markets on which the Company's shares will be trading at that time).

5. Proposal to issue 300,000 Class C Share Lending Warrants to Noshaq SA

Proposed resolution: The general shareholders' meeting resolves to approve the issuance of 300,000 new subscription rights for shares of the Company, named the "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 (share options) of the Company, to the benefit of Noshaq SA. In view thereof, the general shareholders' meeting resolves as follows:

(a) Terms and conditions of the warrants: The terms and conditions of the Class C Share Lending Warrants shall be as set out in annex to the report of the board of directors referred to in point 1.2(a) of the agenda (for the purpose of this resolution, "**Conditions**"), a copy of which shall remain attached to the minutes reflecting the present resolution. The main terms of the Class C Share Lending Warrants can, for informational purposes, be summarised as follows:

(i) *Subscription rights for ordinary shares:* Each Class C Share Lending Warrant gives the right to subscribe for one new share to be issued by the Company.

(ii) *Exercise price:* Each Class C 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).

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

(iv) *Exercisability:* The exercise of the Class C Share Lending Warrants is subject to the terms and conditions set out in the Conditions, provided in any event that the maximum number of Share Lending Warrants that can be exercise is capped at 300,000.

(v) *Transferability:* The holder of the Class C Share Lending Warrants shall not be entitled to transfer or assign any Class C Share Lending Warrant, save to affiliates (as set out in the Conditions). The Class C Share Lending Warrants will not be admitted to trading or listing.

The general shareholders' meeting also approves all clauses in the terms and conditions, which come into effect at the moment a change of control occurs, including, but not limited to, the earlier exercise of the warrants upon expiry of the commitment period (as defined in the terms and conditions), and which fall or could be considered to fall within the scope of article 7:151 of the Belgian Companies and Associations Code (relating to the granting of rights to third parties that substantially affect the Company's assets and liabilities, or give rise to a substantial debt or commitment on its behalf, when the exercise of these rights is subject to the launching of a public takeover bid on the shares of the Company or to a change in the control exercised over it).

(b) Underlying shares: Each Class C 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 Class C 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.

(c) Disapplication of the preferential subscription right to the benefit of Noshag SA: The general shareholders' meeting resolves, in accordance with articles 7:191 and, as far as needed and applicable, 7:193 of the Belgian Companies and Associations Code, 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 Noshag SA, and to issue the Class C Share Lending Warrants to Noshag SA, as further explained in the report of the board of directors referred to in point 1.2(a) of the agenda.

(d) Conditional capital increase and issue of new shares: The general shareholders' meeting resolves, subject to, and to the extent of the exercise of Class C Share Lending Warrants, to increase the Company's share capital and to issue the relevant number of new shares issuable upon the exercise of the Class C Share Lending Warrants. Subject to, and in accordance with, the provisions of the Conditions, upon exercise of the Class C Share Lending Warrants and issue of new shares, the aggregate amount of the exercise price of the Class C 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 Class C Share Lending Warrants, per share to be issued upon exercise of the Class C 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 Class C 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.

(e) Issue premium: Any issue premium that will be booked in connection with the Class C 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.

(f) Powers of attorney: The board of directors is authorised to implement and execute the resolutions passed by the general shareholders' meeting in connection with the Class C Share Lending Warrants, and to take all steps and carry out all formalities that shall be required by virtue of the Conditions of the Class C Share Lending Warrants, the Company's articles of association and applicable law in order to issue or transfer the shares upon exercise of the Class C Share Lending Warrants. Furthermore, each of the Company's directors, the Company's chief financial officer, and the Company's corporate secretary, each such person acting individually and with possibility of sub-delegation and the power of subrogation, shall have the power, upon exercise of the Class C Share Lending Warrants, (i) to proceed with the recording of (A) the capital increase and issue of new shares resulting from such exercise, (B) the allocation of the share capital and (as applicable) the issue premium, and (C) the amendment of the Company's articles of association in order to reflect the new share capital and number of outstanding shares following the exercise of the Class C Share Lending Warrants, (ii) to sign and deliver, on behalf of the Company, the relevant Euroclear, Euronext and bank documentation, the share register and all necessary documents in connection with the issuance and delivery of the shares to the beneficiary, and (iii) to do whatever may be necessary or useful (including but not limited to the preparation and execution of all documents and forms) for the admission of the shares issued upon the exercise of the Class C Share Lending Warrants to trading on the regulated markets of Euronext Brussels (or such other markets on which the Company's shares will be trading at that time).

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

On 23 April 2020, the Company, LDA Capital Limited, LDA Capital, LLC, and three existing shareholders of the Company (i.e., François Fornieri, Alychlo NV and Noshaq SA) 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 Put Option Agreement is further described in the reports of the board of directors referred to in sections 1.1(a) and 1.2(a) of the agenda of this meeting. The Put Option Agreement provides (amongst other things) that it may be terminated forthwith during the commitment period (as defined in the Put Option Agreement) by LDA Capital Limited by giving written notice of such termination to the Company if 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).

Proposed resolution: The general shareholders' meeting resolves to approve and ratify in accordance with article 7:151 of the Belgian Companies and Associations Code all clauses in the Put Option Agreement, which come into effect at the moment a change of control occurs, including, but not limited to, clause 9.2 of the Put Option Agreement, and which fall or could be considered to fall within the scope of article 7:151 of the Belgian Companies and Associations Code (relating to the granting of rights to third parties that substantially affect the Company's assets and liabilities, or give rise to a substantial debt or commitment on its behalf, when the exercise of these rights is subject to the launching of a public takeover bid on the shares of the Company or to a change in the control exercised over it). The general shareholders' meeting also grants a special power of attorney to each of the Company's directors, the Company's chief financial officer, and the Company's corporate secretary, each such person acting individually and with possibility of sub-delegation and the power of subrogation, to complete the formalities required by article 7:151 of the Belgian Companies and Associations Code with regard to this resolution, including, but not limited to, the execution of all documents and forms required for the publication of this resolution in the annexes to the Belgian Official Gazette.

This resolution has already been passed during the General Assembly of July 22nd, 2020 and is reproduced only as necessary and for information purposes only.

Attendance quorum, voting and majorities: According to the Belgian Companies and Associations Code, the attendance quorum of at least 50% of the outstanding shares which must be present or represented at the extraordinary shareholders' meeting for the deliberation and voting on items 2 to 5 of the aforementioned extraordinary shareholders' meeting **does not apply** at this extraordinary shareholders' meeting. The General Meeting of September 7th, 2020 will validly deliberate and rule, regardless of the portion of the capital represented by the shareholders present or represented.

Subject to applicable legal provisions, each share shall have one vote. In accordance with applicable law, the proposed resolutions referred to in items 3 to 5 of the aforementioned agenda of the extraordinary shareholders' meeting (point 2 having already been approved at the General Meeting of July 22nd, 2020) shall be approved if they are approved by a majority of 75% of the votes validly cast by the

shareholders. The proposed resolution referred to in item 6 of the agenda has already been approved at the Extraordinary General Meeting of July 22nd, 2020. Pursuant to article 7:135 of the Belgian Companies and Associations Code, the holders of subscription rights have the right to participate to the extraordinary shareholders' meeting, but only with an advisory vote.

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

In the evolving context of the health crisis linked to the Covid-19 epidemic, the Board of Directors may adopt measures to organize the General Meeting remotely, without the physical presence of the shareholders, if the regulations allow it. In this case, (i) shareholders will be required to cast their votes remotely (by correspondence, by means of a form made available by the Company on its website, or by proxy), (ii) questions can only be asked in writing. The company invites shareholders to regularly consult its website (www.mithra.com) for details. In the meantime, we advise all security holders to favor the written vote using the form of proxy and to favor written questions.

1. To take part in the Extraordinary General Meeting, holders of securities will have to comply with the formalities described here below: Only those people who are shareholders of Mithra Pharmaceuticals SA on **August 24th, 2020** at midnight (Belgium time) (hereafter called the **record date**) will have the right to vote in the General Meeting on September 7th, 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. They will, however, have to confirm their desire to attend the Meeting by sending to the company **the notice of attendance** attached to the convening notice. Mithra Pharmaceuticals SA must have received such participation notices no later than **September 1st, 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).

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 **September 1st, 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), provided that the proxy holder produces the original proxy form no later than the date of the Meeting. If these conditions are not met, the company will not recognize the proxy holder's powers. Owners of registered shares wishing to be represented must also comply with the participation notification procedure described above.

3. Holders of dematerialized shares who wish to 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 **September 1st, 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 to attend the Meeting also have to confirm their desire to attend the Meeting by sending to the company the notice of attendance available on Mithra Pharmaceuticals SA's website (www.mithra.com). Mithra Pharmaceuticals SA must have received such participation notices no later than September 1st, 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). Holders of dematerialized shares 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 **September 1st, 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), provided that the proxy holder produces the original proxy form no later than the date of the Meeting. If these conditions are not met, the company will not recognize the proxy holder's powers. The proxy form is available at the registered office of the company and on its website (www.mithra.com).

4. An appointed proxy holder does not necessarily have to be a shareholder of Mithra Pharmaceuticals SA. While appointing a proxy holder, shareholders must in particular pay attention to potential conflicts of interest between them and the proxy holder (see article 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. Any request of this kind must be made in writing, duly signed, be accompanied, as the case may be, by the text of the points to be dealt with and the proposals for decisions relating thereto, or by the text of the proposals for decisions to be placed on the agenda. , and be in the possession of Mithra Pharmaceuticals SA no later than **August, 16th, 2020**, and sent, either by mail to its head office, or by fax, or by electronic means (see below for practical information). The company shall acknowledge receipt of these requests to this address specified by the shareholder, within 48 hours as from receipt of the requests. The request must indicate the postal or electronic address to which Mithra Pharmaceuticals SA can send the acknowledgment of receipt.

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 **August 23rd, 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 written in the notice of meeting.

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 **September 1st, 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 September 7th, 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 **August 8th, 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 **August 8th, 2020**.
8. It is recalled that one share is equal to one vote.
9. Please note that the signatures on the attendance list will be accepted **as from 1:00 p.m. on September 7th, 2020**. In order to attend the meeting, shareholders or proxy holders must attest their identity, and representatives of legal entities must provide documents attesting of their identity and representation powers, at the latest immediately before the start of the meeting. Otherwise, participation to the meeting may be refused.

Sincerely,

Liège, August 7th, 2020

For the Board of directors,
Fanny Rozenberg – Secretary of the Board
On special proxy

Useful information:

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