

Translation for information purpose

**AGENDA OF THE ORDINARY AND EXTRAORDINARY
GENERAL MEETINGS OF SECURITY HOLDERS DATED 20 MAY 2021**

A) Ordinary General Meeting of Shareholders

- 1. Review of the annual report 2020 including the management report 2020;**
- 2. Review of the consolidated annual accounts closed on the 31 December 2020;**
- 3. Review of the statutory auditor's report regarding the consolidated and non-consolidated annual accounts closed on the 31 December 2020;**
- 4. Review and approval of the non-consolidated annual accounts closed on the 31 December 2020;**

Proposed resolution: The General Meeting approves the non-consolidated annual accounts closed on the 31 December 2020.

- 5. Allocation of the results relating to the financial year ended 31 December 2020;**

Proposed resolution: The General Meeting approves the allocation of the results reflected in the annual accounts for the financial year ended 31 December 2020.

- 6. Review and approval of the remuneration report closed on 31 December 2020;**

Proposed resolution: The General Meeting approves the remuneration report related to the financial year closed on 31 December 2020.

- 7. Proposal to grant discharge to the statutory auditor;**

Proposed resolution: The General Meeting grants special discharge to the statutory auditor for the performance of his mandate during the financial year closed on 31 December 2020.

- 8. Proposal to grant discharge of liability to the Board of Directors, including directors who resigned during the 2020 financial year;**

Proposed resolution: The General Meeting grants, by separate vote, discharge of liability to each of the Directors for the performance of their respective mandate during the financial year closed on 31 December 2020.

9. Renewal of the directors' mandate;

Taking into account the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends that the mandates of all directors mentioned in this agenda item 9. be renewed, each for a period of two years.

For further information regarding these proposed directors, reference is made to the corporate governance statement included in the Company's annual report for the year ended December 31, 2020.

On November 25, 2020, the Board of Directors appointed Sunathim BV, represented by its permanent representative, Mr. Ajit Shetty as independent director of the Company by cooptation following the resignation of Castors Development SA, represented by its permanent representative, Mr. Jacques Platieu, from its mandate as independent director. Sunathim BV has continued and completed the mandate of Castors Development NV, which has been appointed for a term extending up to and including the close of the Ordinary General Meeting to be held in 2021 and which will have ruled on the annual accounts for the financial year ending December 31, 2020.

In addition, on December 22, 2020, the Board of Directors appointed TicaConsult BV, represented by its permanent representative, Mr. Erik Van Den Eynden as independent director of the Company by cooptation, replacing Mr. Erik Van Den Eynden, who had also been coopted by the Board of Directors on November 25, 2020, following the resignation of P4Management BV, represented by its permanent representative, Ms. Christiane Malcorps, from its mandate as independent director. TicaConsult BV continued and completed the mandate of Erik Van Den Eynden, who had replaced P4Management BV, who was appointed for a term extending up to and including the close of the Ordinary General Meeting to be held in 2021 and which will have ruled on the annual accounts for the financial year ending December 31, 2020.

Based on information provided by:

- Ahok BV, represented by Mr. Koen Hoffman as permanent representative;
- Mrs. Patricia van Dijck;
- Sunathim BV represented by Mr. Ajit Shetty as permanent representative; and,
- TicaConsult BV, represented by Mr. Erik Van Den Eynden as permanent representative,

it appears that each of them and, if applicable, their permanent representative, meet the applicable requirements to be appointed as independent directors in accordance with Article 7:87 of the Companies and Associations Code and provision 3.5 of the Belgian Corporate Governance Code 2020.

Proposed resolution:

- a) The Shareholders' Meeting decides to renew the mandate of Eva Consulting SRL, represented by its permanent representative, Mr. Jean-Michel Foidart, as an executive director of the Company, for a term of two years, extending up to and including the close of the Ordinary General Meeting to be held in 2023 to approve the financial statements for the fiscal year ending December 31, 2022.

- b) The Shareholders' Meeting decides to renew the mandate of Yima SRL, represented by its permanent representative, Mr. Francesco Fornieri, as non-executive director of the Company, for a period of two years, extending up to and including the close of the Ordinary General Meeting to be held in 2023 to approve the financial statements for the fiscal year ending on December 31, 2022.
- c) The Shareholders' Meeting decides to renew the mandate of Noshag SA, represented by its permanent representative, Mr. Gaëtan Servais, as a non-executive director of the Company, for a term of two years, extending up to and including the close of the Ordinary General Meeting to be held in 2023 to approve the financial statements for the fiscal year ending December 31, 2022.
- d) The Shareholders' Meeting decides to renew the mandate of Mrs. Patricia van Dijck as an independent director of the Company within the meaning of Article 7:87 of the Companies and Associations Code and provision 3.5 of the Belgian Corporate Governance Code 2020, for a term of two years, extending up to and including the close of the Ordinary General Meeting to be held in 2023 to approve the financial statements for the fiscal year ending on December 31, 2022.
- e) The Shareholders' Meeting decides to renew the mandate of Sunathim BV, represented by its permanent representative, Mr. Ajit Shetty, as an independent director of the Company within the meaning of Article 7:87 of the Companies and Associations Code and provision 3.5 of the Belgian Corporate Governance Code 2020, for a term of two years, extending up to and including the closing of the Ordinary General Meeting to be held in 2023, which will decide on the financial statements for the financial year ending on December 31, 2022.
- f) The Shareholders' Meeting decides to renew the mandate of TicaConsult BV, represented by its permanent representative, Mr. Erik van den Eynden, as an independent director of the Company within the meaning of Article 7:87 of the Companies and Associations Code and provision 3.5 of the Belgian Corporate Governance Code 2020, for a term of two years, extending up to and including the closing of the Ordinary General Meeting to be held in 2023, which will decide on the annual accounts for the financial year ending on December 31, 2022.

10. Appointment of Mrs. Amel Tounsi as non-executive director;

Taking into account the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends that Mrs. Amel Tounsi, residing at Place Jean Gabin 1, 1090 Jette, be appointed as non-executive director of the Company for a term of two years, until and including the closing of the Ordinary General Meeting to be held in 2023, which will decide on the annual accounts of the financial year ending on December 31, 2022.

Proposed resolution: The General Meeting decides to appoint Mrs. Amel Tounsi, residing at Place Jean Gabin 1, 1090 Jette, as a non-executive director of the Company, for a period of two years, until and including the closing of the Ordinary General Meeting to be held in 2023 and which will have ruled on the annual accounts for the financial year ending on December 31, 2022.

11. Appointment of Mrs. An Cloet as independent director;

Taking into account the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends that Mrs. An Cloet, residing at Rue Haute 4, 1457 Walhain, be appointed as independent director of the Company for a term of two years, until and including the close of the Ordinary General Meeting to be held in 2023 to approve the annual accounts for the financial year ending on December 31, 2022.

Proposed resolution: The General Meeting decides to appoint Mrs. An Cloet as independent director of the Company within the meaning of article 7:87 of the Companies and Associations Code and provision 3.5 of the Belgian Corporate Governance Code 2020, for a term of two years, until and including the closing of the Ordinary General Meeting to be held in 2023 and which will have ruled on the annual accounts of the financial year ending on December 31, 2022.

Based on the information provided by Ms. An Cloet, it appears that she meets the applicable requirements to be appointed as independent director in accordance with Article 7:87 of the Companies and Associations Code and provision 3.5 of the Belgian Code on Corporate Governance 2020.

12. Appointment of Mrs. Liesbeth Weynants as independent director;

Taking into account the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends that Mrs. Liesbeth Weynants, residing at Avenue Emile de Béco 68, 1050 Ixelles, be appointed as independent director of the Company for a term of two years, until and including the close of the Ordinary General Meeting to be held in 2023 to approve the financial statements for the financial year ending on December 31, 2022.

Proposed resolution: The Shareholders' Meeting decides to appoint Mrs. Liesbeth Weynants as independent director of the Company within the meaning of article 7:87 of the Companies and Associations Code and provision 3.5 of the Belgian Corporate Governance Code 2020, for a term of two years, until and including the closing of the Ordinary General Meeting to be held in 2023 and which will have ruled on the annual accounts of the financial year ending on December 31, 2022.

Based on the information provided by Liesbeth Weynants, it appears that she meets the applicable requirements to be appointed as independent director in accordance with Article 7:87 of the Companies and Associations Code and provision 3.5 of the Belgian Corporate Governance Code 2020.

13. Appointment of SRL ALIUS MODI represented by its permanent representative, Mrs. Valérie Gordenne, as non-executive director

Taking into account the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends that SRL ALIUS MODI, represented by its permanent representative, Mrs. Valérie Gordenne, having its registered office at Bèfve 22 4890 Thimister-Clermont, and registered with the ECB under number 0809.631.185, be appointed as non-executive director of the Company for a term of two years until and including the close of the Ordinary General Meeting to be held in 2023 to approve the financial statements for the financial year ending on December 31, 2022.

Proposed resolution: The Shareholders' Meeting decides to appoint SRL ALIUS MODI, represented by its permanent representative, Mrs. Valérie Gordenne, having its registered office at Bèfve 22, 4890 Thimister-Clermont and registered with the ECB under number 0809.631.185, as non-executive director of the Company, for a term of two years, until and including the closing of the Ordinary General Meeting to be held in 2023 and which will have ruled on the financial statements of the fiscal year ending on December 31, 2022

14. Renewal of the statutory auditor's mandate;

Proposed resolution: The General Meeting, based on the Audit Committee's recommendation and of the Board of Directors, decides to renew the mandate of SCRL BDO Réviseurs d'entreprises (approval B00023) as statutory auditor, having its registered office at 4651 Battice, rue Waucomont 51, duly represented by Mr. Cédric Antonelli, auditor (approval A 02203) in its quality of permanent representative for a three years term with immediate effect and until and including the close of the Ordinary General Meeting to be held in 2024 to approve the financial statements for the fiscal year ending December 31, 2023.

For the duration of his mandate, the annual remuneration of the statutory auditor of the Company will be EUR 158,000 (excluding VAT, taxes and expenses, as the case may be) for the audit of the consolidated accounts of the group and the audit of the statutory (non-consolidated) annual accounts of the Company.

15. Approval of the remuneration policy;

Proposed resolution: In accordance with article 7:89/1 of the Companies and Associations Code, the General Assembly approves the remuneration policy presented by the Board of Directors.

16. Approval of a change of control provision in accordance with Article 7: 151 of the Belgian Companies and Associations Code;

On December 17, 2020, the Company issued 4.250 percent convertible bonds for a total principal amount of EUR 125 million. The terms and conditions of the convertible bonds (the "**Conditions**") can be found on the Company's website. Conditions 5(b)(x) and 6(d) of the convertible bonds provide that in the event of a change of control of the Company, (i) the conversion price of the convertible bonds will be adjusted in proportion to the time already elapsed since the closing date (i.e., December 17, 2020) and (ii) the bondholders will be entitled to request early redemption of their convertible bonds at the principal amount thereof, together with accrued and unpaid interest. For further information on the issuance of the convertible bonds, reference is made to the report of the Board of Directors of the Company prepared in accordance with article 7:198 juncto articles 7:180 and 7:191 of the Companies and Associations Code, which can be found on the Company's website (www.mithra.com).

Proposed resolution: The General Meeting takes note of, approves and ratifies in accordance with article 7: 151 of the Companies and Associations Code, all clauses of the Conditions of the 4.250 percent convertible bonds issued by the Company on December 17, 2020, maturing on December 17, 2025 (ISIN BE6325746855), which take effect at the time a change of control occurs, including, but not limited to, Conditions 5(b)(x) and 6(d) and which fall or could be considered to fall within the scope of Article 7: 151 of the Companies and Associations Code relating to the granting of rights to third parties which substantially affect the assets of the Company or give rise to a substantial debt or liability on its part, where the exercise of such rights is dependent on the launch of a public takeover bid for the shares of the Company or a change of control over it. The Shareholders' Meeting also grants a special power of attorney to each director of the Company and to Mr. Cédric Darcis (legal manager) (each a "Mandatar"), each Mandatar acting alone and with the right of substitution, to carry out the formalities required by Article 7:151 of the Belgian Code of Companies and Associations with respect to this decision, including, but not limited to, the execution of all documents and forms required for the publication of this decision in the Annexes to the Belgian Official Gazette.

B) Extraordinary General Meeting

1. Review of the special report drawn up by the Board of Directors in accordance with article 7: 199 of the Companies and Associations Code relating to the proposal to renew the authorized capital;

Consideration, discussion and communication of the special report of the Board of Directors in accordance with article 7:199 of the Companies and Associations Code regarding the proposal to renew the powers granted to the board of directors within the framework of the authorized capital, as set forth below under items 2. and 3. of the agenda of the Extraordinary General Meeting and setting forth the specific circumstances in which the board of directors will be able to make use of its powers within the framework of the authorized capital, as well as the objectives it will have to pursue.

2. Renewal of the general power granted to the Board of Directors to increase the Company's share capital within the framework the authorized capital;

In order to provide the Board of Directors with the flexibility to raise additional equity when the need arises or an opportunity arises, the Board of Directors proposes to renew the powers granted to it under the authorized capital to increase the Company's capital by a maximum amount equal to 100% of the amount of the Company's capital for a period of five (5) years, all as set forth below. For further information on the circumstances in which the Board of Directors could make use of the authorized capital and on the objectives that the Board of Directors would pursue with the authorized capital, see also the special report mentioned under item 1. of the agenda of the Extraordinary General Meeting.

Proposed resolution: The Shareholders' Meeting decides to approve the renewal of the authorization given to the Board of Directors to increase the capital on one or more occasions, during a period of five (5) years as from the publication in the Annexes to the Belgian Official Gazette of the present authorization, by a total amount up to 100% of the amount of the share capital of the Company, and this in accordance with the terms and conditions set forth in the special report of the Board of Directors prepared in accordance with Article 7:199 of the Companies and Associations Code, as referred to in item 1. of the agenda of the present Extraordinary General Meeting. Accordingly, the Shareholders' Meeting resolves to delete Article 7 A. of the Company's Articles of Association and to replace it with the following text (the date mentioned in the sub-section in square brackets being the date of the Shareholders' Meeting approving the renewed authorized capital, and the amount mentioned in the sub-section in square brackets being the amount of the Company's share capital at the time of the Shareholders' Meeting approving the authorized capital).

" A. The Board of Directors is authorized to increase the capital in one or more transaction within the limits set by law, in particular by issuing convertible bonds and subscription rights, up to a maximum amount of [100% of the Company's capital at the time of adoption of the new authorized capital]. The board of directors is expressly authorized to use this authorization for the following operations:

- Capital increases or issues of convertible bonds or subscription rights with cancellation or limitation of the preferential subscription rights of the existing shareholders;*
- The capital increases or the issuance of convertible bonds or subscription rights with cancellation or limitation of the preferential subscription rights of the existing shareholders for the benefit of one or more specific persons who are not part of the personnel of the Company or its subsidiaries;*
- Capital increases carried out by incorporation of reserves.*

Any such capital increase may take any and all forms, including but not limited to, contributions in cash or in kind, with or without share premium, as well as by incorporation of reserves and/or share premium and/or profits carried forward, to the maximum extent permitted by the law. This authorization is granted to the Board of Directors for a period of five (5) years as from the date of publication in the Annexes to the Belgian Official Gazette of an extract from the minutes of the General Meeting of [date of the Extraordinary General Meeting approving the renewal of the authorized capital]."

3. Renewal of the authorization to the Board of Directors to increase the capital within the framework of the authorized capital after the FSMA has notified the Company of a public takeover bid on the Company's shares.

In order to provide the Board of Directors with the flexibility to raise additional equity when the need arises or an opportunity arises, the Board of Directors proposes to renew the authorization for a period of three (3) years to increase the capital of the Company by limiting or eliminating the preferential subscription rights of the shareholders after the Company has been notified by the Financial Services and Markets Authority (FSMA) of a public takeover bid for the shares of the Company, subject to the provisions of article 7: 202 of the Companies and Associations Code.

For more information on the circumstances in which the Board of Directors could make use of the authorized capital and on the objectives that the board of directors would pursue with the authorized capital, see also the special report mentioned under item 1. of the agenda of the Extraordinary General Meeting.

Proposed resolution: The Shareholders' Meeting resolves to renew the authorization given to the Board of Directors to use the authorization granted under item 2. of the agenda, for a period of three (3) years from the date of this Shareholders' Meeting, after the Company has been notified by the Financial Services and Markets Authority (FSMA) of a public takeover bid on the shares of the Company, subject to the provisions of article 7:202 of the Companies and Associations Code. Accordingly, the Shareholders' Meeting resolves to delete Article 7 B. of the Company's articles of association and to replace it with the following text (the date mentioned in the sub-section in square brackets being the date of the Shareholders' Meeting approving the renewed authorized capital);

"B. The Board of Directors is expressly authorized to make use of the authorization granted under A. even after the Company has received notification from the Authority for Financial Services and Markets that it has received a notice of a public takeover bid for the Company, under the mandatory conditions set forth in Article 7:202 of the Companies and Associations Code. This authorization is granted to the Board of Directors for a period of three (3) years as from the General Meeting of [date of the Extraordinary General Meeting approving the renewal of the authorized capital]. It is renewable."
