

Translation for information purpose

VOTING BY MAIL

In order to be valid, this vote must reach, duly completed, dated and signed, MITHRA PHARMACEUTICALS SA no later than May 14th, 2021, as described in the convening notice. This vote can 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). Votes arriving late or not complying with the required formalities may be rejected.

The undersigned:

First Name, Last name /name of the company: (please complete)

(for legal persons) represented by: (please complete)

Residing at/having its registered office at: (please complete)

Owner of (please complete) shares of Mithra Pharmaceuticals SA, with registered office at rue Saint-Georges 5, 4000 Liège,

hereby give proxy to vote as follows on the items on the agenda of the Ordinary and Extraordinary General Meetings of Mithra Pharmaceuticals SA to be held on **May 20**:

AGENDA AND VOTES

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.

FOR AGAINST ABSTAIN

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.

FOR AGAINST ABSTAIN

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.

FOR AGAINST ABSTAIN

7. Proposal to grant discharge of liability to the statutory auditor;

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

FOR AGAINST ABSTAIN

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 to each of the Directors for the performance of their respective mandate during the financial year closed on 31 December 2020.

1. AHOK SRL., represented by Mr Koen Hoffman, a company registered under the law of Belgium, located Steenvoordestraat 166 in 9070 Destelbergen, Heusden and registered in B.C.E. under number 0457.927.595;

FOR AGAINST ABSTAIN

2. ALYCHLO N.V., represented by Mr Marc Coucke, a company registered under the law of Belgium, located Lembergsteenweg 19 in 9820 Merelbeke and registered in B.C.E. under number 0895.140.645;

FOR AGAINST ABSTAIN

3. AUBISQUE SRL, represented by Ms. Freya Loncin, a company registered under the law of Belgium, located Vlaamsekunstlaan 38 in 2020 Antwerpen and registered in B.C.E under number 0843.087.970;

FOR AGAINST ABSTAIN

4. CG CUBE SRL, represented by Mr Guy Debruyne, a company registered under the law of Luxembourg, located Route d'Arlon 96 à 8210 Mamer (GDL);

FOR AGAINST ABSTAIN

5. EVA CONSULTING SRL, represented by Mr Jean-Michel Foidart, a company registered under the law of Belgium, located sur la Heid 3 in 4870 Trooz and registered in B.C.E. under number 0874.027.804;

FOR AGAINST ABSTAIN

6. YIMA SRL, represented by Mr. François Fornieri, a company registered under the law of Belgium, located rue Saint Georges 5 à 4000 Liège and registered in B.C.E. under the number 0871.523.818;

FOR AGAINST ABSTAIN

7. NOSHAQ SRL, represented by Mr Gaëtan Servais, a company registered under the law of Belgium, located rue Lambert Lombard 3, Hôtel Copis à 4000 Liège and registered in B.C.E. under number 0426.624.509;

FOR AGAINST ABSTAIN

8. CASTORS DEVELOPMENT SA, represented by J. Platieu, a company registered under the law of Belgium, located Chaussée d'Alseberg 421, box A14 in 1420 Braine-L'Alleud;

FOR AGAINST ABSTAIN

9. P. SUINEN SRL, represented by Mr Philippe Suinen, a company registered under the law of Belgium, located Rond-Point Hanon 1 in 6230 Pont-à-Celles and registered in B.C.E. under number 0553.961.555.;

FOR AGAINST ABSTAIN

10. P4Management BVBA, represented by Ms. Christiane Malcorps, a company registered under the law of Belgium, located Merodestraat 9 à 1850 Grimbergen and registered in B.C.E. under the number 0667.907.950;

FOR AGAINST ABSTAIN

11. SELVA Luxembourg SA, represented by Mr Christian Moretti, a company registered under the law of Luxembourg, located Guillaume Kroll street 3 in 1882 Luxembourg (GDL);

FOR AGAINST ABSTAIN

12. NOSHQA PATNER SCRL, represented by Ms. Joanna Tyrekidis, a company registered under the law of Belgium, located rue Lambert Lombard 3, Hôtel Copis à 4000 Liège and registered in B.C.E. under the number 0808.219.836.;

FOR AGAINST ABSTAIN

13. Ms. Patricia Van Dijck, domiciled Boulevard Général Wahis 39 à 1030 Brussels ;

FOR AGAINST ABSTAIN

14. Sunathim SRL, represented by Mr. Ajit Shetty, a company registered under the laws of Belgium, located at Wielewaalstraat 18, 2350 Vosselaar, registered in BCE under number 0871.523.818;

FOR AGAINST ABSTAIN

15. TicaConsult SRL, represented by Mr. Erik van den Eynden, a company registered under the laws of Belgium, located at Kapelaan Smitslaan 20, 2650 Edegem, registered in BCE under number 0636 809 156;

FOR AGAINST ABSTAIN

9. Renewal of the directors' mandate

Proposed resolution: The General Meeting approves, with immediate effect, the renewal of these directors:

1. Sunathim SRL, represented by Mr. Ajit Shetty, a company registered under the laws of Belgium, located at Wielewaalstraat 18, 2350 Vosselaar, registered in BCE under number 0871.523.818. as an independent director according to the independence criteria provided by article 526ter of the Belgian Companies Code, for a period of two (2) years until the General Meeting of the year of expiry of the mandate;

FOR AGAINST ABSTAIN

2. TicaConsult SRL, represented by Mr. Erik van den Eynden, a company registered under the laws of Belgium, located at Kapelaan Smitslaan 20, 2650 Edegem, registered in BCE under number 0636 809 156. as an independent director according to the independence criteria provided by article 526ter of the Belgian Companies Code, for a period of two (2) years until the General Meeting of the year of expiry of the mandate;

FOR AGAINST ABSTAIN

3. EVA CONSULTING SRL, represented by Mr Jean-Michel Foidart, a company registered under the law of Belgium, located sur la Heid 3 in 4870 Trooz and registered in B.C.E. under number 0874.027.804 as an executive director;

FOR AGAINST ABSTAIN

4. YIMA SRL, represented by Mr. François Fornieri, a company registered under the law of Belgium, located rue Saint Georges 5 à 4000 Liège and registered in B.C.E. under the number 0871.523.818 as a non-executive director;

FOR AGAINST ABSTAIN

5. NOSHAQ SRL, represented by Mr Gaëtan Servais, a company registered under the law of Belgium, located rue Lambert Lombard 3, Hôtel Copis à 4000 Liège and registered in B.C.E. under number 0426.624.509 as a non-executive director;

FOR AGAINST ABSTAIN

6. Ms. Patricia Van Dijck, domiciled Boulevard Général Wahis 39 à 1030 Brussels as an independent director according to the independence criteria provided by article 526ter of the Belgian Companies Code, for a period of two (2) years until the General Meeting of the year of expiry of the mandate;

FOR

AGAINST

ABSTAIN

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

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.

FOR

AGAINST

ABSTAIN

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

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.

FOR

AGAINST

ABSTAIN

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

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.

FOR

AGAINST

ABSTAIN

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

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.

FOR AGAINST ABSTAIN

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 AGAINST ABSTAIN

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.

FOR AGAINST ABSTAIN

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

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 "Mandatary"), each Mandatary 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.

FOR

AGAINST

ABSTAIN

A)B) Extraordinary General Meeting

0-1. 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;

0-2. Renewal of the general power granted to the Board of Directors to increase the Company's share capital within the framework the authorized capital;

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]."

FOR

AGAINST

ABSTAIN

12.3. 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.

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."

FOR

AGAINST

ABSTAIN

Provided he/she/it has completed the formalities referred to in the convening notice to that effect, and unless otherwise instructed, the undersigned notes that he/she/it will vote at the Ordinary General Meetings for the total number of shares it owns in the shareholders register or has notified the ownership on the record date at midnight (Belgian time), on 06 May 2021.

If, after the date of this form, new items are added to the agenda, or new motions for a resolution relating to items on the agenda or to be added to the agenda are added at the request of shareholders in compliance with article 7:130 of the Companies Code, the shareholder:

- votes in favour (*);
- abstains from voting (*).

(*) Cross out the option not chosen. If none is crossed out, the shareholder will have to abstain from voting on the new items added to the agendas.

Signed in....., on.....

Signature(s)

Useful Information

Mithra Pharmaceuticals SA

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4000 Liège

Fax : +32(0)4.349.28.21

E-mail : corporate.secretary@mithra.com- Site internet : www.mithra.com

We would appreciate if you could provide us with a telephone number and an e-mail address where we can reach you if necessary, to validate this vote and/or to provide you with additional information relating to the General Meeting:

Tel:

E-mail:¹

¹ Your personal data will be processed in accordance with our Company's Privacy Policy, as published on our website