

Translation for information purpose

PROXY

In order to be valid, this proxy duly completed, dated and signed must reach MITHRA PHARMACEUTICALS SA **no later than the 19<sup>th</sup> of May 2023**, as described in the convening notice. This proxy can be sent by regular mail to the address of the registered office of the company, by fax or by e-mail (see useful information hereafter). Proxies 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 appoints as proxy holder:

First Name, Last name/name of the company:

In order to:

**A.** Represent him/her/it at Mithra Pharmaceuticals SA's **Ordinary and Extraordinary General Meeting** that will be held on **25<sup>th</sup> May 2023, 2 pm** at Mithra CDMO, rue de l'Expansion 57, 4400 Flémalle (Belgium) and to vote in his/her/its name on all the items on the following agenda in the manner hereby described. In case of lack of instructions on how to vote, abstention for one or more of the decisions proposed below or if for any reason the instructions given are not clear, please consider that this is a specific instruction to vote in favor of the proposed resolutions.

**AGENDA AND VOTES**

*Ordinary General Shareholders' Meeting:*

1. **Review of the annual report 2022 including the management report 2022;**
2. **Review of the consolidated annual accounts closed on the 31<sup>st</sup> of December 2022;**
3. **Review of the statutory auditor's report regarding the consolidated and non-consolidated annual accounts closed on the 31<sup>st</sup> of December 2022;**
4. **Review and approval of the non-consolidated annual accounts closed on the 31<sup>st</sup> of December 2022;**

Proposed resolution: The General Meeting approves the non-consolidated annual accounts closed on the 31<sup>st</sup> December 2022.

FOR                      AGAINST                      ABSTAIN

5. **Allocation of the results relating to the financial year ended 31<sup>st</sup> December 2022;**

Proposed resolution: The General Meeting approves the allocation of the results reflected in the annual accounts for the financial year ended 31<sup>st</sup> December 2022.

FOR                      AGAINST                      ABSTAIN

6. **Review and approval of the remuneration report closed on 31<sup>st</sup> December 2022;**

Proposed resolution: The General Meeting approves the remuneration report related to the financial year closed on 31<sup>st</sup> December 2022.

FOR                      AGAINST                      ABSTAIN

7. **Proposal to grant discharge 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<sup>st</sup> December 2022.

FOR                      AGAINST                      ABSTAIN

8. **Proposal to grant discharge of liability to the board of Directors**

Proposed resolution: The General Meeting grants, by special vote, discharge to each of the directors who were in office during the financial year ended 31<sup>st</sup> December 2022 for the performance of their respective duties during that financial year.

1.- TicaConsult SRL, represented by Mr. Erik van den Eynden, a company registered under the law of Belgium, located Kapelaan Smitslaan 20, in 2650 Edegem and registered in B.C.E. under number 0636 809 156;

FOR	AGAINST	ABSTAIN
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2.- Yima SRL, represented by Mr. François Fornieri, a company registered under the law of Belgium, located rue de l'Arbre-Sainte-Barbe 194, in 4000 Rocourt and registered in B.C.E. under number 0871.523.818;

FOR	AGAINST	ABSTAIN
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3.- Sunathim SRL, represented by Mr. Ajit Shetty, a company registered under the law of Belgium, located Wielewaalstraat 18, in 2350 Vosselaar and registered in B.C.E under number 0474.893.093;

FOR	AGAINST	ABSTAIN
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4.- Noshag SA, represented by Mr. Gaëtan Servais, a company registered under the law of Belgium, located rue Lambert Lombard 3, Hôtel Copis, in 4000 Liège and registered in B.C.E under number 0426.624.509;

FOR	AGAINST	ABSTAIN
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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
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6.- Alius Modi SRL, represented by Mrs. Valérie Gordenne, a company registered under the law of Belgium, located Bèfve 22, in 4890 Thimister-Clermont and registered in B.C.E. under the number 0809.631.185;

FOR	AGAINST	ABSTAIN
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7.- Mrs. Amel Tounsi, domiciled in place Jean Gabin 1, in 1090 Jette;

FOR	AGAINST	ABSTAIN
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8.- Mrs. An Cloet, domiciled in rue Haute 4, in 1457 Walhain;

FOR                      AGAINST                      ABSTAIN

9.- Mrs. Liesbeth Weynants, domiciled avenue Emile de Béco 68, in 1050 Ixelles;

FOR                      AGAINST                      ABSTAIN

10.- Mrs. Patricia van Dijck, domiciled boulevard Général Wahis 39, in 1030 Bruxelles;

FOR                      AGAINST                      ABSTAIN

11.- SELVA Luxembourg SA, represented by Mr Christian Moretti, a company incorporated under Luxembourg law, having its registered office at rue des Mérovingiens, 10B 3, 8070 Bertrange (Grand Duchy of Luxembourg) and registered with the Luxembourg Trade and Companies Register under number B215475 and registered with the B.C.E under number bis 0727.790.307;

FOR                      AGAINST                      ABSTAIN

**9. Re-appointment of directors;**

Proposed resolutions:

- a) The General Meeting resolves to renew the mandate of Eva Consulting SRL, represented by Professor Jean-Michel Foidart as its permanent representative, as a 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 2025 to approve the financial statements for the financial year ending 31 December 2024. The remuneration of the director shall be as provided for in the remuneration policy of the Company, as approved from time to time by the general meeting of shareholders and (subject to the provisions of the remuneration policy) as decided by the ordinary general meeting of shareholders held on 20 May 2021;

FOR                      AGAINST                      ABSTAIN

- b) The General Meeting resolves to renew the mandate Selva Luxembourg SA, represented by Mr Christian Moretti as its permanent representative, as a 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 2025 to approve the financial statements for the financial year ending 31 December 2024. The remuneration of the director shall be as provided for in the remuneration policy of the Company, as approved from time to time by the general meeting of shareholders and (subject to the provisions of the remuneration policy) as decided by the ordinary general meeting of shareholders held on 20 May 2021;

FOR                      AGAINST                      ABSTAIN

- c) The General Meeting resolves to renew the mandate of Alius Modi SRL, represented by Mrs. Valérie Gordenne as its permanent representative, as a 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 2025 to approve the financial statements for the financial year ending 31 December 2024. The remuneration of the director shall be as provided for in the remuneration policy of the Company, as approved from time to time by the general meeting of shareholders and (subject to the provisions of the remuneration policy) as decided by the ordinary general meeting of shareholders held on 20 May 2021.

FOR

AGAINST

ABSTAIN

#### 10. Appointment of new independent directors

Proposed resolutions:

- a) The General Meeting resolves to appoint Ribono SRL, with Mr Sidney D. Bens as its permanent representative, as independent director of the Company within the meaning of Article 7:87 of the Belgian Companies and Associations Code and provision 3.5 of the Belgian Code on Corporate Governance 2020, for a term of two years, extending up to and including the close of the Ordinary General Meeting to be held in 2025 to approve the financial statements for the financial year ending 31 December 2024. The remuneration of the director shall be as provided for in the remuneration policy of the Company, as approved from time to time by the general meeting of shareholders and (subject to the provisions of the remuneration policy) as decided by the ordinary general meeting of shareholders held on 20 May 2021.

FOR

AGAINST

ABSTAIN

- b) The General Meeting resolves to appoint Mrs. Inge Beernaert as independent director of the Company within the meaning of Article 7:87 of the Belgian Companies and Associations Code and provision 3.5 of the Belgian Code on Corporate Governance 2020, for a term of two years, extending up to and including the close of the Ordinary General Meeting to be held in 2025 to approve the financial statements for the financial year ending 31 December 2024. The remuneration of the director shall be as provided for in the remuneration policy of the Company, as approved from time to time by the general meeting of shareholders and (subject to the provisions of the remuneration policy) as decided by the ordinary general meeting of shareholders held on 20 May 2021.

FOR

AGAINST

ABSTAIN

- c) The General Meeting resolves to appoint Life Science Strategy Consulting SRL, with Mr Christian Homsy as its permanent representative, as independent director of the Company within the meaning of Article 7:87 of the Belgian Companies and Associations Code and provision 3.5 of the Belgian Code on Corporate Governance 2020, for a term of two years, extending up to and including the close of the Ordinary General Meeting to be held in 2025 to approve the financial statements for the financial year ending 31 December 2024. The remuneration of the director shall be as provided for in the remuneration policy of the Company, as approved from time to time by the general meeting of shareholders and (subject to the provisions of the remuneration policy) as decided by the ordinary general meeting of shareholders held on 20 May 2021.

FOR

AGAINST

ABSTAIN

- d) The General Meeting resolves to appoint Gaudeto SRL, with Mr Jacques Galloy as its permanent representative, as independent director of the Company within the meaning of Article 7:87 of the Belgian Companies and Associations Code and provision 3.5 of the Belgian Code on Corporate Governance 2020, for a term of two years, extending up to and including the close of the Ordinary General Meeting to be held in 2025 to approve the financial statements for the financial year ending 31 December 2024. The remuneration of the director shall be as provided for in the remuneration policy of the Company, as approved from time to time by the general meeting of shareholders and (subject to the provisions of the remuneration policy) as decided by the ordinary general meeting of shareholders held on 20 May 2021.

FOR

AGAINST

ABSTAIN

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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 be represented at the Ordinary General Meeting for the total number of shares it owns in the shareholders register or for which it has notified the ownership on the record date at midnight (Belgian time), on 11<sup>th</sup> May 2023.

If new items have to be added to the agenda, and/or in case of submission of new motions for a resolution relating to items already on the agenda or which have been added at shareholders' request in compliance with article 7:130 of the Belgian Companies and Associations Code, the proxy holder is authorized, in compliance with article 7:130, §4, al.2 of the Belgian Companies and Associations Code, to withdraw from any possible instructions given by the shareholder if the execution of these instructions would compromising the interest of the shareholder.

If, after the effective date of this proxy, new items are added to the agenda, or new motions for a resolution relating to items already on the agenda or which have been added at the request of shareholders in compliance with article 7:130 of the Companies and Associations Code, the proxy holder:

- is authorized to vote (\*);
- must abstain from voting (\*).

(\*) strike out the option not chosen. If none is strike out, the proxy holder will have to abstain from voting on the new items added to the agenda.

**B.** take part in all discussions on the items listed on the agenda for this meeting, cast all votes, pass and sign all acts, items, minutes, attendance lists and other documents:

**C.** in general, do all necessary actions as to properly execute this proxy, granting ratification in advance.

**D.** The undersigned hereby undertakes to indemnify the proxy for any liability which it may incur in relation to any act carried out for the purpose of implementing this proxy, provided that the proxy has respected the scope of the powers granted hereby. Moreover, the undersigned undertakes not to seek the nullity of any resolution approved by the proxy and not to seek damages from the proxy, provided that the proxy has respected the scope of the powers granted hereby.

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

Signature(s) must be preceded by the hand-written words "Good for proxy"

**Useful Information**

Mithra Pharmaceuticals SA

Assemblée Générale

5 rue Saint-Georges

4000 Liège

Fax : +32(0)4.349.28.21

E-mail : [corporate.secretary@mithra.com](mailto:corporate.secretary@mithra.com)- Site internet : [www.mithra.com](http://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, as to validate this proxy and/or to provide you with additional information relating to the General Meeting:

Tel: .....

E-mail: .....<sup>1</sup>

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<sup>1</sup> Your personal data will be processed in accordance with our Company's Privacy Policy, available on our website