

*On 5 October 2023, Mithra Pharmaceuticals SA (the "**Company**") received, in accordance with article 7:130 of the Belgian Companies and Associations Code, a joint request from eight shareholders holding, together, (on the basis of attestations sent to the Company by the aforementioned shareholders, and drawn up by their respective authorized account holders, certifying the registration in their names of the corresponding numbers of dematerialized shares) 6.15% of the Company's outstanding shares, to add additional items and proposed resolutions to the agenda of the special general shareholders' meeting published on 29 September 2023. The additional items and proposed resolutions have been added to the agenda as new items 5 and 6 of the special general meeting's agenda. this schedule has been prepared in this context, by the aforementioned shareholders, and therefore does not represent an opinion or recommendation of the Company and/or its board of directors. **The recommendations of the board of directors on the advice of the nomination and remuneration committee will be published on the Company's website.***

## **SCHEDULE I**

### **INDEPENDENCE REQUIREMENTS**

Section 7:87 BCAC determines that a director of a listed company is deemed to be independent if it does not have a relationship with the company or an important shareholder of the company that jeopardizes its independence.

Compliance with this requirement is assessed by applying the criteria set out in principle 3.5 of the Belgian Corporate Governance Code 2020. A candidate director that complies with these criteria is deemed to be independent until proven otherwise. If a candidate independent director does not comply with these criteria, a justification must be provided why such candidate nevertheless complies with the requirement set out above.

Even though Castors Development SA, with Jacques Platieu as its permanent representative, has been nominated by a group of shareholders holding 3% or more of the Company's capital, it clearly does not have a relationship with the Company, or an important shareholder of the Company, that jeopardizes its independence and thus qualify as an independent director pursuant to Section 7:87 BCAC.

Castors Development SA, with Jacques Platieu as its permanent representative, comply with all of the other criteria of principle 3.5 of the Belgian Corporate Governance Code 2020. The following requirements, as set out in Schedule A (Independence Standards) of the Company's Corporate Governance Charter, are satisfied:

1. The Director does not have a relationship with the Company or a major shareholder thereof whose nature could jeopardize the Director's independence. If the Director is a legal person, the independence criteria should be appreciated both towards the legal person and permanent representative representing it;
2. The Director has not been an executive member of the Board, member of any other surveillance or executive Committee (should such corporate body be created) or daily manager in the Company (or an affiliate of the Company, if any), during a term of 3 years prior to his election;
3. The Director does not hold any stock options of the Company (or an affiliate thereof) linked to that mandate;
4. The Director has not been a non-executive Director for more than 12 years;
5. The Director has not been a member of the managerial staff (*personnel de direction*) of the Company (or an affiliate of the Company, if any) during a term of 3 years prior to his election;
6. The Director does not receive and has not received any remuneration or other significant financial advantage from the Company (or an affiliate of the Company, if any), other than the profit share (*tantièmes*) and remuneration received in his capacity as a non-executive Director or as a member of the supervisory body;
7. The Director, by itself or through joint participation, does not own directly or indirectly (i) any voting rights that represent 10% or more of the voting rights of the Company, (ii) 10% or more of the share capital, the corporate funds or of a category of shares of the Company at the time of his appointment, and has not been appointed by a shareholder which satisfies the requirements listed in point (i) and (ii);
8. The Director does not and, during the past financial year, did not, have a significant business relationship

with the Company (or an affiliate of the Company, if any), either directly or as a partner, shareholder, member of the Board or member of the managerial staff (*personnel de direction*) of a company or of a person that maintains such a relationship;

9. The Director is not and has not been at any time during the past 3 years, a partner or an employee of the Company's (and any of its affiliates) current or former Statutory Auditor or of a company or person affiliated therewith;
10. The Director is not an executive Director of another company in which an executive Director of the Company is a non-executive Director or a member of the supervisory body, and has no other significant ties with executive Directors of the Company through his involvement in other companies or bodies; and
11. The Director's spouse, unmarried legal partner and relatives (via birth or marriage) up to the second degree do not act as a member of the Board, member of the executive Committee or daily manager or member of the managerial staff (*personnel de direction*) in the Company (or an affiliate of the Company, if any), and do not meet one of the criteria set out above, in particular for the point (iii) at least three years after the termination of its last mandate.

Consequently, Castors Development SA, with Jacques Platieu as its permanent representative, does not have a relationship with the Company or any other important shareholder of the Company that jeopardizes its independence and would thus qualify as an independent director pursuant to Section 7:87 BCAC.