

Translation for information purpose

**CONVENING NOTICE TO ATTEND THE ORDINARY GENERAL MEETING
OF SHAREHOLDERS**

Holders of securities are invited to attend:

The Ordinary General Meeting of Shareholders of Mithra Pharmaceuticals SA (the “**Company**”) that will take place on **Thursday 25th May 2023 at 2 pm**, at Mithra CDMO, rue de l'Expansion 57, 4400 Flémalle (Belgium), for the purpose of considering and voting on the following agenda:

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 31st of December 2022;**
- 3. Review of the statutory auditor's report regarding the consolidated and non-consolidated annual accounts closed on the 31st of December 2022;**
- 4. Review and approval of the non-consolidated annual accounts closed on the 31st of December 2022;**
Proposed resolution: The General Meeting approves the non-consolidated annual accounts closed on the 31st of December 2022.
- 5. Allocation of the results relating to the financial year ended on 31st December 2022;**
Proposed resolution: The General Meeting approves the allocation of the results reflected in the annual accounts for the financial year ended on 31st December 2022;
- 6. Review and approval of the remuneration report closed on 31st December 2022;**
Proposed resolution: The General Meeting approves the remuneration report related to the financial year closed on 31st December 2022;
- 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 31st December 2022.
- 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 31st December 2022 for the performance of their respective duties during that financial year.
- 9. Re-appointment of directors;**

Taking into account the recommendation of the nomination and remuneration committee, the board of directors recommends that the terms of office of all directors mentioned in this agenda item 9. be renewed, each for a period of two years.

For further information on these proposed directors, reference is made to the corporate governance statement included in the annual report of the board of directors for the year ending 31 December 2022.

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;
- 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;
- 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.

10. Appointment of new independent directors

Taking into account the recommendation of the nomination and remuneration committee, the board of directors recommends that (a) Ribono SRL with Mr Sidney D. Bens as permanent representative, (b) Mrs Inge Beernaert, (c) Life Science Strategy Consulting SRL with Mr Christian Homsy as permanent representative, and (d) Gaudeto SRL with Mr Jacques Galloy as permanent representative, be appointed as independent directors of the Company for a term of two years each.

On the basis of the information provided by Ribono SRL (in respect of itself and Mr Sidney D. Bens), Ms Inge Beernaert, Life Science Strategy Consulting SRL (in respect of itself and Mr Homsy), and Gaudeto SRL (in respect of itself and Mr Jacques Galloy), it appears that each of them fulfils the applicable requirements for appointment as an independent director in accordance with Article 7:87 of the Belgian Companies and Associations Code and provision 3.5 of the Belgian Code on Corporate Governance 2020.

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.
- 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.
- 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.

- 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.

Considering the COVID-19 pandemic, it is possible that our governments and public authorities may adapt the conditions and modalities for physical participation in the General Meeting. We reserve our rights to issue additional instructions in this regard. These measures are in the interest of the health of the individual security holders, as well as of the Company's employees and other persons responsible for organizing the General Meeting.

The Company will grant access to the General Meeting to security holders, proxy holders and any other persons only to the extent permitted by the measures taken or to be taken by the authorities, as applicable at the time of the General Meeting, and always taking into account the recommendations of the authorities, as well as safety and health considerations.

Details of how to participate in the Ordinary Shareholders' Meeting are set out in this notice of meeting. The Company will also set up a videoconference to enable holders of the Company's securities who have duly registered for the General Meeting and who have duly completed and returned the notice of participation to the Company to follow the General Meeting remotely. Videoconferencing will not be considered as an electronic means of communication to attend and vote at the General Meeting, as referred to in Article 7:137 of the Companies and Associations Code but will be an additional means for the security holders to follow the General Meeting. The Company will closely monitor the situation and applicable actions and may provide further updates relevant or impacting the Ordinary General Meeting on the Company's website (<https://investors.mithra.com/fr/assemblee-des-actionnaires/>).

In order to attend the Ordinary Shareholders' Meeting, shareholders must comply with the following formalities:

1. Only those people who are shareholders of Mithra Pharmaceuticals SA on **11th May 2023** at midnight (Belgium time) (hereafter called the "**record date**") will have the right to participate and vote in the General Meeting on 25th May 2023, regardless of the number of shares held the day of the Meeting.

Holders of subscription rights and convertible bonds of the Company on **11th May 2023** at midnight (Belgium time), (hereinafter the "**record date**") will be entitled to participate but not to vote at the Meeting on 25th May 2023.

2. Holders of registered shares who wish to attend 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 **participation notice** attached to the convening notice. Mithra Pharmaceuticals SA must have received such participation notices no later than **19th May 2023**. 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 Meeting will also have to send a duly filled out and signed **proxy form** (in writing or electronically, where the electronic signature must be a qualified electronic signature within the meaning of Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23rd July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC, as amended), which is attached to the convening notice. Mithra Pharmaceuticals SA must have received such proxies no later than **19th May 2023**. 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). 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 attend 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 **19th May 2023**. 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 **participation notice** available on Mithra Pharmaceuticals SA's website (www.mithra.com). Mithra Pharmaceuticals SA must have received such participation notices no later than **19th May 2023**. 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).

The holders of dematerialized shares who wish to be represented by proxy at the Meeting will additionally have to send a duly filled out and signed **proxy form** (in writing or electronically, where the electronic signature must be a qualified electronic signature within the meaning of Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23rd July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC, as amended). Mithra Pharmaceuticals SA must have received such proxies no later than **19th May 2023**. 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). The proxy form is available at the registered office of the Company and on its website (www.mithra.com).

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 7 :143, §4 of the Belgian Code on Companies and Associations).

4. In accordance with article 7 :130 of the Belgium Code on Companies and Associations 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 such request must be made in writing, duly signed (in writing or electronically, the electronic signature must be a qualified electronic signature within the meaning of Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23rd July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC, as amended). Mithra Pharmaceuticals SA must have received such requests no later than **3rd May 2023**. These requests 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). The Company shall acknowledge receipt of these requests to this address specified by the shareholder, within 48 hours as from receipt of the requests.

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, the Company shall, no later than on **10th May 2023**, 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 Belgium Code on Companies and Associations, 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.

5. 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 **19th May 2023** and may be sent either by regular mail to its registered office or by fax or by e-mail (see useful information hereafter).

6. 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 25th May 2023 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 **25th April 2023**. 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 website of Mithra Pharmaceuticals SA as from **25th April 2023**.
7. It is recalled that one share is equal to one vote.
8. Please note that the signatures on the attendance list will be accepted as **from 1:00 pm on 25th May 2023**. 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.

For the Board of Directors,

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 Site Internet : <http://www.mithra.com>