

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 Mithra Pharmaceuticals SA (the "**Company**") that will take place on **Thursday 30th May 2024 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 2023 including the management report 2023;**
- 2. Review of the consolidated annual accounts closed on December 31st, 2023;**
- 3. Review of the statutory auditor's report regarding the consolidated and non-consolidated annual accounts closed on December 31st, 2023;**
- 4. Review and approval of the non-consolidated annual accounts closed on December 31st, 2023;**
Proposed resolution: The General Meeting approves the non-consolidated annual accounts closed on December 31st, 2023.
- 5. Allocation of the results relating to the financial year ended December 31st, 2023;**
Proposed resolution: The General Meeting approves the allocation of the results reflected in the annual accounts for the financial year closed on December 31st, 2023.
- 6. Review and approval of the remuneration report closed on December 31st, 2023;**
Proposed resolution: The General Meeting approves the remuneration report related to the financial year closed on December 31st, 2023.
- 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 December 31st, 2023.
- 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 on December 31st, 2023 for the performance of their respective duties during that financial year.

9. Replacement of an independent director;

The board of directors recommends that the nomination by cooptation of C2M4E Srl, represented by Mr. Jacques Platieu as permanent representative, as an independent director of the Company be confirmed and continued for a period extending up to and including the closing of the ordinary general shareholders' meeting to be held in 2025 and which will approve the financial statements for the financial year closing on December 31st, 2024. On March 5th, 2024, the board of directors appointed C2M4E Srl, represented by Mr. Jacques Platieu as permanent representative, as an independent director of the Company by cooptation, replacing Castors Development SA, represented by Mr. Jacques Platieu as permanent representative, who had been appointed by the special general meeting held on October 30th, 2023, for a period of two years, extending up to and including the closing of the ordinary general shareholders' meeting to be held in 2025 and which will approve the financial statements for the financial year closing on December 31st, 2024. On the basis of the information provided by C2M4E Srl, represented by Mr. Jacques Platieu as permanent representative, it appears that C2M4E Srl and Mr. Jacques Platieu each meet 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.

Proposed resolution: The general shareholders' meeting resolves to confirm the appointment by cooptation, following the resignation of Castors Development SA, represented by Mr. Jacques Platieu as permanent representative, of C2M4E Srl, represented by Mr. Jacques Platieu as permanent representative, 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 period up extending to and including the closing of the ordinary general shareholders' meeting to be held in 2025 and which will approve the financial statements for the financial year closing on December 31st, 2024. The director's remuneration will be as set out in the Company's remuneration policy, 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 general meeting from time to time.

10. Renewal of the statutory auditor's mandate;

Proposed resolution: The General Meeting, based on the recommendation of the board of directors, decides to renew the mandate of SRL BDO Réviseurs d'entreprises (approval B00023) as statutory auditor, having its registered office at 1935 Zaventem, The Corporate Village, Da Vincilaan 9, R.L.P. Brussels, VAT n° BE 0431.088.289, and who has a unit established at 4651 Battice, rue Waucomont 51, duly represented by Mr. Christophe Pelzer, auditor (approval A02534), as permanent representative in charge of executing the statutory auditor's mandate. The mandate is granted for a three-year term with immediate effect and extending to and including the closing of the Ordinary General meeting to be held in 2027 to approve the financial statements for the fiscal year closing on December 31st, 2026.

For the duration of his mandate, the annual remuneration of the statutory auditor of the Company will be EUR 154,000 (excluding expenses, IRE fees and VAT) for the audit of the consolidated accounts of the group and the audit of the statutory (non-consolidated) annual accounts of the Company.

No attendance quorum: There is no attendance quorum requirement for the deliberation and voting on the items on the above-mentioned agenda of the ordinary general shareholders' meeting.

PARTICIPATION IN THE MEETING

In order to attend the General Meeting, holders of securities must comply with the following formalities:

1. Only those people who are shareholders of Mithra Pharmaceuticals SA on **16th May 2024** at midnight (Belgium time) (hereafter called the "**registration date**") will have the right to participate and vote in the General Meeting on 30th May 2024, regardless of the number of shares held the day of the General Meeting.

Holders of subscription rights and convertible bonds of the Company on **16th May 2024** at midnight (Belgium time), (hereinafter the "**registration date**") will be entitled to participate but not to vote at the General Meeting on 30th May 2024.

2. Holders of registered shares who wish to attend the General Meeting will not have to follow specific procedures to register their shares. The registration of their shares will result from the Company's shareholders register on the registration date. They will, however, have to confirm their desire to attend the General 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 **24th May 2024**. They may be sent either by regular mail to the address of the registered office of the Company or by e-mail (see useful information hereafter).

Holders of registered shares who wish to be represented at the General 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, or a qualified electronic signature within the meaning of article 3.12 of the same Regulation). The Company must have received such proxies no later than **24th May 2024**. They may be sent either by regular mail to the address of the registered office of the Company 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 General Meeting must request a **statement from the authorized account holder or from a central securities depository** certifying the number of dematerialized shares registered in their name in the books of these institutions on the registration date and for which they have confirmed their desire to participate in the General Meeting. The Company must have received such statements no later than **24th May 2024**. They may be sent by regular mail to the address of the registered office of the Company, or by e-mail (see useful information hereafter).

Holders of dematerialized shares who wish to attend the General Meeting also have to confirm their desire to attend the General Meeting by sending to the Company the **participation notice** available at the registered office of the Company and on its website (www.mithra.com). The Company must have received such participation notices no later than **24th May 2024**. They may be sent either by regular mail to the address of the registered office of the Company or by e-mail (see useful information hereafter).

The holders of dematerialized shares who wish to be represented by proxy at the General 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). The Company must have received such proxies no later than **24th May 2024**. They may be sent either by regular mail to the address of the registered office of the Company 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 Companies and Associations Code).

4. In accordance with article 7:130 of the Belgian Companies and Associations Code 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, or a qualified electronic signature within the meaning of article 3.12 of the same Regulation). The Company must have received such requests no later than **8th May 2024**. These requests may be sent either by regular mail to the address of the registered office of the Company, or by e-mail (see useful information hereafter), and should be accompanied, as the case may be, with the text of the items to be dealt with and the proposals for resolutions in relation thereto, or with the text of the proposals for resolutions to be included in the agenda. The Company shall acknowledge receipt of these requests to the postal or electronic address specified by the shareholder, within 48 hours as from receipt of the requests. The requests must include the postal or electronic address to which the Company can acknowledge receipt.

Such request shall be dealt with only if it is accompanied by a document attesting possession of the aforementioned portion of the share capital (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 central securities depository, certifying the registration of the shares in one or more accounts).

Should certain shareholders exercise this right, the Company shall, no later than on **15th May 2024**, 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 Belgian Companies and Associations Code, the proxy holder may, at the General 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) has (have) completed the notification and registration process described in the convening notice.

5. Shareholders who have complied with the formalities to attend the General 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 statutory auditor with regard to his report. These questions must reach the Company no later than **24th May 2024** and may be sent either by regular mail to its registered office or by e-mail (see useful information hereafter).

6. Each holder of registered shares and, upon presentation of a statement by an authorized account holder or a central securities depository 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 General Meeting of 30th May 2024 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 **30th April 2024**. Requests to obtain free copies may be sent either by regular mail to the address of the registered office of the Company, or by e-mail (see useful information hereafter). All these documents are also available on the website of Company as from **30th April 2024**.
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 30th May 2024**. In order to attend the General 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 General Meeting may be refused.

For the board of directors,

Useful information :

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Assemblée Générale

5, rue Saint-Georges

4000 Liège

E-mail : corporate.secretary@mithra.com

Website: <http://www.mithra.com>