

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 May 24<sup>th</sup>, 2024**, as described in the convening notice. This proxy can be sent by regular mail to the address of the registered office of the company 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 (Belgium),

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 General Meeting** that will be held on **30<sup>th</sup> May 2024, at 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 2023 including the management report 2023;**
2. **Review of the consolidated annual accounts closed on December 31<sup>st</sup>, 2023;**
3. **Review of the statutory auditor's report regarding the consolidated and non-consolidated annual accounts closed on December 31<sup>st</sup>, 2023**
4. **Review and approval of the non-consolidated annual accounts closed on December 31<sup>st</sup>, 2023**  
*Proposed resolution:* The General Meeting approves the non-consolidated annual accounts closed on December 31<sup>st</sup>, 2023.

FOR                      AGAINST                      ABSTAIN

5. **Allocation of the results relating to the financial year ended December 31<sup>st</sup>, 2023**  
*Proposed resolution:* The General Meeting approves the allocation of the results reflected in the annual accounts for the financial year closed on December 31<sup>st</sup>, 2023.

FOR                      AGAINST                      ABSTAIN

6. **Review and approval of the remuneration report closed on December 31<sup>st</sup>, 2023**  
*Proposed resolution:* The General Meeting approves the remuneration report related to the financial year closed on December 31<sup>st</sup>, 2023.

FOR                      AGAINST                      ABSTAIN

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 31<sup>st</sup>, 2023.

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 on December 31<sup>st</sup>, 2023 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

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

FOR                      AGAINST                      ABSTAIN

3.- Mrs. Amel Tounsi, domiciled in place Jean Gabin 1, in 1090 Jette;

FOR                      AGAINST                      ABSTAIN

4.- Mrs. An Cloet, domiciled in rue Haute 4, in 1457 Walhain;

FOR                      AGAINST                      ABSTAIN

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

FOR                      AGAINST                      ABSTAIN

6.- Mrs. Patricia van Dijck, domiciled boulevard Général Wahis 39, in 1030 Brussels;

FOR                      AGAINST                      ABSTAIN

7.- Selva Luxembourg SCA, represented by Mr Christian Moretti, a company incorporated under Luxembourg law, having its registered office at rue des Mérovingiens, 10B, 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

8.- Gaudeto SRL, represented by Mr. Jacques Galloy, a company registered under the law of Belgium, located Chemin du Frise 46, in 4671 Blégny and registered in B.C.E under number 0558.910.436;

FOR                      AGAINST                      ABSTAIN

9.- Mrs. Inge Beernaert, domiciled at Emmanuel Viérinlaan 3, b. 21, in 8300 Knokke;

FOR                      AGAINST                      ABSTAIN

10.- Inge Beernaert SRL, represented by Mrs. Inge Beernaert, a company registered under the law of Belgium, located Van Putlei 35A, box 2.2, in 2018 Antwerpen and registered in B.C.E under number 0543.653.920;

FOR                      AGAINST                      ABSTAIN

11.- Ribono SRL, represented by Mr. Sidney D. Bens, a company registered under the law of Belgium, located Square Charles-Maurice Wiser 7, box b23, in 1040 Etterbeek and registered in B.C.E under number 0477.483.983;

FOR                      AGAINST                      ABSTAIN

12.- Life Science Strategy Consulting SRL, represented by Mr. Christian Homsy, a company registered under the law of Belgium, located Clos Trou du Renard 9, in 1380 Lasne and registered in B.C.E under number 0544.869.388;

FOR                      AGAINST                      ABSTAIN

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

FOR                      AGAINST                      ABSTAIN

14.- 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

15.- Castors Development SA, represented by Mr. Jacques Platieu, a company registered under the law of Belgium, located Chaussée d'Alseberg 421, box A14, in 1420 Braine-l'Alleud and registered in B.C.E. under the number 0678.747.008;

FOR

AGAINST

ABSTAIN

**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 31<sup>st</sup>, 2024. On March 5<sup>th</sup>, 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 30<sup>th</sup>, 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 31<sup>st</sup>, 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 31<sup>st</sup>, 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.

FOR

AGAINST

ABSTAIN

#### 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 31<sup>st</sup>, 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.

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 16<sup>th</sup> May 2024.

In case of amendments during the meetings to a proposed resolution or a new proposed resolution:

- the proxy holder shall vote for the amended or new resolution (\*);
- the proxy holder shall vote against the amended or new resolution (\*);
- the proxy holder shall abstain from the vote on the amended or new resolution (\*); or
- the proxy holder shall vote on the amended or new resolution in the manner supported or recommended by the board of directors of the Company (\*).

(\*) strike out the options not chosen. An absence of instruction shall be tantamount to an instruction to vote for the amended or new resolution as will be supported or recommended by the board of directors of the Company.

**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

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.