MITHRA PHARMACEUTICALS
Limited Liability Company

Rue Saint-Georges 5
4000 Liège
Belgium

Registered with the Register of Legal Persons
VAT BE 0466.526.646 (RLP Liège, division Liège)

REPORT OF THE BOARD OF DIRECTORS IN ACCORDANCE WITH ARTICLE 7:198 *JUNCTO* ARTICLES 7:179, 7:191 AND 7:193 OF THE BELGIAN COMPANIES AND ASSOCIATIONS CODE

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1. INTRODUCTION

On 20 June 2022, Mithra Pharmaceuticals SA (the "**Company**") received subscriptions (each subscription, a "**Subscription**") from each of the Investors (as defined below), pursuant to which the Investors agreed to subscribe for 3,871,491 new shares (the "**New Shares**") at a subscription price per New Share of EUR 6.07 (the "**Subscription Price**"), for a total subscription price of EUR 23,499,950.37 (including issue premium), to be issued by the Company pursuant to a capital increase in cash within the framework of the authorised capital, with the dis-application of the preferential subscription rights of the Company's existing shareholders and, insofar as needed, of the existing holders of subscription rights (share options) and/or convertible bonds of the Company, to the benefit of the Investors, as further described below (the "**Transaction**").

For purposes of the Transaction, this report has been prepared by the board of directors of the Company, in accordance with article 7:198 *juncto* articles 7:179, 7:191 and 7:193 of the Belgian Companies and Associations Code of 23 March 2019 (as amended from time to time) (the "**Belgian Companies and Associations Code**"), with respect to the proposal of the board of directors to increase the Company's share capital with an amount of EUR 23,499,950.37 (including issue premium) in cash, within the framework of the authorised capital of the Company, through the issuance of 3,871,491 New Shares at the Subscription Price and to dis-apply, in the interest of the Company, the statutory preferential subscription right of the Company's existing shareholders and, insofar as needed, of the Company's existing holders of subscription rights (share options) and/or convertible bonds, to the benefit of the Investors.

In accordance with article 7:198 *juncto* article 7:179 of the Belgian Companies and Associations Code, the board of directors provides in this report a justification of the proposed Transaction, including a justification of the proposed Subscription Price and a description of the consequences of the proposed Transaction for the financial and shareholders rights of the shareholders of the Company.

In accordance with article 7:198 *juncto* article 7:191 of the Belgian Companies and Associations Code, the board of directors also provides in this report a justification of the proposed dis-application, in the interest of the Company, of the statutory preferential subscription right of the existing shareholders of the Company and, insofar as needed, of the existing holders of subscription rights (share options) and/or convertible bonds of the Company with respect to the proposed capital increase within the framework of the Transaction and a description of the consequences thereof for the financial and shareholders rights of the shareholders.

In accordance with article 7:198 *juncto* article 7:193 of the Belgian Companies and Associations Code, the justification of the proposed Transaction and the Subscription Price takes into account in particular the financial situation of the Company, the identity of the Investors, and the nature and importance of the respective contributions of the Investors.

This report should be read together with the report prepared in accordance with article 7:198 *juncto* articles 7:179, 7:191 and 7:193 of the Belgian Companies and Associations Code by the Company's statutory auditor, BDO Réviseurs d'entreprises SRL, a limited liability company organised and existing under the laws of Belgium, with registered office at Rue Waucomont 51, 4651, Battice, Belgium, represented by Mr. Cédric Antonelli.

2. AUTHORISED CAPITAL

2.1. In general

By virtue of the resolution of the extraordinary general shareholders' meeting of the Company held on 20 May 2021, as published by excerpt in the Annexes to the Belgian Official Gazette of 27 May 2021, under number 21332497, the board of directors of the Company has been granted certain powers to increase the Company's share capital within the framework of the authorised capital. The powers under the authorised capital have been set out in Article 7 of the Company's Articles of Association.

In the framework of this authorisation granted by the general shareholders' meeting, the board of directors has been authorised to increase, in one or more transactions, the share capital of the Company within the limits provided for by law, in particular by issuing convertible bonds and subscription rights, with a maximum amount of EUR 32,019,708.40 (excluding issue premiums, as the case may be). The board of directors is specifically authorised to use this authorisation for the following transactions:

- Share capital increases or issuances of convertible bonds or subscription rights with dis-application or limitation of preferential subscription rights of the shareholders.

- Share capital increases or issuances of convertible bonds with dis-application or limitation of preferential subscription rights of the shareholders to the benefit of one or more specific persons, other than members of the personnel of the Company or its subsidiaries.

- Share capital increases effected by incorporation of reserves.

The capital increases that may be decided upon, pursuant to this authorisation, may take any form whatsoever, including contributions in cash or in kind, with or without issue premium, and also by incorporation of reserves and/or issue premiums and/or profits carried forward, to the extent permitted by law.

The aforementioned authorisation is valid for a period of five (5) years as of the publication of the relevant resolution of the extraordinary shareholders' meeting in the Annexes to the Belgian Official Gazette, i.e. starting on 27 May 2021 until 27 May 2026.

2.2. Available amount in the framework of the authorised capital

So far, the board of directors has used its powers under the authorised capital granted on 20 May 2021 (i) on 21 March 2022 by the issuance of 377,198 new shares for an aggregate amount of EUR 276,146.66 (excluding issue premium), (ii) on 19 April 2022 by the issuance of 489,686 new shares for an aggregate amount of EUR 358,499.12 (excluding issue premium) and (iii) on 31 May 2022 by the issuance of 725,300 new shares for an aggregate amount of EUR 530,992.13 (excluding issue premium). As a result, by virtue of this authorisation, the board of directors is still authorised to increase the Company's share capital by a total amount of EUR 30,854,070.49 (excluding issue premium, if any).

3. PROPOSED TRANSACTION

3.1. Context

In view of the Company's financial situation and cash flow requirements, the board of directors has authorized the Company's management to contact, on a confidential basis, existing shareholders and other potential investors, with whom the Company's management has had prior contacts, to determine whether they were willing to participate in a possible capital increase of the Company. Prior to 20 June 2022, the Company's management had already received commitments from several investors to subscribe for new shares for a total amount of EUR 21.9 million (including issue premium), but still subject to certain conditions. Therefore, on this basis, on 20 June 2022, the Company announced that it intended to proceed with a capital raising for a total amount of at least EUR 20 million through a private placement of new ordinary shares to certain professional, qualified, institutional and other private investors only. Following this announcement, the Company's management obtained subscriptions for additional amounts, and was able to confirm with the respective Investors the final details of the Transaction, notably that they had committed to subscribe for a total of 3,871,491 New Shares at a Subscription Price of EUR 6.07 per New Share, or EUR 23,499,950.37 in total.

The Investors are a mix of existing shareholders wishing to continue and/or strengthen their support of the Company and new professional, qualified, institutional and private investors wishing to join the Company's shareholder structure and provide financial support.

It is also noted that (i) Noshaq SA (director of the Company) has undertaken to subscribe for 411,861 New Shares in the Transaction at the Subscription Price, for a total subscription price of EUR 2,499,996.27 (including issue premium), (ii) Mr. Jean-Michel Foidart, permanent representative of EVA Consulting SRL for the exercise of its mandate as director of the Company, and Marguerite Dessalle (his wife) have undertaken to subscribe to 41,186 New Shares in the Transaction at the Subscription Price, for a total subscription price of EUR 249,999.02 (including issue premium), (iii) Mr. Leon Van Rompay, permanent representative of Van Rompay Management BV for the exercise of its mandate as Chief Executive Officer of the Company, has undertaken to subscribe for 82,372 New Shares in the Transaction at the Subscription Price, for a total subscription price of EUR 499,998.04 (including issue premium), (iv) SRIW SA has undertaken to subscribe for 411,861 New Shares in the Transaction at the Subscription Price, for a total subscription price of EUR 2,499,996.27 (including issue premium), (v) Cheniclem Private Equity SA has undertaken to subscribe for 102,965 New Shares in the Transaction at the Subscription Price, for a total Subscription Price of EUR 624,997.55 (vi) NomaInvest SA has undertaken to subscribe to 263,591 New Shares in the Transaction at the Subscription Price, for a total subscription price of EUR 1,599,997.37 (including issue premium), (vii) Mr. Marc Foidart has undertaken to subscribe for 24,711 New Shares in the Transaction at the Subscription Price, for a total subscription price of EUR 149,995.77 (including the issue premium), (viii) Mr. Stijn Van Rompay has undertaken to subscribe for 370,674 New Shares in the Transaction at the Subscription Price, for a total subscription price of EUR 2,249,991.18 (including issue premium), and (ix) Mr. Stijn Van

Rompay, Mr. Leon Van Rompay, SRIW SA, Cheniclem Private Equity SA, NomaInvest SA, Ms. Marguerite Dessalle, Mr. Marc Foidart and Mr. Jean-Michel Foidart are also former owners of Uteron Pharma to whom the Company still owes a substantial earn-out payment. Therefore, Noshaq SA, Mr. Leon Van Rompay and Mr. Jean-Michel Foidart, and, to the extent necessary and applicable, SRIW SA, Cheniclem Private Equity SA, NomaInvest SA, Ms. Marguerite Dessalle, Mr. Marc Foidart and Mr. Stijn Van Rompay could be qualified as "related parties" in accordance with the International Financial Reporting Standards, as adopted by the European Union ("**IFRS**"). In this context, the procedure of article 7:97 of the Belgian Companies and Associations Code is also applied to the participation of Noshaq SA, Mr. Leon Van Rompay and Mr. Jean-Michel Foidart, and, in so far as needed and applicable, SRIW SA, Cheniclem Private Equity SA, NomaInvest SA, Ms. Marguerite Dessalle, Mr. Marc Foidart and Mr. Stijn Van Rompay in the Transaction.

3.2. Structure of the Transaction

As described in section 3.1 above and in section 3.3 below, pursuant to the Subscriptions, the respective Investors have agreed to subscribe for a total of 3,871,491 New Shares at a Subscription Price of EUR 6.07 per New Share or EUR 23,499,950.37 in total (including issue premium).

In accordance with article 7 of the Company's Articles of Association, the New Shares will be issued by the Company pursuant to a capital increase in cash within the framework of the authorised capital, with the dis-application of the preferential subscription rights of the Company's existing shareholders and, insofar as needed, of the existing holders of subscription rights (share options) and/or convertible bonds of the Company, to the benefit of the Investors.

The New Shares will be subscribed for by each of the investors listed in the table below (together, the "**Investors**") in the proportions indicated below:

Investor	Amount subscribed	Number of New Shares
Alychlo NV, a company incorporated under the laws of Belgium, having its registered office at Lembergsesteenweg 19, 9820 Merelbeke, Belgium and registered with the CBE under number 0895.140.645	EUR 1,999,998.23	329,489
Simon Bullman, of Belgian nationality, residing in Belgium	EUR 499,998.04	82,372
Les Prés Colin SA, a company incorporated under Belgian law with its registered office at Rue Martinroux 32, 6220 Fleurus, Belgium and registered with the CBE under number 0849.994.865	EUR 499,998.04	82,372
Didier Allaer, of Belgian nationality, residing at 1 rue de les waleffes 4530 Villers le Bouillet, Belgium	EUR 399,994.79	65,897
Leon Van Rompay, of Belgian nationality, residing in Belgium	EUR 499,998.04	82,372
Marc Foidart, of Belgian nationality, residing in Belgium	EUR 149,995.77	24,711
Noshaq SA, a company incorporated under Belgian law, with its registered office at rue Lambert Lombard 3, Hôtel Copis in 4000 Liège and registered with the CBE under number 0426.624.509	EUR 2,499,996.27	411,861
Jean-Michel Foidart, a Belgian national, and Margueritte Dessalle, of Belgian nationality, both residing in Belgium	EUR 249,999.02	41,186

Scorpiaux BV, a company incorporated under the laws of Belgium, having its registered office at Blinckaertlaan 4, 8300 Knokke-Heist, Belgium and registered with the CBE under number 0432.884.076	EUR 1,999,998.23	329,489
Société Régionale d'Investissement de Wallonie SA (SRIW), a company incorporated under Belgian law, having its registered office at Avenue Maurice Destenay 13, 4000 Liège, Belgium and registered with the CBE under number 0219.919.487	EUR 2,499,996.27	411,861
François Thys, of Belgian nationality, residing in Belgium	EUR 499,998.04	82,372
Glenernie Long Short Master Fund Ltd, a company incorporated under the laws of England, whose registered office is at Smithson Plaza, 13th Floor, 25 St. Jame's Street, London, SW1A 1HA, United Kingdom, registered at UK Companies House under number 11990658 (Glenernie Capital Ltd acting as agent on a discretionary basis)	EUR 3,135,500.99	516,557
Vittoria Fund - GC, L.P., a corporation organized under the laws of Delaware, having its principal place of business c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware, with a mailing address c/o Veritable, L.P., 6022 West Chester, Newtown Square, PA 19073, United-States (Glenernie Capital Ltd. acting as agent on a discretionary basis)	EUR 1,864,497.62	307,166
Cheniclem Private Equity SA, a company incorporated under Belgian law, with its registered office at Rue de Wanzoul 68, 4520 Vinalmont, Belgium and registered with the CBE under number 0828.125.622	EUR 624,997.55	102,965
Jean-Marc Durbuis, of Belgian nationality, residing in Belgium	EUR 749,997.06	123,558
Baudouin Jolly, of Belgian nationality, residing in Belgium	EUR 1,224,998.84	201,812
Stijn Van Rompay, of Belgian nationality, residing in Belgium	EUR 2,249,991.18	370,674
NomaInvest SA, a company incorporated under Belgian law, having its registered office at Eichenberg 41, 4700 Eupen, Belgium and registered with the CBE under number 0466.526.646	EUR 1,599,997.37	263,591
Koramic Finance Company NV, a company incorporated under the laws of Belgium, having its registered office at Kapel Ter Bede 84, 8500 Kortrijk, Belgium and registered with the CBE under number 0460.996.458	EUR 249,999.02	41,186
Total	**EUR 23,499,950.37**	**3,871,491**

The capital increase and subscription for the New Shares will take place on or around 24 June 2022.

3.3. Dis-application of the preferential subscription right of existing shareholders

Within the framework of the contemplated Transaction, the board of directors proposes to dis-apply the preferential subscription right of the Company's existing shareholders and, insofar as needed, of the Company's existing holders of subscription rights (share options) and/or convertible bonds, in accordance with article 7:198 *juncto* article 7:193 of the Belgian Companies and Associations Code, to the benefit of the respective Investors mentioned above.

The dis-application of the preferential subscription right of the existing shareholders and, insofar as needed, of the current holders of subscription rights (share options) and/or convertible bonds, allows the Company to place the New Shares with the Investors in accordance with the terms and conditions of the respective Subscriptions.

3.4. Subscription Price

The Subscription Price of EUR 6.07 per New Share has been determined following discussions with the respective Investors, based on the private placement described in section 3.1. The Subscription Price reflects a discount of 5% compared to the closing price of the existing shares of the Company on the regulated market of Euronext Brussels on the trading day immediately preceding the announcement of the Transaction (i.e., the closing price of EUR 6.39, on Friday 17 June 2022).

The Subscription Price will be booked as share capital. However, the amount by which the Subscription Price shall exceed the fractional value of the existing shares of the Company (i.e., rounded EUR 0.7321) shall be booked as issue premium. This issue premium will be accounted for on the liabilities side of the Company's balance sheet as net equity. The account on which the issue premium will be booked shall, like the Company's share capital, serve as the guarantee for third parties and, save for the possibility of capitalisation of these reserves, can only be reduced or cancelled by a decision of the general shareholders' meeting acting under the conditions required for the amendment of the Company's articles of association. Consequently, a rounded amount of EUR 0.7321 per New Share (or EUR 2,834,318.56 in total) shall be booked as share capital, and a rounded amount of EUR 5.3379 per New Share (or EUR 20,665,631.81 in total) shall be booked as issue premium.

3.5. Rights attached to the New Shares

All New Shares shall have the same rights and benefits as, and rank *pari passu* in all respects, including as to entitlement to dividends and distributions, with the existing and outstanding shares of the Company at the moment of their issuance, and will be entitled to dividends and distributions in respect of which the relevant record date or due date falls on or after the date of issuance of the New Shares.

3.6. Admission to trading of the New Shares

All of the New Shares shall be admitted to listing and trading on the regulated market of Euronext Brussels. To this end, the Company will make the necessary filings and applications, in accordance with applicable laws and regulations, in order to allow an admission to listing and trading on the regulated market of Euronext Brussels following the issuance of New Shares in the Transaction.

4. JUSTIFICATION OF THE PROPOSED TRANSACTION

The board of directors believes that the Transaction is in the best interests of the Company because, if completed, the Transaction will enable the Company to strengthen its balance sheet, improve its cash position and proactively optimize its capital structure. The Company's operations are capital intensive and require additional financing.

Notably, the Company intends to use the net proceeds of the Transaction primarily to (i) support the expenses related to the additional studies associated with the Phase III trial of the new generation hormonal treatment Donesta® and the post-approval safety study (PASS) of the Estelle® contraceptive treatment (ii) to finance its working capital needs, such as the purchase of active pharmaceutical ingredients (APIs) and excipients for the safety stock of the Myring® hormonal contraceptive ring and the Estelle® oral contraceptive pill, (iii) as well as for general corporate purposes. This use of the net proceeds of the Transaction represents the Company's intentions based on its current business plans and conditions, which may change in the future depending on the evolution of its business plans and conditions.

The proposed Transaction is in addition to other financing options that could potentially be implemented in the short and medium term. In particular, the Company's management is currently in exclusive negotiations for a secured convertible loan for a principal amount of up to EUR 100 million, to be drawn down in several tranches subject to certain conditions, with a maximum amount outstanding at any time not exceeding EUR 65 million or, subject to the satisfaction of certain conditions, EUR 75 million. The financing is expected to be convertible into new shares of the Company at the option of the lenders. Interest, fees and other amounts due to the lenders may also be payable, in whole or in part, in shares. The financing is still subject to discussion, negotiation and the satisfaction of certain conditions precedent, and there can be no assurance that the financing will be completed as described above. If completed, the Company intends to use the net proceeds of the financing also to reduce its current financial obligations. In addition, the Company intends to pursue and accelerate a cost reduction project to improve the Company's cash flow and performance.

In addition, the Company intends to pursue and accelerate a cost reduction project to improve the Company's cash flow and performance. If completed, this additional funding would be in addition to the facilities already arranged with GSI and LDA Capital.

The board of directors also notes that other sources of financing to strengthen the Company's cash position were considered, such as, among other things, an accelerated bookbuilding process via a private placement with a large group of professional, institutional and qualified investors. However, such financing was not available on terms acceptable to the Company. If the Company was not able to raise additional funds to expand its working capital, the Company would have to divest certain of its assets or implement other measures in order to ensure its going concern. This would be to the detriment not only of the Company's employees and its shareholders, but also of the patients who, in the Company's view, benefit from its products and treatments. Furthermore, as described above, there is no guarantee that the aforementioned convertible debt financing will ultimately be completed.

Finally, the investment by existing and new shareholders can be seen as a further expression of their support for the Company's activities and strategy.

For all of these reasons, the board of directors of the Company believes that the proposed Transaction is in the best interest of the Company, its shareholders and other stakeholders.

5. JUSTIFICATION OF THE SUBSCRIPTION PRICE

The Subscription Price of EUR 6.07 per New Share has been determined following discussions with the respective Investors and has been determined as described in sections 3.1 and 3.4 above.

Even though some of the Investors may qualify as "related parties" under IFRS, they were not involved in the final decision making process of the Company in relation to the determination of the Subscription Price and the Transaction in general. The Subscription Price has therefore been determined independently.

The final Subscription Price of EUR 6.07 represents a discount of 5% compared to the closing price of the Company's existing shares on the regulated market of Euronext Brussels on the trading day immediately preceding the announcement of the Transaction (i.e., the closing price of EUR 6.39, on Friday 17 June 2022). This discount reflects, among other things, a compensation for the limited liquidity of the Company's shares notwithstanding the trading of the Company's shares on Euronext Brussels. This is, however, outweighed by the risks and disadvantages if the Company were not able to raise new funds to support its working capital and its going concern, and the benefits of the Transaction, as referred to in the section 4 above. Furthermore, this discount is comparable to, or even lower than, the discount that would be applied if the Company were to raise new funds by means of a broad placement of new shares with institutional, qualified or professional investors. Customarily, the discount in such transactions ranges ca. 8-10% (and sometimes more) compared to the market price of the issuer's shares at that time.

Finally, the board of directors points out that due to macro-economic factors, such as rising interest rates, the geopolitical situation in Eastern Europe and declining investor confidence in general, the capital markets have been extremely volatile. The market price of many listed financial instruments has suffered substantial reductions, and a number of previously available sources of financing, particularly for life science companies, are no longer available or only at less attractive terms.

Therefore, in view of all the foregoing, the board of directors believes that the Subscription Price is not unreasonable and is in the best interest of the Company, its shareholders and other stakeholders.

6. JUSTIFICATION OF THE DIS-APPLICATION OF THE PREFERENTIAL SUBSCRIPTION RIGHT

In the framework of the contemplated Transaction as described above, the board of directors proposes to dis-apply the preferential subscription right of the existing shareholders of the Company and, insofar as needed, of the existing holders of subscription rights (share options) and/or convertible bonds of the Company in accordance with article 7:198 *juncto* articles 7:191 and 7:193 of the Belgian Companies and Associations Code, to the benefit of the Investors.

The dis-application of the preferential subscription right of the existing shareholders and, insofar as needed, of the existing holders of subscription rights (*share options*), allows the Company to offer the New Shares to the Investors in accordance with their respective Subscriptions.

First, this allows the Company to raise a significant amount of funds through a fast and efficient process in order to further fund its activities, as set out in sections 4 and 5.

Secondly, the board of directors notes that other sources of financing to strengthen the Company's cash position were considered, such as, among others, an accelerated bookbuilding process via a private placement with a large group of professional, institutional and qualified investors. However, such financing was not available on terms acceptable to the Company. In addition, as indicated in the section 4, the Company's management is currently in exclusive negotiations for a secured convertible loan for a principal amount of up to 100 million, although this financing is still subject to discussion, negotiation and the satisfaction of certain conditions precedent, and there can be no assurance that such financing will be completed as described above. If the Company was not able to raise additional funds to expand its working capital, it could be detrimental to its ability to continue as a going concern. This would be to the detriment not only of the Company's employees and its shareholders, but also of the patients who, in the Company's view, benefit from its products and treatments.

Finally, and taking into account the Company's experience at the occasion of the initial public offering completed in 2015 and subsequent private placements, the board of directors is not in favour of proceeding with a fund raising by means of a public offering at this stage, but rather through a private placement with the Investors. A public offering is not only very costly for the Company, but it also requires a considerably longer preparation, as a result of which the Company could miss a potential window of opportunity which, according to the Company's financial advisors, currently exists to attract additional funds. It is indeed uncertain that such a window of opportunity would still exist in the near future. The private placement with the Investors, hence, allows the Company to raise new funds in a fast and cost efficient manner.

For all the above reasons, the board of directors is of the opinion that the contemplated capital increase, even with the dis-application of the preferential subscription right to the benefit of the Investors and notwithstanding the dilution following therefrom for the shareholders and, as the case may be, the holders of subscription rights (share options) and/or convertible bonds, is in the interest of the Company and the existing shareholders and the current holders of subscription rights (share options) and/or convertible bonds, as this will allow the Company to swiftly and cost-efficiently attract new funds that are needed to fund its activities and support its going concern over the next months.

7. CERTAIN FINANCIAL CONSEQUENCES

7.1. Introductory comment

The following paragraphs provide an overview of certain financial consequences of the proposed Transaction. For further information with regard to the financial consequences of the proposed Transaction, reference is also made to the report prepared in accordance with article 7:198 *juncto* articles 7:179, 7:191 and 7:193 of the Belgian Companies and Associations Code by the statutory auditor of the Company, BDO Réviseurs d'entreprises SRL.

Subject to the foregoing, in order to illustrate certain financial consequences of the Transaction and notably the dilution for the shareholders, the following parameters and assumptions were used:

(a) At the date of this report, the share capital of the Company amounts to EUR 33,739,072.34 represented by 46,085,634 shares without nominal value, each representing the same fraction of the share capital, *i.e.*, rounded to EUR 0.7321. The share capital is entirely and unconditionally subscribed for and is fully paid up.

(b) At the date of this report, the following 1,785,617 subscription rights issued by the Company are still outstanding (the "**Share Options"**)

  (i) 1,394,900 outstanding Share Options issued by the Company on 5 November 2018, entitling their holders to subscribe to one share upon exercise of one relevant Share Option (the "**2018 Share Options**"); and

  (ii) 390,717 outstanding Share Options, issued by the Company on 20 November 2020, entitling their holders to subscribe for one share upon exercise of one relevant Share Option (the "**2020 Share Options**").

  In this report, when reference is made to any "outstanding" Share Options, this refers to, respectively, Share Options that have not yet been granted but can still be granted and (depending on the terms and conditions of such Share Options and, as the case may be, the decisions taken by the board of directors and/or the general shareholders' meeting of the Company) have not yet expired, and Share Options that have already been granted and (depending on the terms and conditions of such Share Options) have not yet expired. With respect to the 2018 Share Options, the number of outstanding Share Options mentioned above takes into account the decision taken by the board of directors of the Company on 20 November 2020 to no longer grant 390,717 2018 Share Options.

  For the purpose of the full-dilution scenario calculations below, it is assumed that all of the outstanding Share Options have become exercisable and are exercised. On this basis, if all Share Options were exercised, 1,785,617 new shares would have to be issued by the Company.

(c) On 23 April 2020, the Company, LDA Capital Limited ("**LDA Capital**"), LDA Capital, LLC, and three existing shareholders of the Company (i.e., François Fornieri, Alychlo NV and Noshaq SA) (the "**Share Lending Shareholders**") entered into a put option agreement (the "**Put Option Agreement**"). Subsequently, the Company, LDA Capital, LDA Capital, LLC, and the Share Lending Shareholders entered into an addendum to the Put Agreement.

Pursuant to the Put Option Agreement (as amended), LDA Capital has agreed to commit a maximum amount of EUR 75,000,000 (the "**Commitment Amount**") in cash within a maximum of five years in exchange for new ordinary shares in the Company. This amount will be released, based on drawdowns by the Company in the form of put options which the Company has the right to exercise at its sole discretion (via so-called "put option notices"). The Company is entitled to issue a put notice to LDA Capital on any trading day during a time period commencing on 23 April 2020 and expiring on the earlier of (i) 23 April 2025 or (ii) the date on which LDA Capital has subscribed for an aggregate amount of EUR 75,000,000 under the Put Option Agreement (the "**Commitment Period**").

On 29 May 2020, the Company issued its first put option notice to LDA Capital pursuant to which LDA Capital subscribed for a total of 159,800 shares at a subscription price of EUR 19.43 per share, for a total subscription price of EUR 3,104,869.00 (including issue premium). The shares were issued on 5 August 2020.

On 2 July 2021, the Company issued its second put option notice to LDA Capital whereby LDA Capital subscribed for a total of 314,162 shares at a subscription price of EUR 18.23 per share, for a total subscription price of EUR 5,727,177.00 (including issue premium). The shares were issued on 10 November 2021.

On 20 December 2021, the Company issued its third put option notice to LDA Capital whereby LDA Capital subscribed for a total of 442,191 shares at a subscription price of EUR 18.23 per share, for a total subscription price of EUR 7,737,413.97 (including issue premium). The shares were issued on 14 February 2022.

On 28 April 2022, the Company issued its fourth put option notice without this put option being realized yet. Therefore, as of today, the remaining Commitment Amount is EUR 58,106,812.00.

In accordance with the undertakings given by the Company under the Financing Agreement (as defined below), the Company does not in principle intend to send any new put option notice until the expiration of the Financing Agreement, save exceptions and with prior approval of GSI (as defined below). If the Transaction and the secured convertible loan financing are completed, the Put Option Agreement would be used as a complement to them.

Notwithstanding the above, in order to illustrate the dilutive effects below, it is assumed that the remaining Commitment Amount (i.e. EUR 58,106,812.00) is fully invested by LDA Capital at the same subscription price per share as the Subscription Price of the New Shares.

(d) As part of the Put Option Agreement, on 22 July 2020 (as amended), the Company issued subscription rights to LDA Capital for up to 690,000 new ordinary shares of the Company at an exercise price of EUR 27.00 per ordinary share (subject to customary adjustments) (the "**LDA Warrants**"). For the purpose of the calculation of the full dilution scenario below, it is assumed that all LDA Warrants have become fully exercisable and have been validly exercised by LDA Capital at an exercise price of

EUR 27.00 per new share. On this basis, if all 690,000 LDA Warrants were exercised, 690,000 new shares would need to be issued by the Company.

It should be noted that the conditions of the LDA Warrants contain anti-dilutive mechanisms under which the exercise price of the LDA Warrants will be adjusted and reduced on the basis of specific formulas in the context of certain capital-related or similar transactions. On this basis, the Transaction is likely to result in a downward adjustment of the exercise price of the LDA Warrants in line with the issue price of the new shares. For the purposes of the simulations below, it is assumed that such adjustments will not be triggered by the Transaction.

(e) Pursuant to the Put Option Agreement, the respective Share Lending Shareholders have agreed to provide to LDA Capital a share lending facility (the "**Share Lending Facility**"). The Share Lending Facility allows LDA Capital to hedge its risk against the amount it has to pay-up pursuant to the exercise of the put options. In consideration of the willingness of the respective Share Lending Shareholders to provide the Share Lending Facility, on 7 September 2020, the Company has issued to the Share Lending Shareholders a number of subscription rights, exercisable for a maximum of 300,000 new shares of the Company, at an exercise price of EUR 27.00 per ordinary share (the "**Share Lending Warrants"**). For the purpose of the calculation of the full dilution scenario below, it is assumed that all of the Share Lending Warrants have become fully exercisable and have been validly exercised by the respective Share Lending Shareholders at an exercise price of EUR 27.00 per new share. It should be noted that only a maximum number of 300,000 Share Lending Warrants can be exercised. On this basis, if all 300,000 Share Lending Warrants were exercised, 300,000 new shares would need to be issued by the Company.

The conditions of the Share Lending Warrants contain the same anti-dilution mechanisms as those included in the terms of the LDA Warrants (see paragraph (e) above). For the purposes of the simulations below, it is assumed that such adjustments will not be triggered by the Transaction.

(f) On 17 December 2021, the Company issued 1,250 senior unsecured convertible bonds due on 17 December 2025, for a total amount of EUR 125,000,000, each convertible bond having been issued in dematerialised form with a nominal value of EUR 100,000 (the "**Convertible Bonds"**). The Convertible Bonds bear a coupon of 4.250% per annum, payable semi-annually in arrears in equal instalments on 17 December and 17 June of each year, commencing on 17 June 2021, and are convertible into ordinary shares of the Company at an initial conversion price of EUR 25.1917 (which price is subject to customary potential adjustments, as included in the terms of the Convertible Bonds)

As of the date of this report, no Convertible Bonds have been converted and the conversion price has not been subject to customary adjustments. Therefore, for the purpose of illustrating the dilutive effects below, it is assumed that all Convertible Bonds have been converted at the initial conversion price (i.e., EUR 25.1917). On this basis, if all the Convertible Bonds were converted, 4,961,952 new shares would have to be issued by the Company. It should be noted that upon conversion of the Convertible Bonds, the Company may also deliver to the relevant Convertible Bondholders existing shares (to the extent available at that time), instead of issuing new shares. In order to illustrate the dilutive effects below, it is assumed that only new shares are issued upon conversion of the Convertible Bonds. If existing shares were delivered, the effects would be different.

It should also be noted that the terms of the Convertible Bonds contain anti-dilution mechanisms under which the initial conversion price of the Convertible Bonds will be adjusted downward based on specific formulas in the context of certain capital or similar transactions. The Transaction may be one of those transactions that may result in a downward adjustment of the initial conversion price of the Convertible Bonds based on the issue price of the new shares. In the event of an adjustment of the initial conversion price of the Convertible Bonds, the number of shares that may be issued upon conversion of the Convertible Bonds will be increased proportionally. For the purposes of the simulations below, it is assumed that such adjustments will not be triggered by the Transaction.

(g) On 4 February 2022, the Company and Goldman Sachs International ("**GSI**") entered into an equity financing agreement (the "**Financing Agreement**") pursuant to which the Company may require GSI (subject to certain conditions) to provide financing to the Company in an aggregate amount of up to EUR 100,000,000.00 (including issue premium, as the case may be) (the "**Committed Amount**"), by way of several drawings. In the event that a drawdown is accepted by GSI in accordance with the terms of the Financing Agreement, GSI is required to prepay the amount drawn to the Company. GSI has the option (subject to certain conditions) to convert the amount drawn (in whole or in part) into shares, by contribution in kind of the receivable underlying such amount, within a period of no more than 22 trading days following the second anniversary of the date of the Financing Agreement (i.e., no later than March 2024). The number of shares to be issued upon conversion is equal to the amount of the receivable to be contributed, divided by the lowest daily volume weighted average trading price of the Company's share over a 10 trading days period preceding the date on which GSI elects to convert, but reduced by a 3% discount. Notwithstanding the foregoing, whenever there is a share settlement, the Company shall have the option to settle the relevant amount by the payment in cash of an amount equal to 105% of the product of the number of shares that would otherwise have been issuable in the event of a stock settlement multiplied by an amount per share equal to the arithmetic average of the daily volume weighted average prices of the Company's shares for a period of 10 trading days after the Company elects to settle in cash. For more information regarding the Financing Agreement, reference is made to the report of the board of directors, dated 4 February 2022, a copy of which is available on the Company's website.

On 4 February 2022, the Company issued its first drawdown request to GSI for an amount of EUR 10,000,000.00. Following this first drawdown, upon exercise of a first call option by GSI under the Financing Agreement, GSI subscribed for a total of 377,198 shares at a subscription price of EUR 13.26 per share, for a total subscription price of EUR 5,000,000.02 (including issue premium). The shares were issued on 21 March 2022.

On 21 March 2022, the Company issued its second drawdown request to GSI for an amount of EUR 5,000,000.00 without a new conversion being carried out at GSI's request. Following this second drawdown, upon exercise of a second call option by GSI under the Financing Agreement, GSI subscribed for a total of 489,686 shares at a subscription price of EUR 10.21 per share, for a total subscription price of EUR 5,000,000.02 (including issue premium). The shares were issued on 19 April 2022.

Following the exercise of the second call option finalized on 19 April 2022, upon exercise of a third call option by GSI under the Financing Agreement, GSI subscribed for a total of 725,300 shares at a subscription price of EUR 6.89 per share, for a total subscription price of EUR 5,000,000.02 (including issue premium). The shares were issued on 31 May 2022. Therefore, as of today, the remaining Committed Amount (potentially) to be converted into shares is EUR 84,999,999.94. If the Transaction and the secured convertible loan financing are completed, the Financing Agreement would be used as a complement to them.

It is noted that one of the conditions for the Company to be able to make a drawdown under the Financing Agreement is that the lowest daily volume weighted average price of the Company's shares during the 10 trading days preceding the date of the Company's drawdown request must not be less than EUR 10.00 per share. That being said, for the purposes of the simulations below and in order to show maximum dilution, it is assumed that the remaining Committed Amount to be converted (i.e., EUR 84,999,999.94) is fully converted at a conversion price equal to the Subscription Price, less a 3% discount (i.e., EUR 5.89).

(h) Upon the issuance of new shares under the Put Option Agreement and/or the Financing Agreement, the amount of the subscription price of the new shares concerned will be allocated to the accounting net equity (in the form of share capital and issue premium). Likewise, upon the issuance of new shares pursuant to the exercise of the LDA Warrants, the Share Lending Warrants and the Share Options, and/or following the conversion of the Convertible Bonds, the relevant exercise or conversion price will be allocated to the accounting net equity (as share capital and issue premium). The amount that shall be booked as share capital shall, on a per share basis, be equal to the amount of the fractional value of the Company's shares (currently amounting to rounded EUR 0.7321 per share). The balance shall be booked as issue premium.

In this report, when reference is made to "*outstanding dilutive instruments*", it refers, respectively, to the issuance of new shares to LDA under the Put Option Agreement, the exercise of the LDA Warrants, the exercise of the Share Lending Warrants, the exercise of the outstanding Share Options, the conversion of the Convertible Bonds, and the issuance of new shares to GSI under the Financing Agreement.

The question whether new shares will be issued pursuant to the Put Option Agreement and/or the Financing Agreement will ultimately depend on a decision still to be taken by the Company to exercise the put option mechanism and/or to proceed with a drawdown. The ability of the Company to exercise such mechanisms will depend on several factors, including the Company's financing needs at that time and whether there are other financial means available to the Company.

The question whether the Share Options, the LDA Warrants and the Share Lending Warrants will be effectively exercised, and whether the Convertible Bonds will be converted, will ultimately depend on the decision of the respective holders of the warrants or Convertible Bonds. In particular, the holder of a warrant or Convertible Bond could realise a capital gain at the time of exercise or conversion if the market price of the Company's shares at that moment is higher than the exercise or conversion price, and if the shares can be sold at such price on the market. As a result LDA Capital and the holders of the Share Lending Warrants will likely not exercise the respective LDA Warrants and Share Lending Warrants if the market price of the shares of the Company is less than EUR 27.00 per share. Similarly, it is unlikely that the Convertible Bonds will be converted if the conversion price (currently EUR 25.1917) is higher than the share price.

7.2. Evolution of the share capital, voting rights, participation in the results and other shareholders rights

Each share in the Company currently represents an equal part of the share capital of the Company and provides for one vote in function of the capital it represents. The issuance of the

New Shares in the framework of the Transaction will lead to a dilution of the existing shareholders of the Company and of the relative voting power of each share in the Company.

The dilution relating to the voting right also applies, *mutatis mutandis*, to the participation of each share in the profit and liquidation proceeds and other rights attached to the shares of the Company, such as the statutory preferential subscription right in case of a capital increase in cash through the issuance of new shares or in case of the issuance of new subscription rights or convertible bonds.

In particular, prior to the Transaction (and prior to the issuance of new shares pursuant the other outstanding dilutive instruments), each share of the Company participates equally in the profit and liquidation proceeds of the Company and each shareholder has a statutory preferential right in case of a capital increase in cash or in case of the issuance of new subscription rights or convertible bonds. In case of the issuance of the New Shares in the framework of the Transaction, the New Shares to be issued will have the same rights and benefits as, and rank *pari passu* in all respects with, the existing and outstanding shares of the Company at the moment of their issuance and delivery and will be entitled to distributions in respect of which the relevant record date or due date falls on or after the date of issuance and delivery of the New Shares. As a result and to the extent that the New Shares will be issued, the participation of the existing shares in the profit and liquidation proceeds of the Company, and their holder's the statutory preferential right in case of a capital increase in cash, shall be diluted proportionately.

A similar dilution occurs upon exercise of the other outstanding dilutive instruments.

Without prejudice to the methodological reservations set out in section 7.1, the evolution of the share capital and the number of shares, with voting rights attached thereto, of the Company as a result of the proposed Transaction is simulated below in a scenario before dilution due to outstanding dilutive instruments, as well as in a scenario after dilution due to outstanding dilutive instruments.

Evolution of the number of outstanding shares

After the Transaction but before dilution due to outstanding dilutive instruments	
(A) Outstanding shares..	46,085,634
(B) New Shares to be issued in the Transaction	3,871,491
(C) Total number of shares outstanding after (B)	49,957,125
(D) Dilution..	7.75%
After dilution due to outstanding dilutive instruments but before the Transaction	
(A) Outstanding shares..	46,085,634
(B) New shares to be issued upon exercise of outstanding Share Options	1,785,617
(C) New shares to be issued under the Put Option Agreement	9,572,786
(D) New shares to be issued upon exercise of LDA Warrants[(1)]	690,000
(E) New shares to be issued upon exercise of the Share Lending Warrants[(2)]	300,000
(F) New shares to be issued upon conversion of the Convertible Bonds[(3)]	4,961,951
(G) New shares to be issued under the Financing Agreement	14,436,386
(H) Total number of new shares to be issued under (B), (C), (D), (E), (F) and (G)	31,746,740

(H) Total number of shares outstanding after (B), (C), (D), (E), (F) and (G)	77,832,374
After the Transaction and after dilution due to outstanding dilutive instruments	
(A) Outstanding shares after dilution due to outstanding dilutive instruments	77,832,374
(B) New Shares to be issued in the Transaction	3,871,491
(C) Total number of shares outstanding after (B)	81,703,865
(D) Dilution	4.74%

Without prejudice to the methodological reservations set out in section 7.1, the table below reflects the evolution of the share capital, assuming the issuance of the New Shares at the Subscription Price. The maximum amount of the capital increase (excluding issue premium) is calculated by multiplying the number of New Shares to be issued by the accounting par value of the Company's shares, currently rounded to EUR 0.7321 per share.

Evolution of the share capital(1)

Before the Transaction	
(A) Share capital (in EUR)	33,739,072.34
(B) Outstanding shares	46,085,634
(C) Fractional value (in EUR)	0.7321
The Transaction	
(A) Increase of share capital (in EUR)(2)	2,834,318.56
(B) Number of New Shares to be issued in the Transaction (in EUR)	3,871,491
After the Transaction	
(A) Share capital (in EUR)	36,573,390.90
(B) Outstanding shares	49,957,125
(C) Fractional value (in EUR) (rounded)	0.7321

Notes:

(1) This simulation does not take into account the exercise or conversion of outstanding dilutive instruments.

(2) The part of the issue price equal to the fractional value of the existing shares of the Company (rounded to EUR 0.7321 per share) is booked as share capital. The part of the issue price that exceeds the fractional value shall be booked as issue premium.

7.3. Participation in the consolidated accounting net equity

The evolution of the consolidated accounting net equity of the Company as a result of the Transaction is simulated below.

This simulation is based on the audited consolidated annual financial statements of the Company for the financial year ended 31 December 2021 (which have been prepared in accordance with IFRS). The consolidated accounting net equity of the Company as of 31 December 2021 amounted to EUR 33,840,000 (rounded) or EUR 0.7682 (rounded) per share (based on the 44,051,259 outstanding shares as at 31 December 2021). The simulation does not take into account any changes in the consolidated accounting net equity since 31 December

2021, except, for the purpose of the simulation, the impact of (i) the completion on 14 February 2022 of the put option notice issued to LDA Capital on 20 December 2021 (ii) the completion on 21 March 2022 of a first GSI call option, (iii) the completion on 19 April 2022 of a second GSI call option, and (iv) the completion on 31 May 2022 of a third GSI call option on the consolidated net equity (per share) will be taken into account. Notably, as a result of the completion of the above-mentioned transactions (without taking into account the possible effects of accounting items other than share capital and share premium (e.g. the costs of the said transactions):

(a) the Company's share capital was increased, resulting in an increase of the Company's equity by EUR 23,061,142.06, for a total adjusted amount of EUR 56,901,142.06; and

(b) the number of outstanding shares of the Company following the above-mentioned transactions amounts to 46,085,634 shares.

For further information on the Company's net equity position on the aforementioned dates, reference is made to the financial statements, which are available on the Company's website.

Based on the assumptions set out above, as a result of the Transaction, without taking into account the other dilutive instruments, the Company's accounting net equity on a consolidated basis, would be increased as indicated below:

Evolution of the consolidated accounting net equity

Consolidated net equity for FY21 (adjusted)	
(A) Net equity (in EUR) (rounded)	56,901,142.06
(B) Outstanding shares	46,085,634
(C) Net equity per share (in EUR) (rounded)	1.2347
<u>The Transaction</u>	
(A) Increase of net equity (in EUR) [(1)]	23,499,950.37
(B) Number of New Shares to be issued	3,871,491
<u>After the Transaction</u>	
(A) Net equity (in EUR) (rounded)	80,401,092.43
(B) Outstanding shares	49,957,125
(C) Net equity per share (in EUR) (rounded)	1.6094

Notes:

(1) Consisting of the amount of the capital increase and the amount of the increase of issue premium. From an IFRS perspective, however, part of the proceeds reflecting the expenses of the Transaction might not be recognized as equity. This is not reflected in the simulation.

The table above table demonstrates that the Transaction would, from a pure accounting point of view, result in an increase of the amount represented by each share in the consolidated accounting net equity of the Company.

7.4. Financial dilution

The evolution of the market capitalisation as a result of the proposed Transaction is simulated below.

Without prejudice to the methodological reservations set out in section 7.1, the table below reflects the impact of the proposed Transaction, without taking into account other outstanding dilutive instruments, on the market capitalisation and the resulting financial dilution.

On 17 June 2022, the Company's market capitalisation was EUR 294,487,201.26, on the basis of a closing price of EUR 6.39 per share. Assuming that, following the Transaction, the market capitalisation increases exclusively with the funds raised (i.e., EUR 23,499,950.37), the new market capitalisation would be respectively rounded to EUR 6.37 per share. This would represent a (theoretical) financial dilution of 0.39%.

Evolution of the market capitalisation and financial dilution

Before the Transaction(1)	
(A) Market capitalisation (in EUR)	294,487,201.26
(B) Outstanding shares	46,085,634
(C) Market capitalisation per share (in EUR)	6.39
The Transaction	
(A) Funds raised (in EUR)	23,499,950.37
(B) Number of New Shares issued	3,871,491
After the Transaction(1)	
(A) Market capitalisation (in EUR)	317,987,151.63
(B) Outstanding shares	49,957,125
(C) Market capitalisation per share (in EUR) (rounded)	6.37
Dilution	**0.39%**

Notes:

(1) As of the date of this report and without taking into account the exercise or conversion of other outstanding dilutive instruments.

7.5. Other financial consequences

For a further discussion of the financial consequences of the proposed Transaction, the board of directors refers to the special report prepared in connection therewith by the statutory auditor of the Company.

8. EFFECTS OF THE TRANSACTION ON INVESTORS PARTICIPATION

The table below reflects the number of shares held by each Investor in the Company following the Transaction, as well as the percentages represented by these respective participations in comparison to the total number of shares in the Company, on a non-diluted and fully diluted basis.

Except as otherwise indicated below, no other securities and/or rights to subscribe for securities in the Company that may be held by the respective Investors prior to the Transaction are taken into account below:

Investor	Number of shares held	% on a non-diluted basis(1)	% on a fully diluted basis (2)
Alychlo NV(3)	4,474,219	8.96%	5.48%
Simon Bullman	82,372	0.16%	0.10%
Les Prés Colin SA	82,372	0.16%	0.10%
Didier Allaer	65,897	0.13%	0.08%
Leon Van Rompay	82,372	0.16%	0.10%
Marc Foidart	24,711	0.05%	0.03%
Noshaq SA(4)	5,822,412	11.65%	7.13%
Jean-Michel Foidart	41,186	0.08%	0.05%
Scorpiaux BV(5)	1,349,689	2.70%	1.65%
Walloon Regional Investment Company (SRIW)	411,861	0.82%	0.50%
François Thys	82,372	0.16%	0.10%
Glenernie Long Short Master Fund Ltd(6)	516,557	1.03%	0.63%
Vittoria Fund - GC, L.P. (6)	307,166	0.61%	0.38%
Cheniclem Private Equity SA	102,965	0.21%	0.13%
Jean-Marc Durbuis	123,558	0.25%	0.15%
Baudouin Jolly	201,812	0.40%	0.25%
Stijn Van Rompay	370,674	0.74%	0.45%
NomaInvest SA	263,591	0.53%	0.32%
Koramic Finance Company NV	41,186	0.08%	0.05%

Notes:

(1) On the basis of a total number of shares equal to the sum of the 46,085,634 existing shares of the Company and the 3,871,491 New Shares.

(2) Based on a total number of shares equal to the sum of the 46,085,634 existing shares of the Company, the 3,871,491 New Shares and the issuance of 31,746,740 upon exercise or conversion of outstanding dilutive instruments in accordance with the terms and assumptions described in section 7.

(3) For the of transparency, this includes the 4,144,730 shares previously held by Alychlo NV, as declared by Alychlo NV in its transparency declaration of 23 February 2022, which is available on the Company's website. There can be no guarantee that Alychlo NV still holds the above-mentioned shares. The number of shares reflected in the table above does not take into account the number of shares to be issued upon exercise of the Share Lending Warrants held by Alychlo NV or any other outstanding dilutive instruments.

(4) For the of transparency, this includes the 5,410,551 shares previously held by Noshaq SA, as declared by Noshaq SA in its transparency declaration of 29 June 2018. There can be no guarantee that Noshaq SA still holds the above-mentioned shares. The number of shares reflected in the table above does not take into account the number of shares to be issued upon exercise of the Share Lending Warrants held by Noshaq SA, or any other outstanding dilutive instruments.

(5) For the of transparency, this includes the 5,410,551 shares previously held jointly by Bart Versluys and Scorpiaux BV, as declared by Bart Versluys in his transparency declaration of 29 December 2016. There can be no guarantee that Bart Versluys and Scorpiaux BV still hold the above-mentioned shares.

(6) Not including the shares referred to in Glenernie Capital Ltd's transparency declaration of 2 May 2022.

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Done on 23 June 2022,

[*signature page follows*]

For the board of directors,

[*Signed*]	[*Signed*]
By: ____________________	By: ____________________
Director	Director