mithra
Women's Health

Annual report 2022

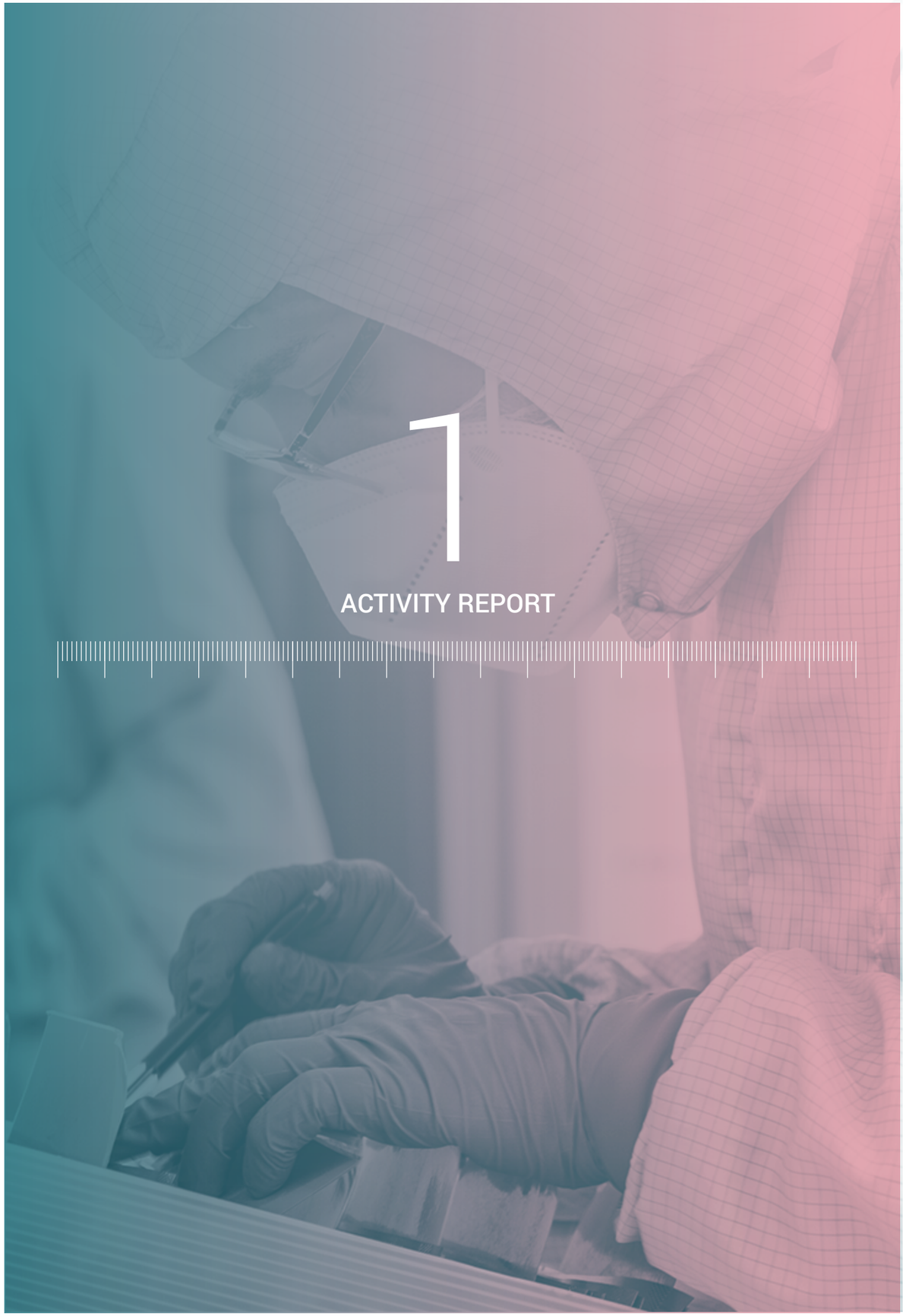
Transforming women's health through innovation

1

ACTIVITY REPORT

2

CORPORATE GOVERNANCE AND FINANCIAL STATEMENTS



1

ACTIVITY REPORT

Message to our shareholders

Dear shareholders,

The year 2022 was marked by many operational challenges and advances for our company, despite a particularly turbulent international context. We are very satisfied with the resilience shown by Mithra and our teams' ability to deliver many scientific and commercial achievements. Furthermore, we recognise that the stock market performance is disappointing, but we remain more confident than ever that the current stock market price does not reflect our company's intrinsic value.

2022 began with the successful completion of a major challenge, with the announcement of **positive efficacy results for Donesta®**. Our research and development teams' skill needs no further demonstration, and they once again reached their targets with the close-out in December 2022 of the selection of patients relating to the extension of the Donesta® European study (C301). The results of this study should be known during the first half of 2024. Furthermore, in early 2023, we made public the safety data **for Donesta®** relating to the study carried out in North America (C302), which was heavily anticipated. These preliminary Phase III results are once again positive and meet our expectations.

The past year has also been very intense for our **Business Development** teams. On one hand, the marketing of our flagship product Estelle® began in many new countries, such as the United Kingdom or Australia, in order to help increase long-term sales revenue. The growth in sales is starting to contribute to the increase in our revenue and should continue with the implementation of a television marketing campaign, as well as a social media campaign, in the United States, which is the largest market. Elsewhere, our teams have worked all year long to promote the advantages of our Donesta® product around the world and raise awareness of the potential of the menopause market, which is still ignored far too often. At the end of 2022, we were delighted to announce the signing of an agreement to market Donesta® in Europe, as well as in other countries, with Gedeon Richter, a leading player in the women's healthcare market in Europe. This agreement enables us to secure the marketing of our product, but also to guarantee the company's future with more stable organic growth that will be more predictable in future, based on two products with high potential: Estelle® and Donesta®.

The general economic context has led us to make strategic choices concerning the allocation of our financial resources. As a result, we've slowed down investment in certain projects, in order to focus on the development of our flagship products, which are Estelle® and Donesta®, assets that will bring in the most value and growth in the short and medium term. In terms of other promising projects concerning neuroprotection and scarring, these will enable us to prepare for our company's future with new growth opportunities.

At the same time, 2022 was marked by the conclusion of agreements for financing from several sources for an amount of up to €224 million, resulting in a potential dilution for our shareholders. Although we would have liked to use more conventional financing solutions, the current market conditions have not enabled us to sign this type of financing agreement. Given the progress of our different products, we preferred to ensure the continuity of our clinical trials. We are aware of how this may be perceived and the consequences of this financing, and we would like to reduce our use of it as much as possible in the future.

Outlook

2023 should be a year full of achievements on both commercial and operational levels. In the coming months, we should begin three new phase II studies as part of the Donesta® clinical programme. These studies relate to the impact of estetrol on the quality of skin and hair, as well as the libido of menopausal patients.

Concerning Donesta®, following the publication of positive safety data, we are more confident than ever in the signing of a short-term partnership to market our product Donesta® in the United States, a market that accounts for nearly 60% of the global menopause market's value.

In addition to these products in the marketing phase, or nearly, we are continuing to develop new alternatives, whether in the field of women's health, with BCI Pharma in particular, on in more far-reaching fields such as scarring or neuroprotection.

BCI's scientific results reveal that pre-clinical studies confirm the huge potential of innovative and proprietary CSF-1R inhibitors to treat different pathologies, including endometriosis, cancer and inflammatory disorders. These results strengthen Mithra's intention to acquire BCI Pharma's intellectual property rights and to finalise the option to develop new tyrosine kinase inhibitors for the treatment of endometriosis, female cancers and other diseases. Value creation is at the heart of our concerns. This is why we announced that we are seeking various alternatives to optimise the potential of our CDMO in the long term. We are convinced that we will be able to announce the achievement of these during 2023.

Finally, 2023 also looks likely to be intense in terms of corporate governance, with the appointment of a new Chief Executive Officer, Dr. David H Solomon made official on April 4, 2023, as well as the renewal of the members of the Board of Directors, which will take place at the Shareholder's Annual General Meeting scheduled for the end of May.

We would like to thank all our shareholders for their ongoing support and loyalty. We remain confident in the extraordinary potential of our products and our future indications, and hope that our various operational and commercial achievements will result in a stock market valuation that reflects the intrinsic value of our products.

> At the crossroads of my personal and professional journey, having the opportunity to lead Mithra is a big pleasure and opportunity. Women's health has been overlooked in medical research for years and I believe that with Estetrol, we have the chance to showcase its proven efficacy and differentiated safety profile in the treatment of menopause in our new medicine Donesta®. For the talented team at Mithra, shareholders, investors, patients and all parties involved in Mithra's journey, it is essential to bring meaningful value while continuing our promising developments in 2023.
>
> **Dr. David H. Solomon,**
> **CEO Mithra Women's Health**

Christian Moretti,
Chairman of Mithra's Board of directors

Dr. David H. Solomon,
Chief Executive Officer Mithra Women's Health

Mithra at a glance

Mithra is a Belgian biotech company created in 1999 and listed on Euronext Brussels (MITRA) since 2015. Dedicated to transforming women's health, Mithra offers new choices through innovative products based on a unique molecule, Estetrol (E4), a native estrogen that offers a safer benefit/risk profile compared to existing hormone-based solutions. For over twenty years, Mithra dedicated its researches so as to redefine women's health, transform their daily lives in an innovative way and unlock emerging opportunities in healthcare with a focus on contraception and menopause.

In 2016, Mithra officially opened its own R&D and manufacturing platform specialized in cutting edge technologies such as polymeric forms and sterile injectables, Mithra CDMO.

Carried by its innovative mission to transform women's health, in 2021, Mithra successfully commercialized worldwide its first Estetrol-based product, the Estelle® contraceptive pill.

A genuine revolution in the contraception area as the introduction of a new estrogen and its exploitation had not been observed for over 60 years.

Thanks to the commitment of over 230 collaborators, in 2022, Mithra reinforces its goals to meet women's needs at all stages in their lives through new products offering better efficacy, safety and convenience. It is with that perspective that Mithra signed a licence agreement with Gedeon Richter for the commercialisation of Donesta®, a novel product candidate for the treatment of post-menopausal symptoms.

As a company, Mithra's vision of the future is bright and goes beyond Estetrol and women's health. While, on the one hand, Estetrol already demonstrated its efficacy supporting its use in clinic in wound healing and neuroprotection, Mithra, on the other hand, also strengthens its intent to diversify its asset-based portfolio throughout the acquisition of BCI Pharma's IP rights to develop new tyrosine kinase inhibitors for the treatment of endometriosis, female cancers and other diseases.

Our staff

In a nutshell:

Average age: **36** years

7 nationalities

50 Number of new hires in 2022

Women **56%**

Men **44%**

Over 20 years of women's health

Mithra has always been defined by its science and its innovation. Along the years, our mission always remains the same: innovate to serve women.
Today we're closer than ever to revolutionizing the field of women's health in both contraception and menopause.

Prof. Dr. Jean-Michel Foidart
Co-founder

Commercial development/ Performance in 2022

-59.6 million
EUR net loss

9.2 million
EUR Product sales of Estelle®

64.6 million
EUR milestones collected

1,000,000
Myring® vaginal rings produced in our CDMO

Dedicated to transforming women's health by offering new choices through innovative products

Positive
Top-line safety and efficacy results for Donesta Phase III (C302)

30
Countries in which our contraceptive pill Estelle® is commercialized (+ 19 in 2022)

36
Patents covering E4

Mithra as a company, as a stock

1999
Foundation

Since 2015
Listed on Euronext Brussels

38
R&D collaborators among 233 employees dedicated to innovation

56%
Women employees

How we drive our business to have a lower impact on environment and society (ESG)

-22%
Reduction in Greenhouse gas emission (target -55% by 2030)

100%
Successful inspections and customer audits

55%
Women in leadership positions (CEO N-2)

What we offer

Mithra Women's Health

Since 1999, our commitment has always been to provide women with better solutions improving their quality of life, independently of their age. Our focus on innovation in women's health is our driving force.

After two decades of intensive research and development, we proudly introduced the first Estetrol-based contraceptive pill Estelle® on the European and US markets in 2021. Estetrol is the first new estrogen introduced in the US after more than 50 years of absence of any meaningful form of progress.

Today, Mithra's pipeline includes two different types of products to meet a large spectrum of needs. Firstly, Estetrol-based products, among which Mithra offers commercialized products (Estelle® contraceptive) as well as products in different stages of development such as, Neonatal Hypoxic-Ischemic Encephalopathy (NHIE), a life-threatening form of brain injury, wound healing and Donesta® menopause treatment. A Complex Therapeutics portfolio covering different fields of female heath care such as contraception, menopause and cancers.

> We aim to innovate and transform women's health, it's in our DNA. Yet, we also expand our innovative potential to other therapeutic treatments that will provide alternative solutions to unmet medical needs.
>
> **Dr. David H. Solomon,**
> **CEO Mithra Women's Health**

Mithra CDMO

Our mission at the CDMO is to provide pharmaceutical manufacturers a collaboration based on delivering outstanding services and products not only in women's health but also covering a broad range of indications based on our state-of-the-art technology for polymer and injectables.

To achieve this, our expertise consists in producing and delivering high quality products and services thanks to:

- Production areas dedicated to sterile injectable products and complex polymer shapes and implants
- Flexible and responsive clinical development and support, including quality control services

> Our vision is simple: to combine flexibility and agility in order to put our expertise at the service of successful pharmaceutical development for our partners.
>
> **Renaat Baes,**
> **CDMO Site Director**

Our milestones

At Mithra, continuous investment in R&D is essential to the development and improvement of products and innovative technologies.

1999 - 2004

In 1999, Mithra Pharmaceuticals was founded as a spin-off from the University of Liège.

During the early stage of its development (1999-2004), Mithra Pharmaceuticals' core business were over-the-counter medicines. The Company targeted gynecologists with a range of intimate hygiene products, food supplements, medical devices and products that did not require a medical prescription. This first product portfolio has enabled the spin-off to be recognized by professionals in the women's health sector and to collaborate with well-established pharmaceutical groups in order to launch their products in Belgium.

2004 - 2013

The second phase of Mithra's development was the longest and the most strategic one. During that phase (2004-2013), Mithra undertook the development of its first generic hormonal drugs alongside with the marketing of its generic drugs brand.

This strategy allowed Mithra to expand its commercial development and to be internationally recognized as an expert in women's health. Throughout the years, Mithra acquired a very sharp know-how in the development of complex products.

2013 - 2016

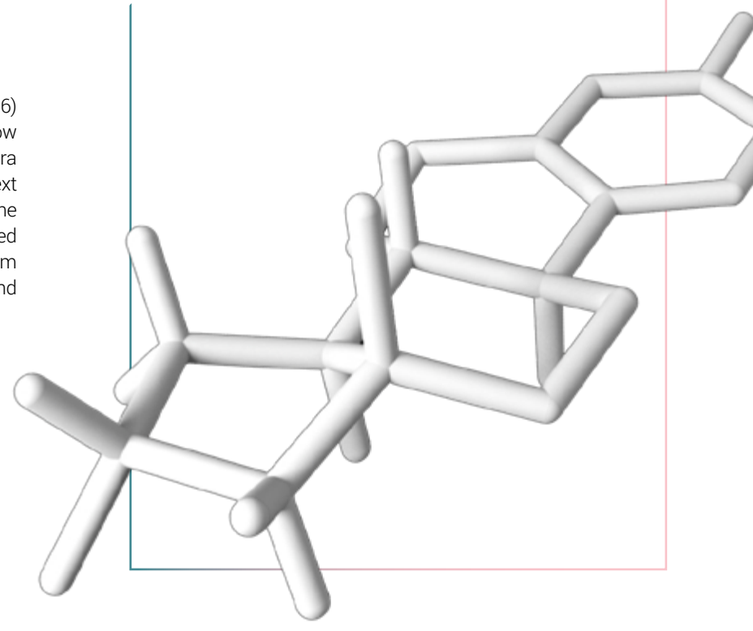
In 2013, Mithra began the third phase (2013-2016) of its development with the strong ambition to grow in the eyes of the general public. In 2015, Mithra proceeded to its initial public offering on Euronext Brussels, where the Company is still listed. One year later, in September 2016, Mithra inaugurated its Mithra CDMO in Flemalle (Belgium), a platform specialized in polymeric forms, sterile injectables and hormonal tablets.

2016 - 2022

After several years of development, Mithra operated its transformation from being a biotech company to a pharmaceutical company, with the commercialization of its first own product, the contraceptive pill Estelle®, in late 2021.

2021 was the year of Estelle®, our contraceptive Estetrol-based pill, with a launch in several countries worldwide.

2022 was more the year of Donesta®, our innovative hormonal treatment for menopause symptoms, with positive Phase III Efficacy study results and a license agreement with Gedeon Richter.



2022 Highlights

Throughout the year, successive commercial launches of Estelle® contraceptive by our partners Gedeon Richter and Mayne Pharma took place in various geographies worldwide such as UK, Switzerland, Russia and Australia.

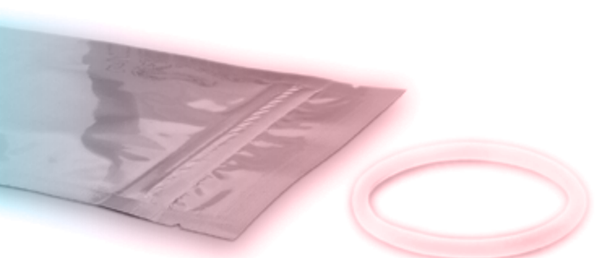
January

> Positive top-line efficacy results from Donesta® Phase 3 Program, demonstrating a meaningful reduction in vasomotor symptoms (VSM) from baseline and compared to placebo. All co-primary efficacy endpoints were statistically (all p<0.05) met in both studies and confirmed in April 2022. Even in the C302 study, the result for the severity criteria reached statistical significance at week 4. Secondary endpoints evaluated at 3 months in the C301 study suggest a very positive impact of Donesta® menopause treatment on the quality of life (hot flushes, mood swings, anxiety, sleep, joint pain, skin & hair quality, libido…) as measured by validated patient-reported outcome questionnaire.

February

> Two-year equity financing agreement entered with Goldman Sachs International for an aggregate amount of up to EUR 100 million.

> Commercial launch of the Myring® vaginal contraceptive ring under the trademark HALOETTE® in Canada by our partner Searchlight Pharma.



April

> Mithra confirmed consolidated efficacy results for the Donesta® studies and initiated the launch of the recruitment of 300 additional menopausal non hysterectomised women for the Donesta® European Study (C301), following the decision of the independent Data and Safety Monitoring Board (DSMB).

> Collaboration with MedinCell for the development of two long-acting injectable innovative products: 1) a 3-month long acting injectable designed as an additional tool to fight Malaria and; 2) a long-acting injectable of tacrolimus for transplant patients aiming at improving efficacity, tolerance and patient observance.

> Extension of the capital commitment agreement with LDA capital by two years (until April 2025) and increase of the commitment by EUR 25 million.

June

> Successful equity raise of EUR 23.5 million via a private placement of new ordinary shares with certain professional, qualified, institutional and other private investors. The investors that provided a subscription commitment include Leon Van Rompay, Alychlo NV (Marc Coucke), Scorpiaux BV (Bart Versluys), Glenernie Capital, Prof. Foidart, Noshaq, SRIW and Stijn Van Rompay.

> Changes within Mithra's Board of Directors: resignation of Mr. François Fornieri for personal reasons.

July

> Changes within Mithra's Board of Directors: As a consequence of Mr. Ajit Shetty's resignation for personal reasons; appointment of Mr. Christian Moretti as Chairman and of Mr. Erik Van Den Eynden as Vice-Chairman.

> Commercial launch of our contraceptive pill Estelle® in Australia by Mayne Pharma under the trademark NEXTSTELLIS®.

August

> Launch of a direct-to-consumer (DTC) campaign in the United States by Mayne Pharma to further increase awareness of NEXTSTELLIS® contraceptive tablets.

> FDA approval for the commercialization of Myring®, Mithra's contraceptive vaginal ring, under the trademark HALOETTE®, in the US by Mayne Pharma. Commercial launch started in January 2023.

> Convertible loan signed with Highbridge Capital Management and Whitebox Advisors for an amount up to EUR 100 million available in three tranches, including repurchase of EUR 34.1 million tranche of the convertible bonds due in 2025 at a 15% discount to par.

September

> Approval delivered by both Taiwan Food and Drug Administration (TFDA) and Hong Kong Drug Office, Department of Health to Lotus Pharmaceutical, our partner for the commercialization of Estelle® in Taiwan and Hong Kong under the trademark ALYSSA®.

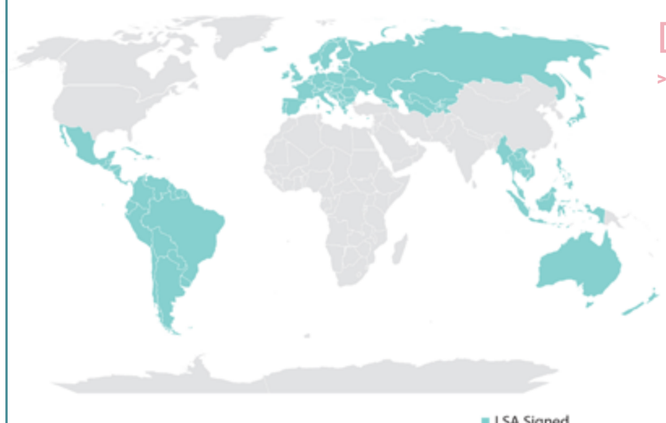
October

> Positive results from preclinical data from two different studies conducted by the Hull York Medical School in collaboration with Mithra, show that Estetrol is able to promote wound healing, strengthening the case for its therapeutic use in wound care.

> Approval delivered by the FDA Thailand to OLIC, a subsidiary of Fuji, our partner for the import license for NEXTSTELLIS® contraceptive in Thailand.

November

> Organization of "Pharmaceutical in the Environment", an institutional, academic and pharmaceutical conference held at the European Parliament to address current and future challenges in order to improve the management of pharmaceuticals residues in the environment and limit Industry footprint on wildlife and ecosystems.



December

> Signature of a binding heads of terms with Gedeon Richter for the commercialization of Donesta® in in about 90 territories through an exclusive license in Europe, Russia, Central Asia, Latin America and through a semi-exclusive license in Brazil, Australia and New Zealand. Under the terms of the agreement, Mithra is eligible to receive EUR 55 million in upfront payment, as well as EUR 15 million in additional milestone payments subject to specific regulatory achievements and tiered double-digit royalties depending on net sales' evolution throughout time.

2023 Outlook

Increase of Estelle® commercial geographical footprint

Nearly two years after the commercial launch of our Estelle® innovative contraceptive pill, the journey leading to a further expansion of its geographical footprint is on track. 2023 will pave the way to a global expansion mainly in Latin America and in Asia with commercial launches expected in Brazil, Chile, Ecuador, Peru, Uzbekistan, Taiwan and Thailand.

Estelle® Post Approval Safety Study (PASS) to be launched

Early Q2 2023, Mithra anticipates the launch of a post approval safety study (PASS) for Europe (EMA). The protocol for the U.S. was sent early 2023. This study is carried out on 101,000 participants followed up for one to two years in order to address regulatory requirements.

Donesta®: last steps ahead of commercialization

Following the signature of a Binding Term Sheet with Gedeon Richter end December 2022, Mithra and Gedeon Richter signed a license agreement for the commercialization of Donesta®, the first Estetrol-based hormone therapy in February 2023.

The negotiations around the license agreement for Donesta® in the US are progressing well and Mithra anticipates the announcement of its US partner in 2023.

Following the announcement early March 2023 of the positive topline safety results from Donesta® Phase 3 study in North America, our research & development teams are still analyzing the full data set and we expect to receive additional results in the first half of 2023. Based on these positive efficacy and safety results, our teams will progress to the submission of the dossier. The next step is a pre-submission meeting with the FDA in Q2 2023 and then the final filing of the dossier should occur by the end of June this year, on track with our initial plan.

On the European study (C301), we had to recruit additional women for this study to meet the EMA's requirements to have 300 biopsies examined and read by pathologists. The screening of the patients is now completed, with the last patient being enrolled in the Q1 2023 whose last visit would be in Q1 2024 and leading to a market approval submission in Q2 2024. Based on this timeline, we are confident to start Donesta®'s commercialization in Europe during H1 2025.

Mithra took the approach to differentiate and increase the value of Donesta® in a stepwise manner. The initial indication will be control of hot flushes, but the company has embarked on three Phase II proof of concept studies in order to add to the claims and possibly broaden the number of indications:

1) A Phase II clinical trial in skin health, this study treatment will last for six months. Mithra anticipates having the first patients screened during Q2 2023;

2) A Phase II clinical trial on hair density and quality, this is also a six-month treatment study that has been submitted and requires some adaptations following the ethics and competent authorities' feedback. We expect to start the screening of the patients during Q3 2023;

3) And finally, we have a proof-of-concept study in female sexual arousal disorder (FSAD) which a three-month study. Mithra anticipates having first patients screened by the end of 2023.

We expect receiving the clinical study reports on these three studies by the end of 2024. Depending on the data, Mithra could then decide to do further studies that would allow the company to include claims or indications in the product label for these particular factors.

Arrival of David H. Solomon as Mithra's new CEO

On April 4th, 2023, Mithra officially announced the appointment of Dr. David H. Solomon as the new CEO of the company starting on April 11th. With over 30 years of international experience in the life sciences, biotechnology and pharmaceutical industries, he has held managing roles that showcased his strong strategic, operational, and innovation-minded leadership in the US and Europe.

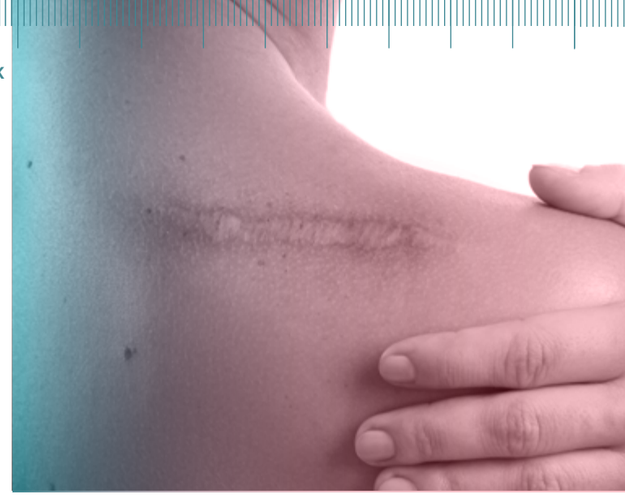
As the former CEO of Zealand Pharma (NASDAQ:ZEAL) and Silence Therapeutics (NASDAQ:SLN), Dr. Solomon has a proven track record of successful R&D pipeline delivery, strategic business development and deal making. He was also previously the Chairman of the Board of Directors of Advicenne and a member of the Board of Directors of TxCell S.A., Onxeo SA and Promosome, LLC.

Preparation of a clinical study in the neonates with hypoxic-ischemic encephalopathy

Beyond women's health and the use of E4-based solutions to develop innovative products for contraception and menopause, Mithra is also working on assessing E4's potential in other therapeutic areas, particularly in neuroprotection.

In this field, Mithra is currently evaluating the effects of E4 in the treatment of a neonatal hypoxic ischemic encephalopathy (NHIE), a life-threatening form of brain injury), which is explained more in details in another section of this report. A Phase I study to characterize the safety, tolerability and pharmacokinetic of a novel formulation in healthy adult volunteers is currently conducted.

The current study is a prerequisite for the initiation of a clinical program in the neonatal population which will be launched in the second part of 2024. Mithra will submit the Pediatric Investigation Plan (PIP).



Development of a novel formulation of Estetrol for wound healing

Preclinical data positively demonstrated that, thanks to its unique gene signature, E4 improves wound closure and dampens local inflammation compared to other estrogens, supported by a unique gene signature. This supports the use of E4 in clinic for wound healing indication.

As a first step in wound healing indication, Mithra will focus on development of topically applied E4 in chronic wounds (ulcers). Mithra is currently finalizing the development of the formulation and preparing a pilot Phase II to explore safety and efficacy of topical E4 in venous leg ulcer population. A proof of concept should be demonstrated in 2025.

Beyond E4 with tyrosine kinases inhibitors

Early March 2023, Mithra announced the first conclusive data of the preclinical studies conducted in partnership with BCI Pharma. The positive progression in this research collaboration with BCI Pharma, with the identification of 4 distinct chemical series of selective CSF1R inhibitors is showing very promising profiles in vitro and in vivo tests. Through those tests, promising compounds have demonstrated proof of concept in cancer and endometriosis indications, which were the initial focus. The full data set to make decision on acquisition of the IP from BCI Pharma will be available in Q2 2023. As a reminder, Mithra has an option to acquire patents covering CSF1R inhibitor series with upfront payment of EUR 2.25 million on execution of option, following the first results conducted by BCI Pharma. Mithra will fund the preclinical and clinical development with a focus on female cancers and endometriosis, with a focus on orphan indications.

Research & Development

Research & Development

Carried by its attraction for constant innovation, Mithra continues to explore the potential of Estetrol in a wide range of applications in women's health and beyond. After having successfully launched the first Estetrol-based product in 2021, the Estelle® contraceptive pill, Mithra expanded in 2022 its commercial reach and brought the focus on its second product Donesta®, the next-generation hormone therapy for menopausal symptoms.

On top of the VMS indication initially examined, our R&D team has been carrying out on Estetrol's effect on symptoms significantly impacting postmenopausal women's quality of life, such as skin health, hair quality and female sexual arousal disorder, adding potential intrinsic patient value to our product.

In the meantime, Mithra also leverages its know-how in long-acting drug development and manufacturing using its polymer technology to produce Complex Therapeutics, directly in its unique manufacturing facility, Mithra CDMO.

Revealing Estetrol's capabilities

The many potential applications of Estetrol (E4) have been at the core of Mithra's research for many years. Produced by the human fetus passing in maternal blood at relatively high levels during pregnancy, this estrogen shows a specific mode of action compared to other estrogens.

Estetrol has also a beneficial and positive impact on the cardiovascular system, brain, bone and endometrium, but unlike other estrogens, it has a limited impact on the liver and breast. This unique mode of action results in an improved benefit/risk profile compared to other estrogens.

Thanks to its unique profile, Estetrol could address unmet needs in various therapeutic areas such as contraception, menopause, neuroprotection in newborns and wound healing.

Estelle®

> Contraception

First E4-based contraceptive pill composed of 15 mg Estetrol (E4) and 3 mg Drospirenone (DRSP).

Commercialized since 2021, including in the United States, Canada and Europe, Estelle® signs off a new era in Combined Oral Contraceptive.

Donesta®

> Menopause

Innovative E4-based hormone therapy targeting several major menopausal symptoms.

Currently in its last stages of development (Phase III).

Neuroprotection

Treatment of neonatal hypoxic ischemic encephalopathy (HIE), a life-threatening form of brain injury.

Currently under clinical program (Phase I study).

Wound healing

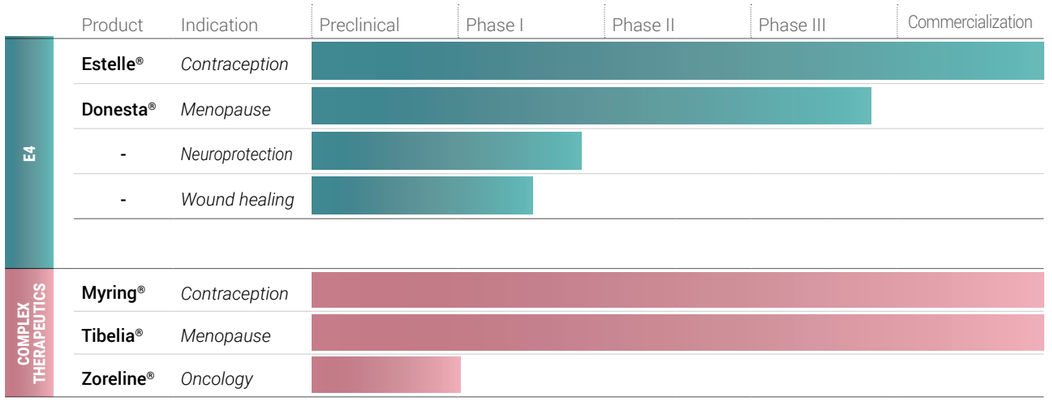
Treatment enabling faster and more effective healing.

Positive preclinical data have demonstrated the efficacy of Estetrol for topical application to promote wound healing and support its use in clinic.

Complex Therapeutics

Mithra has an extensive expertise in the development of complex and innovative products using medical polymer technology for vaginal rings, implants or intra-uterine devices, which ensures a controlled release of the drug over a period of time with a minimum of side effects.

Throughout research and development programs, Mithra successfully leverages its top-level know-how worldwide to target improved, long-lasting delivery of trusted, established approaches to contraception, menopause and hormone-dependent cancers.

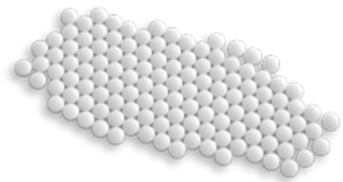


Myring®

> Contraception

Contraceptive vaginal ring made of ethylene-vinyl-acetate (EVA) copolymers releasing a combination of hormones.

Already commercialized in Europe and Canada and launched in the United States since January 2023.



Tibelia®

> Menopause

Tablet composed of tibolone, a synthetic steroid used for hormone therapy in menopause.

Already commercialized in 17 countries all around the world including Canada, a region where Tibelia® is the only tibolone-based product available.

Zoreline®

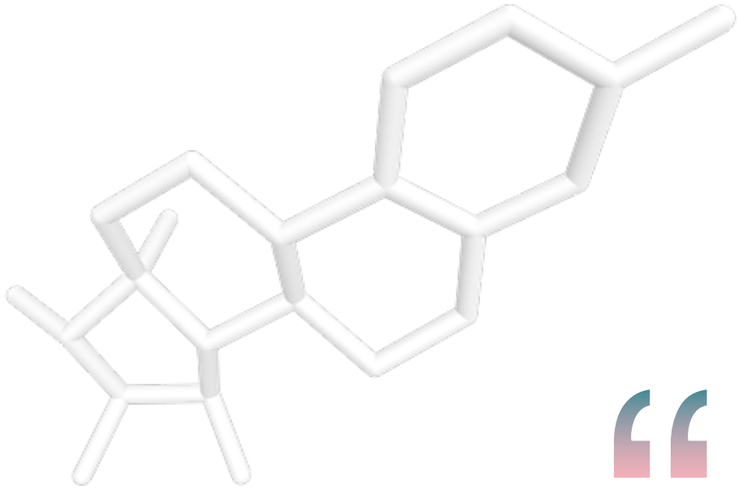
> Hormone-dependent cancers

Biodegradable subcutaneous implant for prostate cancer, breast cancer and benign gynecological indications (endometriosis, uterine fibroids).

Currently, new formulations are being developed with a pharmacokinetic profile closer to Zoladex®.

Estetrol (E4)

The native estrogen set to transform women's health



History of Estetrol

The hormone Estetrol (E4) was first identified by Egon Diczfalusy at the Karolinska Institute in Stockholm, Sweden in 1965. Almost 40 years later, in 2001, Herjan Coelingh Bennink, a Dutch researcher at Pantarhei Biosciences, noted that the significantly higher estetrol levels circulating in the fetus blood compared to the mothers circulation could represent an attractive safety profile and decided to further explore the potential of this native hormone present only during pregnancy.

In line with the increased interest for E4, Pantarhei Biosciences launched pre-clinical phase I/IIA studies for applications in women's health (contraception and menopause) and oncology. In 2009, to speed up and perform the development of an E4 and progestin-based combined oral contraceptive (COC), Pantarhei and Mithra launched a joint venture, Estetra. After four years of collaboration, Mithra took over Pantarhei's shares. In 2015, Mithra Pharmaceuticals acquired full rights to Estetrol (E4) from Pantarhei Biosciences. In 2021 the global launch of the contraceptive pill Estelle®, Mithra's first E4-based product composed of 15 mg Estetrol (E4) and 3 mg Drospirenone (DRSP), marked a new era in combined oral contraception. By the end of H1 2023 (US) and in H1 2024 (Europe), Donesta®, Mithra's innovative E4-based menopause therapy targeting several major menopausal symptoms, is anticipated to be filed for a market authorization in H1 2024 (US) and in H1 2025 (Europe).

Estrogens are an essential reproductive hormone family and play a key role in women's health. As such, they are key components of contraception and the menopause. Because women have been largely misled about hormones there is an ever-greater need for treatments that are safe and can support women's confidence. With it being demonstrated that treatments based on traditional estrogens can cause an increased risk of adverse events such as deep venous thrombosis and breast cancer, there is an unmet need for women to have access to safer hormonal options.

Produced by the fetus during pregnancy and now synthetized from a plant source, E4 (Estetrol) has a unique pharmacological profile and a unique structure containing 4 hydroxyl groups. With its unique structure, pharmacokinetic and pharmacodynamic properties and distinctive mode of action, E4 represents a novel and attractive estrogen for clinical use with a favorable safety profile for women. E4 has a beneficial and positive impact on the cardiovascular system, brain, bone and endometrium but, unlike other estrogens, E4 has a limited impact on the liver and the breast.

In 2020, Estetrol was recognized as a new active substance in both Europe and the United States. A finding which illustrated the profoundly innovative nature of the results of Mithra's research on E4 as it is the first time in over 60 years that a new active substance, a new estrogen in this case, has been introduced in the field of contraceptive solutions.

At the heart of Mithra's research, Estetrol (E4) is the core asset that has successfully enabled to achieve two major milestones: developing and commercializing the first E4-based product, the contraceptive pill Estelle®, and completing the Phase 3 trials for Donesta®, Mithra's product candidate for the treatment of menopausal symptoms, with efficacy confirmation, which led to signing a license agreement for commercialization.

After these two back-to-back successes, Mithra is committed to further exploring and unveiling its flagship asset potential beyond women's health.

> All biotests show without ambiguity that the endocrine disruptor effects of Estetrol (E4) are insignificant in comparison with those observed for natural and synthetic estrogens, whether in aquatic organisms or organisms living in the sediment.
>
> **Prof. P. Kestemont**
> **President of the Research Institute Life,**
> **Earth & Environment (ILEE) of UNamur, Belgium**

Negligible environmental impact

Diseases treatment relies on effective pharmaceuticals. Yet, the pollution of soils and waters caused by pharmaceutical residues has been amply proven and represents a clear emerging environmental concern.

As shown in various studies [1] recently published, some pharmaceuticals such as cancer treatments, painkillers and antibiotics have direct effects on wildlife and natural ecosystems, even at low concentrations.

Worrying findings for example showcased the life-threatening behavioural change of fish exposed to low concentrations of certain antidepressants as well as the feminisation of fish and amphibians caused by oral contraceptives based on synthetic estrogens.

E4, on the contrary, shows a minimal adverse environmental impact and could contribute to ecosystem protection, as well as to ground and surface waters preservation. According to the results of an ecotoxicity study we conducted at the University of Namur, E4 differs from other estrogens and has a significantly more environmentally friendly profile. In Europe, based on the market size estimation, no environmental effects are anticipated as a consequence of the use of E4 in contraception.

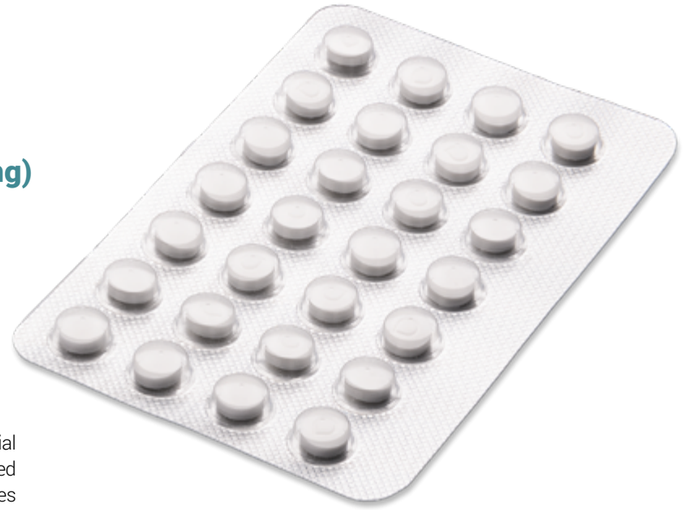
> Mindful of the environmental footprint of its solutions, Mithra is committed to monitoring and reducing its environmental impact and, as such, to conducting an environmental risk assessment for all new Mithra product candidates.

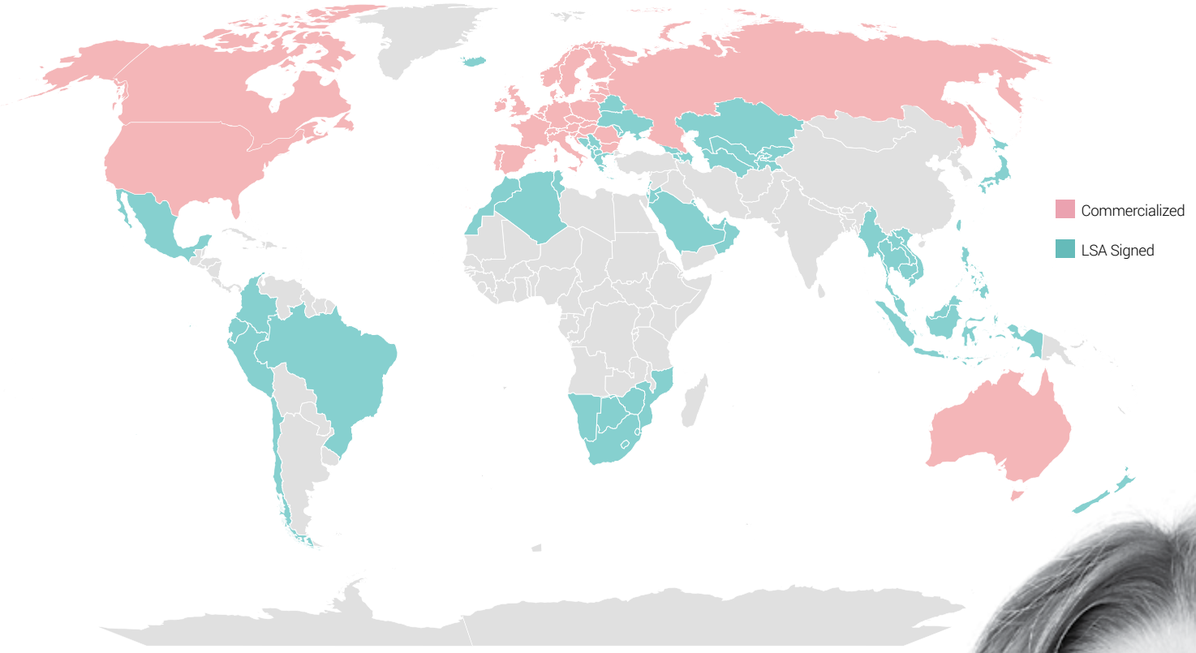
[1] *Wojnorowski et al. 2021; Czarny et al. 2017.*

Estelle®

(Estetrol 15 mg / Drospirenone 3 mg)

Around 19 additional countries





2022 was a year of consolidation as regards the commercial performances of Estelle®, launched in 2021. The extended worldwide commercialization has earned Mithra accolades from health-specialists and has sparked international interest which led to more growth opportunities in service and product innovation as well as for future milestones.

Powered by the commercial launch of Estelle® in Australia by Mayne Pharma under the trademark NEXTSTELLIS® and in 19 additional countries by Gedeon Richter under the trademark DROVELIS® and ESTERETTA® (The Netherlands, Czech Republic, Lithuania, Portugal, Finland, Croatia, Latvia, Sweden, Spain, Bulgaria, Norway, Romania, Denmark, Switzerland, Slovenia, United Kingdom, Ireland, Moldavia and Russia), Mithra maintains a steady course on its global awareness journey. Built on this momentum, Mithra's strategy going forward remains committed to achieving its operating objectives: pursuing its goal of commercial expansion and providing women with new contraceptive choices improving their daily lives.

In 2022, Gedeon Richter's sales revenues reached EUR 16 million, slightly exceeding their primary forecast of EUR 15 million.

"It's the first major advancement made in the birth control market in over 60 years. Not only do all our big studies show that new birth control pills incorporating E4 are just as effective as more traditional birth control pills, but right now, it would seem that it's much safer. We're seeing few recorded side effects and lesser risk of blood clots compared to other birth controls[2]."

Dr. Mitchell D. Creinin, M.D.

Professor, obstetrician, family planning specialist and, Director of Complex Family Planning at the University of California

[2] *https://www.refinery29.com/en-us/birth-control-the-pill-estetrol-e4*
[3] *DROVELIS® and ESTERETTA® are registered trademarks of Richter Gedeon Nyrt*

Estelle®'s glistening future

Expected milestones for 2023 include the further commercial launch of Estelle® in Europe, Latin America and Asia, as well as additional marketing authorizations in Montenegro, Israel, Armenia, Belarus, Ukraine & Serbia.

A PASS study will start in 2023. Its main focus and purpose will be to characterize and compare the Venous Thromboembolism risks of E4/DRSP with EE/LNG.

Donesta®

Innovative oral hormone therapy (HT) is an effective treatment option for relieving major menopausal symptoms with an expected safer profile

Donesta® is Mithra's next generation orally-administrated Estetrol (E4)-based hormone therapy product candidate offering a potential long-term solution for treating the different symptoms of menopause.

E4 as a whole

E4 activates the nuclear estrogen receptor (ER). E4 has a unique metabolism that allows it to act differently from classical estrogens, which results in a low impact on liver and breast and an overall improved safety profile. Thanks to all these favourable highlights, E4 clinical results suggest to date point towards a unique and novel oral post-menopausal hormone therapy.

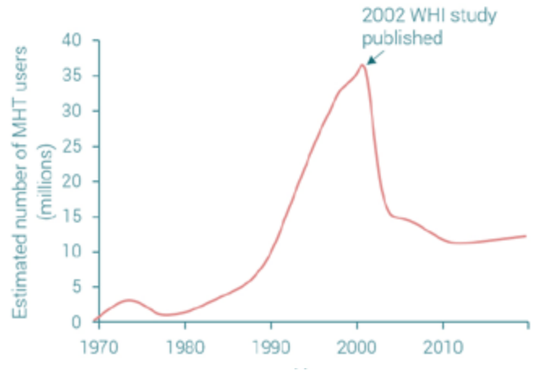
2030

Increase of menopausal and postmenopausal women population worldwide to reach 1.2 billion

In quest of an alternative that will alleviate major menopausal symptoms, such as vasomotor symptoms (VMS), caused by estrogen progressive decrease, Mithra announced in the first half of 2022 positive efficacy data of Donesta® Clinical Program called "E4 Comfort" launched in 2019. Whereas these consolidated results further demonstrated week after week a statistically significant and meaningful reduction in the frequency (up to 80%) and severity (up to 56%) of moderate to severe VMS from baseline and compared to placebo with all co-primary endpoints statistically met (all $p < 0.05$), they also reinforced the promising potential of Donesta® for improving quality of life and reducing the genito-urinary symptoms of menopause[4].

End 2022, Mithra signed a license agreement for the commercialisation of Donesta® with its long-term commercial partner Gedeon Richter.

Early 2023, Mithra shared Donesta® Phase III North American Study topline safety results supporting the overall good safety profile of the product for the treatment of post-menopausal women aged 40-65 years with moderate to severe vasomotor symptoms. Among the highlights of these results, all key secondary endpoints were achieved, including E4's beneficial effect on cholesterol profile and on bone turnover biomarkers. These results contribute to showcase the unique profile of E4.



In the 90's hormone therapy was considered as standard of care for menopause. After the publication of an WHI study in 2002 which created fear towards hormone therapy, the market collapsed.

Although a large amount of corrective statements were published since 2006, none managed to regain the favours of healthcare practitioners or the FDA.

Type and timing of menopausal hormone therapy and breast cancer risk: individual participant meta-analysis of the worldwide epidemiological evidence - PMC (nih.gov)

[4] *K. Hill – The demography of menopause Maturitas 1996*

To this day, only 1 in 10 women affected by menopausal symptoms take hormone therapy

Upon final study completion and approval, Donesta® is expected to be a safer alternative to current existing oral hormone therapy on the market and will offer women and practitioners a novel treatment option that addresses the unmet needs of millions of women going each year throughout the challenges of the menopause.

2023 outlook

In H1 2023, the Donesta® Phase III Clinical Program is still ongoing with additional safety data anticipated for H1 2024. Accordingly, Mithra confirms its ambition to achieve marketing authorization in H1 2024 for the United States and in H1 2025 for Europe. Owing to a slow recruitment, the marketing authorization initially anticipated in Q4 2024 has been moved to H1 2025.

2023 will see the initiation of the studies dedicated to Estetrol's effect on other symptoms significantly impacting postmenopausal women's quality of life, with the first studies on skin health and hair quality and a next one on female sexual arousal disorder.

> These excellent efficacy results demonstrate that Donesta® should offer the most complete profile of symptom relief compared to any of the existing or pipeline therapies for menopause symptom treatment. By the end of 2023 we will be able to demonstrate again the unique safety profile of E4, building further on the fantastic potential of this molecule.
>
> **Dr. David H. Solomon**
> **CEO Mithra Women's Health**

Two clinical programs beyond women's health,

Exploring the treatment of neonates with hypoxic-ischemic encephalopathy

For the treatment of neonatal hypoxic ischemic encephalopathy (NHIE), Estetrol benefits from an orphan drug status in Europe and the United States. NHIE is a severe form of brain injury caused by oxygen deprivation and limited blood flow to the baby's brain before, during or just after birth, which affects approximately 30,000 newborns each year in Europe and the US.

NHIE is a life-threatening condition accounting for 23% of all neonatal deaths worldwide. Nearly one in four affected infants will die before leaving the neonatal intensive care unit. Among surviving infants, there are severe neurological problems and long-term disability, including cerebral palsy, epilepsy, visual and auditory problems, learning, language and behavioral disorders. Currently, infants are treated with therapeutic hypothermia or 'cooling' to reduce brain damage, but this treatment has limited efficacy and comes at high cost. Given its significant mortality and morbidity in newborns and the lack of available therapeutic alternatives, the development of a new Estetrol-based treatment could address a real unmet medical need.

Mithra has initiated in 2022 a Phase I Study to evaluate, in the adult male and female population, the safety and tolerability of a new E4-based formulation developed for intravenous administration. This Phase I Study also aims to collect pharmacokinetic data to inform dose selection for neonatal studies. A first study aiming to evaluate the safety, tolerability and pharmacokinetic in the newborn with HIE should be launched in 2024. Mithra is currently working on the study protocol preparation as well as on the Pediatric Investigation Plan (PIP) which must be submitted to the European authorities.

Topical application of E4 for wound healing

Chronic wounds are defined as wounds that do not heal properly over a certain period of time (typically 3 months). It includes venous leg ulcers, the most common type of ulcers, accounting for 70% of all lower leg ulcers, diabetic foot ulcers, arterial ulcers and pressure ulcers. Chronic wounds are a major health problem that has devastating consequences for patients and contributes to major costs to healthcare systems and societies. It is estimated that 1–2% of the population in developed countries suffer from chronic wounds at any time (Gottrup et al 2001; Sen et al, 2009). The amount of money spent on wound care, the loss of productivity for afflicted individuals and the families who care for them, and their diminished quality of life (QoL) come at great cost to society (Hjort and Gottrup, 2010). Given the aging population, the continued threat of diabetes and obesity worldwide, and the persistent problem of infection, it is expected that chronic wounds will continue to be a substantial clinical, social, and economic challenge in the future. Currently, there are no EMA-approved pharmaceutical products for chronic wounds. Regranex is approved by the FDA for the treatment of lower extremity diabetic neuropathic ulcers but has safety profiles concerns.

In 2022, Mithra has obtained positive results from preclinical studies demonstrating efficacy of Estetrol to promote wound healing, improving wound closure and dampening local inflammation. These results supported the clinical use of E4 for wound healing indication. Mithra intends to initiate the development of Estetrol in chronic wound ulcers indication. In 2023, Mithra will work on the production of clinical batches of the newly developed E4 topical formulation and on the preparation of a pilot trial to explore safety and efficacy of topically applied E4 in venous leg ulcer population. A proof-of-concept should be demonstrated in 2025.

and Estetrol

Diversification of asset-based pipeline with tyrosine kinases inhibitors

In addition to its Estetrol-based achievements and researches, Mithra decided to strengthen its leadership position in women's health by agreeing with BCI Pharma an option to acquire the rights relating to two patent families related to innovative kinase inhibitors, notably indicated in the treatment of many pathologies including endometriosis, oncology and inflammatory disorders.

In 2021, tyrosine kinase inhibitors were the third fastest growing therapeutic class, with a 14% increase in revenues representing USD 45.8 billion (IQVIA FY 2022).

In order to pursue this new innovative development axis in a fast-growing market, Mithra already contributed to funding the research program (450,000 EUR) so as to launch and confirm the therapeutic potential of innovative inhibitors of CSF-1R kinase. As a reminder, Mithra has an option to acquire patents covering CSF-1R inhibitor series with upfront payment of EUR 2.25 million on execution of option, following the first results conducted by BCI Pharma. Mithra is committed to fund the preclinical and clinical development with a focus on female cancers and endometriosis, with an emphasis on orphan indications.

Early March 2023, Mithra announced the first conclusive data of the preclinical studies conducted in partnership with BCI Pharma which showed very promising profiles in vitro and in vivo tests and demonstrated proof of concept in cancer and endometriosis indications. The full data is set to finalize its decision on acquiring the IP from BCI Pharma.

Complex Therapeutics

Mithra has an extensive expertise in the development of complex and long-acting innovative products using medical polymer technology

Myring®

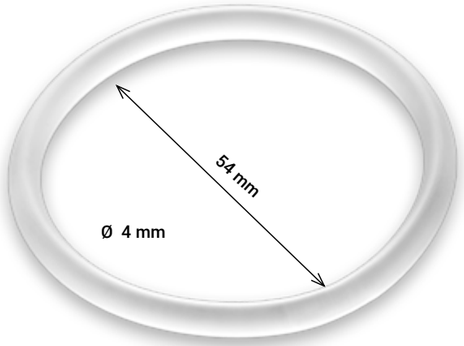
Contraception

Successfully launched in 2019, Myring® is now commercialized in multiple territories including the United States, the largest market for contraceptive vaginal rings that is estimated at EUR 516 million FY 2022.

According to IQVIA, NUVARING®* US brand and generic sales were approximately EUR 516 million in 2022. Throughout the year, over 5.6 million contraceptive rings were sold on the US market.

With the US launch, Mithra has received two additional milestone payments from Mayne Pharma: EUR 6 million upon FDA approval in H2 2022 and EUR 1.6 million at the commercial launch early 2023.

In 2023, additional launches in Switzerland, Israel, Moldova, Ukraine and Latam countries such as Paraguay, Argentina and Dominican Republic are anticipated.



Approval and launch in the United States

FDA approval of Myring® under the trademark HALOETTE® (August 2022), followed in January 2023 by the commercial launch in the United States, the world's largest pharmaceutical market, for which the vaginal contraceptive ring is to be produced by the Mithra CDMO.

Commercial launch in Canada

Launch of Myring® in Canada by Searchlight Pharma under the trademark HALOETTE® (February 2022). Myring® is the first available alternative to the only one actor present, the original NUVARING®, in the Canadian contraceptive ring market.

** NUVARING® is a trademark of N.V. Organon*

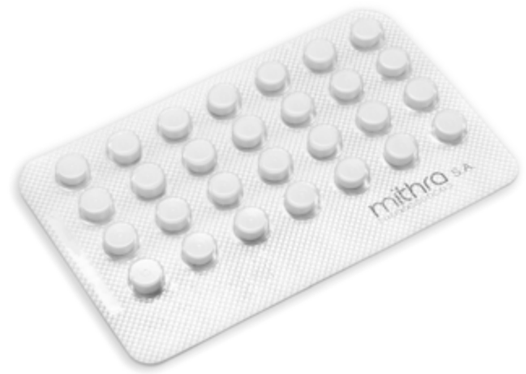
Tibelia®

Menopause and osteoporosis

Tibelia® is the tibolone-based oral solution for use in hormone therapy to relieve postmenopausal symptoms and to prevent osteoporosis in postmenopausal women at high risk of future fractures that are intolerant of, or contraindicated, for other drug products.

Developed by Mithra as bioequivalent version of Livial®*, Tibelia® is a complex oral formulation launched in 2016. Now commercialized in over 17 countries all around the world such as Italy, France, UK, Australia, Taiwan and Canada where Tibelia® is the first tibolone-based product to be marketed.

In 2023, additional launches are anticipated in South Africa, Greece, Venezuela and Eastern Europe.



Zoreline®

Hormone-dependent cancer

Zoreline® is a complex biodegradable subcutaneous implant used for the treatment of prostate cancer, breast cancer and gynecological indications such as endometriosis and uterine fibroids.

Zoreline® market opportunity currently represents EUR 883 million (5,62 million in volume), a growth of 20% compared to last year driven geographically by China. Market is currently dominated by Zoladex®** which has been off-patent for circa 20 years. Mithra holds global licensing rights for Zoreline®.

> With the significant improvements of the one-month formulation and the anticipated three-month formulation, we will be in a stronger position to engage potential partners.

Jean-Manuel Fontaine
Chief Commercial & External Affairs Officer

** Livial® is an Organon trademark*
*** Zoladex® is a trademark of Astra Zeneca*

Mithra CDMO

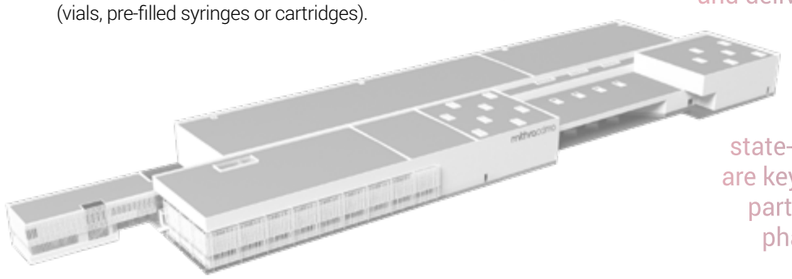
Bridging expertise for successful pharmaceutical development

Mithra CDMO is a fully integrated end-to-end contract development and manufacturing platform designed to service Mithra's innovative pharmaceutical pipeline as well as to support external parties with their pharmaceutical development and manufacturing needs.

State-of-the-art facility

Mithra CDMO is powered by a sharp expertise and know-how housed in Flémalle, Belgium. Whereas its specialty consists in supporting niche areas in polymeric forms and injectables, its flexibility to adapt to technologies ensures its performance as an agile organization geared to operating successfully and able to respond to new requests.

Specialized in sterile injectables and polymeric forms, Mithra CDMO offers a wide range of services and provides a highly valued expertise in long-acting polymer-based formulations. This particular know-how came to fruition with the development and production (since 2019) of Mithra's contraceptive ring, Myring®. As part of its focus on high value-added development, Mithra CDMO strengthened its offer in 2022 to provide a complete spectrum of solutions from early drug development, clinical batches and commercial manufacturing of products based on special technologies such as complex polymeric products (vaginal ring, implants), complex liquid injectables and biologicals (vials, pre-filled syringes or cartridges).



From concept to commercialization

1. **Flexibility:** small (pilot, clinical) to medium batch sizes
2. **End-to-end services** on one site, from development to commercial manufacturing
3. State-of-the-art **manufacturing facility and equipment**
4. Ability to handle **special and highly potent drug products** manufacturing

To leverage on these specific capabilities and expertise, Mithra CDMO started in 2022 to collaborate with external companies for the development of highly complex formulations, focusing on new vaginal rings and biodegradable implants and applications, for example. By upscaling the facility, Mithra CDMO also supports the development of all products throughout their full-life cycles.

> At the CDMO, our skilled teams are extremely motivated to keep on growing and delivering innovative solutions that contribute to improve people's health and comfort. Our specific expertise and our highly versatile and state-of-the-art technological facility are key enablers for reliable and agile partnerships, contributing to prime pharmaceutical development and manufacturing.
>
> **Renaat Baes, Plant Director Mithra CDMO**

Collaborations through development and manufacturing services

Following the accreditation of its injectable facility received in 2021, Mithra CDMO has inked a series of collaborations with industry peers to place its expertise at the service of their success and innovative achievements.

Together with MedinCell, a Montpellier-based pharmaceutical company who develops a portfolio of long-acting injectable products in various therapeutic areas by combining its BEPO® technology with active ingredients already marketed, Mithra CDMO has agreed to develop two long-acting injectable products: a 3-month long acting injectable designed as an additional tool to fight Malaria; a long-acting injectable of tacrolimus for transplant patients aiming at improving efficacity, tolerance and patient observance.

For VaRi Biosciences, an innovative German biotech company focusing on novel drug delivery approaches in Female Health, Mithra CDMO is developing an innovative long-acting vaginal ring indicated for the treatment of vulvovaginal atrophy for menopausal women.

Additionally, to utilize its technological expertise and state-of-the-art infrastructure and support Mithra's growth, Mithra CDMO produced in 2022 approximately 1 million vaginal rings, Myring® for markets in Europe, Canada and Latin-America. In early August 2022, Mithra announced that the US Food and Drug Administration (FDA) had granted approval of the Abbreviated New Drug Application (ANDA) for HALOETTE®, its vaginal hormonal contraceptive ring, and its manufacturing at the Mithra CDMO. A growing success story which illustrates the CDMO's end-to-end capabilities in bringing a product from its conceptual phase, all the way up to commercialization in worldwide markets.

> This important milestone highlights Mithra's world class drug development and manufacturing capabilities to develop a complex drug-device pharmaceutical. We are thrilled to manufacture HALOETTE® ring at our Mithra CDMO and to support the launch of this affordable contraceptive alternative in the U.S., the world's largest pharmaceutical market.
>
> **Dr. David H. Solomon, CEO Mithra Women's Health**

Manufacturing capabilities

- Over 18,000 m² facility in Flémalle* (Belgium)
- Dedicated R&D and production areas
- 3 industrial production units:
  - **Injectable**
  - **Complex Polymers**
  - **HPAPI Tablets**
- Full drug development services
- Pilot, clinical & commercial batches
- GMP standards compliance (EMA / FDA)
  - **CMC Development**
  - **Quality**
  - **Packaging & Logistics**

** The initial area of 15.000 m² did not include all building surface of the facility*

Key figures

Figures presented below (in thousands of euro) are management figures

	As at 31 December	
Thousands of Euro (€)	**2022**	**2021**
Revenue	66,997	22,668
Cost of sales	(19,623)	(15,724)
Gross profit	**47,374**	**6,945**
Research and development expenses	(64,041)	(85,243)
General and administrative expenses	(14,675)	(12,515)
Selling expenses	(2,100)	(1,871)
Other operating income	7,196	4,809
Loss from operations	**(26,245)**	**(87,875)**
Change in fair value of contingent consideration payable	28,335	(19,265)
Net fair value gains/(losses) on financial assets at fair value through profit or loss	-	(6,351)
Financial income	9,852	2,838
Financial expenses	(23,422)	(13,116)
Loss before taxes	**(11,480)**	**(123,769)**
Income taxes	(48,139)	6,895
NET LOSS FOR THE PERIOD	**(59,620)**	**(116,875)**

- **Revenues** stand at EUR 67 million compared to EUR 22.7 million in 2021, mainly driven by an out-licensing upfront payment of EUR 44.7 million for Donesta® (being a portion of the EUR 55 million to be recognized as revenue according to our IFRS 15 accounting policy). Under the terms of the licence agreement for the commercialisation of Donesta®, Mithra received EUR 55 million in upfront payment – EUR 5 million paid upon signature of the binding term sheet in December 2022 and EUR 50 million paid upon signature of this license agreement in February 2023.
- On top, there are EUR 9.2 million of **product sales of Estelle®** reported in 2022, EUR 6.5 million of product sales of generic portfolio and EUR 2.3 million of R&D contracting revenue from CDMO.
- **Cash collection of the major out-licensing milestones on Myring®** with Mayne (EUR 6 million) in H2 2022, **one Estelle® out-licensing milestone** relating to Latin America with Gedeon Richter (EUR 1 million) as well as several others amounts relating to Estelle® (for a total of EUR 1 million), without impact on revenue as already recognized previously as per IFRS. A milestone payment of EUR 1.6 million following Myring® commercialization in the U.S. has been collected in February 2023, a post-closing event.
- **R&D expenses** stand at EUR 64.0 million in 2022 compared to EUR 85.2 million in 2021 (-25%). The decrease is the result of a strategy based on focusing on core R&D projects (Donesta® and Estelle®) leading to non-core R&D costs being delayed in 2023.
- **EBITDA** stands at EUR -14.3 million compared to EUR -77.5 million in 2021. EBITDA improves thanks to the upfront payment collected on the Donesta® license agreement combined with the decrease in operating expenses (lower R&D expenses) compared to last year.
- **Loss before taxes** improves thanks to the positive impact of EUR 28.3 million booked in the change in fair value of the contingent consideration payable related to Estelle®.
- Reversal of significant amount of **deferred tax assets** explained by two events that occurred in H2 2022. The first one is the reception of a positive ruling from Belgian tax authorities, enabling Mithra to benefit from Innovation income deduction (IID) for Estelle® and Donesta® that considers 100% of their revenue as eligible to IID mechanism. This event is changing our previous assumptions about future taxation of the related entities. The second one is arising from a tax audit on fiscal deductibility of the Uteron future payments. This tax audit had no cash consequences but has modified the assumptions to be taken into account for the deferred taxes computation. Both events result in a reversal of EUR 47.4 million impacting the deferred tax assets position on the balance sheet at closing date.
- Net Cash position stands at EUR 28.3 million end 2022 and is strengthened as mentioned above by post-closing events linked to the collection of an out-licensing upfront payment on Donesta® of EUR 50 million, the collection of the Mayne Pharma dividend for c. EUR 3 million and the milestone payment of EUR 1.6 million following Myring® commercialization in the U.S., which led to a cash position of EUR 67.5 million end February 2023. On top of this, Mithra has access to several facilities of which:
  - EUR 52.8 million under the LDA Capital commitment agreement entered in April 2020 with a maturity in April 2025;
  - EUR 25 million from the senior secured convertible facilities agreement signed on 8 August 2022 with funds managed by Highbridge Capital and funds managed by Whitebox Advisors for an amount of EUR 100 million, with a maturity in August 2025. The first tranche of EUR 50 million was received upon signing of the agreement, with around 29 million used to repurchase outstanding convertible bonds of the Company held by the Lenders. The second tranche of EUR 25 million was drawn on 31st *October 2022*.
- **Equity** stands at EUR 33.7 million, flat compared to December 2021 (EUR 33.8 million). The total comprehensive loss for the period (EUR 77.9 million) was compensated by several capital increases for a total amount of EUR 77.0 million (net of transaction costs):
  - EUR 13.0 million from LDA Capital;
  - EUR 13.7 million in the framework of flexible equity financing agreement with Goldman Sachs International;
  - EUR 23.3 million from the private placement completed in June 2022;
  - EUR 26.9 million from the senior secured convertible facilities agreement with funds managed by Highbridge Capital and funds managed by Whitebox Advisors

Share

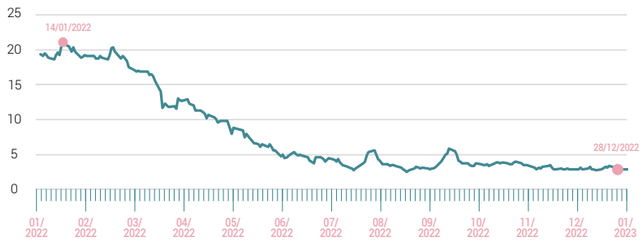
Share performance

Mithra (Euronext: MITRA) is listed on Euronext Brussels since June 2015.

Mithra is part of the BEL Small Index, the BEL Health Care Index and the Euronext Tech Leaders Index.

In 2022, the average share price was EUR 9.71 per share. The highest share price was EUR 21.60 on 14 January 2022 (EUR 22.00 intraday) and the lowest share price was EUR 3.30 on 28 December 2022 (EUR 2.90 intraday on 21 December 2022).

2022 was a tough and volatile year for financial markets mainly due to geopolitical issues, and more specifically for risky sectors, including biotechnology sector. Despite several operational achievements, Mithra's share price recorded a decrease of 83% in 2022.



The average daily volume stood at 128,013 shares. The volume of shares exchanged daily increased in 2022 due to the largest amount of outstanding shares, following the private placement in June and the convertible loan in August. Beginning 2022, Mithra started with 44,051,259 shares and ended the year with 56,314,974 shares, or an increase of 28%.

Mithra share at a glance

	2021	2022
Average daily trading volume	60,465	128,013
Number of share outstanding	44,051,259	56,314,974
Average share price	EUR 21.3	EUR 9.7
Lowest price	EUR 17.8	EUR 3.3
Highest price	EUR 28.0	EUR 21.6

Shareholding structure

The graph shows our shareholder structure as at December 31, 2022, based on the transparency declarations made by shareholders.

Notification obligations are required by Belgian law or according to Mithra's articles of association, when the shareholding exceeds the thresholds of 3%, 5% or any multiple of 5%.

The total number of outstanding shares with voting rights amounts to 56,314,974.

Although Mithra has an international shareholder structure, most of its shareholders are based in Belgium. The free float percentage increased from 49,0% to 59,5% mainly due to the increase in the number of outstanding shares. Mithra's major shareholders are listed in the table:

[1] *François Fornieri holds warrants entitling him to subscribe 952,790 additional shares of Mithra through Yima SRL, a company fully owned by François Fornieri*
[2] *Marc Coucke holds his shareholding partially through Alychlo NV, which he controls.*
[3] *François Fornieri, Alychlo NV and Noshaq SA jointly hold 300,000 warrants (share lending warrants).*

2022 Financial Calendar

March 7
2022
Full year results

April 18
2022
Annual report

May 25
Annual General Shareholders' Meeting

September 26
2023
Half year results

Analyst coverage

On December 31, 2022, Mithra was covered by six sell-side analysts who publish regular reports. It is important to understand that the views expressed by analysts in their coverage of Mithra are those of the author and do not reflect the views of the Company as such.

In 2022, Mithra organized four webinars; two to present the financial results and two on Donesta®, the first one to announce the efficacy results of Donesta® Phase 3 Study and the second on the signature of the Donesta® deal with Gedeon Richter.

The management of the Company also participated in several conferences and broker-organized virtual and physical roadshows to meet individual and institutional shareholders. The purpose of those events is to present the company to the investment community who is considering the opportunity to take part in the Mithra journey.

- Berenberg — Beatrice Allen
- Degroof Petercam — Laura Roba
- ING — Maxime Stranart
- KBC — Thomas Vranken
- Van Lanschot Kempen — Sushila Hernandez
- Portzamparc BNP Paribas Group — Clément Bassat

ESG: Environmental, Social and Governance initiatives at Mithra

To ensure that sustainability is embedded in our corporate strategy and that our sustainability ambitions translate into reality, we launched a strategic exercise in 2021 and set up a Sustainability Committee composed of our company key representatives. With the role of developing a sustainability strategy based on the 17 Sustainable Development Goals (SDGs) defined by the United Nations, the Committee identified the key material topics for Mithra to work on in terms of sustainability, i.e. patients, planet, people, ethics and integrity, and women empowerment.

Improvements take time and progress is not always as linear as we would like it to be. In 2022, we continued our development towards sustainability and implemented our sustainability strategy, because we aim at always rethinking the way we work and operate to successfully address climate, social and governance challenges.

1. Environment

As the signs of human-induced climate change become increasingly visible each day, and with our planet facing disruption and human well-being being threatened, important and immediate actions are required to address environmental challenges. As a company, we want to play an active role and reduce the environmental impacts that result from our operations and products.

Environmental impact of operations

To significantly reduce the environmental footprint of our operations by 2030, we have set ambitious targets and launched a series of initiatives.

Increasing our share of energy from renewable sources

Our main energy consumer is our development and manufacturing platform, Mithra CDMO. Since 2018, the building was already equipped with 1850 solar panels that covered 9% of its electricity consumption. To increase our share of energy from renewable sources, a brand-new field of 2748 solar panels was installed and made operational in 2022. With an estimated annual green production of 1,110,000 KWh, i.e. the equivalent of the consumption of approximately 200 households, these new panels can represent a CO_2 saving of around 250 tons per year and we anticipate that solar energy will cover around 30% of our Mithra CDMO electrical power consumption going forward. To the delight of our staff, a flock of around 40 sheep also joined us in February 2023 to tend the field where the new solar panels are installed.

Reducing our energy consumption by almost 20%

While it is key that we increase our share of energy that comes from renewable sources, it is also crucial that we reduce our energy consumption. With that aim, we implemented various initiatives: as of February 2022, we turned down the HVAC units in our CDMO offices and open spaces at night and during the weekends. All our light bulbs were also replaced with LED alternatives.

Reduction of our greenhouse gas emissions, waste production and water consumption

We are proud to announce that we reduced our greenhouse gas emissions by more than 20% from 2021 to 2022 and that we reduced our waste production by almost 30% in 2022 compared to 2021.

Some steps of our manufacturing processes also require significant amounts of water. In 2022, in order to reduce

our water consumption, we optimized the utilization of these water-intensive utilities and ensured that they only run when needed instead of continuously. We are also currently exploring other avenues to optimize our processes and save water, while of course keeping in mind our business continuity.

Sustainable mobility plan to be implemented

With more than 200 employees based on two sites, the environmental impact of our car fleet is not insignificant. The implementation of structural homeworking in 2021 has already helped reduce the environmental impact of our fleet but we are committed to further reducing it by offering our collaborators mobility solutions that answer to the new ways of working and that meet their needs. To this end, our human resources team has developed a mobility plan to transition towards more sustainable and environmentally friendly alternatives. While the project implementation was initially planned at the end of 2022, its launch has been postponed to a later date as we decided to focus on other priority projects, e.g. our benchmark project, which we needed to attract the right candidates and retain our employees. Sustainable mobility nevertheless remains a target that we want to achieve in the near future.

	2021 (reference year)	2022	Target 2030
GhG emissions (tons of CO_2 equivalents)	3887	3012 (-23%)	-55%
Energy consumption (MWh)	11509	9270 (-19%)	
Share of energy (electricity + gas) from renewable sources (%)	4%	9% (+125%)	70%
Water consumption (m^3)	25468	23591 (-7%)	-20%
Waste production (tons)	79	57 (-28%)	-20%

To the delight of our staff, a flock of around 40 sheep also joined us in February 2023 to tend the field where the new solar panels are installed.

Products ecotoxicity

Favourable environmental profile for Estetrol (E4)

Estrogens, either natural or synthetical, are commonly found in the aquatic environment and can, as endocrine disruptors, influence the sexual differentiation of fishes and disrupt aquatic ecosystems.

Mindful of the environmental footprint of its solutions, Mithra is committed to monitoring and reducing their environmental impact and, as such, to conducting an environmental risk assessment for all new Mithra product candidates.

The environmental risk assessment for our product candidate Donesta® is currently being conducted as part of our preparation for the market authorization application, while for Estelle®, the studies conducted on a representative fish species showed that estetrol, at environmental predicted concentrations, presented none of the adverse effects induced by the natural estrogens estrone and estradiol and by the synthetic estrogen ethinylestradiol (EE2), i.e. reduced egg production, delay in sexual maturation, and even feminization. The results also indicated that estetrol has a low potential to accumulate in living organisms and was likely to disappear rapidly from both water and sediment. The PEC/PNEC ratio[1] of estetrol is therefore below 1 and we are very proud to claim that the positive environmental profile of estetrol is highlighted in Estelle®'s leaflet in Europe and Canada: "Environmental risk assessment studies with estetrol including the Japanese medaka fish extended one generation reproduction test indicated that the predicted environmental exposure to estetrol will not affect the aquatic ecosystem".

As our objective was to characterize the environmental profile of the Estetrol (E4)/Drospirenone (DRSP) combination of our contraceptive pill Estelle® and not only the environmental profile of estetrol alone, a complementary ecotoxicity study has been conducted at the University of Namur. The results show that a one-month exposition of the fish to E4 (at up to 300 times the environmentally relevant concentration) with or without DRSP didn't affect their survival or their growth. These studies suggest that E4, alone or in combination with DRSP, presents a more favourable environmental profile than ethinylestradiol at their respective environmental concentrations. Data therefore support that E4- or E4/DRSP-based products could be valuable eco-friendly alternatives to products containing ethinylestradiol.

Raising awareness for more environmentally friendly medicines

While the world gradually realizes how harmful medicine residues are to our waters and overall biodiversity, we are convinced of the need to continue to raise awareness on the importance of product ecotoxicity. To this end, we engaged in several initiatives. In 2022 our non-clinical team attended both the European and North American congresses of the Society of Environmental Toxicology and Chemistry (SETAC) and presented a different poster in both congresses. They also submitted one publication entitled "Estetrol has a lower impact than 17α-ethinylestradiol on the reproductive capacity of zebrafish" in several scientific journals.

In November 2022 we also organized a conference at the European Parliament that gathered researchers, industry players and policymakers to address the direct effects of pharmaceuticals on wildlife, knowledge and policy gaps but also to discuss solutions to support research and innovation for less environmentally harmful medicines. Experts from the panel discussion highlighted the need to improve monitoring in Europe and to increase support for the development of more environmentally friendly drugs.

1 *The PEC/PNEC ratio is the ratio between the Predicted Environmental Concentration and the Predicted No Effect Concentration. If the PEC/PNEC ratio of a product is below 1, it means that the use of this product will have no effect on the environment.*

2. Social

Patients

As a company dedicated to women's health, our mission has always been to offer women innovative solutions that address their needs and offer them better efficacy, safety and quality of life.

> Responsible Research & Development

8 manuscripts published in scientific journals

At Mithra we value innovation and expertise to pursue our mission of a better health for women. To this end, we invested 53.7 million euros into research and development in 2022. To ensure that our Research & Development teams stay at the cutting edge in their field of expertise, they also attended no less than 9 international scientific congresses with 15 abstracts and published 8 manuscripts in scientific journals.

> Product safety and quality

The safety of our patients is of utmost importance to us. Our goal is to ensure that our products are safe and efficient for all patients, both during clinical trials and once they are commercialized.

To prevent all risks associated with product safety and quality, we of course comply with all the guidelines issued by the regulatory authorities. Besides these strict regulations, we decided in 2021 to pursue three additional ambitious targets, i.e. succeed all GxP[2] inspections and customer audits; digitalize Mithra's quality system by end 2022; and increase our suppliers and partners global quality oversight to 30% by end 2022 and to 100% by end 2025.

100% of successful inspections and audits and 0 recall

We are proud to report that we successfully passed all our inspections and customer audits in 2022 and that we did not issue any recall.

Progress in digitalization of quality system

While our target of digitalizing Mithra's quality system by the end of 2022 is not entirely achieved, we did make progress and the first out of the three waves of the project is implemented, meaning that quality document management and trainings are now fully digitalized. Wave 2 (change, deviation, CAPA and complaint management) and wave 3 (audit and suppliers/subcontractors management) will be implemented in the near future.

2 *Common term for all good practices used in the pharmaceutical sector*

Increase of our suppliers and partners global quality oversight

We are happy to report that, by the end of 2022, we increased our suppliers and partners global quality oversight to 30%.

Reinforcement of pharmacovigilance team

We are also proud to report that all periodic safety update reports (PSURs) were submitted on time in 2022. These reports are pharmacovigilance (PV) documents intended to provide an evaluation of the risk-benefit balance of a medicinal product at defined time points during the post-authorization phase. Each marketing authorization holder is responsible for submitting PSURs for its own products and should submit PSURs to the EMA according to defined timelines.

In 2022, we also submitted all 90-days adverse event reports on time but there were 3 late 15-days adverse event reports out of a total of 23 reports (87%). As compliance to the timelines provides assurance that marketing authorization holders have adequate systems in place for the safety monitoring of medicines on the market, the decision has been made to transition to a new PV service provider, effective early 2023. We also strengthened the internal PV team with the addition of a Medical Information Officer and a PV Operations Officer. These new hires allowed for a continuous improvement program to have successful internal audits and audits by partners, and further allowed the team to bring critical functions in-house like the (deputy-) EU QPPV and Responsible for Information.

Launch of Estelle® PASS study in 2023

With Estelle® being available for nearly two years now, a post approval safety study (PASS) must be carried out. Post-authorisation safety studies (PASS) are carried out after a medicine has been authorised to obtain further information on a medicine's safety, or to measure the effectiveness of risk-management measures. Estelle® PASS study is expected to be launched in the second quarter of 2023 in Europe while the protocol for the U.S. part of the PASS study is currently being reviewed by the FDA.

	2021 (reference year)	2022	Target
Rate of successful inspections and audits (no critical observations)	100%	100%	100%
Number of recalls issued	1 minor recall	0	0
SOP in place for suppliers and partners monitoring	No	Yes	Yes
Compliance monitoring adverse event reports - 15 days	100%	87%	100%
Compliance monitoring adverse event reports - 90 days	100%	100%	100%
Compliance monitoring periodic safety update reports	100%	100%	100%

Access to healthcare

Beyond the efficacy, safety and quality of products, biotechnological and pharmaceutical companies also have the social responsibility to make their products available to the greatest number of people and must therefore pay attention to their pricing, distribution and affordability policies.

At Mithra, we strive towards universal access to our medicines in sexual and reproductive health and therefore decided to increase the geographical availability of our products to 70 new countries by 2030, of which 30% of developing countries, and to contribute to healthcare cost containment and stay within the 15% price range of other similar products of the same category, for reproductive health products.

	2021 (reference year)	2022	Target 2030
Number of countries in which our products are available	24	47 (+23)	+70
Number of developing countries in which our products are available	3	3	21
Number of countries in which Estelle is available	11	30	
Number of countries in which Myring is available	13	14	
Price difference as compared to market for reproductive health products	Maximum 15%	Maximum 15%	Maximum 15%

Our two main commercialized health solutions, Estelle® and Myring®, target reproductive health, an area defined as a priority by the World Health Organization (WHO). Our monthly vaginal ring, Myring®, is now available in 14 countries. As for our innovative contraception pill Estelle®, which was launched in 2021, it is now available in 30 countries, meaning that in the course of 2022 it has become available in 19 additional countries. Most of the countries in which our products are currently commercialized are developed countries. However, we target to increase the number of developing countries in which our products are available by 2030.

Collaborators

As we embarked on our sustainability journey, the well-being of our collaborators remained one of our top priorities. Our ambition is to support them and ensure their work-life balance, as well as offer them both the chance to develop their talents and equal opportunities no matter their gender.

> Talent management & continuous development

Doubling our investment in collaborators training

To deliver on our ambition of bringing patients efficient and safe solutions, we largely depend on the skills of our collaborators to innovate. It is therefore key to offer our talents the opportunity to develop their knowledge and skills.

In that sense, we are extremely proud to report that we doubled our investment in training for our collaborators. It remains our goal to keep increasing that amount as well as the number of training hours for our employees.

Our internal mobility plan has also progressed well and is now fully developed. Once implemented, we will report on the number of internal position changes and on the number of internal promotions.

Our HR team is also working on the development of a talent development plan for all employees, as now legally required. As of 2023, we will report on that plan, namely on the percentage of our employees that has had a performance appraisal.

	2021 (reference year)	2022
Total amount of training expenditure	142.893,99€	282.266,30 €
Average amount of training expenditure per employee	567,04 €	1.211,44 €

> Attractiveness & turnover

To achieve our mission and ensure the excellence and specificity of our expertise, we must be in a position to attract the talents we need and to retain our employees.

As Mithra operates in a highly specialized sector and therefore in a highly competitive industry in terms of talents, it is vital that we offer a fulfilling and caring work environment with a sense of purpose, a shared vision and common values.

Staff turnover remains a priority

While our staff turnover rate remains above average, which can also be explained by the low average age of our employees (36.6 years) and by the highly competitive life sciences sector, we are determined to keep making Mithra a safe and caring company that supports its collaborators and strives for their well-being. Our target is to align our staff turnover with the chemistry & life science sector staff turnover, by reducing it to 20% by 2025 and to between 10% and 15% by 2030.

Upgrade of employee benefits program

To attract and retain talents, we upgraded our employee benefits program. It now includes hospitalization, ambulatory and dental insurance as well as seniority leave.

Market alignment of collaborators remuneration

As our organization was growing quickly and as we evolve in a highly competitive sector in terms of talents, we felt in 2021 that it was time to deep dive into our remuneration policy and extra-legal packages, both internally and externally, and we kicked off a benchmark project in July 2021. The main objective of this project was to align our salaries with those of the market to allow us to both attract the right candidates and retain our employees. In 2022, the benchmark study was completed for several departments, and based on the results, we took actions and rectified the remunerations that were not in line with the market, according to our collaborators' functions. The benchmark study and potential alignments will be completed for all departments by end of 2023 and will then allow us to set up a global wage policy for each function of our company.

Cafeteria plan in development

Building further on the benchmark project, our human resources team is currently developing a cafeteria plan to optimize even more our salaries and compensation packages. Our goal with this project is to meet the various generational and personal needs of our employees and to offer them more flexibility and individuality when it comes to their wage. This project will also help us attract, retain and motivate current and future employees and will improve our employer branding. Moreover, we expect this plan to increase green mobility at Mithra as employees will have access to soft mobility options.

Mobility project ready for implementation

In the first quarter of 2022, our human resources and procurement teams kicked off a mobility project around the Belgian government's mobility plan, with the ambition to reshape our current car fleet with more sustainable and environmentally friendly alternatives. Our HR team is currently focusing on other priority projects, but the mobility project is fully developed and will be implemented in the near future.

	2021 (reference year)	2022
Number of employees	252	233
Number of new hires	87	50
Staff turnover rate (%)	26,70%	28%
Staff voluntary turnover rate (%)	86%	84%
Staff involuntary turnover rate (%)	14%	16%
Average length of service (years)	2,7	2,5

While we are proud to say that we count 56% of women in the whole company, there is still room for improvement with regards to the proportion of women in management and especially in the Management Committee.

> Equal opportunities irrelevant of gender

56% of women in the company

At Mithra, we work each day with the ambition to improve women's life. It is therefore only logical that we ensure gender equality to our collaborators. Our goal is to achieve gender parity at all levels of the company and to offer equal salary for equal function. To achieve this goal, we defined in 2021 two ambitious targets, i.e. raise the number of women in management to 50% by 2030; and reduce the gender pay gap to 0% by 2030.

While we are proud to say that we count 56% of women in the whole company, there is still room for improvement with regards to the proportion of women in management and especially in the Management Committee. Our HR team has had to focus on other priority projects in 2022 but it is our firm intention to develop an action plan ensuring that gender parity is achieved for all function levels within our company and that there no longer exists a gender pay gap.

	2021 (reference year)	2022	Target 2030
Women in whole company (%)	56%	56%	50%
Women in management (CEO N-2) (%)	23,9%	55%	50%
Women in Management Committee (%)	14%	16,67%	50%
Gender pay gap (%)	5,92%	5,87%	0%

2.2.4. Safety, health and well-being at work

To support our employees in their mission, we are committed to offering them a safe and caring environment that ensures their safety and both their physical and mental well-being, which we consider as of paramount importance and as priority objectives.

As a responsible company, our ambition is to achieve the highest level of safety and health, by limiting the risk of occupational accidents and diseases, and to create a pleasant working environment for our employees.

Our target is to reach zero accidents and to reduce absenteeism.

With our Prevention Advisor, we are of course committed to respecting the regional, national and European legislations related to safety and health and to integrating them at all levels of the company. As such, as part of their onboarding program, all new employees are required to take a safety self-training and they also receive a safety welcome brochure that they can check at any time. We also have a first aid team in place, as well as a fire prevention team, both of which are made up of trained employees.

Creation of uniform communication channels

Besides this, in October 2021, we conducted via an online questionnaire and with the help of our partner Mensura[3] a survey on well-being at work. The objective was to get feedback from our collaborators so as to determine how Mithra scored in terms of well-being indicators, namely with regards to motivation, stress, absenteeism and work-life balance, to try and reduce the psychological risks associated with work. The first results of this quantitative survey showed that Mithra was within the benchmark of the other Belgian companies Mensura conducted a survey for. However, a point of attention that our collaborators raised through this survey was their work-life balance, a well-being indicator that is of paramount importance and that we have been trying to improve (see below). This quantitative survey has been followed in 2022 by qualitative interviews with specific groups, which allowed us to define an action plan and an implementation planning until end 2023.

One of the many actions included in the action plan was to set up communication channels so as to ensure that information is conveyed to all collaborators in a uniform and systematic manner. In 2022 we therefore organized four meetings for all Mithra staff in order to update our collaborators e.g. on projects progress and to answer any of their questions.

Hybrid working model

To improve the work-life balance of our collaborators and their overall well-being, we implemented a hybrid working model in 2021, with a structural homeworking regime that enables our employees whose function allows it to better organize their work-life balance.

3 Belgian external service for Prevention and Protection at Work

Happy Team

Born from a common desire of the communication and human resources departments to develop a positive approach to work, we also have a Happy Team in place that gathers employees from different departments with the purpose to coordinate internal activities and various initiatives to promote cohesion and well-being at work. From the organization of breakfasts to an outdoor staff day, the collection of waste around the workplace to a series of fundraisers to raise awareness of causes that are close to our hearts, the Happy Team has the joy of Mithra collaborators as its creed.

Committee for Prevention and Protection at Work

The initiatives that we launched and implemented are evaluated by our Committee for Prevention and Protection at Work. Created in January 2021 following Mithra's first social elections in 2020 and with representatives from the unions, the management and our Prevention Advisor, this Committee is dedicated to contributing to our collaborators' safety, health and well-being. As such, the Committee has decided to appoint two "trusted persons", i.e. two members of the company to whom our collaborators can turn, in case of need, to be welcomed, listened to and advised so as to find solutions in an informal way.

Society

In 2021 women represented almost 50% of the world population. Yet, women are too often victims of abuse, violence and discrimination. So much so that gender equality has been defined as one of the 17 Sustainable Development Goals by the United Nations.

At Mithra, women are at the heart of everything we do. We work each day with the ambition to develop solutions that meet their needs for efficient and safe health solutions. We also believe in having a positive social impact on women's life beyond our day-to-day activities and we are committed to supporting meaningful projects and initiatives dedicated to enable women's success.

In February 2022, we kicked off the new edition of the **Women's Mentoring Program**, an initiative from HEC Liège supported by Mithra and dedicated to enable women's success and their projects' development. We were extremely proud to accompany this new and determined group of mentees and mentors on their journey towards projects and career development.

At the occasion of the **International Women's Rights Day 2022**, we decided to give more visibility on our website Gyn&Co to projects launched by women for women, such as the Belgian non-profit organization "Toi mon endo". This association works daily to raise awareness among women and their entourage about endometriosis, a disease that affects nearly one in ten menstruating women.

GYN & CO
Toute la santé féminine

We also supported the 2022 **Belgian Ladies Open** golf tournament, which took place from May 27 to 29 at Naxhelet golf course. More than just an international female golf tournament, this round of the Ladies European Tour committed to making golf accessible to all and especially to women with free admission and free golf initiations. It fitted perfectly into the Golf Power campaign, launched in 2021 by the Belgian French-speaking Golf Association, which was then the first Belgian sports federation to commit to more women in sports. Whether it was in a forum powered with strong women leaders or directly on the golf course with talented sportswomen going head-to-head, we couldn't have been prouder to have women's success in our DNA.

As women's health is at the heart of our mission and because 1 in 8 women in Belgium is affected by breast cancer, it also seemed more than obvious for us to participate again in the **Think Pink** campaign in October 2022. For one month we organized several activities to raise as much money as possible to support the association and help fight breast cancer.

3. Governance

At Mithra, we strive to create an environment that ensures we apply the highest ethical standards, whether in terms of communication, sourcing or governance.

Responsible communication

As a stock listed company, Mithra must ensure a fair and transparent communication towards all its shareholders and stakeholders. To achieve this, we set a series of targets in 2021, e.g. improve our financial and non-financial disclosures and increase access to Management for our shareholders.

Sustainability Committee and Sustainability Working Group

To improve our non-financial disclosures, we set up a Sustainability Committee and a Sustainability Working Group with the mission to develop and implement a corporate social responsibility strategy. While Mithra does not fall under the scope of the Non-Financial Reporting Directive (NFRD), we included a significant sustainability section in our annual rapport 2021 and we will continue to do so, so that are our teams are also prepared for the upcoming requirements of the Corporate Sustainability Reporting Directive (CSRD).

In 2022, we attended less roadshows and institutional and retail investors conferences compared to previous years as the global geopolitical and economic context was causing investors to be more cautious.

	2021 (reference year)	2022
Number of roadshows attended	5	3
Number of institutional investors conferences attended	8	7
Number of retail investors conferences attended	2	1
Access to Executive Committee members (CEO, CFO, CBO & CSO) (number of days/year)	13	10
MSCI Rating (ranging from CCC, B, BB, BBB, A, AA to AAA)	BBB (5.1)	BBB (5.1)
Sustainalytics Rating (ranging from 0 (negligible risk) to 40+ (severe risk))	55	39.2

Responsible sourcing

In addition to the classic quality and price criteria, we are committed to applying a due diligence with all partners and suppliers to avoid violations of human rights and workers' rights, negative environmental impacts and unfair practices.

Our ambition is to embed a responsible sourcing policy in our daily purchase practices.

To achieve this objective, our target is to ensure that 50% of Mithra's direct and indirect purchases are ethically sourced by 2025 and to ensure that 75% of Mithra's direct and indirect purchases are ethically sourced by 2030.

Ethical questionnaire developed and sent to partners and suppliers

We are not yet able to report on the percentage of direct and indirect purchases that are ethically sourced and on the percentage of suppliers and partners that were ethically screened. However, our Supply Chain team has developed in 2022 a questionnaire that was recently sent to our current partners and suppliers so as to ensure they have sustainability and compliance policies in place. For future partners and suppliers, the questionnaire will be integrated in our quality questionnaire. As communicated, we are first focusing on partners and suppliers involved in the E4 project and we will tackle partners and suppliers involved in other projects at a later stage.

Governance & business ethics

We attach great value to good corporate governance and to business ethics and we are aware that these topics are of utmost importance for all our stakeholders. With our corporate governance charter, our dealing code and our business code of conduct as amended from time to time to reflect the most recent legal updates, we are confident to be well equipped to ensure the proper governance of our company.

Our objective at Mithra is to guarantee that we are compliant with all governance and business regulations in place and to create an environment where everyone is committed to the application of the highest ethical standards.

To achieve this objective, we have defined two targets, i.e. increase transparency on oversight of management (ownership and control), on conflicts of interests, on equal treatment between major and minor shareholders and on business ethics compliance; and to systematize training on compliance and ethical standards as part of our employees overall training programme.

Compliance and ethical standards training for all collaborators

In addition to the existing training for our Directors and for our Management Committee members, we are proud to announce that the compliance and ethical standards training has been systematized for all staff members as part of their onboarding process.

	2021 (reference year)	2022
Corporate Governance Charter	Yes	Yes
Dealing Code	Yes	Yes
GDPR policy & committee	Yes	Yes
Business Code of Conduct (Bribery and anti-corruption policy)	Yes	Yes
Independent Chairman of the Board of Directors	Yes	No
Split of the roles of CEO and Chairman of the Board	Yes	Yes
Independency in Board of Directors	50%	44%
Independency in Audit Committee	67%	33%
Independency in Nomination and Remuneration Committee	67%	33%
Female representation in Board of Directors	50%	55%
Female representation in Audit Committee	0%	33%
Female representation in Nomination and Remuneration Committee	33%	67%

Board of Directors

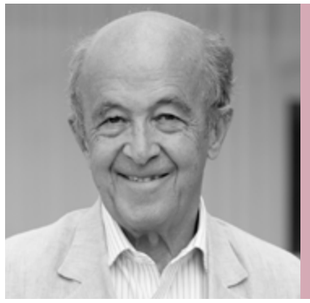
Appointed in May 2021 for a two-year term mandate, Mithra's board of directors can rely on directors with varied and complementary profiles with proven track records in diversified fields going from financial to pharmaceutical products development.

In June and July 2022, following the resignation with immediate effect of two members for personal and extrinsic reasons to the company, François Fornieri and Ajit Shetty, Mithra's board of directors approved the appointment of Christian Moretti as Chairman, as well as that of Erik Van Den Eynden as Vice-Chairman. These functions will be exercised until the Annual General Shareholder's Meeting in May 2023.

In June and July 2022, following the resignation with immediate effect of two members for personal and extrinsic reasons to the company, François Fornieri (YIMA SRL) and Ajit Shetty (Sunathim BV), Mithra's board of directors approved the appointment of Christian Moretti as Chairman, as well as that of Erik Van Den Eynden (Tica Consult BV) as Vice-Chairman. These functions will be exercised until the Annual General Shareholder's Meeting in May 2023.

At the end 2022, the Board comprises a majority of women, with 5 women directors and 4 men directors, and also displays a well-balanced mix of status with 4 independent and 5 non-independent directors.

	Gender	Age	Nationality	Audit Committee	Nomination and remuneration Committee
Christian Moretti	M	76	French		1
Erik Van den Eyden	M	54	Belgian	1	
An Cloet	F	51	Belgian		
Patricia Van Dijck	F	57	Belgian		1
Liesbeth Weynants	F	50	Belgian		
Valérie Gordenne	F	50	Belgian	1	
Gaëtan Servais	M	54	Belgian	1	
Amel Tounsi	F	41	Belgian		1
Jean-Michel Foidart	M	73	Belgian		



Christian Moretti,
Chairman, Non-Executive Director

Mithra's board mandate

- Member since 2021
- Chair of the Board since 2022
- End of term: 2023

Experience

- Mr Moretti has over 30 years of experience in the financial and industrial fields
- For 10 years, he worked in the banking sector before founding the industrial holding Dynaction listed on Euronext Paris. He then focused on the development of PCAS Biosolution, where he was CEO for 13 years, and enabled it to become the European leader in the chemistry of complex molecules.

Erik Van den Eynden
Vice-Chairman, Independent Director

Mithra's board mandate

- Member since 2021
- Vice Chair of the Board since 2022
- End of term: 2023

Experience

- Mr. Van Den Eynden has more than 30 years of experience in the banking sector.
- In 1990, he joined ING, where he held various commercial and management positions prior to serve as CEO of ING Belgium from 2017 to 2020. In March 2021, Mr. Van Den Eynden became CEO of the Straco Investment Group.

An Cloet
Independent Director

Mithra's board mandate

- Member since 2021
- End of term: 2023

Experience

- Ms. Cloet has over 25 years of pharmaceutical experience in multiple therapeutic domains, particularly in women's health (contraception, osteoporosis, fertility).
- Ms. Cloet built her career within MSD, where she has held various positions in Business Development, Marketing and Corporate Strategy. Since 2019, Ms. Cloet is External Affairs Director at MSD Belux.

Board of Directors

Patricia van Dijck

Independent Director

Mithra's board mandate

> Member since 2021
> End of term: 2023

Experience

- Ms. van Dijck has over 25 years of experience in the pharmaceutical industry.
- She began her career in 1996 at UCB before becoming Medical Director in 1997 and Managing Director in 2007 at Lundbeck. In 2011, Ms. van Dijck joined Novartis Belux as Head of Market Access & Public Affairs and Head Patient Access Excellence. Since 2018, she has been working for GSK Belux as Market Access & Public Affairs Director.

Liesbeth Weynants

Independent Director

Mithra's board mandate

> Member since 2021
> End of term: 2023

Experience

- Ms. Weynants is specialized in pharmaceutical and regulatory law with a focus on the life sciences sector.
- Ms. Weynants has an extensive expertise in intellectual property and patent law for innovative medicines (AbbVie, Allergan, Biogen, , Merck, Novartis, Sanofi…) and is currently Managing Partner at the law firm Hoyng Rokh Monegier as well as Professor of Intellectual Property Law at the VUB.

Valérie Gordenne

Non-Executive Director

Mithra's board mandate

> Member since 2021
> End of term: 2023

Experience

- Ms. Gordenne has over 20 years of experience in pharmaceutical Research & Development with extensive leadership experience in full drug development across a range of therapeutic areas, particularly in women's health.
- Through the management of various functions and activities (CSO of Mithra, CEO of Novalon and General Manager of Odyssea), she developed a deep operational and strategic knowledge and expertise in drug development. She is currently Chief Scientific Officer at Auxin Surgery, CEO of the start-up Odix and advisor in regulatory affairs.

Gaëtan Servais

Non-Executive Director

Mithra's board mandate

> Member since 2021
> End of term: 2023

Experience

- Mr Servais has nearly 30 years of experience in economics.
- In 2001, he became Chief of Staff for several ministers of the Walloon government. Since 2007, he has been CEO of the Liège-based investment fund Noshaq, which offers financing solutions for the creation and growth of companies.

.

Amel Tounsi

Non-Executive Director

Mithra's board mandate

> Member since 2021
> End of term: 2023

Experience

- Ms. Tounsi has a broad experience in cell-therapy development.
- During her career in the biotech sector (Celyad, Texere, Analis, Masthercell), she acquired a strong expertise in Business Development and Company Development strategy. Since January 2021, she works as an Investment Manager at the Liège-based investment fund Noshaq.

Jean-Michel Foidart

Executive Director

Mithra's board mandate

> Member since 2021
> End of term: 2023

Experience

- Co-founder of Mithra, Professor Foidart graduated in Gynecology from the University of Liège and obtained a PhD in cell biology and biochemistry, before directing the Department of Gynecology-Obstetrics.
- Professor Foidart is the author of more than 1300 publications on women's health and experimental oncology. He holds the Francqui Chair, Doctor Honoris Causa of the Pierre and Marie Curie University of Paris and the Paul Sabatier University of Toulouse, and is Officer of the Order of Leopold II, Commander, Grand Officer of the Order of the Crown, Professor Extraordinary, Honorary of the University of Liège and Perpetual Secretary of the Royal Academy of Medicine of Belgium.

Management committee

Dr. David H. Solomon
Chief Executive Officer
Since April 2023

Jean-Michel Foidart
President of the Scientific Council
Since July 1999

Christophe Maréchal
Chief Financial Officer
Since March 2016

Cedric Darcis
Chief Legal Officer
Since July 2014

Benjamin Brands
Chief Supply Chain Officer
Since February 2015

Laurence Schyns
Chief Human Resources Officer
Since February 2021

Graham Dixon
Chief Scientific Officer
Since April 2019

Jean-Manuel Fontaine
Chief Commercial & External Affairs Officer
Since June 2015

Renaat Baas
CDMO Site Director
Since April 2019

Benoît Mathieu
Group Investor Relations Manager
Since February 2021

Maud Vanderthommen
Group Communication Manager
Since January 2019

Stijn Vlaminck
Group IT Manager
Since May 2021

2

CORPORATE GOVERNANCE AND FINANCIAL STATEMENTS

Contents

1. Report of the Board of directors

1.1. Analysis of results / operations

The net loss for the year 2022 was EUR 59,620k (loss of EUR 116,875k for 2021) on a consolidated basis.

The operating loss of EUR 26,245k in 2022 (compared to an operating loss of EUR 87,875k in 2021) is mainly explained by the increase of revenues and the decrease of R&D expenses.

The loss before taxes amounts to EUR 11,480k in 2022. The positive gap between operating loss and loss before taxes is mainly the result of the increase in financial income and fair value gains partly offset by the increase of financial expenses.

1.1.1. Total income

Revenues stood at EUR 67.0 million compared to EUR 22.7 million in 2021. Revenues breakdown is as follows:

- Product sales, at EUR 15.7 million in 2022, were largely driven by Estelle® (EUR 9.2 million) even if sales were lower than in 2021 (EUR 13.3 million) because of a slower ramp-up, and Myring® (EUR 4.5 million) that improves the revenue of our generic portfolio to EUR 6.5 million compared to EUR 3.8 million in 2021.
- Out-licensing revenue, at EUR 49 million in 2022, are essentially Estelle® and Donesta® milestones (respectively EUR 4.1 million and EUR 44.7 million). On the one hand, EUR 4.1 million relates to out-licensing revenues of the license and supply agreement with Gedeon Richter for the commercialization of Estelle® in Latin America. On the other hand, EUR 44.7 million (being a portion of the EUR 55 million to be recognized as revenue according to our IFRS 15 accounting policy) relates to the terms of the licence agreement for the commercialisation of Donesta®, where Mithra received EUR 55 million in upfront payment – EUR 5 million paid upon signature of the binding term sheet in December 2022 and EUR 50 million paid upon signature of this license agreement in February 2023.
- The revenues also include revenue from the R&D contracting activities of our CDMO for EUR 2.3 million.

1.1.2. Research and development expenses

R&D expenses (including depreciations) decreased by 25% in 2022 to EUR 64 million (2021: EUR 85.2 million). The decrease is the result of a strategy based on focusing on our core R&D projects, like Donesta® Phase III clinical studies and Estelle® post approval safety study (PASS). As a consequence, some costs have been postponed to 2023.

1.1.3. General and administrative expenses and selling expenses

G&A and selling expenses increased by 17%, due to a higher impact of share-based payments accounting entries (charge of EUR 2.0 million compared to charge of EUR 1.1 million in 2021) but also due to an increase in insurance costs, salaries indexation and, in general, several external fees.

1.1.4. Other operating income

Other operating income of EUR 7.2 million (compared to EUR 4.8 million in 2021) are essentially composed of a R&D tax credit for EUR 2.1 million which is directly related to R&D expenses level, EUR 1.5 million exemption from the withholding tax on professional income for R&D staff and EUR 2.2 million of cost reinvoicing.

1.1.5. Change in fair value of contingent consideration payable

The positive impact about EUR 28.3 million of change in fair value gain related to contingent consideration payable Estelle® is mainly the consequence of conservative review of management estimate and the underlying updated business plans, as well as discount rate (2022 WACC is 2.44% higher than in 2021 to reach 13.78%).

1.1.6. Financial income

Financial income increase is explained by the positive impact of the remeasurement of refundable government advances measured at amortized cost (EUR 3.6 million) following the update of forecasts. This update of the forecasts is explained by a slower ramp-up compared to company's initial estimates on Estelle® product sales and by the global contractual landscape agreed with Gedeon Richter concerning the supply of Estetrol for Estelle®. Following this agreement, Mithra is no longer entitled to receive supply revenues for Estelle® as Gedeon Richter is in charge of the supply and the production of the product for all its territories (Europe & Latin America). Mithra is still eligible to collect the royalties negotiated in the agreement signed in September 2018.

It also includes EUR 3 million of dividend from Mayne Pharma as well as a realized gain of EUR 2.5 million following the early repurchase of EUR 34.1 million tranche of our convertible bonds due in 2025 at a discount to par, via the convertible loan signed with Highbridge and Whitebox.

1.1.7. Financial expense

Increase of financial expenses is mostly driven by the interest charges (EUR 16.8 million), higher than in 2021 and linked to higher financial liabilities in 2022 and the use of straight's lines and financing solutions as well as a realized foreign exchange loss for EUR 5.9 million following the early settlement of one of the derivative financial instruments.

1.1.8. Branches

The Company has no branches. Refer to detailed table about the Group structure in note 9.31.

1.2. Statement of financial position analysis

Total assets increased to EUR 442,414k as of 31 December 2022 (EUR 421,918k at the end of previous year).

1.2.1. Non-current assets

As of 31 December 2022, the Statement of financial position shows a total of EUR 296.6 million in Non-current assets, the majority of which are Other intangible assets (EUR 134.9 million), Property, plant and equipment (EUR 40.7 million), Right-of-use assets (EUR 65.5 million), Deferred tax assets (EUR 16.4 million) and Investments in equity securities (EUR 21.4 million).

In 2022, a total of EUR 33.3 million has been added to the Other intangible assets amongst which the Tech Transfer to allow Mithra to control the E4 synthesis industrial ramp-up process to achieve large scale production (EUR 28.3 million), capitalization of internal development costs incurred for the development of the API E4 (EUR 0.5 million) and capitalization of R&D costs regarding the post approval safety study for Estelle® (EUR 4.3 million). This amount is offset by EUR 3.1 million of depreciation, higher than 2021, as depreciation of Myring® PPA started in August 2022 (triggered by the FDA approval) and a full year of depreciation for Estelle® PPA (ready for use since Estelle®'s commercialization from May 2021).

Tangible fixed assets (Property, plant and equipment and the Right-of-use assets) decreased by EUR 1.4 million, mainly explained by higher depreciations in 2022 (EUR 8.8 million). This impact is partially offset by acquisitions done in 2022 (EUR 7.8 million), which are mainly the result of the capitalization of internal development costs incurred for equipment set ups and process improvement in the production zones (polymer, injectable, …) for EUR 5.5 million and all the related equipments for EUR 1.2 million.

Deferred tax assets decreased by EUR 47.1 million; primarily due to the positive outcome of the ruling from Belgian Tax Authorities regarding the Innovation Income Deduction which allows 100% of revenues from Estelle® and Donesta® for as eligible deduction; and secondly because of the conclusion of a tax audit on fiscal deductibility of Uteron futures payments. Both events have modified our assumptions and tax forecasts which impact this accounting estimate computation.

Investment in equity securities are decreasing due to the change in fair value explained by the decrease in Mayne's share price at reporting date as well as the decrease in AUD/EUR conversion rate.

Contract assets amount to EUR 47.8 million (non-current and current) versus EUR 12.8 million in 2021. The variance relates to out-licensing revenue, mainly from Gedeon Richter (EUR 43.2 million of contract assets), offset by unbilled

revenues recognized in prior years and billed in 2022 (among which EUR 1 million to Gedeon Richter and EUR 8.1 million to Mayne Pharma).

1.2.2. Current assets

Current assets at the end of 2022 are about EUR 145.9 million and include, besides contract assets describes here above, Cash and cash equivalents of EUR 28.3 million, Trade & other receivables of EUR 22.3 million, and Inventories of EUR 50.3 million.

Inventories increased to EUR 50.3 million from EUR 43.9 million in 2021, mainly due to the increase of E4 inventory (EUR 7million) in 2022, which has been built up in order to be able to meet the demand from partners for Estelle®.

1.2.3. Equity

Total equity at year-end remained flat at EUR 33.7 million. The total comprehensive loss for the period (EUR 77.9 million) was compensated by several capital increases for a total amount of EUR 77 million (net of transaction costs).

1.2.4. Non-current liabilities

Non-current liabilities decreased to EUR 278.3 million at the end of 2022, compared to EUR 292.3 million end of 2021, primarily due to a decrease of the fair value of contingent considerations payables (EUR 28.5 million), which are reported under Other financial liabilities, and to the amortized cost treatment of refundable government advances (EUR 3.6 million). The other loans increase (EUR 13.4 million) is mainly the result of the convertible bond early repurchase (EUR 31.3 million) offset by the debt part of the new facility contracted with Highbridge and Whitebox (EUR 42.1 million). The derivatives financial liabilities increase is explained by the derivative instrument part of the facility Highbridge and Whitebox (EUR 7.6 million).

1.2.5. Current liabilities

Current liabilities increased to EUR 130.4 million at the end of 2022, compared to EUR 95.8 million in 2021. The increase of the Current liabilities is mainly explained by the increase of Trade payables (EUR 34.6 million).

1.3. Cash flow analysis

Full year cash flow of the Group amounts to EUR -4,440k :

- *Cash flow from operating activities* of EUR -56,819k for 2022.
- *Cash flow from investing activities* of EUR -25,490k : the acquisition of tangible assets relates predominately to the capitalization of development costs in the framework of CDMO facility and equipment and its production zones (EUR 5.5 million). The acquisition of intangible assets consists in a total cash out of EUR 19.3 million arising mainly from the capitalization of development costs related to the Tech Transfer to allow Mithra to control the E4 synthesis industrial ramp-up process to achieve large scale production and R&D costs regarding the post approval safety study for Estelle®.
- *Cash flow from financing activities* amounts to EUR 77,869k: during the year, the Group has secured several capital increases for a total amount of EUR 77.0 million:
  - EUR 13.0 million from LDA Capital (net of transaction costs);
  - EUR 13.7 million in the framework of flexible equity financing agreement with Goldman Sachs International (net of transaction costs);
  - EUR 23.3 million from the private placement completed in June 2022 (net of transaction costs);
  - EUR 26.7 million from the senior secured convertible facilities agreement signed on 8 August 2022 with funds managed by Highbridge Capital and funds managed by Whitebox Advisors for an amount of EUR 100 million, with a maturity in August 2025. The first tranche of EUR 50 million was received upon signing of the agreement, with around 29 million used to repurchase outstanding convertible bonds of the Company held by the Lenders. The second tranche of EUR 25 million was drawn on 31st October 2022.

Those proceeds are offset by several (re)payments of subordinated loans and other loans for EUR 31,241k, leases for EUR 6,663k and by interests' payments for EUR 9,862k.

Post-closing events such as the collection of an out-licensing upfront payment on Donesta® of EUR 50 million, the collection of the Mayne Pharma dividend for c. EUR 3 million and the milestone payment of EUR 1.6 million following Myring® commercialization in the U.S., are reinforcing our treasury.

In consideration of the conservative assumptions mentioned in the note 1.12 Going concern, the Board of directors has analyzed the financial statements and accounting policies and made the assessment that the current cash position of EUR 28.3 million at 31 December 2022, taking into account the above post-closing events, will allow the Group to keep up with operating expenses and capital expenditure requirements at least until April 2024 (twelve months at least after the issuance of this report).

1.4. Corporate governance statement

1.4.1. Introduction

This Corporate Governance Statement is included in the Company's report of the Board of directors on the statutory accounts for the financial year ended on 31 December 2022 in accordance with Article 3:6, §2 of the Belgian Companies and Associations Code.

On 17 May 2019, the Belgian royal decree of 12 May 2019 designating the corporate governance code to be complied with by listed companies was published in the Belgian Official Gazette. On the basis of this royal decree, Belgian listed companies are required to designate the new 2020 Belgian Corporate Governance Code (the "2020 Code") as reference code within the meaning of Article 3:6, §2 of the Belgian Companies and Associations Code of 23 March 2019, as amended (the "Belgian Companies and Associations Code"). The 2020 Code applies compulsorily to reporting years beginning on or after 1 January 2020 (compulsory application).

The 2020 Code is available on the website of the Belgian Corporate Governance Committee (www.corporategovernancecommittee.be).

1.4.2. Reference code

The Corporate Governance of the Company is organized pursuant to the Belgian Companies and Associations Code, the Company's articles of association and the Company's Corporate Governance Charter.

The Company's Corporate Governance Charter was adopted by the Board of directors on 20 April 2020 and updated on 22 April 2020. It was drafted in accordance with the recommendations set out in the 2020 Code.

For the financial year ended on 31 December 2022, the Company complied to a large extent with the provisions of the 2020 Code, except for the following deviation which the Company believed was justified in view of the Company's specific situation. In line with the "comply-or-explain" principle of said 2020 Code, the Company did not fully comply with the following provision:

- Provisions 4.10 to 4.16 of the 2020 Code: The Company decided not to appoint a formal internal auditor because of the size of the Company. However, the Risk and Audit committee regularly evaluates the need for this function and/or commissions external parties to conduct specific internal audit missions and report back to Board of directors;
- Provision 7.12. of the 2020 Code: As disclosed in the Remuneration Policy of the Company approved by the annual General Meeting of May 20th, 2021, up until now, there is no possibility for the Company to reclaim the variable remuneration paid to Executive Management or to the CEO. However, the Board of Directors undertakes to include this possibility further on and to amend the current contracts containing variable remuneration provisions to reflect this possibility;
- Provision 4.19 of the 2020 Code: provides that the Board should set up a nomination committee with the majority of its members comprising independent non-executive board members. Following the resignation of Sunathim BV (Ajit Shetty), Selva Luxembourg Sarl has been appointed as board member and as member of the Nomination and Remuneration Committee. This appointment led the Nomination and Remuneration Committee to be composed of only one independent Director. This deviation from the 2020 Code shall be

remediate after the committees are recomposed following the board renewal during the General Meeting to be held in May 2023.

The Company's Corporate Governance Charter, together with the articles of association of the Company, are available on the Company's website (www.mithra.com), mentioning the date of the most recent update, in a clearly recognizable part of the Company's website under the heading "Investors", separate from the commercial information.

1.4.3. Share capital & shares

On 7 February 2022, the Company entered into an equity financing agreement with Goldman Sachs International (GSI), pursuant to which the Company can at its sole discretion require GSI (subject to certain conditions) to provide funding to the Company for an aggregate amount of up to EUR 100,000,000 (the "Committed Amount") in return for issuing GSI with call options over the Company's ordinary shares. The arrangement has been entered into for a term of approximately 2 years. The Company can access this funding through several drawings, which must be at least 22 trading days apart. The first drawing request, exercised on 4 February 2022, amounts to EUR 10 million. The maximum amount that can be drawn by the Company on each subsequent occasion will be EUR 5 million or, if certain conditions are satisfied, up to EUR 7.5 million. Following exercise of such call options, the Company will convert outstanding funding amounts, in whole or in part, into a number of new shares of the Company, subject to the Company having the right in certain circumstances to elect to pay to GSI the value of that number of shares. The number of shares to be delivered to GSI will be determined by reference to the lowest daily volume weighted average price for the Company's shares during a reference period prior to GSI exercising its call options, less a discount. If the Company elects instead to cash settle any options exercised by GSI, the amount payable by the Company shall be determined by valuing the number of shares that would otherwise be deliverable by the Company using the average of the daily volume weighted average prices for the Company's shares during a reference period following the Company's election to cash settle, plus a premium. Any amount funded that is not settled prior to the maturity date shall be automatically settled at the maturity date in shares or, at the election of the Company, in cash.

On 18 April 2022, the Company announced the extension of the Capital Commitment Agreement with LDA Capital by two years as well as the increase of the commitment amount by 25 Mi EUR. As a reminder, under the terms of the initial agreement entered into in April 2020, LDA Capital had committed an amount of up to EUR 50 million in cash within a maximum of three years in exchange for new ordinary shares in Mithra. This Capital Commitment can be released based on drawdowns by the Company in the form of put options that Mithra has the right to exercise at its sole discretion. Under the terms of the initial agreement and in consideration of the conclusion thereof, (i) in July 2020, 690,000 subscription rights were issued to the profit of LDA Capital, and (ii) in September 2020, 300,000 subscription rights were jointly issued in favour of François Fornieri, Alychlo NV, and Noshaq SA. As a consequence of the extension of the capital commitment agreement, the respective terms of the LDA subscription Rights and the subscription rights for the Share Loan will also be extended by two additional years. No new subscription rights have been issued.

On 24 June 2022, the Company announced the closing of a private placement for an aggregate amount of 23,5 Mi EUR. The investors that provided a subscription commitment include Leon Van Rompay, Alychlo NV (Marc Coucke), Scorpiaux BV (Bart Versluys), Glenernie Capital, Prof. Foidart, Noshaq, SRIW and Stijn Van Rompay. The private placement resulted in the issuance of an aggregate of 3,871,471 new ordinary shares of the Company at an issue price of EUR 6.07 per share, representing a 5% discount to the closing share price on Friday 17 June 2022. The new shares 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 Mithra 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 issue of the new shares.

On 8 August 22, the Company entered into a senior secured convertible facilities agreement with funds managed by Highbridge Capital Management, LLC (collectively, "Highbridge") and funds managed by Whitebox Advisors LLC (collectively, "Whitebox", and together with Highbridge, each a "Lender"), for a three-year term, in an amount of up to EUR 100 million. Part of the proceeds of the loan have been used to repurchase outstanding convertible bonds of the Company held by the Lenders for a principal amount of EUR 34.1 million at a discount. The loan facility is for a principal amount of up to EUR 100 million, to be drawn in three tranches, with a maximum amount outstanding at any time not greater than EUR 65 million or, depending on the satisfaction of certain conditions, EUR 75 million. The first tranche is for a maximum amount of EUR 50 million, and the second and third tranches are each be for an

amount of up to EUR 25 million, subject to certain conditions. The first tranche has been drawn at the closing of the transaction and the second tranche has been drawn on 31 October following the satisfaction of relevant conditions. The loans carry interest of in principle 7.50% per annum. The Company's obligations under the loans are guaranteed by certain subsidiaries of the Company and secured by a business pledge including particularly all intellectual property, data, contracts and assets related to E4 such as Estelle® and Donesta® as well as other assets related to E4, and a pledge on the shares in certain subsidiaries of the Company and on 50% of Estetra's shares in Mayne Pharma.

Pursuant to the loan facility and a separate conversion agreement entered into between the Company and the Lenders, the loans plus accrued interest and an option prepayment amount are convertible into new shares of the Company, either at the option of the respective Lenders or (subject to certain conditions) at the option of the Company, in each case at a discount of 10% to a relevant volume weighted average trading price of the Company's shares prior to conversion. The Company may also voluntary prepay the loans in whole or in part at any time for cash at par plus an option prepayment amount.

The interest on the loans and the option prepayment amount are payable in cash or, at the Company's option, in kind in Company shares at a discount of 10% to a relevant volume weighted average trading price of the Company's shares prior to the settlement in shares. The Lenders are entitled to a commitment fee for an aggregate amount of EUR 2,911,372.65, which shall be settled in kind via an aggregate of 366,667 freely tradable shares of the Company, at a price per share of EUR 7.9401. A first portion representing 65% of the commitment fee shall be settled in shares of the Company at the time of the first drawing by the Company. Any remaining portion of the commitment fee that has not yet been settled in accordance with the provisions of the agreements will be settled in shares at the time of the last drawing or termination. The new shares issuable by the Company shall be ordinary shares, and rank in all respect pari passu with the fully paid ordinary shares of the Company outstanding on the date of issue. The shares will be freely tradable and will need to be admitted to trading on the regulated market of Euronext Brussels at the time of their issuance. In any event, the loan facility provides that the ownership by a Lender and its affiliates cannot exceed 9.9% of outstanding shares of the Company's shares.

Repurchase of outstanding convertible bonds Immediately following the closing of the loan facility, the Company will use a portion of the proceeds of the loan facility to repurchase EUR 34.1 million in principal amount of the EUR 125 million 4.250 per cent. convertible bonds due 2025 issued by the Company on 17 December 2020 (ISIN BE6325746855) held by the Lenders, at a discounted price of EUR 850 per EUR 1,000 of principal amount of the relevant bonds, along with accrued interest. Therefore, via this repurchase, the Company will reduce its liabilities in principal under the existing convertible bonds from EUR 125 million to EUR 90.9 million

During the period under review, a few receivables were converted into shares upon their respective contribution in kind, list of which can be found in section 1.5 (authorised capital transaction).

On 31 December 2022, the share capital of the Company amounts to EUR 41.227.972,15 and is fully paid-up. It is represented by 56.314.974 ordinary shares, each representing a fractional value of (rounded) EUR 0.7321 and representing one 56.314.974th of the share capital. The Company's shares do not have a nominal value. The Company's shares are admitted to listing and trading on the regulated market of Euronext Brussels, under the ticker "MITRA".

In addition to the outstanding shares, the Company has a number of subscription rights, that are exercisable into ordinary shares, consisting of:

- 1,394,900 outstanding share options, issued by the Company on 5 November 2018 to the benefit of members of the staff, as well as consultants of the Company, subject to the terms and conditions that are determined by the Board of directors, entitling their holders thereof to subscribe for 1 share upon exercise of 1 relevant share option (the "2018 Share Options");
- subscription rights exercisable for a maximum number of 690,000 new shares of the Company at an exercise price of EUR 27.00 per ordinary share (subject to customary adjustments), issued by the Company on 22 July 2020 to the benefit of LDA Capital Limited, subject to the terms and conditions, entitling LDA Capital Limited to subscribe for 1 share upon exercise of 1 relevant subscription right (the "LDA Warrants");
- subscription rights exercisable for a maximum number of 300,000 new shares of the Company at an exercise price of EUR 27.00 per ordinary share (subject to customary adjustments), issued by the Company on 7 September 2020 to the benefit of certain shareholders of the Company, subject to the terms and

conditions, entitling their holders to subscribe for 1 share upon exercise of 1 relevant subscription right (the "Share Lending Warrants");

- 390,717 outstanding share options, issued by the Company on 20 November 2020 to the benefit of members of the personnel of the Company, subject to the terms and conditions that are determined by the Board of directors, entitling their holders thereof to subscribe for 1 share upon exercise of 1 relevant Share Option (the "2020 Share Options"). On the date of the present report, a total of 316,000 warrants have already been granted to members of the personnel, while 67.000 remaining;
- On 10 December 2020, the Company issued senior unsecured convertible bonds due 17 December 2025 for an amount of EUR 125 million. The convertible bonds are convertible into ordinary shares of the Company at an initial conversion price of EUR 25.1917, representing a 25.00% premium above the reference price of EUR 20.1533, being the volume weighted average price of a Company's share on Euronext Brussels from market open to the close of trading on 10 December 2020. The convertible bonds were issued in dematerialised form in the denomination of EUR 100,000 each. Unless previously converted, redeemed or purchased and cancelled, the convertible bonds will be redeemed at par on the stated maturity date, which is expected to be 17 December 2025. The number of ordinary shares potentially to be issued based on this operation amount to 4,96 million. As a result of the senior secured convertible facilities agreement and conversion agreement entered into by the Company and announced on 8 August 2021, as announced by the Company on 2 September 2022, the conversion price of the bonds has been adjusted from EUR 25.1917 to EUR 24.5425, effective as of 8 August 2022.
- The Master Confirmation Agreement dated 4th February 2022 between the Company and Goldman Sachs International provides that should a change of control occur, an adjustment on the economics of the contract shall occur. This Adjustment shall be determined by the Calculation Agent based on the 2006 ISDA Definitions and the definitions and provisions of the 2002 ISDA Equity Derivatives Definitions rules in each case as published by the International Swaps and Derivatives Association, Inc, using customary mechanisms. Should the Adjustment be rejected by the Company following a change of control, it may in some circumstances cause a termination of the Master Confirmation Agreement.

Post-closing, the following capital increases took place:

- on 14 February 2023, the Company announced that the second quarterly interest payment of the loan facility concluded with Highbridge and Whitebox was contributed in kind against the issuance of new shares for an aggregate amount of EUR 721,159.81 through the issuance of 276,120 new shares at an issue price of ca. EUR 2.61 per share.

- On 14 March 2023, another portion of the loan facility concluded with Highbridge and Whitebox (including accrued interest, as relevant, and an option payment amount) was contributed in kind for an aggregate amount of EUR 1,854,570.72 through the issuance of 482,528 new shares at an issue price of ca. EUR 3.84 per share.

Therefore, on the date of this report, the capital is therefore EUR 41.783.378,35, with a total number of securities carrying voting rights of 57,073,622 (all ordinary shares).

Form and transferability of the shares

The shares of the Company can take the form of dematerialized shares. All the company's shares are fully paid-up and are freely transferable. On 31 December 2022, all of the 56.314.974 existing shares have been admitted to trading on the regulated market of Euronext Brussels.

Currency

The Company's shares do not have a nominal value, but each reflects the same fraction of the Company's share capital, which is denominated in euro.

Voting rights attached to the shares

Each shareholder of the company is entitled to one vote per share. Shareholders may vote by proxy, subject to the rules described in the Company's articles of association.

Voting rights can be mainly suspended in relation to shares:

- which are not fully paid up, notwithstanding the request thereto of the Board of directors of the Company;
- to which more than one person is entitled or on which more than one person has rights in rem (*droits réels*) on, except in the event a single representative is appointed for the exercise of the voting right vis-à-vis the Company;
- which entitle their holder to voting rights above the threshold of 3%, 5%, 10%, 15%, 20% and any further multiple of 5% of the total number of voting rights attached to the outstanding financial instruments of the Company on the date of the relevant general shareholders' meeting, in the event that the relevant shareholder has not notified the Company and the FSMA at least 20 calendar days prior to the date of the general shareholders' meeting in accordance with the applicable rules on disclosure of major shareholdings; and
- of which the voting right was suspended by a competent court or the FSMA.

Pursuant to the Belgian Companies and Associations Code, the voting rights attached to shares owned by the Company, or a person acting in its own name but on behalf of the Company, or acquired by a subsidiary of the Company, as the case may be, are suspended.

Dividends and dividend policy

All of the shares of the Company entitle the holder thereof to an equal right to participate in dividends in respect of the financial year ending on 31 December 2022 and future years. All of the shares participate equally in the Company's profits (if any). Pursuant to the Belgian Companies and Associations Code, the shareholders can in principle decide on the distribution of profits with a simple majority vote at the occasion of the annual general shareholders' meeting, based on the most recent statutory audited financial statements, prepared in accordance with Belgian GAAP and based on a (non-binding) proposal of the Company's Board of directors. The Belgian Companies and Associations Code and the Company's articles of association also authorise the Board of directors to declare interim dividends without shareholder approval. The right to pay such interim dividends is, however, subject to certain legal restrictions.

Additional financial restrictions and other limitations may be contained in future credit agreements.

1.4.4. Shareholders & shareholder structure

Shareholders structure

The table below provides an overview of the shareholders that notified the Company of their shareholding in the Company pursuant to applicable transparency disclosure rules, as of 31st of December 2022.

Shareholder	*% of voting rights*[1]
Mr François Fornieri[2, 4]	19,2%[5]
NOSHAQ SA	9,75%
Mr Marc Coucke[3]	7,94%
Glenernie Capital BV	3,92 %
Bart Versluys	3,6%

1. The percentage of voting rights is calculated as per the closing date and taking into account the total number of outstanding shares of the Company as of such date.
2. François Fornieri holds in direct and through Yima SRL warrants entitling him to subscribe still 952,790 additional shares of Mithra.
3. Marc Coucke holds his shareholding partially through Alychlo NV, which he controls.
4. François Fornieri, Alychlo NV and Noshaq SA jointly hold 300,000 warrants (share lending warrants).
5. Bart Versluys holds his shareholding directly and through his Company (Scorpiaux BV).
6. On 29 December 2022, Glenernie Capital has notified the Company that it has crossed and consolidated the statutory threshold of 3% on 20, December 2022. Post period, Glenernie Capital has notified the Company that it has fallen below the legal 3% threshold on 13, January 2023.

No other shareholders, alone or in concert with other shareholders, notified the Company of a participation or an agreement to act in concert in relation to 3% or more of the current total existing voting rights attached to the voting securities of the Company.

The most recent transparency declarations, including the abovementioned declarations, are available on the Company's website www.mithra.com.

Shareholders' arrangements

To the Board of directors' best knowledge, no shareholders' agreement exists among shareholders of the Company with respect to the Company.

1.4.5. Board of directors

Composition of the board

The Company has opted for a "one tier" governance structure whereby the Board of directors is the ultimate decision-making body, with the overall responsibility for the management and control of the Company and is authorized to carry out all actions that are considered necessary or useful to achieve the Company's object. The Board of directors has all powers except for those reserved to the general shareholders' meeting by law or by the Company's articles of association. The Board of directors acts as a collegiate body.

Until June 20th, 2022, the Board of directors consisted of ten (10) members (with a minimum of three (3) members set out in the articles of association), of which one (1) is Executive Director and nine (9) are Non-Executive Directors, including five (5) Independent Directors in the meaning of the Article 7:87 of the Belgian Companies and Associations Code. On June 20th, 2022, YIMA SRL (represented by Mr François Fornieri) have decided to resign from his role as director with immediate effect.

On July 6th, 2022, the Company announced the resignation with immediate effect of Sunathim BVBA (represented by Mr. Ajit Shetty). On the proposal of the recommendation of the Nomination and Remuneration Committee, the Company appointed (by mean of cooptation) Selva Luxembourg SA (represented by Mr. Christian Moretti) as director and Chairman of the Board of Director as well as Tica Consult BV (represented by Mr. Erik Van Den Eynden) as Vice-Chairman of the Board of Director. The appointment of Selva Luxembourg has been confirmed by the Extraordinary General Meeting dated September 22th, 2022.

After June 20th, 2022, and again after July 6th, 2022, the Board of directors consists of nine (9) members (with a minimum of three (3) members set out in the articles of association), of which one (1) is Executive Director and eight (8) are Non-Executive Directors, including four (4) Independent Directors in the meaning of the Article 7:87 of the Belgian Companies and Associations Code.

The Company has continued to comply with the requirement of gender diversity and Article 2.1 of the Company's Corporate Governance Charter. Indeed, the Board of directors currently has five (5) female directors.

The roles and responsibilities of the Board of directors, its composition, structure and organization are described in detail in Company's articles of association and Company's Corporate Governance Charter (available on the Company's website, www.mithra.com). The Company's Corporate Governance Charter specifies the criteria that Directors must satisfy in order to qualify as Independent Directors.

Since the General Shareholders' Meeting of 20 May 2021, directors are appointed for a maximum term of two years, which is renewable.

The composition of Mithra's Board of directors was as follows during the financial year 2022:

Name	*Position*	*Term*[1]	*Nature of Mandate*	*Board of directors Committee Membership*	*Attendance*[2] *to 2022 Board meetings*
Yima SRL (permanent representative: Mr. François Fornieri)	Director[3]	2022	Non-Executive	-	9/9
Sunathim BV (permanent representative: Mr. Ajit Shetty)	Director[4] (Chair)	2022	Chair Independent	(Nomination and Remuneration Committee)	11/11 (3/4)
TicaConsult BV (permanent representative: Mr. Erik Van Den Eynden)	Director	2023[3]	Vice Chair Independent	(Risk and Audit committee) (Chair)	14/16 (13/13)
Noshaq SA (permanent representative: Mr. Gaëtan Servais)	Director	2023	Non-Executive	(Risk and Audit committee)	14/16 (11/13)
Eva Consulting SRL (permanent representative: Mr. Jean-Michel Foidart)	Director	2023	Executive	-	16/16
Mrs. Patricia van Dijck	Director	2023	Independent	(Nomination and Remuneration Committee (Chair)[5])	15/16 (9/9)
Mrs. Amel Tounsi	Director	2023	Non-Executive	(Nomination and Remuneration Committee)	16/16 (9/9)
Alius Modi SRL (permanent representative: Mrs. Valérie Gordenne)	Director	2023	Non-Executive	(Risk and Audit committee)	14/16 (12/13)
Mrs. An Cloet	Director	2023	Independent	-	12/16
Mrs. Liesbeth Weynants	Director	2023	Independent	-	13/16
Selva Luxembourg SA (permanent representative Mr. Christian Moretti)	Director[4] (Chair)	2023[4]	Non-executive	(Nomination and Remuneration Committee)	5/5 (4/5)

1. Unless resignation early, the term of the mandate of the Director will expire immediately after the Annual General Shareholders' Meeting held in the year set forth next to the Director's name.
2. The number of meetings attended by each Director should take into account the nomination of new Directors during the financial year.
3. On June 20th, 2022, the Company announced the resignation with immediate effect of Yima SRL (François Fornieri as permanent representative) as non-executive director.
4. On July 6th, 2022, the Company announced the resignation with immediate effect of Sunathim BVBA (represented by Mr. Ajit Shetty) and the Board of Directors coopted, on the proposal of the recommendation of the Nomination and Remuneration Committee, the appointment of Selva Luxembourg SA (represented by Mr. Christian Moretti as permanent representative) and its appointment as Chairman, as well as Tica Consult BV (represented by Mr. Erik Van Den Eynden as permanent representative) as Vice-Chairman. The appointment of Selva Luxembourg has been confirmed by the Extraordinary General Meeting dated September 22th, 2022.
5. On July 2022, P. Van Dijck has been appointed as Chair of the Nomination and Remuneration Committee.

More detailed information on the Board of directors' responsibilities, duties, composition and operation can be found on the Company's website (www.mithra.com) in the Company's articles of association and Corporate Governance Charter.

Activity report

In 2022, sixteen Board meetings have been held (in case two distinct meetings take place successively, the two meetings have been taken into account hereinabove).

The Board meetings were mainly related to the financial results and financial reporting, including the half-year and financial statements and budget, the Company's financing strategy and related capital transaction, Supply strategy and R&D progress, important agreements or (expected) acquisitions and divestments, and continuous evaluation of the structure and the strategy of the Company.

In addition, the Board of directors met to resolve on various (conditional) capital increases or transaction,

Performance evaluation of the board

Under the lead of the Chair and assisted by the Nomination and Remuneration Committee (and possibly also by external experts) the Company's Board of Directors will conduct, every 3 years, a self-evaluation in respect of its size, composition, performance and those of its Committees, as well as in respect of its interaction with the executive management. The evaluation shall have the following objectives:

- Assessing how the Board or the relevant Committee operates;
- Checking that the important issues are suitably prepared and discussed;
- Evaluating the actual contribution of each Director's work, the Director's presence at Board and Committee meetings and his constructive involvement in discussions and decision-making; and
- Checking the Board's or Committee's current composition against the Board's or Committee's desired composition.

The Non-Executive Directors shall annually assess their interaction with the Executive Management Team. In this respect, Non-Executive Directors shall meet at least once a year in absence of the CEO and the other executive directors, if any. No formal Board decision can be taken at such meeting.

There is a periodic evaluation of the contribution of each director aiming at adapting the composition of the Board of directors. At the time of their re-election, the directors' commitments and contributions are evaluated within the Board of directors, and the Board of directors ensures that any appointment or re-election allows an appropriate balance of skills, knowledge and experience to be maintained. The same applies at the time of appointment or re-election of the Chairs (of the Board of directors and of the Board committees).

The Board shall act on the results of the performance evaluation by recognising its strengths and addressing its weaknesses. Where appropriate, this will involve proposing new members for appointment, proposing not to re-elect existing members or taking any measure deemed appropriate for the effective operation of the Board.

This evaluation took place in fiscal year 2018 and has been renewed in fiscal year 2023 to correspond with the renewal of the Board of directors). The Board always acts on the results of the performance evaluation by recognizing its strengths and addressing its weaknesses. Where appropriate, this could involve proposing new members for appointment, proposing not to re-elect existing members or taking any measure deemed appropriate for the effective operation of the Board of Directors.

1.4.6. Risk and Audit committee

The Board of directors has set up a Risk and Audit committee, in line with the Belgian Companies and Associations Code.

More detailed information on the Risk and Audit committee's responsibilities can be found in the Company's Corporate Governance Charter, which can be found on Mithra's website (www.mithra.com).

The Chair of the Risk and Audit committee reports to the meeting of the Board of directors subsequent to each meeting of the Risk and Audit committee on its activities, conclusions, recommendations and resolutions. On an

annual basis, the Chair of the Risk and Audit committee also reports to the Board of directors on the Risk and Audit committee's performance.

Composition

The Risk and Audit committee is composed of three (3) members, which are exclusively Non-Executive Directors. At least one of its members should be an independent Director in the meaning of article 7:87 of the Belgian Companies and Associations Code.

At least one of its members has the necessary expertise with regard to accounting and auditing. The Board of Directors ensures that the Risk and Audit committee has the necessary and sufficient expertise with regards to accounting, audit and finance, in order to fulfil its role in an adequate manner. The Chair of the Risk and Audit committee is not the Chair of the Board of directors. The CEO and CFO can attend the meetings in an advisory and non-voting capacity. At least twice a year, the Risk and Audit committeee meets the Statutory Auditor in order to discuss questions regarding its mandate, the audit procedure and, in particular, the potential weaknesses identified in the control.

The following Directors are members of the Risk and Audit committeee: TicaConsult BV (permanent representative: Mr. Erik Van Den Eynden), Noshaq SA (permanent representative: Mr. Gaëtan Servais), Alius Modi SRL (permanent representative: Mrs. Valérie Gordenne). TicaConsult BV (permanent represenative: Mr. Erik Van Den Eynden) is an Independent Director.

Activity report

The Risk and Audit committee met thirteen (13) in 2022. The statutory auditor was present at 2 of these thirteen meetings.

The main topics discussed were the interim half-year and annual financial information and figures, the budget, the statutory auditor's external audit, internal control, risk management and compliance issues the review of the equity transactions and the progress related to a "Donesta deal". The opinion of the Risk and Audit committee has also been specifically requested on transactions and issues where there were conflicts of interest.

Attendance was as follows: Noshaq SA (permanent representative: Mr. Gaëtan Servais): 11/13, TicaConsult BV (permanent representative: Mr. Erik Van Den Eynden): 13/13, and Alius Modi (permanent representative: Mrs. Valérie Gordenne): 12/13. The number of meetings attended by each Director should take into account the expiration of the term of the mandate of certain Directors during the year as well as the nomination of new Directors during the financial year.

1.4.7. Nomination and remuneration committee

The Board of directors has set up a remuneration committee, in line with the Belgian Companies and Associations Code. As the remuneration committee also performs the task of a nomination committee, it is called the nomination and remuneration committee.

More detailed information on the nomination and remuneration committee's responsibilities can be found in the Company's Corporate Governance Charter, which can be found on Mithra's website (www.mithra.com). In principle, the nomination and remuneration committee will meet at least two (2) times per year.

Composition

The nomination and remuneration committee is composed of three members, which are exclusively non-executive directors. The majority of its members are independent directors in the meaning of article 7:87 of the Belgian Companies and Associations Code and Provision 4.19 of the 2020 Corporate Governance Code.

However, as explained earlier, following the resignation of Sunathim BV (with Mr. Ajit Shetty as permanent representative), Selva Luxembourg Sarl (with Mr. Christian Moretti as permanent representative) has been appointed as board member and as member of the Nomination and Remuneration Committee. This appointment led the Nomination and Remuneration Committee to be composed of only one independent Director. This deviation from the 2020 Corporate Governance Code shall be remediate after the committees are recomposed following the board renewal during the General Meeting to be held in May 2023.

The nomination and remuneration committee has the necessary expertise in terms of remuneration policy, which is evidenced by the experience and the previous roles of its members.

The following Directors are members of the nomination and remuneration committee: Mrs. Patricia van Dijck, Mrs. Amel Tounsi, Selva Luxembourg (with Mr. Christian Moretti as permanent representative) as from the resignation of Sunathim BV (with Mr. Ajit Shetty as permanent representative) on 6 July 2022. Mrs. Patricia van Dijck is an Independent Director.

The CEO is invited to attend the meetings of the Nomination and Remuneration Committee in an advisory and non-voting capacity. He does not attend discussions concerning his own remuneration.

The Chair of the Nomination & Remuneration Committee reports to the Board subsequent to each Committee meeting on its activities, conclusions, recommendations and resolutions. The Chair of the Nomination & Remuneration Committee shall, on an annual basis, report to the Board on the Nomination & Remuneration Committee's performance. Every three (3) years, the Nomination & Remuneration Committee reviews its terms of reference and its own effectiveness and recommends any necessary changes to the Board.

Activity report

The Nomination & Remuneration Committee met nine (9) times in 2022.

The main topics discussed were the preparation of the remuneration report, the performance of the CEO and other members of the Executive Management Team, their appointment, resignation, replacement and remuneration (including the grant of subscription rights), the composition of the Executive Management Team, the assessment of the contractual conditions giving right to bonuses to the CEO, the renewal of the Board of directors.

Attendance was as follows: Mrs. Patricia van Dijck (9/9), Mrs. Amel Tounsi (9/9), Sunathim BV (permanent representative: Mr. Ajit Shetty) (3/) and Selva Luxembourg SA (permanent representative Mr. Christian Moretti) (4/5).The number of meetings attended by each Director should take into account the expiration of the term of the mandate of certain Directors during the year as well as the nomination of new Directors during the financial year.

Executive Management

By a decision of 15 June 2015, the Board of directors of the Company set up an Executive Management Team. The Executive Management Team is an advisory committee of the Board of directors.

The Executive Management Team's mission is to discuss and consult with the Board and advise the Board on the day-to-day management of the Company in accordance with the Company's values, strategy, general policy and budget, as determined by the Board.

While exercising its advisory responsibilities, the Executive Management Team shall be guided by the interests of the Company and its business.

More detailed information on the Executive Management Team's responsibilities can be found in the Company's Corporate Governance Charter, which can be found on Mithra's website. (www.mithra.com).

Composition

The Executive Management Team is currently composed of thirteen (13) members: the Chief Executive Officer (CEO), The Chief Financial Officer (CFO), the Chief Legal Officer (CLO), the Chief Scientific Officer (CSO), the Chief Supply Chain Officer (CSCO), the Chief Manufacturing Officer (CMO)[1] , Chief Commercial and External Affairs Officer (CCEAO), the Chief Human Resources Officer (CHRO), the Group Quality Manager[2], the Group Communication Manager, the Group Investor Relations Manager (IRO), the Group IT Manager (GITM) and the Chair of the Scientific Advisory Board.

The Executive Management Team is chaired by the CEO of the Company. Furthermore, the Chair may invite additional personnel to attend a meeting of the Executive Management Team.

The members of the Executive Committee as of the date of this report are listed in the table below:

Name	*Function*
Van Rompay Management BV (permanent representative: Mr. Leon Van Rompay)	Chief Executive Officer (CEO)
Eva Consulting SRL (permanent representative: Mr. Jean-Michel Foidart)	Chair of the Scientific Advisory Board
CMM&C SRL (permanent representative: Mr. Christophe Maréchal)	Chief Financial Officer (CFO)
M. Cédric Darcis	Chief Legal Officer (CLO)
GD Lifescience SRL (permanent representative: Mr Graham Dixon)	Chief Scientific Officer (CSO)
BGL Consulting SRL (permanent representative: Mr. Benjamin Brands)	Chief Supply Chain Officer (CCO)
MAREBA BVBA (permanent representative: Mr Renaat Baes)	CDMO Site Director[1]
Novafontis SRL (permanent representative: Mr. Jean-Manuel Fontaine)	Chief Commercial and External Affairs Officer (CCEAO)
Acta Group SA (permanent representative : Ms. Laurence Schyns)	Chief Human Resources Officer (CHRO),
Mr. Benoît Mathieu[5]	Group Investor Relations Manager
Mrs. Maud Vanderthommen[4]	Group Communication Manager
Mr. Frédéric Constant	Group Quality Manager[2]
T Mundi BV (permanent representative : Stijn Vlaminck)[3]	Group IT Manager

1. On 3 March 2022, upon recommendation of the Nomination and Remuneration Committee, the Board of directors changed the job title of the CMO in order to become the CDMO Site Director of the Company.
2. On 16 December 2022, the Group Quality Manager has left the company.
3. On 1st February 2022, under request of T Mundi BV (permanent representative: Stijn Vlaminck), the performance of its duties have been transferred to the company Hof Vlaminck SCS (permanent representative: Stijn Vlaminck).
4. Post-Closing, in February 2023, the Group Communication Manager left the Company.
5. Post-Closing, in March 2023, the Group Investor Relations Manager left the Company.
6. Post Closing, in April 2023, Dr David Horn Solomon was appointed as CEO of the Company.

Activity report

In 2022, the Executive Management Team met regularly and at least once every month. The CEO reported and advised the Board on the day-to-day management at every meeting.

1.4.8. Diversity and inclusiveness

Article 7:86 of the Belgian Companies and Associations Code provides that at least one third of the members of the Board of directors should be of the opposite gender. In order to calculate the required number of Directors of a different gender, fractions must be rounded to the nearest whole number. These gender diversity requirements are applicable to the composition of the Board of directors of companies, the securities of which are listed, for the first time as from the first day of the sixth year following the date they became publicly listed. If, for any reason whatsoever, the composition of the Board of directors does not or no longer meets the conditions laid down here

above, the first General Shareholders' Meeting that follows shall constitute a Board of directors that meets these requirements.

Since the Annual General Shareholders' Meeting of 16 May 2019, the Company complied with the gender diversity requirements set by article 7:86 of the Belgian Companies and Associations Code (and Article 2.1 of the CBGE). The Board of directors still comply with the requirement of gender diversity as. The Board of directors currently has five (5) female directors (representing a ratio of 55% female Directors against 45 % male Directors (4)). In the future, the Company undertakes to continue taking gender diversity into consideration when renewing the members of its Board of directors and when filling new positions.

1.4.9. Principal characteristics of internal control and risk management

The Company operates a risk management and control framework in accordance with the Belgian Companies and Associations Code and the 2020 Code. The Group is exposed to a wide variety of risks within the context of its business operations that can result in its objectives being affected or not achieved. Controlling those risks is a core task of the Board of directors (including the Risk and Audit committee), the Executive Management Team and all other employees with managerial responsibilities.

The Executive Management Team leads the Company within the framework of prudent and effective control, which enables it to assess and manage risks. The Executive Management Team develops, maintains and ongoingly improves (including with the support of external advisers) adequate internal control and risk management procedures so as to offer a reasonable assurance concerning the realization of goals, the reliability of the financial information, the observance of applicable laws and regulations and to enable the execution of internal control and risk management procedures.

The Executive Management Team is an advisory committee to the Board of directors and the CEO on the day-to-day management of the Company. Each member of the Executive Management Team has individually been made responsible for certain aspects of the day-to-day management of the Company and its business (in case of the CEO, by way of a delegation from the Board of directors; in case of the other Executive Management Team members, by way of a formal delegation of authority from the CEO). In the case that any decision to be taken by a member of the Executive Management Team could be material to the Company (or falls outside the scope of the delegation of authority), it shall be presented and discussed at a meeting of the Executive Management Team. The Executive Management Team meets several times per month.

During those Executive Management Team meetings, there is a follow-up on the progress of various Group projects, clinical studies, business development deals, and other material matters.

The process of gathering financial information is organized on a monthly (work in progress), quarterly, half-year and annual basis, and reports of such information are made available to the CEO and the Risk and Audit committee. The finance team produces the accounting figures and reports under the supervision of the CFO. The accounts are kept by an ERP (D365 upgraded version). The cash and working capital are monitored on a continuous basis.

The quality of the internal control and risk management is assessed during the course of the financial year and on an ad hoc basis with internal audits (supply chain, IT, PO validation workflows, working capital management, etc.) carried out on the basis of potential risks identified. The conclusions are shared and validated with the Risk and Audit committee. During the financial year, the Risk and Audit committee undertakes reviews of the half-year closures and specific accounting treatments. It reviews the disputes and puts all the questions it deems relevant to the Auditor, to the CFO or to the Executive Management Team of the Company.

The Risk and Audit committee assists the Board of directors in the execution of its task to control the Executive Management Team.

Control environment

The Executive Management Team has organized the internal control environment, which is monitored by the Risk and Audit committee. The Risk and Audit committee decided not to create an internal audit role, since the scope of the business does not justify a full-time role.

The role of the Risk and Audit committee is to assist the Board of directors in fulfilling its monitoring responsibilities, as stipulated in the Company's Corporate Governance Charter and the Business Code of Conduct. These

responsibilities include the financial reporting process, internal control and risk management systems (including the Company's process for monitoring compliance with laws and regulations) and the external audit process.

Dealing code

With a view to preventing market abuse (insider dealing and market manipulation), the Board of directors has established a dealing code. The dealing code describes the declaration and conduct obligations of Directors, executives and workers of the Group with respect to transactions in shares and other financial instruments of the Company. The dealing code sets limits on carrying out transactions in shares and other financial instruments of the Company and allows dealing by the above-mentioned persons only during certain windows.

1.4.10. Statutory auditor

BDO Réviseurs d'Entreprises SRL, with registered office at Rue de Waucomont 51, 4651 Herve, Belgium, member of the Institut des Réviseurs d'Entreprises/Instituut der Bedrijfsrevisoren, represented by Cédric Antonelli auditor, has been renewed as Statutory Auditor of the Company on 20 May 2021 for a term of three (3) years ending immediately after the Shareholders Meeting to be held in 2024 which will deliberate and resolve on the financial statements for the financial year ended on 31 December 2023. On 28 December 2022, BDO requested a change of his permanent representative for the benefit of Mr. Christophe Peltzer applicable as of the fiscal year 2022. BDO Réviseurs d'Entreprises SCRL is a member of the Belgian Institute of Certified Auditors ("Institut des Réviseurs d'Entreprises") (membership number B00023).

The Statutory Auditor as the auditor responsible for the audit of the consolidated financial statements, confirms annually in writing to the Risk and Audit committee his or her independence from the Company, discloses annually to the Risk and Audit committee any additional services provided to the Company, and discusses with the Risk and Audit committee the threats to his or her independence and the safeguards applied to mitigate those threats as documented by him or her.

During the past fiscal year, in addition to its usual activity, the Statutory Auditor performed additional activities on behalf of the Company mainly for the issuance of special reports, for participation to meeting of the Risk and Audit committee and for participation to special projects.

In 2022, the Company spent EUR 209,025 for fees related to the activities of the auditor, split as follows:

In Euro (€)	
Auditor's fees for statutory and consolidated financial statements	173,800
Fees for exceptional services or special missions (audit related)	20,902
Tax consultancy (audit related)	-
Fees for exceptional services or special missions (external to audit)	-
Tax consultancy (external to audit)	14,323
Total	209,025

1.4.11. Information that has an impact in case of public takeover bids

No takeover bid has been instigated by third parties in respect of the Company's equity during the current financial year.

The Company provides the following information in accordance with Article 34 of the Belgian Royal Decree dated 14 November 2007:

Share capital and shares

The share capital of the Company amounts to EUR 41,227,972.15 EUR and is fully paid-up. It is represented by 56,314,974 ordinary shares, each representing a fractional value of (rounded) EUR 0.7321 and representing one 56,314,974th of the capital. The Company's shares do not have a nominal value.

Restrictions, either legal or prescribed by the articles of association, on the transfer of shares

Other than the applicable Belgian legislation on the disclosure of significant shareholdings and the Company's articles of association, there are no restrictions on the transfer of shares.

Special control rights

There are no holders of any shares with special control rights.

Possible control mechanism provided for in a shareholding system of the personnel, when control rights are not exercised directly by the personnel

There are no share option plans for the personnel other than the share option plans disclosed elsewhere in this report. These share option plans contain provisions on accelerated vesting in case of change of control.

Restrictions, either legal or prescribed by the articles of association, on voting rights

Each shareholder of the Company is entitled to one vote per share. Voting rights may be suspended as provided in the Company's articles of association and the applicable laws and articles.

Agreements between shareholders that may result in restrictions the transfer of securities and/or the exercise of voting rights

There are no agreements between shareholders which are known by the Company that may result in restrictions on the transfer of securities and/or the exercise of voting rights.

Rules governing the appointment and replacement of Board members and the amendment of the issuer's articles of association

The rules governing appointment and replacement of Board members and amendment to articles of association are set out in the current versions of the Company's articles of association and the Company's Corporate Governance Charter.

Powers of the Board of directors

The powers of the Board of directors, more specifically with regard to the power to issue or redeem shares are set out in the Company's articles of association. The Board of directors was not granted the authorization to purchase its own shares "*to avoid imminent and serious danger to the Company*" (i.e., to defend against public takeover bids). The Board of directors is however authorised to dispose of listed shares or certificates, in accordance with article 7:218 of the Belgian Companies and Associations Code (this authorisation extends to disposals made by its direct subsidiaries, as defined in article 3:22 of the Belgian Companies and Associations Code).

Change of control clauses

At the date of this report, the Company is a party to the following significant agreements which, upon a change of control of the Company or following a takeover bid can enter into force or, subject to certain conditions, can be, as the case may be, amended, terminated by the other parties thereto or give the other parties thereto (or beneficial holders with respect to bonds) a right to an accelerated repayment of outstanding debt obligations of the Company under such agreements:

- The asset purchase agreement dated July 28th, 2018 by means of which the Company sold its generic division to Ceres Pharma NV. The terms of this agreement provide a change of control clause under which, in the event of Change of Control on the level of Mithra Pharma, all of the earn-outs which are not yet due by CERES PHARMA at that moment shall be reduced with 50%;
- The agreement of 30th September 2019 between the Company and the former shareholders of Uteron Pharma concerning the Company's remaining payment obligations in connection with the earn-outs agreement. Under the terms of this agreement, any outstanding earn-out amount shall become immediately

and fully payable early in case of Change of Control within the meaning of the aforementioned provision within the Company;

- A put option agreement entered into on 23 April 2020 by the Company, LDA Capital Limited, LDA Capital, LLC, and three existing shareholders of the Company (i.e., François Fornieri, Alychlo NV and Noshaq SA) (the "Put Option Agreement") provides (amongst other things) that it may be terminated forthwith during the commitment period (as defined in the Put Option Agreement) by LDA Capital Limited by giving written notice of such termination to the Company if there has been a material change in ownership (which has been defined as any sale or disposal of shares of the Company or other transaction or event which results in the officers and Directors of the Company on the date of the Put Option Agreement owning, directly or indirectly, less than five % the Company's shares in issue from time to time); and
- On 17 December 2020, the Company issued 4.250 per cent. convertible bonds for a total principal amount of EUR 125,000,000 million due on 17 December 2025. Conditions 5(b)(x) and 6(d) of the terms and conditions of the convertible bonds provide that, if a change of control over the Company occurs, the conversion price of the convertible bonds will be adjusted in proportion to the already elapsed time since the closing date (i.e. 17 December 2020) and the bondholders may request the early redemption of their convertible bonds at their principal amount, together with the accrued and unpaid interests;
- Furthermore, as aforementioned, the share option plans of the 2015 Share Options, 2018 Share Options, the LDA warrant plan, the Share Lending Warrants and 2020 Share options issued by the Company also contain take-over protection provisions pursuant to which, in the event of a liquidity event resulting from a public bid or otherwise, that modifies the (direct or indirect) control (as defined under Belgian law) exercised over the Company, the share options holders shall have the right to exercise their share options, irrespective of exercise periods/limitations provided by the plan;
- As mentioned and described in the remuneration report, on 23th November 2021, the Board of directors approved a bonus plan. Insofar as needed and applicable (considering its limited financial importance for the company), this bonus plan provides, among other things, that, in case of a transaction leading inter alia to a change of control over the Company and/or its affiliates, members of the management team and certain other managers shall be entitled to a bonus of an aggregate amount of 0.75% of the aggregate purchase price of the shares sold in the transaction. This bonus plan is no longer into force;
- The Master Confirmation Agreement dated 4th February 2022 between the Company and Goldman Sachs International provides that should a change of control occur, an adjustment on the economics of the contract shall occur. This Adjustment shall be determined by the Calculation Agent based on the 2006 ISDA Definitions and the definitions and provisions of the 2002 ISDA Equity Derivatives Definitions rules in each case as published by the International Swaps and Derivatives Association, Inc, using customary mechanisms. Should the Adjustment be rejected by the Company following a change of control, it may in some circumstances cause a termination of the Master Confirmation Agreement;
- The Senior Secured Convertible Facilities Agreement (the "Convertible Loans Agreement") and a Conversion Agreement (the "Conversion Agreement", and together with the Convertible Loans Agreement, the "Agreements") entered into on 8 August 2022 pursuant to which, among other things, the Lenders (Highbridge and Whitebox) have agreed to provide, for a period of 3 years from the date of the Convertible Loans Agreement, a financing by loans convertible in shares to the Company for a maximum aggregate principal amount of EUR 100,000,000.00, to be drawn in several tranches (subject to the fulfilment of certain conditions), with an outstanding amount at any time not greater than EUR 65,000,000.00 or, subject to the satisfaction of certain conditions, EUR 75,000,000.00, the loans bearing interest in principle at 7.5% per annum. Under the Agreements, certain receivable that could be owed by the Company under the Convertible Loans Agreement and/or the Conversion Agreement, as a principal, interest, option prepayment amount, commitment fee or otherwise (as contemplated in the Convertible Loans Agreement and the Conversion Agreement, as amended from time to time) will be convertible into new shares of the Company (by contributions in kind of the relevant receivables). Clause 8.1 of the Convertible Loans Agreement provides that in the event of a change of control of the Company, the loans facility will immediately terminate and cease to be available for further use and all loans, accrued interest and other amounts owed by the Company under the Agreements will become immediately due and payable. This clause was approved by the Extraordinary General Meeting dated 22 September;

- Agreements between the Company and the members of its Board or its personnel. At the date of this report, there is no agreement between the Company and the members of its Board or its personnel, which provide for indemnities if the Board members resign or have to cease their functions without a valid reason or if the employment of the members of the personnel is terminated due to a public takeover bid.

1.4.12. Remuneration report

As prescribed by provision 3:6, §3 of the CCA, please find below the remuneration report pursuant to financial year 2022 prepared by the Nomination and Remuneration Committee. It will be submitted to the General Meeting of Shareholders.

The Remuneration and Nomination Committee confirms that, for the duration of the financial year 2022, the members of the Board of directors and the executive Committee, were subject to a remuneration policy compliant with the Corporate Governance Charter which has been amended in April 2020 to reflect the new provisions of the CCA as well as the Code of Corporate Governance 2020 (CBGE 2020). The Board of directors upon recommendation of the Nomination and Remuneration Committee prepared a remuneration policy in accordance with provision 7:89 of the CCA which has been approved by the General Meeting of 22 May 2021's.

The Directors as well as the members of the Executive Management Team are paid by Mithra Pharmaceuticals SA, parent company of the Mithra Group even though, members can perform tasks for the subsidiaries of the Group.

Directors

Procedure applied in 2022 in order to comply with the remuneration policy and to determine the individual remuneration

In 2022 still, the Nomination and Remuneration Committee recommended the level of remuneration for Directors, including the Chairman of the Board, which is subject to approval by the Board of directors and, subsequently, by the Annual Shareholders Meeting.

The Nomination and Remuneration Committee benchmarked the Directors' compensation against peer companies. The level of remuneration should be sufficient to attract, retain and motivate Directors who match the profile determined by the Board.

Apart from their remuneration, all Directors will be entitled to a reimbursement of out-of-pocket expenses actually incurred as a result of their participation in meetings of the Board of directors.

The level of remuneration of the Directors was determined at the occasion of the Company's Initial Public Offering on 8 June 2015 and explained in the Prospectus issued by the Company in that context. The Company's policy with respect to the remuneration of its Directors has been further detailed in its 2020 Corporate Governance Charter. Those principles have been used by the Board of directors, upon recommendation of the Nomination and Remuneration Committee, to draft a remuneration policy proposal which has been submitted to the General Meeting on 20th May 2021. The remuneration of the Directors has been disclosed to the Company's shareholders in accordance with the applicable laws and regulations.

The Directors' mandate may be terminated *ad nutum* (at any time) without any form of compensation. There are no employment or service agreements that provide for notice periods or indemnities between the Company and the members of the Board of directors, who are not members of the Executive Management Team. This information has been further detailed in the draft remuneration policy which has been submitted for approval to the last General Meeting (which can be found on Mithra's website (www.mithra.com).

Remuneration policy applied during 2022

The remuneration package for the Non-Executive Directors (whether or not independent) approved by the Shareholders Meeting of 8 June 2015 is made up of a fixed annual fee of EUR 20,000. The fee is supplemented with a fixed annual fee of EUR 5,000 for membership of each committee of the Board of directors, and an additional fixed annual fee of EUR 20,000 for the Chairman of the Board. Changes to these fees will be submitted to the Shareholders Meeting for approval.

There is no performance-related remuneration for Non-Executive Directors. Therefore, the percentage for those non-executive Directors is 100% of fix remuneration.

Apart from the above remuneration for Non-Executive Directors (whether or not independent), all Directors will be entitled to a reimbursement of out-of-pocket expenses incurred as a result of participation in meetings of the Board of directors.

The total amount of the remuneration and the benefits paid in 2022 to the Non-Executive Directors (in such capacity) was EUR 210,000 (gross, excluding VAT), split as follows:

Name	*Nature*	*Remunerations*	*As member of a committee*	*As chairman of the board*
YIMA SRL	Non-exec	-	-	-
NOSHAQ SA	Non-exec	20,000	5,000	-
Alius Modi SRL	Non-exec	20,000	5,000	-
A. Tounsi	Non-exec	20,000	5,000	-
P. van Dijck	Independent	20,000	5,000	-
A. Cloet	Independent	20,000	-	-
L. Weynants	Independent	20,000	-	-
Selva Luxembourg SA	Non-exec	10,000	2,500	10,000
Sunathim BV	Independent	10,000	2,500	10,000
TicaConsult BV	Independent	20,000	5,000	-

1. The Remuneration attended by each Director should take into account the nomination of new Directors during the financial year.

The table below provides an overview of the shares and warrants held by the current members of the Board on the 31st of December 2022.

Share / Warrantholder	*Shares*	*%[1]*	*Warrants**	*%*	*Shares and Warrants*	*%*
YIMA SRL (permanent representative: Mr François Fornieri)[2]	0.00	0	952,790	35.14	952,790	1.61
Mr François Fornieri (permanent representative of YIMA SRL)	10,809,882	19.20	150,000	5.53	11,134,330	18.57
NOSHAQ SA (permanent representative: Gaëtan Servais)	5,488,251	9.75	75,000	2.77	5,040,848	9.42
Gaëtan Servais (permanent representative of NOSHAQ SA)	0.00	0.00	0	0.00	0	0.00
Eva Consulting SRL (permanent representative : Jean-Michel Foidart)	0.00	0.00	52,695	1.94	52,695	0.08
Mr Jean-Michel Foidart (permanent representative of Eva Consulting SRL) (together with Eva Consulting SRL)	20,370	0.04	0	0.00	20,370	0.00
Mrs Patricia Van Dijck	0.00	0.00	0	0.00	0	0.00
Selva Luxembourg SA (permanent representative M. Christian Moretti)	689,655	1.22	0	0.00	689,655	1.16

[1] On the 31st of December 2022

[2] On June 20th, 2022, the Company announced the resignation with immediate effect of Yima SRL (François Fornieri as permanent representative) as non-executive director.

Christian Moretti (permanent representative of de Selva Luxembourg SA)	0.00	0.00	0	0.00	0	0.00
Sunathim BV (permanent representative Ajit Shetty)[3]	0.00	0.00	0	0.00	0	0.00
Mr Ajit Shetty (permanent representative of Sunathim BV)	780	0.01	0	0.00	0	0.00
TicaConsult BV (permanent representative Mr Erik Van Den Eynden)	0.00	0.00	0	0.00	0	0.00
Mr Erik Van Den Eynden (permanent representative of TicaConsult BV)	0.00	0.00	0	0.00	0	0.00
Alius Modi SRL (permanent representative Valérie Gordenne)	0.00	0.00	0	0.00	0.00	0.00
Valérie Gordenne (permanent representative of Alius Modi BV)	29,000	0.05	0	0.00	29,000	0.06
Mrs Amel Tounsi	0.00	0.00	0	0.00	0	0.00
Mrs An Cloet	0.00	0.00	0	0.00	0	0.00
Mrs Liesbeth Weynants	0.00	0.00	0	0.00	0	0.00
Subtotal	17,037,938	30.27	1,230,485	45.38	17,919,688	30.89**

* corresponds to the amount of shares following warrant conversion.
**the figures in this table are based on unilateral statements made by the Directors.

During the fiscal year 2022, the Executive-Director perceived its remuneration as a fix amount and there was no remuneration by means of warrants. No variable remuneration were paid.

Executive Management team

Procedure applied in 2022 in order to comply with the remuneration policy and to determine the individual remuneration

The remuneration of the members of the Executive Management Team is determined by the Board of directors upon recommendation of the Nomination and Remuneration Committee and subsequent to the CEO's recommendation to this Committee (except for his own remuneration). The Company strives to be competitive in the European market.

Remuneration policy applied during 2022

The level and structure of the remuneration of the members of the Executive Management Team is such that qualified and expert professionals can be recruited, retained and motivated taking into account the nature and scope of their individual responsibilities.

The remuneration of the members of the Executive Management Team currently consists of the following elements:

- Each member of the Executive Management Team is entitled to a basic fixed remuneration designed to fit responsibilities, relevant experience and competences, in line with market rates for equivalent positions;

[3] On July 6th, 2022, the Company announced the resignation with immediate effect of Sunathim BVBA (represented by Mr. Ajit Shetty) and the Board of Directors coopted, on the proposal of the recommendation of the Nomination and Remuneration Committee, the appointment of Selva Luxembourg SA (represented by Mr. Christian Moretti as permanent representative) and its appointment as Chairman, as well as Tica Consult BV (represented by Mr. Erik Van Den Eynden as permanent representative) as Vice-Chairman. The appointment of Selva Luxembourg has been confirmed by the Extraordinary General Meeting dated September 22th, 2022.

- Each member of the Executive Management Team currently participates in, and/or in the future may be offered the possibility to participate in a stock based incentive scheme or stock option in accordance with the recommendations set by the Nomination and Remuneration Committee, upon the recommendation by the CEO to such committee (except in respect of his own remuneration) and after (in respect of future stock based incentive schemes) prior shareholder approval of the scheme itself by way of a resolution at the Annual Shareholders Meeting;
- Each member of the Executive Management Team is entitled to a number of fringe benefits (to the exception, however, of those managers engaged on the basis of service agreements), which may include participating in a defined contribution pension or retirement scheme, disability insurance and life insurance, a company car, and/or a lump-sum expense allowance according to general Company policy.

The Company's policy with respect to the remuneration of its Executive Management team has been further detailed in its 2020 Corporate Governance Charter. Those principles have been used by the Board of directors, upon recommendation of the Nomination and Remuneration Committee, to draft a remuneration policy that was approved by the General Meeting of 20th May 2021.

In addition to the 2015 Warrant Plan, in order to include new members of the Executive Management team, a short- and long-term performance-based remuneration and incentive scheme has been elaborated within the Nomination and Remuneration Committee, validated by the Board of directors and formally approved by the Extraordinary General Meeting of shareholders on 5 November 2018 (Warrant Plan 2018). Such scheme is based on objectives which are, in accordance with Article 520bis of the BCC (article 7:90 of the CCA), pre-determined by an explicit decision of the Board of directors and were chosen so as to link rewards to corporate and individual performance, thereby aligning on an annual basis the interests of all members of the Executive Management Team with the interests of the Company and its shareholders and benchmarked with the practices in the sector.

Following the implementation of the BCCA, the Board of directors decided to issue a new warrant plan (Warrant Plan 2020) within the framework of the authorized capital for members of its personnel. The purpose of the Warrant Plan 2020 is to create a share option plan for the members of the personnel in accordance with the provisions of the BCCA. The number of share options issued under this plan, 390,717 warrants is the same as the number of share options which have not yet been granted under the Warrant Plan 2018 which was created in November 2018 in accordance with the provisions of the (old) Belgian Companies Code. Therefore, the Board of directors also decided to no longer grant an equal number of outstanding share options under the Warrant Plan 2018 that have not yet been granted to the selected participants of the Warrant Plan 2018. This Warrant Plan 2020 has a longevity period of 10 years and is not subject to vesting conditions.

The amount of remunerations and benefits paid in 2022 to the CEO and the other members of the Executive Management Team, (gross, excluding VAT) is shown in the table below:

Thousands of Euro (€)	*Total*	*Of which CEO*
Basic remuneration	3,193	481
Variable Remuneration	110	-
Group Insurance (pension, invalidity, life)	18	-
Other benefits (car, cell phone, hospitalization)	61	12
Total	3,382	493

Only the members of the Executive Management Team which performed their services through an employment contract had a Group Insurance scheme which covered pension benefits throughout the year 2022. The Group insurance amounted to 4% of this yearly gross remuneration (3% in charge of the Company and 1% in his own charge) and was cashable when the employee would reach sixteen (65) years old. In case the employee would leave the Company, he would keep the collected amounts and the Group insurance would cease to his profit.

The table below provides an overview of the shares and warrants held by the members of the Executive Management Team, including the Executive Director on 31 December 2022 (i.e. the CEO). The share-based payment costs related to warrants held by the members of the Executive Management Team represent EUR 77k, out of the total share-based payment costs of EUR 909k included in the net loss for the period.

Shares / Warrants holder	*Shares*	*%*	*Warrants*	*%*	*Shares and Warrants*	*%*
Van Rompay Management BV (permanent representative: Mr. Leon Van Rompay) (CEO)	46,125	0.08	0	0	46,125	0,07
Mr. Christophe Maréchal (representative of and together with CMM&C SRL BVBA)	0	0.00	235,502	8.69	235,502	0.40
Mr. Jean-Michel Foidart (representative of and together with Eva Consulting SRL)	20,370	0.04	0	0.00	20,370	0.03
Mr. Benjamin Brands (representative of and together with BGL Consulting SRL)	35	0.00	67,695	2.5	67,730	0.11
Mr. Jean-Manuel Fontaine (representative of and together with Novafontis SA)	28	0.00	52,695	1.94	52,723	0.08
Mr. Graham Dixon (representative of and together with GD Lifescience SRL)	0	0.00	25,000	0.92	25,000	0.04
Mr. Cédric Darcis	0	0.00	52,695	1.94	52,695	0.09
Mr. Renaat Baes (representative of and together with MAREBA SRL)	0	0.00	35,000	1.29	35,000	0.06
Mrs. Maud Vanderthommen	0	0.00	15,000	0.55	15,000	0.02
Subtotal	66,530	0.12%	483,587	17,83%	550,145	0.93%
Total	56,314,974	100.00%	2,710,900	100.00%	59,025,874	100.00%

The Company has put in place five warrants plans since its incorporation, three of which are performance-related for the Executive Management Team amongst others.

First, the Extraordinary Shareholders Meeting of the Company of 2 March 2015 approved, upon proposal of the Board of directors, the issuance of warrants giving right to subscribe for 1,796,850 shares, which, on a fully-diluted basis, represented 5.56% additional Shares at the time.

These warrants (1089) have been granted free of charge. All warrants have been accepted by the relevant beneficiaries. Each warrant entitled its holder to subscribe for 1,650 Shares of the Company at a subscription price of EUR 5,646.00 per 1,650 Shares (a part corresponding to the par value of the existing Shares on the day the warrants are exercised will be allocated to the share capital). The balance will be booked as an issue premium.

These warrants can be exercised as from 1 January 2019 and have a term of 8 years as from the date of grant. Upon expiration of the term, they become null and void.

As part of that plan, on 30th of January 2019, an increase of capital took place following the exercise of 15 warrants pursuant the 2015 Warrant Plan ("2015 Warrant Plan") corresponding to a contribution of EUR 84,690. In accordance with the 2015 Warrant Plan, the exercise period started on January 1, 2019. An amount of EUR 18,119.48 was therefore contributed in cash to the share capital of Mithra and the balance of EUR 66,570.52 was allocated to the Company's "share premium" account. This exercise of 15 warrants led to the issue of 24,750 shares (1 warrant being equivalent to 1,650 shares) which on February 15th, 2019 were admitted to trading on the regulated market. As a result, Mithra's share capital on January 30, 2019 amounted to EUR 27,573,880.18 corresponding to 37,664,245 ordinary shares.

A second increase took place on 24 April 2019, following the exercise of 15 warrants pursuant the 2015 Warrant Plan ("2015 Warrant Plan") corresponding to a contribution of EUR 84,690. An amount of EUR 18,119.40 was therefore contributed in cash to the share capital of Mithra and the balance of EUR 66,570.52 was allocated to the Company's

"share premium" account. This exercise of 15 warrants resulted in the issue of 24,750 shares (1 warrant being equivalent to 1,650 shares) which, on May 9, 2019, were admitted to listing on the regulated market. As a result, Mithra's share capital at 24 April 2019 amounted to EUR 27,591,999.58 corresponding to 37,688,995 fully paid-up ordinary shares. The shares have no par value but represent the same fraction of the Company's share capital, which is denominated in euros. Each share entitles its holder to one voting right. The number of voting rights held by the shareholders was 37,688,995 at 30 June 2019.

Finally, on 21 May 2021, the third capital increase took place following the exercise of 620 warrants from the 2015 Warrant Plan corresponding to a contribution of EUR 3.500.520. An amount of EUR 748,836 was therefore contributed in cash to the share capital of the Company and the balance of EUR 2.751.684 was allocated to the Company's share premium account. This exercise of 620 warrants resulted in the issue of 1,023,000 shares (1 warrant being equivalent to 1,650 shares) which, on 14 May 2021 were admitted to listing on the regulated market. As a result, Mithra's share capital at May 21 amounted to EUR 32,019,708;40 corresponding to 43,737,097 fully paid-up ordinary shares. The shares have no par value but represent the same fraction of the Company's share capital, which is denominated in euros. Each share entitles its holder to one voting right.

On 5 November 2018, Mithra's Extraordinary General Meeting approved the issuance of a maximum of 1,881,974 warrants under the Warrant Plan 2018, for the benefit of key employees, members of the management team and certain Directors. The warrants are expiring five years (maximum holding period) after the date of issuance. They are generally not transferable and in principle, cannot be exercised prior to the date of the grant's second anniversary (i.e. as from 6 November 2020 subject to exercise conditions). The warrants are subject to vesting conditions which have all been met in 2019. Each warrant gives the right to subscribe to one new Mithra share. Should the warrants be exercised, Mithra will apply for the listing of the resulting new shares on Euronext Brussels. The warrants as such will not be listed on any stock exchange market.

Out of the maximum of 1,881,974 warrants which have been issued, a number of 1,394,900 have been offered and accepted by beneficiaries until the period under review.

Following the implementation of the new BCCA, the Board of directors decided to issue a new warrant plan (Warrant Plan 2020) within the framework of the authorized capital for members of its personnel. The purpose of the Warrant Plan 2020 is to create a share option plan for the members of the personnel in accordance with the provisions of the BCCA. The number of share options issued under this plan, 390,717 warrants, is the same as the number of share options which have not yet been granted under the Warrant Plan 2018 which was created in November 2018 in accordance with the provisions of the (old) Belgian Companies Code of 7 May 1999. Therefore, the Board of directors also decided to no longer grant an equal number of outstanding share options under the Warrant Plan 2018 that have not yet been granted to the selected participants of the Warrant Plan 2018. The Warrant Plan 2020 has a longevity period of 10 years and is not subject to vesting conditions.

Additionally, a number of 1,394,900 of new warrants (representing 1,394,900 new shares) shall in principle be exercisable, as from 6 November 2020 subject to exercise conditions pursuant to the Warrant Plan 2018. The amount of 390,717 warrants issued as per the Warrant Plan 2020, representing 390,717 new shares are immediately exercisable upon grant. Up to date an amount of 326,000 warrants has been granted per this 2020 Warrant Plan.

In 2022, nine (9) members of the Executive Management Team (including CEO) perform their functions based on a service agreement, whereas four (4) members of the Executive Management Team are engaged based on an employment agreement. Both sorts of contracts can be terminated at any time, subject to certain pre-agreed notice periods, which may, at the discretion of the Company, be replaced by a corresponding compensatory payment.

The service agreement with the CEO, Van Rompay Management BV, sets out a notice period (or notice indemnity *in lieu* of notice period) of 1 month.

The members of the Executive Management Team perceive part of their remuneration as a fix amount and part of their remuneration in the form of warrants.

The grant of warrants to members of the Executive Management Team has been duly justified in all the issued warrant plan and is performance related driven in order to keep the Executive Management Team interested in the long-term performance of the Company. The purpose is to attract high qualified profiles to help the Company achieve its goals.

Remuneration evolution

In the last five years, the performance of the Company scaled up as the Company progressively signed license and supply agreements as the clinical studies for its product portfolio were moving forward. Notably the Company has performed significantly well in 2018 and 2019 signing several landmark deals and cashing in important milestones payments.

In 2022, the Company did not sign any significant deals reducing its EBIT.

Upon recommendation of the Nomination and Remuneration Committee, on 23th November 2021, the Board of directors approved a bonus plan, which aims at motivating and retaining management. Among other things, this bonus plan provides that:

a) in case of a transaction leading *inter alia* to a change of control over the Company and/or its affiliates, members of the executive management team and certain other managers shall be entitled to a bonus of an aggregate amount of 0.75% of the aggregate purchase price of the shares sold in the transaction; or

b) should such transaction as mentioned in a) above have not yet occurred, in case the Company's market capitalization exceeds EUR 1,5 billion for a period of 30 consecutive trading days, members of the executive management team shall be entitled to a bonus of 2% of the average amount by which the market capitalization exceeds EUR 1,5 billion during the relevant period. The bonus mentioned in b) above shall only become payable once.

This bonus plan is no longer into force.

Remuneration of Executive Committee, Employees and Company Performance over 5 years.

The below table is a summary of the evolution of total remuneration of the CEO, Executive Committee, the average employee cost compared to company performance over the last five years.

Thousands of Euro (€)	*2018*	*2019*	*2020*	*2021*	*2022*
Remuneration of CEO	1,225	1,009	919	440	493
Change year on year		-18%	-9%	-52%	12%
Remuneration of the Executive Management Team	2,353	2,537	2,538	3,259	3,382
Change year on year		8%	0%	28%	4%
Company performance					
Research and development expenses	35,713	57,073	78,458	85,243	64,041
Change year on year		60%	37%	9%	-25%
Cash and cash equivalents at end of period	118,949	49,720	138,675	32,872	28,285
Change year on year		-58%	179%	-76%	-14%
Average share price	25.70	26.40	20.40	21.32	9.71
Change year on year		3%	-23%	5%	-54%
FTE during the year	118	160	206	238	249
Change year on year		36%	29%	16%	5%
Average cost of employees on FTE basis					
Average cost per FTE	67.49	69.20	67.91	75.32	87.89
Change year on year		3%	-2%	11%	17%

For further explanations with respect to the personnel benefit on a consolidated basis, please refer to section 9.21.

Total Remuneration of CEO versus Lowest Remunerated Employee

The below table shows a comparison of the 2022 remuneration of our CEO (in €), to the 2022 remuneration of the lowest paid fulltime Company employee (in €). The remuneration includes fixed and variable remuneration as well as employee benefits, excluding employer social security charge.

	2022
Ratio of total remuneration of CEO versus lowest remunerated employee	1:17

During fiscal year 2022, the lowest remuneration of the Company's employee amounted to a yearly gross amount of EUR 29,696 whereas the highest remuneration granted at management level goes to the CEO, with a yearly gross amount of EUR 492,623.

Claw-back provisions

As disclosed in the Remuneration Policy of the Company approved by the annual General Meeting of May 20th, 2021, and in deviation from principle 7.12 of the CCG, up until now, there is no possibility for the Company to reclaim the variable remuneration paid to Executive Management or to the CEO. However, the Board of Directors undertakes to include this possibility further on and to amend the current contracts containing variable remuneration provisions to reflect this possibility.

Miscellaneous

In general, the company has no intention to compensate in a subjective or discretionary manner.

1.5. Transactions within the authorized capital

By virtue of the resolution of the ordinary and 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 0332497, the Board of directors of the Company has been granted certain powers to increase the Company's share capital in the framework of the authorized capital. The powers under the authorized capital have been set out in Article 7 of the Company's Articles of Association. This authorization granted to the board of directors to increase the share capital of the company in one or several times has been renewed by the extraordinary general meeting dated 21 October 2022 as from the publication in the Annexes to the Belgian Official Gazette made of 26/10/2022, with an aggregate total amount equal to up to 100% of the amount of the Company's share capital.

Therefore, in the framework of this authorization granted by the ordinary and extraordinary general shareholders' meeting, the Board of directors has been authorized to increase, in one or more transactions, the share capital of the Company within the limits provided by law, in particular by issuing convertible bonds and subscription rights. The Board of directors is specifically authorized to use this authorization for the following transactions:

- Share capital increases or issuances of convertible bonds or subscription rights with disapplication or limitation of preferential subscription rights of the shareholders;
- Share capital increases or issuances of convertible bonds or subscription rights with disapplication or limitation of preferential subscription rights of shareholders to the benefit of one or more specific persons, other than members of the personnel of the Company and its subsidiaries;
- Share capital increases effected by incorporation of reserves.

The capital increases that can be affected according to the aforementioned authorization may take any form whatsoever, in particular 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 authorization is valid for a period of five (5) years as of the date of the publication of the relevant resolution of the extraordinary general shareholders' meeting in the Annexes to the Belgian Official Gazette, *i.e.*, starting on 26 October 2022.

During the period under review, the Company used the previous authorization with respect to the use of the authorized capital granted to the Board of directors on the extraordinary general meeting dated 29 November 2019 as published in the Annexes to the Belgian Official Gazette on the 30 December 2019 under the number 19168869 , renewed by the extraordinary general meetings on 20 May 2021 and 21 October 2022 for the following:

- On 7 February 2022, the Company entered into an equity financing agreement with Goldman Sachs International (GSI), pursuant to which the Company can at its sole discretion require GSI (subject to certain conditions) to provide funding to the Company for an aggregate amount of up to EUR 100,000,000 (the "Committed Amount") in return for issuing GSI with call options over the Company's ordinary shares. The first drawing request, exercised on 4 February 2022, amounts to EUR 10 million. This drawing request resulted in the issuance of 377,198 shares of the Company on the 21 March 2022 and in the issuance of 489,686 shares of the Company on the 19 April 2022. The maximum amount that can be drawn by the Company on each subsequent occasion will be EUR 5 million or, if certain conditions are satisfied, up to EUR 7.5 million;
- On 14 February 2022, the Company issued 442,191 new shares following a Put Option Notice issued on 20 December 2021 in the framework of LDA capital commitment agreement. This was the third put option notice related to this agreement;
- On 21 March 2022, the Company exercised a second drawing request under the equity funding agreement with Goldman Sachs. This exercise resulted in the issuance of 725,300 shares of the Company on the 25th May 2022;
- On 18 April 2022, the Company announced the extension of the Capital Commitment Agreement with LDA Capital by two years as well as the increase of the commitment amount by 25 Mi EUR. As a reminder, under the terms of the initial agreement entered into in April 2020, LDA Capital had committed an amount of up to EUR 50 million in cash within a maximum of three years in exchange for new ordinary shares in Mithra;
- On 22 June 2022, the Company announced a private placement for an aggregate amount of 23,5 Mi EUR. The private placement resulted in the issuance of an aggregate of 3.871.471 new ordinary shares of the Company;
- On 30 June 2022, the Company announced the issuance of 625,000 new shares today following the fourth Put Option Notice issued on 13 May 2022 in the framework of LDA capital commitment agreement entered into April 2020 and extended in April 2023;
- On 8 August 22, the Company entered into a senior secured convertible facilities agreement with funds managed by Highbridge Capital Management, LLC (collectively, "Highbridge") and funds managed by Whitebox Advisors LLC (collectively, "Whitebox", and together with Highbridge, each a "Lender"), for a three-year term, in an amount of up to EUR 100 million. The loan facility is for a principal amount of up to EUR 100 million, to be drawn in three tranches, with a maximum amount outstanding at any time not greater than EUR 65 million or, depending on the satisfaction of certain conditions, EUR 75 million;
- On 10 August 2022, following the first drawdown by the Company under the loan facility concluded with Highbridge and Whitebox (the "Lenders"), a first portion of the commitment fee due by the Company was settled in new shares and a first portion of the loans were contributed in kind by the Lenders against the issuance of 238, 337 new shares. Following the drawdown, a portion of the loans (including accrued interest, as relevant, and an option payment amount) was contributed in kind for an aggregate amount of EUR 6,316,288.08 through the issuance of 806,076 new shares at an issue price of EUR 7.84 per share, and an aggregate amount of EUR 1,263,418.02 through the issuance of 155,248 new shares at an issue price of ca. EUR 8.14 per share ;
- On 17 August 2022, another portion of the loans (including accrued interest, as relevant, and an option payment amount) was converted with the issuance of 61,913 new shares ;
- On 22 August 2022, another portion of the loans was converted with the issuance of 799,861 new shares ;
- On 29 August 2022, another portion of the loans was converted with the issuance of 103,128 new shares ;
- On 5 September 2022, another portion of the loans was converted with the issuance of 118,704 new shares ;
- On 14 September, another portion of the loans was converted with the issuance of 97,670 new shares ;

- On 23 September 2022, another portion of the loans was converted with the issuance of 319,160 new shares ;
- On 27 September 2022, another portion of the loans was converted with the issuance of 73,972 new shares ;
- On 18 October 2022, another portion of the loans was converted with the issuance of 171,535 new shares ;
- On 2 November 2022, another portion was converted with the issuance of 36,667 new shares ;
- On 17 November 2022, another portion of the loans was converted for a total of 305.961 new shares ;
- On 21 November 2022, another portion of the loans was converted with the issuance of 262,424 new shares ;
- On 30 November 2022, another portion of the loans was converted with the issuance of 631,359 new shares ;
- On 2 December 2022, another portion of the loans was converted with the issuance of 286,724 new shares ;
- On 6 December 2022, another portion of the loans was converted with the issuance of 317,985 new shares ;
- On 22 December 2022, another portion of the loans was converted with the issuance of 684,125 new shares ;
- On 30 December 2022, the Company issued 262,000 new shares following a fifth Put Option Notice issued on 17 November 2022 in the framework of LDA capital commitment agreement entered into April 20202 and extended in April 20223.

Post-period:

- on 14 February 2023, another portion of the loans was converted with the issuance of 276,120 new shares;

- on 14 March 2023, another portion of the loans was converted with the issuance of 482,528 new shares;

On the date of this report, the capital is therefore of EUR 41.783.378,35, with a total number of securities carrying voting rights of 57,073,622 (all ordinary shares).

1.6. Acquisition of own securities

Neither Mithra Pharmaceuticals SA nor any direct affiliate or any nominee acting in his own name but on behalf of the Company or of any direct affiliate, have acquired any of the Company's shares. Mithra Pharmaceuticals SA has not issued profit-sharing certificates or any other certificates.

1.7. Use of financial instruments by the Group as per art. 3:6 CCA

The Group uses derivative financial instruments to manage its exposure to foreign exchange risk arising from operating activities (cash flow hedge). Mithra's risk management objective is to hedge the US Dollars (USD) foreign currency exposure arising from the Estelle® license and supply agreement in USD between Mithra and Mayne Pharma LLC. Mithra has hedged 166 million USD in 2022, arising from the regulatory and sales related license milestones under the Mayne Pharma agreement, by forward exchange contracts maturing in the period 2023-2025 and entered into by Mithra Pharmaceuticals SA and Estetra SRL.

The Group uses debt instruments. In December 2020, the Group negotiated a EUR 125 million senior unsecured convertible bonds due 17 December 2025. The Bonds will be convertible into ordinary shares of the company. The Bonds were issued at 100% of their principal amount and bear a coupon of 4.250% per annum, payable semi-annually in arrear in equal instalments on 17 December and 17 June of each year, beginning on 17 June 2021.

The Company announced on 8th August 2022 that it has entered into a senior secured convertible facilities agreement with funds managed by Highbridge Capital Management, LLC (collectively, "Highbridge") and funds managed by Whitebox Advisors LLC (collectively, "Whitebox", and together with Highbridge, each a "Lender"), for a three years term, in an amount of up to EUR 100 million. Part of the proceeds of the loan has been used to repurchase outstanding convertible bonds of the Company held by the Lenders for a principal amount of EUR 34.1 million at a discount.

1.8. Circumstances that could considerably affect the development of the Group

The Group has a business structure; built on:

(i) a development portfolio which includes the development of Estetrol-based product candidates in the menopause indications as well as other potential indications such as wound healing, NHIE, and of Complex Therapeutics;

(ii) the CDMO development and manufacturing facility, which will manufacture an important part of its innovative products, but also provides services for customer in terms of development and manufacturing of third parties' products);

(iii) a commercialized portfolio of our Estetrol-based product candidate Estelle® in the field of oral contraception in several regions, branded generics, OTC products in several regions; and

(iv) a diversification of the R&D pipeline through rights' acquisition option relating to a development programs led by the Belgian company BCI Pharma on innovative kinase inhibitors notably indicated for the treatment of female cancers and endometriosis.

Therefore, the risk factors related to each of these pillars are presented separately (as each has a different set of risks associated with it). As Mithra has transitioned towards a commercial biopharma company in the years 2021-2022, most focus is on the development portfolio and products' commercial launch.

The Group's exposure to price risk, credit risk, liquidity risk and cash flow risk are detailed in note 9.3 (Financial Risk Management).

I. Risks relating to Mithra's financial situation

Mithra has incurred net losses, negative operating cash flows and an accumulated deficit since inception and may not be able to achieve or subsequently maintain profitability.

Mithra has incurred net losses and negative operating cash flows in each period since 2020. As of 31 December 2022, Mithra has a loss brought forward of EUR 367.9 million. These losses have resulted principally from costs incurred in research and development and general administrative costs. Mithra intends to continue its clinical trial program for its products' candidate (including in particular Donesta®), conduct pre-clinical trials in support of clinical development and regulatory compliance activities, which, together with anticipated general and administrative expenses, will result in Mithra incurring further significant expenses for the next several years.

On the other hand, the revenues associated with Mithra's current clinical development activities (other than license revenue), such as Donesta® or Zoreline®, are not expected to materialize before 2025. Mithra launched its Estelle® product during 2021 and launched its Myring® product in 2019 in Europe and the rest of the world, with launch in the United States post period in the beginning of 2023. Mithra's revenues from Estelle® and Myring®, have not been sufficient to compensate for its research and development and general and administrative expenses. This has been due to a range of factors, including the fact that these products are in the early stages of commercialization and the relatively long-time scale required for pharmaceuticals companies to realize a return on their research and development investments. For those reasons, Mithra might continue to incur further losses for the next few years. If the revenues associated with the launch of its future products do not materialize at the level expected by management, Mithra's ability to sustain its operations may be impaired.

Mithra will require additional funds during and beyond this period in order to meet its operating and capital expenditure needs, such as licensing milestones (Donesta® or Estelle®), the proceeds of financing/equity transactions, exploration of strategic options to unlock the value of our assets and co-development strategies on some new indications to reduce the amount of R&D expenses supported by Mithra.

On 23 April 2020, the Company, LDA Capital, LLC, and the Share Lending Shareholders entered into the LDA Put Option Agreement, pursuant to which (as amended), LDA Capital agreed to commit a maximum amount of EUR 75,000,000.00 in cash within a maximum of five years in exchange for new ordinary Shares in the Company. This

amount is to 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"). At the date of the annual report, five put options have been exercised and settled (three of which were settled in 2022), for a total amount of EUR 22,193,021.00, the remaining amount committed by LDA Capital under the LDA Put Option Agreement to be (potentially) invested in the Company by LDA Capital being EUR 52,806,979.00.

On 4 February 2022, the Company and GSI entered into the GSI 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, by way of several drawings and against issuance of new Shares. At the date of the annual report, two drawdowns have been made and settled for a total amount of EUR 15,000,000.06, the remaining amount committed by GSI under the GSI Financing Agreement to be (potentially) converted into shares, being EUR 84,999,999.94. It is, however, noted that one of the conditions for the Company to be able to make a drawdown under the GSI Financing Agreement is that the lowest daily volume weighted average trading 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. This limits the use of the GSI Financing Agreement as a source of funding for the Company as long as the Company's Share price as traded on Euronext Brussels is below such level. [On the date of this annual report, the Share price is below EUR 10.00].

On 8 August 2022, the Company and the Lenders (as defined below) entered into the Facilities Agreement (as defined below), pursuant to which, the Lenders agreed to provide, for a period of three years from the date of the Facilities Agreement, a financing by loans convertible into Shares to the Company for a maximum aggregate principal amount of EUR 100,000,000.00, to be drawn in several tranches (subject to the fulfilment of certain conditions), with an outstanding amount at any time not greater than EUR 65,000,000.00 or, subject to the satisfaction of certain conditions, EUR 75,000,000.00, the loans bearing interest in principle at a rate of 7.5% per annum. At the date of the annual report, the Company has already drawn down the first tranche in the amount of EUR 50,000,000.00 and the second tranche in the amount of EUR 25,000,000.00, for a total aggregate drawn amount of EUR 75,000,000.00. Furthermore, as subsequent drawdowns are subject to the fulfilment of certain conditions, it is not certain whether to the Company will be able to complete such subsequent drawings under the Facilities Agreements.

Post-period, the 15th February 2023, Gedeon Richter Plc. ("Richter") and Mithra Pharmaceuticals ("Mithra") announced that they signed a license agreement for the commercialization of Donesta®, a novel product candidate for the treatment of post-menopausal symptoms. Under the terms of the license agreement, Mithra is eligible to receive EUR 55 million in upfront payment – EUR 5 million was paid upon signature of the binding term sheet in December 2022 and EUR 50 million in February upon signature of the license agreement.

Considering the financing obtained and still available pursuant to the funding initiatives summarized above in addition to expected licensing milestones and potential sale of assets, Mithra is of the opinion that, taking into account its available cash and cash equivalents, it does have sufficient working capital to meet its present requirements and cover the working capital needs for a period of at least 12 months as of the date of this annual report.

If Mithra is unable to obtain financing or enter into other business arrangements as described above to sustain its operations, it may not be able to ensure its going concern. In consequence, marketing activities, R&D activities, regulatory approval processes, studies, etc. would need to be put on hold, which would also prevent Mithra to create additional revenues, which would then prevent Mithra from being able to operate.

Changes in currency exchange rates could have a material negative impact on the profitability of Mithra.

Fluctuations in exchange rates outside the anticipated range may affect Mithra's revenues, expenses, or the ability to raise future capital if it is needed. The exchange rates between different currencies may be volatile and vary based on a number of interrelated factors, including the supply and demand for each currency, political, economic, legal, financial, accounting and tax matters and other actions that Mithra cannot control.

Mithra is materially exposed to both the U.S. Dollar and the Australian Dollar. The most significant U.S. Dollar exposure relates to the significant backlog of license milestones which remain to be collected in the coming years under the U.S. License and Supply contract signed with Mayne Pharma and relating to Estelle®. End of 2022, Mithra proceeded to an early settlement of a derivative financial instrument of USD 50 million in order to decrease the impact of the realized foreign exchange loss (EUR 5.5 million).This means that the global amount of regulatory and sales related milestones payments arising from the contract and hedged has decreased by USD 50 million (USD 167 million as at 31 December 2022 compared to USD 217 million as at 31 December 2021).

The U.S. License and Supply contract with Mayne Pharma also includes consideration received in the form of Mayne Pharma's ordinary shares. Mayne Pharma issued 4.95% of its outstanding shares to Mithra when signing the contract and a further 4.65% was issued after receipt of FDA approval for Estelle® in 2021, resulting in the Company becoming the largest shareholder of Mayne Pharma. Mayne Pharma is an Australian-listed company on ASX. This exposure to the Australian Dollar is not currently hedged.

Since 2020, Mithra uses derivative financial instruments to manage its exposure to the U.S. Dollar arising from operational activities in the form of cash flow hedges. Mithra's risk management objective is to hedge the U.S. Dollar exposure arising from the Estelle® license and supply agreement contracted in U.S. Dollar between Mithra and Mayne Pharma. This exposure is hedged with foreign exchange forward contracts.

Since the hedging strategy, EUR weakened significantly towards USD, with the foreign currency spot rate decreasing from 1,13 to 1,07. This has caused the market value of FX derivative hedges to decrease from EUR 3,574k at 31 December 2020 (beginning of hedging strategy) to EUR -10,225k at 31 December 2022

If Mithra is unable to continue to hedge its foreign exchange rate exposure, or if it experiences losses in its hedge position due to foreign exchange rate fluctuations, this could contribute to the operating losses and negative cash flows it has historically experienced.

II. Risks relating to the E4 pipeline

If Mithra is unable to enter into a partnership or strategic alliance for the further development and commercialization of Donesta® or its other product candidates, it may incur additional costs, and/or the development of these products might be delayed.

Mithra does not have a commercial organization in place to launch its product candidates on its own. Before the commercialization of Estelle® (outside of Gedeon Richter's territories), Mithra had never marketed a product outside of the Benelux region and it therefore has limited experience in sales, marketing and distribution in other markets. Mithra does currently not intend to deploy itself as a sales and distribution organization anywhere in the world and will rely for the distribution of its products on license and supply deals with commercial partners.

Moreover, Mithra plans to enter into a strategic alliance or commercial partnership for the further development and commercialization of Donesta® as well as its future product candidates. Such arrangements may require Mithra to incur additional expenses, increase its capital expenditures, issue securities that dilute its shareholders or disrupt its management and business. In addition, Mithra faces significant competition in seeking appropriate strategic partners and the negotiation process can with such parties be time consuming and complex. Additionally, Mithra may not be successful in its efforts to establish a partnership or other strategic alliance for Donesta® or its other future product candidates because these products may be deemed to be at too early development stage for collaborative effort and third parties may hence not view them as having the requisite potential. Furthermore, Mithra cannot be certain that, following any strategic alliance or commercial partnership, it will achieve the level of revenues that would justify such an agreement. Any delays in entering into new strategic partnership agreements related to Donesta® and/or future product candidates could also delay their development and commercialization and reduce their competitiveness even if they reach the market.

If Mithra is unable to identify a strategic alliance or commercial partnership for a particular product, it would need to complete the clinical and manufacturing development, proceed with the associated regulatory filings on its own and commercialize the product through its own sales force. In that event, Mithra might need to invest significant financial and management resources. This would likely lead to an increase in its research and development costs, which were EUR 85.2 million and EUR 64 million end of 2021 and 2022, respectively. Furthermore, its sales force might not be well equipped to market these products, which could adversely affect the revenues Mithra is able to earn from them.

Other than Estelle®, no Estetrol-based product candidates have been formally registered or commercialised and the successful development of Mithra's other estetrol-based product candidates remains uncertain due to the complexity and unpredictability of clinical trials.

Other than Estelle®, which has been approved to date in various countries worldwide, mainly in North America and Europe, Mithra's estetrol-based product candidates have not been approved or commercialised. Estelle® accounted for 59.1% and 51.4% of Mithra's revenue end of 2021 and 2022, respectively.

Notwithstanding the approval of Estelle® in these jurisdictions, all of Mithra's estetrol-based product candidates will be subject to extensive pre-clinical and clinical trials to demonstrate safety and efficacy in humans before Mithra can apply for the necessary regulatory approval potentially to obtain marketing authorisations from the relevant

regulatory authorities. In particular, Mithra's Donesta® Phase III Clinical Program is ongoing, with topline efficacy results having been reported in 2022 and primary safety data from the C302 trial (North America) early in 2023 while the theC301 trial (EU, Russia, Latin America, United States and Canada) is anticipated in H1 2024. Mithra believes that it could achieve marketing authorisation for Donesta® in the first half of 2024 for the United States and in the first half of 2025 for Europe. Thereafter, the timing for the commercialisation of Donesta® remains uncertain in the US, in particular given Mithra's intention to enter into a strategic partnership agreement to achieve this. See " —If Mithra is unable to enter into a partnership or strategic alliance for the further development and commercialisation of Donesta® or its other product candidates, it may incur additional costs, and/or the development of these products might be delayed". See also "Business — Principal activities —Donesta® - An innovative hormone therapy targeting several major menopausal symptoms".

Furthermore, Mithra is currently developing other Estetrol-based products in neuroprotection for the treatment of hypoxic-ischemic encephalopathy ("HIE") in neonates and wound healing. Mithra's Phase I clinical program started in 2022. Mithra's wound healing project is in preclinical development. These products will require substantial technical, preclinical and clinical developments and testing prior to receiving marketing approvals. Their future commercialization and the generation of additional revenues linked to these products, will significantly depend on Mithra's ability to successfully develop, register and commercialize those products.

Prior to initiating a clinical trial, Mithra requires regulatory and ethical approval from the competent authorities. Mithra and the relevant regulatory authorities may not agree on a clinical trial design or, if a clinical trial design is accepted, one or more clinical trial endpoints may not be achieved, and that may undermine support for regulatory approval. Clinical trials remain subject to ongoing review and monitoring throughout their duration, and with certain exceptions, changes made to the trial protocols after approval is received must also be approved prior to implementation. Failure to obtain or maintain the approvals required to conduct a clinical trial for Donesta® or any other estetrol-based products could significantly delay or prevent the completion of such trials, necessitate additional testing or a re-design of the clinical trial, incur significant additional time and costs and/or prevent Mithra from achieving or maintaining profitability.

Regulators may also require Mithra to amend ongoing trials or perform additional trials, which could result in significant delays and additional costs or may be unsuccessful.

Furthermore, clinical trials may not produce the anticipated clinical efficacy outcomes, or may uncover previously unknown safety issues or risks. Interim results of clinical trials do not necessarily predict final results, and success in pre-clinical testing and early clinical trials does not ensure that later clinical trials will be successful. Further trials may uncover issues not yet discovered by previous pre-clinical or clinical testing, which could lead to delays or suspension of the clinical trials.

Mithra cannot predict with certainty how long it will take to complete necessary clinical trials or obtain regulatory approvals of its current or future products. The time needed to complete clinical trials and obtain regulatory approvals varies by product, indication, and country.

If Mithra's clinical trials are delayed, or if they do not produce the anticipated clinical efficacy outcomes, this could prevent it from achieving the commercialisation of Donesta® or any of its other estetrol-based products in the expected timeframe, which would in turn delay the timing of expected revenues from these products or prevent Mithra from ever earning revenues from these products.

Even if Mithra obtains marketing authorisations for Donesta® or any other Estetrol-based products, future clinical trials may uncover previously unknown safety issues or risks or suggest that these products do not significantly improve clinical outcomes. Such results would slow or possibly stop the adoption of these products, or potentially lead to market authorisation suspension or withdrawal by regulatory authorities.

Further trials designed to support additional indications for an authorised product may not achieve targeted clinical outcomes. This would jeopardise anticipated further/wider adoption of the product.

If Mithra experiences delays or difficulties in the recruitment of Investigators, obtaining necessary approvals from trial sites or the enrolment of subjects in clinical trials, or trial sites failure to adhere to trial protocols and good clinical practices (GCP) regulations or similar regulations its receipt of necessary regulatory approvals could be delayed or prevented.

Performing clinical trials requires the engagement of many hospitals, clinics, and clinicians. In particular, Mithra must engage a physician at each clinical trial center to maintain overall responsibility for conduct of the clinical trial. Each

Investigator may have additional physicians working under his or her direction to conduct a trial. Furthermore, Mithra is required to obtain necessary approvals from the trial sites where it conducts its clinical trials, including approvals from institutional review boards/ethics committees and competent agencies, which are required for clinical trials.

Mithra may not be able to attract sufficient qualified Investigators to conduct clinical trials within an adequate timeframe, and those investigators may not be able to attract or enroll sufficient subjects to meet Mithra's clinical trial objectives and inclusion/exclusion criteria. Any difficulties in enrolling a sufficient number of subjects, failure to conduct the clinical trial in accordance with regulatory requirements or the approved trial protocols or difficulty obtaining approvals from trial sites for any of its clinical trials could result in significant delays or suspension of the trial and could require Mithra to abandon one or more clinical trials altogether. Any such delays may result in increased research and development costs that may exceed the resources available to Mithra and in delays to commercially launching Donesta® and/or any future products in target markets, if approved. Mithra's research and development costs have historically far exceeded its revenue. Mithra recorded research and development costs of EUR 85.2 million and EUR 64 million end of 2021 and 2022, respectively.

Mithra is currently heavily focused on, and investing in, the development of its estetrol-based product candidates. Its ability to realise substantial product revenues and, eventually, profitability in line with the investments envisaged will significantly depend on its ability to successfully develop, register and commercialise estetrol-based product candidates.

Mithra has, to date, received approvals for Estelle® in various countries worldwide, mainly in North America and Europe and the product is being commercialised progressively around the world. Nevertheless, it remains at the early stages of commercialisation. Furthermore, Mithra is still pursuing the development of its other E4-based products, such as its development programs in menopause, neuroprotection for the treatment of hypoxic-ischaemic encephalopathy ("HIE") in neonates and wound healing. Mithra is dedicating the majority of its available cash resources to the development of its product candidates. The development, registration and commercialisation of these products present significant new challenges. In preparation, Mithra has expanded and continues to expand its organisation and has attracted and continues to attract a number of experienced collaborators. However, it may not be able to successfully integrate their experience and know-how, and to continue to further successfully expand its organisation and successfully conclude every development step. Any failure to do so could cause delays in the product development or non-clinical formulation and/or the regulatory approval process for these products, which could ultimately delay or even prevent the commercialisation of Mithra's innovative product candidates.

If Mithra is unsuccessful in developing, commercialising and/or identifying partners with respect to its estetrol-based products, the nature of Mithra's pipeline would comprise the continued commercialisation of Estelle®, as well as the development (either directly or indirectly) of complex therapeutics products and injectables. Mithra recorded EUR 13.4 million and EUR 9.2 million in revenue from Estelle® end of 2021 and 2022, respectively, with the remainder of its revenue in 2022 being attributable to out-licensing revenue related to the signature of a Donesta® deal with Gedeon Richter. The market opportunities for these products is significantly more limited in scope than the market opportunity offered by Mithra's E4 pipeline. Accordingly, if Mithra is forced to shift its focus to complex therapeutics and injectables and away from E4-based products, management expects that Mithra's revenues and profitability would be severely impacted.

The triggering of certain milestone payments and "royalty payments" may be discontinued at any time based on a review of available pre-clinical and clinical data, the estimated costs of continued development, market considerations and other factors.

Mithra has entered into a number of contracts through which it "out-licenses" to customers the intellectual property it has developed related to drugs that have not yet received regulatory approval. Generally, under the terms of these licenses, the licensee can further develop the intellectual property and can manufacture and/or sell the resulting commercialised product. Mithra typically receives an upfront fee, milestone payments for specific clinical or other development-based outcomes, and sales-based milestones or royalties as consideration for the relevant license. Some arrangements also include ongoing involvement by Mithra, which may provide research and development and/or manufacturing services relating to the licensed intellectual property.

During 2022, contract assets amount to EUR 47.8 million (non-current and current) versus EUR 12.8 million in 2021. The variance relates to out-licensing revenue, mainly from Gedeon Richter (EUR 43.2 million of contract assets), offset by unbilled revenues recognized in prior years and billed in 2022 (among which EUR 1million to Gedeon Richter and EUR 8.1 million to Mayne Pharma).

Under the U.S. License and Supply contract signed with Mayne Pharma and well as Mithra's other licensing arrangements, milestone payments can be suspended based on a review of available pre-clinical and clinical data, the estimated costs of continued development, market considerations and other factors. For that reason, if the commercialisation of Estelle® does not proceed as anticipated by Mithra, it may not receive the EUR 287 million that remains to be collected under the contract in the timeframe it expects or at all. The achievement of the commercial milestones under the contract will depend on the performance of Mithra's commercial partners in their respective markets, which are described under " — Risks relating to commercialisation". In addition, Mithra is subject to foreign exchange risk in relation to the U.S. License and Supply contract due to the payments thereunder being payable in U.S. Dollars, as well as the Australian listing of Mayne Pharma. See " — Risks relating to Mithra's financial situation — Changes in currency exchange rates could have a material negative impact on the profitability of Mithra".

Mithra is subject to similar risks in relation to its future product candidates, including Donesta®, with respect to which it is considering entering into a licensing agreement to fund its future clinical development.

Mithra depends on third party suppliers for manufacturing, pharmaceutical ingredients and other raw materials and any disruption of the supply chain or unavailability of third-party services could have a material adverse effect on Mithra. Currently Mithra relies on a key E4 tolling supplier and it has signed binding heads of terms in order to secure alternative options for the transformation of estetrol in the future. If current negotiations do not result in commercially favourable terms for Mithra, this could impact its cost of goods and thus the profitability of Estelle®. Moreover, if the difficult market conditions arising from the outbreak of COVID-19 and the conflict in Ukraine persist and impact its supply prices or if this results in a shortage of raw materials, Mithra might not be able to comply with its supply commitments regarding its partners. See " — Risks relating to the Mithra's dependence on third parties and on key personnel".

III. Risks relating to commercialisation

Mithra's future financial performance will depend on the commercial acceptance of Estelle®, Donesta® and its other products in target markets.

At the date of this Prospectus, Estelle® is the only E4-based product that has been commercialised by Mithra. Estelle® accounted for 59.1% and 51.41% of Mithra's revenue in the year ended 31 December 2021 and, in the year, ended 31 December 2022, respectively. Furthermore, Estelle® only received regulatory approval from the FDA relatively recently, in 2021. Estelle® has been approved in various countries worldwide, mainly in North America and Europe as of the date of this Prospectus and will be rolled out commercially in other countries in the coming years. Estelle® and other products launched by Mithra may not gain commercial acceptance in target markets. If Mithra fails to gain and maintain commercial market acceptance of these products in its target jurisdictions, the amount of revenue generated from sales of Estelle® and other products in the future could fail to grow as management expects and could even decrease. In addition, Donesta® has not yet received marketing approval in any jurisdictions and Mithra's future financial performance will depend on the successful completion of its planned clinical trials on Donesta®. Mithra believes that it could achieve marketing authorisation for Donesta® in the first half of 2024 for the United States and in the first half of 2025 for Europe. Thereafter, the timing for the commercialisation of Donesta® remains uncertain, in particular given Mithra's intention to enter into a strategic partnership agreement to achieve this. See " —If Mithra is unable to enter into a partnership or strategic alliance for the further development and commercialisation of Donesta® or its other product candidates, it may incur additional costs, and/or the development of these products might be delayed". See also "Business — Principal activities —Donesta® - An innovative hormone therapy targeting several major menopausal symptoms".

Many factors can influence market acceptance of Mithra's products, including:

- approval from the appropriate regulatory authorities or unavailability of Mithra's products due to regulatory barriers;
- price and reimbursement levels from third party payers;
- successful completion of the clinical development of Donesta® and Mithra's other products;
- FDA and other target market regulatory authority approval of Donesta® and Mithra's other products;
- macroeconomic conditions in the countries in which Mithra's products are marketed and sold, including the impact of the COVID-19 outbreak or any similar infectious disease outbreak;

- the timing of the launch of Mithra's products in a particular market;
- inclusion in clinical practice guidelines;
- the availability of clinical evidence through trials and registries, including the Donesta® Phase III clinical trial;
- accurate anticipation of patients', healthcare providers' and payers' needs and emerging technology trends;
- frequency and/or severity of complications or side effects arising from Mithra's products;
- competition, the convenience and ease of use of Mithra's products compared to competing products and other potential advantages and disadvantages over alternative products and services;
- production barriers such as interruptions to the supply of materials or components or Mithra's manufacturing activities being suspended by regulatory authorities;
- the quality of service that Mithra establishes in order to support customers;
- the ability to demonstrate to physicians and other potential stakeholders the benefits and cost-effectiveness of Mithra's products relative to other products available on the market;
- the ability of Mithra to maintain relationships with key opinion leaders in the medical community;
- entrance into additional markets or indications and the scope of the indications approved by regulatory authorities;
- tariffs, trade barriers and other trade protection measures, import or export licensing requirements and any other restrictive actions by the U.S. or other governments;
- the ability of Mithra to hire new sales and marketing personnel and their effectiveness in developing brand equity, monitoring commercial performance and executing its business strategy; and
- the ability of Mithra to secure development and commercial partnerships for the marketing of Donesta® and its other products.

These and other factors present obstacles to commercial market acceptance of Mithra's products in target markets. Moreover, once these products gain commercial acceptance, there is a risk that they will subsequently become obsolete, due to the rapid development of technology in the sphere in which Mithra operates and changes to the operations of its suppliers. This could cause Mithra to fail to generate any meaningful revenue from these products or, once it has begun to generate revenue, in a substantial reduction in such revenue. Failure, or any substantial delay, in gaining significant commercial market acceptance of Mithra's products in target markets, on a timely basis or at all, or the obsolescence of any of these products could limit the revenues Mithra is able to earn from sales of its products.

Mithra's success depends in part on third party payment from government providers, healthcare insurance providers or other public or private sources and it could fail to achieve or maintain reimbursement levels in line with its expectations.

The existence of coverage and adequate reimbursement for Mithra's products by government and/or private payers will be important to market adoption for its products. Mithra's strategic partners (such as Mayne Pharma in relation to Estelle®) are responsible for obtaining reimbursement for the relevant product in each of the markets in which it is being commercialised. If these strategic partners do not obtain adequate reimbursement for the products, this would have an adverse effect on the revenues achievable from the products and hence the milestone payments payable to Mithra.

In many countries, payment for Mithra's products will be dependent on obtaining a "reimbursement code" for the product. For details of the reimbursement arrangements in the countries in which Mithra has commercialised or plans to commercialise its products, refer to "Business — Government Regulation —Reimbursement". Obtaining a reimbursement code can be a lengthy process (months to years) and Mithra may not be able to obtain such a code at satisfactory levels, or at all. Following the grant of a "reimbursement code" payers (e.g. national healthcare systems or health insurance companies) have to agree to provide coverage for the relevant product. Failure to obtain attractive reimbursement may adversely affect Mithra's business, financial condition, results of operations and prospects.

The price that Mithra may receive for, and the marketability of, the products for which Mithra has received or will receive regulatory approval may suffer if government and/or third-party payers fail to provide adequate coverage and reimbursement or if further governmental cost containment or other health reform initiatives are adopted or implemented. From time to time, legislation is enacted that could significantly change the statutory provisions governing the clearance or approval, manufacture, marketing or taxation of Mithra's products. In addition, regulations and guidance are often revised or reinterpreted in ways that may significantly affect Mithra's products. It is impossible to predict whether legislation changes will be enacted, or regulations, guidance or interpretations changed, and what the impact of such changes, if any, may be. Mithra cannot predict what healthcare programmes and regulations will be ultimately implemented at the U.S. federal or state level, or at the E.U. level, or within the implementing legislation of the individual E.U. Member States, or the effect of any future legislation or regulation. However, these types of provisions, as adopted, could materially change the way healthcare is delivered and financed, and may materially impact numerous aspects of Mithra's business. Increasing downward pressure on healthcare pricing and/or any changes that lower reimbursements for Mithra's products could result in product revenues generated from sales of Mithra's products being lower than anticipated. As a result, Mithra could fail to achieve or maintain reimbursement levels sufficient to support a commercial infrastructure or realize an appropriate return on its investment in product development, which could materially and adversely affect Mithra's business, financial condition, results of operations and prospects.

Mithra may also experience pricing pressures in connection with the sale of its products. Generally, governments and third-party payers are increasingly exerting downward pressure on pricing and reviewing the cost-effectiveness of medical products, therapies and services. With this global pressure on healthcare costs, payers are attempting to contain costs by, for example, limiting coverage of and the level of reimbursement for new therapies.

If Mithra is unable to obtain or maintain reimbursement for its products in its key markets, this would compromise its ability to commercialise these products on a large scale, which would in turn limit its opportunities to achieve profitability.

The success of Estelle® and Mithra's other products depends on their acceptance and adoption by physicians and all stakeholders involved in market access to its products.

The success of Estelle® and Mithra's other products will require acceptance and adoption by physicians and other stakeholders (healthcare professionals, payers, etc.). Such acceptance will depend on physicians being convinced of the distinctive characteristics, clinical performance, benefits, safety and cost-effectiveness of Estelle® and Mithra's other products. Furthermore, physicians will most likely not adopt Estelle® or Mithra's other products unless they determine, based on experience, clinical data and published peer-reviewed journal articles, that these products are an attractive solution for patients.

Even if the safety and efficacy of Mithra's products is established, physicians and other healthcare professionals, may be hesitant to change their medical treatment practices or accept and adopt Mithra's products, including for the following reasons:

- general conservatism about the adoption of new treatment practices;
- history of adverse events;
- lack or perceived lack of long-term evidence supporting additional patient benefits;
- perceived liability risks associated with the use of new products;
- limited or lack of reimbursement and coverage within healthcare payment systems;
- other products competing for physician time and attention;
- the time commitment that may be required for special training;
- insufficient level of commercial attractiveness to physicians;
- the extent of ongoing support required by the clinician; and
- the extent of ongoing involvement of the patient in therapy.

Economic, psychological, ethical and other concerns may also limit general acceptance and adoption of Mithra's products. Lack of acceptance and adoption of Mithra's products by a sufficient number of relevant physicians and other healthcare professionals would substantially reduce Mithra's ability to achieve its sales forecasts and prevent

Mithra from achieving or maintaining profitability. In particular, if Donesta® is not accepted by physicians and other stakeholders, this would represent a significant setback for Mithra and would limit its revenue growth.

If Mithra's commercial partners are unable to expand their sales, marketing and distribution capabilities for Mithra, Mithra may not be successful in commercialising its products in its targeted markets. Moreover, Mithra will need to invest internally for every product about to be commercialised and from commercialisation onwards in its life cycle management and overall brand equity.

Mithra will need to expand its internal sales and marketing organisation to commercialise its products in markets that it will target directly. There are risks involved with expanding Mithra's own sales, marketing and distribution capabilities. For example, recruiting and training a sales force is expensive and time-consuming and could delay launch. In addition, Mithra may experience challenges in recruiting qualified sales and marketing personnel.

Furthermore, Mithra intends to enter into additional licensing agreements to distribute its products in other markets, a process it is continuing to progress in relation to Estelle®. In addition, Mithra intends to enter into new strategic partnership agreements in relation to Donesta®. See " — Risks relating to the E4 pipeline — If Mithra is unable to enter into a partnership or strategic alliance for the further development and commercialisation of Donesta® or its other product candidates, it may incur additional costs, and/or the development of these products might be delayed". If Mithra is unable to find suitable partners, loses these partners or if Mithra's partners fail to sell its products in sufficient quantities, on commercially viable terms or in a timely manner, the commercialisation of Mithra's products could be materially harmed, which could prevent Mithra from achieving or maintaining profitability.

Further factors that may inhibit Mithra's efforts to commercialise its products in target markets include the inability of sales personnel to obtain access to physicians or persuade adequate numbers of physicians to prescribe any of Mithra's future products, and the lack of complementary products to be offered by sales personnel, which may put Mithra at a competitive disadvantage relative to companies with more products.

If Mithra is unable to expand its own sales, marketing and distribution capabilities or enter into arrangements with other third parties to perform these services, Mithra's future revenue growth may be limited, particularly if it is unable to enter into a strategic partnership agreement in relation to Donesta®. In that event, Mithra would need to continue to rely primarily on Estelle®, which accounted for 59.1% and 67.5% of Mithra's revenue in the year ended 31 December 2021 and the six months ended 30 June 2022, respectively.

IV. Risks related to the cost of producing E4

Mithra is subject to the risk of increasing raw material prices, particularly in relation to solvents used in the synthesis of estetrol.

Prices of certain common raw materials, such as solvents (e.g. THF and DCM) used in the synthesis of estetrol, have been increasing significantly since 2021 in the European Union due to lower availability of their feedstocks. Since it remains unclear when feedstocks will become more readily available, Mithra may continue to experience pricing pressure for these solvents. In addition, palladium is used as a catalyst in the production of E4. Palladium prices have doubled over the last several years, with a sharp surge in March 2022. As Russia is a dominant player in the global production of palladium, the war in Ukraine could continue to have a negative effect on the availability of palladium in the global market. Since June and July of 2022, prices have come down to the same level as that which prevailed at the end of 2021 and early 2022 but have remained volatile, leading to significant financial risk for Mithra. Mithra is working on mitigation plan in order to reduce the amounts of these raw materials used in the synthesis of E4 in order to optimize its manufacturing costs.

Mithra mitigates the risk that raw materials prices could increase to high levels, such as that it experienced in March 2022 for palladium, through mid- and long-term contracts with suppliers who uses much lower quantities of palladium and therefore being less prone to volatile palladium prices. Moreover, Mithra considers new synthesis pathways and internally monitors raw material prices on a continuous basis.

As the world is evolving, the use of raw materials is heavier than in the past, which could lead to a risk of disappearance of raw materials, in particular due to natural disasters which can have an impact on the production of certain raw materials. Furthermore, inflation may generally affect the cost of raw materials in Mithra's supply chain. Inflation has been rampant during the past year due in part to government spending deployed to abate the consequences of the COVID-19 pandemic during 2020 and 2021, as well as to rising energy prices due to the conflict in Ukraine. Euro area annual inflation 9.1% in August 2022, having increased from 8.9% in July 2022, according to the European Commission. Although as discussed above Mithra is seeking to address the risk of significant

increases in raw materials prices through provisions in its contracts such as maximum pricing, there can be no assurance that its efforts in this regard will be sufficient to insulate it from increases in raw materials prices, whether as a result of the general trend in inflation or otherwise.

Mithra's energy costs have increased by EUR 639 k for the year 2022 compared to previous year. Over the next months, the risk of increase will be mitigated by Mithra's solar panel field that should allow Mithra to produce autonomously a significant part of the energy consumed.

V. Risks relating to the Mithra's dependence on third parties and on key personnel

Mithra depends on third party suppliers for manufacturing, pharmaceutical ingredients and other raw materials and any disruption of the supply chain or unavailability of third-party services could have a material adverse effect on Mithra.

Mithra relies on third parties across is operations, including in relation to manufacturing, pharmaceutical ingredients and other raw materials. In relation to its CDMO, it has entered into several partnerships, namely in the injectables industry. In addition, it has entered into partnerships for the sourcing of raw materials, including essential active pharmaceutical ingredients such as E4. Therefore, Mithra's ability to meet its production targets depends on its sourcing arrangements and its partners' compliance with their own obligations. Mithra was informed by its E4 sourcing partner that it would have difficulties delivering the contractually defined quantities for the year 2021/2022. In order to mitigate these potential delivery delays, Mithra currently relies on a key E4 tolling supplier and has signed binding heads of terms in order to secure alternative options for the transformation of estetrol in the future.

In addition, third party suppliers may be subject to circumstances which impact their ability to supply, including enforcement action by regulatory authorities, natural disasters (e.g. hurricanes, earthquakes, disease and terrorism), epidemics (e.g. the ongoing COVID-19 outbreak), industrial action (e.g. strikes), financial difficulties including insolvency, among a variety of other internal or external factors. Any such supply disruptions could in turn result in production disruptions for an extended period of time, which could delay production and/or commercialisation of its products and prevent Mithra from achieving or maintaining profitability. Alternative suppliers may be unavailable, may be unwilling to supply and may not have the necessary regulatory approvals.

Any disruptions in manufacturing or in the supply of pharmaceutical ingredients and other raw materials could result in production delays and could compromise Mithra's ability to meet its obligations to its customers and/or strategic partners, which could in turn adversely affect its revenues and cash flows as well as its reputation.

Mithra relies on third parties to conduct its clinical trials, perform data collection and analysis, and provide regulatory advice and other services that are crucial to its business.

Mithra relies, and will rely in the future, on medical institutions, Investigators, contract research organisations ("CROs"), contract laboratories and collaborators to perform data collection and analysis and to carry out Mithra's clinical trials. Mithra's development activities or clinical trials conducted in reliance on third parties may be compromised if the third parties do not devote a sufficient amount of time or effort to Mithra's activities or otherwise fail to successfully carry out their contractual duties or to meet regulatory obligations or expected deadlines. Furthermore, if the quality or accuracy of the data obtained by third parties is compromised due to their failure to adhere to clinical protocols, regulatory requirements, or for other reasons including the loss of data, this could adversely affect clinical results or require Mithra to repeat the affected trial. In addition, Mithra's third-party agreements usually contain a clause limiting such third party's liability, such that Mithra may not be able to obtain full compensation for any losses that Mithra may incur in connection with the third party's performance failures.

If the third parties upon which Mithra depends do not successfully carry out their contractual duties or regulatory obligations or meet expected deadlines, or in the event of a default, bankruptcy or shutdown of, or a dispute with, a third party, Mithra would be required to find a replacement third party or acquire a CRO, to conduct the required activities. Mithra may be unable to enter into a new agreement with another third party on commercially acceptable terms. While Mithra believes that there are alternative sources to provide these services, in the event that Mithra seeks such alternative sources, Mithra may not be able to enter into replacement arrangements without incurring delays or additional costs.

If the third parties upon whom Mithra depends fail to perform to the required standard or if Mithra is required to replace such third parties, this could result in delays in the regulatory approval for Donesta® and its other products. This would in turn limit Mithra's revenue, 59.1% and 67.5% of which was attributable to Estelle® in the year ended 31 December 2021 and the six months ended 30 June 2022, respectively.

VI. Risks relating to intellectual property

If Mithra were to lose patent protection for any of its key products (including Estelle® and Donesta®), this could compromise the revenue it earns from these products as competitors take advantage of the expiration of patent protection.

Mithra directly holds various families of patents for the Estelle® E4/DRSP pill and the menopause product candidate, Donesta®. Extensions (from three to five years) of the indication patent end date have been requested (and some have already been already granted) for the United States, Canada and some European countries based on the initial marketing authorization for E4/DRSP in those territories. For the Donesta® product candidate, several new patent applications have been filed to strengthen the protection of the product and product candidate, the outcome and scope of which are still undetermined. Mithra also holds six families protecting different synthesis pathways for E4, whose main patents expire in 2032. Mithra will also seek to protect market exclusivity once marketing authorisation is granted (where applicable) through market/data exclusivity systems (between three and ten years maximum depending on the territory).

In addition to patents, Mithra relies on a combination of trade secrets, trademarks, design rights, copyright laws, non-disclosure agreements and other contractual provisions and technical measures that help maintain and develop its competitive position with respect to intellectual property. Mithra may be unable to obtain the patents it applies for or to adequately protect its intellectual property rights or may become subject to a claim of infringement or misappropriation, which it is unable to settle on commercially acceptable terms. Mithra cannot be certain that patents will be issued with respect to Mithra's pending or future patent applications. In addition, Mithra does not know whether any issued patents will be upheld as valid or proven enforceable against alleged infringers or that they will prevent the development of competitive patents or provide meaningful protection against competitors or against competitive technologies.

Mithra's intellectual property rights may also be challenged, invalidated, circumvented or rendered unenforceable. Mithra's competitors or other third parties may successfully challenge and invalidate or render unenforceable Mithra's issued patents, including any patents that may be issued in the future. This could prevent or limit Mithra's ability to stop competitors from marketing products that are identical or substantially equivalent to Estelle®, Donesta® and/or its other products. In addition, competitors may be able to design around Mithra's patents or develop products that provide outcomes that are comparable to Estelle®, Donesta® and/or its other products but that are not covered by its patents. Much of Mithra's value is in its intellectual property, and any challenge to Mithra's intellectual property portfolio (whether successful or not) may impact its value.

Mithra decides on a case-by-case basis the countries in which to seek patent protection. It is not economically feasible or practical to seek patent protection in every country, and it is possible that one or more third parties may develop and market products similar or identical to Estelle® contraceptive pill, Donesta® menopausal treatment and/or its other products in countries where Mithra has not obtained patent protection. Mithra may not be able to prevent such third-party action, which may limit Mithra's ability to pursue those markets.

In the context of certain financing arrangements with ING Belgium SA/NV and Belfius Bank NV, respectively, as well as in the context of the Facilities Agreements, Mithra has granted security on the businesses of Estetra SRL (Belgium), Novalon SA (Belgium) and Mithra Recherche et Développement SA (Belgium) (and, in the case of the Facilities Agreements, also on the business of the Company). In each case, the pledged businesses include (either expressly or implicitly) all intellectual property rights owned by the relevant pledger, and in some instances separate pledge registrations have been taken with the competent offices in respect of particular items of such intellectual property. If at any time, pursuant to the relevant financing arrangements, the security on the relevant businesses and/or intellectual property rights were to be enforced, the pledged intellectual property rights may be lost to Mithra.

Mithra could become subject to intellectual property litigation that could be costly, result in the diversion of management's time and efforts, require Mithra to pay damages, prevent Mithra from marketing Estelle®, Donesta® and/or its other products, and/or reduce the margins for these products.

The pharmaceuticals industry is characterised by rapidly changing products and technologies and there is intense competition to establish intellectual property and proprietary rights covering the use of these new products and the related technologies. This vigorous pursuit of intellectual property and proprietary rights has resulted and will continue to result in extensive litigation and administrative proceedings over patent and other intellectual property rights. Whether a product infringes a patent involves complex legal and factual issues, and the outcome of such disputes is often uncertain. There may be existing patents of which Mithra is unaware that are inadvertently infringed

by Estelle® contraceptive pill, Donesta® menopausal treatment, and/or its other products. Competitors may have or develop patents and other intellectual property that they assert are infringed by Estelle®, Donesta® and/or its other products.

Any infringement claim against Mithra, even if without merit, may cause Mithra to incur substantial costs, and could place a significant strain on Mithra's financial resources and/or divert the time and efforts of management from the conduct of Mithra's business. In addition, any intellectual property litigation could force Mithra to do one or more of the following: (i) stop selling Estelle®, Donesta® and/or its other products or using technology that contains the allegedly infringing intellectual property; (ii) forfeit the opportunity to license Mithra's technology to others or to collect royalty payments based upon successful protection and assertion of its intellectual property rights against others; (iii) pay substantial damages to the party whose intellectual property rights Mithra may be found to be infringing; or (iv) redesign those products that contain or utilise the allegedly infringing intellectual property. Any of these circumstances may materially and adversely affect Mithra's business, financial condition, results of operations and prospects.

The requirement to obtain licenses to third party intellectual property could also arise in the future. If Mithra needs to license any third-party intellectual property, it could be required to pay lump sums or royalties on its products. In addition, if Mithra is required to obtain licenses to third party intellectual property, it may not be able to obtain such licenses on commercially reasonable terms or at all.

In particular, since 2008, Mithra has been involved in a legal proceeding against Organon NV (now Merck Sharp and Dohme BV). The proceeding concerns the alleged patent infringement caused by the commercialisation by Mithra and its partner DocPharma BVBA (now Mylan) of a generic drug known as Heria. Currently, Organon is claiming for provisional damages of EUR 2.8 million, including actual loss of profit as well as the reimbursement of cost for establishing the infringement attorney's fees and expert's expenses. A first instance judgement was rendered on 11 December 2015 that concluded in a partial infringement of Organon's patent. An expert was appointed by Commercial Court to advise on the damages suffered by Organon and Merck because of the partial infringement. A final report of the judicial expert dated 22 November 2019 assessed that damage at EUR 551 thousand. That amount is, however, questionable in the light of several objective factors. The case is pending at the appeal level and the hearing has not yet been fixed. A provision of EUR 266 thousand has been recorded in the accounts in accordance with management's assessment of the liability that can result.

Intellectual property rights do not necessarily address all potential threats to Mithra's competitive advantage.

The degree of protection afforded by Mithra's intellectual property rights is uncertain because intellectual property rights are limited, and may not adequately protect Mithra's business or permit it to maintain its competitive advantage or its ability to sell its products. For example:

- others may be able to develop, make and sell products that are similar to or different from that deliver similar benefits to Estelle®, Donesta® and/or its other products without infringing claims of the Mithra patents or other Mithra intellectual property rights;
- pending patent applications may not lead to issued patents;
- issued patents may not provide Mithra with any competitive advantages, or may be held invalid or unenforceable, as a result of legal challenges;
- Mithra's competitors might conduct research and development activities in countries where Mithra does not have patent rights and sell the resulting competitive products in such countries, or use the information learned from such activities to develop competitive products for sale in major commercial markets;
- Mithra may develop intellectual property that is not patentable; and/or
- the patents of others may dominate the patents of Mithra, thereby preventing their use, or have an adverse effect on Mithra's business.

VII. Risks relating to global events

The outbreak of the coronavirus (COVID-19) or any other infectious disease outbreak or other serious public health concern could result in delays to Mithra's clinical trials and could adversely affect its supply chain and work force, as well as macroeconomic conditions generally, which could have an adverse effect on demand for its products.

Since December 2019 and as of the date of this Report, there is an ongoing outbreak of the 2019 coronavirus (COVID-19) which was initially primarily concentrated in China, but has affected countries globally. The outbreak

resulted in restrictions on non-essential medical procedures and on non-essential travel for Mithra's employees and consultants and has necessitated the introduction of mitigation measures, particularly in relation to enrolment in clinical trials. Enrolment has been affected by the following factors:

- the diversion of healthcare resources away from the conduct of clinical trial matters to focus on pandemic concerns, including the attention of physicians serving Mithra's clinical trial investigators, hospitals serving its clinical trial sites and hospital staff supporting the conduct of its clinical trials;
- limitations on travel that interrupted key clinical trial activities, such as clinical trial site initiations and monitoring, interruption in global shipping affecting the transport of clinical trial materials, such as investigational drug products used in Mithra's trials;
- employee absences that have delayed necessary interactions with local regulators, ethics committees and other important agencies and contractors; and
- patients' reluctance to visit hospitals and attend medical check-ups due to COVID-19.

In particular, Mithra's Donesta® Phase III Clinical Program is ongoing, with topline efficacy results having been reported in 2022 and primary safety early 2023 for the C302 trial (North-America) and anticipated in H1 2024 for the C301 trial (EU, Russia, Latin America, United States and Canada). While Mithra was able to avoid material delays to its clinical trials through the implementation of a global Safety Management plan, any future delays could result in delays to the approval of Donesta® in the United States and Europe, which is currently expected in the first half of 2024 and 2025, respectively.

In addition, the outbreak of COVID-19 has already had an adverse effect on supply chains globally and Mithra's supply chain may be similarly affected. While Mithra was able to maintain its production schedule at Mithra CDMO during 2020 and 2021 notwithstanding the impact of COVID-19 restrictions, it may encounter future supply chain issues. Mithra also relies on a relatively small work force and if COVID-19 were to spread across its work force, this could have a disproportionate impact on it compared to other companies with larger work forces and/or greater financial resources. Any supply chain or human resources disruption arising from the COVID-19 outbreak could exacerbate the delays it is already experiencing arising from restrictions on non-essential medical procedures and hospital visits.

Moreover, the COVID-19 outbreak has had a severe impact on global macroeconomic conditions, with the global economy having contracted by 3.3% in 2020 and bounced back in 2021 with a growth of 6%, according to the IMF. While the IMF is still forecasting global growth of 3.2% in 2022, this projected growth may be derailed, in particular due to the environment of rising interest rates, as central banks take action to combat inflation arising in part from the deployment of funds for COVID-19 relief by governments during the pandemic. Inflation has been high during the past year due in part to government spending deployed to abate the consequences of the COVID-19 pandemic during 2020 and 2021, as well as to rising energy prices due to the conflict in Ukraine. Euro area annual inflation 9.1% in August 2022, having increased from 8.9% in July 2022, according to the European Commission. Any decline in growth may have a broader impact on Mithra's business, given the impact on the resources of government and/or private payers and their willingness to reimburse costs associated with Mithra's products. There may also be other infectious disease outbreaks or other serious public health issues, any of which could disrupt Mithra's business or adversely affect demand for its products.

While there are signs that the outbreak of COVID-19 is abating, any resurgence could require Mithra to delay its clinical trials, which could prevent it from achieving the commercialisation of the Donesta® and other products in the expected timeframe, which would in turn delay the timing of expected revenues from these products or prevent Mithra from ever earning revenues from the sale of these products.

The Russian invasion of Ukraine could have a destabilising impact on Mithra's operations, both directly as a result of the conduct of clinical trials and indirectly due to the impact on global macroeconomic conditions.

On 24 February 2022, Russia launched a full-scale invasion of Ukraine and the conflict remains ongoing.

While Russia and Ukraine represent a relatively small portion of Mithra's revenue (expected to be approximately 1% in 2022), Mithra's management is continuing to monitor the situation. The conflict is expected to result in delays of launches of various products in these countries, including the launch of Estelle® in Russia, which had been planned for the second half of 2022. In addition, approximately 10% of the recruitment sites for Mithra's Donesta® Phase III Clinical Program were located in Russia and Mithra was required to activate a mitigation plan in order to replace these sites with other sites in the United States and Europe and to avoid any delay in the submission to the European

Medicines Agency (the "EMA"). While this did not result in material delays to the clinical trial, for which topline results were reported in January and in April 2022, if the situation escalates, there may further adverse impacts to Mithra. In addition, the Ukraine conflict has disrupted trade and aggravated inflation for basic goods like energy, wood and metals. Further economic deteriorations could negatively impact Mithra's future revenues and profits. See also "Mithra is subject to the risk of increasing raw material prices, particularly in relation to solvents used in the synthesis of estetrol".

Moreover, the conflict could have an adverse impact on global macroeconomic conditions generally, including due to the increase in oil and gas prices resulting from the conflict. This could in turn result in suppressed demand for Mithra's products as well as in higher research and development costs for new products due to an increase in energy prices.

VIII. Legal and regulatory risks

Seeking and obtaining regulatory approval for drugs can be a long, expensive and uncertain process. Strict or changing regulatory regimes, government policies and legislation in any of Mithra's target markets may delay, prohibit or reduce potential sales.

Following completion of the relevant clinical trials, Mithra's products must obtain marketing approval from the European Commission following an opinion from the European Medicines Agency (the "EMA"), from the United States Food and Drug Administration (the "FDA") or other competent regulatory authorities before the products can be commercialised in a given market, and each such approval will need to be periodically renewed. The process of obtaining marketing approvals, both in the United States and in foreign jurisdictions, is expensive, may take many years if additional clinical trials are required, if approval is obtained at all, and can vary substantially based upon a variety of factors, including the type, complexity, and novelty of the product candidates involved. Applications for regulatory approval may require extensive pre-clinical, clinical and technical testing, all of which must be undertaken in accordance with the requirements of regulations established by the relevant regulatory agencies.

At the date of this Prospectus, the Estelle® oral contraceptive is the only E4-based product commercialised by Mithra. The Donesta® menopausal program has reached late clinical development stage. Mithra's Phase I clinical programme in neonatal HIE, for which Mithra obtained orphan drug designation in both the United States and the European Union, started in 2022. Mithra's wound healing project is in pre-clinical development. These products will require substantial technical, pre-clinical and clinical developments and testing prior to receiving marketing approvals.

For details of the regulatory regime applicable to Mithra's products in each of the jurisdictions in which Mithra has commercialised or intends to commercialise these products, see "Business Overview— Government Regulation".

In the European Union, Mithra would need to obtain a marketing authorisation from the European Commission or national competent authorities in relevant markets and comply with a body of regulatory requirements including Directive 2001/83/EC on the Community Code relating to Medicines for Human Use. For further detail of these obligations, see "Business Overview — Government Regulation ". In the United States, the FDA regulates drug products under the Federal Food, Drug, and Cosmetic Act, the Public Health Service Act and implementing regulations.

Ensuring compliance with these regulations is an intensive process requiring substantial human and financial resources. The burden of compliance may become significant relative to revenue from Mithra's products. If Mithra fails to comply with applicable pharmaceutical regulations, it may be forced to withdraw its products from the relevant market. In addition, it may be exposed to administrative, civil and criminal sanctions and lawsuits.

Failure to comply with the applicable requirements at any time pre- or post-approval may result in a delay of approval or administrative or judicial sanctions. These sanctions could include imposition of a clinical hold on trials, refusal to approve pending applications, withdrawal of an approval, issuance of warning or untitled letters, product recalls, product seizures, total or partial suspension of production or distribution, injunctions, fines, civil penalties, damages claims or criminal prosecution.

The regulations to which Mithra is subject are complex and have tended to become more stringent over time. Mithra may be adversely affected by changes in government marketing approval policy or legislation applying to its product candidates. Varying interpretations of the data obtained from non-clinical and clinical testing could delay, limit, or prevent marketing approval of a product. Any marketing approval Mithra obtains may be limited or subject to restrictions or post-approval commitments that render the approved product not commercially viable. Mithra is

obliged to comply with regulatory requirements that include obtaining regulatory approval pursuant to the applicable laws and regulations before it can market or sell its products in each market.

Moreover, each regulatory agency may impose its own requirements and may refuse to grant or may require additional data before granting marketing approval even if marketing approval has been granted by other agencies. Changes in regulatory approval policies or enactment of additional regulatory approval requirements may delay or prevent the products from obtaining or renewing marketing approval. Also, post-approval manufacturing and marketing of Mithra's products may show different safety and efficacy profiles to those demonstrated in the data on which approval to test or market said products was based. Such circumstances could lead to the withdrawal or suspension of approval.

Mithra's CDMO as well as the manufacturing facilities of its third-party suppliers are subject to significant regulations and approvals. If Mithra or its third-party manufacturers or suppliers fail to comply with these regulations or maintain these approvals, Mithra could lose the regulatory approvals required to operate the CDMO.

Mithra's CDMO offers a wide range of solutions from early drug development, clinical batches and commercial manufacturing, with expertise in complex polymeric products (such as vaginal rings and implants. Since July 2021, Mithra's CDMO also operates a new manufacturing facility dedicated to fill and finish production of complex liquid injectables and biologicals in vials, pre-filled syringes or cartridges. While currently, Mithra mainly depends on the CDMO in relation to Myring®, going forward it expects to realise additional revenue from products manufactured for third parties. In the first half of 2022, Mithra's CDMO generated revenues amounting to approximately EUR 1 million.

The manufacturing practices of Mithra and its third-party suppliers are subject to ongoing regulation and periodic inspection. Any failure to follow and document the adherence to regulatory requirements by Mithra or its third-party suppliers may lead to delays in production of Mithra's own and third-party products.

Failure to comply with applicable regulations could also result in regulatory authorities taking various actions, including:

- levying fines and other civil penalties;
- imposing consent decrees or injunctions;
- requiring Mithra to suspend or put on hold one or more of Mithra's clinical trials;
- suspending or withdrawing regulatory approvals;
- delaying or refusing to approve pending applications or supplements to approved applications;
- requiring Mithra to suspend manufacturing activities, sales, imports or exports;
- requiring Mithra to communicate with physicians and other customers about concerns related to actual or potential safety, efficacy, and other issues involving Mithra's products;
- mandating product recalls or seizing products;
- imposing operating restrictions; and
- seeking criminal prosecutions.

If Mithra were to lose its regulatory approvals in respect of the CDMO, this could have an adverse effect on its revenue from Myring® as well as a loss of potential revenue from the production of other products. In addition, if fines were to be imposed upon it in relation to violations at the CDMO, this would adversely affect Mithra's profitability.

Mithra is subject to the risk of product liability claims or claims of defectiveness, which could result in uninsured losses for Mithra or recalls of the relevant product.

Mithra is exposed to the risk of potential product liability claims arising from adverse reactions, product failures and malfunctions and product use. Mithra maintains product liability insurance at levels which management believes are in line with market practice. To date, no product liability claim has been initiated against Mithra. However, Mithra may not be able to maintain sufficient insurance coverage on commercially acceptable terms in the future, and its insurance coverage may not provide adequate protection against any product liability claims or claims of product defectiveness. As a consequence, Mithra might have to face liabilities for a claim that may not be covered by its insurance or its liabilities could exceed the limits of its insurance.

Moreover, product failures or safety issues discovered during the clinical trial phase may also lead to the suspension or termination of the relevant trial. In addition, product failures and malfunctions, quality issues may result in a recall

of the product, which may relate to a specific manufacturing lot or may impact all products in the field. Recalls may occur at any time during the life cycle of a product once regulatory approval has been obtained for commercial distribution. Recalls of Mithra's products would divert managerial and financial resources, can result in damaged relationships with regulatory authorities such as the FDA, lead to loss of market share to competitors and materially and adversely affect Mithra's business, financial condition, results of operations and prospects. In addition, any product recall may result in irreparable harm to Mithra's reputation. Any product liability claims or other claims of defectiveness or any product recalls could have a financial impact on Mithra (including due to it being required to record a provision in respect of product liability claims to which it becomes subject) or could be detrimental to Mithra's reputation.

Mithra has obtained significant grants and subsidies (mostly in the form of "avances récupérables") and the terms of certain of these agreements may hamper the Company in its flexibility to choose a convenient location for its activities.

Mithra has been awarded several grants and subsidies by governmental or semi-governmental bodies, consisting for the most part of so-called "recoverable advances" ("avances récuperables"), which it needs to reimburse over time. In the year ended 31 December 2021 and in the year ended 31 December 2022, Mithra had refundable government advances of EUR 14.4 million and EUR 9.5 million. For further detail regarding these refundable government advances, please refer note 9.15.2 of the 2022 Annual Report, which is incorporated by reference in this Prospectus. Refundable government advances. Such reimbursements consist of a fixed portion and a variable portion (dependent on net sales of the relevant product). These reimbursements (comprising the combined fixed and variable portions) can amount to up to twice the amounts received, i.e., in the aggregate, an amount of maximum EUR 38 million. While the variable portion of these advances is only due upon commercialisation, the fixed parts will become due in any event. In most cases, there is an exemption to reimburse the advances if the beneficiary of the grant renounces the grant (abandoning the project, thereby avoiding having to pay the fixed repayment amount for a "failed" project) and transfers its rights over the results of the research to the body which has granted the subsidy, thereby avoiding the payment of any amount after such transfer. However, it cannot be excluded that Mithra will be obliged to reimburse grants or subsidies in the future. Some of these grants/subsidies will have to be refunded in the event that the product is successfully commercialised

These subsidies and grants provide that Mithra must maintain its headquarters in the Walloon Region. These provisions affect Mithra's ability to relocate its activities. Furthermore, the ability of any potential foreign acquirer to use the Company's intellectual portfolio built on the basis of these grants and subsidies may be impaired by provisions which would prevent the transfer of such intellectual property outside of Belgium.

The FDA and other regulatory agencies strictly regulate the promotional claims that may be made about drugs. If Mithra is found to have made false or misleading claims about its products, or otherwise have violated promotion or advertising restrictions, it may become subject to significant fines and/or other liabilities.

Regulations promulgated by the FDA and other regulatory agencies require Mithra to sufficiently substantiate any claims that it make for its products, including claims comparing its products to other companies' products, and must abide by the FDA or a comparable foreign regulatory authority's strict requirements regarding the content of promotion and advertising.

If a relevant governmental authority determines that Mithra's promotional materials violate promotional and advertising requirements, it could request modifications to Mithra's promotional materials or subject Mithra to regulatory or enforcement actions, which may include the issuance of a warning letter, injunction, seizure, civil fine and criminal penalties. U.S, E.U. or other applicable governmental authorities might also take action if they consider Mithra's promotional materials to constitute off label promotion, which could result in significant fines or penalties under other statutory provisions, such as laws prohibiting false claims for reimbursement. In that event, Mithra's reputation could be damaged, and adoption of Mithra's products could be impaired. This risk will be heightened as Mithra commercially launches its products in the United States, given the FDA's focus on false or misleading claims and the potential for significant fines. Currently, Estelle® and Myring® are approved for marketing in the United States.

In addition, industry codes particularly in the pharmaceutical sector contain further requirements for pharmaceutical promotion and prohibit companies from engaging in certain promotional activities. Competitors may file complaints with industry associations and courts in which case such instances may enforce violations of such codes and applicable regulations with penalties including fines and publication of decisions. If Mithra becomes subject to such enforcement or court actions its business, financial condition, reputation, stock price and prospects may be materially harmed.

Mithra is subject to healthcare fraud and abuse and other laws applicable to Mithra's business activities. If Mithra is unable to comply with such laws, it could face substantial penalties.

Mithra is subject to various federal and state fraud and abuse laws. Such laws include the federal and state anti-kickback statutes, physician payment transparency laws and false claims laws. These laws may impact, among other things, Mithra's and its partners' proposed sales and marketing activities and require it to implement additional internal systems for tracking certain marketing expenditures and to report to governmental authorities. In addition, Mithra may be subject to patient privacy and security regulations by both the federal government and the states in which Mithra conducts its business. The laws that may affect Mithra's ability to operate include, inter alia:

the federal Anti-Kickback Statute, which prohibits, among other things, persons or entities from knowingly or wilfully soliciting, receiving, offering or paying any remuneration, overtly or covertly, directly or indirectly, in cash or in kind, in return for or to induce either the referral of an individual for, or the purchase, lease, order, arrange for, or recommendation of, any good, facility, item or services for which payment may be made, in whole or in part, under a federal healthcare program;

federal false claims laws, which prohibit, among other things, individuals or entities from knowingly presenting, or causing to be presented, claims for payment from or approval by a governmental payer program that are false or fraudulent;

the federal Health Insurance Portability and Accountability Act of 1996, which established new federal crimes for, among other things, knowingly and wilfully executing, or attempting to execute, a scheme to defraud any healthcare benefit program, wilfully obstructing a criminal investigation of a healthcare offense, concealing a material fact, or making materially false statements in connection with the delivery of or payment for healthcare benefits, items or services;

an increasing number of state transparency laws that require manufacturers to provide reports to state governments on pricing and marketing information; and

a federal law known as the Physician Payments Sunshine Act, which requires certain manufacturers of drugs, devices, biologicals, and medical supplies to report annually to the Centres for Medicare & Medicaid Services information related to payments and other transfers of value to physicians and teaching hospitals, and ownership and investment interests held by physicians and their immediate family members.

Mithra is also subject to European and other foreign law equivalents of each of the laws, including reporting requirements detailing interactions with and transfers of value to healthcare providers, organisations and/or patient organisations.

If Mithra's operations are found to be in violation of any of the laws described above or any other governmental regulations that apply to it, it may be subject to penalties, including administrative, civil and criminal penalties, damages, fines, disgorgement, the curtailment or restructuring of Mithra's operations, the exclusion from participation in government healthcare programmes and individual imprisonment. In particular, the Anti-Kickback Statute provides for both criminal and civil penalties for violations. The criminal penalties include fines of up to US$25,000 per violation and five years' imprisonment. In addition, the Office of the Inspector General for the Department of Health and Human Services can pursue civil penalties of up to US$50,000 per violation plus three times the amount of any government overpayment. Penalties for Anti-Kickback Statute violations also frequently include a period of debarment or exclusion from participation in Medicare, Medicaid, and all other federal plans and programmes that provide health benefits, which could impact reimbursement for Mithra's products, as applicable, if it were deemed to have violated the statute. Violations of the other statutes referred to above can result in similar sanctions to the Anti-Kickback Statute.

Mithra faces risks related to environmental matters and animal testing activities.

Mithra's CDMO is subject to a broad range of environmental laws and requirements, including those governing discharges to the air and water, remediation of contamination associated with the release of any hazardous substances at Mithra's manufacturing facility and offsite disposal locations and occupational safety and health. Mithra is also subject to strict laws and requirements governing the handling or disposal of solid and hazardous substances and wastes. Mithra has made, and will continue to make, expenditures to comply with such laws and requirements. Future events, such as changes in existing laws and regulations, or the enforcement thereof, or the discovery of contamination at Mithra's manufacturing facility, may give rise to additional compliance or remediation costs that could have a material adverse effect on Mithra's business, financial condition, results of operations and

prospectus. Such laws and requirements are constantly changing, are different in every jurisdiction and can impose substantial fines and sanctions for violations. As a manufacturer, Mithra is exposed to some risk of claims with respect to environmental matters, and material costs or liabilities may be incurred in connection with any such claims.

In addition, Mithra has been required to use animals to test certain of its products, and may be required to use animals to test future products. In particular, it is conducting animal testing in relation to its Zoreline® product. Testing on animals can be vital for the development of a product. If applicable regulations were to ban this practice, or if, due to pressure from animal welfare groups, Mithra is no longer able to source animals to perform such tests, it would be difficult and, in some cases, impossible to develop products in certain jurisdictions under the applicable marketing authorisations. In addition, negative publicity regarding Mithra's use, or the industry's use, of animal subjects could harm Mithra's reputation.

IX. Risks relating to complex therapeutics

Complex therapeutics products must undergo bioequivalence, pharmacodynamic or other studies, which could be subject to delays, which in turn could substantially increase costs, or prevent these generic products from reaching the market on time.

All complex therapeutics products will be subject to bioequivalence, pharmacodynamic or other studies (as deemed fit by the relevant regulatory agencies), to demonstrate that the relevant generic product is bioequivalent to the previously approved innovative drug, before they can receive the necessary regulatory approval to enter the market. For the year ended 31 December 2021 and 2022, Mithra recorded revenue of EUR 3.8 million and EUR 6.5 million from complex therapeutics products. In 2016, Mithra demonstrated bioequivalence for two complex therapeutics products, Tibelia® and Myring®. Mithra was involved in the development of Tibelia® from the research phase to approval from regulatory authorities. Mithra launched Tibelia® in several markets including Canada, where Tibelia® is the first tibolone-based hormone treatment to be available. Mithra launched Myring® in 2019 in Europe and the rest of the world, with launch in the United States in the beginning of 2023. In June 2021, Mithra signed an agreement with SVR Invest BV for the full global licensing and distribution rights for the Zoreline® implant. Zoreline® is currently under development by Mithra and has not yet received any regulatory approval, which is currently expected in 2026. Any delays in completing studies for complex therapeutics to demonstrate bioequivalence, will delay Mithra's ability to generate revenues from product sales of complex therapeutic products.

In addition, in the event Mithra enters the market too late in the cycle for a particular product, that product will suffer from reduced market share and hence reduced revenues and cash flows compared to management's initial expectations. Management considers that the point of market saturation is the point at which between three and five generic products have been approved

X. Risks relating to the research and development pipeline

The strategy chosen by Mithra to diversify its research and development portfolio by triggering an option to purchase related to a development program led by the Belgian company, BCI Pharma, may not deliver the expected benefits.

In November 2021, Mithra acquired the rights relating to two development programs led by the Belgian company, BCI Pharma, on innovative inhibitors of CSF1R kinase. These CSF1R inhibitors are part of a new innovative class of immune-modulatory drugs with established clinical tolerability and proven efficacy. They act on the CSF1 receptor, which is involved in many inflammatory processes and is over-expressed in many pathologies, in particular cancers, neurological disorders and autoimmune diseases. Under the terms of the contract, Mithra has an option to acquire patents covering the CSF1R inhibitor series with an upfront payment of EUR 2.25 million on exercise of the option, following the first results reported by BCI Pharma. Mithra will fund the pre-clinical and clinical development, with a focus on female cancers and endometriosis, while potentially targeting other orphan indications, such as metastatic breast cancer (TNBC). BCI Pharma is expected to initiate clinical development in 2024, with marketing authorisations expected in 2031. This project diversifies Mithra's portfolio in terms of chemistry and indication. It also provides the opportunity to obtain composition of matter intellectual property on the compounds themselves. However, the project might not deliver the benefits expected by management in the cancer or endometriosis indications on which Mithra is focused. While other opportunities exist in therapeutic indications outside of women's health (e.g. pain, inflammatory disease and neurodegenerative disorders), these indications may not be relevant to Mithra’s core business. In addition, two distinct chemical series are being proposed to reduce the risk of relying on only one series. While first preclinical results confirm the broad potential of innovative and proprietary inhibitors of CSF1R to treat different pathologies, including endometriosis, cancer and inflammatory disorders, if the project does not deliver the

expected benefits in those areas, Mithra's revenue potential in connection with the project may not materialise at the expected level or at all and Mithra may not realise what it considers to be an adequate return on its investment.

XI. Risks relating to the market in which Mithra operates

The pharmaceuticals industry is highly competitive and subject to rapid technological changes and if Mithra's current or future competitors develop equally or more effective and/or more economical technologies and products, Mithra's competitive position would be negatively impacted.

The market for pharmaceuticals products is highly competitive. Mithra's competitors in the women's health market include many established pharmaceuticals, biotechnology and chemicals companies, such as Bayer, MSD, Pfizer, Therapeutics MD, Exeltis and Allergan, many of which have substantially larger financial, research and development, marketing and personnel resources than Mithra and could, therefore, adapt more quickly to changes in the marketplace and regulatory environment. For instance, each of Bayer, Pfizer, Therapeutics MD and Allergan had a market capitalisation in excess of USD 50 billion, compared to Mithra's market capitalisation as at the date of this Report of approximately USD 163 million.

Mithra's competitors may develop new products or adapt existing products for the same patients that Mithra is targeting with Estelle® as well as its other products. In particular, combined birth control pills (consisting of estrogen and progestin) such as Microgynon, Rigevidon, Yasmin, Cilique, Eloine and Mercilon, compete with Mithra's Estelle® oral contraceptive pill. Any competitors' products currently in clinical trials or in development or which are developed in the future could have superior clinical results, could be easier to implement clinically, could be more convenient for patients and/or less expensive than Estelle® and Mithra's other products or could reach commercialisation sooner in certain target markets. Competing products may gain faster or broader market acceptance than Mithra's products (if and when marketed) and medical advances or rapid technological development by competitors may result in Mithra's product candidates becoming non-competitive or obsolete before Mithra is able to recover its research and development and commercialisation expenses.

In addition, the commercial availability of any approved competing product could potentially inhibit recruitment and enrolment into Mithra's clinical trials. Mithra may successfully conclude its clinical trials and obtain regulatory approval, but may fail to compete against competitors or alternative treatments that may be available or developed for the relevant indication. New products, or modifications of existing products, may emerge which yield clinical results equal to or better than those achieved with Estelle® or Mithra's other products. Emergence of such new products may inhibit Mithra's ability to develop and grow the market for Estelle® and its other products. Furthermore, new entrants into the markets in which Mithra operates could also decide to more aggressively compete on price, requiring Mithra to reduce prices in an effort to maintain market share, which would adversely impact its profitability. There is also a risk that Mithra's competitors have better and more extensive experience in manufacturing and supplying their products, which would provide them with a cost advantage which could in turn impact the profitability of Mithra by requiring it to reduce prices to retain its distribution partners.

The Company will likely not be in a position to pay dividends in the near future and intends to retain all earnings.

The Company has not declared or paid dividends on the Shares in the past. Any declaration of dividends will be based upon the Company's earnings, financial condition, capital requirements and other factors considered important by the board of directors.

Belgian law and the Company's articles of association do not require the Company to declare dividends. Currently, the board of directors of the Company expects to retain all earnings, if any, generated by the Company's operations for the development and growth of its business and does not anticipate paying any dividends to the shareholders in the near future.

Under the Convertible Loans Agreement entered into with the Lenders, no distributions by way of dividend may be declared or made without the consent of the Lenders (other than the payment of a dividend to the Company or any other of its subsidiaries designated in the Convertible Loans Agreement). For more information about the Convertible Loans Agreement, please refer to the Prospectus.

The Company's dividend policy may change from time to time by determination of the Company's board of directors.

1.9. Research and development

We are committed to fully exploiting the potential of E4 (Estetrol) as well as our technologic platform in Complex Therapeutics to develop a diverse and broad portfolio of therapeutic treatments focused on Women's Health. Additionally, the Company has diversified its R&D portfolio by acquiring an option to purchase development programs led by the Belgian company BCI Pharma on innovative kinase inhibitors notably indicated for the treatment of female cancers and endometriosis.

With regard to E4, most focus is on Mithra's late-stage product candidates, Estelle® for contraception with market authorization approval obtained in all key geographic areas and Donesta® for menopause (Phase III) with top lines efficacy results obtained in January 2022, and top lines security results for the C-302 obtained post period in March 2023. Furthermore, Mithra is exploring additional indications in Women's Health ,as well as indications beyond Women's Health, such as, wound healing and neuroprotection.

In January 2020, an ecotoxicity study revealed that Estetrol had a more environmentally friendly profile compared to other estrogens. Additional comparative studies are ongoing at the University of Namur to deepen this finding. In November 2020, the Company received the qualification of Estetrol as a "New Active Substance" (NAS) by the European Medicines Agency (EMA). This is the first NAS designation in contraception in over 80 years and the achievements of many years of work for the Company. In 2021, the Company received market authorizations for Estelle® in key geographic areas such as Canada, Europe, US, Russia and Australia. Moreover, the label was revised with a new wording on the expected low impact of E4 on the environment for its use in contraception.

During the period, the Company obtained efficacy top line results for the Phase III E4Comfort program of oral hormonal therapy Donesta® (menopause) which demonstrated a meaningful reduction in vasomotor symptoms from baseline and compared to placebo. The positive efficacy data strongly move forward the Clinical Program, recently extended with 3 additional studies to further broaden the scope of Donesta® as a global alternative for millions of menopausal women (i) a proof of concept study on the effect of E4 on skin texture, quality, (ii) a proof of concept study on the effect on hair texture, quality and appearance, (iii) a proof of concept study on female sexual arousal disorder.

Post period in March 2023, the Company obtained safety top line results for the Phase III E4Comfort program of oral hormonal therapy Donesta (menopause) for the C302 study (US). Indeed, previous E4 studies have demonstrated the overall's safety profile of Estetrol. Whereas the full dataset analysis is still in progress, these topline safety results not only confirm Donesta®'s safety profile in the treatment of VMS, but also delineate further E4's unique benefit/risk profile for postmenopausal women. In the C302 trial, safety data were captured up to 12 months of treatment either with the 15 mg and 20 mg E4 doses compared to placebo (efficacy part) or open-label with the 20 mg E4 dose (safety part). These topline safety results, evaluated general safety and secondary endpoints such as health-related quality of life, treatment satisfaction, lipid and glucose metabolism and endometrial safety in hysterectomized and non-hysterectomized women.

Among the highlights of these results, the study confirmed previous clinical and biochemical evidence with minimal changes in hemostasis parameters and hepatic markers, E4's positive influence on bone turnover markers and beneficial effect on cholesterol profile. These results contribute to showcase the unique profile of E4.

At a daily dose of 15 mg or 20 mg, Donesta® was well tolerated in hysterectomized women. In non-hysterectomized women, as expected for an estrogen administered alone, endometrial proliferation was observed and confirmed the need of adding a progestogen to curb related events in this population. Therefore, once the estrogen was first administrated and followed with the administration of progesterone, endometrial thickening was, partially to completely, reversed within a two-week treatment. Most of the treatment emergent adverse events were mild or moderate in intensity.

The European study C301 is still ongoing with primary safety data anticipated for H1 2024. Barring any unforeseen event, Mithra confirms its ambition to achieve marketing authorization for Donesta® in H1 2024 for the United States and in H1 2025 for Europe. A marketing authorization that was initially anticipated in Q4 2024 and moved to H1 2025 owing to a slow recruitment.

With this pipeline covering contraception and menopause, Mithra continues to explore in parallel the most judicious way to meet the specific needs of women during the transitional phase of perimenopause as the Perinesta project no longer exists.

For the Complex Therapeutics, Mithra launched Myring® in Europe and has obtained FDA approval for Myring® on 8th August 2022. Post period, in January 2023, the product was launched in the US.

At the same time, the Company continue to advance our research work on Zoreline® formulations, with major improvement in the 1-month formulation providing new formulations with a closer PK profile to Zoladex. The team is currently working on the preparation of a clinical study for the 1-month study to be initiated in 2023. Approval is still expected in 2026.

Furthermore, Mithra will pursue the budgeted investments to further advance the technological CDMO facility in terms of performance, applicability and scale; in order to offer third-parties the opportunity to develop sterile injectables; and to prepare the polymeric forms and hormonal tablets zones for the production of its proprietary products.

Moreover, Mithra is strengthening its leadership position in women's health by acquiring a new innovative development axis in a fast-growing market: inhibitors of tyrosine kinases, notably indicated in the treatment of cancer and endometriosis. Mithra acquired the option to purchase the rights relating to two development programs led by the Belgian company BCI Pharma on innovative inhibitors of CSF1R kinase. These CSF1R inhibitors are part of a new innovative class of immune-modulatory drugs with established clinical tolerability4 and proven efficacy. They act on the CSF1 receptor which is involved in many inflammatory processes and is over expressed in many pathologies, in particular cancers, neurological disorders and autoimmune diseases. The innovative class of tyrosine kinases inhibitors represents the third fastest growing therapeutic class in 2020, with a 17% increase in revenues to USD 40.3 billion.

Under the terms of the contract, Mithra has an option to acquire patents covering CSF1R inhibitor series with upfront payment of EUR 2.25 million on execution of option, following the first results conducted by BCI Pharma. Mithra will fund the preclinical and clinical development targeting other cancer orphan indications

Post period, in March 2023, the first conclusive data of the preclinical studies conducted in partnership with BCI Pharma were obtained. The first preclinical data have demonstrated promising anti-tumor activity. The lead compound, a potent and selective inhibitor of CSF-1R, was well tolerated. Also, data have shown that it significantly modulated the tumor microenvironment, tumor-associated macrophages populations and significantly decreased tumor growth in the most widely used preclinical model in immuno-oncology. Additional preclinical studies are currently ongoing to demonstrate the potential for combinations with immune checkpoint inhibitors in a range of tumor models. With regard to endometriosis, the use of a potent inhibitor of CSF-1R in a preclinical model resulted in promising findings as a treatment with the lead compound induced a lower number of endometriotic cysts, reduced pain and improved the overall well-being in animals with endometriosis. Finally, regarding the treatment of inflammation, additional preclinical data have shown an inhibitory effect on the production of proinflammatory cytokines including IL-1β and TNFα in a well-established model used as an in vivo screening for candidate compounds designed for the treatment of inflammatory conditions and autoimmune diseases, such as neurodegenerative diseases, multiple sclerosis or psoriasis, for example. The marketing autorizations are expected for 2031.

In addition, Mithra intends to initiate new discovery programs which might lead to the development and commercialization of drug candidates; and is committed to seek, maintain and expand the know-how, technologies and intellectual property position.

1.10. Conflicting interests of directors (Art. 7:96 of the CCA)

The Directors report that during the financial year under review two decisions have been taken that fall within the provisions of Art. 7:96 of the CCA. As required by the law, those minutes parts of the relevant meetings of the Board of directors relating to such conflicts of interest are reproduced hereunder.

Furthermore, during the same financial year, there has been no transaction or other contractual relationship between the Group, and a Director or Executive Manager other than those that fall within the provisions of Art. 7:96 of the CCA or that have been disclosed under “related party transactions” set out below pursuant to Art. 7:97 of the CCA.

Meeting of the Board of directors of 3 February 2022 *(free translation of minutes from French)*

The following directors were present in person, by videoconference and/or represented by a director present at the meeting of the Board of Directors of Mithra Pharmaceuticals SA (hereafter referred to as the "Company") held on February 3, 2022, at 20:00.

(…)

STATEMENTS FROM THE PRESIDENT

The meeting was opened at 20:00 by Sunathim BV, with Mr. Ajit Shetty acting as permanent representative, of the Chairman of the Board of Directors. The Chairman stated that the meeting was duly convened and that it was not necessary to justify the summons, all directors being present or represented at the meeting. This is confirmed by the meeting.

The Chairman stated that the meeting's agenda would be as follows:

1. Discussion on and approval of the Financing Agreement (hereafter referred to as the "Financing Agreement") to be entered into by and between the Company and Goldman Sachs International ("GSI"). Under the terms of this Agreement, the Company may request financing of a total amount not exceeding 100,000,000.00 Euros (hereafter referred to as the "Committed Amount") from GSI, subject to certain conditions, through multiple drawdowns. Under certain conditions, GSI may wholly or partially convert the drawn amounts into shares, as contributions in kind of claims under these amounts, within a period not exceeding approximately two years after the Financing Agreement comes into force (hereafter referred to as the "Expiry Date");

2. Discussion on and approval of the Board of Directors' draft report prepared in compliance with Article 7:198 Juncto Articles 7:179 and 7:197 of the Belgian Code on Companies and Associations of 23 March 2019 (as occasionally amended) (hereafter referred to as the "Code on Companies and Associations") associated with the Board of Directors' proposal to increase the Company's capital within the framework of the Committed Amount, for a maximum total equal to the Committed Amount (issue premium included, if applicable), in one or more transactions, by contributions in kind of claims due by the Company under drawdowns made within the scope of the Financing Agreement, and the issue of new shares as payment for these contributions in kind. The maximum number and issue price of these are yet to be established, as per the Financing Agreement (the "Board Report");

3. Confirmation of the instruction made to the auditor to prepare a report in compliance with Article 7: 198 Juncto Articles 7:179 and 7:197 of the Belgian Code of Companies and Associations, related to the Board of Directors' proposal to increase the Company's capital within the framework of the authorised capital, for a maximum amount equal to the Committed Amount (issue premium included, if applicable), in one or more transactions, by contributions in kind of claims due by the Company under drawdowns made within the scope of the Financing Agreement, and the issue of new shares as payment for these contributions in kind. The maximum number and issue price of these are yet to be determined, as per the Financing Agreement;

4. Subject to the conclusion of the Financing Agreement, a special meeting of the Board of Directors must be held before a notary to discuss the proposal to increase the Company's capital within the framework of the authorised capital, for a maximum amount equal to the Committed Amount (issue premium included, if applicable), in one or more transactions, by contributions in kind of claims due by the Company under drawdowns made within the scope of the Financing Agreement, and the issue of new shares in compensation for these contributions in kind. The maximum number and issue price of these are yet to be determined, as per the Financing Agreement;

5. Subject to completion of the transaction stated in the Financing Agreement, approval of the request for admission to trade new shares on the Euronext Brussels regulated market;

6. Granting of special powers related to the Financing Agreement, including, but not limited to, finalising and signing the aforementioned Financing Agreement and the Board Report, other contractual documents, notarial deeds and certificates related to the operation established in the Financing Agreement, and agreeing on the final terms of the operation established in the Financing Agreement.

PRELIMINARY STATEMENTS OF INDIVIDUAL DIRECTORS

Preliminary statements from Yima SRL

Prior to the Board of Directors' deliberations and decisions, Yima SRL, represented by his permanent representative, Company Director Mr. François Fornieri, informed the Board of Directors that the agenda includes the approval of

the Financing Agreement with GSI, and he supports the operations set out in the Financing Agreement, considering that they are in the Company's best interest. He also adds that under the terms of the Financing Agreement, Mr. François Fornieri does not exercise an executive role within the Company but may continue to be a Company Director and Shareholder. Even if this reflects the current situation, Yima SRL invokes, where appropriate and applicable, Article 7:96 of the Belgian Code of Companies and Associations and wishes to apologise and refrain from taking part in subsequent Board deliberations and decisions.

Yima SRL therefore took no further part in the Board of Directors' deliberations and decisions.

Preliminary statements by other Directors

No other Director states an interest in the decisions to be taken by the Board of Directors, which would require the application of the procedure established in Articles 7:96 and/or 7:97 of the Belgian Code of Companies and Associations.

DELIBERATION AND RESOLUTIONS

As proposed by the Chairman, the remaining Board members began discussing the items on the agenda.

Mr. Christophe Maréchal (Chief Financial Officer) informed the meeting that the Company was considering entering into a Financing Agreement with GSI. In compliance with the Financing Agreement and as described in more detail in the Summary (as defined below) and the draft Board Report (submitted to the Directors prior to this meeting), the Company may request financing of a total amount equal to the Committed Amount from GSI, subject to certain conditions, through multiple drawdowns. If a drawdown is accepted by GSI as per the terms of the Financing Agreement, GSI must pre-prepay the Company this amount. Under certain conditions, GSI may wholly or partially convert the drawn amounts into shares, as contributions in kind of claims under these amounts before the Expiry Date. Any unconverted drawn amount shall, in any case, be converted into shares by a contribution in kind of the underlying claim remaining on the Expiry Date. However, under certain conditions, the Company is entitled to repay the drawn amounts in cash. The operation established in the Financing Agreement is referred to in this document as the "Operation".

The Chairman subsequently submits the following documents to this meeting (referred to jointly as the "Documentation") regarding the proposed Transaction:

a) the latest draft of the Financing Agreement;

b) a summary of the most important provisions of the Financing Agreement (referred to as the "Summary");

c) the latest draft of the Board's Report, and;

d) the latest draft of the agenda and proposals for formal resolutions to be submitted to the notary by the Company Board of Directors in connection with the proposal to increase the capital by contributions in kind (hereafter referred to as the "Board's Notarial Resolutions").

The Chairman asked for the Documentation be attached to these minutes as Appendix A.

The remaining members of the Board of Directors took note of the information and documentation submitted to the meeting. They then deliberated the following:

- The exact and final terms of the proposed Transaction (including, but not limited to, the Financing Agreement) still under negotiation and subject to finalising;
- The Financing Agreement is due to be signed on or around 3 February 2022 and announced as soon as possible afterwards;
- For a broader description and justification of the Financing Agreement and the Operation, the Board of Directors refers to the content of the Board Report. Specifically, the Board reviewed, noted and confirmed the rationale for the proposed Transaction established in the Board Report (specifically sections 5 and 6 of the Board Report);
- The remaining members of the Board of Directors reviewed the Company purpose, as described in Article 3 of the Company Articles of Association. They concluded, where relevant, that the Proposed Transaction

falls within the scope of the Company purpose, in compliance with the terms established in the Documentation submitted to the Board of Directors, and the Company's due compliance with their obligations;

- The remaining Board members also took note of the prior declarations made by Yima SRL, where needed and applicable, in compliance with Article 7:96 of the Belgian Code of Companies and Associations. The Board of Directors therefore considers that the Board Report drafted, in compliance with Article 7:198 of Articles 7:179 and 7:197 of the Belgian Code on Companies and Associations regarding the Transaction, the latest draft, submitted for approval by the Board of Directors containing (a) a description of the nature of the Transaction, (b) a description of the patrimonial consequences of the Transaction for the Company, and for the existing shareholders and holders of subscription rights of the respective Company in circulation, and (c) the justification for the Transaction. The Board Report also contains additional information and will be made public on (among others) the Company website. It is referenced in the minutes of this meeting of the Board of Directors, when relevant. In addition, as mentioned by Yima SRL, the Board of Directors confirms that the assumption made in the Financing Agreement reflects the current situation.

For all the aforementioned reasons (including those stated in the Board Report submitted to the Board of Directors), the Board of Directors considers that (a) the proposed Transaction, in compliance with the terms established in the Documentation submitted to the Board of Directors, and the Company's due compliance with their obligations, are in the Company's best interests, and (b) the justification for the proposed Transaction, the proposed contributions in kind and issuing the new shares in consideration of the proposed contributions in kind are justified, as listed in the Board Report.

The Board of Directors has also decided to delegate authority to the following persons to continue negotiations, to specify and finalise the terms and schedule of the proposed Transaction, and to implement the Transaction in compliance with the terms of the Documentation, with the changes, additions and specifications, and actions that they deem necessary or suitable regarding the Transaction, where relevant.

Following deliberation, and on a duly proposed and seconded motion, it is unanimously:

a) PASSED to approve the financing of the Company through the Transaction in principle, subject to the finalisation of the terms of the Transaction and the Documentation, taking the aforementioned deliberations into account.

b) PASSED to approve or, where relevant, ratify the following:

   (i) the Financing Agreement, its signature and compliance with the obligations that the Company must assume and perform in connection with it.

   (ii) the Board Report and its signature, and

   (iii) negotiating, finalising and signing any other documentation and agreements that Company is or will be affected by, regarding the Transaction (including opening a customer account with GSI).

   (iv) in each case, in compliance with the provisions established in the Documentation submitted to the Board of Directors or, where relevant, those renegotiated, finalised or amended under the conditions referred to in (g) below.

c) PASSED to confirm the instructions given to the auditor to prepare a report in compliance with Article 7: 198 of Articles 7:179 and 7:197 of the Belgian Code on Companies and Associations regarding the Transaction and notes that, where necessary and applicable, in compliance with Article 3:63, §5 of the Belgian Code of Companies and Associations, the members of the auditing committee approve that these instructions must be given to the Company auditor in compliance with the rules and conditions required for reports of this nature.

d) PASSED, subject to the finalisation of the Board and the Commissioner's report regarding this, subject to a final decision to be taken by the Committee (within the scope of (g) below), to approve the adoption of the Board's Notarial Resolutions before a notary.

e) PASSED that, subject to the completion of the respective issuing of new shares within the scope of the Transaction, one or, where relevant, several applications will be made and all appropriate measures taken (including, where relevant, the preparation of a prospectus for admission for listing and trading in compliance with Regulation 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended, to admit listing and trading the new shares to be issued (where relevant in several drawdowns) within the scope of the Transaction on the regulated Euronext Brussels market in compliance with all applicable rules and regulations.

f) PASSED that, without prejudice to any decisions previously taken by the Board of Directors, and without prejudice to and subject to any special powers to be granted under the Board's Notarial Resolutions, a committee made up of at least two persons, (x) one of whom being the Chief Executive Officer (or other Director, if the Chief Executive Officer is unavailable), and (y) the other being the Chief Financial Officer (or any Director other than the one listed in item (x) if the Chief Financial Officer is unavailable) (hereafter referred to as the "Committee"), is authorised to execute the following actions on behalf of the Company, where necessary and applicable:

   (i) establish and finalise the terms, conditions and schedule of the Transaction in compliance with the terms of the Documentation submitted to the Board of Directors about it, and to make the amendments that the Committee deem necessary or appropriate, or those approved to initiate and execute the Transaction, where relevant (and the Committee's exclusive signature on such documents or the Committee's mere completion of this shall be considered sufficient evidence of this decision or approval).

   (ii) continue to negotiate, specify, finalise, initial, sign, execute and deliver the Financing Agreement, and make any changes that the Committee deem necessary or appropriate or as they may agree on (and the Committee's exclusive signature on the Financing Agreement or the Committee's mere completion of this shall be considered sufficient evidence of this decision or approval).

   (iii) finalise the Board's Report for two Directors to sign on behalf of the Board of Directors, considering any non-substantial changes that may arise following further review of these documents completed by the notary, the Company's Commissioner, and GSI and its Boards.

   (iv) continue to negotiate, specify, finalise, initial, sign, execute and issue any Documentation connected with the Transaction, and make any changes that the Committee deem necessary or appropriate or as they may agree on (and the Committee's exclusive signature on the Financing Agreement or the Committee's mere completion of this shall be considered sufficient evidence of this decision or approval).

   (v) subject to the completion of the Transaction, file one, or where relevant several, applications for admission to trade the new shares to be issued (where relevant in several drawdowns) in connection with the Transaction on the regulated Euronext Brussels market in compliance with applicable laws, rules and regulations and complete any other necessary act for this admission to trade (and the Committee's exclusive signature on this document or the Committee's mere completion of this shall be considered sufficient evidence of this decision or approval), and

   (vi) further develop, negotiate, specify, finalise, initial, sign, execute and issue any other agreements, deeds, certificates, instruments, notices, requests, warrants, notes and other documents and, generally, perform any other acts, in connection with or related to the Transaction that the Committee deems necessary or appropriate or that it may approve (and the Committee's exclusive signature on this document or the Committee's mere completion of this shall be considered sufficient evidence of this decision or approval).

The Committee is authorised to wholly or partially sub-delegate the exercise of its powers under this decision. The Committee shall be validly represented by each Committee member, acting individually.

* * *

All items on the agenda now covered, the meeting was closed at 20:40.

Meeting of the Board of directors of 4 February 2022 *(free translation of minutes from French)*

AUTHORISED SHARE CAPITAL

The year two thousand and twenty-two, The fourth of February, In Herstal, at the office, Before Maître Jean-Michel GAUTHY, Notary in Herstal, providing his services through SRL "GAUTHY & JACQUES – Notaires Associés", having its registered office in Herstal, rue Hoyoux, 87.

Meeting of the Board of Directors of the limited company "MITHRA PHARMACEUTICALS" with its registered office located at 4000 Liège, rue Saint-Georges, 5, VAT number 0466.526.646 - RPM Liège (Liège division) (hereinafter the "Company").

(….)

The session is opened at 1600, under the chairmanship of Ms. TOUNSI Amel.

COMPOSITION OF THE BOARD OF DIRECTORS

The following are present or represented:

1. (….)

STATEMENT FROM THE CHAIRMAN

The Chairman states that:

I. This meeting of the board of directors has the following agenda:

1. Submission of the following reports:

(a) the report from the board of directors in accordance with article 7:198 juncto articles 7:179 and 7:197 of the Code on Companies and Associations of 23 March 2019 (as modified from time to time) (the "Code of Companies and Associations") in relation to the proposal from the board of directors to increase the Company's share capital in the context of the authorised share capital, for a maximum amount of EUR 100,000,000.00 (issue premium included, where applicable) (the "Amount Committed"), in one or more operations, by way of contributions in kind of receivables due by the Company by virtue of drawdowns carried out in the context of the financing agreement by shares which was concluded by the Company with Goldman Sachs International ("GSI") on 3 February 2022 (the "Financing Agreement"), and the issue of new shares in compensation for these contributions in kind, with the maximum number and issue price of the same remaining to be determined in accordance with the Financing Agreement.

(b) the report from the Company's auditor in accordance with article 7:198 juncto articles 7:179 and 7:197 of the Code on Companies and Associations in relation to the proposal from the board of directors to increase the Company's share capital in the context of the authorised share capital, for an amount equal to the Amount Committed (share premium included, where applicable), in one or more operations, by way of contributions in kind of receivables due by the Company by virtue of drawdowns made under the Financing Agreement, and the issue of new shares in compensation for these contributions in kind, with the maximum number and issue price of the same remaining to be determined in accordance with the Financing Agreement.

2. Decision to increase the Company's share capital within the framework of the authorised share capital

Decision of the Company's board of directors to increase the Company's share capital within the framework of the authorised share capital, as described in article 7 of the Company's articles of association, for an amount equal to the Amount Committed (share premium included, where applicable), in one or more operations, by way of contributions in kind of receivables due by the Company by virtue of drawdowns made under the Financing Agreement, and the issue of new shares in compensation for these contributions in kind, with the maximum number and issue price of the same remaining to be determined in accordance with the Financing Agreement, subject to the following conditions (as modified from time to time, where applicable):

(a) Increase in share capital: The board of directors uses its powers in the context of the authorised capital as set out in article 7 of the Company's articles of association to increase the Company's share capital, in one or more operations, by way of contributions in kind of receivables due by the Company by virtue of drawdowns made under the Financing Agreement, for a maximum amount equal to the Amount Committed (share premium included, where applicable) and the issue of new shares in compensation for these contributions in kind, with the maximum number

and issue price of the same remaining to be determined in accordance with the Financing Agreement, as set out below and as described in more detail in the report from the board of directors referred to in point (a) of the agenda. The increase in share capital is subject to the condition precedent of the implementation of contributions in kind of receivables due and the issue of new shares in compensation for these contributions, in accordance with the conditions below.

(b) Contributions in kind: The increase in share capital will take place by way of contributions in kind, in one or more operations, of receivables which will be created, and which will become due by the Company as a result of drawdowns carried out by the Company and which will be prepaid to the Company in accordance with the Financing Agreement.

(c) Number of new shares to be issued and issue price of the new shares: The number of new shares to be issued in the context of the increase in share capital in exchange for the respective contributions in kind of receivables due by the Company and the issue price of these new shares (representing the Company's share capital for the amount equal to the par value and, where applicable, the issue premium for what would exceed the par value) will be determined by the board of directors or the Committee (as defined below) at the time of the implementation of the respective contributions in accordance with the provisions of the Financing Agreement as summarised in the report from the board of directors referred to in point (a) of the agenda.

(d) Recognition of the issue price of the new shares: At the time of each increase in share capital by way of contributions in kind and the issue of new shares in compensation for these contributions, the issue price of each new share must be recorded as share capital under the liabilities on the Company's balance sheet, as equity in the "share capital" account. However, the amount by which the issue price of a new share exceeds the par value of the Company's existing shares (which, in the date of these decisions, is rounded to EUR 0.7321) will be recorded as an issue premium, where applicable, as a liability on the Company's balance sheet as equity in the "Issue premium" account. The account in which the share premiums are recorded serves, in the same way as the share capital, as a guarantee for third parties and, with the exception of the possibility to capitalise these reserves, can only be reduced or eliminated by a decision of the general assembly of shareholders ruling on the conditions required to modify the Company's articles of association. If the issue price of the new shares does not exceed the par value of the Company's existing shares (that is to say, on the date of these decisions, rounded to EUR 0.7321), the issue price will be fully recorded as share capital, and after the share capital is increased, all the Company's shares in circulation will have the same par value in accordance with article 7:178 of the Code on Companies and Associations.

(e) Nature and form of the new shares: All the new shares to be issued in the context of the increase in share capital will have the same rights and benefits, and will be pari passu, including regarding rights to dividends and distributions, relative to the Company's shares already existing and in circulation at the time of their issue, and will give entitlement to dividends and distributions for which the recording date or maturity date falls on or after the issue date of the new shares. Each time, the Company will request that the new shares be listed and traded on the regulated Euronext Brussels market in accordance with the applicable laws and regulations and the terms and conditions of the Financing Agreement.

(f) Performance in several tranches: The share capital increase may be carried out in one or more tranches by way of one or more notarial deeds provided that the effective implementation of the contributions in kind of receivables due and the issue of shares in compensation for these contributions takes place. If the entirety of the share capital increase for the Amount Committed (issue premium included, where applicable) is not subscribed via contributions in kind, the increase in the share capital may be carried out for each contribution in kind made in accordance with the Financing Agreement, to be determined as above, in accordance with article 7:198 juncto article 7:181 of the Code on Companies and Associations. The board of directors or the Committee may also, to avoid any doubt, decide not to go ahead with the planned increase in share capital.

(g) Implementation of the increase in share capital, the issue and subscription of the new shares: Subject to the provisions of the previous paragraphs and subject to the provisions of the Financing Agreement, where applicable, the board of directors or the Committee will determine the practical implementation of each drawdown by virtue of the Financing Agreement, each contribution in kind of a receivable created by virtue of the Financing Agreement and each issue of new shares in compensation for these contributions in kind, including (but not limited to) the maximum number of new shares to be issued, the issue price of the new shares to be issued, the time of issue of the new shares, and the resulting increase in share capital, the share subscription conditions and the other mechanisms for the implementation of the increase in share capital, and this during a period ending five weeks after the date of the second anniversary of the Financing Agreement.

(h) Modification of the articles of association: After each capital increase and the issue of new shares as set out above, the Company's articles of association will be modified and updated to reflect the resulting share capital and the number of shares existing and in circulation.

(i) Appointment of a Committee: Subject to the provisions of the preceding decisions, and without prejudice to the decisions previously taken by the board of directors, the board of directors hereby appoints a committee (the "Committee") composed of at least two people, of which (x) one must be the Chief Executive Officer (or another director if the Chief Executive Officer is unavailable), and (y) the other must be the Chief Financial Officer (or any director (other than the director mentioned in point (x)) if the Chief Financial Officer is unavailable). The Committee has the power and possibility to increase the share capital subject to the provisions of paragraphs (a) to (h) above, including (without limitation) the power:

(i) to carry out drawdowns by virtue of the Financing Agreement and implement them;

(ii) to opt for the cash settlement of all the amounts drawn, in accordance with the Financing Agreement;

(iii) to determine the number and issue price of the new shares to be issued in the context of the increase in share capital;

(iv) to implement contributions in kind, issues and subscriptions of new shares;

(v) to carry out any useful or necessary actions with competent regulatory authorities and Euronext Brussels in terms of the admission of the new shares to trading on the regulated Euronext Brussels market;

(vi) to proceed with the performance and the setting of the increase in share capital, each time as provided above, the resulting modification of the articles of association and, where applicable, the setting of the amount of the issue premium; and

(vii) to carry out any other useful, appropriate or necessary action related to the foregoing, including representing the company before a notary to record the effective performance of the share capital increase operations.

The Committee is authorised to sub-delegate (in whole or in part) the exercise of the powers which will be conferred on it by virtue of this decision. The Committee will be validly represented by each member of the Committee, acting individually.

(j) Special powers: In accordance with article 7:198 juncto article 7:186 Code on Companies and Associations, the implementation of the increase in share capital can be recorded each time at the request of the board of directors, the Committee, each Company director, the corporate secretary, the Chief Executive Officer, the Chief Financial Officer, the Legal Manager and the Compliance Officer, who are hereby appointed individually and specifically for this purpose. The powers above are in addition to, and are without prejudice to, other powers conferred by the board of directors prior to this decision in the context of the proposed share capital increase.

II. The attendance list indicates that all directors are present or represented. As a result, there is no need to issue summonses.

III. Based on the foregoing, it appears that the board of directors is entitled to validly deliberate on the items indicated on the agenda.

To be passed, proposals on the agenda must receive at least the majority of the votes which are cast, it being recalled that directors with a potential conflict of interest within the meaning of article 7:96 of the Code on Companies and Associations relative to proposed resolutions appearing on the agenda of this meeting of the board of directors cannot take part in the vote.

Advance notifications from Yima SRL

Before the deliberation and the decisions of the board of directors, Yima SRL, represented by its permanent representative, Mr François Fornieri, Company director, informed the board of directors that the agenda covers, among other matters, the approval of the operations considered by the Financing Agreement concluded with GSI, that it supports the operations planned by the Financing Agreement, and considers the latter to be in the Company's interests. It also notes that the Financing Agreement assumes that Mr François Fornieri does not hold an executive role at the company but may continue as director and shareholder of the Company. Even if this reflects the current situation Yima SRL invokes, as required and applicable, article 7:96 of the Code on Companies and Associations and asks to be excused from taking part in the subsequent deliberations and decisions of the board of directors.

Therefore, Yima SRL did not subsequently participate in the deliberations and decisions of the board of directors.

Thoughts of the other directors on the statements from Yima SRL

The remaining members of the board of directors have also acknowledged the advance notifications made by Yima SRL, as required and applicable, in accordance with article 7:96 of the Code on Companies and Associations. In this respect, the board of directors considers that the report from the board of directors referred to in point (a) of the agenda contains (a) a description of the nature of the operations considered, (b) a description of the equity consequences of the operation considered for the Company, and for the existing shareholders and holders of subscription rights in the Company respectively in circulation, and (c) justification of the operations considered. The report from the board of directors referred to in point (a) of the agenda also contains additional information and will be available publicly via (among other channels) the Company's website and is, as needed, incorporated by reference in the minutes of this meeting of the board of directors. In addition, as mentioned by Yima SRL, the board of directors confirms that the assumption made in the Financing Agreement reflects the current situation.

Advance notifications from the other directors

None of the directors declared having an interest in the operation which would require the application of the procedure set out in articles 7:96 and/or 7:97 of the Code on Companies and Associations.

DELIBERATIONS

After having recognised that the meeting is validly constituted and entitled to deliberate on the items on the agenda, the remaining directors discuss the agenda and, after having deliberated, take the following resolutions:

1. Submission of the reports

The following reports are presented:

(a) the report from the board of directors in accordance with article 7:198 juncto articles 7:179 and 7:197 of the Code on Companies and Associations of 23 March 2019 (as modified from time to time) (the "Code of Companies and Associations") in relation to the proposal from the board of directors to increase the Company's share capital in the context of the authorised share capital, for a maximum amount of EUR 100,000,000.00 (issue premium included, where applicable) (the "Amount Committed"), in one or more operations, by way of contributions in kind of receivables due by the Company by virtue of drawdowns carried out in the context of the financing agreement by shares which was concluded by the Company with Goldman Sachs International ("GSI") on 04 February 2022 (the "Financing Agreement"), and the issue of new shares in compensation for these contributions in kind, with the maximum number and issue price of the same remaining to be determined in accordance with the Financing Agreement.

(b) the report from the Company's auditor in accordance with article 7:198 juncto articles 7:179 and 7:197 of the Code on Companies and Associations in relation to the proposal from the board of directors to increase the Company's share capital in the context of the authorised share capital, for an amount equal to the Amount Committed (share premium included, where applicable), in one or more operations, by way of contributions in kind of receivables due by the Company by virtue of drawdowns made under the Financing Agreement, and the issue of new shares in compensation for these contributions in kind, with the maximum number and issue price of the same remaining to be determined in accordance with the Financing Agreement.

The report from the Company's auditor prepared in accordance with article 7:198 juncto articles 7:179 and 7:197 of the Code on Companies and Associations contains (among other things) conclusions regarding the contribution in kind and the issue of new shares, reproduced below:

"In accordance with article 7:198 of the Code on Companies and Associations juncto articles 7:179 and 7:197 of the Code on Companies and Associations, we present our conclusion in the context of our mission as auditor for which we have been appointed by way of engagement letter of 2 February 2022. We have carried out our mission in accordance with the standards on the mission of company auditor in the context of a contribution in kind and a quasi-contribution from the Institute of Registered Auditors. Our responsibilities under this standard are described below in the section "Responsibilities of the auditor relating to the contribution in kind and the issue of shares".

Regarding the contribution in kind

In accordance with article 7:197 CSA, we have examined the aspects described below, as they appear in the special report from the management body and we have no significant notes regarding:

- the description of the assets to be provided;
- the evaluation applied;
- the evaluation methods used for this purpose.

We also conclude that the evaluation methods applied to the contribution in kind lead to the value of the contribution and the latter corresponds at least to the number and the nominal value or, in the absence of nominal value, to the par value and the issue premium, where application, of the shares to be issued in compensation.

The actual remuneration consists of the issue of a number of shares equal to the amount of the claim to be contributed divided by the lowest daily volume-weighted price of the shares in the Company during the 10 days of trading prior to the date on which GSI chooses to convert reduced by a discount of 3%.

The Company will not issue fractional new shares to compensate for the contributions in kind in the context of the operation given that the number of shares to be issued (as determined in the Financing Agreement) will be, where applicable, rounded down to the nearest whole number.

Regarding the issue of shares

Based on our evaluation of the accounting and financial data contained in the report from the management body, we have not found anything that leads us to believe that this data, which comprises the justification of the issue price and the consequences for the equity and ownership rights of the shareholders, is not accurate and sufficient in all significant aspects to inform the shareholders, even knowing that given the application of article 7:198 there will be no general assembly vote on this proposal.

As mentioned by the management body in its report in point 7.1, it should be specified that the financial consequences of the operation proposed can still not be determined with certainty because the key financial parameters of the offers, such as the actual number of new shares to be issued in exchange for the contributions, and the issue price depend on certain conditions and certain parameters, as included in the Financing Agreement and described in the report from the board of directors and which are still to be determined on the date of the share capital increase. In addition, the issue or not of new shares will also depend on whether the outstanding receivables are settled in cash or in shares.

The assumptions made underpinning the prospective financial information may differ from reality since anticipated events may sometimes not occur as expected and the difference may be significant".

The board of directors notes that there are no comments on the report from the Company's auditor.

2. Decision to increase the Company's share capital within the framework of the authorised share capital

The board of directors decides to increase the Company's share capital within the framework of the authorised share capital, as described in article 7 of the Company's articles of association, for an amount equal to the Amount Committed (share premium included, where applicable), in one or more operations, by way of contributions in kind of receivables due by the Company by virtue of drawdowns made under the Financing Agreement, and the issue of new shares in compensation for these contributions in kind, with the maximum number and issue price of the same remaining to be determined in accordance with the Financing Agreement, subject to the following conditions (as modified from time to time, where applicable):

(a) Increase in share capital: The board of directors uses its powers in the context of the authorised capital as set out in article 7 of the Company's articles of association to increase the Company's share capital, in one or more operations, by way of contributions in kind of receivables due by the Company by virtue of drawdowns made under the Financing Agreement, for a maximum amount equal to the Amount Committed (share premium included, where applicable) and the issue of new shares in compensation for these contributions in kind, with the maximum number and issue price of the same remaining to be determined in accordance with the Financing Agreement, as set out below and as described in more detail in the report from the board of directors referred to in point (a) of the agenda. The increase in share capital is subject to the condition precedent of the implementation of contributions in kind of receivables due and the issue of new shares in compensation for these contributions, in accordance with the conditions below.

(b) Contributions in kind: The increase in share capital will take place by way of contributions in kind, in one or more operations, of receivables which will be created, and which will become due by the Company as a result of

drawdowns carried out by the Company and which will be prepaid to the Company in accordance with the Financing Agreement.

(c) Number of new shares to be issued and issue price of the new shares: The number of new shares to be issued in the context of the increase in share capital in exchange for the respective contributions in kind of receivables due by the Company and the issue price of these new shares (representing the Company's share capital for the amount equal to the par value and, where applicable, the issue premium for what would exceed the par value) will be determined by the board of directors or the Committee (as defined below) at the time of the implementation of the respective contributions in accordance with the provisions of the Financing Agreement as summarised in the report from the board of directors referred to in point (a) of the agenda.

(d) Recognition of the issue price of the new shares: At the time of each increase in share capital by way of contributions in kind and the issue of new shares in compensation for these contributions, the issue price of each new share must be recorded as share capital under the liabilities on the Company's balance sheet, as equity in the "share capital" account. However, the amount by which the issue price of a new share exceeds the par value of the Company's existing shares (which, in the date of these decisions, is rounded to EUR 0.7321) will be recorded as an issue premium, where applicable, as a liability on the Company's balance sheet as equity in the "Issue premium" account. The account in which the share premiums are recorded serves, in the same way as the share capital, as a guarantee for third parties and, with the exception of the possibility to capitalise these reserves, can only be reduced or eliminated by a decision of the general assembly of shareholders ruling on the conditions required to modify the Company's articles of association. If the issue price of the new shares does not exceed the par value of the Company's existing shares (that is to say, on the date of these decisions, rounded to

EUR 0.7321), the issue price will be fully recorded as share capital, and after the share capital is increased, all the Company's shares in circulation will have the same par value in accordance with article 7:178 of the Code on Companies and Associations.

(e) Nature and form of the new shares: All the new shares to be issued in the context of the increase in share capital will have the same rights and benefits, and will be pari passu, including regarding rights to dividends and distributions, relative to the Company's shares already existing and in circulation at the time of their issue, and will give entitlement to dividends and distributions for which the recording date or maturity date falls on or after the issue date of the new shares. Each time, the Company will request that the new shares be listed and traded on the regulated Euronext Brussels market in accordance with the applicable laws and regulations and the terms and conditions of the Financing Agreement.

(f) Performance in several tranches: The share capital increase may be carried out in one or more tranches by way of one or more notarial deeds provided that the effective implementation of the contributions in kind of receivables due and the issue of shares in compensation for these contributions takes place. If the entirety of the share capital increase for the Amount Committed (issue premium included, where applicable) is not subscribed via contributions in kind, the increase in the share capital may be carried out for each contribution in kind made in accordance with the Financing Agreement, to be determined as above, in accordance with article 7:198 juncto article 7:181 of the Code on Companies and Associations. To avoid any doubt, the board of directors or the Committee may also decide not to implement the share capital increase planned, under the circumstances set out in the Financing Agreement (as modified from time to time, where applicable) or otherwise.

(g) Implementation of the increase in share capital, the issue and subscription of the new shares: Subject to the provisions of the previous paragraphs and subject to the provisions of the Financing Agreement, where applicable, the board of directors or the Committee will determine the practical implementation of each drawdown by virtue of the Financing Agreement, each contribution in kind of a receivable created by virtue of the Financing Agreement and each issue of new shares in compensation for these contributions in kind, including (but not limited to) the maximum number of new shares to be issued, the issue price of the new shares to be issued, the time of issue of the new shares, and the resulting increase in share capital, the share subscription conditions and the other mechanisms for the implementation of the increase in share capital, and this during a period ending five weeks after the date of the second anniversary of the Financing Agreement.

(h) Modification of the articles of association: After each capital increase and the issue of new shares as set out above, the Company's articles of association will be modified and updated to reflect the resulting share capital and the number of shares existing and in circulation.

(i) Appointment of a Committee: Subject to the provisions of the preceding decisions, and without prejudice to the decisions previously taken by the board of directors, the board of directors hereby appoints a committee (the "Committee") composed of at least two people, of which (x) one must be the Chief Executive Officer (or another director if the Chief Executive Officer is unavailable), and (y) the other must be the Chief Financial Officer (or any director (other than the director mentioned in point (x)) if the Chief Financial Officer is unavailable). The Committee has the power and possibility to increase the share capital subject to the provisions of paragraphs (a) to (h) above, including (without limitation) the power@

(i) to proceed with drawdowns by virtue of the Financing Agreement (as modified from time to time, where applicable) and to implement them;

(ii) to opt for the cash settlement of all the amounts drawn, in accordance with the Financing Agreement (as modified from time to time, where applicable);

(iii) to determine the number and issue price of the new shares to be issued in the context of the increase in share capital, in accordance with the Financing Agreement (as modified from time to time, where applicable);

(iv) to implement contributions in kind, issues and subscriptions of new shares, in accordance with the Financing Agreement (as modified from time to time, where applicable);

(v) to carry out any useful or necessary actions with competent regulatory authorities and Euronext Brussels in terms of the admission of the new shares to trading on the regulated Euronext Brussels market;

(vi) to proceed with the performance and the setting of the increase in share capital, each time as provided above, the resulting modification of the articles of association and, where applicable, the setting of the amount of the issue premium; and

(vii) to carry out any other useful, appropriate or necessary action related to the foregoing, including representing the company before a notary to record the effective performance of the share capital increase operations.

The Committee is authorised to sub-delegate (in whole or in part) the exercise of the powers which will be conferred on it by virtue of this decision. The Committee will be validly represented by each member of the Committee, acting individually.

(j) Special powers: In accordance with article 7:198 juncto article 7:186 Code on Companies and Associations, the implementation of the increase in share capital can be recorded each time at the request of the board of directors, the Committee, each Company director, the corporate secretary, the Chief Executive Officer, the Chief Financial Officer, the Legal Manager and the Compliance Officer, who are hereby appointed individually and specifically for this purpose. The powers above are in addition to, and are without prejudice to, other powers conferred by the board of directors prior to this decision in the context of the proposed share capital increase.

VOTE

This decision is put to a vote and adopted unanimously.

(….)

As the agenda is exhausted, the session is adjourned.

(…)

1.11. Independence and expertise of at least one member of the Audit committee

As previously disclosed, the Risk and Audit Committte is composed of the following three members: (i) one of which satisfy to the independence criterias as set forth by provision 7:87, §1st CCA and (ii) all of them meet the expertise requirement of that very article:

TicaConsult BVBA (Erik Van Den Eynden) has more than 30 years' experience in banking. After joining ING (formerly BBL) in 1990, he held various commercial and management positions throughout the bank, including director of a branch district, CEO of ING Insurance Belgium, Luxembourg & Variable Annuities Europe, head of MidCorporates and Institutionals at ING in Belgium and most recently CEO of ING in Belgium from 2017 to 2020. He holds a degree in economics from the University of Antwerp.

TicaConsult BVBA also satisfies the independence criteria as prescribed by provision 7:87, §1st CCA.

NOSHAQ SA (standing representative: Mr Gaëtan Servais) - Mr Servais is a graduate in economics from the University of Liège, where he began his career as a research assistant. In 1995, Mr Servais joined the Federal Plan Budget as an expert and, following this, the Economic and Social Council of the Walloon Region. From 2001, he was private secretary to a number of Ministers in the Walloon Government. Since 2007, has been CEO of Meusinvest, a financial company whose business is structured into a number of subsidiaries in order to best meet the financing needs for small to medium enterprises (SME) located in the Province of Liège.

Alius Modi SRL (Valérie Gordenne) has more than twenty-three (23) years of experience in pharmaceutical Research & Development with extensive leadership experience in full development across a range of therapeutic areas (women health: oncology, contraception, menopause) and product application (implantable (biodegradable) devices, oral form, sterile injectable). She has developed a deep operational and strategic knowledge and expertise in drug development through the management of various functions and activities (Chemistry, manufacturing & controls (CMC), clinical supply manufacturing, market supply manufacturing, Global drug supply (clinical & market supply distribution), Quality management (FDA, EU, ANVISA …(pre-approval) inspection), Regulatory Affairs (IB, IMPD, IND, Briefing package, interactions with FDA, EMA, Health Canada), e-CTD submission and post approval variations, Clinical development (phase I to IV), Intellectual property and trademarks). Mrs. Gordenne held various scientific and management positions throughout the pharmaceutical field, including Chief Scientific Officer of the Company between January 2015 and March 2019.

1.12. Going concern assessment

The financial statements have been prepared on a going concern basis.

End of 2022, Mithra has a total of EUR 396.2 million accumulated losses on its balance sheet and realized a consolidated net loss of EUR 59.6 million for the year ended 31 December 2022.

These losses have resulted principally from costs incurred in research and development and general administrative costs. Mithra intends to continue its clinical trial programme for its candidate products (including in particular Donesta®), conduct pre-clinical trials in support of clinical development and regulatory compliance activities, which, together with anticipated general and administrative expenses, will result in Mithra incurring further significant expenses for the next years to come.

On the other hand, the revenues associated with Mithra's current clinical development activities (other than license revenue), such as Donesta® or Zoreline®, are not expected to materialise before 2025. Mithra launched its Estelle® product during 2021 and launched its Myring® product in 2019 in Europe and the rest of the world, with launch in the United States expected in the beginning of 2023. Mithra's revenues from Estelle® and Myring®, have not been sufficient to compensate for its research and development and general and administrative expenses. This has been due to a range of factors, including the fact that these products are in the early stages of commercialisation and the relatively long-time scale required for pharmaceuticals companies to realise a return on their research and development investments. For those reasons, Mithra might continue to incur further losses for the next few years. If the revenues associated with the launch of its future products do not materialise at the level expected by management, Mithra's ability to sustain its operations may be impaired.

Mithra will require additional funds during and beyond this period in order to meet its operating and capital expenditure needs, such as licensing milestones (Donesta® or Estelle®), the proceeds of financing/equity transactions, exploration of strategic options to unlock the value of our assets and co-development strategies on some new indications to reduce the amount of R&D expenses supported by Mithra.

On 23 April 2020, the Company, LDA Capital, LLC, and the Share Lending Shareholders entered into the LDA Put Option Agreement, pursuant to which (as amended), LDA Capital agreed to commit a maximum amount of EUR 75,000,000.00 in cash within a maximum of five years in exchange for new ordinary Shares in the Company. This amount is to 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"). At the date of the annual report, five put options have been exercised and settled (three of which were settled in 2022), for a total amount of EUR 22,193,021.00, the remaining amount committed by LDA Capital under the LDA Put Option Agreement to be (potentially) invested in the Company by LDA Capital being EUR 52,806,979.00.

On 4 February 2022, the Company and GSI entered into the GSI 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, by way of several drawings and against issuance of new Shares. At the date of the annual report, two drawdowns have been made and settled for a total amount of EUR 15,000,000.06, the remaining amount committed by GSI under the GSI Financing Agreement to be (potentially) converted into shares, being EUR 84,999,999.94. It is, however, noted that one of the conditions for the Company to be able to make a drawdown under the GSI Financing Agreement is that the lowest daily volume weighted average trading 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. This limits the use of the GSI Financing Agreement as a source of funding for the Company as long as the Company's Share price as traded on Euronext Brussels is below such level. [On the date of this annual report, the Share price is below EUR 10.00].

On 8 August 2022, the Company and the Lenders (as defined below) entered into the Facilities Agreement (as defined below), pursuant to which, the Lenders agreed to provide, for a period of three years from the date of the Facilities Agreement, a financing by loans convertible into Shares to the Company for a maximum aggregate principal amount of EUR 100,000,000.00, to be drawn in several tranches (subject to the fulfilment of certain conditions), with an outstanding amount at any time not greater than EUR 65,000,000.00 or, subject to the satisfaction of certain conditions, EUR 75,000,000.00, the loans bearing interest in principle at a rate of 7.5% per annum. At the date of the annual report, the Company has already drawn down the first tranche in the amount of EUR 50,000,000.00 and the second tranche in the amount of EUR 25,000,000.00, for a total aggregate drawn amount of EUR 75,000,000.00. Furthermore, as subsequent drawdowns are subject to the fulfilment of certain conditions, it is not certain whether to the Company will be able to complete such subsequent drawings under the Facilities Agreements.

Post-period, the 15th February 2023, Gedeon Richter Plc. ("Richter") and Mithra Pharmaceuticals ("Mithra") announced that they signed a licence agreement for the commercialisation of Donesta®, a novel product candidate for the treatment of post-menopausal symptoms. Under the terms of the licence agreement, Mithra is eligible to receive EUR 55 million in upfront payment – EUR 5 million was paid upon signature of the binding term sheet in December 2022 and EUR 50 million In February upon signature of the license agreement

Further, Mithra's management expects entering into another Donesta® license and supply agreement(s) for the US in 2023, which should generate upfront payments, supply revenues and royalties. Mithra's existing capital resources would be sufficient to fund, among other things, the completion of the clinical development of Donesta® required to bring it to market in Europe and the United States, as well as its other research and development and general and administrative expenses.

Management recognizes that material uncertainties exist in the budget due to uncertainties on (i) timing and magnitude of some expected transactions identified here above as well as on (ii) the resolution of a currently ongoing commercial dispute. Still, the management is committed and confident that all potential deviations from the cash flow in the budget can be mitigated with additional financing alternatives, which are currently under investigation.

By managing uncertainty in this way and considering the financing obtained and still available pursuant to the funding initiatives summarised above in addition to expected licensing milestones and potential sale of assets, Mithra is of the opinion that, taking into account its available cash and cash equivalents, it does have sufficient working capital to meet its present requirements and cover the working capital needs for a period of at least 12 months as of the date of this annual report..

Furthermore, the Company does not believe that COVID-19 or the Ukraine war has an impact on the Company's going concern. The Company does not have business relationships with Russia or Ukraine. There is no direct or indirect impact of the conflict on the day-to-day business of the Company. The Company is not specifically impacted by inflation, supply disruption or cyber-attacks due to the current geopolitical conflict. With regards to climate-related matters, the Company is not impacted in a material way by extreme weather conditions.

1.13. Appropriation of results

Mithra Pharmaceuticals SA, the parent Company, ended the financial year 2022 with a net loss of EUR 42,541,966.

The Board of directors proposed to appropriate the profit of the year of EUR 42,541,966 to accumulated loss. This brings the total amount of retained losses to EUR 164,101,628.

1.14. Important events after the reporting period

Post-period, in January 2023, the Company announced the commercial launch of Myring® under the trademark HALOETTE® in the U.S. by Mayne Pharma. As a result, Mithra received an additional milestone payment of EUR 1.6 million. A few weeks later, Mayne Pharma, our partner in charge of the commercialization of Myring® announced that it entered into an agreement with Dr. Reddy's Laboratories SA, a leading multinational pharmaceutical company based in India and overseas, to sell its US retail generics portfolio (i.e. Myring®).

In February 2023, Mithra announced its collaboration with VaRi Bioscience GmbH ("VaRi"), an innovative German biotech company focusing on novel drug delivery approaches in Female Health, for the development of an innovative vaginal ring. Under the terms of this collaboration, Mithra CDMO will be responsible for the development of an innovative long-acting (3 months) estriol (E3)-based vaginal ring indicated for the treatment of vulvovaginal atrophy (VVA), a common condition of thinning, drying and inflammation of the vaginal walls that may occur when estrogen levels drop, for post-menopausal women requiring systemic anti-estrogenic therapy.

Also in February 2023, the Company signed its new partnership with its long-term commercial partner, Gedeon Richter, with a licence agreement for the commercialisation of Donesta®, a novel product candidate for the treatment of post-menopausal symptoms. The completion of the agreement followed the signing of the Binding Term Sheet by the parties end December 2022. The territories covered by the agreement are geographical Europe, the CIS countries, Latin America, Australia and New Zealand. Under the terms of the licence agreement, Mithra is eligible to receive EUR 55 million in upfront payment – among which EUR 50 million were paid upon signature of this license agreement as well as EUR 15 million in additional milestone payments subject to specific regulatory achievements and tiered double-digit royalties depending on net sales' evolution during the 20-year term contract.

In March 2023, the Company announced conclusive data of the preclinical studies conducted in partnership with BCI Pharma, an innovative bio-pharmaceutical company, on inhibitors of tyrosine kinases, a new development axis notably indicated in the treatment of many pathologies including endometriosis, oncology and inflammatory disorders. BCI Pharma owns a proprietary kinase technology platform and focuses on small molecule drug discovery.

March 2023, Mithra announced positive safety top-line results from Donesta® Phase III Study in North America for the treatment of vasomotor symptoms in post-menopausal women. As consistently demonstrated in previous E4 studies, these results supported overall good safety profile of Mithra's next generation Estetrol (E4)-based product candidate and will further support the filing with U.S. regulatory agency anticipated by end of H1 2023. In Europe, the study (C301) is still ongoing and primary safety data are anticipated for H1 2024 with a market authorization expected for H1 2025, which should allow Mithra's ambition to achieve marketing authorization for Donesta® in H1 2024 for the United States and in H1 2025 for Europe.

In the course of March 2023, the Company's Board of directors announced that the selection and nomination of a new CEO was progressing. The official announcement sharing the appointment of David H. Solomon as head of the Company was made on 04 April 2023.

In May 2023, the mandates of the Board members will expire and will therefore be discussed on May 25th during the upcoming Ordinary General Meeting. To this date, the selection process is ongoing. Mithra aims to add new profiles whose expertise and competence in the pharmaceutical and financial sector will contribute to ensure the quality and relevance of the directions taken in the development and commercialization of its products.

There were no other subsequent events that occur between 2022 year-end and the date when the financial statements have been authorized by the Board for issue.

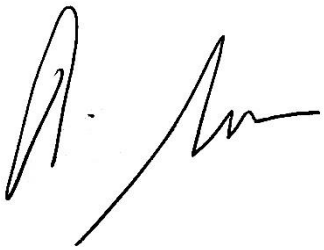
1.15. Grant of discharge to the directors and the statutory auditor

You are requested, for Mithra Pharmaceuticals SA, in accordance with the law and the Articles of Association, to grant discharge to the Directors and the Statutory Auditor for the duties carried out by them during the financial year ending 31 December 2022.

This report will be deposited according to the legal requirements and can be consulted at the Company's address.

Liege, 13 April 2023

For the Board of directors,



Selva luxembourg SRL, represented by

Christian Moretti Chairman of the Board of Directors

David H Solomon, Managing Director

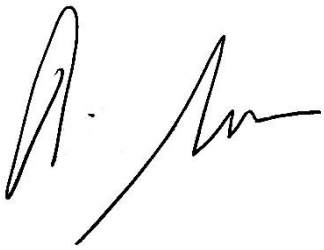
2. Responsibility statement

We hereby certify that, to the best of our knowledge, the consolidated financial statements as of 31 December 2021, prepared in accordance with the International Financial Reporting Standards as adopted by the European Union, and the legal requirements applicable in Belgium, give a true and fair view of the assets, liabilities, financial position and loss of the Group and the undertakings included in the consolidation taken as a whole, and that the management report includes a fair review of the development and the performance of the business and the position of the Group and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

On behalf of the Board of Directors

Selva luxembourg SRL, represented by

Christian Moretti, **Chairman of the Board of Directors**



David H Solomon, Managing Director

CMM&C SRL, represented by

Christophe Maréchal, CFO

3. Auditor report

STATUTORY AUDITOR'S REPORT TO THE GENERAL MEETING OF MITHRA PHARMACEUTICALS SA FOR THE YEAR ENDED 31 DECEMBER 2022 (CONSOLIDATED FINANCIAL STATEMENTS)

In the context of the statutory audit of the consolidated financial statements of MITHRA PHARMACEUTICALS SA ('the Company') and its subsidiaries (together referred to as 'the Group'), we hereby present our statutory auditor's report. It includes our report of the consolidated financial statements and the other legal and regulatory requirements. This report is an integrated whole and is indivisible.

We have been appointed as statutory auditor by the general meeting of 20 May 2021, following the proposal formulated by the administrative body issued upon recommendation of the Audit Committee and upon presentation by the works' council. Our statutory auditor's mandate expires on the date of the General Meeting deliberating on the financial statements closed on 31 December 2023. We have performed the statutory audit of the consolidated financial statements of the Group for 8 consecutive years.

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Unqualified opinion

We have performed the statutory audit of the Group's consolidated financial statements, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information, and which is characterised by a consolidated statement of financial position total of 442.414 (000) EUR and for which the consolidated statement of profit or loss shows a loss for the year of 59.620 (000) EUR.

In our opinion, the consolidated financial statements give a true and fair view of the Group's net equity and financial position as at 31 December 2022, as well as of its consolidated financial performance and its consolidated cash flows for the year then ended, in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium.

Basis for unqualified opinion

We conducted our audit in accordance with International Standards on Auditing (ISA) as applicable in Belgium.

Our responsibilities under those standards are further described in the 'Statutory auditor's responsibilities for the audit of the consolidated financial statements' section in this report.

We have complied with all the ethical requirements that are relevant to the audit of consolidated financial statements in Belgium, including those concerning independence.

We have obtained from the administrative body and company officials the explanations and information necessary for performing our audit.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 9.4.1 of the consolidated financial statements which describes the events and conditions indicating that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In the addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matter described below to be the key audit matter to be communicated in our report.

Contingent consideration valuation

Description of the matter

As a result of the acquisition of Estetra SRL in 2015, the consolidated financial statements include a contingent consideration towards the previous owners. Additionally, during the second semester of 2019, an amendment to the sellers of Estetra (Uteron) agreement was signed with significant impacts. As disclosed in the notes 9.15.3 to the consolidated financial statements, this contingent consideration is reported at fair value in the statement of financial position.

We consider this area a key audit matter requiring high auditor's attention because of the fact that the valuation of the contingent consideration is complex, contains key judgmental areas and is strongly affected by assumptions with regards to expected future cash flows, cash position, discount rate and market conditions.

Procedures performed

Our audit procedures included, among others, the following:

- We have analyzed and reviewed the Company's fair value calculation including the significant underlying assumptions and checked whether an adequate valuation model was applied;
- We have analyzed the consistency of the underlying data used in the valuation model and compared these with the latest Board approved business plan;
- We consulted a valuation expert in our firm to assess the discount rate as applied;
- We have performed an assessment of the reasonableness of key assumptions, notably expected future cash flows and cash position, probabilities applied to the different scenario's and discount rate;
- We reviewed the sensitivity analysis prepared by management to understand the effect of a change in assumptions;
- We reviewed the completeness and adequacy of the disclosures to the consolidated financial statements.

Deferred tax assets

Description of the matter

As described in the notes 9.24.2 to the consolidated financial statements, the Group accounts for deferred tax assets on its tax losses carried forward and on the temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the IFRS financial statements to the extent that it is probable that future taxable profits will be realized for which unused tax losses and tax credits can be used.

We consider this area a key audit matter requiring high auditor's attention because of its significance to the financial statements and the critical judgment made to assess the recoverability of the deferred tax assets.

Procedures performed

Our audit procedures included, among others, the following:

- We have reconciled the total amount of tax losses carried forward available to the Group to supporting evidence;
- We have reviewed the taxable impact of the relevant IFRS accounting entries;
- We consulted a tax expert in our firm to assess the methodology and clerical accuracy in the prepared tax plan;
- We have challenged the judgment made by the management about taxable profits in the foreseeable future, taking into account the tax strategy of the Group;
- We have reviewed the accounting entries;
- We reviewed the completeness and adequacy of the disclosures as included in disclosures to the consolidated financial statements.

Responsibilities of the administrative body for the drafting of the consolidated financial statements

The administrative body is responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union and with the legal and regulatory provisions applicable in Belgium, and for such internal control as the administrative body determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatements, whether due to fraud or error.

In preparing the consolidated financial statements, the administrative body is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the administrative body either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Statutory auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a statutory auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

When executing our audit, we respect the legal, regulatory and normative framework applicable for the audit of the consolidated financial statements in Belgium. However, a statutory audit does not guarantee the future viability of the Group, neither the efficiency and effectiveness of the management of the Group by the administrative body. Our responsibilities regarding the continuity assumption applied by the administrative body are described below.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the administrative body;

- Conclude on the appropriateness of the administrative body's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our statutory auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our statutory auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;

- Evaluate the overall presentation, structure and content of the consolidated financial statements and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the management, the supervision and the performance of the Group audit. We assume full responsibility for the auditor's opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control identified during the audit.

We also provide the Audit Committee with a statement that we respected the relevant ethical requirements relating to independence, and we communicate with them about all relationships and other issues which may influence our independence, and, if applicable, about the related measures to guarantee our independence.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year, and are therefore the key audit matters. We describe these matters in our statutory auditor's report, unless law or regulation precludes public disclosure about the matter.

OTHER LEGAL AND REGULATORY REQUIREMENTS

Responsibilities of the administrative body

The administrative body is responsible for the preparation and the contents of the director's report on the consolidated financial statements and for the other information included in the annual report on the consolidated financial statements.

Responsibilities of the statutory auditor

In the context of our mission and in accordance with the Belgian standard (version revised 2020) which is complementary to the International Standards on Auditing (ISA) as applicable in Belgium, it is our responsibility to verify, in all material aspects, the director's report on the consolidated financial statements and the other information included in the annual report on the consolidated financial statements, as well as to report on these elements.

Aspects relating to the director's report on the consolidated financial statements and to the other information included in the annual report on the consolidated financial statements

In our opinion, after having performed specific procedures in relation to the director's report, this director's report is consistent with the consolidated financial statements for the same financial year, and it is prepared in accordance with article 3:32 of the Code of companies and associations.

In the context of our audit of the consolidated financial statements, we are also responsible for considering, in particular based on the knowledge we have obtained during the audit, whether the director's report on the consolidated financial statements (Chapter 1 Report of the Board of Directors) contains any material misstatements, i.e. any information which is inadequately disclosed or otherwise misleading. Based on the procedures we have performed, there are no material misstatements we have to report to you.

Statement concerning independence

- Our audit firm and our network did not provide services which are incompatible with the statutory audit of the consolidated financial statements and our audit firm remained independent of the Group during the terms of our mandate.

- The fees related to additional services which are compatible with the statutory audit as referred to in article 3:65 of the Code of companies and

associations were duly itemised and valued in the notes to the consolidated financial statements.

European Single Electronic Format (ESEF)

In accordance with the draft standard of the Institute of Réviseurs d'Entreprises concerning the standard on auditing the conformity of financial statements with the European Single Electronic Format (hereinafter "ESEF"), we also audited the conformity of the ESEF format with the regulatory technical standards established by Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 (hereinafter: "Delegated Regulation").

The administrative body is responsible for preparing, in accordance with ESEF requirements, the consolidated financial statements in the form of an electronic file in ESEF format (hereinafter "digital consolidated financial statements") included in the annual report on the consolidated financial statements.

It is our responsibility to obtain sufficient and appropriate supporting information to conclude that the format and mark-up language of the digital consolidated financial statements comply in all material aspects with the ESEF requirements under the Delegated Regulation.

Based on our work, we believe that the format and the mark-up of information in the official French version of the digital consolidated financial statements included in the annual report on the consolidated financial statements of MITHRA PHARMACEUTICALS as at 31 December 2022 comply in all material aspects with the ESEF requirements under the Delegated Regulation.

Other statements

This report is in compliance with the contents of our additional report to the Audit Committee as referred to in article 11 of regulation (EU) No 537/2014.

Battice, April 17, 2023

BDO Réviseurs d'Entreprises SRL

Statutory auditor

Represented by Christophe Pelzer*

Auditor

*Acting for a company

4. Consolidated statement of profit and loss

Thousands of Euro (€)	*Notes*	*Year ended 31 December 2022*	*2021*
Revenue	9.5	66,997	22,668
Cost of sales	9.20, 9.21	(19,623)	(15,724)
Gross profit		**47,374**	**6,945**
Research and development expenses	9.20, 9.21	(64,041)	(85,243)
General and administrative expenses	9.20, 9.21	(14,675)	(12,515)
Selling expenses	9.20, 9.21	(2,100)	(1,871)
Other operating income	9.19	7,196	4,809
Loss from operations		**(26,245)**	**(87,875)**
Change in fair value of contingent consideration payable	9.15, 9.17	28,335	(19,265)
Net fair value gains/(losses) on financial assets at fair value through profit or loss	9.17	-	(6,351)
Financial income	9.23	9,852	2,838
Financial expenses	9.23	(23,422)	(13,116)
Loss before taxes		**(11,480)**	**(123,769)**
Income taxes	9.24	(48,139)	6,895
Net loss for the period		**(59,620)**	**(116,875)**
Attributable to			
Owners of the parent		(59,620)	(116,875)
Non-controlling interests		-	-
NET LOSS FOR THE PERIOD		(59,620)	(116,875)

Result for the purpose of basic loss per share, being net loss		**(59,620)**	**(116,875)**
Weighted average number of shares for the purpose of basic loss per share		49,059,458	43,429,809
Basic loss per share (in Euro)	**9.25**	**(1.22)**	**(2.69)**
Diluted loss per share (in Euro)	9.25	(1.22)	(2.69)

The accompanying notes are an integral part of these financial statements.

5. Consolidated statement of comprehensive loss

Thousands of Euro (€)	*Notes*	*Year ended 31 December 2022*	*2021*
Net loss for the period		(59,620)	(116,875)
Other comprehensive income or (loss)		**(18,298)**	**(17,300)**
Items that may be reclassified to profit or loss:			
Gains/(losses) on cash flow hedges	9.17	(10,449)	(14,390)
Income taxes relating to these items		2,612	3,597
Items that will not be reclassified to profit or loss:			
Changes in the fair value of equity investments at fair value through other comprehensive income or loss	9.17	(10,461)	(6,508)
Total comprehensive loss for the period		**(77,918)**	**(134,175)**
Attributable to			
Owners of the parent		(77,918)	(134,175)
Non-controlling interests		-	-
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD		**(77,918)**	**(134,175)**

The accompanying notes are an integral part of these financial statements.

6. Consolidated statement of financial position

Thousands of Euro (€)	*Notes*	*As at 31 December 2022*	*2021*
ASSETS			
Property, plant and equipment	9.7	40,717	38,354
Right-of-use assets	9.8	65,534	69,322
Goodwill	9.9	5,233	5,233
Other intangible assets	9.6	134,905	104,954
Deferred income tax assets	9.24	16,354	63,456
Contract assets	9.18	2,828	49
Investment in equity securities	9.17	21,437	31,898
Other non-current assets	9.10	9,544	9,263
Non-current assets		**296,552**	**322,528**
Inventories	9.11	50,312	43,852
Contract assets	9.18	44,988	12,522
Derivatives financial assets	9.17	-	100
Trade and other receivables	9.12	22,277	10,044
Cash and cash equivalents	9.13	28,285	32,872
Current assets		**145,863**	**99,389**
TOTAL ASSETS		**442,414**	**421,918**

Thousands of Euro (€)	*Notes*	*As at 31 December 2022*	*2021*
EQUITY AND LIABILITIES			
Share capital	9.14	41,228	32,250
Additional paid-in-capital	9.14	408,647	340,769
Other reserves	9.14	(19,934)	(2,545)
Accumulated deficit	7	(396,254)	(336,633)
Equity attributable to equity holders		**33,687**	**33,840**
Subordinated loans	9.15	10,710	11,629
Other loans	9.15	127,052	113,608
Lease liabilities	9.15	38,253	42,353
Refundable government advances	9.15	8,127	12,769
Other financial liabilities	9.15, 9.17	74,210	102,675
Derivatives financial liabilities	9.17	15,261	2,897
Provisions	9.27	266	266
Deferred tax liabilities	9.24	4,420	6,089
Non-current liabilities		**278,298**	**292,285**
Current portion of subordinated loans	9.15	1,252	1,314
Current portion of other loans	9.15	45,980	45,253
Current portion of lease liabilities	9.15	5,179	6,561
Current portion of refundable government advances	9.15	1,417	1,617
Current portion of other financial liabilities	9.15, 9.17	15,959	15,829
Derivatives financial liabilities	9.17	2,561	1,886
Trade and other payables	9.16	58,082	23,331
Current liabilities		**130,431**	**95,793**
TOTAL EQUITY AND LIABILITIES		442,414	421,918

The accompanying notes are an integral part of these financial statements.

7. Consolidated statement of changes in equity

Thousands of Euro (€)	*Share capital*	*Additional paid-in-capital*	*Other reserves*	*Accumulated deficit*	*Total equity*
Notes	9.14.1	9.14.1	9.14.2		
Balance as at 1 January 2021	**31,271**	**332,535**	**13,690**	**(219,759)**	**157,737**
Net loss for the period				(116,875)	(116,875)
Gains/(losses) on cash flow hedges			(10,792)		(10,792)
Changes in the fair value of equity investments at fair value through other comprehensive income or loss			(6,508)		(6,508)
Total comprehensive loss for the period	**-**	**-**	**(17,300)**	**(116,875)**	**(134,175)**
Capital increase exercise of subscription rights 6 May 2021	749	2,752			3,501
LDA capital increase of 10 November 2021, net of transaction costs	230	5,483			5,713
Share-based payments expense			1,065		1,065
Balance as at 31 December 2021	**32,250**	**340,769**	**(2,545)**	**(336,633)**	**33,840**
Balance as at 1 January 2022	**32,250**	**340,769**	**(2,545)**	**(336,633)**	**33,840**
Net loss for the period				(59,620)	(59,620)
Gains/(losses) on cash flow hedges			(7,837)		(7,837)
Changes in the fair value of equity investments at fair value through other comprehensive income or loss			(10,461)		(10,461)
Total comprehensive loss for the period	**-**	**-**	**(18,298)**	**(59,620)**	**(77,918)**
LDA capital increases of 14 February 2022, 30 June 2022 and 30 December, net of transaction costs	973	12,057			13,030
Exercises of a Call Option from Goldman Sachs of 21 March 2022, 19 April 2022 and 31 May 2022, net of transaction costs	1,166	12,507			13,672
Capital increase of 24 June 2022, net of transaction costs	2,834	20,505			23,339
Multiple conversions of the Highbridge/Whitebox loans including accrued interest, net of transaction costs	4,005	22,942			26,947
Convertible bond partial early repurchase of 8 August 2022		(133)			(133)
Share-based payments expense			909		909
Balance as at 31 December 2022	**41,228**	**408,647**	**(19,934)**	**(396,254)**	**33,687**

The accompanying notes are an integral part of these financial statements.

8. Consolidated statement of cash flow

Thousands of Euro (€)	*Notes*	*As at 31 December 2022*	*2021*
CASH FLOWS FROM OPERATING ACTIVITIES			
Result from operations		(26,245)	(87,875)
Adjustments for:			
Depreciation, amortization and impairment charges	9.6, 9.7, 9.8	11,940	10,426
R&D tax credit	9.19	(2,378)	(2,185)
Share-based payments	9.26	1,983	1,065
Tax paid		(322)	-
Grant income	9.19	(472)	(356)
Gain on derecognition of contingent consideration payable		-	(366)
Write-down of account receivables and inventories	9.11	489	-
Subtotal		**(15,006)**	**(79,291)**
Increase/(decrease) in trade and other payables	9.16	18,232	(4,449)
(Increase)/decrease in trade and other receivables	9.12	(7,241)	(341)
(Increase)/decrease in inventories	9.11	(6,873)	(8,470)
(Increase)/decrease in contract assets and liabilities	9.18	(35,244)	17,010
Realized foreign exchange gains/(losses)	9.23, 5	(10,687)	(1,247)
Net cash (used in)/ provided by operating activities		**(56,819)**	**(76,788)**
CASH FLOWS FROM INVESTING ACTIVITIES			
Payment for acquisition of tangible fixed assets	9.7	(6,356)	(11,483)
Proceeds from disposal of tangible fixed assets	9.7	169	-
Payment for acquisition of intangible fixed assets	9.6	(19,302)	(9,699)
Other financial liabilities payments	9.17	-	(33,500)
Net cash (used in)/ provided by investing activities		**(25,490)**	**(54,682)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of subordinated loans and other loans	9.15	(31,241)	(49,845)
Repayment of refundable government advances	9.15	(1,227)	(804)
Proceeds from subordinated loans and other loans	9.15	76,666	83,600
Proceeds from refundable government advances and other grants	9.15	154	41
Lease payments	9.15	(6,663)	(7,193)
Interests paid	9.23	(9,862)	(9,364)
Proceeds from issuance of shares (net of issue costs)	9.14	36,369	9,213
Proceeds from drawing requests under flexible equity financing (net of issue costs)	9.14	13,672	-
Net cash (used in)/provided by financing activities		**77,869**	**25,646**
Net increase/(decrease) in cash and cash equivalents		**(4,440)**	**(105,824)**
Cash and cash equivalents at beginning of year		32,872	138,675
Effects of exchange rate changes on cash and cash equivalents		(147)	21
Cash and cash equivalents at end of period		**28,285**	**32,872**

The accompanying notes are an integral part of these financial statements,

9. Notes to the consolidated financial statements

9.1. General information

Mithra Pharmaceuticals SA (Euronext: MITRA) is a Belgian biotech company dedicated to transforming Women's Health by offering new choices through innovation, with a particular focus on contraception and menopause.

Mithra's goal is to develop products offering better efficacy, safety and convenience, meeting women's needs throughout their life span. Mithra explores the potential of the unique native estrogen estetrol in a wide range of applications in women's health and beyond. After having successfully launched the first estetrol-based product in 2021, the contraceptive pill Estelle®, Mithra is now focusing on its second product Donesta®, the next-generation hormone therapy. Mithra also offers partners a complete spectrum of solutions from early drug development, clinical batches and commercial manufacturing of complex polymeric products (vaginal ring, implants) and complex liquid injectables and biologicals (vials, pre-filled syringes or cartridges) at its technological platform Mithra CDMO.

Mithra Pharmaceuticals SA is a limited liability company (Société Anonyme) governed by Belgian law with its registered office at Rue Saint-Georges 5, 4000 Liège, Belgium.

Significant changes in the current reporting period

The financial position and performance of the Group was particularly affected by the following events and transactions during the reporting period:

- In February 2022, Mithra has entered into a flexible equity financing agreement with Goldman Sachs International (GSI), pursuant to which the Company can at its sole discretion require GSI (subject to certain conditions) to provide funding to the Company for an aggregate amount of up to EUR 100,000,000 in return for issuing GSI with call options over the Company's ordinary shares. The arrangement has been entered into for a term of approximately 2 years. At the date of the annual report, two drawdowns have been made and settled for a total amount of EUR 15,000,000. The maximum amount that could be drawn on each subsequent occasion will be EUR 5 million or, if certain conditions are satisfied, up to EUR 7.5 million;

  Note : For more details about the operations during this period, please refer to 9.14. Equity

- In April 2022, LDA Capital Limited extended its capital commitment agreement with for a period of two additional years and increased the commitment amount by EUR 25 million. With this extension and the additional EUR 25 million, the Company can now rely on funds of up to approximately EUR 52.8 million, available until April 2025. Mithra issued three Put Option Notice, on December 2021, on on May 2022 and on November 2022 which have been followed by the issuance of a total of 1,329,191 new shares for a total amount of EUR 13,360,975 in 2022;

  Note : For more details about the operations during this period, please refer to 9.14. Equity

- On 21 June 2022, Mithra completed a Private Placement for an aggregate amount of EUR 23.5 million, leading to the issuance of 3,871,491 new shares at an issue price of EUR 6.07 per new share;

  Note : For more details about the operations during this period, please refer to 9.14. Equity

- On 8 August 2022, the Company entered into the Facilities Agreement with Highbridge and Whitebox (the "Lenders"), pursuant to which, the Lenders agreed to provide, for a period of three years from the date of the Facilities Agreement, a financing by loans convertible into Shares to the Company for a maximum aggregate principal amount of EUR 100,000,000, to be drawn in several tranches (subject to the fulfilment of certain conditions). The loans carry interest of in principle 7.5% per annum. At the date of the annual report, the Company has already drawn down the first tranche in the amount of EUR 50 million and the second tranche in the amount of EUR 25 million, for a total aggregate drawn amount of EUR 75 million with

around EUR 29 million used to repurchase outstanding convertible bonds of the Company held by the Lenders.;

Note : For more details about the operations during this period, please refer to 9.14. Equity, 9.15 Financial liabilities, 9.17 Financial instruments

- In the second semester of 2022, Mithra collected a milestone payment of EUR 6 million from Mayne Pharma, following the FDA approval of Myring® commercialized under the trademark HALOETTE® in the U.S.;

  Note : For more details about the operations during this period, please refer to 9.5 Segment and revenue information

- In October 2022, Mithra received feedback from a tax audit on fiscal deductibility of the Uteron future payments. This tax audit had no cash consequences but has modified the assumptions to be taken into account for the deferred taxes computation. Additionally, post-period, the 31st January 2023, the Group received a positive ruling from Belgian tax authorities, enabling Mithra to benefit from Innovation income deduction (IID) for Estelle® and Donesta® that considers 100% of their revenue as eligible to IID mechanism;

  Note : For more details about the impact on year-end closing, please refer to 9.24 Income tax

- Post-period, the 15th February 2023, Gedeon Richter Plc. ("Richter") and Mithra Pharmaceuticals ("Mithra") announced that they signed a licence agreement for the commercialisation of Donesta®, a novel product candidate for the treatment of post-menopausal symptoms. Under the terms of the agreement, Mithra was eligible to receive EUR 55 million in upfront payment – EUR 5 million was paid upon signature of the binding term sheet in December 2022 and EUR 50 million in February 2023 upon signature of the license agreement. Mithra recognized EUR 44.7 million (being a portion of the EUR 55 million to be recognized as revenue according to our IFRS 15 accounting policy).

  Note : For more details about the operations during this period, please refer to 9.30 Events after the reporting period and to 9.18 Contract assets

9.2. Summary of Significant Accounting Policies

The consolidated financial statements are presented in thousands of EUR (unless stated otherwise). The consolidated financial statements for the financial year ended 31 December 2022 have been authorized for issue by the Board of Directors of 13 April 2023. The financial statements have been prepared on historical cost basis. Any exceptions to the historical cost price method are disclosed in the accounting policies described hereafter

9.2.1. Basis of presentation

The financial statements have been prepared on a going concern basis and in accordance with the main accounting principles set out in this section. The Group is expecting losses in the coming years, which is inherent to the current stage of the Group's business life cycle as a biotech company. In this respect, the following underlying assumptions have been used:

- The continued positive evolution of the development of products and timely market approvals in countries where the products will be filed;
- The availability of additional financial resources to deal with the remaining development expenses and to fund the cash requirements in the first years of commercialization of the different products.

The consolidated financial statements were prepared in accordance with IFRS as adopted by the European Union ("EU").

9.2.2. Significant accounting policies

The financial statements have been prepared in accordance with the same accounting policies adopted in the Group's last annual financial statements for the year ended 31 December 2021 and are consistent with them, noting

that a new accounting policy has been defined for convertible loans under IFRS 9, as this matter became applicable to Mithra as from 2022.

Following Myring® FDA approval reception, PPA and internally generated research and development for this project are now considered as available for use. Amortization is calculated using the straight-line method to allocate the cost of these intangibles on the useful life of the product. The estimated useful life and amortization method are reviewed at the end of each reporting period.

The new standards and interpretations effective for the first time for periods beginning on (or after) 1 January 2022 do not impact the Group's consolidated financial statements.

The accounting policies have been applied consistently across the Group for the purposes of preparation of these financial statements.

9.2.3. Use of accounting judgments, estimates and assumptions

When preparing the financial statements, management undertakes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results may differ from the judgments, estimates and assumptions made by management, and will seldom equal the estimated results.

The judgments, estimate and assumptions applied in the financial statements, including the key sources of estimation uncertainty, are disclosed in note 9.4 Critical accounting estimates and judgments.

9.2.4. Changes in accounting policies and disclosures

During the current financial period, the Group has adopted all the new and revised Standards and Interpretations issued by the International Accounting Standards Board (IASB) and the International Financial Reporting Interpretations Committee (IFRIC) of the IASB as adopted by the European Union and effective for the accounting year starting on January 1, 2022.

The following new Standards, Interpretations and Amendments issued by the IASB and the IFRIC as adopted by the European Union are effective for the financial period.

- Amendment to IFRS 16 Leases: COVID-19-Related Rent Concessions beyond 30 June 2021 (applicable for annual periods beginning on or after 1 April 2021);
- Amendments to IAS 16 Property, Plant and Equipment: Proceeds before Intended Use (applicable for annual periods beginning on or after 1 January 2022);
- Amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets: Onerous Contracts — Cost of Fulfilling a Contract (applicable for annual periods beginning on or after 1 January 2022);
- Amendments to IFRS 3 Business Combinations: Reference to the Conceptual Framework (applicable for annual periods beginning on or after 1 January 2022);
- Annual Improvements to IFRS Standards 2018–2020 (applicable for annual periods beginning on or after 1 January 2022).

The above new Standards, Interpretations and Amendments do not impact the Group's consolidated financial statements.

Summary of Standards and Interpretations issued but not yet effective in the current period

The Group elected not to early adopt the following new Standards, Interpretations and Amendments, which have been issued by the IASB and the IFRIC but are not yet effective as per December 31, 2022 and/or not yet adopted by the European Union as per December 31, 2022 and for which the impact might be relevant:

- IFRS 17 Insurance Contracts (applicable for annual periods beginning on or after 1 January 2023);
- Amendments to IFRS 17 Insurance contracts: Initial Application of IFRS 17 and IFRS 9 – Comparative Information (applicable for annual periods beginning on or after 1 January 2023);

- Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants (applicable for annual periods beginning on or after 1 January 2024 or later, but not yet endorsed in the EU);
- Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting Policies (applicable for annual periods beginning on or after 1 January 2023);
- Amendments to IAS 8 Accounting policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates (applicable for annual periods beginning on or after 1 January 2023);
- Amendments to IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction (applicable for annual periods beginning on or after 1 January 2023);
- Amendments to IFRS 16 Leases: Lease Liability in a Sale and Leaseback (applicable for annual periods beginning on or after 1 January 2024, but not yet endorsed in the EU).

None of the other new standards, interpretations and amendments, which are not yet effective as per December 31, 2022 and/or not yet adopted by the European Union as per December 31, 2022, are expected to have a material effect on the Group's future financial statements.

Convertible loans and flexible equity financing agreement

During the period, the Group entered into two financing agreements:

- On 8 August 2022, the Company entered into the Facilities Agreement (the "convertible loans") with Highbridge and Whitebox (the "Lenders"), pursuant to which, the Lenders agreed to provide, for a period of three years from the date of the Facilities Agreement, a financing by loans convertible into Shares to the Company for a maximum aggregate principal amount of EUR 100 million, to be drawn in several tranches (subject to the fulfilment of certain conditions), with a maturity in August 2025, the loans bearing interest in principle at a rate of 7.5% per annum;

  Pursuant to the loan facility and a separate conversion agreement entered into between the Company and the Lenders, the loans plus accrued interest and an option prepayment amount will be convertible into new shares of the Company, either at the option of the respective Lenders or (subject to certain conditions) at the option of the Company, in each case at a discount of 10% to a relevant volume weighted average trading price of the Company's shares prior to conversion. The Company may also voluntary prepay the loans in whole or in part at any time for cash at par plus an option prepayment amount. The interest on the loans and the option prepayment amount are payable in cash or, at the Company's option, in kind in Company shares at a discount of 10% to a relevant volume weighted average trading price of the Company's shares prior to the settlement in shares;

- On 4 February 2022, the Company has entered into a flexible equity financing agreement with Goldman Sachs International (GSI), pursuant to which the Company can at its sole discretion require GSI (subject to certain conditions) to provide funding to the Company for an aggregate amount of up to EUR 100 million in return for issuing GSI with call options over the Company's ordinary shares. The arrangement has been entered into for a term of approximately 2 years. The maximum amount that can be drawn on each subsequent occasion will be EUR 5 million or, if certain conditions are satisfied, up to EUR 7.5 million.

  The amount drawn during the period (EUR 15 million before costs) was subsequently contributed to equity.

Both of them meet the definition of a hybrid financial instrument with two components, one host liability and one derivative financial liability, given that those two elements are not closely related. Indeed, the value of the conversion rights is related to the stock market price and the passage of time, whereas the value of the debt is related to the market interest rate and the credit risk.

The host liability is initially recognized as the residual amount between the amount drawn and the derivative financial liability fair value. The host liability is subsequently recognized on an amortised cost basis until extinguished on conversion or maturity of the loans.

The derivative financial liability is recognized at fair value through profit or loss.

Upon conversion, the host liability and the derivative financial liability measured at fair value at date of conversion, will be reclassified to equity.

9.2.5. Basis of consolidation

a) Subsidiaries

The consolidated financial statements include all the subsidiaries over which the Group has control.

Control is achieved when the investor:

- has power over the investee;
- *is exposed or has rights to variable returns from its involvement with the investee; and*
- *has the ability to use its power to affect its returns.*

If facts and circumstances indicate that there are changes to one or more of the three elements of control listed above, the investor shall reassess whether it controls the investee.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group, they are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group (refer to note 9.2.6)

Intercompany transactions and balances, as well as unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Any non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, statement of comprehensive income, statement of changes in equity and statement of financial position, respectively.

b) Associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net asset of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, an investment in an associate or joint venture is initially recognised at cost and adjusted for the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or joint venture exceeds its interest in that associate or joint venture, the Group discontinues recognising its share of further losses.

An investment in an associate or joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognized as goodwill, which is included within the carrying amount of the investment. The requirements of IAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 (Impairment of Assets), by comparing its recoverable amount with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

9.2.6. Business combinations

The Group applies the acquisition accounting method to account for business combinations. Identifiable assets acquired, and liabilities and contingent liabilities assumed, are, with limited exceptions, measured initially at their fair values at the acquisition date. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interest issued by the Group. This includes the fair value of any contingent consideration. Where the consideration transferred, together with the non-controlling interest, exceeds the fair value of the net assets, liabilities and contingent liabilities acquired, the excess is recorded as goodwill. The costs of acquisition are charged to the income statement in the period in which they are incurred.

Where not all of the equity of a subsidiary is acquired, the non-controlling interest is recognised either at fair value or at the non-controlling interest's share of the net assets of the subsidiary, on a case-by-case basis. Changes in the Group's ownership percentage of subsidiaries are accounted for within equity.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquire is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

9.2.7. Segment information

An operating segment is a component of an entity:

- which exercises operating activities with which profits are being gained and with which costs can be made (including profits and costs from transactions with other components of the entity);
- of which the operational results are being judged regularly by the highest function of the entity who can take important operational decisions in order to make decisions regarding the allocation of resources and to evaluate the financial results of the segment and;
- for which separate financial information is available. That is engaged either in providing specific products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

9.2.8. Foreign currency translation

The Group's consolidated financial statements are presented in Euros, which is also the parent company's functional currency.

Foreign currency transactions are translated into the functional currency of each entity using the exchange rates prevailing at the dates of the transactions. At the end of each reporting period the entity shall (a) translate the foreign currency monetary items at closing rate, (b) translate non-monetary items measured at historical cost in a foreign currency, using the exchange rate of the transaction date, (c) translate non-monetary items measured at fair value in a foreign currency using the exchange rates at the date the fair value was determined. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement within 'financial income or cost'.

On consolidation, assets and liabilities including related goodwill of components of the Group, are translated into Euros at the financial year's closing rate. Exchange adjustments arising when translating the financial statements of foreign subsidiaries, and those arising on loans to or from a foreign operation for which settlement is neither planned nor likely to occur and which therefore form part of the net investment in the foreign operation, are recognized initially

in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the net investment.

9.2.9. Intangible assets

a) Research & development costs

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally generated intangible asset arising from development is recognised to the extent that all conditions for capitalisation have been satisfied as specified in IAS 38:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

This recognition is conventional when a regulatory filing has been made in a major market and the approval from the regulators is considered as highly probable. Some of its products which are capitalised as from current year do not require any regulatory approval.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

b) Acquired intangible assets

Separately acquired intangible assets are shown at historical cost. Contingent payments based on future performance are an attribute of a fair value measurement throughout the life of the asset. The contingent payments will be disclosed as a contingent liability. When the contingent liability becomes a liability the re-measurement at the end of each reporting period shall be accounted for as an adjustment to the cost of intangible assets to the extent that it relates to future benefits and reporting periods. Intellectual property rights, patents, licenses, know-how and software with a finite useful life are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of these intangibles over their estimated useful lives of 7 to 10 years and starts at the moment the assets are available for use.

In the event an asset has an indefinite life, this fact is disclosed along with the reasons for being deemed to have an indefinite life.

Intangible assets acquired in a business combination, including in-process research and development, are initially measured as explained in paragraph 9.2.6

9.2.10. Property, plant and equipment

Property, plant and equipment is carried at historical cost, less subsequent depreciation. Historical costs are capitalized and include expenditure that is directly attributable to the acquisition of the assets, expenditure for bringing the asset to the location and condition necessary for it to be capable of operating in the intended manner, including the in-house development costs.

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset, here the CDMO platform, form part of the cost of that asset. Other borrowing costs are recognised as an expense. Borrowing costs are interest and other costs that Mithra CDMO incurs in connection with the borrowing of funds.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repair and maintenance expenses are charged to the profit and loss during the financial period in which they are incurred.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

- Buildings and components: 15-30 years
- Machinery: 5-15 years
- Vehicles: 3-5 years
- Furniture and equipment: 5-8 years
- ICT and other equipment: 3-5 years

Specific machines are depreciated using unit of production depreciation method.

The acquisition value of the assets have been analysed by component and specific useful lives and residual values were applied to each of them. The residual value of the building is estimated to correspond to the cost of the structure of the building. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'Other operating income or expenses' in the income statement.

9.2.11. Impairment of tangible, intangible assets and of goodwill

Assets with an indefinite useful life are tested for impairment annually and at each reporting date, and whenever there is an indication that the asset might be impaired. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amount is the higher of fair value less costs to sell and value in use. To determine fair value less cost to sell, the forecasted future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than the carrying amount, the carrying amount of the asset is reduced to its recoverable amount. A cash-generating unit is the smallest identifiable Group of assets that generates cash inflows that are largely independent of the cash flows from other assets or Group of assets. An impairment loss is immediately recognised as an expense. Intangible and tangible assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income. An impairment loss recognised for goodwill shall not be reversed in a subsequent period.

9.2.12. Inventories

The inventories mainly consist of raw material, semi-finished goods and finshed goods.

Trade goods are valued at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

Write-offs are performed based on the shelf life of the products.

Regarding pre-launch inventory, we record them once the product has attained a stage in the development process of having been subject to a market authorization application filing and has a well characterized manufacturing process. In addition, we must have an internal sales forecast that includes an assessment that sales will exceed the manufacturing costs plus the expected cost to distribute the product. Finally, product stability data must exist so that we can assert that capitalized inventory is anticipated to be sold, based on the sales projections noted above, prior to anticipated expiration of a product's shelf life. If approval for these product candidates is not received, or

approval is not received timely compared to our estimates for product shelf life, we will write-off the related amounts of pre-launch inventory in the period of that determination.

9.2.13. Trade receivables

Tradereceivablesare amounts due from customers for merchandise sold or services performed in the ordinary course of business and are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method less allowance for expected credit losses.

9.2.14. Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at nominal value. For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand and deposits held on call with banks. In the balance sheet, bank overdrafts, if any, are included in borrowings in current liabilities.

9.2.15. Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Equity instruments issued by the Company are recorded in the amount of the proceeds received, net of direct issue costs.

9.2.16. Convertible bond

The Group issued a Euro-denominated bond in December 2020, convertible into a fixed number of equity instruments (conversion price of EUR 25.1917). It is deemed as a "compound instrument", comprising both a liability and an equity component:

- The issuer's obligation to pay interest and, potentially, to redeem the bond in cash, is a financial liability; and

- The holder's right to call for shares of the issuer is an equity instrument.

The economic effect of issuing such an instrument is substantially the same as simultaneously issuing a debt instrument with an early settlement provision and warrants to purchase ordinary shares, or issuing a debt instrument with detachable share purchase warrants.

The liability and equity components are accounted for separately, and the liability and equity components shown separately in the statement of financial position. This treatment is commonly referred to as "split accounting". On initial recognition of a compound instrument such as a convertible bond, IAS 32 requires the issuer to:

a) Identify the various components of the instrument;

b) Determine the fair value of the liability component (see below); and

c) Determine the equity component as a residual amount, essentially the issue proceeds of the instrument less the liability component determined in (b) above.

The liability component of the convertible bond is measured first, at the fair value of a similar liability that does not have an associated equity conversion feature. The Group has also an option to redeem the bond under certains conditions (soft call option). This call meets the definition of an embedded derivative but was not accounted for as a separate derivative because the repayment price is equal to the amortized cost of the host debt instrument and therefore under one of the exceptions in IFRS 9. Indeed, it is to be considered to be 'closely related' to the debt host contract and consequently, no separate accounting is required for the call option.

In practical terms, the measurement at the fair value of a similar liability that does not have an associated equity conversion feature is done by determining the net present value of all potential contractually determined future cash flows under the instrument (principal and interest), discounted at the rate of interest applied by the market at the time of issue to instruments of comparable credit status and providing substantially the same cash flows, on the same terms, but without the conversion option. The fair value of any embedded non-equity derivative features is then determined and included in the liability component. Thereafter, the liability component is accounted for in accordance with the requirements of IFRS 9 for the measurement of financial liabilities.

The equity component is recorded as the difference between the fair value of the compound instrument (the total issue proceeds of the bond) and the liability component as determined above. The methodology of "split accounting" in IAS 32 has the effect that no gain or loss arises from the initial recognition of the separate components of the instruments.

After initial recognition, the classification of the liability and equity components of the convertible bond is not revised, for example as a result of a change in the likelihood that a conversion option will be exercised. The amount originally credited to equity is subsequently neither remeasured or reclassified to profit or loss. The effective interest rate (6.89%) shown in profit or loss for the convertible bond is equivalent to the rate that would have been paid for non-convertible debt increased by the transaction costs, while coupon is fixed at 4.25%. In effect, the dilution of shareholder value represented by the embedded conversion right is shown as an interest expense.

Besides the convertible bond, convertible loans and flexible equity financing agreement exist with a different accounting treatment as explained in 9.2.4.

9.2.17. Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

9.2.18. Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the profit or loss over the term of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

9.2.19. Current and deferred income tax

The tax expense or credit for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

9.2.20. Leases liabilities

The Group leases various offices and cars.

The Group has applied IFRS 16 to all contracts in force at 1 January 2019 and previously identified as leases in accordance with IAS 17 and IFRIC 4.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate;
- amounts expected to be payable by the lessee under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease term covers the non-cancellable period for which the Group has the right to use an underlying asset, together with both:

(a) periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and

(b) periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

The Group measures its right-of-use assets similarly to other non-financial assets (such as property, plant and equipment) and lease liabilities similarly to other financial liabilities. Therefore, the nature of the expenses related to those leases changes as we recognize a depreciation of the right-of-use assets and an interest expense on the lease liabilities. The depreciation is done on a straight-line basis.

Payments associated with short-term leases and leases of low-value assets are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

9.2.21. Revenue recognition

Net sales encompass revenue recognised resulting from transferring control over products sold to customers.

- In addition, the Group has entered into a number of contracts through which it "out-licenses" to customers the IP[4] it developed related to drugs that have not yet received regulatory approval. Generally, under the terms of the license, the licensee can further develop the IP, and manufacture and/or sell the resulting commercialized product. The Group typically receives an upfront fee, milestone payments for specific clinical or other development-based outcomes, and sales-based milestones or royalties as consideration for the license. Some arrangements also include ongoing involvement by the Group, who may provide R&D[5] and/or manufacturing services relating to the licensed IP.
- Licenses coupled with other services, such as R&D, must be assessed to determine if the license is distinct (that is, the customer must be able to benefit from the IP on its own or together with other resources that are readily available to the customer, and the Group's promise to transfer the IP must be separately identifiable from other promises in the contract). If the license is not distinct, then the license is combined with other goods or services into a single performance obligation. Revenue is then recognised as the Group satisfies the combined performance obligation.
- If the license is distinct, revenue is recognised at the point in time the license is granted to the extent that the license provides the customer a "right to use" of a company's IP as it then exists. Revenue from a distinct

[4] Intellectual property

[5] Research and development

license is recognized over time if and only if the license is qualified as "right to access", which is the case when the three following criteria are met:

a) The entity (is reasonably expected to) undertakes activities that will significantly affect the IP to which the customer has rights;

b) The customer's rights to the IP expose it to the positive/negative effects of the activities that the entity undertakes in (a);

c) No goods or services are transferred to the customer as the entity undertakes the activities in (a).

- Milestone payments represent a form of variable consideration as the payments are contingent on the occurrence of future events. Milestone payments are estimated and included in the transaction price based on either the expected value (probability-weighted estimate) or most likely amount approach. The most likely amount is the most predictive for milestone payments with a binary outcome (i.e., the Group receives all or none of the milestone payment). Variable consideration is only recognised as revenue when the related performance obligation is satisfied, and the company determines that it is highly probable that there will not be a significant reversal of cumulative revenue recognised in future periods. This then results in a catch up of revenue at that moment for any performance obligations satisfied until that moment.
- Sales-based royalties received in connection with the license of IP, also called variable supply prices, represent a form of variable consideration as the payments are contingent on the occurrence of future events which is customer's subsequent sales. Variable supply prices payments are estimated and included in the transaction price based when the order is made available to the customer (Ex Works sales), the Group's performance obligation is fully fulfilled. Variable income can therefore be recognized at the same time as fixed income if it is considered highly probable (in the relatively short term (<1 year)).
- For R&D services agreement where no license is granted, revenue is recognised over time using the output methods for determining the stage of completion of the services.
- For manufacturing and supply agreements, revenue is recognised at a point in time when the transfer of control over the related products is achieved.
- The Group takes advantage of the practical expedients (i) not to account for significant financing components where the time difference between receiving consideration and transferring control of goods (or services) to its customers is one year or less and (ii) to expense the incremental costs of obtaining a contract when the amortisation period of the asset otherwise recognised would have been one year or less.

Contract assets and liabilities

- Contract assets arise when the Group recognises revenue in excess of the amount billed to the customer and the right to payment is contingent on conditions other than simply the passage of time, such as the completion of a related performance obligation.
- Contract liabilities represent the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

9.2.22. Government grants and advances

Government grants are recognised as revenue on a systematic basis over the periods in which the entity recognises the related costs as expenses for which the grants are intended to compensate.

Refundable advances are accounted for as interest free loans for which the benefit of the below-market rate of interest is treated as a government grant. The benefit of the below-market rate of interest is measured as the difference between the initial fair value of the loan and the proceeds received. Accordingly, when estimating the liability, the Company (i) determines its best-estimate of the period during which it will benefit from the advance and (ii) determines the amount of the liability as the difference between the nominal amount of the loan and its discounted and risk-adjusted value using a market rate for a liability with similar risk profile to the Company. The liability is subsequently measured at amortised cost using the cumulative catch-up approach under which the carrying amount

of the liability is adjusted to the present value of the future estimated cash flows, discounted at the liability's original effective interest rate. The resulting adjustment is recognised within profit or loss. When there is reasonable assurance that the Company will comply with the conditions attaching to the grant, and that the grant will be received, the benefit is accounted for in deduction of the related research and development expenses that it is intended to compensate.

Repayment of refundable advances may be forgiven in certain circumstances. The liability component of refundable advances is treated as a government grant and taken to income only when there is reasonable assurance that the entity will meet the terms for forgiveness of the advance.

9.2.23. Share-based payment arrangements

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share- based payment transactions are set out in note 9.26.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity- settled share-based payment reserve.

If the entity cancels or settles a grant of equity instruments during the vesting period (other than a grant cancelled by forfeiture when the vesting conditions are not satisfied), the entity accounts for the cancellation or settlement as an acceleration of vesting, and shall recognise immediately the amount that otherwise would have been recognised for services received over the remainder of the vesting period.

The Group currently does not have cash-settled share-based payment arrangements.

Regarding non-employee share-based payment awards, there are measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever can be more reliably measured. The measurement date for equity-classified non-employee share-based payment awards is the earlier of the date at which:

- A commitment for performance by the counterparty is reached, and
- The date at which the counterparty's performance is complete.

9.2.24. R&D tax credit

Companies that invest in research and development of new environmentally friendly products and advanced technologies can benefit from increased investment incentives or a tax credit following Belgian tax law, according to each company's choice. The tax credit may be calculated either as a one-off credit or spread over the depreciation period. Excess tax credit is carried forward, and the remaining balance after five years is refunded, which may result in a cash benefit. The tax credit applies to tangible and intangible fixed assets used for R&D of new products and technologies that do not have a negative impact on the environment (green investments), including R&D expenses capitalized under Belgian GAAP.

The tax credit should be claimed in the year in which the investment takes place.

Regarding the accounting treatment, the Group follows IAS 20 after assessing its situation carefully because the tax credit can be directly settled in cash and some conditions not related to taxes for receiving the tax credit exist. Tax credit is presented as other operating income in the Consolidated Statement of Income.

9.2.25. Investments in equity securities

The group has elected to recognise changes in the fair value of certain investments in equity securities in Other comprehensive income (for those that are strategic investments, not held for trading). The changes are accumulated through other comprehensive income to Other reserves within equity. The group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognized.

9.2.26. Derivative financial instruments and hedging activities

The Group enters into derivative financial instruments to manage its exposure to foreign exchange rate risk arising from operational activities (cash flow hedges). The Group's policy is not to enter into speculative transactions, Derivative financial instruments are initially recognized at fair value and are subsequently revalued to fair value at each reporting date.

a) Derivatives qualifying for cash flow hedging

For qualifying hedge relationships, the Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking the hedge.

The effective portion of changes in the fair value of derivative financial instruments qualifying as cash flow hedges is recognized in the cash flow hedge reserve within equity. Gains or losses relating to the ineffective portion are recognized in the income statement. Amounts deferred in equity are subsequently released to the income statement in the periods in which the hedged item impacts the income statement. However, if a committed or forecast transaction is no longer expected to occur, then the cumulative gain or loss that was reported in equity is immediately transferred to the income statement.

b) Derivatives which do not qualify for hedging

Changes in fair value of derivative financial instruments that do not qualify for hedge accounting are immediately recognized in the income statement.

9.3. Financial risk management

9.3.1. Financial risk factors

a) Market risk

The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance.

Cash flow and fair value interest rate risk

The Group's interest rate risk arises from long-term and short-term borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. Group policy is to maintain the majority of its long-term borrowings in fixed rate instruments. All borrowings are euro denominated.

Based on the simulations performed, the impact on post tax profit and equity of a 1% shift would not be significant.

Foreign exchange risk

The Group is materially exposed to both the USD and the AUD. Any future exchange rate risks that might materially expose the Group will be monitored closely. If appropriate, adequate mitigating actions will be taken.

The main part of the exposure to US dollar at year-end 2022 is related to a significant backlog of regulatory and sales related milestones to be collected in the coming years under the Estelle® License and Supply contract signed with Mayne Pharma.

Since 2020, the Group is using to manage its exposure to foreign exchange rate risk arising from operational activities (cash flow hedges).

More specifically, Mithra's risk management objective is to hedge the USD exposure arising from the Estelle® license and supply agreement contracted in USD between Mithra and Mayne Pharma. This exposure is hedged with FX forwards maturing in the period 2023-2025.The derivative financial instruments are initially recorded at fair value on balance sheet and are subsequently revalued to fair value through OCI (Other comprehensive income) at each reporting date. Positive fair values are reported as assets, negative fair values as liabilities, and as current/non-current based on maturities of hedging contracts.

End of 2022, Mithra proceeded to an early settlement of a derivative financial instrument of USD 50 million in order to decrease the impact of the realized foreign exchange loss (EUR 5.5 million). This means that the global amount of regulatory and sales related milestones payments arising from the contract and hedged has decreased by USD 50 million (USD 167 million as at 31 December 2022 compared to USD 217 million as at 31 December 2021).

The maturity table for the outstanding foreign currency hedges (forward sale of USD against EUR) is the following:

Time to maturity	Hedged Amounts (kUSD)	Average Hedge Rate
- < 1 year	31,960	-1.20
- 1-2 years	95,000	-1.16
- 2-5 years	40,000	-1.27
	166,960	-1.19

If USD was to weaken against EUR implying a 10% increase of the forward rate, compared to year-end USD forward rates used for the fair value measurement, these fair values of hedging contracts would be expected to increase from EUR -10,225k to EUR 3,461k. In case of 10% strengthening of USD forward rates against EUR, fair values would be expected to decrease to EUR -26,951k.

Example with a 10% weakening USD :

Forward rates recalculated at 31/12/22	MTM's at 31/12/22 in EUR	Fwd rates -10%	MTM's 10% USD weakening in EUR	Delta in EUR
1.0934	(31,737)	1.2028	591,829	(623,566)
1.1001	(93,359)	1.2101	815,624	(908,982)
1.1001	(212,179)	1.2101	1,853,690	(2,065,869)
1.0875	(3,234)	1.1963	160,605	(163,839)
1.0845	(48,664)	1.1930	915,333	(963,997)
1.0951	(2,557,313)	1.2046	(66,780)	(2,490,533)
1.1151	(3,522,550)	1.2266	(261,466)	(3,261,084)
1.1337	(3,755,749)	1.2471	(548,331)	(3,207,418)
	(10,224,785)		**3,460,503**	**(13,685,288)**

Since the hedging strategy, EUR weakened significantly towards USD, with the foreign currency spot rate decreasing from 1,13 to 1,07. This has caused the market value of FX derivative hedges to decrease from EUR 3,574k at 31 December 2020 (beginning of hedging strategy) to EUR -10,225k at 31 December 2022. The average hedge rates are made of an FX spot element which was quoted on the trading date to which our counterparties (banks) added CVA (Credit Valuation Adjustment) and KVA (Capital Valuation Adjustment) elements. For the fair value calculations, the FX spot element and other adjustments at the year-end closing were also considered.

The US License and Supply contract was also structured with consideration received in the form of Mayne Pharma's ordinary shares. Mayne Pharma issued 4.95% of their outstanding shares to Mithra when signing the contract (a financial asset at fair value through other comprehensive income at year-end) and a further 4.65% has been issued after reception of FDA approval in 2021 (reception of 85.8 million ordinary shares) allowing the Company to become the first shareholder (with 9.57%) of Mayne Pharma Group Ltd, an Australia-listed company on ASX.

These two equity tranches represent 168.872.626 ordinary shares of Mayne Pharma which at year-end at 0.2 AUD/share (versus 0.3 AUD/share last year) on the Australian Stock Exchange (ASX) would represent AUD 33.8 million compared to AUD 49.8 million last year.

This Australian dollar exposure was still not hedged at year-end as the share price has continued to be very volatile. It was then complex to determine an underlying Australian dollar amount to be hedged, and to apply in consequence a net investment hedge accounting treatment (using FX forward contracts). This exposure will of course be closely monitored and a net investment strategy (potentially on part of the underlying value) might be considered in the future.

Price risks

The Group is exposed to price risks since 2019. The main part of the exposure to price risks at year-end 2022 was related to a significant backlog of license milestones to be collected in the coming years under the US License and Supply contract signed with Mayne Pharma (up to 166.960k USD of regulatory and sales related).

Mithra will receive down payment and milestone fees in cash of at least around USD 287 million. In addition to that, a transfer price comprising fixed and variable components based on a percentage of high double-digit net sales over a 20-year period.

b) Credit risk

Credit risk relates to the risk that a counterparty will fail to fulfil their contractual obligations with the result that the Group would suffer a loss. The Group's policy focuses on only working with creditworthy counterparties and, where necessary, requiring adequate securities. Information about the creditworthiness of counterparties is provided by independent rating agencies and, if this is not available, the Group uses information that is publicly available as well as its own internal records. Credit risk is managed by the financial department of the parent company by means of individual follow-up of credit per counterparty and credit insurance coverage.

An aging analysis of the debtor is also evaluated on a regular basis for potential doubtful debts. An analysis of trade receivables at 31 December 2022 and 31 December 2021 is shown below.

Thousands of Euro (€)			*Past due but not impaired*			
Year	*Carrying amount*	*Neither impaired nor past due*	*0-60 days*	*61-90 days*	*91-120 days*	*>120 days*
2022	17,436	10,272	5,841	860	463	0
2021	6952	2749	2591	1092	520	0

IFRS 9 requires the Group to recognise a loss allowance for expected credit losses on trade receivables and contract assets. In particular, the Group applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss allowance for all trade receivables. The Group allows an average debtor's payment period of 30 days after invoice date. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. In assessing the credit risk characteristics, the group takes into account any indicators of impairment up until the reporting date, and it apply a definition of default that is consistent with the definition used for internal credit risk management purposes and consider qualitative factors where appropriate. Given the current nature of trade receivables, the loss allowance provision as at year-end is zero.

It is management's opinion that at the above reporting dates no further provision for doubtful debts was required.

The above table shows the analysis of trade receivables out of contract assets, which are neither impaired nor past due.

The overall collectability risk for the remaining debt can be considered as immaterial as per management's computation following IFRS 9.

The credit risk on cash investments or cash available on banks accounts is limited given that the counterparties are banks with high credit scores attributed by international rating agencies. The financial institutions have credit ratings varying from A to AA- (upper-medium grade) and are thus considered as low credit risk.

c) Liquidity risk

Mithra has access to several facilities of which EUR 52.8 million under the LDA Capital commitment agreement entered in April 2020 with a maturity in April 2025 and EUR 25 million from the senior secured convertible facilities agreement signed on 8 August 2022 with funds managed by Highbridge Capital Management and funds managed by Whitebox Advisors for an amount of EUR 100 million, with a maturity in August 2025. The first tranche of EUR 50 million was received upon signing of the agreement, with around EUR 29 million used to repurchase outstanding convertible bonds of the Company held by the Lenders. The second tranche of EUR 25 million was drawn on 31st October 2022. In 2022, an additional financing agreement has been contracted with Goldman Sachs for EUR 100 million from which EUR 15 million has been drawn.

Thanks to the financing above and cash income from new partnerships, the Group maintains sufficient cash to finance its business development strategy, and to carry on its core R&D expenses. Management reviews cash flow forecasts on a regular basis to determine whether the Group has sufficient cash reserves to meet future working capital requirements and to take advantage of business opportunities.

The liquidity risk mainly relates to non-current borrowings. The non-current debts primarily relate to contingent and deferred consideration payable in relation to historical acquisitions.

The maturity analysis of non-derivative financial liabilities is shown below.

Thousands of Euro (€)	*Less than 3 months*	*Between 3 months and 1 year*	*Between 1 and 2 years*	*Between 2 and 5 years*	*Over 5 years*	*Total*
At 31 December 2022	81,652	21,182	27,947	323,839	127,209	581,829
Subordinated loans & other loans	20,336	974	2,207	20,850	13,767	58,135
Convertible bond	-	3,863	3,863	128,863		136,590
Convertible loans	946	2,838	3,785	52,668		60,237
Lease liabilities	2,798	6,487	7,803	16,579	20,737	54,405
Contingent consideration payable & refundable government advances	-	7,020	10,288	104,879	92,704	214,891
Trade and other payables	57,572	-	-	-	-	57,572
At 31 December 2021	27,523	23,568	106,708	303,383	53,466	514,647
Subordinated loans & other loans	1,120	1,787	38,306	9,086	12,349	62,649
Convertible bond	-	5,313	5,313	135,625		146,250
Lease liabilities	3,072	5,932	7,197	18,207	22,215	56,623
Contingent consideration payable & refundable government advances	-	10,536	55,892	140,465	18,901	225,794
Trade and other payables	23,331	-	-	-	-	23,331

Convertible loans signed with Highbridge Capital Management and Whitebox Advisors for an amount up to EUR 100 million, including repurchase of EUR 34.1 million tranche of the convertible bonds due in 2025 at a 15% discount to par. For more details on the convertible bond repurchase please refer to notes 9.15. Financial liabilities.

Regarding convertible loans, it meets the definition of a hybrid financial instrument with two components, one host liability (for more details on the convertible loan please refer to notes 9.15. Financial liabilities) and one derivative financial liability (for more details on the convertible loan please refer to notes 9.17. Financial instruments), given that those two elements are not closely related.

The maturities of straight loans ING & BELFIUS, presented under subordinated loans & other loans for an amount of EUR 35 million, have been extended to March 31, 2023.

Straights loans with ING Belgium SA/NV and Belfius Bank NV as well as convertible loans are secured on the businesses of Estetra SRL (Belgium), Novalon SA (Belgium) and Mithra Recherche et Développement SA (Belgium) (and, in the case of the Facilities Agreements, also on the business of the Company), including any existing and future intellectual property rights that are part of those businesses.

For more details on the increase of Trade and other payables, refer to notes 9.16. (Trade payables and other current liabilities).

The contingent consideration for Estetra has been included for the remaining cash payments of 185 million knowing that there is still uncertainty about the payment period given the evolution of the group's cash position. The difference between the above table and the amounts detailed in sections 9.16. Financial liabilities and 9.18. Financial instruments are due to the fact that the amounts above are undiscounted meaning that no discount rate neither probabilities of success of research nor commercialisation have been applied to them.

Moreover, we computed the variable part of the refundable government advances and contingent consideration payable based on the existing business plan at 31 December 2022. The fixed part of the refundable government advances is of course independent of these assumptions.

For more details on borrowings and other financial liabilities, refer to notes 9.15. (Financial liabilities) and 9.17. (Financial instruments). As the amounts included in the maturity tables are the contractual undiscounted cash flows, including principal and interest payments, these amounts will not reconcile to the amounts disclosed in the balance sheet.

d) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to be in a position to provide returns for shareholders in the future and benefits for other stakeholders and to obtain over time an optimal capital structure to reduce the cost of capital.

The Group makes the necessary adjustments in the light of changes in the economic circumstances, risks associated to the different assets and the projected cash needs of the current and projected research activities. The current cash situation and the anticipated cash burn / generation are the most important parameters in assessing the capital structure. The Company objective is to maintain the capital structure at a level to be able to finance its activities for at least twelve months.

Mithra's management expects entering into another Donesta® license and supply agreement(s) for the US in 2023, which should generate upfront payments, supply revenues and royalties. Mithra's existing capital resources would be sufficient to fund, among other things, the completion of the clinical development of Donesta® required to bring it to market in Europe and the United States, as well as its other research and development and general and administrative expenses. So, cash income from new partnerships is taken into account and, if needed and possible, the Company can issue new shares or enter into financing agreements.

9.4. Critical accounting estimates and judgements

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed below.

9.4.1. Going concern

The financial statements have been prepared on a going concern basis and in accordance with the main accounting principles set out above.

Mithra has a total of EUR 396.2 million accumulated losses on its balance sheet and realized a consolidated net loss of EUR 59.6 million at 31 December 2022.

These losses have resulted principally from costs incurred in research and development and general administrative expenses. Mithra intends to continue its clinical trial program for its candidate products (including in particular Donesta®), conduct pre-clinical trials in support of clinical development and regulatory compliance activities, which, together with anticipated general and administrative expenses, will result in Mithra incurring further significant expenses for the next several years.

On the other hand, the revenues associated with Mithra's current clinical development activities (other than license revenue), such as Donesta® or Zoreline®, are not expected to materialise before 2025. Mithra launched Estelle® product during 2021 and launched Myring® in 2019 in Europe and the rest of the world, with launch in the United

States in the beginning of 2023. Mithra's revenues from Estelle® and Myring®, have not been sufficient to compensate for its overall research and development and general and administrative expenses. This has been due to a range of factors, including the fact that these products are in the early stages of commercialisation and the relatively long-time scale required for pharmaceuticals companies to realise a return on their research and development investments. For those reasons, Mithra might continue to incur further losses for the next few years. If the revenues associated with the launch of its future products do not materialise at the level expected by management, Mithra's ability to sustain its operations may be impaired.

Mithra will require additional funds during and beyond this period in order to meet its operating and capital expenditure needs, such as the proceeds of financing/equity transactions or/and exploration of strategic options to unlock the value of our assets and co-development strategies on some new indications to reduce the amount of R&D expenses supported by Mithra.

Moreover, Mithra's management expects entering into another Donesta® license and supply agreement(s) for the US during the second semester of 2023, which should generate upfront payments, supply revenues and royalties. Based on the internal budget and cash forecast, Mithra's existing capital resources would be sufficient to fund, among other things, the completion of the clinical development of Donesta® required to bring it to market in Europe and the United States.

Management recognizes that material uncertainties exist in the budget due to uncertainties on (i) timing and magnitude of some expected transactions identified here above as well as on (ii) the resolution of a currently ongoing commercial dispute. Still, the management is committed and confident that all potential deviations from the cash flow in the budget can be mitigated with additional financing alternatives, which are currently under investigation.

By managing uncertainty in this way, the Board of directors has analyzed the financial statements and made the assessment that the current cash position of EUR 28.2 million at 31 December 2022 strengthened by post-closing events linked to the collection of an out-licensing upfront payment on Donesta® of EUR 50 million and the availability of existing financing lines, will allow the Group to keep up with operating expenses and capital expenditure requirements at least until April 2024 (twelve month at least after the issuance of this report).

The Company does not believe that COVID-19 or the Ukraine war has an impact on the Company's going concern. The Company does not have business relationships with Russia or Ukraine. There is no direct or indirect impact of the conflict on the day-to-day business of the Company. The Company is not specifically impacted by inflation, supply disruption or cyber-attacks due to the current geopolitical conflict. With regards to climate-related matters, the Company is not impacted in a material way by extreme weather conditions.

9.4.2. Out-licensing contracts with customers

Revenue from license granting contracts should be accounted for based on the substance of the agreements between the entity and its business partners. IFRS 15 requires management to exercise its judgment, notably in the following key areas:

a) Determine if the license is distinct from any other performance obligations in the contract;

b) Determine the transaction price, including estimates of any agreed variable consideration, taking into account the constraining limit of the "highly probable" criteria;

c) Determine if a performance obligation is satisfied at the reporting date.

Management makes its judgments taking into account all information available about the clinical status of the underlying projects at the reporting date and the legal analysis of the contracts performed by its legal counsel. Please refer to 9.18 Contract assets and liabilities.

9.4.3. R&D capitalisation

R&D capitalisation involves a great deal of judgment linked to evaluating whether all conditions to capitalized development costs have been met. The judgment relates mainly to criteria such as the technical feasibility of a project and the economic benefits that will result from the project. This analysis is done on a project basis and with the involvement of internal project managers. Please refer to 9.6 Other intangible assets.

9.4.4. Estimated impairment

The Group tests annually whether goodwill and indefinite useful life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 9.2.11. This involves the identification of potential impairment indicators and the use of significant assumptions including future cash flows, discount rate and probabilities of success. These estimates are performed taking into account all information available about the clinical status of the underlying project, some external benchmarks and the relevant market economic conditions at reporting date. Please refer to note 9.6. Other Intangible Assets and 9.9 Goodwill & IP R&D for the impairment testing performed for those assets.

9.4.5. Income taxes

Significant judgment is required in determining the tax income or expense. The Group is subject to income taxes in different jurisdictions and there are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Measurement of the deferred tax asset related to the tax loss carry-forward involves significant judgement, notably related to the foreseeable future taxable profits. We refer to section 9.24 Income tax.

9.4.6. Measurement of provisions

Significant judgement is required in the estimation of present obligations that arise from past events including legal claims and other items. These judgments are based on the Group's prior experiences and are the best estimate of the Group's liability for these issues.

9.4.7. Useful life and residual value

An estimation of the residual values and useful life of tangible assets and intangible assets is required to be made at least annually. Judgement is required in estimating the useful life of fixed asset categories. The residual value is the best estimate of the amount that would be obtained from the disposal of the asset, after deducting the estimated costs of disposal, if the asset was already of the age and in the condition expected at the end of its useful life. Both residual value and useful life of tangible assets are determined based upon discussions with local engineers. Please refer to note 9.6 Other Intangible Assets and 9.9 Goodwill & IP R&D.

9.4.8. Fair value measurement of contingent consideration payable and consideration receivable

Monetary contingent consideration that the acquirer is due to pay or receive is within the scope of IFRS 9.

Valuation methods, usually discounted cash flow analysis, are used to determine the fair value of some of the Company's liabilities that are not traded in an active market. These valuation methods require judgement; the main assumptions and variables used are future cash flows per projects, likelihood of approval (LOA), discount rate and long-term growth rate. These assumptions are based on external benchmarks, management's estimates based on experience of the entity and on internal analysis.

Please refer to note 9.17.3 Financial Assets and Liabilities accounted for at fair value.

9.4.9. Measurement of refundable cash advances

The remeasurement of refundable cash advances using the cumulative catch up method requires periodic re-estimation of the contractual cash flows required to repay the liability towards the Walloon Region. Management revise periodically the business plan of each products concerned and the probability of success of related clinical trials. Please refer to note 9.15.2 Refundable government advances.

9.4.10. Derivative financial instruments qualifying for cash hedge accounting

Management judgment is required in the estimation about the fulfilment of the effectiveness requirements for an arrangement to qualify for hedge accounting. For qualifying hedge relationships, the Group documents at the inception of the transaction the relationship between the hedging instruments and the hedged transactions, as well as its risk management objective and strategy for undertaking the hedge.

The effective portion of changes in the fair value of derivative financial instruments qualifying as cash flow hedges are deferred to equity, while gains or losses relating to the ineffective portion are recognized in the income statement. Please refer to note 9.17.3 Financial Assets and Liabilities accounted for at fair value.

9.5. Segment information and revenue

9.5.1. Description of segments

The Group has identified three reportable segments of its business: Product sales for the sales related to Mithra's complex therapeutic products (Myring®), E4 products and the remaining portfolio of generic products, Out-licensing business for partnership deals and Other for the R&D services rendered to third parties. Hence, a distinction is being made in the information provided regularly to the chief operating decision maker, being the Chief Executive Officer.

9.5.2. Revenue

	Year ended 31 December	
Thousands of Euro (€)	*2022*	*2021*
Product Sales	15,699	17,207
Out-licensing	49,042	4,642
Other	2,256	819
Total revenues	**66,997**	**22,668**

Revenues stood at EUR 67.0 million compared to EUR 22.7 million in 2021. The revenues breakdown as follows:

1. Product sales were largely driven by Estelle® (EUR 9.2 million) even if sales were lower than in 2021 (EUR 13.3 million) because of a slower ramp-up, and Myring® (EUR 4.5 million) that improves the revenue of our generic portfolio to EUR 6.5 million compared to EUR 3.8 million in 2021.
2. Out-licensing revenue, at EUR 49 million in 2022, are essentially Estelle® and Donesta® milestones (respectively EUR 4.1 million and EUR 44.7 million). On the one hand, EUR 4.1 million relates to an out-licensing revenue of the license and supply agreement with Gedeon Richter for the commercialization of Estelle® in Latin America. On the other hand, EUR 44.7 million (being a portion of the EUR 55 million to be recognized as revenue according to our IFRS 15 accounting policy) relates to the terms of the license agreement for the commercialisation of Donesta®, where Mithra received EUR 55 million in upfront payment – EUR 5 million paid upon signature of the binding term sheet in December 2022 and EUR 50 million paid upon signature of this license agreement in February 2023.
3. The revenues also include revenue from the R&D contracting activities of our CDMO for EUR 2.3 million.

9.5.3. Disaggregation of revenue

The tables below show the segment information for the reportable segments for the year ended 31 December 2022 and 2021, as well as the basis on which revenue is recognized:

			Year ended 31 December 2022
Thousands of Euro (€)	*Product sales*	*Out-licensing*	*Others*
Primary Geographic Markets			
Belgium	1,194	-	344
Europe (excl. Belgium)	4,470	44,947	1,912
Outside Europe	10,035	4,095	-
Total	**15,699**	**49,042**	**2,256**
Product type			
Generics	6,468	242	-
E4 Contraception	9,231	4,100	-
E4 Menopause	-	44,700	-
Others	-	-	2,256
Total	**15,699**	**49,042**	**2,256**
Timing of transfer of goods and services			
At a point in time	15,699	49,042	-
Over time	-	-	2,256
Total	**15,699**	**49,042**	**2,256**

			Year ended 31 December 2021
Thousands of Euro (€)	*Product sales*	*Out-licensing*	*Others*
Primary Geographic Markets			
Belgium	875	-	137
Europe (excl. Belgium)	4,609	3,995	682
Outside Europe	11,723	647	-
Total	**17,207**	**4,642**	**819**
Product type			
Generics	3,841	4,144	-
E4 Contraception	13,366	498	-
E4 Menopause	-		-
Others	-		819
Total	**17,207**	**4,642**	**819**
Timing of transfer of goods and services			
At a point in time	17,207	4,642	-
Over time	-	-	819
Total	**17,207**	**4,642**	**819**

9.6. Other intangible assets

Thousands of Euro (€)	*Operating license*	*Intellectual property rights*	*Software licences*	*Development costs*	*Total*
Costs					
At 31 December 2020	3,471	78,406	2,625	12,421	96,923
Additions	100	9,250	734	8,515	18,599
Disposals	-	(463)	-	-	(463)
At 31 December 2021	3,571	87,193	3,359	20,936	115,058
Additions	-	-	139	32,958	33,097
Disposals	-	-	-	-	-
At 31 December 2022	**3,571**	**87,193**	**3,497**	**53,894**	**148,155**
Accumulated amortisation					
At 31 December 2020	3,261	3,450	822	385	7,918
Amortisation expense and impairment	88	1,486	442	634	2,650
Disposals	-	(463)	-	-	(463)
At 31 December 2021	3,349	4,473	1,264	1,019	10,104
Amortisation expense and impairment	36	1,762	441	906	3,145
At 31 December 2022	**3,385**	**6,234**	**1,705**	**1,925**	**13,250**
Net book value					
At 31 December 2020	209	74,956	1,804	12,036	89,005
Costs	3,571	87,193	3,359	20,936	115,058
Accumulated amortisation and impairment	3,349	4,473	1,264	1,019	10,104
At 31 December 2021	222	82,720	2,095	19,917	104,954
Cost	3,571	87,193	3,497	53,894	148,155
Accumulated amortisation and impairment	3,385	6,234	1,705	1,925	13,250
At 31 December 2022	**186**	**80,958**	**1,792**	**51,969**	**134,905**

Other intangible assets consist mainly of a portfolio of acquired product rights, market access fees and development costs. This section primarily includes the intellectual property rights acquired for Estelle®, Zoreline®, Myring® and the Donesta® asset deal, as well as development costs in the framework of E4 activity (the project "E4 synthesis" and the project Estelle® with the development costs which occurred after the application for market authorization, and now relating to post approval safety study).

The main additions of the financial year 2022 are development costs:

- Tech Transfer to allow Mithra to control the E4 synthesis industrial ramp-up process to achieve large scale production (EUR 28.3 million booked during the period as intangible assets, out of which EUR 14.4 million were paid at year-end);
- Internal development costs incurred for the development of the API E4 (EUR 0.5 million);
- Capitalization of R&D costs regarding the post approval safety study for Estelle® (EUR 4.3 million).

Following Myring® FDA approval, intellectual property rights for this project are now considered as available for use. Amortization is calculated using the straight-line method to allocate the cost of these intangibles on the useful life of the product. The estimated useful life and amortization method are reviewed at the end of each reporting period.

Donesta®, Zoreline® and Others intellectual property rights are not yet amortised because they are not yet available for use. During the period of development, the assets are tested for impairment. No impairments indicators have been identified on Other intangible assets.

Amortization of intangible assets (namely intellectual property rights and development expenses) are booked under Research and development expenses in the statement of profit and loss.

For more details about the pledges, please refer to sections 9.3. Financial Risks management - Liquidity risks and 928 Commitments.

Intellectual property rights

Thousands of Euro (€)	*2022*	*2021*	*Clinical Status*
Intangible Estelle®	28,129	29,663	Commercialized in US, Europe & Canada
Donesta® asset deal	8,000	8,000	Phase 3 ongoing
Intangible Zoreline®	32,882	32,882	New formulations are being assessed on animals
Intangible Myring®	11,198	11,425	Commercialized
Others	750	750	N/A (Kinase innovative inhibitors rights' acquisition option against BCI Pharma)
Total	**80,958**	**82,720**	

9.7. Property, plant and equipment

Thousands of Euro (€)	*Land and buildings*	*Fixtures and equipment*	*Motor Vehicles*	*Total*
Cost				
At 31 December 2020	3,317	33,962	94	37,373
Additions	1,162	10,375	-	11,536
Disposals	-	-	(15)	(15)
At 31 December 2021	4,479	44,336	79	48,894
Additions	210	6,147	-	6,356
Disposals	-	(169)	-	(169)
At 31 December 2022	**4,688**	**50,314**	**79**	**55,081**
Accumulated depreciation				
At 31 December 2020	1,051	6,322	78	7,451
Amortisation expense	179	2,912	(3)	3,089
At 31 December 2021	1,230	9,234	75	10,540
Amortisation expense	269	3,552	3	3,824
At 31 December 2022	**1,499**	**12,786**	**78**	**14,364**
Net book value				
At 31 December 2020	2,266	27,639	16	29,921
Cost	4,479	44,336	79	48,894
Accumulated amortisation	1,230	9,234	75	10,540
At 31 December 2021	3,248	35,101	4	38,354
Cost	4,688	50,314	79	55,081
Accumulated amortisation	1,499	12,786	78	14,364
At 31 December 2022	**3,189**	**37,527**	**1**	**40,717**

Property, plant and equipment increased by EUR 2,363k, mainly relating to machinery and equipment in the production facility for the manufacturing of pharmaceuticals products (Mithra CDMO) and their related development costs for equipment set ups and process improvement in the production zones (polymer, injectable, …).

9.8. Lease – Right-of-use assets

Thousands of Euro (€)	*Land and Buildings*	*Fixtures and equipment*	*Vehicles*	*Total*
Cost				
At 31 December 2020	47,743	29,573	1,388	78,704
Additions	123	2,616	1,736	4,475
Disposals	-	-	(262)	(262)
At 31 December 2021	47,866	32,189	2,862	82,918
Additions	478	356	347	1,181
Disposals	-	-	-	-
At 31 December 2022	**48,345**	**32,545**	**3,209**	**84,099**
Accumulated depreciation				
At 31 December 2020	7,300	915	917	9,132
Amortisation expense	2,304	1,717	443	4,464
At 31 December 2021	9,604	2,632	1,360	13,596
Amortisation expense	2,054	2,171	743	4,968
At 31 December 2022	**11,658**	**4,803**	**2,104**	**18,565**
Net book value				
At 31 December 2020	36,082	30,454	2,532	69,069
Cost	47,866	32,189	2,862	82,918
Accumulated amortisation	9,604	2,632	1,360	13,596
At 31 December 2021	38,263	29,557	1,502	69,321
Cost	48,345	32,545	3,209	84,099
Accumulated amortisation	11,658	4,803	2,104	18,565
At 31 December 2022	**36,686**	**27,742**	**1,105**	**65,534**

Thousands of Euro (€)	*As at 31 December 2022*	*2021*
Interest expense on lease liabilities	(2,348)	(2,174)
Expense relating to leases of low-value assets or short-term leases	(198)	(322)

9.9. Goodwill & IP R&D

Goodwill results entirely from the acquisition of Estetra (EUR 3,814k) and Novalon (EUR 1,420k) performed in 2015. By the way, please note that the other relevant assets and liabilities related to each CGU's are included in the impairment tests performed annually.

Goodwill are allocated to cash-generating units (CGU) that are tested for impairment at least annually. In the year of acquisition of Estetra and Novalon, management confirmed the validity of the expected cash flow approach used when acquiring the businesses, breaking down the risks and using all expectations about possible cash flows and discounting the expected value at a different rate depending on the CGU.

More specifically, the assets (IP and Goodwill), which are included in the impairment test through the cash generating unit of each product related to Estetra and Novalon are tested for impairment in groups of assets described as four different CGUs, being Estelle®, Donesta®, Myring® and Zoreline®.

Thousands of Euro (€)	*2022*	*2021*
IP and Goodwill Estelle®	31,942	33,476
IP and Goodwill Zoreline®	33,876	33,876
IP and Goodwill Myring®	11,624	11,851
IP and Goodwill Donesta®	7,999	7,999
Total	85,441	87,203

For the reconciliation with the total amount of IP R&D please refer to note 9.6, "Other intangible assets", the difference is the amount of the Goodwill (Estelle® EUR 3,814k and Myring® and Zoreline® for EUR 1,420k).

In 2022, the decrease in net book value is explained by the depreciation of EUR 1.8 million. Depreciation increased compared to 2021 since there is a full year of depreciation for Estelle® PPA (ready for use since Estelle®'s commercialisation from May 2021) and the start of depreciation of Myring® PPA as from August 2022 (triggered by the FDA approval).

The recoverable amounts are based on the value in use methodology which use some risk-adjusted discounted cash flow models for a period of 10 years. If any terminal value is included, further cash flows are extrapolated using a negative long-term growth rate. Probabilities of success are also different by CGU and are updated based on latest information about clinical results if the product is still in R&D process. To be noted that compared to last year, the application of probabilities of success for some products are not relevant anymore. Indeed, Mithra received FDA approval for Myring®, Estelle® is commercialised since June 2021 and Donesta® is reaching the end of Phase III. Regarding Zoreline, there are still probability of success applied for commercialization (80%) and R&D (85%) but directly integrated in the computation of the business plan on the sales and R&D level.

The discount rate applied was updated following the specific product covered by the IP rights. Each model/product has its own WACC in 2022. Management's assessment is that the recoverable amounts exceeds their carrying value and that no impairment is required.

Despite the conservative review of management estimate and the underlying updated business plans of each of the four products, no impairment loss was identified.

Assumptions 2022:

Intangible assets tested

	WACC
Estelle®	12.78%
Zoreline®	15.48%
Donesta®	14.28%
Myring®	13.78%

Assumptions 2021:

Intangible assets tested	*Probability of sucess in 2021*		
	Phase 2	*Phase 3*	*WACC*
Estelle®	100%	100%	11.28%

	R&D	*Commercial*	*WACC*
Zoreline®	80%	55%	14.78%
Myring®	90%	75%	12.56%

A sensitivity analysis has been performed on the impairment testing. Mithra performed the sensitivity test by increasing the discount rate by 1 percentage point for Estelle®, Donesta®, which does not result in an impairment loss. For Zoreline® and Myring®, an update of discount rate applied of 0,5% would result in an impairment loss.

9.10. Other non-current assets

		As at 31 December
Thousands of Euro (€)	*2022*	*2021*
R&D tax credit receivable	8,385	8,123
Advance payments	1,100	1,100
Other long term receivables	58	40
Total other non-current assets	**9,544**	**9,263**

In 2022, Other non-current assets movements relate to R&D tax credit which is a tax incentive for R&D investments that have no impact or reduce the impact on the environment (please refer to Note 9.19). This R&D tax incentive allows Mithra to claim for a tax offset within 5 years of the end of Mithra's income year, the additional R&D tax credit claimed for EUR 2.1 million (regarding R&D investments of the period 2022) is compensated by a transfer to current assets (Trade and other receivables) of the amount of tax offset (claimed years ago) expected to be received from tax authorities in 2023.

9.11. Inventories

		As at 31 December
Thousands of Euro (€)	*2022*	*2021*
Raw materials & consumables	48,784	38,959
Semi-finished goods	1,696	4,960
Finished goods	316	5
Total at cost	50,797	43,924
Cumulated amounts written off at the beginning of the period	(72)	-
Reversal of write-down of inventories credited to expense in the period	72	-
Addition of write-down of inventories debited to expense in the period	(484)	(72)
Cumulated amounts written off at the end of the period	(484)	(72)
Total net carrying amount	50,312	43,852

Inventories increased to EUR 50.3 million from EUR 43.9 million in 2021, mainly due to the increase of E4 inventory (EUR 7 million) in 2022, which has been built up in order to be able to meet the demand from partners for Estelle®.

9.12. Trade and other receivables

		As at 31 December
Thousands of Euro (€)	*2022*	*2021*
Trade receivables	9,851	4,640
Recoverable VAT	2,168	1,681
Prepayments	4,670	2,312
Dividend to be received	2,915	-
R&D tax credit receivable	1,806	-
Other	866	1,410
Total trade and other receivables	**22,277**	**10,044**

Trade and other receivables increased compared to previous closing due to:

- Myring® commercialization in the U.S. at the end of the year (milestone and first deliveries invoiced end of December);

- Higher amount to be recovered from VAT;
- Dividend from Mayne Pharma formally approved in 2022 and collected in February 2023;
- R&D tax credit, which is an R&D tax incentive that permits for every income year to claim the offset (which should be received at the latest five years after the claim), so the EUR 1,806k is a reclassification to current assets from Other non-current assets of the amount of tax offset expected to be received from tax authorities in 2023 (please refer to section 9.10. Other non-current assets)

Prepayments as of December 31, 2022 relate to advance payments to ICON which is the CRO that currently conducts several clinical studies for Donesta Phase III.

9.13. Cash and cash equivalents

	As at 31 December	
Thousands of Euro (€)	*2022*	*2021*
Cash at bank and in hand	28,285	32,872
Total cash and cash equivalents	**28,285**	**32,872**

9.14. Equity

9.14.1. Share capital and additional paid-in capital

At 31 December 2022 and 31 December 2021, the Company's share capital was represented by the following number of shares (units), all fully paid up and without nominal value:

	As at 31 December	
	2022	*2021*
Number of shares (issued and fully paid)	56,314,974	44,051,259

The shares have no nominal value, but they represent the same fraction of the Company's capital, which is denominated in euros. Each share entitles its holder to one voting right.

In addition, the Company has still a number of subscription rights, that are exercisable into ordinary shares. We refer to note 9.26 Share-based payments.

The change in the number of shares during the periods ending on 31 December 2022 and on 31 December 2021 is as follows:

Thousands of Euro (€)	*Number of shares*	*Share capital*	*Additional paid-in capital*	*Total*
Balance at 31 December 2020	42,714,097	31,271	332,535	363,806
Capital increases	1,337,162	979	8,235	9,214
Balance at 31 December 2021	44,051,259	32,250	340,769	373,020
LDA capital increases of 14 February 2022, 30 June 2022 and 30 December, net of transaction costs	1,329,191	973	12,057	13,030
Exercises of a Call Option from Goldman Sachs of 21 March 2022, 19 April 2022 and 31 May 2022, net of transaction costs	1,592,184	1,166	12,507	13,672
Capital increase of 24 June 2022, net of transaction costs	3,871,491	2,834	20,505	23,339
Multiple conversions of the Highbridge/Whitebox loans including accrued interest, net of transaction costs	5,470,849	4,005	22,942	26,947
Convertible bond partial early repurchase of 8 August 2022	-	-	(133)	(133)
Balance at 31 December 2022	**56,314,974**	**41,228**	**408,647**	**449,875**

During the period under review, several capital increases took place. For a detailed overview of these capital increases, please refer to the section 1.5 of this report.

The table below details the cumulative impact on equity of the conversions and other payments in kind of the convertible loans :

Multiple conversions of the Highbridge/Whitebox loans	
Contribution in kind other loans	20,862
Contribution in kind derivative financial liabilities	3,678
Cost of equity	(420)
Commitment fees paid in kind	2,184
Interests paid in kind	643
Equity	**26,947**

9.14.2. Other reserves

The table below presents the breakdown of other reserves within equity:

Thousands of Euro (€)	*Share-based payment reserve*	*Financial assets at FVOCI*	*Cash flow hedge reserve*	*Total other reserves*
Balance as at 1 January 2021	**15,714**	**(9,862)**	**7,838**	**13,690**
Gains/(losses) on cash flow hedges			(10,792)	(10,792)
Changes in the fair value of equity investments at fair value through other comprehensive income or loss		(6,508)		(6,508)
Total comprehensive loss for the period	**-**	**(6,508)**	**(10,792)**	**(17,300)**
Share-based payments expense	1,065			1,065
Balance as at 31 December 2021	**16,779**	**(16,370)**	**(2,954)**	**(2,545)**
Balance as at 1 January 2022	**16,779**	**(16,370)**	**(2,954)**	**(2,545)**
Gains/(losses) on cash flow hedges			(7,837)	(7,837)
Changes in the fair value of equity investments at fair value through other comprehensive income or loss		(10,461)		(10,461)
Total comprehensive loss for the period	**-**	**(10,461)**	**(7,837)**	**(18,298)**
Share-based payments expense	909			909
Balance as at 31 December 2022	**17,688**	**(26,831)**	**(10,791)**	**(19,934)**

9.14.3. Share-based payment reserve

Please refer to note 9.26.

9.14.4. Financial assets at fair value through other comprehensive income or loss

The Group has elected to recognize changes in the fair value of certain investments in equity securities in Other comprehensive income or loss, as explained in note 9.17 Financial Instruments. These changes are accumulated through other comprehensive income or loss and other reserves within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognized.

As at December 31, 2022, the other reserves contain the cumulative changes in fair value of financial assets through other comprehensive income or loss (Mayne shares) for EUR 26.8 million.

9.14.5. Cash flow hedge reserve

In the first quarter of 2020, the Group entered into derivative financial instruments to manage its exposure to foreign exchange rate risk arising from operational activities (cash flow hedges). The effective portion of changes in the fair value of derivative financial instruments qualifying as cash flow hedges is deferred to equity. Amounts deferred in equity are subsequently released to the income statement in the periods in which the hedged transaction impacts the income statement.

As at December 31, 2022, the cash flow hedge reserve contains the cumulative changes in fair value of hedge instruments (net of tax) for EUR 6.6 million and the cumulative realized foreign exchange losses for EUR 4.2 million. The latter is the result of the swap of transactions to align the settlement with the updated timing of underling sales related milestones. Please refer to note 9.3 Financial Risk Management.

9.15. Financial liabilities

An overview of the financial liabilities is shown below.

	As at 31 December					
	2022			2021		
Thousands of Euro (€)	*Total*	*Current*	*Non-Current*	*Total*	*Current*	*Non-Current*
Subordinated loans	11,962	1,252	10,710	12,943	1,314	11,629
Other loans	173,032	45,980	127,052	158,861	45,253	113,608
Bank loans	*46,301*	*42,296*	*4,005*	*45,150*	*40,187*	*4,963*
Convertible bonds	*84,593*	*3,684*	*80,909*	*113,711*	*5,066*	*108,645*
Convertible loans	*42,138*	-	*42,138*	-	-	-
Lease liabilities	43,432	5,179	38,253	48,914	6,561	42,353
Refundable government advances	9,544	1,417	8,127	14,386	1,617	12,769
Derivatives financial liabilities - Convertible loans	7,597	-	7,597			
Sub-total liabilities arising from financing activities	**245,566**	**53,828**	**191,738**	**235,105**	**54,746**	**180,359**
Other financial liabilities	90,169	15,959	74,210	118,504	15,829	102,675
Derivatives financial liabilities - Hedge	10,225	2,561	7,664	4,783	1,886	2,897
Total financial liabilities	**345,960**	**72,348**	**273,612**	**358,392**	**72,461**	**285,931**

Here is the roll forward of liabilities arising from financing activities over the year 2022:

Thousands of Euro (€)	*2021*	*Cash flows*		*Non-cash changes*					*2022*
		Inflow	Outflow	Additions	Realized gain	Classification of part of the proceeds in grant income	Amortized costs adjustments	Conversions to equity/Exercises of a Call Option	
Subordinated loans	12,943		(981)						11,962
Other loans	158,861	79,063	(34,926)	-	(2,486)	-	7,052	(34,534)	173,032
Bank loans	*45,150*	*2,425*	*(1,275)*						*46,301*
Flexible equity financing		*13,672*						*(13,672)*	-
Convertible bonds	*113,711*		*(33,651)*		*(2,486)*		*7,018*		*84,593*
Convertible loans	-	*62,966*					*34*	*(20,862)*	*42,138*
Lease liabilities	48,914		(6,663)	1,181					43,432
Refundable government advances	14,386	291	(1,227)			(137)	(3,769)		9,544
Derivatives financial liabilities - Convertible loans	-	11,275						(3,678)	7,597
Total	**235,105**	**90,629**	**(43,796)**	**1,181**	**(2,486)**	**(137)**	**3,283**	**(38,212)**	**245,566**

In February, Mithra has entered into a flexible equity financing agreement with Goldman Sachs International. The amount drawn during the period (EUR 15 million before costs) was subsequently contributed to equity. Please refer to the section 9.14 Equity.

EUR 2 million additional were drawn on existing credit facilities.

During the second half of 2022, the first two tranches of the senior secured convertible facilities agreement signed on 8 August 2022 with funds managed by Highbridge Capital and funds managed by Whitebox Advisors ("Convertible

loans" in the above table) were drawn down for a total amount EUR 75 million. Cash inflows, net of transaction costs, are presented under the lines Other loans (see the note 9.15.1) and Derivative financial liabilities (see the note 9.17.3). A part of the proceeds of the loans has been used to repurchase outstanding convertible bonds of the Company held by the Lenders for a principal amount of EUR 34.1 million at a 15% discount to par (EUR 28,985k), to which interest payments of the period are added under the line cash outflows for convertible bonds. As a reminder, the debt component of convertible bond issued in December 2020 is the present value of all cash flows (coupons and redemption) discounted. During the period, a portion of these convertible loans was contributed in kind for an aggregate amount of EUR 20,862k (see the note 9.14 Equity).

Here is the roll forward of liabilities arising from financing activities over the year 2021:

Thousands of Euro (€)	*2020*	*Cash flows*		*Non-cash changes*				*2021*
		Inflow	Outflow	Additions	Reclassification	Classification of part of the proceeds in grant income	Amortized costs adjustments	
Subordinated loans	13,612		(669)					12,943
Other loans	122,373	83,600	(54,503)	-	(61)	(261)	7,714	158,861
Bank loans	*10,713*	*83,600*	*(49,163)*					*45,150*
Convertible bonds	*111,310*		*(5,313)*				*7,714*	*113,711*
Capital grants	*350*	-	*(28)*	-	*(61)*	*(261)*	-	-
Lease liabilities	51,597		(7,193)	4,510				48,914
Refundable government advances	16,454	181	(804)		61	(140)	(1,365)	14,386
Total	**204,036**	**83,781**	**(63,170)**	**4,510**	**-**	**(401)**	**6,349**	**235,105**

9.15.1. Subordinated loans, other loans and lease liabilities

The detailed breakdown and the characteristics of the subordinated loans, the other loans and the lease liabilities as follows:

Thousands of Euro (€)		Fixed / Variable	Maturity	*2022*	*2021*
NON-CURRENT					
Subordinated loans (non-current)				**10,710**	**11,629**
Secured subordinated loans				10,710	11,629
CDMO Phase 1	4.00%	Variable	2035	7,042	7,628
CDMO Phase 2	4.00%	Variable	2034	3,668	4,001
Other loans (non-current)				**127,051**	**113,608**
Investment loans	2.00%	Fixed	2023	0	712
Belfius	2.30%	Fixed	2030	807	0
Working capital funding	5.24%	Fixed	2023	0	56
Convertible bond	6.89%	Fixed	2025	80,909	108,645
Belfius	1.89%	Fixed	2027	2,013	2,588
CBC Covid	1.50%	Fixed	2024	18	90
Innodem	2.57%	Fixed	2026	1,167	1,517
Convertible loans	7.69%	Fixed	2025	42,138	0
Lease liabilities (non-current)				**38,253**	**42,353**
Leasing "Intégrale" (Immo Phase I)	5.40%	Fixed	2032	18,099	19,736
Leasing "Intégrale" (Immo Phase II)	5.75%	Fixed	2034	7,008	7,492
Leasing ING Lease (solar panels)	3.58%	Variable	2026	157	213
Leasing CBC Lease	2.00%	Fixed	2021	0	0
Dettes ING Lease	0,745%	Variable	2026	5,491	5,135
Leasing ING Lease (Phase 2)	3.43%	Variable	2026	3,729	4,574
Leasing ING Lease (Phase I)	3.36%	Variable	2026	2,712	4,118
Other lease liabilities	1,33%-1,44%	Fixed	Variable	1,057	1,086
Total non-current				**176,014**	**167,590**

Please note that:

- the convertible bond interest rate, 6.89%, is the effective interest rate, so including the conversion into interest expense of the embedded conversion right and the transaction costs, while the coupon of the bonds is fixed at 4.25%;
- the convertible loans interest rate, 7.69%, is the effective interest rate, so including the transaction costs, while the loans bearing interest in principle at 7.5% per annum.

Thousands of Euro (€)	Interest rate %	Fixed / Variable	Maturity	*2022*	*2021*
CURRENT					
Subordinated loans (current)				**1,252**	**1,314**
Unsecured subordinated loans				0	62
Development Brazilian/Dutch subsidiary	4.95%	Fixed	2022	0	62
Secured subordinated loans				1,252	1,252
CDMO Phase 1	4.00%	Variable	2035	586	586
CDMO Phase 2	4.00%	Variable	2034	666	666
Other loans (current)				**45,980**	**45,253**
Straight Loans ING & CBC	3.48%	Variable	2023	6,000	4,000
Straight Loans ING & BELFIUS	4.43%	Variable	2023	35,000	35,000
Working capital funding	5.24%	Fixed	2023	56	81
Investment loans	2.00%	Fixed	2023	112	110
Belfius	2.30%	Fixed	2030	130	
Convertible bond	6.89%	Fixed	2025	3,684	5,066
Belfius	1.89%	Fixed	2027	575	575
CBC Covid	1.50%	Fixed	2024	72	71
Innodem	2.57%	Fixed	2026	350	350
Lease liabilities (current)				**5,179**	**6,561**
Leasing "Intégrale" (Immo Phase I)	5.40%	Fixed	2032	1,636	2,284
Leasing "Intégrale" (Immo Phase II)	5.75%	Fixed	2034	484	675
Leasing ING Lease (solar panels)	3.58%	Variable	2026	56	46
Leasing CBC Lease	2.00%	Fixed	2021	0	314
Leasing ING Lease (Phase 2)	3.43%	Variable	2026	846	1,095
Leasing ING Lease (Phase I)	3.56%	Variable	2026	1,406	1,360
Other lease liabilities	1.33%-1.44%	Fixed	Variable	752	787
Total current				**52,411**	**53,128**

For more details about the pledges, please refer to section 9.3. Financial Risks management - Liquidity risks and 9.28 Commitments.

Convertible bond :

The 17 December 2020, Mithra issued EUR 125 million in senior unsecured convertible bonds due 17 December 2025. The bonds are convertible into ordinary shares of the company at an initial conversion price of EUR 25.1917, representing a 25% premium above the reference price of EUR 20.1533, being the volume weighted average price of a share on Euronext Brussels from market open to the close of trading on 10 December 2020. The Bonds are issued at 100% of their principal amount and bear a coupon of 4.250% per annum, payable semi-annually in arrear in equal instalments on 17 December and 17 June of each year, beginning on 17 June 2021.

The initial fair value of the liability portion of the bond was determined using a market interest rate for an equivalent non-convertible bond at the issue date. The liability is subsequently recognised on an amortised cost basis until extinguished on conversion or maturity of the bonds. The remainder of the proceeds is allocated to the conversion option and recognised in shareholders' equity, and not subsequently remeasured.

At the date of issuance, the debt component for a total of EUR 111,310k is the present value of all cash flows (coupons and redemption) discounted at the yield of an equivalent straight bond of 6.4%. Each period the carrying amount increases by the difference between the interest expense (6.4%) and the cash coupon payment.

The effective interest rate shown in profit or loss for a simple convertible bond is equivalent to the rate that would have been paid for non-convertible debt and including transaction costs, thus here 6.89%.

During the financial year ended 2022, the movement is as follows:

Other loans (debt component of convertible bond)	
Balance as at 1 January 2022	**113,711**
Convertible bond partial early repurchase of 8 August 2022	(28,852)
Realized gain	(2,486)
Amortized costs adjustments	7,018
Interest payments	(4,799)
Balance at 31 December 2022	**84,593**

A part of the proceeds of the Convertible loans Highbridge & Whitebox has been used to early repurchase outstanding convertible bonds of the Company for a principal amount of EUR 34.1 million at a 15% discount to par (EUR 28,985k). This repurchase price was allocated to the liability component by determining the fair value of the liability at the repurchase date : EUR 28,852k. The residual amount is attributed to the equity component (EUR 133k). The difference between the carrying amount (EUR 31,338k) and the fair value of the liability (EUR 28,852k) at the repurchase date is accounted for as a realized gain (financial income) for EUR 2,486k.

Convertible loans :

On 8 August 2022, the Company entered into the Facilities Agreement with Highbridge and Whitebox, pursuant to which, the Lenders agreed to provide, for a period of three years from the date of the Facilities Agreement, a financing by loans convertible into Shares to the Company for a maximum aggregate principal amount of EUR 100,000,000.00, to be drawn in several tranches (subject to the fulfilment of certain conditions), with a maturity in August 2025, the loans bearing interest in principle at a rate of 7.5% per annum.

As per year-end, the Company has already drawn down the two first tranches for a total amount of EUR 75 million.

Also, pursuant to the loan facility and a separate conversion agreement entered into between the Company and the Lenders, the loans plus accrued interest and an option prepayment amount will be convertible into new shares of the Company, either at the option of the respective Lenders or (subject to certain conditions) at the option of the Company, in each case at a discount of 10% to a relevant volume weighted average trading price of the Company's shares prior to conversion. The Company may also voluntary prepay the loans in whole or in part at any time for cash at par plus an option prepayment amount. The interest on the loans and the option prepayment amount are payable in cash or, at the Company's option, in kind in Company shares at a discount of 10% to a relevant volume weighted average trading price of the Company's shares prior to the settlement in shares.

During the period, a portion of these convertible loans was contributed in kind for an aggregate amount of EUR 20,862k (see the note 9.14 Equity).

The convertible loans meet the definition of a hybrid financial instrument with two components, one host liability and one derivative financial liability, given that those two elements are not closely related. Indeed, the value of the conversion right is related to the stock market price and the passage of time, whereas the value of the debt is related to the market interest rate and the credit risk.

The host liability is initially recognized as the residual amount between the amount drawn and the derivative financial liability fair value (please see the note 9.17 Financial instruments). The host liability is subsequently recognized on an amortised cost basis until extinguished on conversion or maturity of the loans.

The convertible loans are presented under Other loans as follows:

Other loans (host liability component of convertible loans)	
Balance as at 1 January 2022	**-**
Issued amount (convertible loans)	75,000
Derivative financial liabilities component	(11,275)
Debt transaction costs	(759)
Interests	34
Conversions	(20,862)
Balance at 31 December 2022	**42,138**

Flexible equity financing agreement :

On 4 February 2022, Mithra has entered into a flexible equity financing agreement with Goldman Sachs International (GSI), pursuant to which the Company can at its sole discretion require GSI (subject to certain conditions) to provide funding to the Company for an aggregate amount of up to EUR 100,000,000 in return for issuing GSI with call options over the Company's ordinary shares. The arrangement has been entered into for a term of approximately 2 years. The maximum amount that can be drawn on each subsequent occasion will be EUR 5 million or, if certain conditions are satisfied, up to EUR 7.5 million.

The amount drawn during the period (EUR 15 million before costs) was subsequently contributed to equity.

Other loans - Flexible equity financing	
Balance as at 1 January 2022	**-**
First drawing request exercised on February 2022	10,000
Transaction costs (structuring fees and others)	(1,328)
Exercise of a Call Option from Goldman Sachs of 21 March 2022, net of transaction costs	(4,336)
Exercise of a Call Option from Goldman Sachs of 19 April 2022, net of transaction costs	(4,336)
Second drawing request exercised on March 2022	5,000
Exercise of a Call Option from Goldman Sachs of 31 May 2022	(5,000)
Balance at 31 December 2022	**-**

9.15.2. Refundable government advances

The Group has also been awarded refundable advances support from the Walloon Region. Payment of awarded amounts that have not yet been received is subject to the achievement of certain milestones. Grants are subject to certain obligations. In case such obligations are not complied with, the grants could be suspended, reviewed or reclaimed. The Group has the obligation to continue the development of the project subject to the grant. In case such project is abandoned, the Group should return rights to the results and the data generated in the project to the Société Publique Wallonne (SPW), in which case the repayment obligation also lapses. The Company's ongoing grant programs are mainly refundable advances.

The refundable advances have a fixed repayment part and variable repayment scheme. The variable part is dependent on the success of the project (*i.e.* based on a percentage of turnover). It should be noted that, while the variable parts of these advances are only due upon commercialization, the fixed parts are due in any event. The fixed and variable part can never exceed the double of the initial received amount. The final variable part to be repaid will depend on the performance of the product candidate.

The below table gives the details of refundable governments advances granted to the group and repayments done in 2022:

Thousands of Euro (€)	*Amount of grant*	*Decision year on fixed repayments part*	*% of fixed repay-ment part*	*% applied on turnover for variable repayment part*	*Maximum repayment amount*	*Amount reimbursed in 2022*
AR 6875 and 6139 - Estelle	8,220	1/12/2012	30%	0,60%	200%	756
AR 6926 - Estelle	2,009	1/12/2012	30%	0,20%	200%	164
AR 7492 - Donesta	2,898	1/12/2015	30%	0,10%	200%	149
AR 1510597 - Septime	206	1/7/2016	30%	0,01%	200%	8
AR 8322 - Eco E4	178	9/30/2022	30%	0,01%	200%	0
AR 7551 - Bio Synthesis	747	1/12/2015	30%	0,26%	200%	0
AR 6137 - Zoreline	1,826	1/12/2009	30%	3,30%	200%	63
AR 7410 - Zoreline	5,265	1/12/2015	30%	2.65%	200%	0
AR 8792 - Zoreline	2,925	12/23/2019	30%	1,46%	200%	0
AR 7585 - Development EVA	1,188	1/11/2016	30%	0,21%	200%	21
AR 6138 - Drosperinone Novalon	626	1/12/2009	30%	0,50%	200%	19
AR 8359 - E4 & Covid-19	2,105	4/30/2021	30%	0,98%	200%	20
AR 8433 - E4 & Covid-19	723	4/30/2021	30%	0,34%	200%	0
AR 1710127 - Estepig	208	1/12/2017	30%	0,01%	200%	1
AR 7411 - Co-extrusion CDMO	441	1/12/2015	30%	0,40%	200%	27
AR 8522 - E4 Neuro	209	9/30/2022	30%	0.30%	200%	0
Total	**29,774**					**1,227**

The amortized costs adjustment of EUR 3,673k has been recorded to the amounts of refundable government advances since we updated our forecasts of sales for the related projects, the related income has been reported in the Financial income and expenses lines.

This update of the forecasts is explained by a slower ramp-up compared to company's initial estimates on Estelle® product sales and by the global contractual landscape agreed with Gedeon Richter concerning the supply of Estetrol for Estelle®. Following this agreement, Mithra is no longer entitled to receive supply revenues for Estelle as Gedeon Richter is in charge of the supply and the production of the product for all its territories (Europe & Latin America). Mithra is still eligible to collect the royalties negotiated in the agreement signed in September 2018.

The determination of the amount to be paid to the Walloon Region under the signed agreement is subject to a high degree of uncertainty as it depends on the amount of the future sales that Mithra will generate in the future.

Probability of success

Product/projects related to the refundable advances	*Phase 2*	*Phase 3*	*WACC*	*Discount rate used for the fix part*
Estelle®	100%	100%	13.88% /11.50%	2.27%
Donesta®	100%	38%	13.88%	2.27%
Covid-19	0%	0%	13.16%	2.27%

Product/projects related to the refundable advances	*R&D*	*Commercial*	*WACC*	*Discount rate used for the fix part*
Zoreline®	80%	55%	13.88% /13.16%/14.7%	2.27%
Myring®	100%	75%	13.88% /12.48%/13.16%	2.27%

A sensitivity analysis of the carrying amount of refundable advances has been done in case of adverse changes in assumptions. Mithra tested reasonable sensitivity to changes in the business plan and a simulated increase of up to 3 percentage point in the discount rate used would not change the findings of the Group's analysis. A sensitivity to changes in the business plan and a simulated increase of up to 30 percentage point in the probability of success of would not change the findings of the Group's analysis neither.

Sensitivity analysis for refundable advances in thousands of Euro (€):

Business plan evolution	Probability of success				
	-30%	*-15%*	*0%*	*15%*	*30%*
-5%	8,808	9,036	9,264	9,492	9,720
-3%	8,857	9,088	9,320	9,552	9,784
0%	9,058	9,301	9,544	9,787	10,030
3%	9,259	9,513	9,767	10,022	10,276
5%	9,307	9,566	9,824	10,082	10,340

Since 2021, Estelle (AR 6139, 6926, 6875) probability of success achieved 100% while Covid (8359, 8433) probability of success, as well as revenue, amount to zero. In the above sensitivity analysis, those parameters were fixed.

9.15.3. Other financial liabilities

The below table gives the details of other financial liabilities:

	Year ended 31 December					
	2022			*2021*		
	Total	*Current*	*Non-Current*	*Total*	*Current*	*Non-Current*
Estelle ®	81,669	9,459	72,210	110,004	11,329	98,675
Zoreline ®	8,500	6,500	2,000	8,500	4,500	4,000
Total Other financial liabilities	**90,169**	**15,959**	**74,210**	**118,504**	**15,829**	**102,675**

The decrease of the fair value of Estelle® contingent consideration is explained by the EUR 28.3 million of change in fair value gain recorded in 2022 accounts after the review of the different scenarios and probabilities related to the

financial liability. This is the consequence of conservative review of management estimate and the underlying updated business plans, as well as discount rate (2022 WACC is 2.44% higher than in 2021 to reach 13.78%). No payment occurred during the period.

A sensitivity analysis has been performed on the fair value of the contingent considerations, see note 9.17 Financial instruments.

The carrying amount of Zoreline® other financial liability is unchanged: no payment occurred during the period.

9.16. Trade and other payables

		As at 31 December
Thousands of Euro (€)	*2022*	*2021*
Trade accounts payable	31,716	16,915
Invoices to receive	18,771	4,253
VAT payable	-	-
Salaries and social security payable	4,158	1,219
Accrued charges	3,207	631
Other debts	230	312
Trade and other payables	**58,082**	**23,331**

Trade and other payables increase is namely due to the open amount of Trade accounts payable and invoices to receive as per year end 2022 against E4 manufacturer with whom Mithra is in current dispute. Please refer to the note 9.27 Contingencies and commercial litigations.

9.17. Financial instruments

9.17.1. Presentation of financial assets and liabilities

The following table presents the Company's financial assets and financial liabilities measured and recognized or unrecognized at fair value at 31 December 2022 :

Thousands of Euro (€)	*Balance at 31 December 2022*	*Recognised fair value measurements*	*Fair value measurement hierarchy*	*Unrecognised fair value measurements*
Financial assets				
Financial assets at fair value through other comprehensive income				
Investments in equity securities	21,437	21,437	Level 1	-
Financial assets at amortised cost				
Other non-current assets	9,544	-	-	9,544
Contract assets	47,816	-	-	47,816
Trade and other receivables	22,277	-	-	22,277
Cash and cash equivalents	28,285	-	-	28,285
Financial liabilities				
Financial liabilities at fair value through profit or loss				
Derivatives financial liabilities - Convertible loans	7,597	7,597	Level 2	-
Other financial liabilities - Estelle ®	81,669	81,669	Level 3	-
Financial liabilities at fair value through other comprehensive				
Derivatives financial liabilities - Hedge	10,225	10,225	Level 2	-
Financial liabilities at amortised cost				
Subordinated loans	11,962	-	-	11,962
Other loans - Convertible bond	84,593	-	-	84,593
Other loans - others	46,301	-	-	46,301
Lease liabilities	43,432	-	-	43,432
Refundable government advances	9,544	-	-	9,544
Trade and other payables	58,082	-	-	58,082
Other financial liabilities - Zoreline ®	8,500			8,500

The following table presents the Company's financial assets and financial liabilities measured and recognized or unrecognized at fair value at 31 December 2021 :

Thousands of Euro (€)	*Balance at 31 December 2021*	*Recognised fair value measurements*	*Fair value measurement hierarchy*	*Unrecognised fair value measurements*
Financial assets				
Financial assets at fair value through other comprehensive income				
Investments in equity securities	31,898	31,898	Level 1	-
Derivatives financial assets	100	100	Level 2	-
Financial assets at amortised cost				
Other non-current assets	9,263	-	-	9,263
Contract assets	12,571	-	-	12,571
Trade and other receivables	10,044	-	-	10,044
Cash and cash equivalents	32,872	-	-	32,872
Financial liabilities				
Financial liabilities at fair value through profit or loss				
Other financial liabilities - Estelle ®	110,004	110,004	Level 3	-
Financial liabilities at fair value through other comprehensive				
Derivatives financial liabilities - Hedge	4,783	4,783	Level 2	-
Financial liabilities at amortised cost				
Subordinated loans	12,943	-	-	12,943
Other loans - Convertible bond	113,711	-	-	113,711
Other loans - others	45,150	-	-	45,150
Lease liabilities	48,914	-	-	48,914
Refundable government advances	14,386	-	-	14,386
Trade and other payables	23,331	-	-	23,331
Other financial liabilities - Zoreline ®	8,500	-	-	8,500

9.17.2. Financial assets and liabilities not accounted for at fair value

- Financial assets:

The fair value of trade and other receivables, other short-term deposits and cash and cash equivalents does not materially differ from their carrying amounts. Fair value would typically be measured as Level 2. The fact that their carrying value approximates their fair value is due to the short maturity of these assets.

- Financial liabilities:

For a significant part of the loans, the fair values are not materially different to their carrying amounts, since the interest payable on those loans is close to current market rates because they are recent or variable, or the loans have short maturities. For Lease liabilities the incremental borrowing rate has been determined at transition to IFRS 16 on 1 January 2019.

9.17.3. Financial assets and liabilities accounted for at fair value

Fair value hierarchy :

Fair values are measured according to the following hierarchies:

- Level 1: fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities

- Level 2: fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

- Level 3: fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs)

Financial assets :

There is one category of financial assets as per December 2022 : Investments in equity securities.

Thousands of Euro (€)	*Fair value measurement hierarchy*	*Assets recognized or disclosed at fair value*
Investments in equity securities	Level 1	21,437
Balance at 31 December 2022		**21,437**

Investments in equity securities

Financial assets at fair value through other comprehensive income (FVOCI) comprise equity securities which are not held for trading, and which the group has irrevocably elected at initial recognition to recognize in this category. These are strategic investments and the group considers this classification to be more relevant.

Change in Investments in equity securities relating to Mayne shares is explained by the decreases in Mayne's share price as well as the AUD / EUR conversion rate as of December 31, 2022.

Thousands of Euro (€)	*Investments in equity securities*
Balance as at 1 January 2022	**31,898**
Fair value loss through other comprehensive income	(10,461)
Balance at 31 December 2022	**21,437**

Financial liabilities :

There are two categories of financial liabilities: Other financial liabilities and Derivative financial liabilities (hedge and convertible loans). We considered a level 2 or 3 under the fair value measurement hierarchy.

Thousands of Euro (€)	*Fair value measurement hierarchy*	*Liabilities recognized or disclosed at fair value*
Other financial liabilities - Estelle ®	Level 3	81,669
Derivatives financial liabilities - Convertible loans	Level 2	7,597
Derivatives financial liabilities - Hedge	Level 2	10,225
Balance at 31 December 2022		**17,822**

Other financial liabilities

The roll forward of other financial liabilities measured at fair value is as follow:

Thousands of Euro (€)	*Other financial liabilities - Estelle ®*
Balance as at 1 January 2022	**110,004**
Fair value gain through profit or loss	(28,335)
Balance at 31 December 2022	**81,669**

The fair value of the contingent payments has been determined using a probability weighting approach applied to discounted cash flows. When relevant, a risk-adjusted discounted cash flow model was used where all future cash flows are probabilized and then discounted.

2022 assumptions for Estelle:

Contingent considerations relating to Estelle®	*Total cash-out until 2028*	*Partial cash-out until 2028*	*Net Present Value*
Alternative 1	25%	75%	63,479
Alternative 2	**50%**	**50%**	**81,669**
Alternative 3	75%	25%	101,688
Alternative 4	100%	0%	118,047

2021 assumptions for Estelle:

Contingent considerations relating to Estelle®	*Total cash-out until 2028*	*Partial cash-out until 2028*	*Net Present Value*
Alternative 1	50%	50%	98,542
Alternative 2	**67%**	**33%**	**110,004**
Alternative 3	75%	25%	116,888
Alternative 4	100%	0%	132,927

Alternatives 1, 3 and 4 are not used for the measurement of the liability but are to be used for disclosing sensitivity of the value to the probability factors used (a level 3 input).

The decrease of fair value for the contingent consideration for Estelle® (EUR 81,669k in December 2022 compared to 110,004k in 2021) is explained by the review of the different scenarios and probabilities related to the financial liability. Indeed, we gave more weight to scenarios where partial cash-out occurred (50% compared to 33% last year) as a consequence of conservative review of management estimate and the underlying updated business plans. Additionally, the WACC updated in 2022 (13.78%) is higher than the one used for previous closings (11.34% in 2021).

No payment occurred during the period.

Derivatives financial liabilities - Convertible loans

The convertible loans, as described in note 9.15.1 meet the definition of a hybrid financial instrument with two components, one host liability and one derivative financial liability, given that those two elements are not closely related.

The derivative financial liability is recognized at fair value through profit or loss.

The convertible loans are presented under Derivatives financial liabilities as follows:

Thousands of Euro (€)	*Derivatives financial liabilities - Convertible loans*
Balance as at 1 January 2022	**-**
Initial recognition	11,275
Conversions	(3,678)
Balance at 31 December 2022	**7,597**

The fair value of the conversion feature was determined using the Option Prepayment Amount rate. Under the facility,

in case of early prepayment or conversion, the early prepayment or conversion include a compensatory amount representing a percentage of the relevant amount calculated on the basis of a "Black Scholes" digressive option pricing model. The Option Prepayment Amount represents a form of compensation for the loss of option value represented by the exercise of the conversion mechanism in advance of the maturity date of the loan facility. The earlier the conversion, the greater the Option Prepayment Amount. This contractually agreed rate is considered as the most appropriate rate to measure the derived financial liability at any time.

The initial fair value for the first tranche (EUR 50 million) is calculated using the rate of 14.8% : EUR 7.4 million. The initial fair value for the second tranche (EUR 25 million) is calculated using the rate of 15.5% : EUR 3.9 million.

During the period, a portion of these convertible loans was contributed in kind for an aggregate amount of EUR 3,678k related to derivative financial instrument (see the note 9.14 Equity).

At year-end, the Option Prepayment Amount rate is unchanged compared to initial recognitions.

Derivatives financial liabilities - Hedge

The Group entered into derivative financial instruments to manage its exposure to foreign exchange rate risk arising from operational activities (cash flow hedges). The effective portion of changes in the fair value of derivative financial instruments qualifying as cash flow hedges is deferred to equity. Amounts deferred in equity are subsequently released to the income statement in the periods in which the hedged transaction impacts the income statement.

The fair value of derivative financial instruments qualifying as cash flow hedges are presented as follow:

Thousands of Euro (€)	*Derivatives financial liabilities - Hedge*
Balance as at 1 January 2022	**4,783**
Fair value loss through other comprehensive income	5,442
Fair value gain/loss through profit or loss	-
Balance at 31 December 2022	**10,225**

During the period, no amount previously deferred in equity is released to profit of loss because no revenue hedged is recognized during the period. However, two realized foreign exchange losses occurred:

- One for EUR 4.9 million through other comprehensive income, which is the result of the swap of transactions to align the settlement with the updated timing of underling sales related milestones (please refer to note 9.14 Equity).
- One for EUR 5.5 million through profit of loss, following the early settlement of one of the derivative financial instruments (please refer to note 9.23 Financial income and expenses).

9.18. Contract assets

Amounts received or milestones to be received in the near future have been recognized as revenue to the extent that it is highly probable that no reversal will be done in the future.

Most of the out-licensing contracts have a single performance obligation which is the grant of the license. Some contracts also contain other performances such as manufacture and supply obligations, which are distinct from the license grant.

An analysis has been conducted in order to determine whether the single performance obligation was satisfied as at 31 December 2022.

The tables below present the roll forward of the related contract assets:

Thousands of Euro (€)	
Balance as at 1 January 2022	**12,571**
Revenue billed during the period already recognized in previous years	(11,410)
Currency translation differences	0
Revenue recognized during the period	46,655
Balance at 31 December 2022	**47,816**

As a result of receiving FDA approval for Myring® and commercialization by our partner in the US in December, EUR 7.6 million revenue was billed during the period.

As a result of submitting regulatory files in Latin America for Estelle®, previously unbilled revenue was invoiced, leading to a cash collection about EUR 1.0 million and a revenue recognition about EUR 4.0 million out-licensing revenue in the context of the license and supply agreement of Estelle® in Latin America with Gedeon Richter.

Several other amounts relating to Estelle® (for a total of EUR 1 million) were collected, without impact on revenue as already recognized previously as per IFRS.

Following signature of the binding term sheet in December 2022 with Gedeon Richter for the commercialization of Donesta®, out-licensing revenue for a total amount of EUR 44.7 million was booked, out of which EUR 5 million was paid in December.

In the framework of "variable supply price", revenue recognized during the period amounts to EUR 3.0 million on Estelle® products that were delivered in 2022 and on which royalties will be due by our partners in the next quarters according to their own sales of Estelle® on their markets. At the opposite, EUR 1.8 million already recognized in previous years were billed during the period.

As at 31 December 2022, the balance of contract assets considers:

- Unbilled milestones revenue for EUR 43.2 million, all from Gedeon Richter : EUR 39.7 million for Donesta® and 3.5 million for Estelle® in Latin America;
- Unbilled "variable supply price" for EUR 4.6 million related to Estelle® products already delivered by Mithra to our partners.

9.19. Other operating income

	Year ended 31 December	
Thousands of Euro (€)	*2022*	*2021*
R&D tax credit	2,080	2,566
Grant income	472	357
Other revenues	4,644	1,886
Other operating income	**7,196**	**4,809**

Other operating income of EUR 7.2 million (compared to EUR 4.8 million in 2021) are composed of a R&D tax credit for EUR 2.1 million which is directly related to R&D expenses level, of EUR 1.5 million exemption from the withholding tax on professional income for R&D staff and of EUR 2.2 million of cost reinvoicing.

9.20. Expenses by nature

A breakdown of the expenses by nature of the costs of goods sold, research and development costs, general and administrative and selling costs is summarized below.

	Year ended 31 December	
Thousands of Euro (€)	*2022*	*2021*
Costs by nature		
Trade goods, raw materials and consumables	16,479	16,142
Employee benefit expenses	19,569	13,917
External service providers	42,165	66,299
Corporate branding expenses	856	378
Depreciation, amortization and impairment charges	11,940	10,426
Commissions	28	12
Operating lease payments	198	322
IT expenses	1,791	1,686
Maintenance and repair expenses	1,202	1,513
Assurance	946	637
Energy	1,782	1,143
Other expenses	3,482	2,877
Total costs by nature	**100,439**	**115,352**
Costs by type		
Cost of sales	19,623	15,724
Research and development expenses	64,041	85,243
General and administrative expenses	14,675	12,515
Selling expenses	2,100	1,871
Total costs by type	**100,439**	**115,352**

Total costs decreased by EUR 14.9 million over the year ended December 31, 2022, which represents a decrease of 12.9% compared to 2021. This variance primarily relates to:

- An increase in trade goods, raw materials and consumables following commercial launch of Estelle® in June 2021 and Myring® on the US market in December 2022;
- An increase in employee benefit expenses: we refer to the note 9.21;
- A decrease in external service providers charges, which is the result of a strategy based on focusing on our core R&D projects, like Donesta® Phase III clinical studies and Estelle® post approval safety study (PASS). As a consequence, some costs have been delayed to 2023.

Depreciation, amortization and impairment charges are slightly higher because some assets were considered as ready-to-use in the middle of 2021 year (production zones accreditation in Mithra CDMO facility and reception of Estelle® Marketing authorization) and Myring® intangible assets since August 2022 following FDA approval. Amortization of intangible assets (namely intellectual property rights and development expenses) are booked under Research and development expenses in the statement of profit and loss.

9.21. Employee benefit expenses

The costs related to personnel (before deduction of own cost capitalized) can be summarised as follows:

	Year ended 31 December	
Thousands of Euro (€)	*2022*	*2021*
Wages, salaries, fees & bonuses	19,495	16,728
Pension costs: defined contribution plan	489	385
Share-based payments	1,983	1,065
Total	**21,967**	**18,178**

In 2022, wages and salaries are increasing because of the impact of the indexation (around 11%) due to inflation and related insurance costs, while provisions related to share-based payments are increasing compared to 2021 because it includes an additional accrual that does not meet the criteria's under IFRS 2 of EUR 1 million compared to the amount in the statement of changes in equity. For more details please refer to the note 9.26 Share-based payments.

A part of the employee benefit expenses (EUR 4.0 million) has been capitalized in Assets mainly relating to employees from CDMO working on machinery/equipment settings and improvement in the production facility for the manufacturing of pharmaceuticals products, for more detail please refer to the note 9.7 Property, plant and equipment. Withholding tax exemption for researchers are considered in deduction of Wages, salaries, fees & bonuses presented above (EUR -1.5 million) while presented as other operating income in the consolidated statement of profit and loss (according to IAS 20).

In 2022, the Group employed 229 full-time equivalent employees at year-end (248 full-time equivalent employees in 2021) which can be allocated to the following departments:

	As at 31 December	
Number of employees	*2022*	*2021*
Research and development staff	51	52
Other G&A and Production staff	178	197
Total	**229**	**248**

9.22. Retirement benefit schemes

The Group offers several post-employment, death, disability and healthcare benefit schemes. All employees have access to these schemes. The death, disability and healthcare benefits granted to employees of the Group are covered by external insurance companies, where premiums are paid annually and charged to the income statement as they become payable.

The post-employment pension plans granted to employees of the Group are defined contribution plans. A defined contribution plan is a pension plan under which the Group pays a fixed contribution into a separate entity. The contribution obligations to the defined contribution plans are expensed by the Group in the income statement as they were incurred. Although defined contribution plans in Belgium are legally subject to a minimum guaranteed return of 1.75% on employer contributions and employee contributions, the post-employment pension plans are accounted for as defined contribution plans, since the legally required return is guaranteed by the external insurance company. Any liability that may currently result is immaterial.

9.23. Financial income and expense

	Year ended 31 December	
Thousands of Euro (€)	*2022*	*2021*
Unrealized foreign exchange gains	644	201
Realized foreign exchange gains	68	149
Gain on share disposals	-	367
Remeasurement of refundable government advances	3,673	1,782
Dividend Mayne	2,973	-
Realized gain on the partial early repurchase convertible bond	2,485	-
Other financial income	9	339
Total financial income	**9,852**	**2,838**

Financial income increased by EUR 7,014k during the year ended December 2022. Financial income mainly relates to :

- The positive impact of the remeasurement of refundable government advances measured at amortized cost following the update of forecasts. This update of the forecasts is explained by a slower ramp-up compared to company's initial estimates on Estelle® product sales and by the global contractual landscape agreed with Gedeon Richter concerning the supply of Estetrol for Estelle®. Following this agreement, Mithra is no longer entitled to receive supply revenues for Estelle as Gedeon Richter is in charge of the supply and the production of the product for all its territories (Europe & Latin America). Mithra is still eligible to collect the royalties negotiated in the agreement signed in September 2018;
- The dividend from Mayne Pharma;
- The realized gain of EUR 2.5 million following the early repurchase of EUR 34.1 million tranche of our convertible bonds due in 2025 at a discount to par, via the convertible loan signed with Highbridge and Whitebox.

Previous year, financial income was primarily driven by positive impact of the remeasurement of refundable government advances.

	Year ended 31 December	
Thousands of Euro (€)	*2022*	*2021*
Interest payments	(17,002)	(11,765)
Remeasurement of refundable government advances	-	(310)
Unrealized foreign exchange losses	(542)	50
Realized foreign exchange losses	(5,849)	(741)
Other financial expenses	(29)	(350)
Total financial expense	**(23,422)**	**(13,116)**

Increase of financial expenses is mostly driven by :

- The interest charges for a total of EUR 17.0 million, higher than in 2021, linked to the higher financial liabilities in 2022 and to the use of straight's lines and financing solutions. These interest charges include accruals based on interest contractually due but unpaid at year end, as well as interests paid in shares to Highbridge and Whitebox;
- A realized foreign exchange loss for EUR 5.5 million following the early settlement of one of the derivative financial instruments.

9.24. Income tax

The tax expenses consist of:

	Year ended 31 December	
Thousands of Euro (€)	*2022*	*2021*
Current tax income / (expense)	(94)	(315)
Deferred tax income/(expense) related to temporary differences and tax losses	(48,045)	7,211
Withholding tax income / (expense)	(0)	(1)
Total	**(48,139)**	**6,895**

The income taxes in 2022 and 2021 are almost exclusively the result of temporary differences and tax losses carried forward and are therefore non-cash items.

The Group reported a total deferred tax expense of EUR 48,045k as at 31 December 2022, this is the result of a reversal of deferred tax assets primarily because of the reception of the ruling from Belgian Tax Authorities regarding the innovation income deduction which allows to consider 100% of revenues from Estelle® and Donesta® for as eligible deduction; and secondly because of the conclusion of a tax audit on fiscal deductibility of Uteron futures payments. Both events have modified our assumptions and tax forecasts which impact this accounting estimate computation.

The consolidated unused tax losses carried forward at 31 December 2022 amounted to 257 million euros.

9.24.1. Reconciliation effective versus theoretical taxes

The tax result for the year can be reconciled as follows:

	Year ended 31 December	
Thousands of Euro (€)	*2022*	*2021*
Income / Loss (-) before tax	(11,480)	(123,769)
Country's statutory tax rate	25%	25%
Tax expenses / income (-) (theoretical)	(2,870)	(30,942)
Tax expenses / income (-) in income statement (effective)	48,139	(6,895)
Difference in tax expenses / income (-) to explain	51,009	24,048
- Temporary differences for which no deferred tax income was recognized	(11,117)	8,248
- Temporary differences with different tax rates	(11,600)	10,164
- Temporary difference previous years reversal	25,833	-
- Share-based payment expenses	227	266
- Tax losses for which no deferred tax income was recognised	24,584	2,141
- Tax credit for R&D investments	(6,713)	2,076
- Tax losses carried forward previous years reversal	24,546	
- Withholding taxes	(94)	(1)
- Other	5,342	1,154
Total	**51,009**	**24,048**

9.24.2. Deferred tax assets

A detailed overview of the deferred tax asset is shown below:

	Year ended 31 December	
Thousands of Euro (€)	*2022*	*2021*
Deferred tax asset to be recovered after more than 12 months	16,354	63,456
Deferred tax assets	**16,354**	**63,456**

The decrease of EUR 47,102 k is mainly explained by two events which both result in a reversal of EUR 47.4 million of deferred tax assets (DTA). The first one is a reversal of DTA on temporary differences on contingent consideration payable Estelle® as a consequence of a tax audit performed during the second half of 2022.on the deductibility of Uteron futures payments There are no cash consequences but assumptions regarding the computation of deferred taxes have been modified. In addition, Mithra received a positive ruling from Belgian tax authorities, enabling to benefit from Innovation income deduction (IID) for Estelle® and Donesta®. This ruling considers 100% of their revenue as eligible to IID mechanism. This event is changing our previous assumptions about future taxation of the relevant entities. Indeed, the update of business plans and IID are limiting the amount of losses carried forward to be set offset against future taxable income as from July 2021 onwards, because this IID will allow a company to deduct 85% of the net income derived from intellectual property rights.

For the remaining part of deferred tax assets, Management is convinced that such companies will generate sufficient profits in the future in order to be able to recover the fiscal losses carried forward and justify the recognition of the deferred tax asset for some of the Belgian entities.

Here are the critical judgments used for the recognition of the deferred tax assets:

i. Total amount of historical tax losses available was exceeding 351 million, our assumptions changed compared to 2021 and historical tax losses that are now valued within the DTAs are mainly coming from one entity, we considered the remaining balance as non-recoverable in the future as we received the positive ruling enabling to benefit from IID for Estelle and Donesta which considers 100% of their revenue eligible to IID mechanism.

ii. The commercial launch of Zoreline expected for 2025 and reception of the FDA approval for Myring occurred in H2 2022.

iii. Tax losses carried forward expected to be consumed within a 7-year horizon, taking into account that we consider using the tax consolidation mechanism available between Belgian companies on an annual basis and taking into account the commercial launch of Zoreline as from 2025.

The movement in the deferred tax asset is as follows*:

	Temporary Differences			
Thousands of Euro (€)	*Contingent consideration*	*Other*	*Tax Losses*	*Total*
At 1 January 2021	26,966	(6,037)	29,975	50,905
(Charged) / credited to income statement	(1,132)	(1,968)	15,652	12,551
At 31 December 2021	25,834	(8,005)	45,627	63,456
(Charged) / credited to income statement	(25,566)	539	(22,075)	(47,102)
At 31 December 2022	268	(7,465)	23,552	16,354

*Charges/credited to income statement amounts in 2022 including EUR 2,612 k coming from cash flow hedges which is booked under other comprehensive income.

9.24.3. Deferred tax Liabilities

The deferred tax liabilities (EUR 4,420k in 2022 and EUR 6,089k in 2021) result from temporary differences arising from the difference between the fair values of assets acquired at the acquisition date and their tax bases, DTA and DTL are offset by legal entity.

9.25. Result per share

Basic loss per share is calculated by dividing the net result attributable to shareholders by the weighted average number of shares.

The basic and diluted earnings per share are identical due to inclusion of potential ordinary share will result in an anti-dilutive effect:

	Year ended 31 December	
Thousands of Euro (€)	*2022*	*2021*
Result for the purpose of basic loss per share	(59,620)	(116,875)
Weighted average number of shares for the purpose of basic loss per share	49,059,458	43,429,809
Basic loss per share (in Euro)	(1.22)	(2.69)
Diluted loss per share (in Euro)	(1.22)	(2.69)

Please refer to the section 9.30 for a description of share transactions that occurred after the end of the reporting period and that were not retrospectively adjusted in the calculation of result per share.

9.26. Share-based payments

By a decision of the extraordinary shareholders' meeting of 2 March 2015 the Company issued 1,089 warrants primarily to key management with an exercise price of EUR 5,646 per warrant. Warrants are conditional on the person completing 4 years of service (vesting period). These warrants were exercisable as of 2019 and have since then all been exercised. The fair value of the 1.089 warrants at grant date was estimated at EUR 2,789k ("2015 Warrant Plan").

The capital increases linked to the 2015 Warrant Plan took place from 2019 and 2021.

On January 30, 2019, a capital increase took place following the exercise of 15 warrants within the 2015 Warrant Plan corresponding to a contribution of EUR 84,690. In accordance with the 2015 Warrant Plan, the exercise period started on January 1, 2019. An amount of EUR 18,119.48 was therefore contributed in cash to the share capital of Mithra and the balance of EUR 66,570.52 was allocated to the Company's "share premium" account. This exercise of 15 warrants resulted in the issue of 24,750 shares (1 warrant being equivalent to 1,650 shares).

A second capital increase took place on April 24, 2019, following the exercise of 15 warrants from the 2015 Warrant Plan ("2015 Warrant Plan") corresponding to a contribution of EUR 84,690. An amount of EUR 18,119.40 was therefore contributed in cash to the share capital of Mithra and the balance of EUR 66,570.52 was allocated to the Company's "share premium" account. This exercise of 15 warrants resulted in the issue of 24,750 shares (1 warrant being equivalent to 1,650 shares).

Finally, on 21 May 2021, the third capital increase took place following the exercise of 620 warrants from the 2015 Warrant Plan corresponding to a contribution of EUR 3.500.520. An amount of EUR 748,836 was therefore contributed in cash to the share capital of the Company and the balance of EUR 2.751.684 was allocated to the Company's share premium account. This exercise of 620 warrants resulted in the issue of 1,023,000 shares (1 warrant being equivalent to 1,650 shares) which, on 14 May 2021 were admitted to listing on the regulated market.

The shares have no par value, but represent the same fraction of the Company's share capital, which is denominated in euros. Each share entitles its holder to one voting right.

On 5 November 2018, Mithra's extraordinary general meeting approved the issuance of a maximum of 1,881,974 warrants under the "Warrant Plan 2018", for the benefit of key employees, members of the management team and certain directors with an exercise price of EUR 24.05 or EUR 24.09 depending on the status (employee or not) of the beneficiary. The warrants have a term of five years as from the date of issuance. They are generally not transferable and, in principle, cannot be exercised prior to the date of the grant's second

anniversary (i.e. at the earliest 6 November 2020 subject to exercise conditions). All of the offered warrants are subject to a service condition of two years. Furthermore, a portion of 30% of these offered warrants were subject to additional market and non-market vesting conditions. The market condition, upon which the vesting is dependent from the share market price, was included in the grant date fair value calculation (see the discount applied in the table below). This condition was met during financial year 2019. Out of the maximum of 1,881,974 warrants which have been issued, a number of 1,394,900 warrants (corresponding to 1,394,900 new shares) were offered and accepted by the beneficiaries. The remaining warrants are unused as the Board of directors undertook not to offer them by issuing the Warrant Plan 2020 pursuant to the CCA.

Roll forward of the number of warrants :

	Year ended 31 December			
Number of warrants	*Weighted average exercise price (in Euro)*	*2022 Number of warrants*	*Weighted average exercise price (in Euro)*	*2021 Number of warrants*
Outstanding and granted as of 1st January	24.3	2,710,900	18.77	2,701,520
Granted			18.96	10,000
Forfeited		-		-
Exercised			5,646	-620
Expired		-		-
As of 31 December	24.30	2,710,900	24.30	2,710,900

As the exercise price is different for management companies and for employees, we've determined two different fair value amounts. The fair value of the warrants at grant date is estimated at EUR 13,994k. The fair value of each option is estimated using the Black & Scholes model based on the following assumptions: (i) first we valued separately the warrants granted to the management co's and those granted to the employees, (ii) secondly, we also valued separately the warrants that are subject to vesting conditions from those who were already definitely acquired by the beneficiaries upon grant,

Still regarding the Plan 2018, the fair value of the warrants at grant date was estimated at EUR 6,705k for the warrants definitely acquired and EUR 2,918k for the remaining 30% subject to vesting conditions, at EUR 4,370k for warrants acquired at 100% and at EUR 2,189k for warrants granted to LDA lenders and LDA (see below).

In July and September 2020, the Company summoned two Extraordinary General Meetings during which the issuance of two warrant plans were approved: (i) a warrant plan for the benefit of LDA Capital Ltd, under which a maximum of 690,000 warrants were to be issued pursuant to the transaction announced by the Company on April 23, 2020 and (ii) another warrants plan for the benefit of reference shareholders ("Share Lending Warrants") for a maximum of 300,000 warrants.

The first plan is accounted for using IFRS 2 because 690,000 warrants exercisable at EUR 27 with an expiry date of 23 April 2023, were issued to LDA Capital as part of the EUR 50 million standby equity funding facility costs. Upon signing the Put Option Agreement on 23 April 2020, it provided Mithra the flexibility to draw down capital as required at their election and accordingly, a vesting period of 3 years was considered due to the capital commitment made for this period, at the end of which the full warrants will become exercisable (knowing that the warrants become exercisable within this period in proportion of the funding ratio). As such, EUR 527k from the total fair value (EUR 1,581k) of the options granted at that date was expensed in the profit and loss statement for the year ended 31 December 2022, the remaining part will be taken into expenses until the end of the 3 years of vesting period which should end in 2023.

Same treatment has been applied on the second plan ("Share Lending Warrants") in compensation for their service of supporting the construction of this financing deal by lending their shares for each of the future equity transactions to be executed. As such, EUR 203k from the total fair value (EUR 608k) of the options granted at that date was expensed in the profit and loss statement for the year ended 31 December 2022, the remaining part will be taken into expenses until the end of the 3 years of vesting period which should end in 2023.

In 2022, Mithra announced the extension of the capital commitment agreement with LDA Capital Limited ("LDA Capital") for a period of two additional years, as well as the increase of the commitment amount by EUR 25 million available until April 2025.

Under the terms of the initial agreement and in consideration of the conclusion thereof, (i) in July 2020, 690,000 subscription rights were issued to the profit of LDA Capital (the "LDA Subscription Rights"), and (ii) in September 2020, 300,000 subscription rights were jointly issued in favour of the "LDA Lenders". As a consequence of the extension of the capital commitment agreement, and subject to the approval of an Extraordinary General Shareholders Meeting of the Company, the respective terms of the LDA Subscription Rights and the Subscription Rights for the Share Loan will also be extended by two additional years. No new subscription rights have been issued.

No extension of the vesting period have been foreseen for the expenses of the fair value of the options.

In 2022, no warrants have been offered and accepted to management companies.

The fair value of each option is estimated using the Black & Scholes model based on the following assumptions:

	Plan 2018 (Grant 1 - 70%)	Plan 2018 (Grant 1 - 30%)	Plan 2018 (Grant 2 - 100%)	Plan 2018 (Grant 3 - 100%)
Number of warrants granted	866,837.00	371,502.00	97,695.00	67,528.00
Exercise price per warrant	EUR 24.05-24.09	EUR 24.05-24.09	EUR 24.09-25.72	EUR 25.5-27.5
Expected dividend yield	-	-	-	-
Expected stock price volatility	37.50%	37.50%	37.50%	37.50%
Risk-free interest rate	0.36%	0.36%	0.36%	0.36%
Expected duration	5 years	5 years	5 years	5 years
Fair value at grant date	EUR 6,705k	EUR 2,918k	EUR 753k	EUR 586k
Discount related to market condition	-	0.1437	-	

	Plan 2018 (Grant 4 - 100%)	Plan 2020 (LDA)	Plan 2020 (LDA)	Plan 2020 (Mgmt Grant 1)	Plan 2020 (Mgmt Grant 2)
Number of warrants granted	87,695.00	690,000.00	300,000.00	316,000.00	10,000
Exercise price per warrant	EUR 16.54	EUR 27	EUR 27	EUR 17.87	EUR 18.96
Expected dividend yield	-	-	-	-	-
Expected stock price volatility	37,50%	37,50%	37,50%	37,50%	37,50%
Risk-free interest rate	0,36%	0,36%	0,36%	0,36%	0,36%
Expected duration	5 years	3 years	3 years	10 years	10 years
Fair value at grant date	EUR 479k	EUR 1,581k	EUR 608k	EUR 2,552k	EUR 87k

The annualized standard deviation in the stock price has been determined based on historical estimate while the risk-free interest rate has been determined based on a government bond with maturity closest to option expiration.

During the period 2022, a charge of EUR 1,983k has been recognized at the consolidated statement of income (in General and administrative expenses). To be noted that this amount doesn't reconcile to the statement of changes in equity because it includes an additional accrual of EUR 1 million which does not meet the criteria's under IFRS 2.

9.27. Contingencies and commercial litigations

Organon/Merck patent dispute

Since 2008, Mithra is involved in a legal proceeding against Organon NV (now Merck Sharp and Dohme BV). The proceeding concerns the alleged patent infringement caused by the commercialisation by Mithra and its partner DocPharma BVBA (now Mylan) of a generic drug named Heria. Currently, Organon is claiming for provisional damages of EUR 2,770k including actual loss of profit as well as the reimbursement of cost for establishing the infringement attorney's fees and expert's expenses. A first instance judgement, was rendered on 11 December 2015

that concluded in a partial infringement of Organon's patent. An expert was appointed by Commercial Court to advise on the damages suffered by Organon and Merck because of the partial infringement. A final report of the judicial expert dated November 22, 2019 assessed that damage at EUR 551k. That amount is, however, questionable in the light of several objective factors. The case is pending at the appeal level and the hearing has not yet been fixed.

A provision of EUR 266k has been recorded in the accounts in accordance with management's assessment of the liability that can result.

Conditional payments

For more details on contingent consideration payments, reference is made to section 9.17.3.

The contingent considerations relating to the asset deal Donesta® are not accounted for based on accounting policy 9.2.6.

As the acquisition of Donesta® qualified as an asset deal – because the definition of a business as defined in IFRS 3 was not met – the transaction was measured initially at cost. Subsequently the intangible assets will be measured at their cost less any accumulated amortisation and any accumulated impairment losses. The transaction price further contains several instalments which, since the date of acquisition, are considered as a contingent price based on future performance, hence this measurement is more an attribute of fair value measurement throughout the life of the asset than being representative of the cost model upon initial recognition of the asset. Hence, the contingent payments are disclosed as a contingent liability for an amount of EUR 12,000k, with any liability being re-measured at the end of each reporting period as an adjustment to the cost of intangible assets to the extent that it relates to future reporting periods.

Seqens commercial litigation

Since end of 2022, Mithra is involved in a commercial litigation with its Estetrol supplier, SEQENS and more particularly, with one of the SEQENS' affiliate, which is PCAS. The payments requested during the legal proceedings are formally disputed and part of a broader complex factual situation. As far as it may be necessary, some amounts have been provisioned taken into account all facts known as of today, knowing that the commercial litigation is ongoing without resolution expected before the end of the year. Mithra takes appropriate measures to protect its interests and those of its stakeholders. To mitigate its risks, Mithra has initiated the process of selecting new Estetrol suppliers in a diversification perspective. In such a way, Mithra is taking all necessary measures to secure the continuity of Estetrol's deliveries in the medium and long term.

9.28. Commitments

Collaborative research and development arrangements

In September 2019, Mithra contracted with ICON Plc to manage the pivotal Phase III trial of Donesta® to demonstrate the long-term efficacy and safety of Estetrol in the relief of vasomotor symptoms in postmenopausal and hysterectomized women in the US. The expenses needed to conclude the study are currently forecasted at approximately EUR 5.7 million.

On November 6, 2019, the Company also entered into a contract with ICON Plc for a similar study in Europe and the rest of the world. The expenses needed to conclude the study are currently forecasted at approximately EUR 19 million.

In December 2022, Mithra contracted with ZEG Berlin to manage the PASS study Estelle® requested by the EMA which approved the protocol of the study. This study is conducted to demonstrate that the product has a similar impact as the second-generation pills on VTE (Venous thromboembolism) incidence which is of huge interest for Mithra. The expenses needed to conclude the study are currently forecasted at approximately EUR 40 million.

Straights loans with ING Belgium SA/NV and Belfius Bank NV as well as convertible loans are secured on the businesses of Estetra SRL (Belgium), Novalon SA (Belgium) and Mithra Recherche et Développement SA (Belgium) (and, in the case of the Facilities Agreements, also on the business of the Company), including any existing and future intellectual property rights that are part of those businesses. More specifically about the nature of the guarantees, Straight loans ING & BELFIUS are secured with pledges on receivables, receivable pledge mandates, mortgage

mandates in respect of the office building owned by the Group and by a mandate to pledge on 50% of Estetra's shares in Mayne Pharma.

Regarding commitments and pledges towards financial institutions and banks, please refer to section 9.3. Financial Risk Management – Liquidity Risk.

9.29. Related party transactions

The Company has implemented processes to enable its compliance with provision 7:97 CCA. During this fiscal year 2022, the Company did not carry on a transaction with related parties in accordance with section 7:97 of the companies and association code.

For fiscal year 2022, the related parties with which other transactions have occurred, but who were at the time of the decision or the conclusion of the operations below the materiality threshold as foreseen by provision 7:97 CCA, are as follows:

- YIMA SRL (an entity controlled by François Fornieri, a reference shareholder of the Company and a Director of the Company during part of the reporting period);
- NOSHAQ SA (an entity which is a reference shareholder, and a Director of the Company);
- Le Bocholtz SA (an entity controlled by François Fornieri, a reference shareholder of the Company, Director of the Company during part of the reporting period);
- Eva Consulting SRL (an entity controlled by M. Jean-Michel Foidart), a Director and member of the key management of the Company;
- JAZZ A LIEGE ASBL, (an entity in which Mr Gaëtan Servais (permanent representative of NOSHAQ SA, reference shareholder and director of the Company) acted as Director);
- Eklo ASBL (ex C.I.D.E. – SOCRAN ASBL), an entity in which Mr Gaëtan Servais (permanent representative of NOSHAQ SA, reference shareholder and director of the Company) indirectly acts as Director);
- François Fornieri (permanent representative of YIMA SRL, reference shareholder and director of the Company during part of the reporting period);
- Jean-Michel Foidart (permanent representative of Eva consulting SRL, Director of the Company and member of the key management of the Company).
- Protection Unit SA an entity in which Mr François Fornieri (a reference shareholder of the Company and a Director of the Company during part of the reporting period); is shareholder and where NOSHAQ Partners SCRI (director of the Company) is director.
- SVR Invest SRL (an entity controlled by Stijn Van Rompay, the son of Leon Van Rompay (permanent representative of Van Rompay Management BV, the Chief Executive Officer)
- Dance Hold NV (an entity controlled by Pieter Van Rompay, the son of Leon Van Rompay (permanent representative of Van Rompay Management BV, the Chief Executive Officer)

Transactions between the Company and its subsidiaries, which are related parties, are eliminated in the consolidated accounts and no further information is provided here in this Section. However, the associate Targetome has been included as a related party.

Assets acquired from related parties

In 2022, Mithra did not acquire any assets from related parties.

Assets sold to related parties

In 2022, Mithra did not sell any assets to related parties.

Key management compensation

Refer to the table below for the compensations paid to key management:

Thousands of Euro (€)	*Total*	*Of which CEO*
Basic remuneration	3,193	481
Variable Remuneration	110	-
Group Insurance (pension, invalidity, life)	18	-
Other benefits (car, cell phone, hospitalization)	61	12
Total	**3,382**	**493**

Sales/Purchase of other services and goods

Thousands of Euro (€)	*Type of services*	*2022*	*2021*
Total services rendered to entities controlled by or with significant influence from key management / directors		**18**	**40**
F. Fornieri	Recharge of misc. Expenses	-	40
Gusta SRL	Recharge of misc. Expenses	18	-
Total services purchased from entities controlled by or with significant influence from key management / directors		**2,006**	**1,482**
Alychlo NV	Share lending facility	51	51
Bocholtz	Membership	-	2
Eklo Asbl	Research studies	50	50
Corporate Unit	Services	-	1
Dance Hold nv	Non-executive consulting services	138	-
Millésime Chocolat		1	1
JAZZ A LIEGE ASBL	Sponsoring	125	63
Noshaq SA	Share lending facility	101	101
Protection Unit	Guarding	322	304
SVR Invest SRL	Interest charge	510	267
YIMA SRL	Rental services builiding Foulons	177	141
YIMA SRL	Non-executive consulting services	480	450
YIMA SRL	Share lending facility	51	51

No payment was made during 2022 to ex Uteron shareholders who include, amongst others, Mr F. Fornieri, Mr JM. Foidard and L. Van Rompay, please refer to note 9.17 Financial instruments.

As per IAS 24 definition of "related parties transaction", the Company purchased services in the form of share lending facility from the below reference shareholders. In exchange for their services, the Company has granted warrants to those shareholders in proportion to their sharelending.

- François Fornieri (permanent representative of YIMA SRL, a Director of the Company during part of the reporting period);
- Alychlo NV (en entity controlled by Marc Coucke, a reference shareholder of the Company);
- Noshaq SA (en entity in which Gaetan Servais is permanent representative, a director of the Company)

For more details, please refer to note 9.26 Share-based payments.

Aggregated trade receivable / payable balance due from / to related parties

Thousands of Euro (€)	*2022*	*2021*
Receivables from entities controlled by or with significant influence from key management / directors	6	-
Payables to entities controlled by or with significant influence from key management / directors	740	80
Payables to other related parties	-	-

Loans to or from related parties and other debts from related parties

Thousands of Euro (€)	*2022*	*2021*
Loan from / to entities controlled by key management / directors	-	-

Transactions with non-executive Directors

The total amount of the remunerations and the benefits paid in 2022 to the non-executive directors (in such capacity) was EUR 210,000 (gross, excluding VAT), split as follows:

Name	*Nature*	*Remunerations*	*As member of a committee*	*As chairman of the board*
YIMA SRL	Non-exec	-	-	-
NOSHAQ SA	Non-exec	20,000	5,000	-
Alius Modi SRL	Non-exec	20,000	5,000	-
A. Tounsi	Non-exec	20,000	5,000	-
P. van Dijck	Independent	20,000	5,000	-
A. Cloet	Independent	20,000	-	-
L. Weynants	Independent	20,000	-	-
Selva Luxembourg SA	Non-exec	10,000	2,500	10,000
Sunathim BV	Independent	10,000	2,500	10,000
TicaConsult BV	Independent	20,000	5,000	-

9.30. Events after the reporting period

Post-period, in January 2023, the Company announced the commercial launch of Myring® under the trademark HALOETTE® in the US by Mayne Pharma. As a result, Mithra received an additional milestone payment of EUR 1.6 million. A few weeks later, Mayne Pharma, our partner in charge of the commercialization of Myring® announced that it entered into an agreement with Dr. Reddy's Laboratories SA, a leading multinational pharmaceutical company based in India and overseas, to sell its US retail generics portfolio (i.e. Myring®).

In February 2023, Mithra announced its collaboration with VaRi Bioscience GmbH ("VaRi"), an innovative German biotech company focusing on novel drug delivery approaches in Female Health, for the development of an innovative vaginal ring. Under the terms of this collaboration, Mithra CDMO will be responsible for the development of an innovative long-acting (3 months) estriol (E3)-based vaginal ring indicated for the treatment of vulvovaginal atrophy (VVA), a common condition of thinning, drying and inflammation of the vaginal walls that may occur when estrogen levels drop, for post-menopausal women requiring systemic anti-estrogenic therapy.

Also in February 2023, the Company signed its partnership with its long-term commercial partner, Gedeon Richter, with a licence agreement for the commercialisation of Donesta®, a novel product candidate for the treatment of post-menopausal symptoms. The completion of the agreement followed the signing of the Binding Term Sheet by the

parties end December 2022. The territories covered by the agreement are geographical Europe, the CIS countries, Latin America, Australia and New Zealand. Under the terms of the licence agreement, Mithra is eligible to receive EUR 55 million in upfront payment – among which EUR 50 million were paid upon signature of this license agreement as well as EUR 15 million in additional milestone payments subject to specific regulatory achievements and tiered double-digit royalties depending on net sales' evolution during the 20-year term contract.

On 14 February 2023, a portion of the convertible loans with Highbridge and Whitebox was converted with the issuance of 276,120 new shares. On 14 March 2023, another portion of the loans was converted with the issuance of 482,528 new shares.

In March 2023, the Company announced conclusive data of the preclinical studies conducted in partnership with BCI Pharma, an innovative bio-pharmaceutical company, on inhibitors of tyrosine kinases, a new development axis notably indicated in the treatment of many pathologies including endometriosis, oncology and inflammatory disorders. BCI Pharma owns a proprietary kinase technology platform and focuses on small molecule drug discovery.

In March 2023, Mithra announced positive safety top-line results from Donesta® Phase III Study in North America for the treatment of vasomotor symptoms in post-menopausal women. As consistently demonstrated in previous E4 studies, these results supported overall good safety profile of Mithra's next generation Estetrol (E4)-based product candidate and will further support the filing with US regulatory agency anticipated by end of H1 2023. In Europe, the study (C301) is still ongoing and primary safety data are anticipated for H1 2024 with a market authorization expected for H1 2025, which should allow Mithra's ambition to achieve marketing authorization for Donesta® in H1 2024 for the United States and in H1 2025 for Europe.

In the course of March 2023, the Company's Board of directors announced that the selection and nomination of a new CEO was progressing. The official announcement sharing the appointment of David H. Solomon as head of the Company was made on April 4th.

In May 2023, the mandates of the Board members will expire and will therefore be discussed on May 25th during the upcoming Ordinary General Meeting. To this date, the selection process is ongoing. Mithra aims to add new profiles whose expertise and competence in the pharmaceutical and financial sector will contribute to ensure the quality and relevance of the directions taken in the development and commercialization of its products.

There were no other subsequent events that occur between 2022 year-end and the date when the financial statements have been authorized by the Board for issue.

9.31. Mithra Pharmaceuticals companies consolidation scope

Mithra Pharmaceuticals SA is the parent company with its registered office at Rue Saint-Georges 5, 4000 Liège, Belgium.

9.31.1. Subsidiaries

The Group's financial statements consolidate those of the following undertakings[6] :

The Company has the following subsidiaries		*2022 ownership %*	*2021 ownership %*
Mithra Recherche et Développement SA		**100%**	**100%**
Registered office	Rue Saint-Georges 5 4000 Liège		
Incorporation Date	6/13/2013		
Company registration n°	534.909.666		
Neuralis SA		**100%**	**100%**
Registered office	Rue Saint-Georges 5 4000 Liège		
Incorporation Date	1/7/2013		
Company registration n°	0535.840.470		
Mithra Lëtzebuerg SA		**100%**	**100%**
Registered office	Boulevard de la Petrusse 124, L-2330 Luxembourg		
Incorporation Date	12/27/2012		
Company registration n°	LU25909011		
Mithra Pharmaceuticals CDMO SA		**100%**	**100%**
Registered office	Rue Saint-Georges 5 4000 Liège		
Incorporation Date	41438		
Company registration n°	534.912.933		
Mithra Pharmaceuticals GmbH		**In the process of liquidation**	**In the process of liquidation**
Registered office	Promenade 3-9 Raumm 22 DE - 52076 Aachen Germany		
Incorporation Date	12/27/2013		
Company registration n°	DE 295257855		
WeCare Pharmaceuticals BV		**100%**	**100%**
Registered office	Lagedijk 1-3, NL -1541 KA Koog aan de Zaan		
Incorporation Date	9/23/2013		
Company registration n°	NL08165405B01		
Novalon SA		**100%**	**100%**
Registered office	Rue Saint-Georges 5 4000 Liège		
Incorporation Date	11/17/2005		
Company registration n°	877.126.557		

[6] Please note that the shareholding percentage is considered at a consolidated level. Therefore, the 100% are held by the Company or one of its subsidiaries.

Estetra SRL		**100%**	**100%**
Registered office	Rue Saint Georges, 5 4000 Liège		
Incorporation Date	1/9/2009		
Company registration n°	818.257.356		
Donesta Bioscience BV		**100%**	**100%**
Registered office	Boslaan 11 3701 CH Zeist The Netherlands		
Incorporation Date	12/23/2011		
Company registration n°	54167116		

9.31.2. Associates

The following associate is accounted for using the equity method in the Group's financial statements:

The Company has the following associate		*2022 ownership %*	*2021 ownership %*
Targetome SA			
Registered office	Avenue Pré-Aily 4, 4031 Angleur	25,13%	25,13%
Incorporation Date	7/15/2010		
Company registration n°	827,564,705		

The Company has decided to terminate the companies' activities and to initiate the legal proceedings related to the liquidation of the company so that its value was derecognized. Measures are being taken in this direction.

9.32. Disclosure audit fees

In Euro (€)	
Auditor's fees for statutory and consolidated financial statements	173,800
Fees for exceptional services or special missions (audit related)	20,902
Tax consultancy (audit related)	-
Fees for exceptional services or special missions (external to audit)	-
Tax consultancy (external to audit)	14,323
Total	**209,025**

9.33. Condensed statutory financial statements of Mithra Pharmaceuticals SA

In accordance with Art. 3:17 of the CCA, the condensed statutory standalone financial statements of Mithra Pharmaceuticals SA are presented. These condensed statements have been drawn up using the same accounting principles for preparing the complete set of statutory financial statements of Mithra Pharmaceuticals SA at and for the year ending 31 December 2022 in Belgian GAAP.

The statutory auditor, BDO Réviseurs d'entreprises, has issued a clean audit opinion on the statutory financial statements as at 14 April 2023.

The management report, the statutory financial statements of Mithra Pharmaceuticals SA and the report of the statutory auditor will be filed with the appropriate authorities and are available at the Company's registered offices.

Thousands of Euro (€)

Asset	*2022*	*2021*
Fixed assets	**356,713**	**149,959**
Intangible fixed assets	1,003	1,254
Tangible fixed assets	1,360	1,718
Financial fixed assets	354,350	146,986
Current assets	**156,935**	**310,112**
Other long term receivables	43	55
Inventories	-	-
Trade and other receivables	126,532	289,428
Cash at bank and in hand	27,599	17,043
Deferred charges and accrued income	2,761	3,587
Total assets	**513,649**	**460,071**

Thousands of Euro (€)

Liabilities	*2022*	*2021*
Equity	**290,234**	**249,882**
Capital	41,228	32,250
Share premium account	412,510	338,594
Reserves	598	598
Accumulated losses	(164,102)	(121,560)
Provisions	**266**	**266**
Amounts payable after more than one year	**169,539**	**159,273**
Current liabilities	**51,476**	**50,384**
Current portion of long term debts	11,093	6,178
Amounts payable within one year	40,383	44,207
Deferred charges and accrued income	2,134	266
Total Liabilities	**513,649**	**460,071**

Thousands of Euro (€)

Summary income statement	*2022*	*2021*
Operating income	**23,565**	**15,855**
Turnover	23,278	15,677
Other operating income	286	178
Operating charges	**(24,003)**	**(14,047)**
Cost of goods sold	(83)	(142)
Services and other goods	(19,232)	(10,037)
Remuneration, social security costs and pensions	(4,016)	(3,223)
Depreciations of and amounts written off formation expenses, intangible and tangible fixed assets	(533)	(601)
Other operating charges	(140)	(43)
Operating profit	(439)	1,808
Financial result	**(39,520)**	**(2,680)**
Financial income	22,290	4,819
Non recurrent financial income	5,115	-
Recurrent financial charges	(10,267)	(7,154)
Non recurrent financial charges	(56,658)	(345)
Profit/(loss) for the year before taxes	**(39,959)**	**(872)**
Taxes	(2,583)	(12)
Profit (loss) for the period available for appropriation	**(42,542)**	**(884)**

Thousands of Euro (€)

Capital statement	*2022*	*2021*
A. Capital		
1. Issued capital		
- At the end of the previous year	32,250	31,271
- Changes during the year	8,978	979
- At the end of this year	41,228	32,250
2. Capital representation		
2.1 Shares without par value		
- Bearer and dematerialised	56,314,974	44,051,259
B. Own shares	-	-
C. Commitmentes to issue shares	-	-
D. Autorised capital not issued	-	-

9.34. Alternative performance measures

Mithra decided to use some alternative performance measures (APMs) that are not defined in IFRS but that provide helpful additional information to better assess how the business has performed over the period. Mithra decided to use REBITDA and EBITDA in order to provide information on recurring items, but those measures should not be viewed in isolation or as an alternative to the measures presented in accordance with IFRS.

REBITDA is an alternative performance measure calculated by excluding the non-recurring items and the depreciation & amortization from EBIT (loss from operations) from the consolidated statement of profit or loss prepared in accordance with IFRS. The Group considers share-based payments as non-recurring item above EBITDA.

EBITDA is an alternative performance measure calculated by excluding the depreciation and amortization from EBIT (loss from operations) from the consolidated statement of profit or loss prepared in accordance with IFRS.

Financial Highlights (management figures) are presented as follows in the first part of this annual report :

	Year ended 31 December	
Thousands of Euro (€)	*2022*	*2021*
Revenue	66,997	22,668
Cost of sales	(19,112)	(15,724)
Gross profit	47,886	6,945
Research and development expenses	(53,668)	(76,577)
General and administrative expenses	(11,707)	(10,021)
Selling expenses	(2,029)	(1,541)
Other operating income	7,196	4,809
REBITDA	(12,322)	(76,385)
Share-based payments expenses	(1,983)	(1,065)
EBITDA	(14,305)	(77,450)
Depreciation	(11,940)	(10,426)
Non-recurring items	-	-
Loss from operations	(26,245)	(87,875)
Change in fair value of contingent consideration payable	28,335	(19,265)
Net fair value gains/(losses) on financial assets at fair value through profit or loss	-	(6,351)
Financial income	9,852	2,838
Financial expenses	(23,422)	(13,116)
Loss before taxes	(11,480)	(123,769)
Income taxes	(48,139)	6,895
NET LOSS FOR THE PERIOD	**(59,620)**	**(116,875)**

Please refer to the table below for the reconciliation to loss from operations as presented within consolidated statement of profit or loss :

	Year ended 31 December	
Thousands of Euro (€)	*2022*	*2021*
Loss from operations	(26,245)	(87,875)
Depreciation	11,940	10,426
Share-based payments	1,983	1,065
REBITDA	**(12,322)**	**(76,385)**
Share-based payments	(1,983)	(1,065)
EBITDA	**(14,305)**	**(77,450)**

mithra
Women's Health

Rue Saint-Georges 5
4000 Liège
Belgium
+32 4 349 28 22
info@mithra.com

www.mithra.com