

THERAVET
Public limited liability company

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CONVENING LETTER TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF 2 JUNE 2022

The board of directors has the honor to convene the shareholders and warrant holders of TheraVet SA (the "**Company**") to attend the ordinary general meeting to be held on **2 June 2022 at 5pm (CET)** at 1070 Brussels, Allée de la Recherche 12, the agenda of which is given below.

1. Deliberation on the annual report of the board of directors for the financial year ended on 31 December 2021 and on the report of the statutory auditor for the financial year ended on 31 December 2021

Comment on this agenda item: The board of directors requests the general meeting of shareholders to take note of the board of directors' annual report for the financial year ended on 31 December 2021 and the statutory auditor's report for the financial year ended on 31 December 2021.

2. Deliberation and approval of the annual accounts for the financial year ended on 31 December 2021 and the allocation of the result as proposed by the board of directors in its annual report

Proposal of resolution: The meeting decides to approve the annual accounts for the financial year ended on 31 December 2021 and the allocation of the result as proposed by the board of directors in its annual report.

3. Discharge to the directors

Proposal of resolution: The meeting decides to grant discharge to the following directors for the exercise of their mandate during the financial year ended on 31 December 2021:

- *Simon Wheeler, Chairman;*
- *INNOVATION FUND SA, represented by André Ostachkov;*
- *EEBIC VENTURES SA, represented by Mohamed Lotfi Yelles Chaouche;*
- *NESYA GORIS LIFESCIENCES CONSULTING BV, represented by Nesyia Goris;*
- *ENRICO BASTIANELLI SRL represented by Enrico Bastianelli;*
- *CAPITAL & CROISSANCE SC, represented by Jean-Philippe Mathieu;*
- *Julie Winand.*

4. Discharge to the statutory auditor

Proposal of resolution: The meeting decides to grant discharge to the statutory auditor SC PwC Réviseurs d'Entreprises, having its registered office at 1932 Sint-Stevens-Woluwe, Woluwedal 18, Belgium, duly represented by Patrick Mortroux, for the exercise of its mandate during the financial year ended on 31 December 2021.

5. Confirmation of the appointments of the directors co-opted by the board of directors on 14 December 2021 and renewal of their mandate

Proposal of resolution: The meeting decides to confirm the appointments of the directors co-opted by the board of directors on 14 December 2021, namely NESYA GORIS LIFESCIENCES CONSULTING BV, represented by Nesyia Goris, and Simon Wheeler.

The meeting then decides to renew the mandates of these co-opted directors for a period of 4 years, i.e. until the ordinary general meeting approving the accounts for the financial year ending on 31 December 2025.

The mandate of these directors will be remunerated.

6. Deliberation on the proposal of the board of directors on the confirmation of the appointment of Vel-Vet AH Consulting SAS as director

Proposal of resolution: The meeting decides to confirm the appointment of the simplified limited company incorporated under the laws of France VEL-VET AH CONSULTING, represented by Christian Schirvel, as director of the Company for a term of 4 years, i.e. until the ordinary general meeting approving the accounts for the financial year ending on 31 December 2025.

The mandate of this director will be remunerated.

7. Renewal of the mandate of the statutory auditor

Proposal of resolution: Following the expiration of the mandate as statutory auditor of SC PwC Réviseurs d'Entreprises, having its registered office at 1932 Sint-Stevens-Woluwe, Woluwedal 18, Belgium, duly represented by Patrick Mortroux, at the present meeting, the meeting decides to renew its mandate as statutory auditor for a period of 3 years, which will expire directly after the ordinary general meeting approving the accounts for the financial year ending on 31 December 2024, and to fix its annual emoluments for the first financial year at EUR 22,000 (excluding VAT). Furthermore, the meeting approves the amount of the statutory auditor's annual fee for the financial year ending on 31 December 2021 at EUR 22,000 (excluding VAT).

8. Power of attorney

Proposition of resolution: The meeting decides to grant a proxy to Julie Winand, director; and/or Me Adrien Lanotte, and/or Me Bjorn Delmoitié, and/or Me Antoine Clerbaux, and/or to any lawyer of the firm Harvest, or to each member of the board of directors of the Company, acting alone, each with power of substitution, in order to issue, execute and sign all documents, instruments, steps and formalities and to give all necessary or useful instructions to execute the aforementioned decisions, including, but not limited to, the formalities for filing with the National Bank of Belgium the annual accounts and the consolidated annual accounts closed on 31 December 2021, the annual reports and the auditor's report relating thereto and the realization of the necessary publication formalities, including the publication in the annexes to the Belgian Official Gazette of the abovementioned decisions.

RECOMMANDATION

The board of directors is recommending that the shareholders approve each of the foregoing proposals.

QUORUM AND MAJORITY

Quorum requirement: No quorum is required for the agenda items of the ordinary shareholders' meeting.

Vote and majority: Each share gives right to one vote. The proposed resolutions of the ordinary shareholders' meeting shall be adopted by a simple majority of the votes validly casted by the shareholders. Pursuant to the Article 7:135 of the Companies and Associations Code, the holders of warrants have the right to participate to the shareholders' meeting, but only with a consultation right.

PARTICIPATION IN THE MEETING

Covid-19 measures

The Company will grant access to the meeting room to shareholders only to the extent permitted in light of the measures taken by the authorities as applicable on the meeting's date. The Company is monitoring the situation closely and will disclose all relevant information and additional measures impacting the shareholders' meeting on its website. However, the Company strongly encourages the shareholders to limit their physical presence and to vote through proxy (pursuant to the procedure described below).

Admission requirements

The right to participate in the general meeting of shareholders and to vote is subject to the prior accounting registration of the shares under the shareholder's name on 19 May 2022 at midnight (Belgian time) (the "**Record Date**"), either by way of registration on the Company's share register, or either by way of registration in book entry form in an account held with a settlement institution or a certified account holder, without taking into account the number of shares held by the shareholder at the day of the general meeting.

The day and time referred to above shall constitute the Record Date. Only persons who are shareholders on the Record Date are entitled to attend and vote at the general meeting.

A certificate is delivered to the shareholder by the settlement institution or certified account holder which certifies the number of dematerialised shares registered in its accounts under the name of the shareholder on the Record Date, for which the shareholder has expressed its intention to participate in the general meeting.

The shareholder indicates his intention to participate in the general meeting by 27 May 2022 at the latest. This must be done by email to julie.winand@thera.vet, or by mail marked for the attention of TheraVet SA, Mrs. Julie Winand, *Chief Corporate Officer*, Avenue Jean Mermoz, 32/1, 6041 Gosselies.

The holders of warrants have the right to attend the general meeting, subject to them fulfilling the shareholders' admission conditions.

Right to ask questions

Shareholders may ask questions in writing before the meeting, concerning the report of the Board of Directors or the agenda of the meeting. The Company will answer the questions during the meeting.

The questions can be sent prior to the general meeting by email to the address julie.winand@thera.vet, or by mail marked for the attention of TheraVet SA, Mrs. Julie Winand, *Chief Corporate Officer*, Avenue Jean Mermoz, 32/1, 6041 Gosselies.

Those questions must be received by the Company on 27 May 2022 at 17h00 (CET) at the latest.

Further information relating to the abovementioned right and the modalities for exercising them are available on the Company's website (www.thera.vet).

Proxies

Any shareholder who wishes to vote at the meeting shall be represented by the proxy holder determined by the Company.

Shareholders wishing to be represented must use the proxy form established by the board of directors. The proxy form may be obtained on the Company's website (www.thera.vet) or upon request at the Company's registered office, or by email to julie.winand@thera.vet.

The original form signed on paper form must be received by the Company on 27 May 2022 at 17h00 (Belgian time) at the latest. This form may be communicated to the Company by mail marked for the attention of TheraVet SA, Mrs. Julie Winand, *Chief Corporate Officer*, Avenue Jean Mermoz, 32/1, 6041 Gosselies, or by email to julie.winand@thera.vet provided that the last communication is signed by electronic signature, in accordance with applicable Belgian legislation. Shareholders are invited to follow the instructions set out in the proxy form in order to be validly represented at the meeting.

Shareholders wishing to be represented must comply with the registration and confirmation procedure described above.

Available documents

All documents concerning the general meeting that are required by law to be made available to shareholders may be consulted on the Company's website (www.thera.vet) as from 12 May 2022.

As from the same date, shareholders have the right to consult these documents on business days and during normal office hours, at the Company's registered office and/or, upon display of their securities, obtain copies of these documents free of charge.

Requests for copies may also be made, free of charge, by mail (writing) marked for the attention of Mrs. Julie Winand, *Chief Corporate Officer*, Avenue Jean Mermoz, 32/1, 6041 Gosselies, or by email to julie.winand@thera.vet.

The board of directors

Annexes