

THERAVET
Public limited liability company

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**CONVENING LETTER TO THE EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS OF OCTOBER 17th, 2024**

The board of directors has the honor to convene the shareholders and warrant holders of TheraVet SA (the “*Company*”) to attend the extraordinary general meeting to be held on **October 17th, 2024 at 10am (CET)** at Berquin offices, located 11 avenue Lloyd George, 1000 Bruxelles, the agenda of which is given below.

A. Alarm bell procedure

- 1. Acknowledgement of the fact that the net assets of the Company are less than one-quarter of the capital - Acknowledgement of the report of the board of directors on the proposed measures to ensure the continuity of the Company, drafted pursuant to article 7:228 of the Belgian Companies and Associations Code (“BCAC”), i.e. the Capital Increase In Kind (as defined below).**

Comment on this agenda item: The board of directors requests the general meeting of shareholders to take note of the report of the board of directors on the proposed measures to ensure the continuity of the Company, drafted pursuant to article 7:228 of BCAC.

- 2. Decision on the continuity of the Company’s activities and on the suggested measures to ensure the continuity of the Company.**

Proposal of resolution: The meeting decides to approve the continuity of the Company’s activities.

B. Capital Increase in Kind

- 3. Acknowledgement of the following reports with respect to the Capital Increase in Kind:**
 - a. Report of the board of directors setting out the interest for the Company of the contribution in kind and including a description and reasoned valuation of the contribution, as well as the justification of the issuance price and a description of the consequences of the operation on the shareholders' economic and ownership rights, drafted pursuant to articles 7:179, §1, first paragraph, and 7:197, §1, first paragraph, BCAC; and**
 - b. Report of the statutory auditor examining the description made by the board of directors of the contribution in kind, the valuation adopted, the valuation methods applied and evaluating whether the financial and accounting data described in the report of the board of directors are true and sufficient, drafted pursuant to articles 7:179, §1, second paragraph, and 7:197, §1, second paragraph, BCAC.**

Comment on this agenda item: The board of directors requests the general meeting of shareholders to take note of:

- a. the report of the board of directors setting out the interest for the Company of the contribution in kind and including a description and reasoned valuation of the contribution, as well as the justification of the issuance price and a description of the consequences of the operation on the**

shareholders' economic and ownership rights, drafted pursuant to articles 7:179, §1, first paragraph, and 7:197, §1, first paragraph, BCAC; and

- b. the report of the statutory auditor examining the description made by the board of directors of the contribution in kind, the valuation adopted, the valuation methods applied and evaluating whether the financial and accounting data described in the report of the board of directors are true and sufficient, drafted pursuant to articles 7:179, §1, second paragraph, and 7:197, §1, second paragraph, BCAC.

- 4. Capital increase up to maximum 14,000,000.00 EUR through the issuance of shares of the same kind and having the same rights and advantages as of the existing shares and participating in the profits pro rata temporis from the date of subscription (the “Capital Increase in Kind”). The new shares will be allocated to the Contributor (as defined below) as a consideration for the contribution of tangible and intangible assets, as described by the Appendix 1 of the report of the board of directors referred to under point 3.a. above (the “Contributed Assets”). The new shares will be 100% paid-up.**

Proposal of resolution: The meeting decides to approve the capital increase up of 14,000,000.00 EUR through the issuance of shares of the same kind and having the same rights and advantages as of the existing shares and participating in the profits pro rata temporis from the date of subscription. The meeting decides that the new shares will be allocated to H4 ORPHAN PHARMA, a private limited company under French law, with its registered office located at 10 Avenue du Maréchal Foch, 21000 Dijon, and registered under the SIREN number 821 279 734 (the “Contributor”) as a consideration for the contribution of tangible and intangible assets, as described by the Appendix 1 of the report of the board of directors referred to under point 3.a. of the agenda (the “Contributed Assets”).

- 5. Subscription to and full paying-up of the new shares.**

Comment on this agenda item: The board of directors requests the general meeting of shareholders to take note of the subscription by the Contributor of the new shares issued against the contribution in kind of the Contributed Assets by the Contributor.

- 6. Acknowledgement of the effective completion of the Capital Increase in Kind.**

Proposal of resolution: The meeting acknowledges and requests the notary to formally certify the effective completion of the aforementioned additional contribution.

- 7. Amendment to article 5 of the articles of association to reflect the decisions adopted.**

Proposal of resolution: The meeting decides to adopt a new version of the articles of association in order to amend Article 5, bringing the articles of association into compliance with the effective completion of the aforementioned additional contribution and the concurrent issuance of new shares.

C. Authorized capital

- 8. Acknowledgement of the special report of the board of directors describing (i) the specific circumstances in which the authorized capital can be used and (ii) the objectives pursued, drafted pursuant to article 7:199 BCAC.**

Comment on this agenda item: The board of directors requests the general meeting of shareholders to take note of the report of the board of directors describing (i) the specific circumstances in which the authorized capital can be used and (ii) the objectives pursued, drafted pursuant to article 7:199 BCAC.

- 9. Authorization to the board of directors, for a renewed five year-term starting from the date of the publication of the present amendment to the articles of association in the Appendices to the Belgian State Gazette, to increase, in one or several issuances, the capital of the Company for a maximum amount of 2,500,000.00 EUR (any issuance premium excluded), in accordance with the terms and conditions set forth in the special report of the board of directors drafted pursuant to article 7:199 BCAC.**

Proposal of resolution: The assembly resolves to grant the board of directors the authority to issue new shares, convertible bonds, or subscription rights, up to a maximum amount of EUR 2,500,000.00, in accordance with Article 7:199 of the Companies and Associations Code and pursuant to the terms and conditions set forth in the new proposed version of Article 6 of the articles of association and in the report of the board of directors drafted pursuant to article 7:199 BCAC .

- 10. Amendment to article 6 of the articles of association to reflect the decisions adopted.**

Proposal of resolution: The meeting decides to adopt a new version of the articles of association in order to amend Article 6 as follows:

“6.1 The Board of Directors is authorised to increase the subscribed capital of the company on one or more occasions by up to EUR 2,500,000.00 excluding issue premium, in accordance with the dates and procedures determined by the Board of Directors, for a period of five years from the date of publication in the Annexes to the Belgian Official Gazette of an extract from the minutes of the Extraordinary General Meeting held on [x].

This authorisation is renewable under the conditions laid down by law.

The Board of Directors is authorised to increase the capital as described above, both by cash contributions or, within the limits and under the conditions laid down by law, by contributions in kind, and by capitalisation of available or unavailable reserves or of the ‘share premium’ account. In the latter case, the increase may take place with or without the issue of new shares. The capital increase under the authorised capital may also be effected by issuing convertible bonds or subscription rights - whether or not attached to another security - which may give rise to the creation of shares in accordance with the applicable legal provisions. In the event of a capital increase or the issue of convertible bonds or subscription rights, the Board of Directors is authorised, in the interests of the Company, to restrict or cancel the preferential rights provided for by the applicable legal provisions, including in favour of one or more specific persons, whether or not they are members of the staff of the Company or its subsidiaries.

6.2 Where the capital increase decided by the Board of Directors includes an issue premium, the amount thereof shall, after deduction of any expenses, be allocated to an unavailable account which shall constitute, with respect to the capital, a guarantee for third parties and may only be reduced or cancelled by a decision of the General Meeting ruling under the quorum and majority conditions required for a capital reduction, without prejudice to the right of the Board of Directors to incorporate the said account into the capital as provided for in 6.1 above.

6.3 Pursuant to a resolution of the Extraordinary General Meeting of shareholders held on [x], the Board of Directors may also use the authorisations set out above after the Company has received a communication from the “Autorité des services et marchés financiers” within three years of the date of the aforementioned Extraordinary General Meeting, that the Company has received notice of a takeover bid for the Company, by cash contributions limiting or eliminating shareholders' preferential rights (including in favour of one or more specific persons who are not employees of the Company or its subsidiaries) or by contributions in kind, with the issue of shares, warrants or convertible bonds, in compliance with the applicable legal provisions.

6.4 The Board of Directors is authorised, with power of substitution, to amend the articles of association at the time of each capital increase carried out within the framework of the authorised capital, in order to adapt to the new situation of the capital and the shares.”

D. Resignation and appointment of directors

11. Resignation of directors.

Comment on this agenda item: The board of directors requests the general meeting of shareholders to take note of the resignation of the following directors, as of the date of the present general assembly:

- Simon Wheeler;
- Nesya Goris LifeSciences Consulting SRL;
- ENRICO BASTIANELLI SRL, represented by Enrico Bastianelli.
- Fataki SRL;

Proposal of resolution: The meeting decides to grant provisional discharge to the resigning directors for the exercise of their mandate for the period starting from January 1st, 2024 until the date of the present general assembly.

12. Appointment of directors.

Proposal of resolution: The meeting decides to appoint as of the date of the present general assembly the following directors, for a duration of 3 years, i.e. until the ordinary general meeting approving the accounts for the financial year ended on December 31st, 2026:

- Gaëtan TERRASSE;
- Catherine BUR;
- Emmanuel HYUNH ;
- ENRICO BASTIANELLI SRL, represented by Enrico Bastianelli.

E. Change of company name

13. Change of company name to EGEIRO PHARMA.

Proposal of resolution: The General Meeting resolves to change the Company's name to "EGEIRO PHARMA".

14. Amendment of Article 1 of the Articles of Association to bring it into line with the decision taken.

Proposal of resolution: The General Meeting resolves to adopt a new version of the statutes to amend Article 1 as follows:

'The company has adopted the legal form of a public limited liability company. It is called 'Egeiro Pharma'.

F. Powers

15. Power for the coordination of the articles of association.

Proposal of resolution: The assembly grants the undersigned notary, or any other notary and/or associate of the firm, full powers to draft the coordinated version of the Company's articles of association, sign it, and file it in the electronic database designated for this purpose, in accordance with the applicable legal provisions.

16. Power to the board of directors for the implementation of the decisions adopted.

Proposal of resolution: The assembly grants full authority to the board of directors to execute the preceding resolutions.

17. Power for the formalities.

Proposition of resolution: The meeting decides to grant a proxy to Me Adrien Lanotte, and/or Me Bjorn Delmoitié, and/or Me Guillaume Sauvage, and/or Me Antoine Clerbaux, and/or Me Elise Hamesse 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 realization of the necessary publication formalities, including the publication in the annexes to the Belgian Official Gazette of the abovementioned decisions.

RECOMMENDATION

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

VOTE, MAJORITY AND QUORUM REQUIREMENT

Quorum requirement:

The items on the agenda of the Extraordinary General Meeting will be submitted to a meeting by deed. For the Extraordinary General Meeting to validly deliberate on items 3 to 10, 13 and 14, a quorum of at least half of the share capital must be present or represented. If this quorum requirement is not met, a new meeting of the Extraordinary General Meeting with the same agenda (including items 1, 2, 11, 12 and 15 to 17) will be held on 28 October 2024 at 10 a.m., which may validly deliberate without the aforementioned quorum being met.

Vote and majority:

Each share carries one vote.

Resolutions proposed under items A, D and F of the agenda for the Extraordinary General Meeting are passed by a simple majority (1/2) of the votes validly cast by the shareholders.

Resolutions proposed under items B, C and E of the agenda for the Extraordinary General Meeting shall be passed by a majority of three quarters (3/4) of the votes validly cast by the shareholders.

In accordance with Article 7:135 of the Companies and Associations Code, holders of warrants have the right to participate in the General Meeting, but only with a right of consultation.

PARTICIPATION IN THE MEETING

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 October 3rd, 2024 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 October 11th, 2024 at the latest. This must be done by email to investors@thera.vet, or by mail marked for the attention of TheraVet SA, M. Enrico Bastianelli, *Chief Executive 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 board of directors will answer the questions during the meeting.

The questions can be sent prior to the general meeting by email to investors@thera.vet, or by mail marked for the attention of TheraVet SA, M. Enrico Bastianelli, *Chief Executive Officer*, Avenue Jean Mermoz, 32/1, 6041 Gosselies.

Those questions must be received by the Company on October 11th, 2024 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 investors@thera.vet.

The original form signed on paper form must be received by the Company on October 11th, 2024 at 5pm (CET) at the latest. This form may be communicated to the Company by mail marked for the attention of TheraVet SA, M. Enrico Bastianelli, *Chief Executive Officer*, Avenue Jean Mermoz, 32/1, 6041 Gosselies, or by email to investors@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 September 30th, 2024.

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 M. Enrico Bastianelli, *Chief Executive Officer*, Avenue Jean Mermoz, 32/1, 6041 Gosselies, or by email to investors@thera.vet.

The board of directors