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PRESS RELEASE

REGULATED INFORMATION - INSIDE INFORMATION

30 May 2018, 16:05 CET



## MITHRA LAUNCHES CAPITAL INCREASE BY MEANS OF A PRIVATE PLACEMENT VIA AN ACCELERATED BOOKBUILD OFFERING

**Liège, Belgium, 30 May 2018 16:05 CET** – Mithra Pharmaceuticals SA (the "Company" or "**Mithra**"), a company specialized in Women's Health (Euronext Brussels: MITRA), announces the launch of a capital increase of approximately EUR 60 million by means of a private placement via an accelerated bookbuild offering (the "**Private Placement**"), with the possibility to increase the size of the Private Placement to up to 3,880,440 new shares in total (representing up to approximately 11% of the Company's issued share capital).

Mithra intends to use the net proceeds of the Private Placement to:

- Fund optimal clinical development for the Company's key assets:
  - Financing of the post-Phase III regulatory steps for the oral contraceptive Estelle, results of which are expected in Q3 2018-Q1 2019;
  - Initiation of the Phase III development program for Donesta, Mithra's VMS product candidate, with the rapid advancement of the preparatory/bridging studies followed by the initiation of recruitment for the Donesta Phase III trials. In order to maximize the market potential of Donesta, Mithra intends to launch both an E4 alone trial and a combination trials (E4 + progestin);
- Give the Company increased strategic and financial flexibility to further progress partnering discussions for the commercialization of Estelle and (co)development of Donesta; and
- Fund general corporate purposes.

The Company's cash and cash equivalents at December 2017 amounted to approximately EUR 36.2 million. Mithra intends to continue to strengthen its working capital and to fund its operations through future business development agreements. In particular, Mithra intends to seek partners for its E4-based and Complex Therapeutics programs for worldwide commercialization. The Company is currently identifying potential partners, and discussions are expected to ramp up in view of the significant potential of its programs to transform options for women in the large and fast-growing segments of potentially safer and more convenient contraceptives and hormone therapy solutions.

The accelerated bookbuild offering will commence immediately. The Company will announce the results of the Private Placement as soon as possible after closing of the bookbuild in a subsequent press release (including the final number of New Shares and the Offer Price).

Trading in Mithra shares on Euronext Brussels will be suspended during the bookbuilding period. Trading in the shares is expected to resume following the publication of the results of the Private Placement.

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KBC Securities and Kempen are acting as Joint Bookrunners and Belfius Bank acts as Lead Manager in cooperation with Kepler Cheuvreux in the Private Placement.

As a strategic investment in Mithra, Selva Luxembourg S.A., a Luxembourg-based investor affiliated to Mr. Christian Moretti, intends to submit an order for an amount of EUR 15 million. Mr. Moretti is the former Chairman of PCAS (France), a leading manufacturer of complex molecules with whom Mithra has a long-standing collaboration in connection with Mithra's patented E4 synthesis process. The Private Placement is open to institutional investors and such other investors as permitted under applicable private placement exceptions. Any final allocation to Selva Luxembourg S.A. and participating investors, as the case may be, will be made based on customary, objective and pre-identified criteria. No guarantee has been given as to the final allocation to Selva Luxembourg S.A. or other investors that any allocation will be made to them, or as to the size of any such allocation.

In relation to the Private Placement, the Company has agreed with the Joint Bookrunners to a market customary 150-days standstill period on future share issuances, waivable by the Joint Bookrunners and subject to customary exceptions.

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#### **About Mithra**

Mithra (Euronext: MITRA) is dedicated to providing innovation and choice in Women's Health, with a particular focus on fertility, contraception and menopause. Mithra's goal is to develop new and improved products that meet women's needs for better safety and convenience. Its two lead development candidates – a fifth generation oral contraceptive Estelle® and next-generation hormone therapy Donesta® - are built on Mithra's unique natural estrogen platform, E4 (Estetrol). Mithra also develops, manufactures and markets complex therapeutics and offers partners a complete spectrum of research, development and specialist manufacturing at its CDMO.

Mithra was founded in 1999 as a spin-off from the University of Liège by Mr. François Fornieri and Prof. Dr. Jean-Michel Foidart. Mithra is headquartered in Liège, Belgium. Further information can be found at: [www.mithra.com](http://www.mithra.com)

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*This communication is not a prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC and amendments thereto, including Directive 2010/73/EU, to the extent implemented in the relevant Member State of the EEA) and any implementing measure in each relevant Member State of the EEA (as defined below) (the 'Prospectus Directive'). This communication cannot be used as basis for any investment agreement or decision. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing the entire amount invested. Persons considering making such investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the securities referred to herein.*

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*An offer of securities to which this announcement relates is only addressed to and directed at persons in member states of the European Economic Area ('EEA') who are 'qualified investors' within the meaning of Article 2(1)(e) of the Prospectus Directive ('Qualified Investors'), or such other investors as shall not constitute an offer to the public within the meaning of Article 3.2 of the Prospectus Directive. In addition, any offer of securities to which this announcement relates is in the United Kingdom being distributed only to, and is directed only at, (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the 'Order'), (ii) high net worth entities etc. falling within Article 49(2)(a) to (d) of the Order, and (iii) any other person to whom it may otherwise lawfully be communicated (all such persons together being referred to as 'relevant persons'). The offering of securities to which this announcement relates will only be available to, and any invitation, offer or agreement to subscribe for, purchase, or otherwise acquire securities will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents.*

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*Certain statements, beliefs and opinions in this announcement are forward-looking, which reflect the Company's or, as appropriate, the Company directors' or management's current expectations and projections concerning future events such as the Company's results of operations, financial condition, liquidity, performance, prospects, growth, strategies and the industry in which the Company operates. By their nature, forward-looking statements involve a number of risks, uncertainties, assumptions and other factors that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements. These risks, uncertainties, assumptions and factors could adversely affect the outcome and financial effects of the plans and events described herein. A multitude of factors including, but not limited to, changes in demand, competition and technology, can cause actual events, performance or results to differ significantly from any anticipated development. Forward-looking statements contained in this announcement regarding past trends or activities are not guarantees of future performance and should not be taken as a representation that such trends or activities will continue in the future. In addition, even if actual results or developments are consistent with the forward-looking statements contained in this announcement, those results or developments may not be indicative of results or developments in future periods. No representations and warranties are made as to the accuracy or fairness of such forward-looking statements. As a result, the Company expressly disclaims any obligation or undertaking to*

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*release any update or revisions to any forward-looking statements in this announcement as a result of any change in expectations or any change in events, conditions, assumptions or circumstances on which these forward-looking statements are based. Neither the Company nor its advisers or representatives nor any of its subsidiary undertakings or any such person's officers or employees guarantees that the assumptions underlying such forward-looking statements are free from errors nor does either accept any responsibility for the future accuracy of the forward-looking statements contained in this announcement or the actual occurrence of the forecasted developments. You should not place undue reliance on forward-looking statements, which speak only as of the date of this announcement.*

## **Information to Distributors:**

*Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures, and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any 'manufacturer' (for the purposes of the product governance requirements) may otherwise have with respect thereto, the New Shares have been subject to a product approval process, which has determined that the New Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the 'Target Market Assessment'). Notwithstanding the Target Market Assessment, distributors should note that: the price of the New Shares may decline and investors could lose all or part of their investment; the New Shares offer no guaranteed income and no capital protection; and an investment in the New Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Private Placement. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties.*

*For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the New Shares.*

*Each distributor is responsible for undertaking its own target market assessment in respect of the shares and determining appropriate distribution channels.*

*KBC Securities NV, Kempen & Co N.V. and Belfius Bank NV in cooperation with Kepler Cheuvreux SA are acting exclusively for the Company and no one else in connection with the capital increase. In connection with such matters, they, their affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in relation to the capital increase or any other matters referred to in this announcement.*