

THROMBOGENICS
LIMITED LIABILITY COMPANY
HAVING MADE A PUBLIC APPEAL ON SAVINGS
Gaston Geenslaan 1, 3001 Heverlee
RPR Leuven 0881.620.924

(the “Company”)

**BACKGROUND INFORMATION CONCERNING THE RIGHTS OF SHAREHOLDERS
IN ACCORDANCE WITH ARTICLE 540 OF THE BELGIAN COMPANY CODE¹**

The shareholders have the right to ask questions in writing to the directors and/or the auditor of the Company before the extraordinary general shareholders' meeting of **Thursday 4 December 2014**.

The exercise of this right is subject to the following two conditions:

- (1) being a shareholder on the registration date (**Thursday 20 November 2014 at 12.00am** (Belgian time, GMT+1)); and
- (2) having informed the Company of the intent to participate in the general meeting in accordance with the stipulations set out in the convocation notice.

These questions can be submitted prior to the general meeting via e-mail (luc.philips@thrombogenics.com). These questions must arrive at the Company at the latest on **Friday 28 November 2014**.

During the general meeting, the directors will answer the questions which have been addressed by the shareholders in writing (or orally during the meeting) concerning their report or the agenda items in so far as the communication of data or facts is not of such a nature that it would be detrimental to the commercial interests of the company or to the confidentiality to which the Company or its directors have committed themselves.

The auditor will answer the questions which have been addressed by the shareholders in writing (or orally during the meeting) concerning his report in so far as the communication of data or facts is not of such a nature that it would be detrimental to the commercial interests of the company or to the confidentiality to which the Company, its directors or the auditor have committed themselves. He has the right to speak during the general meeting in connection with the fulfilment of his task.

If different questions deal with the same subject matter, the directors and/or auditor may provide one global answer.

¹ This is a translation of a Dutch document into English. Reasonable care was taken to ensure that it is accurate. However, you should be aware that words and legal concepts used in one language may not have exact equivalents in another. It cannot be guaranteed that the translation will have exactly the same meaning as the original.