

PROXY

The undersigned:

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Holder of ..... shares in "ThromboGenics", a company incorporated under Belgian law whose details are set out below.

Hereafter referred to as the "principal".

Appoints as his special proxy holder(s), each of them with the power to act individually and with the right of sub-delegation:

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Hereafter jointly referred to as the "proxy holder".

To whom he grants full power to intervene on his behalf at the annual shareholders' meeting of the company limited by shares "ThromboGenics", a company under Belgian law, registered with the legal entities register Leuven under the enterprise number 0881.620.924, having its registered office at 3001 Leuven (Heverlee), Gaston Geenslaan 1 (hereafter the "Company"), with the agenda set out below.

This annual shareholders' meeting shall be held in due course at the registered office of the Company at 3001 Leuven (Heverlee), Gaston Geenslaan 1.

AGENDA OF THE ANNUAL SHAREHOLDERS' MEETING

1. Discussion on the board of directors' annual report with respect to the statutory and consolidated annual accounts relating to the financial year ending on 31 December 2010 (including discussion on corporate governance) and discussion on the statutory auditor's report with respect to the annual and consolidated accounts relating to the financial year ending on 31 December 2010.

2. Discussion on and approval of the statutory annual accounts relating to the financial year ending on 31 December 2010 and of the proposed allocation of the results.

**Proposed resolution:** *Approval of the statutory annual accounts relating to the financial year ending on 31 December 2010 and of the*

allocation of the results as proposed by the board of directors in its annual report.

3. Discussion on and approval of the consolidated annual accounts relating to the financial year ending on 31 December 2010.

**Proposed resolution:** Approval of the consolidated annual accounts relating to the financial year ending on 31 December 2010.

4. Directors' liability discharge.

**Proposed resolution:** Discharge of liability for the directors regarding the execution of their mandate during the financial year ending on 31 December 2010.

5. Auditor's liability discharge.

**Proposed resolution:** Discharge of liability for the statutory auditor, BDO Bedrijfsrevisoren, having its registered office at 1935 Zaventem, The Corporate Village, Da Vincilaan 9, box E.6, represented by Bert Kegels, regarding the execution of its mandate during the financial year ending on 31 December 2010.

6. Power of attorney.

**Proposed resolution:** Power of attorney to be granted to Mr Désiré Collen and Mr Chris Buyse, each of them acting individually, to draft, execute and sign all documents, instruments, acts and formalities and to give all necessary and useful instructions to implement the aforementioned resolutions, including, but not limited to, the filing of the annual accounts and the consolidated annual accounts closed on 31 December 2010, and the annual report and the statutory auditor's report relating thereto, with the National Bank of Belgium, and the completion of the necessary publication formalities, with the right to delegate.

**Intentions to vote:**

If the principal does not express an intention to vote:

(a) the proxy holder will vote in favour of each item on the agenda; OR

(b) the proxy holder will vote in the interest of the principal according to the deliberations held during the meeting if the principal has deleted paragraph (a) above.

Item 2 on the agenda		
<input type="checkbox"/> pro	<input type="checkbox"/> contra	<input type="checkbox"/> abstention
Item 3 on the agenda		
<input type="checkbox"/> pro	<input type="checkbox"/> contra	<input type="checkbox"/> abstention
Item 4 on the agenda		
<input type="checkbox"/> pro	<input type="checkbox"/> contra	<input type="checkbox"/> abstention
Item 5 on the agenda		
<input type="checkbox"/> pro	<input type="checkbox"/> contra	<input type="checkbox"/> abstention

Item 6 on the agenda		
<input type="checkbox"/> pro	<input type="checkbox"/> contra	<input type="checkbox"/> abstention

The following items on the agenda do not require a vote to be cast: 1.

In particular, the proxy holder shall be authorised to perform the following acts on behalf of the principal:

- to attend, to deliberate and to vote on any proposed resolution that will be put to the aforementioned annual shareholders' meeting of the Company.

- to this effect, personally or by means of substitution, make all statements, carry out and sign all deeds, minutes, documents and registers, elect domicile and, in general, do whatever is necessary or useful with guarantee of approval and ratification by the undersigned.

***The original signed proxy forms must be signed and filed in Dutch at the registered office of the Company at the latest on the third business day prior to the date of the annual shareholders' meeting.***

This proxy is governed exclusively by Belgian law and is subject to the exclusive competence of the courts of Antwerp.

Done at ..... on ...../...../2011.

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