

PROXY

The undersigned:

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Holder of shares in the limited liability company "ThromboGenics" incorporated under Belgian law.

Hereafter referred to as the "principal".

Appoints as special proxy holder(s), each of them with the power to act alone and with the right of substitution:

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Hereafter referred to as the "proxy holder".

To whom he grants full power to intervene on his behalf at the extraordinary 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 extraordinary shareholders' meeting shall be held in due course before a notary of the associated notaries Celis, Celis & Lisse, with offices at 2000 Antwerp, Kasteelpleinstraat 59.

AGENDA FOR THE EXTRAORDINARY SHAREHOLDERS' MEETING

1. Reading of and discussion on:

- the report of the board of directors prepared in accordance with article 583 of the Belgian Company Code in which a detailed justification is given for the issue of warrants within the framework of the proposed Warrant Plan 2011 referred to hereafter in item 2 on the agenda;

- the report of the board of directors and the auditor's report prepared in accordance with article 596 juncto article 598 of the Belgian Company Code concerning the exclusion of the preferential subscription right in relation to the issue of the warrants within the framework of the proposed Warrant Plan 2011 referred to hereafter in item 2 on the agenda.

2. Approval of a new warrant plan, referred to as the Warrant Plan 2011: the issue of 516,000 warrants each giving the right to one share under the terms and conditions set out in the Warrant Plan 2011.

Determination and approval of the issue conditions and the rights of the warrant holders, including the terms of the allocation and exercise of the warrants as specified in the Warrant Plan 2011, and in particular the approval in accordance with article 556 of the Belgian Company Code of the "change of control" clause included in the Warrant Plan 2011.

Proposal to exclude, in the interest of the Company, the preferential subscription right connected to the existing shares in favour of the employees of the Company and its subsidiaries, and in favour of the following persons who perform management/consultancy services for the Company: Patcobel NV (RPR Leuven 0874.895.359), Sofia BVBA (RPR Oudenaarde 0465.580.402) and ViBio BVBA (RPR Leuven 0888.215.637). Exclusion of the preferential subscription right. Capital increase under the condition precedent of the allocation, acceptance and exercise of the warrants. Allocation of the warrants. Granting the board of directors a power of attorney to execute the Warrant Plan 2011, including the allocation of the warrants and establishing the exercise of the warrants and the capital increases resulting there from on one or several occasions and the issuing of new shares, as well as organising the terms of execution and performing all necessary and useful acts and sign all agreements, deeds and minutes relating thereto and determining the changes to the articles of association resulting there from and the coordination of the articles of association.

Proposed resolution: *After prior consideration and approval of the reports referred to in item 1 on the agenda, item 2 on the agenda is approved and the meeting resolves to issue 516,000 warrants that each give the right to one share under the terms and conditions set out in the Warrant Plan 2011 that is established hereafter. The meeting approves the issue conditions and the rights of the warrant holders, including the terms of the allocation and exercise of the warrants as specified in the Warrant Plan 2011, and it expressly approves, in accordance with article 556 of the Belgian Company Code, the "change of control" clause included in the Warrant Plan 2011 which states that, if the Company becomes subject to a public take over bid, all warrants that have at that point in time been allocated to employees of the Company and its subsidiaries under the Warrant Plan 2011 will be immediately exercisable during a period of 30 calendar days following the formal notice of the public take over bid by the CBFA, the Warrant Plan 2011 which, after having been initialled and signed "ne varietur" by the members of the bureau and the meeting and the notary, will remain attached to the deed in order to be registered with it and to form an integral part of it. The meeting expressly decides to exclude the preferential subscription right in favour of the persons mentioned in the agenda and the relevant reports. The exercise price of the warrants, per share, shall be equal to the lower of (i) the average closing price of the Company's shares on the stock exchange over a period of thirty calendar days prior to the date of the offer or (ii) the closing price of the Company's shares on the last business day prior to the date of the offer, without with regard to warrants issued to manag-*

ers/consultants the exercise price being lower than the average closing price over a period of thirty calendar days prior to the date of issuance. Under the condition precedent of the allocation, acceptance and exercise of the warrants and to the extent of that effective exercise, the meeting decides to proportionally increase the share capital of the Company by issuing up to 516.000 new shares of the same kind as the existing shares, which will participate in the results of the Company's from the start of the financial year during which they are issued. The warrants are allocated as follows in accordance with the Warrant Plan 2011 and the reports referred to in item 1 on the agenda regarding the exclusion of the preferential subscription right: 72,000 warrants to Patcobel NV (RPR Leuven 0874.895.359), 72,000 warrants to Sofia BVBA (RPR Oudenaarde 0465.580.402) 72,000 warrants to ViBio BVBA (RPR Leuven 0888.215.637) and the remaining 300,000 warrants to the employees of the Company and its subsidiaries. To the extent necessary, the meeting explicitly approves, in accordance with article 520ter of the Belgian Company Code, the allocation of 72,000 warrants to each of Patcobel NV (RPR Leuven 0874.895.359), Sofia BVBA (RPR Brugge 0465.580.402) and ViBio BVBA (RPR Leuven 0888.215.637) and the terms of the allocation and issue of these warrants under the Warrant Plan 2011, in particular, the fact that these warrants will not be exercisable for a period of three years from allocation and will vest at a rate of 2,000 warrants per month, without however being subject to previously established performance criteria other than the continuous relationship with the Company. The meeting grants the most extensive powers of attorney to the board of directors - acting externally as provided in the articles of association - for the execution of the abovementioned decisions to issue the warrants and to increase the share capital under the abovementioned condition precedent of the allocation, acceptance and exercise of the warrants, and more specifically the meeting authorises the board of directors to execute the Warrant Plan 2011 and to allocate the warrants and to establish the exercise of the warrants and the capital increases resulting there from on one or several occasions and to issue the new shares, and to organise the terms of execution and to perform all necessary and useful acts and to sign all agreements, deeds and minutes relating thereto and to determine the necessary changes to the articles of association resulting there from and the coordination of the articles of association.

Intentions to vote:

If the principal does not express his 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.		
<input type="checkbox"/> pro	<input type="checkbox"/> contra	<input type="checkbox"/> abstention

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

In particular the proxy holder is 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 extraordinary shareholders' meeting of the Company and any other meeting held thereafter with the same agenda, in the case the first meeting could not be validly held.

- 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 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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