

Annual Report of the Board of Directors on the Statutory Annual Accounts

Dear Shareholder,

We are pleased to present the annual accounts as at December 31, 2014.

Discussion of Statutory Accounts

The 2014 financial year closed with a loss of 51,231,339 euro compared to a profit of 14,017,101 euro for the 2013 financial year.

The operating income for the 2014 financial year amounted to 17,024,093 euro and consists of 33,346 euro in turnover from licensing agreements, 3,396,834 euro from royalties, 4,341,324 euro from product sales, 1,302,795 euro from grants, and the balance relates to costs carried forward and other operational revenue.

The operating expenses for the financial year 2014 amounted to 72,745,755 euro compared to 93,570,871 euro for the financial year 2013. These operating expenses break down as 7,507,793 euro in purchases, 43,893,243 euro in services and various goods, 11,216,098 euro in salaries and social security, 8,040,932 euro in depreciations of which 6,781,393 euro is a depreciation on the capitalized cost of the research and development of ocriplasmin, and 3,174,204 euro in other operating expenses. Therefore, the operating loss amounts to 55,721,662 euro, compared to a profit of 16,021,369 euro a year earlier.

The financial results were positive on balance: 4,720,207 euro in financial revenue, compared to 229,682 euro in financial expenses.

In addition for the financial year 2014, an extra amount of 567,277 euro was invested, mostly in laboratory equipment and office modeling.

Capital raises and issue of new shares

ThromboGenics NV was founded on May 30, 2006, with a capital of 62,000 euro represented by 11,124 shares. As of December 31, 2013, the capital of the Company amounted to 162,404,449.73 euro represented by 36,094,349 shares. During 2014, there was no capital increase.

On December 31, 2014, the capital of the Company thus amounted to 162,404,449.73 euro represented by 36,094,349 shares.

Risks

In adherence to the Belgian company law, ThromboGenics has decided to inform shareholders of the risks associated with the Company.

In 2014, ThromboGenics potentially was subject to the following risks:

- To reach market a drug candidate has to go through expensive preclinical and clinical studies which require a lot of time and outcomes of each phase are always uncertain.
- The guidelines and rules issued by various authorities are very strict and impact is difficult to predict.
- Obtaining reimbursement of drugs will be even more important and difficult to obtain in the future.
- ThromboGenics is largely dependent on partners to generate revenue in the short and medium term, as well as to provide expertise on production, sales, marketing, technology and license and property rights in the longer term.
- ThromboGenics is dependent on partnerships in its R&D operations.
- It is possible that ThromboGenics is unable to obtain a license for new candidate drugs.
- It is possible that the market is not ready for the candidate drugs of ThromboGenics.
- The pharmaceutical market is highly competitive, with players having much stronger financial resources than our Company.
- ThromboGenics may be exposed to violations of patents or other intellectual property rights.
- ThromboGenics may face difficulties in attracting well qualified staff.
- ThromboGenics has no background of operational profitability due to the substantial spending on research and development.
- It is possible that ThromboGenics will need additional financial investments to provide for additional future activities.
- ThromboGenics has currently only one commercial product.

In 2014, financial risk management focused on:

- Credit risks: Credit risk is limited to the US market where the Company has three main distributors which are creditworthy.
- Interest risks: The Group does not have any financial debts and as such does not have material interest risks.
- Currency risks: ThromboGenics is moderately subject to exchange rate risks and will use incoming foreign currencies (USD and GBP) to cover outgoing foreign currencies. Uncovered outgoing foreign currencies will be honored by exchanging euro. In 2014 ThromboGenics has not used financial instruments to cover such risks.

Conflicts of Interest of a patrimonial nature of Directors (article 523 Belgian Company Code)

Article 523 of the Belgian Company Code contains special provisions which must be complied with whenever a director has a direct or indirect conflicting interest of a patrimonial nature in a decision or transaction within the authority of the Board of Directors.

In 2014, seven such cases of conflict of interest occurred:

Board of Directors of March 17, 2014

"4. CONFLICT OF INTERESTS

Prior to the start of the deliberations, the procedure set out in article 523 of the Belgian Companies Code (the BCC) was applied.

In accordance with article 523 of the BCC every director present at the meeting was asked to, if relevant, disclose his/her, direct or indirect, patrimonial interest with regard to each the decision on the agenda of the meeting of the board of directors.

4.1 Conflict of interests with respect to the strategic review process and a transaction

(a) Declaration

Thomas Clay, Patrik De Haes and Chris Buyse declared that they had a conflict of interests within the meaning of article 523 of the BCC with regard to agenda item [8], ie the strategic review, and more specifically, the preparation by the Company of, and the potential entry by the Company into, a transaction with a strategic partner involving a public takeover bid on all of the Company's shares and warrants (the Transaction), in the context of which certain information will need to be provided to interested parties (access to management, opening of data room and organisation of Q&As and management presentation sessions, etc).

This conflict of interest is also implied in the appointment of Morgan Stanley as financial advisor to the Company in the context of its on-going strategic review, given that this review may lead to and accelerate a Transaction.

This conflict of interest results from the following circumstances:

- (i) Thomas Clay is a shareholder of the Company;
- (ii) Patrik De Haes is a shareholder and warrant holder of the Company;
- (iii) Chris Buyse is a shareholder and warrant holder of the Company.

The aforementioned directors refrained from participating in the deliberation and decision-making process with regard to the aforementioned decision.

(b) Description of the resolution and justification

The proposed resolution relates to a possible Transaction by the Company and the actions in preparation thereof, ie the granting of access to a data room, the organisation of Q&As, management presentation sessions and other steps in order for interested parties to gather [clinical and other] information. Such information will be required for potential buyer to make an assessment of the Company and facilitate the completion of the Transaction.

Morgan Stanley will be advising the Company on the strategic review and coordinating the Transaction process.

Interested parties will only be considered for data room access and attendance of management presentations after they have signed a confidentiality agreement and appropriate data room rules in order to protect the Company's interests.

(c) Financial consequences

The actions in preparation of a possible Transaction will imply a series of direct or indirect expenses related to, among other things, the time and effort of the management, fees for the financial advisor, expenses related to organising a virtual data room and further expenses related to external legal counsel advising on a possible Transaction. The external expenses are hereby estimated between EUR 5 Mio and EUR 10 Mio., the larger part being success based.



These expenses are justified by the fact that they would enable (i) the Company to explore its strategic option, including finding a strategic reference shareholder in order to realize the significant commercial potential of JETREA® in the US, and to fully capitalise on the Company's proven product development capabilities and (ii) the Transaction to complete under the best possible conditions for all shareholders, employees and other stakeholders of the Company.

Furthermore, certain expenses are justified by the fact that it is critical for the Company that there is no unwanted disclosure of information. This concerns (i) the possible disclosure of a possible Transaction as well as (ii) the disclosure of commercially sensitive information relating to the Company's activities. The potential damages that the Company could incur in this respect justify the Company taking all the necessary precautions in order to avoid unwanted disclosure, in particular through confidentiality agreements, the use of an online data room and selection and screening of information that is rendered available.

4.2 Conflict of interests with respect to special incentive and retention arrangement

(a) Declaration

Patrik De Haes and Chris Buyse declared that they have a conflict of interests within the meaning of article 523 of the BCC with regard to agenda point [9], ie the entry by the Company into a special incentive and retention arrangement with each of Patrik De Haes and Chris Buyse in the context of the strategic review.

This potential conflict of interest arises because both the CEO and the CFO will, in order to ensure their full cooperation in the context of the strategic review and preparation of a possible Transaction and to ensure their continued employment by the Company throughout and following a Transaction, be offered the opportunity to enter into a special incentive and retention arrangement with the Company.

The aforementioned directors refrained from participating in the deliberation and the decision-making process with regard to the aforementioned decision.

(b) Description of the resolution and justification

The proposed resolution relates to the entry by the Company into a special incentive arrangement with Patrik De Haes and Chris Buyse in the context of the strategic review. The purpose of the special incentive and retention arrangement is to create an incentive for the CEO and the CFO, who could potentially make an important contribution to (i) the search for a strategic partner, (ii) the success of a possible Transaction and (iii) the retention of key team members during this process. Their special incentive remuneration would be aligned with the fees agreed with the financial advisor, to create a common interest between the Company, the financial advisor and the management in the interest of all stakeholders. The special incentive remuneration may vary between EUR 0 and EUR 2,600,000.00 for the CEO and EUR 0 and EUR 1,560,000 for the CFO and will vest and become payable in three instalments with a short-term component, mid-term component (2016) and long-term component (2017).

The resolution is justified based on the fact that the cooperation of the CEO and the CFO is important in order to achieve a successful completion of a possible Transaction. Furthermore, their continued employment by the Company and the fact that this will be communicated to interested parties will ensure that a possible Transaction can take place under conditions which would benefit the Company and all of its stake holders.

The board of directors is of the opinion that a Transaction would be in the corporate benefit of the Company. Therefore, the board of directors is of the opinion that any decisions required to increase the chances of success of a possible Transaction are also in the corporate benefit of the Company.

(c) Financial consequences

The maximum financial impact of the special incentive fee for the Company is set out under paragraph (b) above. If no financial advisor fees have become due and payable on or before the last date of vesting (ie on or before 2017) the CEO and CFO will not be entitled to receive any payment under the special incentive and retention arrangement.

4.3 Conflict of interests with respect to indemnity agreements

(a) Declaration

Thomas Clay and David Guyer have a conflict of interests within the meaning of article 523 of the BCC with regard to agenda point [10], ie the entry by the Company into indemnification agreements with both David Guyer and Thomas Clay.

This potential conflict of interest arises because it is proposed that both David Guyer and Thomas Clay enter into separate indemnification agreements with the Company, under which the Company will undertake to indemnify them for and hold them harmless, to the fullest extent permitted by applicable law, against all future claims from third parties against them in their capacity as directors of the Company, and all liabilities, losses and expenses (including court and attorneys' fees) reasonably incurred in connection with any such claims. This indemnification shall apply only to the extent that such claims are not covered by the Company's D&O Policy or any other relevant insurance policy to his benefit.

The aforementioned directors refrained from participating in the deliberation and the decision making process with regard to the aforementioned decision.

(b) Description of the resolution and justification

The proposed resolution relates to the entry by the Company into separate indemnification agreements with both David Guyer and Thomas Clay (in respect of any claims from third parties, ie not only in the context of a possible Transaction).

The resolution is justified based on the fact that the cooperation of both David Guyer and Thomas Clay as directors of the Company is important in order for the Company to be successful. The board takes the view that [their specific skills and (financial and sector) experience will bring a valuable contribution to the board of directors and will increase the chances of the Company achieving its full potential.]

(c) Financial consequences

The maximum financial impact of the indemnification agreements for the Company is not capped, and therefore not known. However, the indemnification obligations shall apply only to the extent that claims by third parties are not covered by the Company's D&O Policy or any other relevant insurance policy.

6. RESOLUTIONS

After deliberations had taken place, the board of directors adopted the following resolution by unanimous vote:

- [...]
- The board of directors approved the preparation by the Company for a possible Transaction, including but not limited to the execution of Morgan Stanley's Engagement Letter, the entry into NDAs with interested strategic partners, the preparation of a data room, the organisation of management presentations, the sending of process letters to interested strategic partners inviting them to the data room and to submit proposals for the purchase of the shares of the Company and any other steps which are customary in this type of processes.
- The board of directors approved the special incentive and retention scheme for the CEO and the CFO.
- The board of directors approved the principle that the US based directors, ie Thomas Clay and David Guyer, are entitled to an indemnification undertaking by the Company.
- [...]"

Board of Directors of June 26, 2014

"4. CONFLICT OF INTEREST

(a) Declaration

Lugost BVBA, represented by its permanent representative, Mr Luc Philips declared that it had a conflict of interest within the meaning of article 523 of the BCC with regard to agenda item 1, ie the appointment of Lugo BVBA as interim CFO. This potential conflict of interest arises because the management company of Mr Luc Philips, Lugo BVBA will, as interim CFO, enter into a management services agreement with the Company.

Mr Philips refrained from participating in the deliberation on and the decision-making process with regard to this agenda item.

(b) Description of the resolution and justification

It was stated that the proposed resolution relates to the Company's proposal to enter into a management services agreement with Lugo BVBA for the performance of its function as interim CFO.

It was noted that the justification for the proposed resolution was based on the fact that Lugo BVBA's assistance, as interim CFO, is important for the Company in order to ensure an effective follow up of the financial and accounting matters pending the search for a new CFO following Sofia BVBA's resignation as CFO.

The board took the view that Mr Philips' specific skills and financial and accounting experience would provide a valuable contribution to the Company and, given his knowledge of the Company, ie having been an independent director since its IPO, Mr Philips is best placed to ensure a smooth transition of the CFO function.

(d) Financial consequences of the proposed interim appointment

The board of directors noted that the financial impact for the Company of the proposed arrangement would be the management fee set out in the management services agreement, ie a base fee of EUR 15,000 per month plus a further EUR 1,500 per day for each day, in excess of 10 days a month, on which services are provided. The Chairman confirmed that the Company has obtained external HR advice that this remuneration is market conform.

The board of directors stated that it was of the opinion that the management services agreement was in the corporate interest of the Company.

5. RESOLUTIONS

After deliberations had taken place, the board of directors adopted the following resolutions by unanimous vote:

- Based on the advice of the Remuneration and Nomination Committee, the board approved the appointment of Lugo BVBA (management company of Mr Luc Philips) as ad interim CFO and approved the management services agreement and authorised the Chairman and the CEO, each acting individually, to finalise and execute the management services agreement.
- [...]”

Board of Directors of August 28, 2014

“4. CONFLICT OF INTEREST

4.1 Declaration

ViBio BVBA, represented by its permanent representative, Mr Patrik De Haes (CEO) declared that it had a conflict of interest within the meaning of article 523 of the BCC with regard to agenda items 1 to 3, ie the approval of a warrant plan under which warrants may be granted to the CEO, the inclusion of the CEO in the management retention plan and the increase of the CEO's severance pay to 12 months. This potential conflict of interest arises because the management company of Mr Patrik De Haes, ViBio BVBA will as the CEO be allowed to participate in the 2014 warrant plan, to be included in the management retention plan and to be granted extended severance period under its management agreement with the Company.

Mr De Haes refrained from participating in the deliberation on and the decision-making process with regard to these agenda items.

4.2 First resolution

(a) Description of the resolution and justification

It was stated that the proposed first resolution relates to the Remuneration and Nomination Committee's proposal to establish a warrant plan to incentivise and retain key personnel, including the CEO. The warrants issued under the warrant plan 2014 are to be issued with the cancellation of the preferential subscription rights in favour of certain persons, including ViBio BVBA and any vesting and performance conditions may have an impact on the value of these warrants.

It was noted that the justification for the proposed resolution was based on the fact that 2014 warrant plan aims to create a long-term incentive for employees and consultants of the Company and its subsidiaries who can make an important contribution to the success and the growth of the group and the CEO is certainly one of these key persons.

Also the warrant plan aims to promote the participation in the Company's share capital by employees and consultants, as well as to establish a continuous and long-term cooperation and to ensure the personal efforts from the employees and consultants as part of the development and success of the Company. By this warrant plan the Company wants to create a common interest between the participants, on the one hand, who, by exercising their warrants, have the possibility to share in the added value and growth of the Company and the shareholders of the Company, on the other hand, that is focused on increasing the value of the Company's shares.

Finally, with the grant of warrants the Company aims to retain the CEO as a key person for the implementation of the 20/20 Strategic Plan and the success of the Company on a stand-alone basis.

(b) Financial consequences

It was considered that the financial consequences for the Company are difficult to assess at this time. The exercise price of the offered warrants would be 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 offer date or (ii) the closing price of the Company's Shares on the last business day prior to the offer date, without the exercise price being lower than the average closing price over a period of thirty days prior to the issue date. The issue of warrants is, from the Company's perspective, an inexpensive method of remunerating and incentivising its employees and senior management. If the delay in implementing warrant plan 2014 becomes significant or if warrant plan 2014 would not be implemented at all, the Company may have to increase the remuneration it pays which could represent a significant additional cost for the Company.

4.3 Second resolution

(a) Description of the resolution and justification

It was stated that the proposed second resolution relates to the Remuneration and Nomination Committee's proposal to include the CEO in the management retention plan.

In March 2014 the Company implemented a retention scheme for certain key managers in the context of the strategic review. The beneficiaries of the retention scheme are paid 50% on top of their monthly base salary during the months when the strategic review process was expected to run, i.e. until the end of 2014. As the special, tailor-made incentive scheme which was initially envisaged for the CEO and which would be linked to certain parameters of a strategic transaction was cancelled, the Remuneration and Nomination Committee proposed to include the CEO in the management retention plan in line with the other managers.

The purpose of the retention scheme is to encourage outstanding individuals, whose continued services are key to ensuring business continuity during and after the strategic review process, to continue their employment with the Company, by offering a retention bonus. Any unvested instalment is forfeited if the participant's professional relationship with the Company is terminated or has effectively ended on whatever grounds and for whatever reason (including death, retirement or permanent disability), or if the participant has notified his/her resignation or received notice of the termination.

(b) Financial consequences

The board of directors noted that the financial impact for the Company of the proposed inclusion would equal 50% of the CEO's fixed monthly fee over a period of 10 months.

4.4 Third resolution

(a) Description of the resolution and justification

It was stated that the proposed third resolution relates to the Remuneration and Nomination Committee's proposal to increase the CEO's severance pay to 12 months instead of 6 months. This would bring the CEO's severance package in line with that of the other managers.

(b) Financial consequences

The board of directors noted that the financial impact for the Company of the proposed increased CEO's severance pay could equal up to 6 months' fixed pay of the CEO's monthly fixed payment.

In the light of the above, the board of directors was of the opinion that these three resolutions are in the corporate interest of the Company.

5. RESOLUTIONS

After deliberations had taken place, the board of directors adopted the following resolutions by unanimous vote:

- Based on the advice of the Remuneration and Nomination Committee, the board approved the warrant plan.
- Based on the advice of the Remuneration and Nomination Committee, the board decided to include the CEO in the management retention plan.
- Based on the advice of the Remuneration and Nomination Committee, the board decided to increase the CEO's severance pay to 12 months instead of 6 months.

Mr De Haes (ViBio BVBA) refrained from participating in the deliberation on and the decision-making process with regard to these agenda items."



Capital Increase by the Board of Directors with Respect to the Authorized Share Capital and Provisions that may be Triggered in the Event of a Public Takeover on the Company (article 34 of the Royal Decree of 14 November 2007)

a. The Powers of the Board of Directors with Respect to the Authorized Share Capital

Article 47 of the Company's articles of association contains the following provisions with respect to the authorized share capital. The powers of the Board of Directors with respect to the authorized share capital were renewed at the extraordinary shareholders' meeting on May 27, 2010. The Board of Directors has already used its powers for a total amount of twenty-seven million eight hundred forty-seven thousand nine hundred forty and eighty-four cent (27,847,940.84 euro).

"The Board of Directors is authorized, for a period of five (5) years from the publication in the Annexes to the Belgian Official Gazette of the deed of amendment to the articles of association dated May 27, 2010, to increase the share capital once or several times provided the cumulative amount of the increases does not exceed one hundred and thirty-one million one hundred and eighty-six thousand seven hundred and ninety-nine euro and eighty-five cent (131,186,799.85 euro). This authorization to the Board of Directors may be renewed.

If the capital is increased within the limits of the authorized capital, the Board of Directors will be authorized to request payment of an issue premium. If the Board of Directors so resolves, this issue premium will be booked as a distinct fund, which may only be limited or removed by a resolution taken at a shareholders' meeting in accordance with the provisions on amendments to the articles of association.

The Board of Directors is authorized to amend the Company's articles of association to record any capital increase decided on within the limits of the authorized capital.

This Board of Directors' authorization will be valid for capital increases subscribed for in cash or in kind through the capitalization of reserve funds, with or without issuing new shares. The Board of Directors is authorized to issue convertible bonds or warrants within the limits of the authorized capital.

The Board of Directors is authorized, within the limits of the authorized capital, to limit or declare inapplicable the preferential subscription rights granted by law to the holders of existing shares if in so doing it is acting in the best interests of the Company and in accordance with article 596 onwards of the Belgian Company Code. The Board of Directors is authorized to limit or declare inapplicable the preferential subscription rights to the benefit of one or more persons, even if the affected persons are not members of the personnel of the Company or its subsidiary.

b. "Change of Control" Provision with Respect to Warrants Issued by the Company

On 27 May 2010, the Company's extraordinary shareholders' meeting decided to issue an additional 600,000 warrants under the Warrant Plan 2010, which have all been allotted on 31 December 2014. Under Warrant Plan 2010 196,375 warrants were exercised and 121,250 have been forfeited. Consequently, at present, 282,375 warrants under the Warrant Plan 2010 are still exercisable.

The Warrant Plan 2010 contains the following "change of control" provision in the event of a public takeover on the Company:

"If the Company becomes subject to a public takeover bid, the allocated Warrants will immediately vest and will be exercisable during an exercise period of fourteen calendar days following the formal notification to the Company of the public takeover bid by the Banking, Finance and Insurance Commission."

On 24 May 2011, the Company's extraordinary shareholders' meeting decided to issue an additional 516,000 warrants under the Warrant Plan 2011, of which 515,600 warrants have been allotted. Under this plan, 8,375 warrants have been exercised and 98,600 warrants have been forfeited. The remaining 400 warrants issued under Warrant plan 2011 remain to be offered by the Board of Directors.

The Warrant Plan 2011 contains the following "change of control" provision in the event of a public takeover on the Company:

"If the Company becomes subject to a public takeover bid, the allocated Warrants will immediately vest and will be exercisable during an exercise period of fourteen calendar days following the formal notification to the Company of the public takeover bid by the Banking, Finance and Insurance Commission."

On 4 December 2014, the Company's extraordinary shareholders' meeting decided to issue an additional 720,000 warrants under the Warrant Plan 2014.

The Warrant Plan 2014 contains the following "change of control" provision in the event of a public takeover on the Company:

"If the Company becomes subject to a public takeover bid, the allocated Warrants will immediately vest and will be exercisable during an exercise period of thirty calendar days following the formal notification to the Company of the public takeover bid by the Financial Services and Markets Authority (FSMA)."



c. "Change of Control" Provision with Respect to certain Management Agreements

On April 9, 2009, the Company's extraordinary shareholders' meeting approved, in accordance with article 556 BCC, the following "change of control" provision that was then included in the management agreement of the senior managers. If the Company becomes subject to a public takeover bid and the content of their respective management agreements would significantly change, a compensation has been approved. With a change of control, this compensation would be different depending on who takes the initiative to end the contract. In case the initiative is taken by the Company, 18 months is applicable, in the manager's case it would be 12 months.

Events after the end of the financial year.

On February 5th, 2015, the Company has been awarded a 1.1 million euro grant from the Flemish agency for Innovation by Science and Technology (IWT). The grant funding will be used to support scientific research for the treatment of diabetic eye diseases.

Continuation Assessment

According to article 96, 6th of the Belgian Company Code and after consultation, the Board of Directors has decided to preserve the valuation rules assuming continuation, for the following reason:

At December 31, 2014 there is still a strong equity position of 210,802,318 euro in comparison to 262,033,658 euro at December 31, 2013. Taking into account the current available cash position, the Board of Direction deems that all financial obligations will be honored and all research programs can be continued. Since the Company can honor all its financial obligations, the Board of Directors deems that the continuation of the Company will at no time be at risk.

Corporate governance

General provisions

This section summarizes the rules and principles by which the corporate governance of ThromboGenics is organized. It is based on the articles of association and on the corporate governance charter of the Company which was drawn up on October 19, 2006 and has been updated since on a regular basis. The last update was made on March 17, 2014.

The charter is available on the Company's website (www.thrombogenerics.com) under Investors Information / Corporate Governance and can be obtained free of charge via the Company's registered office.

The Board of Directors of ThromboGenics intends to comply with the Belgian Corporate Governance Code, but believes that certain deviations from its provisions are justified in view of the Company's particular situation.

During the financial year ended December 31, 2014, the Company did not comply with the following principles of the Belgian Corporate Governance Code:

- Composition of the Audit Committee: in accordance with the Belgian Corporate Governance Code, at least the majority of the members of the Audit Committee of independent directors and the Audit Committee consists of at least three members. Due to the passing away of Mr. Jean-Luc Dehaene on May 15, 2014, only one of the three members of the Audit Committee was an independent director for the period May 15, 2014 through December 31, 2014. As from June 30, 2014, Lugost BVBA, represented by Luc Philips, has resigned from the Audit Committee. From January 5, 2015, with the appointment of Lugo BVBA, represented by Luc Philips, at the Audit Committee (as a result of Board decision of December 11, 2014) the Audit Committee has again reached three members. In order to reach the quota of independent directors a proposal will be made at the Board meeting of March 12, 2015.

Due to the size of the Company, the Board of Directors combined the Nomination Committee and the Remuneration Committee and has not set up a Management Committee in accordance with article 524bis of the Belgian Company Code.

The Corporate Governance Charter of ThromboGenics contains the following specific chapters:

- Board of Directors
- Audit Committee
- Nomination and Remuneration Committee
- CEO

Composition of the Board of Directors

The Company is led by a collegiate Board of Directors which is the Company's most senior administrative body. The Company establishes the Board of Directors' internal rules and regulations and publishes them in its Corporate Governance Charter. It is the role of the Board of Directors to strive for the long-term success of the Company by guaranteeing entrepreneurial leadership and ensuring that risks are assessed and managed in an appropriate way. The Board of Directors' responsibilities are stipulated in the articles of association and in the Board of Directors' internal rules and regulations. The Board of Directors is organized in view of an effective execution of its tasks. The Company sets its managing structure in function of its continuously changing needs.

The Board of Directors decides upon the Company's values and strategy, upon its willingness to take risks and upon the general policy plan.

The Board of Directors ensures that the necessary leadership and the necessary financial and human resources are available so that the Company is able to realize its goals. Also, upon determining the values and strategies in the major policy plan, the Board of Directors considers corporate social responsibility, gender diversity and diversity in general.

Since December 5, 2013, Viziphar Biosciences BVBA, represented by Mr. Staf Van Reet, acts as Chairman and Director of the Board of Directors.

On May 15, 2014, Mr. Jean-Luc Dehaene, Non-Executive, Independent Director, passed away age 73.

On June 26, 2014, the Board of Directors acknowledged the resignation of (i) Sofia BVBA, represented by Mr. Chris Buyse as Director and Secretary of the Board of Directors and CFO and (ii) Lugost BVBA, represented by Mr. Luc Philips as Director of the Board of Directors, as from July 1, 2014. The Board of Directors co-opted Lugo BVBA, represented by Mr. Luc Philips as Director of the Board of Directors with effect as of June 30, 2014. Lugo BVBA, represented by Mr. Luc Philips, was officially appointed by the extraordinary shareholders' meeting of November 12, 2014.

On August 28, 2014, the Board of Directors decided, based on the advice of the Remuneration and Nomination Committee, to co-opt of Mr. Paul G. Howes as Director of the Company. On November 12, 2014 he was officially appointed by the extraordinary shareholders' meeting.

The Board of Directors currently consists of seven members.

- Staf Van Reet (Viziphar Biosciences BVBA), Non-Executive, Independent Director, Chairman since December 5, 2013
- Patrik De Haes (ViBio BVBA), Executive Director
- Thomas Clay, Non-Executive Director
- Luc Philips (Lugost BVBA), Non-Executive, Independent Director until June 30, 2014; (Lugo BVBA) Executive Director as from July 1, 2014
- Patricia Ceysens (Innov'Activ BVBA), Non-Executive, Independent Director
- Dr David Guyer MD, Non-Executive, Independent Director
- Paul G. Howes, Executive Director as from August 28, 2014

The Board of Directors is proposing a new Director to ensure that the Board of Directors will consist of eight members. In this process, it was guided by an external office, who has prepared a profile for the new Director to be recruited. The desired balance between the genders has hereby been taken into consideration.

Board of Directors' Meetings in the Financial Year 2014

The Board of Directors met 8 times in 2014. With regard to its supervisory responsibilities, the following topics were discussed and assessed:

- The Board of Directors decides on the Company's strategy, its willingness to take risks, its values and major policies.
- The Board of Directors ensures that the necessary leadership and the necessary financial and human resources are available so that the Company is able to realize its goals.
- Upon determining the values and strategies in the major policy plan, the Board of Directors considers corporate social responsibility, gender diversity and diversity in general.
- The Board of Directors is responsible for the quality and comprehensiveness of the financial information published. At the same time, the Board of Directors is responsible for the integrity and timely publication of the annual results and other important financial and non-financial information that is communicated to shareholders and potential shareholders.
- The Board of Directors selects the auditor on the recommendation of the Audit Committee and supervises its activity, and is responsible for the supervision of the internal control, taking into account the evaluation of the Audit Committee.
- The Board of Directors supervises the Company's obligations towards its shareholders, and considers the interests at stake of those involved in the Company.

- The Board of Directors stimulates an effective dialogue with the shareholders and potential shareholders, on the basis of mutual understanding of goals and expectations.
- Following the recommendations of the Nomination and Remuneration Committee, the Board of Directors approves the contracts that appoint the CEO and the other members of the executive team. The contracts refer to the criteria adopted when determining the variable remuneration. The contract includes specific stipulations regarding a premature termination of the contract.
- The Board of Directors elects the structure of the Company's executive team, stipulates its powers and obligations and supervises and evaluates the performance thereof.
- The Board of Directors is responsible for the Corporate Governance structure of the Company and the compliance with the Corporate Governance stipulations.

Additional Agenda Items:

- the Company's financial data such as the summary half year financials, year-end financials, budget follow-up and consolidated results;
- application of IFRS;
- FSMA requirements;
- follow-up of subsidiaries;
- matters of a strategic nature, new and current investments, the study and analysis of acquisition opportunities;
- preparations for the General Meeting, draw-up of the Annual Reports and press releases;
- company insurance;
- Warrant and retention plans.

The Board of Directors can deliberate validly only if at least half of its members is present or represented. Should this quorum not be achieved, a new Board meeting shall be convened with the same agenda, which meeting shall deliberate and pass resolution validly if at least two directors are present or represented. Resolutions made by the Board of Directors shall be passed by a majority of the votes. The Board may deliberate validly on items not specified on the agenda only with the agreement of all their members and subject to those being present in person.

Principle 2.9 of the Belgian Corporate Governance Code 2009 recommends that the Board of Directors should appoint a company secretary to advise the board on all company matters.

In view of Chris Buyse's (Sofia BVBA) resignation as Secretary of the Board as from July 1, 2014, the Company decided to appoint Claude Sander, the Company's Chief Legal Officer, as the new Secretary.

Committees within the Board of Directors

The Board of Directors has established an Audit Committee and a combined Nomination and Remuneration Committee. The Board of Directors appoints the members and the chairman of each committee. Each committee consists of at least three members. The composition of the committees over the financial year 2014 was as follows:

Audit Committee: Lugost BVBA (represented by Luc Philips), chairman, until June 30, 2014; Thomas Clay, chairman, since July 1, 2014; Viziphar Biosciences BVBA (represented by Staf Van Reet); and Jean-Luc Dehaene until May 15, 2014.

The Audit Committee held four meetings during the financial year 2014.

Nomination and Remuneration Committee: Viziphar Biosciences BVBA (represented by Staf Van Reet), chairman; Innov'Activ BVBA (represented by Patricia Ceysens); Jean-Luc Dehaene until May 15, 2014; and Dr. David Guyer (since June 23, 2014).

The Nomination and Remuneration Committee held four meetings during the financial year 2014.

The powers of these committees are described in the Corporate Governance Charter of ThromboGenics (sections 3 and 4), which is available on the ThromboGenics' website (www.thrombogenerics.com).

Policy regarding Transactions and other Contractual Relationships between the Company, including Affiliated Companies, and its Directors and Members of the Executive Team

Conflicts of Interest of Directors and members of the executive team

Article 523 of the Belgian Company Code contains special provisions which must be complied with whenever a director has a direct or indirect conflicting interest of a patrimonial nature in a decision or transaction within the authority of the Board of Directors.



According to Appendix 2 of the Corporate Governance Charter of the Company regarding transactions or other contractual relations between the Company including affiliated companies, and her directors and members of the executive team, such transactions need to be submitted to the Board of Directors.

In 2014, seven such cases of conflicts of interest occurred: during the Board of Directors of March 17, 2014, the Board of Directors of June 26, 2014 and The Board of Directors of August 28, 2014.

Transactions with Affiliated Companies

Article 524 of the Belgian Company Code provides for a special procedure which must be followed for transactions with ThromboGenics' affiliated companies or subsidiaries. Such a procedure does not apply to decisions or transactions that are entered in the ordinary course of business at usual market conditions or for decisions and transactions whose value does not exceed one percent of the Companies' consolidated net assets.

Market abuse regulations

ThromboGenics' Corporate Governance Charter Appendix 3 as published on its website describes the rules to prevent privileged knowledge being used illegally or even the impression of such illegal use being created by directors, shareholders, members of the management and important employees (insiders).

Following the European regulations, the legal framework concerning the fight against market abuse was thoroughly modified. One of the most remarkable modifications is a bigger emphasis on the prevention of insider trading, where an active contribution of companies quoted on the stock exchange is expected.

The precautionary measures against insider trading concern amongst others the obligation to compose lists of insiders, the requirements concerning investment recommendations, the obligation to report insider transactions and the obligation for the intermediary to report suspicious transactions. The measures are stipulated in article 25bis of the law of August 2, 2002 on the supervision of the financial sector and financial services. The stipulations of these obligations were stated by the Royal Decree of March 5, 2006 on insider trading and the Royal Decree of March 5, 2006 on the right representation of investment recommendations and the announcement of conflicts of interest.

In accordance with article 25bis, §1 of the law, ThromboGenics NV has drawn up a list of persons in the Company who are employed or consulted by the Company and who have regular or occasional access to inside information directly or indirectly concerning ThromboGenics NV. These lists have to be updated frequently and have to remain at the disposal of the FSMA for 5 years.

In accordance with article 25bis, §2 of the law, the members of the Board of Directors and the management were obliged to report ThromboGenics' stock transactions to the FSMA.

Executive team

ThromboGenics has an Executive Team, which includes the CEO, the CFO and the executive directors. The members of the Executive Team are appointed by the Board of Directors and in accordance with ThromboGenics' corporate governance charter, the Executive Team has the power to propose and implement corporate strategy, by taking into account the Company's values, its risk appetite and key policies. The Executive Team is, amongst others, entrusted with the running of the Company. The Executive Team does not constitute a management committee in the meaning of article 524bis of the Belgian Company Code.

The Board of Directors has appointed the CEO of the Company. The powers of the CEO were defined by the Board of Directors in close consultation with the CEO. The CEO supervises the various activities and the central services of the Company.

The Executive Team is composed of:

- ViBio BVBA, represented by Patrik De Haes – CEO
- Sofia BVBA, represented by Chris Buyse – CFO (until June 30, 2014)
- Lugo BVBA, represented by Luc Philips – CFO ad interim (as from July 1, 2014)
- Paul Howes – Executive Director

The details of the remuneration of the Executive Team are laid out in the remuneration report.



Executive Committee

In addition to the Executive Team, several managers are members of the Executive Committee; this Executive Committee is not mentioned in the Corporate Governance Charter. The members of the Executive Committee provide support and assistance to the Executive Team. As such the members of the Executive Committee have no statutory delegated powers to represent the Company or to propose or implement the corporate strategy.

The Executive Committee meetings are attended by the CEO, the CFO and executive directors and is composed of:

- Andy De Deene – Global Head of Clinical and Product Development
- David Pearson – Global Head of Corporate Development
- Laurence Raemdonck – Global Head of Human Resources
- Claude Sander – Chief Legal Officer & Corporate Compliance Officer
- Panéga BVBA, represented by Jean Feyen – Head of Preclinical Research
- Ed Kessig – US Head of Commercial Operations
- Nanaimo Bioventures LLC, represented by Paul Howes – Executive Chairman of ThromboGenics, Inc.

Description of the Principal Characteristics of the Company's Internal Audit and Risk Analysis

The Board of Directors of ThromboGenics is responsible for the assessment of the risks that are typical for the Company, and for the evaluation of the internal audit systems.

The internal audit systems play a central role in directing the activities and in risk management. They allow for a better management and audit of the possible risks (strategic risks, financial risks, compliance with rules and legislations), in order to achieve the corporate goals. The internal audit system is based on five pillars:

- audit environment;
- risk analysis;
- audit activities;
- information and communication;
- supervision and modification.

Audit environment

The audit environment is determined by a composition of formal and informal rules on which the functioning of the Company relies.

The audit environment encompasses the following elements:

- Our staff: The Group has defined Accountability, Empowerment, Optimism Trustworthiness, Respect, Information and Consultation as being the values driving the ThromboGenics' team with the aim to create an open corporate culture, in which communication and respect for the customers, suppliers and staff play a central role. All of the employees are required to manage the Company's means with due diligence and to act with the necessary common sense. The informal rules are completed by formal rules where necessary. With this, the group wants to attract, motivate and retain qualified employees, in a pleasant work environment and with possibilities for personal development. Their expertise and experience will contribute to the Company's effective management.
- The CEO and executive team: The day-to-day management is the responsibility of the CEO who is supported by an executive team. For the sake of effective management, there is a partial delegation of authority to the subsidiary and to the various departments within ThromboGenics NV. The delegation of authorities is not linked to a person, but to the position. The executive team, whose domains of responsibility are situated at group level, holds a final audit competence over the authorized representatives. All persons concerned are informed of the extent of their authority (rules on approbation, limitations of authorities).
- The Board: ThromboGenics is supported by independent (external) directors. Its role in auditing the working of the Company is intended to be re-enforced by the proposal made to the Shareholders of electing Emmanuèle Attout as independent director. To achieve its audit duties, the Board of Directors relies of the following operational committees:
 - Audit Committee which evaluates the strength of controls at regular intervals
 - Remuneration and Nomination Committee which evaluates the remuneration policy
 - Executive Team which controls the operations and activities of all their staff



The functioning of these committees and their responsibilities is described in previous sections of this report.

Risk analysis

The Board of Directors decides on the Group's strategy, risk appetite and its main policy lines. It is the task of the Board of Directors to strive for long-term success by ensuring proper risk assessment and management.

The executive team is responsible for the development of systems that identify, evaluate and monitor risks.

The executive team introduces risk analysis in all departments of the ThromboGenics' Group, and it is to be considered in the development of our Group's strategy. The analysis comprises a set of means, codes of conduct, procedures and measures that fit our structure, its sole intention being to maintain risks at an acceptable level.

ThromboGenics divides its objectives into four categories:

- strategic;
- operational;
- reliability of the internal and external information;
- compliance with rules and legislations and internal instructions.

Risk identification consists of examining the factors that could influence the objectives put forward in each category. Internal or external factors may influence the realization of these objectives.

- Internal factors: they are closely related to the internal organization and could have several causes (e.g. change in the group structure, staff, ERP system).
- External factors: they can be the result of changes in the economic climate, regulations or competition.

The risks identified by the executive team of ThromboGenics are detailed under section 7.2.3

Audit Activities

In order to properly manage identified risks, ThromboGenics takes the following measures:

- access and security systems at the premises and offices;
- in order to carry out a uniform administration, implementation of the same ERP system in all subsidiaries;
- establishment of new procedures typical of the development within the group;
- modifications and updates of the existing procedures;
- implementation of a new reporting tool which permits financial data reporting on a regular basis (quarter, year). The reporting tool also permits development of KPIs and regular assessments thereof.

Information and Communication

In order to be able to present reliable financial information, ThromboGenics makes use of a standardized reporting of accounts and a global application of IFRS recognition criteria.

Data and information protection. Depending on the type of data, a specific policy is applicable. Rights are granted per disk and folder to groups of persons or to specific persons only (user directory), the user rights are defined by the Windows user/login for both regular data files and database. The rights are granted in such a way that only those files or data to which the user has access, can be read or modified. A back-up policy is available and all data are being backed up centrally on a weekly base and locally on a daily base.

Supervision and Modification

Supervision is carried out by the Board of Directors, through the activities of the Audit Committee and Executive Team.

- It is the task of the Audit Committee to monitor the effectiveness of the internal audit and risk analysis.
- The Executive Team supervises the implementation of internal audit and risk management, taking into consideration the recommendations of the Audit Committee.

The modifications comprise numerous day-to-day activities such as:

- management by operational supervisors;
- data exchange with third parties for confirmation purposes (e.g. suppliers/customers);
- supervision of division of functions;



- control by external auditors and internal and external controllers.

It is the opinion of ThromboGenics that periodic evaluations are necessary to assess the effectiveness of the internal audit and the implemented procedures. As of today, there is not yet a dedicated internal audit function. However, the Group does not exclude creating such a function in the future.

External Audit

External auditing within ThromboGenics is performed by BDO Bedrijfsrevioren, represented by Bert Kegels, Company Auditor. This mission includes the auditing of the statutory annual accounts, the consolidated annual accounts of ThromboGenics NV and its subsidiary.

The auditor's remuneration was 84,975 euro.

Remuneration Report Financial Year 2014

Remuneration policy in general

The remuneration policy of the Company aims to attract reputable persons with the necessary experience to ensure continuing sustainable and profitable growth. The policy should support the retention and motivation of these persons. The remuneration policy is determined by the Board of Directors upon proposal of the Remuneration Committee and in determining the performance criteria in consultation with the CEO.

The total remuneration package for the members of the Executive Team is composed of three elements:

- a fixed monthly compensation;
- a variable component, partly based on corporate targets, partly based on individual performance indicators;
- equity based compensation in the form of warrants.

Each of these components is explained in more detail below. The principles for the fixed and variable remuneration are already several years in place and the Company does not expect any major changes in the near future. A part of the individual remuneration package depends on the realized performance indicators and will vary over time. There can be some differences in the allocation between the individual members of the Executive Team. No reclamation right is foreseen for the variable component of the remuneration package.

No shares are granted to the members of the executive team.

Some members of the executive team have the right to a contractual notice, which cannot, however, exceed 18 months.

For the remuneration of the members of the Board of Directors, the Board of Directors makes a proposal to the General Meeting. The remuneration of the non-executive directors is composed of a fixed annual remuneration and attendance fees. The attendance fees count for about 70 percent of the total remuneration. The non-executive directors have no right to a severance pay.

Directors' remuneration

Non-executive directors

Non-executive directors at ThromboGenics are entitled to fixed annual remuneration and attendance fees:

- There is a fixed annual remuneration for non-executive board members of 10,000 euro per year
- There is also an attendance fee of 2,000 euro per meeting, for board meetings as well as committee meetings

The remuneration of the executive directors and the Chairman of the Board of Directors is mentioned below.

This remuneration structure encourages an active participation in both board and committee meetings. The fixed remuneration for the non-executive members is justified by the fact that the proper operation of these committees requires adequate preparation by the members.

The objective and independent judgment of the non-executive directors, is further encouraged by the fact that they do not draw any other remuneration from the Company than their fixed directors' remuneration and their attendance fees, except for David Guyer who provides additional ad hoc consultancy services.

On an individual basis following amounts have been paid over the book year ended December 31, 2014:

- David Guyer 22k euro



- Innov'Activ BVBA, represented by Patricia Ceysens 25k euro
- Jean-Luc Dehaene 9k euro
- Lugost BVBA, represented by Luc Philips (end on June 30, 2014) 19k euro
- Thomas Clay 32k euro

For the non-executive directors no severance pay is foreseen.

Executive directors

Executive directors at ThromboGenics are entitled to fixed annual remuneration and attendance fees:

- There is a fixed annual remuneration for executive board members of 10,000 euro per year
- There is also an attendance fee of 2,000 euro per meeting, for board meetings as well as committee meetings

This remuneration structure encourages an active participation in both board and committee meetings. The fixed remuneration for the executive members is justified by the fact that the proper operation of these committees requires adequate preparation by the members.

On an individual basis following amounts have been paid over the book year ended December 31, 2014:

- Lugo BVBA, represented by Luc Philips (as of July 1, 2014) 13k euro
- Paul Howes 9k euro

Executive directors, ViBio BVBA, represented by Patrik De Haes and Sofia BVBA, represented by Chris Buyse, did not receive any compensation for their board mandates. The compensation to ViBio BVBA, represented by Patrik De Haes, in respect of his CEO responsibilities is outlined below.

For the executive directors no severance pay is foreseen.

Chairman Board of Directors

Given the important and active role in the operational and strategic guidance of the Company, ThromboGenics paid over the fiscal year 2014 the following amounts to Viziphar BVBA with Staf Van Reet as permanent representative:

- a fixed remuneration of 20,000 euro;
- an attendance fee of 4,000 euro per meeting, for board meetings as well as committee meetings

On an individual basis following amount has been paid over the book year ended December 31, 2014:

- Viziphar BVBA, represented by Staf Van Reet 96k euro (of which 12k euro is a correction on the year 2013)

The Company did not enter into any insurance scheme for the Chairman.

CEO

In the financial year 2014, ThromboGenics paid 711 k euro of remuneration in respect of the CEO, ViBio BVBA with Patrik De Haes as permanent representative. This includes:

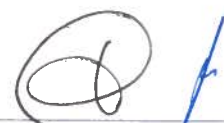
- a fixed remuneration comprising a base fee of 422 k euro and a retention fee of 183 k euro;
- expenses for an amount of 21 k euro;
- a variable component of 85 k euro; this amount was agreed upon in December 2014. This variable compensation is based on predefined key corporate performance targets agreed between the CEO and the Remuneration Committee and validated by the Board of Directors. The criteria are related to the progress on the different (pre)clinical research programs as well as the turnover of JETREA® to be achieved and the financial results. The turnover of JETREA® was the most important criteria in 2014. The realization of these targets is evaluated at the end of the year by the Board of Directors. The total variable pay of the CEO in 2014 represents 12.4 % of the fixed remuneration.

The CEO participates in the different warrant plans that ThromboGenics has in place. In total the CEO is entitled to the following outstanding warrants:

- Under the warrant Plan "2010": 60,000 warrants at an exercise price of 15.49 euro/share to be vested over a period of 3 years.
- Under the Warrant Plan "2011": 72,000 warrants at an exercise price of 20.59 euro/share to be vested over the next 3 years at a rate of 2,000 warrants/month, starting in May 2011.

The Company did not enter into any insurance scheme for the CEO.

At December 31, 2014, the CEO holds 100,000 shares of ThromboGenics NV.



For the CEO a severance pay is foreseen. If dismissed, the CEO would get a severance pay of 12 months, except in case of change of control. In the latter case, the severance pay would be 12 months if the consultant would leave the Group on his own initiative or 18 months if the consultant would be asked to leave the Group.

Remuneration of the executive team

The members of the Executive Team for the year 2014 are:

- ViBio BVBA, represented by Patrik De Haes – CEO
- Sofia BVBA, represented by Chris Buyse – CFO (until June 30, 2014)
- Lugo BVBA, represented by Luc Philips – CFO ad interim (as from July 1, 2014)
- Paul Howes – Executive Director

In the financial year 2014, ThromboGenics paid for the executive team as a whole but excluding the CEO 341 k euro in management fees.

This amount includes:

- Fixed remuneration: 330 k euro.
- Variable annual bonuses: none.
- Pension: the Company did not enter into any insurance scheme for the Executive Team.
- Other: 11 k euro.

Financial instruments

ThromboGenics does not buy or trade in financial instruments for speculative purposes.

The only financial instruments the Company currently holds are the so-called “loans and receivables” (including the cash and cash equivalents) and investments amounting to 127,076 k euro (2013: 172,361 k euro).

Branches

ThromboGenics nv has a full American subsidiary, ThromboGenics Inc, which is established in Iselin, New Jersey, and that it has one Irish Branch in Dublin.

R&D

Given the activities of ThromboGenics, the cost of R&D is very important. These costs mainly consist of costs for clinical trials paid to third parties, personnel costs and depreciations.

Finally, we ask you to approve the annual accounts, as drawn up, and to grant discharge to the directors and the auditor for executing their mandate during the closed financial year.

Done on March 12, 2015,
On behalf of the Board of Directors

