

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

(the “Company”)

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**CONVOCAATION OF THE ORDINARY GENERAL SHAREHOLDERS’ MEETING**

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The board of directors of the Company has the honour to invite the holders shares and warrants of the Company to attend the annual meeting, which will be held on Tuesday 5 May 2015 at 2:00 p.m. at the Faculty Club, Begijnhof 14, 3000 Leuven, with the agenda below.

**AGENDA**

**Agenda of the annual meeting, comment by the board of directors and proposed resolutions**

1. Reading and discussion on:

- the annual report of the board of directors of the Company on the annual accounts relating to the financial year closed on 31 December 2014 (including the deliberation on the corporate governance policy); and
- the auditor's report on the annual accounts relating to the financial year closed on 31 December 2014.

*Commentary to the item on the agenda:*

*The board of directors requests the annual meeting to take note of the annual report of the board of directors of the Company on the annual accounts relating to the financial year closed on 31 December 2014 and the auditor's report on the annual accounts relating to the financial year closed on 31 December 2014.*

2. Approval of the remuneration report of the board of directors of the Company, as explained by the nomination and remuneration committee and included in the annual report.

*Proposed resolution:*

*Approval of the remuneration report prepared by the board of directors of the Company, as explained by the nomination and remuneration committee and included in the annual report.*

3. Deliberation on and approval of:

- the statutory annual accounts relating to the financial year closed on 31 December 2014; and
- the allocation of the results as proposed by the board of directors of the Company in its annual report.

Proposed resolution:

*Approval of the statutory annual accounts relating to the financial year closed on 31 December 2014 and on the allocation of the results as proposed by the board of directors of the Company in its annual report.*

4. Discharge to the directors of the Company for the exercise of their mandate as director during the financial year closed on 31 December 2014.

Proposed resolution:

*Discharge to the following persons for the exercise of their mandate as director during the financial year closed on 31 December 2014:*

- *Mr Jean-Luc Dehaene, for the period until his decease on 15 May 2014;*
- *SOFIA BVBA, with as permanent representative Mr Chris Buyse, for the period until his resignation with effect as of 30 June 2014;*
- *LUGOST BVBA, with as permanent representative Mr Luc Philips, for the period until his resignation with effect as of 30 June 2014;*
- *LUGO BVBA, with as permanent representative Mr Luc Philips, for the period as of his co-optation on 30 June 2014;*
- *ViBio BVBA, with as permanent representative Mr Patrik De Haes;*
- *Innov'activ BVBA, with as permanent representative Mrs Patricia Ceysens;*
- *VIZIPHAR Biosciences BVBA, with as permanent representative Mr Gustaaf Van Reet;*
- *Mr Thomas Clay;*
- *Mr Dr. David Guyer; and*
- *Mr Paul Howes, for the period as of his co-optation on 28 August 2014.*

5. Discharge to the auditor of the Company for the exercise of his mandate during the financial year closed on 31 December 2014.

Proposed resolution:

*Discharge to the auditor, BDO Bedrijfsrevisoren, with registered office at 1935 Zaventem, The Corporate Village, Da Vincilaan 9, box E.6, represented by Bert Kegels, for the performance of its mandate during the financial year closed on 31 December 2014.*

6. Appointment of Mrs Emmanuèle Attout as director, upon proposal of the board of directors of the Company based on the advice received from the nomination and remuneration committee, and decision on the compensation for the exercise of her mandate as director.

Proposed resolution:

*Appointment of Mrs Emmanuèle Attout, as director of the Company with immediate effect for a four year period, until the closing of the annual meeting resolving on the annual accounts of the financial year that will have ended on 31 December 2018. The abovementioned director will receive a base remuneration of EUR 10,000 on a yearly basis for the exercise of her mandate. This amount will be increased with EUR 2,000 for each attendance of a meeting of the board of directors, of the audit committee or of the nomination and remuneration committee. Mrs Attout complies with the criteria of independence set forth in article 526ter of the Belgian Company Code.*

7. Power of attorney.

Proposed resolution:

*Power of attorney to be granted to Mr Claude Sander, 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 2014, 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.*

### **No quorum**

There is no quorum requirement for the deliberation and voting on the respective items referred to in the abovementioned agenda of the annual meeting.

### **Voting and majority**

Subject to applicable legislation, each share will entitle to one vote. In accordance with the applicable legislation, the proposed resolutions referred to in the abovementioned agenda of the annual meeting will be adopted if they are approved by simple majority of the votes duly cast by the shareholders. In accordance with art. 537 BCC, the holders of warrants can attend the annual meeting with advisory vote only.

## **PARTICIPATION TO THE MEETING**

### **Admission requirements**

The board of directors points out that only the persons who have fulfilled the two conditions set out below under point 1 and 2, will have the right to participate in and to vote at the annual meeting.

#### 1. Registration of the shares

The right to participate in and to vote at the annual meeting is granted on the basis of the accounting registration of the shares in name of the shareholder, on Tuesday 21 April 2015, at midnight (Belgian time, GMT+1) (the “**registration date**”). This registration is determined as follows:

- for **registered shares**: registration will be established through their registration in the register of shares of the Company, on the registration date;
- for **dematerialized shares**: registration will be established through their registration in the accounts of a licensed account holder or a settlement institution, without any initiative of the shareholder being required. The licensed account holder or settlement institution provides the shareholder with a certificate stating how many dematerialized shares are registered in its accounts in the name of the shareholder on the registration date.

Only persons who are shareholders on the registration date are entitled to participate in and vote at the annual meeting.

#### 2. Notification of the intention to participate to annual meeting

The shareholder must notify the Company, at the latest on Wednesday 29 April 2015, that he or she wishes to participate in the annual meeting and the number of shares for which he or she wishes to vote. The certificate, if any, issued by the licensed account holder or the settlement institution, is to be attached to this notification. The notification should be done by e-mail to [claudio.sander@thrombogenics.com](mailto:claudio.sander@thrombogenics.com), by fax to +32 16 751 311 or by letter to the attention of Claude Sander, Gaston Geenslaan 1, 3001 Heverlee.

The holders of securities (other than shares), are allowed to attend the annual meeting, subject to compliance with the admission requirements for shareholders.

Participants are invited to be present on Tuesday 5 May 2015 as from 13:45 p.m. in order to allow for an efficient handling of the registration formalities.

### **The possibility to put items on the agenda and / or to submit proposed resolutions**

In accordance with article 533ter BCC, one or more shareholders who hold, individually or jointly at least 3% of the share capital, may put items on the agenda of the annual meeting and submit proposals for resolutions in relation to matters placed or to be placed in the agenda. These requests are sent by e-mail to [claudio.sander@thrombogenics.com](mailto:claudio.sander@thrombogenics.com), no later than Monday 13 April 2015 at 5:00 p.m. (Belgian time, GMT+1).

More detailed information about the conditions of this possibility can be found on the website of the Company ([www.thrombogenics.com](http://www.thrombogenics.com)).

If the Company would receive any requests for new agenda items or proposed resolutions, it shall promptly and at the latest on Monday 20 April 2015 publish the amended agenda on its website.

### **The right to ask questions**

Shareholders that meet the requirements to be admitted to the annual meeting may raise questions to the directors of the Company during the meeting regarding their report and the items listed on the agenda, as well as to the auditor of the Company regarding his report. These questions may also be raised in writing by e-mail to [claudio.sander@thrombogenics.com](mailto:claudio.sander@thrombogenics.com), at the latest on Wednesday 29 April 2015 at 5:00 p.m. (Belgian time, GMT+1).

More detailed information on the right to ask questions pursuant to article 540 BCC can be found on the website ([www.thrombogenics.com](http://www.thrombogenics.com)).

### **Proxies**

Shareholders who wish to be represented at the annual meeting, should use the proxy form which has been prepared up by the board of directors. Such proxy form can be obtained at the registered office of the Company and will also be available on the website of the Company ([www.thrombogenics.com](http://www.thrombogenics.com)). Other proxies will not be accepted.

An original proxy must be submitted at the registered office of the Company for the attention of Claude Sander, Gaston Geenslaan 1, 3001 Heverlee, no later than Wednesday 29 April 2015 at midnight (Belgian time, GMT+1).

The shareholders are requested to strictly follow the instructions set out on the proxy form. Only originally executed proxy forms, filled out completely and accurately, will be accepted.

### **Provision of documents**

The holders of securities may consult the documents mentioned in the agenda items at the registered office of the Company (Gaston Geenslaan 1, 3001 Heverlee), as from Friday 3 April 2015, during weekdays and during normal office hours.

The holders of securities may obtain a free copy of these documents at the registered office of the Company, upon written request to Claude Sander, Gaston Geenslaan 1, 3001 Heverlee or by e-mail to [claudio.sander@thrombogenics.com](mailto:claudio.sander@thrombogenics.com).

Translation for information purposes only

All relevant information regarding this annual meeting, including the reports mentioned in the agenda, the cv of Mrs Attout and the information which must be published on the website of the Company, in accordance with article 533bis, §2 BCC, will be available on the website of the Company ([www.thrombogenics.com](http://www.thrombogenics.com)) as from Friday 3 April 2015.

**The board of directors**