

**THROMBOGENICS**  
**Limited liability company**  
**having made a public appeal on savings**  
**Gaston Geenslaan 1**  
**3001 Heverlee**

**0881.620.924 RLE Leuven**

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**BACKGROUND INFORMATION CONCERNING THE RIGHTS OF SHAREHOLDERS IN  
ACCORDANCE WITH ARTICLES 533ter AND 540 OF THE BELGIAN COMPANIES  
CODE<sup>1</sup>**

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**1. THE RIGHT OF SHAREHOLDERS TO ADD NEW AGENDA ITEMS TO THE AGENDA OF THE GENERAL MEETING AND/OR PRESENT NEW PROPOSALS FOR DECISION CONCERNING ITEMS THAT WERE OR WILL BE REFLECTED ON THE AGENDA.**

One or more shareholders who together own at least 3% of the share capital of the company have the right to (i) add new agenda items to the agenda of the ordinary general meeting which will take place on **7 May 2013 at 2.00 pm** at the registered office of the company at 3001 Heverlee, Gaston Geenslaan 1 and/or to (ii) present new proposals for decision concerning agenda items that were or will be written in the agenda.

Any shareholder(s) who exercise(s) this right must comply with the following two conditions for their proposal to be eligible for consideration at the general meeting:

- (1) they must prove that they hold the above mentioned percentage on the date of their request (either by producing a certificate of registration of those shares in the share register of the company, or by producing a certificate from a recognized account holder or by a settlement institution evidencing that the relevant number of *dematerialised shares* are registered in the shareholder's name on an account held by the recognized account holder or by the settlement institution); and
- (2) they must demonstrate that they are still a shareholder holding 3% of the share capital on the record date (**23 April 2013 at 24.00 hours**).

This right can be exercised by delivering the text of the new agenda items and equivalent proposals for decisions and/or the text of the proposals for decision to be reflected on the agenda to the company via e-mail ([chris.buyse@thrombogenics.com](mailto:chris.buyse@thrombogenics.com)). Any requests to this end must arrive at the company at the latest on **15 April 2013 at 5.00 pm (Belgian time)**. The company will confirm receipt of these requests by e-mail or postal services at the address provided to it by the shareholder.

The agenda which will then, as the case may be, be modified will be published at the latest on **22 April 2013** (on the website of the company at the address [www.thrombogenics.com](http://www.thrombogenics.com), in the Belgian Official Gazette and in the press).

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<sup>1</sup> 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.

An *ad hoc* form for voting by proxy completed with the additional items and/or proposals for decision will be made available on the company website at the address [www.thrombogenics.com](http://www.thrombogenics.com) at the same time as the publication of the revised agenda, namely at the latest on **22 April 2013**.

The proxies that the company has been notified of before the publication of the revised agenda remain valid for those agenda items they cover. As an exception to this rule, the proxy holder can, for the agenda items for which in accordance with article 533ter of the Belgian Companies Code new proposals for decisions have been submitted, deviate during the meeting from the instructions of the proxy grantor, if carrying out the instructions could prejudice the interests of the proxy grantor. The proxy holder must inform the proxy grantor of this. The proxy must state whether the proxy holder is entitled to vote on the newly-added items on the agenda, or if he/she should abstain.

## **2. RIGHT OF THE SHAREHOLDERS TO ASK QUESTIONS IN WRITING**

The shareholders have the right to ask questions in writing to the directors and/or the auditor of the company before the annual general shareholders' meeting of **7 May 2013**.

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

- (1) being a shareholder on the record date (**23 April 2013 at 24.00 hours**); 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 ([chris.buyse@thrombogenics.com](mailto:chris.buyse@thrombogenics.com)). These questions must arrive at the company at the latest on **1 April 2013**.

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.