

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

(the “Company”)

**SPECIAL REPORT OF THE BOARD OF DIRECTORS IN ACCORDANCE WITH ARTICLE 604
OF THE BELGIAN COMPANIES CODE**

1. PRELIMINARY STATEMENT

The board of directors has prepared this report in accordance with article 604 of the Belgian Companies Code (**BCC**) in connection with its proposal to grant new authorisations to the board of directors to increase the share capital of the Company within the limits of the authorised capital. This proposal will be submitted to the extraordinary general shareholders’ meeting of the Company which is scheduled immediately prior to the annual general shareholders’ meeting on 3 May 2016 and, more precisely, with respect to the proposed resolutions concerning the following agenda items:

- (a) New authorisation of the board of directors, for a period of five years starting from the publication in the Belgian Official Gazette of the deed of amendment to the articles of association granting this power, to increase the share capital on one or more occasions up to an amount equal to the current amount of the share capital of the Company, being EUR 162,404,449.73, in cash or in kind or by conversion of the reserves, in accordance with article 604 of the Belgian Companies Code. The board of directors will also be able to proceed to issue convertible bonds and warrants on the same conditions;
- (b) New authorisation of the board of directors to restrict or cancel, within the context of the authorised capital, the legal preferential subscription rights of the shareholders in the interests of the Company, even in favour of one or more specific persons, other than employees of the Company or its subsidiaries;
- (c) New authorisation of the board of directors, for a period of three years starting from the date of this authorisation, to also increase the share capital in the event of a public takeover bid on the Company’s securities in accordance with article 607 of the Belgian Companies Code.

More precisely, this special report set outs the special circumstances in which the board of directors may use the new authorisations with respect to the authorised capital, as set out below, and the purposes the board of directors may pursue in doing so.

2. CONTEXT OF THE PROPOSED DECISION

The board of directors believes that in order to fulfill the needs of the Company, authorisation should be granted to it to increase the Company’s share capital within the limits of the authorised capital by a maximum amount equal to the current amount of the Company's share capital. Moreover, it is advisable to grant a special power to the board of directors in accordance with article 607 BCC in order to enable the board to use the technique of the authorised capital also in the event of a public takeover bid.

The board of directors therefore requests to grant authorisation to the board enabling it to use the authorised capital in connection with, but not limited to, the circumstances and for the purposes as set out below.

The board of directors will be entitled to use the authorised capital if the Company's current share capital seems inadequate, in complying with legal and statutory obligations or with the conditions established by law or by regulations.

The board of directors will also be entitled to use the authorised capital if there is an inequality between the equity and the debt of the Company, in order to improve the solvency of the Company. More specifically, the board of directors will be entitled to use the authorised capital in the circumstances as described in articles 633 and 634 BCC.

In addition, the board of directors will be entitled to use the authorised capital to provide the Company with the necessary means to react swiftly and quickly to potential opportunities, including but not limited to acquisitions, mergers and in-licensing and to face new developments and challenges.

The board of directors can also use the authorised capital when the costs of convening an extraordinary shareholders' meeting are disproportionate compared to the amount of the proposed capital increase.

The authorised capital must allow the board of directors to organise employees', consultants' and management participations in an effective way. The board of directors will be entitled to use the authorised capital to issue warrants as part of warrant plans.

Finally, the board of directors can, if necessary, use the technique of the authorised capital as a defense mechanism against potential hostile takeover bids on the securities issued by the Company.

3. PROPOSED POWERS GRANTED TO THE BOARD OF DIRECTORS

3.1 Powers concerning the authorised capital

As a result of the power granted to the board of directors in relation to the authorised capital, the board of directors will be entitled to increase the share capital of the Company, within the limits of the law, any number of times, by a maximum amount equal to the current amount of the Company's share capital i.e. EUR 162,404,449.73 for a period of five years from the date on which the notarial deed granting this power is published in the Annexes to the Belgian Official Gazette.

The board of directors will also be entitled to increase the Company's share capital, any number of times, from the date on which the FSMA ("Financial Services and Markets Authority") notifies the Company that a public takeover bid was launched on its securities, by way of a contribution in cash with the cancellation or restriction of the preferential subscription rights of the existing shareholders or by way of a contribution in kind in accordance with article 607 BCC. This power will be granted for the legally permitted maximum period of three years from the date on which the extraordinary shareholders' meeting has decided to grant this power, and can be renewed.

The board of directors will be entitled to increase the Company's share capital by way of a contribution in kind and in cash, by incorporation of reserves, with or without the issue of new securities. In addition, the board of directors will also be entitled to issue convertible bonds, warrants whether or not attached to another type of security or bonds with warrants, bearing in mind that the maximum amount for which the authorised capital can be used for the issue of convertible bonds, warrants whether or not attached to another type of security or bonds with warrants, applies to the amount of the capital increases that would result from the conversion of these bonds or the exercise of these warrants.

Within the limits of the authorised capital, the board of directors will also have the power to restrict or cancel the preferential subscription rights granted by law to the existing shareholders, if it is in the interest of the

Company and subject to the conditions set out in article 596 etc. BCC. The board of directors will be entitled to restrict or cancel the preferential subscription rights for the benefit of one or more specified persons, even if they are not members of the employees of the Company or its subsidiaries.

As a result of any increase of the share capital within the limits of the authorised capital, the board of directors can ask for the payment of an issue premium. If the board of directors decides to ask for the payment of an issue premium, this issue premium must be booked on an unavailable account, so that each decision (except for the decision to incorporate the issue premium into the capital) with respect to the disposal of the issue premium must be taken by the shareholders' meeting in accordance with the same process that is required for changing the Company's articles of association.

3.2 Amendments to article 5 of the articles of association of the Company

The board of directors will have the power to amend the Company's articles of association in accordance with the capital increase which has been decided within the limits of the authorised capital.

4. CONCLUSION

Consequently, the board of directors proposes to the extraordinary shareholders' meeting of the Company to grant a power to the board of directors in relation to the authorised capital, as set out above.

The present report is mentioned in the agenda of the aforementioned extraordinary shareholders' meeting of the Company in accordance with article 604, §2 BCC

Done in Heverlee, on _____ 2016

On behalf of the board of directors:

Name:

Function: Director

Name:

Function: Director