

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

(the “Company”)

CONVOCAATION OF THE SPECIAL GENERAL SHAREHOLDERS’ MEETING

The board of directors of the Company has the honour to invite the holders of shares and warrants of the Company to attend the special general shareholders’ meeting, which will be held on Thursday 20 August 2015 at 2:00 p.m. at the registered office of the Company at Gaston Geenslaan 1, 3001 Heverlee, with the agenda below.

AGENDA

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

1. Appointment of Baron Philippe Vlerick 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 his mandate as director.

Proposed resolution:

Appointment of Baron Philippe Vlerick, as director of the Company with immediate effect for a four year period, until the closing of the 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 his 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.

2. 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 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 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 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 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 meeting.

1. Registration of the shares

The right to participate in and to vote at the meeting is granted on the basis of the accounting registration of the shares in name of the shareholder, on Thursday 6 August 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 meeting.

2. Notification of the intention to participate to meeting

The shareholder must notify the Company, at the latest on Friday 14 August 2015, that he or she wishes to participate in the 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 claude.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 meeting, subject to compliance with the admission requirements for shareholders.

Participants are invited to be present on Thursday 20 August 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 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 claude.sander@thrombogenics.com, no later than Wednesday 29 July 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).

If the Company would receive any requests for new agenda items or proposed resolutions, it shall promptly and at the latest on Wednesday 5 August 2015 publish the amended agenda on its website.

The right to ask questions

Shareholders that meet the requirements to be admitted to the 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 claude.sander@thrombogenics.com, at the latest on Friday 14 August 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).

Proxies

Shareholders who wish to be represented at the 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). 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 Friday 14 August 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 17 July 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 claude.sander@thrombogenics.com.

All relevant information regarding this meeting, including the cv of Mr Philippe Vlerick 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) as from Friday 17 July 2015.

The board of directors