

**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 EXTRAORDINARY GENERAL SHAREHOLDERS’ MEETING**

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Since the extraordinary general shareholders’ meeting held on Tuesday 3 May 2016 did not reach the required presence quorum on all items on the agenda of the meeting, the security holders are hereby invited to attend the second extraordinary general shareholders’ meeting, which will take place at the office of notaries Celis, Celis & Liesse, Kasteelpleinstraat 59, 2000 Antwerp on Monday 6 June 2016 at 2 p.m. (Belgian time, GMT+1), with the following agenda.

**AGENDA**

1. New authorisations to the board of directors with respect to the authorised capital.
  - (a) Acknowledgment of and discussion on the board report drafted for the purposes of article 604 of the Belgian Companies Code with respect to the authorisation concerning the authorised capital referred to in littera (b) below;
  - (b) 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 be able to proceed to issue convertible bonds and warrants on the same conditions;
  - (c) 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;
  - (d) 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; and
  - (e) Amendment of article 47 of the articles of association.

Proposed resolution:

*After prior acknowledgment and approval of the report of the board of directors drafted for the purposes of article 604 of the Belgian Companies Code, the agenda items 1 (b), (c), (d) and (e) are approved. Article 47 of the articles of association is accordingly amended as follows:*

- *The first paragraph is integrally replaced as follows:*

*“The board of directors is empowered to increase the capital on one or more occasions without the cumulative amount of these increases exceeding a total amount of € 162,404,449.73, for a period of five (5) years starting from the publication of the deed of amendment to the articles of association dated [date deed] 2016 in the Belgian Official Gazette. This power of the board of directors may be renewed.”*
- *In the sixth paragraph “27 May 2010” is replaced by “[date deed] 2016”.*
- *The last paragraph concerning the use of the authorised capital under the previous authorisation is integrally removed.*

2. New authorisations of the board of directors to buy back shares.

- (a) New authorisation of the board of directors, for a period of three years starting from the publication in the Belgian Official Gazette of the deed of amendment to the articles of association granting this power, to proceed on one or several occasions with an acquisition of the Company’s own shares without the prior resolution of the shareholders’ meeting if such acquisition is necessary to prevent the Company from suffering an imminent and severe threat, in accordance with article 620 §1, par. 3-4 of the Belgian Companies Code;
- (b) 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 proceed on one or several occasions with the acquisition, by purchase or exchange, of a maximum number of own shares, including those previously acquired by the Company and held by it, those acquired by a subsidiary directly controlled within the meaning of article 5 § 2, 1°, 2° and 4° of the Belgian Companies Code, and those acquired by a person acting in their own name but on behalf of this subsidiary or the Company, of which the aggregate par value may not exceed 20% of the subscribed capital, for a price per share that must be higher than 90% and less than 115% of the closing price of the shares on the stock exchange on the business day preceding the day of the purchase or exchange, in accordance with article 620 §1, par. 5 of the Belgian Companies Code. This authorisation also applies to the acquisition of the Company’s shares by one of its directly controlled subsidiaries pursuant to article 627 of the Belgian Companies Code; and
- (c) Amendment of article 48 of the articles of association.

*Proposed resolution:*

*The agenda items 2 (a), (b) and (c) are approved and article 48 of the articles of association is accordingly amended as follows:*

- *In the second paragraph “27 May 2010” is replaced by “[date deed] 2016”.*
- *The third paragraph is integrally replaced as follows:*

*“The board of directors is authorised, in accordance with article 620 of the Belgian Companies, to acquire a maximum number of own shares, including those previously acquired by the company and held by it, those acquired by a subsidiary directly controlled*

*within the meaning of article 5 § 2, 1°, 2° and 4° of the Belgian Companies Code, and those acquired by a person acting in their own name but on behalf of this subsidiary or the company, of which the aggregate par value may not exceed 20% of the subscribed capital, for a price per share that must be higher than 90% and less than 115% of the closing price of the shares on the stock exchange on the business day preceding the day of the purchase or exchange. This authorisation shall be valid for a period of five years starting from the publication of the deed of amendment to the articles of association dated [date deed] 2016 in the Belgian Official Gazette. This authorisation also applies to the acquisition of the company's shares by one of its directly controlled subsidiaries pursuant to article 627 of the Belgian Companies Code.”*

## **Quorum**

There is no quorum requirement for the deliberation and voting on the respective items referred to in the abovementioned agenda of this second extraordinary general shareholders' meeting.

## **Voting and majority**

In accordance with the articles of association, the Company shall entitle each validly represented share to one vote.

In accordance with the applicable legislation and the articles of association of the Company, (i) the proposed resolutions on the first abovementioned agenda item of the extraordinary general shareholders' meeting will be adopted if they are approved by three-quarters of the votes duly cast, and (ii) the proposed resolutions on the second abovementioned agenda item of the extraordinary general shareholders' meeting will be adopted if they are approved by four-fifths of the votes duly cast.

In accordance with article 537 of the Belgian Companies Code, the holders of warrants can attend the extraordinary general shareholders' meeting with advisory vote only.

## **PARTICIPATION TO THE EXTRAORDINARY GENERAL SHAREHOLDERS' 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 extraordinary general shareholders' meeting.

#### **1. Registration of the shares**

The right to participate in and to vote at the extraordinary general shareholders' meeting is granted on the basis of the accounting registration of the shares in name of the shareholder, on Monday 23 May 2016, 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 extraordinary general shareholders' meeting.

2. Notification of the intention to participate to the extraordinary general shareholders' meeting

The shareholders must notify the Company, at the latest on Tuesday 31 May 2016, that they wish to participate to the extraordinary general shareholders' meeting and the number of shares for which they wish 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](mailto:claude.sander@thrombogenics.com), by fax to +32 16 751 311 or by letter to Gaston Geenslaan 1, 3001 Heverlee, for the attention of Mr Claude Sander.

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

Participants are invited to be present on Monday 6 June 2016 as from 1:45 p.m. (Belgian time, GMT+1) in order to allow for an efficient handling of the registration formalities.

The shareholders or, as the case may be, their legal representatives or their proxy holders should proof their identity prior to the start of the meetings, if they are natural persons, by presenting their identity card or passport or an equivalent document and, if they are legal persons, their legal representatives should in addition deliver the relevant documents demonstrating in detail their identity and their representation power.

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

Shareholders that meet the requirements to be admitted to the extraordinary general shareholders' meeting may raise questions to the directors of the Company during the meetings regarding their report and the items listed on the agenda. These questions may also be raised in writing by e-mail to [claude.sander@thrombogenics.com](mailto:claude.sander@thrombogenics.com), at the latest on Tuesday 31 May 2016 at 5:00 p.m. (Belgian time, GMT+1).

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

### **Proxies**

Shareholders who wish to be represented at the extraordinary general shareholders' meeting, should use the proxy form which has been prepared up by the board of directors for this purpose. Such proxy form can be obtained at the registered office of the Company (Gaston Geenslaan 1, 3001 Heverlee) 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 Mr Claude Sander, Gaston Geenslaan 1, 3001 Heverlee, no later than Tuesday 31 May 2016 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 relevant documents mentioned in the agenda items of the extraordinary shareholders' meeting at the registered office of the Company (Gaston Geenslaan 1, 3001 Heverlee), 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 by letter to the registered office of the Company (Gaston Geenslaan 1, 3001 Heverlee), for the attention of Mr Claude Sander or by e-mail to [claudio.sander@thrombogenics.com](mailto:claudio.sander@thrombogenics.com).

All relevant information regarding this second extraordinary general shareholders' meeting, including the report of the board of director established in accordance with article 604 of the Belgian Companies Code and the information which must be published on the website of the Company, in accordance with article 533bis, §2 of the Belgian Companies Code, will be available on the website of the Company ([www.thrombogenics.com](http://www.thrombogenics.com)).

### **The board of directors**