

English translation for information purposes only- please only use the Dutch proxy form¹

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

0881.620.924 RLE Leuven

CONVOCATION

The board of directors has the honour to invite the holders of shares and warrants to attend the annual shareholders' meeting which will be held at the headquarters of the company at 3001 Heverlee, Gaston Geenslaan 1, on Tuesday 6 May 2014 at 2:00 PM with the below agenda, containing proposals for decision.

Agenda of the annual shareholder' meeting

- (1) Deliberation on the annual report of the board of directors on the annual accounts relating to the financial year closed on 31 December 2013 (including deliberation on corporate governance policy) and on the auditor's report on the annual accounts relating to the financial year closed on 31 December 2013.

Comments on the agenda item:

The board of directors requests the shareholders' meeting to take note of the annual report of the board of directors on the annual accounts relating to the financial year closed on 31 December 2013 and the auditor's report on the annual accounts relating to the financial year closed on 31 December 2013.

- (1) Deliberation on the remuneration report of the board of directors, 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, as explained by the nomination and remuneration committee and included in the annual report.

- (2) Deliberation on and approval of the statutory annual accounts relating to the financial year closed on 31 December 2013 and of the allocation of the results as proposed by the board of directors in its annual report. Acknowledgement of the consolidated annual accounts relating to the financial year closed on the same date.

Proposed resolution:

Approval of the annual accounts (including the new valuation rules) relating to the financial year closed on 31 December 2013 and on the allocation of the results as proposed by the board of directors in its annual report.

- (3) Discharge of the directors.

¹ 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.

Proposed resolution:

Discharge to the directors for the performance of their mandate during the previous financial year that ended on 31 December 2013:

- *PATCOBEL NV, with as permanent representative Mr Désiré Collen, for the period up to his resignation on 5 December 2013;*
- *ViBio BVBA, with as permanent representative Mr Patrik De Haes;*
- *SOFIA BVBA, with as permanent representative Mr Chris Buyse;*
- *Innov'activ BVBA, with as permanent representative Ms Patricia Ceysens;*
- *Mr Jean-Luc Dehaene;*
- *VIZIPHAR Biosciences BVBA, with as permanent representative Mr Gustaaf Van Reet;*
- *LUGOST BVBA, with as permanent representative Mr Luc Philips;*
- *Mr Thomas Clay; and*
- *Mr Dr. David Guyer, for the period starting as of his co-optation on 20 December 2013.*

- (4) Discharge of the auditor.

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 previous financial year that ended on 31 December 2013.

- (5) Reappointment of ViBio BVBA, with as permanent representative Mr Patrik De Haes, as director of the Company upon proposal of the board of directors, based on an advice received from the nomination and remuneration committee, and decision on the remuneration for the performance of the mandate of the director.

Proposed resolution:

Reappointment of ViBio BVBA, Legal Entities Register Leuven 0888.215.637, with registered office at 3140 Keerbergen, Fazantendreef 17, with as permanent representative DE HAES Patrik Franciscus Albertus, as director of the Company, with immediate effect, for a four year period, until the closing of the general shareholders' meeting resolving on the annual accounts of the financial year that will have ended on 31 December 2017.

- (6) Reappointment of SOFIA BVBA, with as permanent representative Mr Chris Buyse as director of the Company upon proposal of the board of directors, based on an advice received from the nomination and remuneration committee, and decision on the remuneration for the performance of the mandate of the director.

Proposed resolution:

Reappointment of SOFIA BVBA, Legal Entities Register Brugge 0465.580.402, with registered office at 8301 Knokke-Heist (Heist-aan-zee), Jozef Nellenslaan 21 "Vieux Logis", with as permanent representative BUYSE Chris Georges Frans, as director of the Company, with immediate effect, for a four year period, until the closing of the general shareholders' meeting resolving on the annual accounts of the financial year that will have ended on 31 December 2017.

- (7) Confirmation of the appointment of Mr Dr. David Guyer – appointed by the board of directors on 20 December 2013 as co-opted director in accordance with article 519 of the Belgian Company Code – based on an advice received from the nomination and remuneration committee, and decision on the remuneration for the performance of the mandate of the director.

Proposed resolution:

Confirmation of the appointment of Mr Dr. GUYER David, as director of the Company with immediate effect for a four year period, until the closing of the general shareholders' meeting resolving on the annual accounts of the financial year that will have ended on 31 December 2017. The abovementioned director will receive a base remuneration of EUR 10,000 on a yearly basis. This amount will be increased with EUR 2,000 for each attendance at a meeting of the board of directors, of the audit committee or of the nomination and remuneration committee.

- (8) Decision regarding the remuneration of the chairman of the board of directors.

Proposed resolution:

The general shareholders' meeting determines the remuneration of the chairman of the board of directors as follows:

- *starting on 1 January 2014 a basic remuneration of EUR 20,000 on an annual basis; and*
- *starting on 5 December 2014 an amount of EUR 4,000 for each presence at a meeting of the board of directors, of the audit committee or of the nomination and remuneration committee.*

- (9) Power of attorney.

Proposed resolution:

Power of attorney to be granted to Mr Chris Buyse, each of them acting individually, 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 2013, 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.

Admission requirements to be fulfilled in order to be admitted to the general shareholders' meeting and to vote

The company points out that only the persons who have fulfilled the two conditions set out below under point 1 and 2, shall have the right to participate in and to vote at the annual shareholders' meeting.

1. Registration of the shares

The right to participate in and to vote at the annual shareholders' meeting is granted on the basis of the accounting registration of the shares of the shareholder, on 22 April 2014, at midnight (Belgian time). The day and time specified above constitute the "registration date"

Registered shares: registration will be established through their registration in the register of shares of the Company, on the registration date.

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 general shareholders' meeting.

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

The shareholder must notify the company, no later than on 30 April 2014, that he or she wishes to participate in the annual shareholders' meeting and the number of shares for which it wishes to vote. The certificate, if any, issued by the licensed account holder or the settlement institution, is to be attached to the notification.

The notification should be done by e-mail to chris.buyse@thrombogenics.com, by fax +32 16 751 311 or by letter to the attention of Chris Buyse – Gaston Geenslaan 1 – 3001 Heverlee.

The holders of bonds, warrants or certificates issued with the cooperation of the company, are allowed to attend the general meeting, subject to compliance with the admission requirements for shareholders.

Participants are invited to be present at the company's registered office on 6 May 2014 as from 1.15 PM in order to allow for an efficient handling of the registration formalities.

The possibility to put items on the agenda and / or to submit proposals for resolutions

In accordance with article 533ter of the Belgian Company Code, one or more shareholders who hold, individually or jointly at least 3% of the share capital, may put items on the agenda of the general shareholders' meeting and submit proposals for resolutions in relation to matters placed or to be placed in the agenda. These requests are to be sent by e-mail to chris.buyse@thrombogenics.com, no later than 14 April 2014 at 5:00 pm (Belgian time).

More detailed information about the conditions of this possibility can be found on the website (www.thrombogenics.com).

By 21 April 2014 at the latest, the Company shall publish the amended agenda.

The right to ask questions

At the general shareholders' meeting the directors give answers to the questions raised by the shareholders during the meeting or in writing before, with respect to their reports or with respect to the items on the agenda, in accordance with the applicable legal provisions. The auditors give answers to the questions raised by shareholders at the meeting or in writing before, with respect to their report.

Questions should be sent by e-mail to chris.buyse@thrombogenics.com, by 30 April 2014, 5:00 pm (Belgian time).

More detailed information on the right to ask questions can be found on the website (www.thrombogenics.com).

Proxies

Shareholders who wish to be represented, should use the proxy form which has been drawn up by the board of directors and a copy of which can be obtained at the registered office. The proxy form will also be available on the website of the company (www.thrombogenics.com). Other proxies will not be accepted.

An original copy of this proxy must be filed at the registered office of the company for the attention of the board of directors no later than 30 April 2014 at midnight.

The shareholders are requested to follow the instructions set out on the proxy form in order to be validly represented at the general shareholders' meeting.

Provision of documents

Shareholders and holders of warrants may as from 4 April 2014 during weekdays and during normal office hours at the registered office of the company (Gaston Geenslaan 1, 3001 Heverlee) look into the documents to be submitted to the general shareholders' meeting; the list of shareholders which have not fully paid-up their shares, indicating the number of their shares and their place of residence; the list of public funds, shares, bonds and other securities of companies constituting the company's portfolio; the proposed resolutions or if the subject for discussion does not require a resolution, comments from the board of directors for each subject on the agenda to be addressed; and the forms that can be used for voting by proxy.

Each shareholder and warrant holder may, upon presentation of its security, as from the publication of this convocation notice obtain a free copy of these documents at the headquarters of the company.

The requests to obtain a free copy can also be sent in writing to Chris Buyse - Gaston Geenslaan 1 – 3001 Heverlee or by e-mail to chris.buyse@thrombogenics.com.

The information which must be published on the website of the company, in accordance with article 533bis, §2 of the Belgian Company Code, will be available no later than as from 4 April 2014 on the website (www.thrombogenics.com).

The board of directors