

**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 ANNUAL AND EXTRAORDINARY GENERAL SHAREHOLDERS’  
MEETING**

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The board of directors of the Company has the honour to invite the holders of shares and warrants of the Company to attend the extraordinary and annual general shareholders’ meeting, which will be held consecutively on Wednesday 2 May 2018 at the registered office of the Company at 1:30 pm (Belgian time, GMT+1) with the respective agendas below.

If the quorum for the extraordinary general shareholders’ meeting would not be reached, a second meeting will be held at the office of notaries Celis, Celis & Liesse, Kasteelpleinstraat 59, 2000 Antwerp on Friday 1 June 2018 at 2 p.m., with the same agenda.

**AGENDA EXTRAORDINARY SHAREHOLDERS’ MEETING**

**Agenda of the extraordinary general shareholders’ meeting with comment by the board of directors and proposed resolutions**

1. Decrease of the issuance premiums for the absorption of losses

*Proposed resolution:*

*Decision to decrease the balance sheet item “issuance premiums” for an amount of one hundred fifty-seven million eight hundred sixty-four thousand nine hundred fifty-seven euro and six cent (EUR 157,864,957.06) for the absorption to the aforementioned amount of the losses carried over up to the latest accounting date, being up to 31 December 2017, with respect to the recovery of the equity of the Company. Following this decrease, the balance sheet item “issuance premiums” shall be reduced to zero euro (EUR 0.00).*

2. Formal capital decrease for the absorption of losses

*Proposed resolution:*

*Decision to implement a formal decrease of the share capital of the Company for an amount of twenty-four million three hundred two thousand five hundred forty-four euro and fourteen cent (EUR 24,302,544.14) for the absorption to the aforementioned amount of the losses carried over up to the latest accounting date, being up to 31 December 2017, with respect to the recovery of the equity of the Company; following this transaction, all losses transferred up to 31 December 2017 should be absorbed. Through this capital decrease, the share capital of the Company shall be reduced from one hundred seventy-two million two hundred thousand seven hundred fifty-three euro and four cent (EUR 172,200,753.04) to one hundred forty-seven million eight hundred ninety-eight thousand two*

*hundred eight euro and ninety cent (EUR 147,898,208.90), without cancellation of existing shares. The capital decrease shall be borne in the same way by each of the existing shares. Therefore, following the realisation of the capital decrease, each share shall represent an equal part of the share capital remaining following the decrease. From a tax perspective, the capital decrease shall only be imputed to the actual paid-up share capital.*

3. Amendment articles of association

Proposed resolution:

*The articles of association of the Company shall be amended in accordance with the decisions taken with respect to the aforementioned second item on the agenda: amendment of the amount of the share capital in article 5 of the articles of association.*

4. Power of attorney

Proposed resolution:

*The meeting grants, with the power of substitution, the broadest powers to the board of directors and the managing director that are useful or necessary for the implementation of the decisions taken, in particular to implement the necessary amendments, registrations, notifications and cancellations in the share register of the Company. Furthermore, a special power of attorney shall be granted to the enacting notary to draft and to sign the coordinated version of the articles of association and to file them with the registry of the competent commercial court, in accordance with the applicable legal provisions.*

## AGENDA ANNUAL SHAREHOLDERS' MEETING

### **Agenda of the annual general shareholders' meeting with comment by the board of directors and proposed resolutions**

1. Acknowledgment of and deliberation on:

- the annual report of the board of directors of the Company on the annual accounts relating to the financial year closed on 31 December 2017 (including the deliberation on the corporate governance policy of the Company); and
- the auditor's report on the annual accounts relating to the financial year closed on 31 December 2017.

Commentary to the item on the agenda:

*The board of directors requests the meeting to take note of the annual report of the board of directors of the Company on the annual accounts relating to the financial year closed on 31 December 2017 and the auditor's report on the annual accounts relating to the financial year closed on 31 December 2017.*

2. Approval of the remuneration report of the board of directors of the Company, 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 of the Company, as explained by the nomination and remuneration committee and included in the annual report.*

3. Deliberation on and approval of:

- the statutory annual accounts relating to the financial year closed on 31 December 2017; and
- the allocation of the results as proposed by the board of directors of the Company in its annual report.

Proposed resolution:

*Approval of the statutory annual accounts relating to the financial year closed on 31 December 2017 and on the allocation of the results as proposed by the board of directors of the Company in its annual report.*

4. Discharge to the directors of the Company for the exercise of their mandate as director during the financial year closed on 31 December 2017.

Proposed resolution:

*Discharge to the following persons for the exercise of their mandate as director during the financial year closed on 31 December 2017:*

- *VIZIPHAR Biosciences BVBA, with as permanent representative Mr Gustaaf Van Reet;*
- *LUGO BVBA, with as permanent representative Mr Luc Philips;*
- *ViBio BVBA, with as permanent representative Mr Patrik De Haes;*
- *Innov'activ BVBA, with as permanent representative Mrs Patricia Ceysens;*
- *Mr Thomas Clay;*
- *Mr Dr. David Guyer;*
- *Mr Paul Howes;*
- *Investea sprl, with as permanent representative Ms Emmanuèle Attout; and*
- *Baron Philippe Vlerick.*

5. Discharge to the auditor of the Company for the exercise of his mandate during the financial year closed on 31 December 2017.

Proposed resolution:

*Discharge to the auditor, BDO Bedrijfsrevisoren (RLE 0431.088.28), with registered office at Da Vincilaan 9, 1935 Zaventem, represented by Mr Gert Claes, for the performance of its mandate during the financial year closed on 31 December 2016.*

6. Announcement of resignation of VIZIPHAR Biosciences BVBA, permanently represented by Mr Gustaaf Van Reet, of Lugo BVBA, permanently represented by Mr Luc Philips, and of Innov'activ BVBA, permanently represented by Ms Patricia Ceysens.

Proposed resolution:

*Acknowledgement of (i) the resignation of VIZIPHAR Biosciences BVBA, permanently represented by Mr Gustaaf Van Reet, as director of the Company as of 15 June 2017, (ii) the resignation of Lugo BVBA, permanently represented by Mr Luc Philips, as director of the Company as of 7 September 2017 and (iii) the resignation of Innov'activ BVBA, permanently represented by Mr Patricia Ceysens, as director of the Company as of 7 September 2017.. To the extent necessary, it is explicitly decided*

*not to appoint new directors to replace these directors in the board of directors.. Consequently, the board of director consists of six directors.*

7. Re-appointment of Mr David Guyer 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:

*Re-appointment of Mr David Guyer as director of the Company with immediate effect for a four year period, until the closing of the annual meeting resolving on the annual accounts of the financial year that will have ended on 31 December 2021. The abovementioned director will receive a base remuneration of EUR 10,000.00 on a yearly basis for the exercise of her mandate. This amount will be increased with EUR 2,000.00 for each attendance of a meeting of the board of directors, of the audit committee or of the nomination and remuneration committee.*

8. Re-appointment of ViBio BVBA, permanently represented by Mr Patrik De Haes, 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 with respect to the remuneration for the exercise of its mandate as director.

Proposed resolution:

*Re-appointment of ViBio BVBA (RPR 0888.215.637), permanently represented by Mr Patrick De Haes, as director of the Company with immediate effect for a four year period, until the closing of the annual meeting resolving on the annual accounts of the financial year that will have ended on 31 December 2021. The abovementioned director will not receive a remuneration for the exercise of its mandate.*

9. Power of attorney.

Proposed resolution:

*Powers of attorney in the broadest sense to be granted to Mr Claude Sander, acting independently, 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 2017, 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.*

## **Quorum**

For the deliberation and voting on the aforementioned items on the agenda (except for the last item on the agenda) of the extraordinary general shareholders' meeting, the persons present, or validly represented through a proxy (as set out below), should represent at least one half of the share capital.

There is no quorum requirement for the deliberation and voting on (i) the respective items referred to in the abovementioned agenda of the annual general shareholders' meeting and (ii) the last item on the agenda of the extraordinary shareholders' meeting with respect to powers of attorney.

## **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 included in the abovementioned agenda of the annual general shareholders' meeting and (ii) the proposed resolution on the last agenda item of the extraordinary general shareholders' meeting will be adopted if they are approved by simple majority of the votes duly cast by the shareholders.

However, in accordance with the applicable legislation and the articles of association of the Company, the proposed resolutions on the abovementioned agenda items (except for the last item on the agenda) of the extraordinary general shareholders' meeting will be adopted if they are approved by three-quarters of the votes duly cast.

Pursuant to article 537 of the Belgian Companies Code, the holders of warrants can attend the annual and/or extraordinary general shareholders' meeting with advisory vote only.

## **PARTICIPATION TO THE ANNUAL AND 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 annual and/or extraordinary general shareholders' meeting.

#### 1. Registration of the shares

The right to participate in and to vote at the annual and/or extraordinary general shareholders' meeting is granted on the basis of the accounting registration of the shares in name of the shareholder, on Wednesday 18 April 2018, 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 annual and/or extraordinary general shareholders' meeting.

#### 2. Notification of the intention to participate to the annual and/or extraordinary general shareholders' meeting

The shareholders must notify the Company, at the latest on Thursday 26 April 2018, that they wish to participate to the annual and/or 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 annual and/or extraordinary general shareholders' meeting, subject to compliance with the admission requirements for shareholders.

Participants are invited to be present on Wednesday 2 May 2018 as from 1:15 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 possibility to put items on the agenda and / or to submit proposed resolutions**

In accordance with article 533<sup>ter</sup> of the Belgian Companies 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 annual and/or extraordinary general shareholders' meeting and submit proposals for resolutions in relation to matters placed or to be placed in the agenda. These requests should be sent by e-mail to [claude.sander@thrombogenics.com](mailto:claude.sander@thrombogenics.com), no later than Tuesday 10 April 2018 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](http://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 Tuesday 17 April 2018 publish the amended agenda on its website.

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

Shareholders that meet the requirements to be admitted to the annual and/or extraordinary general shareholders' meeting may raise questions to the directors of the Company during the meetings regarding their relevant reports and the concerned respective items listed on the agenda, as well as to the auditor of the Company regarding his report during the annual general shareholders' meeting. 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 Thursday 26 April 2018 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 annual and/or 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 Thursday 26 April 2018 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 annual shareholders' meeting and the extraordinary shareholders' meeting at the registered office of the Company (Gaston Geenslaan 1, 3001 Heverlee), as from Friday 30 March 2018, 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 annual and extraordinary general shareholders' meeting, including the reports mentioned in the agenda 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)) as from Friday 30 March 2018.

### **The board of directors**