

**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 EXTRAORDINARY GENERAL SHAREHOLDERS’ MEETING**

---

As the quorum required for the deliberation and voting on the items on the agenda of the first extraordinary general shareholders’ meeting of the Company held on Wednesday 2 May 2018 was not met, the holders of securities of the Company are invited to attend a second extraordinary general shareholders’ meeting, which will be held at the offices of associated notaries *Celis, Celis & Liesse* at Antwerp, Kasteelpleinstraat 59, on Friday 1 June 2018 at 14:00 p.m. (Belgian time, GMT+1), with the agenda below:

**AGENDA**

**Agenda 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 four hundred sixty-five thousand five hundred fourteen euro and sixty-seven cent (EUR 24,465,514.67) 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) to one hundred forty-seven million seven hundred thirty-five thousand two hundred thirty-eight euro and thirty-seven cent (EUR 147,735,238.37), 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 substation, 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.*

## Quorum

The quorum is not applicable to this second meeting, so that the second meeting can resolve regardless of the share capital represented.

## 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 second extraordinary general shareholders' meeting.

1. Registration of the shares

The right to participate in and to vote at the second extraordinary general shareholders' meeting is granted on the basis of the accounting registration of the shares in name of the shareholder, on Friday 18 May 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 general shareholders' meeting.

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

The shareholder must notify the Company, at the latest on Saturday 26 May 2018, that he or she wishes to participate in the extraordinary general shareholders' 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 the 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 the attention of Claude Sander, Gaston Geenslaan 1, 3001 Heverlee.

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

Participants are invited to be present on Friday 1 June 2018, as from 13h45 p.m. 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 meeting, 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 meeting regarding their reports and the items listed on the agenda, as well as to the auditor of the Company regarding his reports. 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 Saturday 26 May 2018.

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

### **Proxies**

The proxies that have been granted for the first extraordinary general shareholders' meeting, remain valid for this second extraordinary general shareholders' meeting. New proxies will be allowed within the terms and subject to the conditions set out below.

Shareholders who wish to be represented, 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](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 the mr Claude Sander, Gaston Geenslaan 1, 3001 Heverlee, no later than Saturday 26 May 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 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 to mr Claude Sander, Gaston Geenslaan 1, 3001 Heverlee or by e-mail to [claudio.sander@thrombogenics.com](mailto:claudio.sander@thrombogenics.com).

All relevant information regarding this 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 BCC, 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**