

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

**0881.620.924 RLE Leuven**

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**CONVOCATION<sup>1</sup>**

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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 7 May 2013 at 2:00 PM with the below agenda, containing proposals for decision.

**Agenda of the annual shareholders' 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 2012 (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 2012.

**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 2012 and the auditor's report on the annual accounts relating to the financial year closed on 31 December 2012.*

2. 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.*

3. Deliberation on and approval of the statutory annual accounts relating to the financial year closed on 31 December 2012 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 relating to the financial year closed on 31 December 2012 and on the allocation of the results as proposed by the board of directors in its annual report.*

4. Discharge of the directors.

**Proposed resolution:**

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<sup>1</sup> 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.

*Discharge to the directors for the performance of their mandate during the previous financial year that ended on 31 December 2012:*

- *PATCOBEL NV, with as permanent representative Mr Désiré Collen;*
- *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; and*
- *Mr Thomas Clay.*

5. 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 2012.*

6. Reappointment of VIZIPHAR Biosciences BVBA, with as permanent representative Mr Gustaaf Van Reet and LUGOST BVBA, with as permanent representative Mr Luc Philips as independent directors 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 directors.

**Proposed resolution:**

*Reappointment of the following persons as independent directors of the Company, with immediate effect, for a three 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 2015. The following persons are independent directors in the sense of article 526ter of the Belgian Company Code and meet all independence criteria required by article 526ter of the Belgian Company Code and prescribed by the Belgian Corporate Governance Code:*

- *VIZIPHAR Biosciences BVBA, Legal Entities Register Turnhout 0862.727.797, with registered office at 2460 Kasterlee, Polpulierenlaan 14, with as permanent representative VAN REET Gustaaf; and*
- *LUGOST BVBA, Legal Entities Register Brussels 882.417.413, with registered office at 1820 Steenokkerzeel (Perk), Platanenlaan 14, with as permanent representative PHILIPS Luc Karel.*

*The independent directors stated above will for the performance of their mandate receive an annual amount of EUR 10,000, increased with an amount of EUR 2,000 for each meeting of the board of directors, the audit committee or nomination and remuneration committee, which the directors attend.*

7. Deliberation on the proposal of the audit committee regarding the reappointment of the statutory auditor.

The audit committee proposes to reappoint the candidate stated in point 8 of the agenda as statutory auditor of the Company for a three 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 2015.

8. Reappointment of the statutory auditor and decision on the remuneration for the performance of the mandate of the statutory auditor.

**Proposed resolution:**

*Upon proposal of the board of directors, based on an advice received from the audit committee, the general shareholders' meeting resolves as follows:*

*Reappointment of BDO Bedrijfsrevisoren, with registered office at Da Vincilaan 9, 1935 Zaventem, with as permanent representative Bert Kegels, as statutory auditor of the Company, with immediate effect, for a three 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 2015.*

9. Power of attorney.

**Proposed resolution:**

*Power of attorney to be granted to Mr Désiré Collen and 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 2012, 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 23 April 2013, 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 1 May 2013, 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 company points out that 1 May 2013 is a public holiday, therefore shareholders are advised to notify the Company prior to this date.

The notification should be done by e-mail to [chris.buyse@thrombogenics.com](mailto: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 7 May 2013 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](mailto:chris.buyse@thrombogenics.com), no later than 15 April 2013 at 5:00 pm (Belgian time).

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

By 22 April 2013 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](mailto:chris.buyse@thrombogenics.com), by 1 May 2013, 5:00 pm (Belgian time).

More detailed information on the right to ask questions can be found on the website ([www.thrombogenics.com](http://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](http://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 1 May 2013 at midnight. The Company points out that 1 May 2013 is a public holiday, therefore the actual final date is 30 April 2013 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 5 April 2013 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](mailto: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 5 April 2013 on the website ([www.thrombogenics.com](http://www.thrombogenics.com)).

The board of directors