

**THROMBOGENICS
LIMITED LIABILITY COMPANY
HAVING MADE A PUBLIC APPEAL ON SAVINGS
Gaston Geenslaan 1, 3001 Heverlee
RPR Leuven 0881.620.924**

(the “Company”)

**BACKGROUND INFORMATION CONCERNING THE RIGHTS OF SHAREHOLDERS
IN ACCORDANCE WITH ARTICLES 533TER AND 540 OF THE BELGIAN COMPANY CODE¹**

**1. THE RIGHT OF SHAREHOLDERS TO ADD NEW AGENDA ITEMS TO THE AGENDA OF
THE GENERAL MEETING AND/OR PRESENT NEW PROPOSALS FOR DECISION
CONCERNING ITEMS THAT WERE OR WILL BE REFLECTED ON THE AGENDA**

One or more shareholders who together own at least 3% of the share capital of the Company have the right to (i) add new agenda items to the agenda of the extraordinary general meeting which will take place on **Wednesday 12 November 2014 at 10.00am** at the offices of associated notaries *Celis, Celis & Liesse* at Antwerp, Kasteelpleinstraat 59 and/or to (ii) present new proposals for resolutions concerning agenda items that were or will be included in the agenda.

Any shareholder(s) who exercise(s) this right must comply with the following two conditions for their proposal to be eligible for consideration at the general meeting:

- (1) they must prove that they hold the above mentioned percentage of the share capital on the date of their request (either by producing a certificate of registration of those shares in the share register of *registered shares* of the Company, or by producing a certificate from a recognized account holder or by a settlement institution evidencing that the relevant number of *dematerialised shares* are registered in the shareholder's name on an account held by the recognized account holder or by the settlement institution); and
- (2) they must demonstrate that they are still a shareholder holding 3% of the share capital on the registration date (**Wednesday 29 October 2014 at 12.00am** (Belgian time, GMT+1)).

This right can be exercised by delivering the text of the new agenda items and equivalent proposals for decisions and/or the text of the proposals for decision to be reflected on the agenda to the Company via e-mail (luc.philips@thrombogenics.com). Any requests to this end must arrive at the Company at the latest on **Tuesday 21 October 2014 at 5.00pm** (Belgian time, GMT+1). The Company will confirm receipt of these requests by e-mail or postal services at the address provided to it by the shareholder.

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.

The agenda which will then, as the case may be, be modified will be published at the latest on **Tuesday 28 October 2014** (on the website of the Company at the address www.thrombogenics.com, in the Belgian Official Gazette and in the press).

An *ad hoc* form for voting by proxy completed with the additional items and/or proposals for decision will be made available on the Company website at the address www.thrombogenics.com at the same time as the publication of the revised agenda, namely at the latest on **Tuesday 28 October 2014**.

The proxies that the Company has been notified of before the publication of the revised agenda remain valid for those agenda items they cover. As an exception to this rule, the proxy holder can, for the agenda items for which in accordance with article 533ter of the Belgian Companies Code new proposals for decisions have been submitted, deviate during the meeting from the instructions of the proxy grantor, if carrying out the instructions could prejudice the interests of the proxy grantor. The proxy holder must inform the proxy grantor of this. The proxy must state whether the proxy holder is entitled to vote on the newly-added items on the agenda, or if he/she should abstain.

2. RIGHT OF THE SHAREHOLDERS TO ASK QUESTIONS IN WRITING

The shareholders have the right to ask questions in writing to the directors and/or the auditor of the Company before the extraordinary general shareholders' meeting of **Wednesday 12 November 2014**.

The exercise of this right is subject to the following two conditions:

- (1) being a shareholder on the registration date (**Wednesday 29 October 2014 at 12.00am** (Belgian time, GMT+1)); and
- (2) having informed the Company of the intent to participate in the general meeting in accordance with the stipulations set out in the convocation notice.

These questions can be submitted prior to the general meeting via e-mail (luc.philips@thrombogenics.com). These questions must arrive at the Company at the latest on **Thursday 6 November 2014**.

During the general meeting, the directors will answer the questions which have been addressed by the shareholders in writing (or orally during the meeting) concerning their report or the agenda items in so far as the communication of data or facts is not of such a nature that it would be detrimental to the commercial interests of the company or to the confidentiality to which the Company or its directors have committed themselves.

The auditor will answer the questions which have been addressed by the shareholders in writing (or orally during the meeting) concerning his report in so far as the communication of data or facts is not of such a nature that it would be detrimental to the commercial interests of the company or to the confidentiality to which the Company, its directors or the auditor have committed themselves. He has the right to speak during the general meeting in connection with the fulfilment of his task.

If different questions deal with the same subject matter, the directors and/or auditor may provide one global answer.