

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

(the “Company”)

CONVOCATION OF THE ANNUAL GENERAL SHAREHOLDERS’ MEETING

The board of directors of the Company has the honour to invite the holders of shares and warrants of the Company to attend the annual general shareholders’ meeting, which will be held on Tuesday 2 May 2017 at 2:00 p.m. (Belgian time, GMT+1) at “SO the best of both worlds”, Herbert Hooverplein 4, 3000 Leuven, with the agenda below.

AGENDA

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 2016 (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 2016.

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 2016 and the auditor's report on the annual accounts relating to the financial year closed on 31 December 2016.

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 2016; 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 2016 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 2016.

Proposed resolution:

Discharge to the following persons for the exercise of their mandate as director during the financial year closed on 31 December 2016:

- *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 2016.

Proposed resolution:

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

6. 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 2016, 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.

No quorum

There is no quorum requirement for the deliberation and voting on the respective items referred to in the abovementioned agenda of the annual general shareholders' meeting.

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, the proposed resolutions included in the abovementioned agenda of the annual general shareholders' meeting will be adopted if they are approved by simple majority of the votes duly cast by the shareholders.

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

PARTICIPATION TO THE ANNUAL 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 general shareholders' meeting.

1. Registration of the shares

The right to participate in and to vote at the annual general shareholders' meeting is granted on the basis of the accounting registration of the shares in name of the shareholder, on Tuesday 18 April 2017, 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 general shareholders' meeting.

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

The shareholders must notify the Company, at the latest on Wednesday 26 April 2017, that they wish to participate to the annual 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, 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 general shareholders' meeting, subject to compliance with the admission requirements for shareholders.

Participants are invited to be present on Tuesday 2 May 2017 as from 1:45 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 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 possibility to put items on the agenda and / or to submit proposed resolutions

In accordance with article 533ter 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 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, no later than Monday 10 April 2017 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).

If the Company would receive any requests for new agenda items or proposed resolutions, it shall promptly and at the latest on Monday 17 April 2017 publish the amended agenda on its website.

The right to ask questions

Shareholders that meet the requirements to be admitted to the annual general shareholders' meeting may raise questions to the directors of the Company during the meeting regarding their report and the items listed on the agenda, as well as to the auditor of the Company regarding his report. These questions may also be raised in writing by e-mail to claude.sander@thrombogenics.com, at the latest on Wednesday 26 April 2017 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).

Proxies

Shareholders who wish to be represented at the annual 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). 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 Wednesday 26 April 2017 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 at the registered office of the Company (Gaston Geenslaan 1, 3001 Heverlee), as from Friday 31 March 2017, 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 claude.sander@thrombogenics.com.

All relevant information regarding this annual 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) as from Friday 31 March 2017.

The board of directors