

## PROXY FORM FOR THE ANNUAL SHAREHOLDERS' MEETING

The undersigned:

name: .....

address: .....

owner of: ..... shares in the company, and

owner of: ..... warrants of the company:

company name: **TiGenix NV**

registered office: Technologielaan 3, 3001 Leuven

has taken notice of the annual shareholders' meeting of the company to be held

on: 21 April 2008

at: 10 a.m.

in: Brussel, the "Beursplein" at the Beursplein.

and appoints as proxyholder, charged with his / her / its representation at this meeting:

.....

It being understood that in the event that no name is inserted above, Mr. Frank Hazevoets (CFO of TiGenix NV) will be deemed to have been appointed as proxyholder.

### Agenda and proposed resolutions

1. Acknowledgment and discussion of the annual report of the board of directors and the report of the auditor on the annual accounts for the financial year ending 31 December 2007.
2. Acknowledgment and approval of the annual accounts for the financial year ending 31 December 2007.

*Proposed resolution: The shareholders' meeting approves the annual accounts for the financial year ending 31 December 2007.*

<input type="checkbox"/> Approved	<input type="checkbox"/> Rejected	<input type="checkbox"/> Abstention	<input type="checkbox"/> To the proxyholder's own judgment
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3. Allocation of results for the financial year ending 31 December 2007.

*Proposed resolution: The shareholders' meeting approves the allocation of results for the financial year ending 31 December 2007 as proposed by the board of directors.*

<input type="checkbox"/> Approved	<input type="checkbox"/> Rejected	<input type="checkbox"/> Abstention	<input type="checkbox"/> To the proxyholder's own judgment
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4. Acknowledgment and discussion of the annual report of the board of directors and the report of the auditor on the consolidated annual accounts for the financial year ending 31 December 2007.

5. Acknowledgment and approval of the consolidated annual accounts for the financial year ending 31 December 2007.

*Proposed resolution: The shareholders' meeting approves the consolidated annual accounts for the financial year ending 31 December 2007.*

<input type="checkbox"/> Approved	<input type="checkbox"/> Rejected	<input type="checkbox"/> Abstention	<input type="checkbox"/> To the proxyholder's own judgment
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6. Release from liability to be granted to the directors and the auditor for the performance of their duties in the course of the financial year ending 31 December 2007.

*Proposed resolution: The shareholders' meeting releases the directors and the auditor of the company from any liability arising from the performance of their duties during the financial year ending 31 December 2007. Furthermore, it is clarified that this release from liability also applies to Auriga Partners S.A., Sogam NV (both resigned as director as from 27 February 2007) and Capricorn Venture Partners NV (resigned as director as from 15 February 2008), as well as to their respective permanent representatives.*

<input type="checkbox"/> Approved	<input type="checkbox"/> Rejected	<input type="checkbox"/> Abstention	<input type="checkbox"/> To the proxyholder's own judgment
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### **Authority of and instructions to the proxies**

Each proxy is hereby expressly granted the authority and given the instruction to take the following actions on behalf of the undersigned:

1. to attend any other meeting having the same agenda, should the first meeting be adjourned or postponed;
2. to participate in all discussions and to vote or abstain from voting on any proposal regarding the items on the agenda in accordance with the voting instructions set out in this proxy;

3. to sign any minutes, attendance sheet, register, deed or document concerning the above and, in general, to do all that is necessary or useful to implement this proxy;
4. to the extent that the undersigned only owns warrants, to participate in the meeting, but only with an advisory vote in accordance with article 537 of the Companies Code, and where necessary or appropriate, to sign attendance sheets and minutes and any annexes thereto or other documents.

### **Miscellaneous**

In case the undersigned would fail to give instructions to the proxyholder in connection with the exercise of his / her / its voting rights in respect of the various items on the agenda; or in case, for whatever reason, there would be ambiguity with respect to the voting instructions set out in this proxy, the proxyholder will always vote "in favour" of the resolution.

Executed in: .....

On: .....2008

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Name: .....

Represented by: .....

Title: .....

Address / Office: .....

<b>Please return this form at the latest on 16 April 2008 at the registered office of TiGenix NV for the attention of Frank Hazevoets</b>
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