

**TiGenix**  
**Naamloze vennootschap**  
**die een openbaar beroep doet of heeft gedaan op het spaarwezen**  
**Romeinse straat 12 box 2**  
**3001 Leuven**  
**VAT BE 0471.340.123**  
**RLE Leuven**

## **CONVENING NOTICE TO THE EXTRAORDINARY SHAREHOLDERS' MEETING TO BE HELD ON 11 MAY 2012**

The board of directors of TiGenix NV is pleased to invite you to the extraordinary shareholders' meeting of TiGenix NV that will be held at the registered office of TiGenix NV (Romeinse straat 12 box 2, 3001 Leuven) on 11 May 2012 as from 14:00 p.m., in the presence of a notary, with the agenda and proposed resolutions set out below. This meeting will validly deliberate on the items on the agenda irrespective of the number of shares present or represented. A first extraordinary shareholders' meeting, held on Friday 20 April 2012 at 11.30 a.m. could not validly deliberate on the agenda because the legally required attendance quorum was not reached.

### **Agenda and proposed resolutions**

1. Decrease of the registered capital of the company by maximum EUR 80,451,538.50 through the absorption of losses carried forward as shown in the annual accounts as per 31 December 2011, without cancellation of shares, and corresponding modification of Article 5 of the articles of association

Reasons for the proposal: (i) to reduce the losses carried forward, and (ii) to decrease the par value of the shares in order to give the board of directors also in practice the possibility to use the authorized capital which was granted to the board by the shareholders' meeting on 26 April 2011. Since the authorized capital cannot be used to issue shares below par value, the use of the authorized capital is currently limited in practice due to the current par value (EUR 0.978) being above the stock price at the date of the convening notice for this shareholders' meeting.

Explanatory note: On 17 April 2012, an increase of the registered capital of the company took place (by the board of directors acting in the framework of the authorized capital) with a view to satisfying the company's final obligations in connection with the acquisition by the company on 13 November 2009 of all the shares of Orthomimetics Limited (currently TiGenix Limited). The registered capital of the company was increased with EUR 525,803.32 through a contribution in kind of a receivable on the company in the same amount against the issuance of 536,534 new shares. Therefore, on the date of the extraordinary shareholders' meeting deciding on the capital decrease proposed by this agenda item, the registered capital amounts to EUR 89,617,458.60 and the number of shares is 91,659,201. In the convening notice to the extraordinary shareholders' meeting of 20 April 2012 two proposed resolutions were included regarding this first agenda item to cover the situation if the planned capital increase would not be effected prior to this extraordinary shareholders' meeting. Both proposed resolutions are fully included below.

However, as the capital increase was effected in the meantime, the second proposed resolution below has become irrelevant and only the first proposed resolution will be submitted to the shareholders' meeting.

Proposed resolution in case the capital increase is effected prior to the extraordinary shareholders' meeting deciding on the proposed capital decrease: The shareholders' meeting decides to decrease the registered capital of the company by EUR 80,451,538.50, to bring it from EUR 89,617,458.60 to EUR 9,165,920.10 to set off EUR 80,451,538.50 of losses carried forward, without cancellation of shares. The meeting decides that the capital decrease will be allocated to the fiscal paid-up capital to the largest extent possible. Consequently, Article 5 of the articles of association will be restated as follows: "The registered capital amounts to nine million one hundred sixty-five thousand nine hundred twenty euros and ten eurocents (EUR 9,165,920.10), represented by ninety-one million six hundred fifty-nine thousand two hundred and one (91,659,201) shares without nominal value, each representing 1/91,659,201 of the capital. The capital has been fully and unconditionally subscribed to and has been fully paid-up."

Proposed resolution in case the capital increase is not effected prior to the extraordinary shareholders' meeting deciding on the proposed capital decrease: The shareholders' meeting decides to decrease the registered capital of the company by EUR 79,979,388.58, to bring it from EUR 89,091,655.28 to EUR 9,112,266.70, to set off EUR 79,979,388.58 of losses carried forward, without cancellation of shares. The meeting decides that the capital decrease will be allocated to the fiscal paid-up capital to the largest extent possible. Consequently, Article 5 of the articles of association will be restated as follows: "The registered capital amounts to nine million one hundred twelve thousand two hundred sixty-six euros and seventy eurocents (EUR 9,112,266.70), represented by ninety-one million one hundred twenty-two thousand six hundred sixty-seven (91,122,667) shares without nominal value, each representing 1/91,122,667 of the capital. The capital has been fully and unconditionally subscribed to and has been fully paid-up."

2. Modification of Article 6 ("Authorized Capital") of the articles of association, it being understood that the below proposed resolution will not be submitted to the vote of the shareholders' meeting in the event that the shareholders' meeting has not approved the aforementioned proposed capital decrease

Proposed resolution: The shareholders' meeting resolves to add the following text as a third subsection at the end of Article 6 of the articles of association:

"6.3. In view of the capital decrease which has been decided after 26 April 2011, the board of directors' aforementioned authorization to increase the registered capital is as of the date of such capital decrease limited to capital increases in one or more transactions with a (cumulated) amount equal to the registered capital set out in Article 5 of the articles of association."

3. Modification of Article 25 ("Remuneration") of the articles of association

Proposed resolution: The shareholders' meeting resolves to add the following text as a second paragraph to Article 25 of the articles of association:

"The restrictions provided for in Article 520ter, first and second paragraph of the Companies Code do not apply to the company and such in respect of all persons who either directly or by reference fall within the scope of that Article."

4. Delegation of powers regarding modifications to the articles of association

*Proposed resolution: The shareholders' meeting resolves to grant to each director of the company, acting alone, with power to substitute, the power to draw up the coordinated text of the articles of association to reflect the modifications in accordance with the preceding resolutions.*

## **Admission conditions**

In order to be admitted to the shareholders' meeting, the holders of securities issued by the company must comply with Article 536 of the Companies Code and Article 30 of the articles of association, and fulfill the formalities and make the notifications described below.

In accordance with Article 537 of the Companies Code, the holders of warrants issued by the company can only attend the shareholders' meeting with a consultative vote.

### **1. Holders of registered shares and warrants**

The holders of registered shares and warrants are entitled to participate in and, in the case of shares, to vote at the shareholders' meeting, provided that:

- their shares or warrants are recorded in their name in the register of registered shares or warrants at midnight (24:00) (CET) on 27 April 2012 (the "**record date**") and this irrespective of the number of shares or warrants that they own on the date of the shareholders' meeting; and
- they notify the company in writing of (i) their intention to participate in the shareholders' meeting, and (ii) the number of securities for which they wish to participate in the shareholders' meeting, by means of a signed form that must be received by the company at the company's registered office at the latest on 5 May 2012; a model of this form is available at the company's registered office and on the company's website under the tab "Investors / Shareholder meeting" ([www.tigenix.com](http://www.tigenix.com)).

### **2. Holders of dematerialized shares**

The holders of dematerialized shares are entitled to participate in and to vote at the shareholders' meeting, provided that:

- their shares are recorded in their name in the accounts of a recognized account holder or a settlement institution at midnight (24:00) (CET) on 27 April 2012 (the "**record date**") and this irrespective of the number of shares that they own on the date of the shareholders' meeting; and
- at the latest on 5 May 2012, they provide the company (at the company's registered office) with, or arrange for the company (at the company's registered office) to be provided with, a certificate issued by the recognized account holder or the settlement institution certifying the number of dematerialized shares recorded in the shareholder's accounts on the record date in respect of which the shareholder has indicated his intention to participate in the shareholders' meeting.

Only persons who are a shareholder of the company on the record date (27 April 2012) and who have indicated their intention to participate in the shareholders' meeting as set out above will be admitted to the shareholders' meeting.

The shares are not blocked as a result of the above-mentioned process. As a result, the shareholders are free to dispose of their shares after the record date.

### **Right to ask questions**

In accordance with Article 540 of the Companies Code and Article 35 of the articles of association, all shareholders are entitled, whether during the meeting or in writing before the meeting, to ask questions to the directors with respect to their report or the agenda items and to the auditor with respect to its report.

Questions asked in writing will only be answered if the relevant shareholder has fulfilled the formalities set out above to be admitted to the shareholders' meeting and if the written question has been received by the company at the latest on 5 May 2012.

Written questions may be sent to the company by mail to the company's registered office for the attention of Ms. An Moonen or by e-mail to [an.moonen@tigenix.com](mailto:an.moonen@tigenix.com).

### **Proxy**

In accordance with Article 31 of the articles of association, each shareholder may be represented at the shareholders' meeting by a proxy holder, who does not need to be a shareholder. Except in cases provided for in the law, a shareholder may only appoint one person as proxy holder for a particular shareholders' meeting.

Shareholders who so wish to be represented by proxy, are requested to use the model of proxy form (with voting instructions) that is available at the company's registered office and on the company's website under the tab "Investor / Shareholder meeting" ([www.tigenix.com](http://www.tigenix.com)).

The signed proxy form must be received by the company at the company's registered office at the latest on 5 May 2012.

### **Availability of documents**

In accordance with Article 535 of the Companies Code, the shareholders and warrant holders of the company can, upon presentation of their security or of a certificate issued by a recognized account holder or a settlement institution certifying the number of dematerialized shares recorded in the name of the shareholder, obtain at the company's registered office, free of charge, a copy of the documents and reports that relate to this meeting or that must be made available to them pursuant to law.

These documents and reports, as well as the total number of shares and voting rights at the date of the convening notice, are also available on the company's website ([www.tigenix.com](http://www.tigenix.com)).

### **Miscellaneous**

In order to facilitate an expedient registration, the participants are requested to be present at least half an hour prior to the start of the shareholders' meeting.

In order to be admitted to the shareholders' meeting, the shareholders, warrant holders and proxy holders must be able to prove their identity (ID card / passport).

Please contact Ms. An Moonen at the following telephone number +32 (0)16 39 79 37 or e-mail address [an.moonen@tigenix.com](mailto:an.moonen@tigenix.com) for more information. Correspondence may be sent to TiGenix NV, for the attention of Ms. An Moonen, Romeinse straat 12 box 2, 3001 Leuven.

The board of directors.