

**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 9 MAY 2017**

The board of directors of TiGenix NV (the "Company") 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 9 May 2017 at 13:00 CET, in the presence of a notary, with the agenda and proposed resolutions set out below.

Agenda item 5 requires a quorum to validly discuss and resolve. In the event that at the extraordinary shareholders' meeting of 9 May 2017 the legally required quorum to validly discuss and resolve on these items is not reached and a second convening notice is required, this extraordinary shareholders' meeting will take place after such second convening notice, with an agenda identical to agenda items 4 to 6 (included) set out below, on 1 June 2017 at 15:00 CET, at the same place and in the presence of a notary. This second extraordinary shareholders' meeting can validly discuss and resolve on the agenda items regardless of the capital represented by the present and represented shareholders.

### **Agenda and proposed resolutions**

1. Appointment of Dr. June Almenoff as independent director

*Explanatory note: On 21 September 2016, the board of directors of the Company appointed Dr. June Almenoff as independent director on a provisional basis for the purposes of replacing R&S Consulting BVBA, represented by Mr. Dirk Reyn, who resigned as a director with effect as of 21 September 2016. More information about Dr. June Almenoff is available on the Company's website (<http://www.tigenix.com/en/page/7/board-of-directors>).*

*Proposed resolution: The shareholders' meeting resolves to confirm the appointment of Dr. June Almenoff, residing at 2804 Trail Wood Drive, Durham, North Carolina 27705, United States of America, as independent director of the Company.*

*Dr. June Almenoff complies with the functional, family and financial criteria of independence as provided for in Article 526ter of the Companies Code and in the Company's Corporate Governance Charter. Moreover, the shareholders' meeting acknowledges that Dr. June Almenoff expressly stated and that the board of directors is of the opinion that she does not have any relationship with any company which could compromise her independence.*

*The shareholders' meeting further resolves to appoint Dr. June Almenoff for a term ending immediately after the annual shareholders' meeting which will be asked to approve the annual accounts for the financial year ending 31 December 2019.*

2. Determination of the remuneration of Dr. June Almenoff

*Proposed resolution: The shareholders' meeting resolves that, as is the case for the other independent directors, Dr. June Almenoff, shall be entitled to receive the following fees:*

- a. *a fixed annual fee of EUR 25,000 per year, based on six board of directors' meetings per year;*
- b. *as member of a board committee: an additional fixed annual fee of EUR 5,000 per year, or EUR 7,500 per year for the chairman of a board committee, based on two committee meetings per year; and*
- c. *an additional fee of EUR 2,000 for each board meeting exceeding six meetings per year and for each committee meeting exceeding two meetings per year, provided that the board of directors determines that such additional meetings qualify for this additional fee.*

3. Grant of warrants to Dr. June Almenoff

*Explanatory note: On 20 February 2017, the board of directors issued 5,505,477 warrants in the framework of the authorised capital, which could be granted to the employees of the Company and the Company's subsidiaries and to the CEO and the independent directors of the Company. In accordance with the Company's Corporate Governance Charter, the Nomination and Remuneration Committee advised the board of directors to propose to the shareholders' meeting to grant warrants to Dr. June Almenoff.*

*Proposed resolution: The shareholders' meeting resolves to grant 48,000 warrants to Dr. June Almenoff, independent director, free of charge. The exercise price of the warrants granted will be equal to the lowest of (i) the last closing price of the TiGenix share on Euronext Brussels prior to the date on which the warrants are offered, and (ii) the average closing price of the TiGenix share on Euronext Brussels over the 30 day period preceding the date on which the warrants are offered, it being understood that the exercise price of the warrants cannot be lower than EUR 0.71 (i.e. the average closing price of the TiGenix share on Euronext Brussels over the 30 day period preceding the date of issuance of the warrants on 20 February 2017).*

4. Acknowledgement of the special report of the board of directors pursuant to Article 604 of the Companies Code with respect to the renewal of the authorisation in respect of the authorised capital.

5. Renewal of the authorisation in respect of the authorised capital.

*Proposed resolution: The shareholders' meeting resolves to authorise the board of directors to increase the Company's registered capital in one or more transactions by a (cumulated) amount equal to the current amount of the registered capital of the Company, i.e. twenty-five million nine hundred ninety-five thousand six hundred thirty-six euro fifty eurocent (EUR 25,995,636.50). To this effect, the shareholders' meeting resolves to entirely replace Article 6 of the articles of association by the following text:*

*"Article 6: Authorised capital*

*6.1. By virtue of the resolution of the extraordinary shareholders' meeting held on [DATE] 2017, the board of directors has been expressly authorised to increase the registered capital in one or more transactions with a (cumulated) amount equal to the registered capital, being twenty-*

five million nine hundred ninety-five thousand six hundred thirty-six euro fifty eurocent (EUR 25,995,636.50). This authorisation may be renewed in accordance with the relevant legal provisions.

The board of directors can exercise this power for a period of five (5) years as of the publication of the authorisation in the annexes to the Belgian State Gazette.

6.2. The capital increases to which can be decided pursuant to this authorisation, take place in accordance with the modalities to be determined by the board of directors, by means of a contribution in cash or in kind or through conversion of reserves and issuance premiums, with or without issuance of new shares, with or without voting rights. The board of directors can also use this authorisation for the issuance of convertible bonds, subordinated or not subordinated, warrants, bonds to which warrants or other tangible values are connected, or other securities.

When exercising its authorisation within the framework of the authorised capital, the board of directors can limit or cancel the preferential subscription right of the shareholders in the interest of the company, subject to the limitations and in accordance with the conditions provided for by the Companies Code. This limitation or cancellation can also occur to the benefit of the employees of the company or its subsidiaries, and to the benefit of one or more specific persons even if these are not employees of the company or its subsidiaries.

If, pursuant to a capital increase that has been decided within the framework of the authorised capital, an issuance premium is paid, this shall be automatically booked on the account "Issuance Premiums", that shall serve as guarantee for third parties in the same manner as the company's registered capital and which, apart from the possibility to convert this reserve into registered capital, can only be disposed off in accordance with the conditions provided for by the Companies Code in respect of amendments to the articles of association.

The board of directors is authorised, with power of substitution, to amend the articles of association after each capital increase realised within the framework of the authorised capital, in order to bring them in line with the new situation of the registered capital and the shares."

Furthermore, the shareholders' meeting clarifies that, effective as from the entry into force of the aforementioned new authorisation, the existing authorisation regarding the authorised capital, as was granted to the board of directors pursuant to a resolution of the extraordinary shareholders' meeting of 8 September 2014, shall expire.

**6.** Delegation of powers for the coordination of 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 fulfil the formalities and make the notifications described below.

In accordance with Article 537 of the Companies Code, the holders of bonds or 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:

- **Registration:** their shares or warrants are recorded in their name in the register of registered shares or warrants at midnight (24:00) (CET) on 25 April 2017 (the "record date") and this irrespective of the number of shares or warrants that they own on the date of the shareholders' meeting; and
- **Confirmation of participation:** 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 3 May 2017; 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 and bonds

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

- **Registration:** their shares or bonds are recorded in their name in the accounts of a recognized account holder or a settlement institution at midnight (24:00) (CET) on 25 April 2017 (the "record date") and this irrespective of the number of shares or bonds that they own on the date of the shareholders' meeting; and
- **Confirmation of participation:** at the latest on 3 May 2017, they deliver or have delivered at an office of ING Belgium (before closing time) a certificate issued by the recognized account holder or the settlement institution certifying the number of dematerialized shares or bonds recorded in the shareholder's or bondholder's accounts on the record date in respect of which the shareholder or bondholder has indicated his intention to participate in the shareholders' meeting.

Only persons who are a shareholder, a bondholder or a warrant holder of the Company on the record date (25 April 2017) and who have indicated at the latest on 3 May 2017 their intention to participate in the shareholders' meeting as set out above will be admitted to the shareholders' meeting.

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

## **Right to add agenda items and to submit proposed resolutions**

In accordance with Article 533ter of the Companies Code and Article 35 of the articles of association, one or more shareholders holding together at least three percent (3%) of the registered capital of the Company may request for items to be added to the agenda of the shareholders' meeting and submit proposed resolutions in relation to existing agenda items or new items to be added to the agenda, provided that:

- they prove ownership of such shareholding as at the date of their request and record their shares representing such shareholding on the record date (i.e., on 25 April 2017); the shareholding must be proven either by a certificate evidencing the registration of the relevant shares in the register of registered shares of the Company or by a certificate issued by a recognized account holder or a settlement institution certifying the book-entry of the relevant number of dematerialized shares in the name of the relevant shareholder(s); and
- the additional agenda items and/or proposed resolutions have been submitted in writing by these shareholder(s) to the board of directors at the latest on 17 April 2017.

These additional agenda items and/or proposed resolutions 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).

As the case may be, the Company shall publish on its website ([www.tigenix.com](http://www.tigenix.com)), in the Belgian State Gazette and in the press the modified agenda of the shareholders' meeting at the latest on 24 April 2017.

In this case, the Company will also make a revised proxy form available on its website ([www.tigenix.com](http://www.tigenix.com)) at the same time as the publication of the modified agenda of the shareholders' meeting, i.e. on 24 April 2017.

In case shareholders, in accordance with Article 533ter of the Companies Code, exercise their right to add items to the agenda and to file resolution proposals, proxies filed prior to the publication of the revised agenda shall remain valid for the agenda items they cover. In case new/alternative resolution proposals are filed with regard to existing agenda items, the proxy holder will always be entitled to deviate from previously given voting instructions should their implementation be detrimental to the interests of the shareholder. In that event, the proxy holder shall notify the shareholder of any such deviation as well as the justification thereof. The proxy should also indicate whether, in case new items are added to the agenda by shareholders, the proxy holder is entitled to vote on the new items or whether he/she/it should abstain.

## **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 3 May 2017.

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 547bis of the Companies Code and 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 3 May 2017.

Shareholders who wish to be represented by proxy, must comply with the above-mentioned admission conditions.

## **Availability of documents**

In accordance with Article 535 of the Companies Code, the shareholders, bondholders 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 securities recorded in the name of the shareholder, obtain at the Company's registered office (Romeinse straat 12, 3001 Leuven), 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, bondholders, 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.