

**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 2 JUNE 2015**

The board of directors of TiGenix NV (the "Company") is pleased to invite you to the extraordinary shareholders' meeting of the Company that will be held at the registered office of the Company (Romeinse straat 12 box 2, 3001 Leuven) on 2 June 2015 at 2:00 p.m., in the presence of a notary, with the agenda and proposed resolutions set out below.

This meeting can validly discuss and resolve on the items on the agenda irrespective of the number of shares present or represented. A first extraordinary shareholders' meeting, held on 20 April 2015 at 10:00 a.m., could not validly discuss these agenda items because the legally required attendance quorum was not reached. Said meeting of 20 April 2015 could validly discuss twelve other items that were on the agenda of the 20 April 2015 meeting and for which no minimum attendance quorum was required. These twelve agenda items are not repeated below, as they have already been validly discussed and decided on.

### **Agenda and proposed resolutions**

1. Modification of Article 27 ("Annual, extraordinary and special shareholders' meeting") of the articles of association

*Proposed resolution: The shareholders' meeting resolves to replace the first paragraph of Article 27 of the articles of association as follows:*

*"The annual shareholders' meeting is held each year on the first Thursday of June at 2.00 p.m. If this day is not a working day, the meeting shall be held on the next working day. A working day is any day except a Saturday, Sunday or public holiday in Belgium."*

2. Power of attorney for the coordination of the articles of association

*Proposed resolution: The shareholders' meeting resolves to grant to each director of the Company, acting individually, the power to draw up the coordination of the articles of association.*

### **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 19 May 2015 (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 27 May 2015; 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 19 May 2015 (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 27 May 2015, 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 (19 May 2015) and who have indicated at the latest on 27 May 2015 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 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 27 May 2015.

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 27 May 2015.

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.