

Please return a copy of this document by fax to number: +32 9 262 00 03

Please ensure that the proxyholder presents this original executed proxy at the Ordinary General Meeting

ABLYNX NV

For the attention of Wim Ottevaere, Investor Relations

Technologiepark 4
9052 Zwijnaarde

Proxy for the Ordinary General Meeting

The undersigned¹:

owner of _____ shares in the limited liability company Ablynx NV ("*naamloze vennootschap*") (the "**Company**"), Technologiepark 4, 9052 Zwijnaarde

hereby appoints as his/her/its proxy

to represent it/him/her at the Ordinary General Meeting of

Ablynx NV

Technologiepark 4, 9052 Zwijnaarde,

to be held on April 24, 2008

at 11 a.m.

¹ TO BE COMPLETED:

-for **physical persons**: name and full address;

-for **legal persons**: name, legal form, registered office and the names and functions of the natural persons which validly sign the proxy in the name of the legal person.

at Technologiepark 4, 9052 Zwijnaarde

(hereafter the "**Ordinary General Meeting**")

The agenda of the Ordinary General Meeting is as follows:

1. Annual report by the Board of Directors on the annual accounts in respect of the fiscal year ending 31 December 2007;
2. Report by the statutory auditor on the annual accounts in respect of the fiscal year ending 31 December 2007;
3. Approval of the annual accounts in respect of the fiscal year ending 31 December 2007, including the allocation of the result;

Proposed resolution: the Annual General Shareholders Meeting decides to approve the annual accounts in respect of the fiscal year ending 31 December 2008, including the allocation of the result.

4. Discharge of the directors and the statutory auditor;

Proposed resolution: the Annual General Shareholders Meeting decides to grant discharge to the directors and the statutory auditor for the fulfillment of their mandate during the fiscal year ending 31 December 2008.

5. Reappointment of the statutory auditor;

Proposed resolution: the Annual General Shareholders Meeting decides to re-appoint the current statutory auditor of the Company, *i.e.* PricewaterhouseCoopers Bedrijfsrevisoren CVBA (permanently represented by Raf Vander Stichele BVBA, permanently represented by Raf Vander Stichele), whose mandate ends today, for a term of three years, beginning today, after the end of this Annual General Shareholders Meeting and ending immediately after the Annual General Shareholders Meeting of 2011, in respect of the fiscal year ending 31 December 2010.

The Annual General Shareholders Meeting decides to determine the annual remuneration of the auditor at EUR 31,500.

6. AOB.

Attendance formalities

The undersigned (mandator) hereby declares having fulfilled in due time all the necessary formalities to attend the Ordinary General Meeting. The evidence of this fulfilment must be transmitted to the Company by the proxy holder at the latest on 18 April 2008 by fax for the attention of Mr Wim Ottevaere. +32 9 262 00 03

Authorities of the proxy holder

The proxy holder is hereby granted the authority to take the following actions on behalf of the undersigned: to vote or abstain from voting on any proposal regarding the items on the agenda and on any proposal, to amend, remove or add any item on the agenda, to sign any minutes, deed or document and, in general, to do everything that is necessary or useful to carry out this proxy.

Should the Ordinary General Meeting not be able to deliberate validly or should it be postponed for any reason whatsoever, the proxy holder is granted the authority to attend any subsequent meeting having the same agenda or a similar agenda, as long as evidence is provided that the undersigned still owns, at the relevant date before the next General Meeting, the shares of the Company mentioned on page 1 of this proxy.

Done at: _____

On: _____

(signature(s))

The signature(s) should be preceded by the handwritten note "Good for proxy")