



*UNOFFICIAL TRANSLATION OF A DUTCH ORIGINAL. IN THE EVENT OF ANY DISCREPANCY BETWEEN THE ENGLISH TRANSLATION AND THE ORIGINAL DUTCH VERSION, THE LATTER SHALL PREVAIL*

**Ablynx nv**

Limited Liability Company that has made a public call on savings  
Registered offices: Technologiepark 21, 9052 Zwijnaarde  
Company number: 0475.295.446  
RPR Ghent

(the "Company")

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**MINUTES OF THE SPECIAL GENERAL MEETING OF SHAREHOLDERS  
OF ABLYNX NV OF 18 AUGUST 2017**

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*The annexes form an integral part of these minutes*

The Special General Meeting of Shareholders of the Company (the "Meeting") was held at the registered offices of the Company on 18 August 2017 at 11:00 AM, to deliberate on the agenda mentioned below.

The Meeting is chaired by Dr. Edwin Moses. At his request Mr. Wim Ottevaere, permanent representative of Woconsult BVBA leads the meeting.  
Mrs. Els Vanroose is appointed as secretary.  
Mr. Edouard van der Mersch and Mrs. Lies Vanneste are appointed as scrutineers.

The agenda of the Meeting is as follows:

1. Appointment of BVBA Hilde Windels represented by its permanent representative Mrs. Hilde Windels as independent Director of the Company within the meaning of article 526<sup>ter</sup> of the Belgian Companies Code ("BCC"). The relevant Director has confirmed to the Company that she meets the requirements under article 526<sup>ter</sup> BCC.

Determination of the remuneration of the member of the Board of Directors to be appointed.

2. Power of attorney to any Director, acting alone, with the authority of substitution, to fulfill the necessary formalities with respect to the "Crossroads Bank for Enterprises", the "Enterprise Counter" and the VAT, if necessary.

There are 12,152,302 shares represented of which 12,152,302 shares with valid voting rights. This is 19.87% of the total number of outstanding shares.

The list of attendees is attached as annex 1

The proxies of the represented shareholders, warrant holders and bondholders are attached as annex 2 to these minutes.

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The Meeting is validly composed and qualified to deliberate upon the agenda.

The agenda is being deliberated.

**1. Appointment of BVBA Hilde Windels represented by its permanent representative Mrs. Hilde Windels as independent Director of the Company within the meaning of article 526<sup>ter</sup> of the Belgian Companies Code ("BCC"). The relevant Director has confirmed to the Company that she meets the requirements under article 526<sup>ter</sup> BCC.**

**Determination of the remuneration of the member of the Board of Directors to be appointed.**

The Special General Meeting decides in accordance with the proposal of the Remuneration and Nomination Committee, to appoint BVBA Hilde Windels represented by its permanent representative Mrs. Hilde Windels as independent Director of the Company within the meaning of article 526<sup>ter</sup> of the Belgian Companies Code ("BCC") for a period of four years, her mandate ending immediately after the Annual General Meeting of 2021.

The Special General Meeting also decides to determine her annual remuneration(s) in accordance with the decision of the General Meeting of Shareholders of 28 April 2016.

Voting:

Number of votes for:	11,295,596
Number of votes against:	54,033
Number of votes abstaining:	802,673

% for:	92.95 %
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The Special General Meeting notes that before this Meeting the Board of Directors was not composed in accordance with article 518<sup>bis</sup> BCC and notes that from this day on it is composed validly. As a consequence the Board is now composed as follows:

- Dr. John Peter Fellner;
- Dr. Edwin Moses;
- Greig Biotechnology Global Consulting Inc., represented by its permanent representative Dr. Russel G. Greig;
- Orfacare Consulting GmbH, represented by its permanent representative Dr. Bo Jesper Hansen;
- William Jenkins Pharma Consulting represented by Dr. William John Jenkins
- Mrs. Catherine Moukheibir;
- Mr. Remi François Vermeiren;
- Feadon NV, represented by its permanent representative Dr. Lutgart Van den Berghe;
- BVBA Hilde Windels, by its permanent representative Hilde Windels.

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**2. Power of attorney to any Director, acting alone, with the authority of substitution, to fulfill the necessary formalities with respect to the "Crossroads Bank for Enterprises", the "Enterprise Counter" and the VAT, if necessary**

The Special General Meeting of Shareholders determines to approve the power of attorney to any Director, acting alone, with the authority of substitution, to fulfill the necessary formalities with respect to the "Crossroads Bank for Enterprises", the "Enterprise Counter" and the VAT, if necessary.

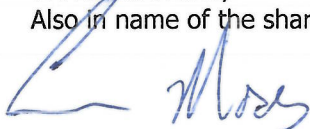
Voting:

Number of votes for:	12,152,302
Number of votes against:	0
Number of votes abstaining:	0
% for:	100%

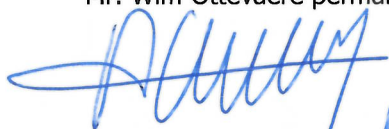
After terminating the voting on the agenda, the Chairman thanks the attendees and requests the members of the bureau and the shareholders wishing to do so, to sign the minutes of the meeting. The meeting is closed at 11:30 AM.

Zwijnaarde, 18 August 2017

Dr. Edwin Moses,  
Also in name of the shareholders represented by him via special proxy



Mr. Wim Ottevaere permanent representative of Woconsult BVBA



Mrs. Els Vanroose  
Secretary



Scrutineer



Scrutineer



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Annex 1 List of attendees

Annex 2 Proxies