



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**” or “**Ablynx**”)

**NOTICE FOR THE ANNUAL AND EXTRAORDINARY GENERAL SHAREHOLDERS MEETING
OF THE COMPANY OF 28 APRIL 2016 AT 11AM**

The shareholders, the holders of warrants, the holders of convertible bonds, the Directors and the Statutory Auditor are hereby invited to the Annual and Extraordinary General Shareholders meeting of the Company, which will be held on 28 April 2016 at 11:00 am CET at the registered offices of the Company (the “**General Shareholders Meeting**”), with the following agenda containing the motions to vote:

1. Acknowledgement of the annual report of the Board of Directors.

Since it concerns a mere acknowledgement, the General Shareholders Meeting need not come to a decision. As a consequence, no proposal of decision regarding item 1 of the agenda is included in this notice.

2. Acknowledgement of the report of the Statutory Auditor with regard to the annual accounts.

Since it concerns a mere acknowledgement, the General Shareholders meeting need not come to a decision. As a consequence, no proposal of decision regarding item 2 of the agenda is included in this notice.

3. Approval of the annual accounts and allocation of the results.

The Board of Directors proposes to approve the annual accounts and the allocation of results.

4. Approval of the remuneration report.

The Board of Directors proposes to approve the remuneration report.

5. Grant of discharge to the Directors.

The Board of Directors proposes to grant discharge to the Directors with respect to the previous financial year.

6. Grant of discharge to the Statutory Auditor.

The Board of Directors proposes to grant discharge to the Statutory Auditor with respect to the previous financial year.

7. Reappointment of Greig Biotechnology Global Consulting Inc. with permanent representative Dr Russell Greig as independent Director within the meaning of art. 526^{ter} of the Belgian Companies Code (“**BCC**”).

The Board of Directors proposes, in accordance with the proposal of the Remuneration and Nomination Committee, to reappoint Greig Biotechnology Global Consulting Inc. with permanent representative Dr Russell Greig as independent Director within the meaning of art 526^{ter} of the Belgian Companies Code (“BCC”) for a period of four years, his mandate ending immediately after the Annual General Meeting of 2020. Determine that the remuneration of Greig Biotechnology Global Consulting Inc. will be equal to the remuneration of the other independent members of the Board of Directors (Excluding the remuneration of the Chairman of the Board). The Board of Directors acknowledges the declaration of Greig Biotechnology Global Consulting Inc. that it complies with the requirements set forth in article 526^{ter} BCC.

8. Increase of the annual remuneration of the independent Directors with 2%.

The Board of Directors proposes, in accordance with the proposal of the Nomination and Remuneration Committee:

- to increase the fixed annual remuneration of the independent Directors with 2%:
 - o from EUR 100,000 to EUR 102,000 EUR for the Chairman of the Board;
 - o from EUR 30,000 to EUR 30.600 for the other independent Directors.
- to increase the additional fixed annual remuneration of the Chairman of the Nomination & Remuneration Committee, the Chairman of the Audit Committee and the Chairman of the Research and Development Committee with 2% from EUR 10,000 to EUR 10,200;
- to increase the additional fixed annual remuneration for the independent Directors, who are ordinary members of the Nomination & Remuneration Committee, the Audit Committee and the Research and Development Committee with 2% from EUR 5,000 to EUR 5,100 per committee.

9. Acknowledgement of the special report of the Board of Directors prepared in accordance with article 604 BCC with respect to the authorised capital.

Since it concerns a mere acknowledgement, the General Shareholders Meeting need not come to a decision. As a consequence, no proposal of decision regarding item 9 of the agenda is included in this notice.

10. Renewal of the authorisation in respect of the authorised capital in the event of a public takeover bid.

The Board of Directors proposes, in accordance with its report prepared pursuant to Article 604 BCC, to approve the renewal of the authorisation of the Board of Directors to increase the share capital, in one or more occasions, through contributions in cash with cancellation of the preferential subscription right of the shareholders (including for the benefit of one or more specific persons other than employees of the Company or its subsidiaries (in so far the Company would establish subsidiaries)) or through contributions in kind by issuance of shares, warrants or convertible bonds, in accordance with the mandatory conditions prescribed by the Companies Code, following a communication from the Belgian Financial Services and Markets Authority (FSMA), that it was informed of a public takeover bid on the financial instruments the Company, whereby (i) the Board of Directors may use this authority provided the notification of the Belgian Financial Services and Markets Authority (FSMA) is received within a period of three (3) years from the date of this resolution and (ii) if necessary, the general authorisation under Article 6.1 of the Company's articles of association shall, for purposes of this renewal, be extended to 28 April 2019. Therefore the Board of Directors proposes to replace Article 6.2, d. of the Company's articles of association by the following text:

“By virtue of the resolution of the Extraordinary General Shareholders Meeting held on 28 April 2016, the Board of Directors has also been explicitly authorised to increase the share capital in one or more transactions following a notification by the Belgian Financial Services and Markets Authority (FSMA) that it has been informed of a public takeover bid on the company's financial instruments, through contributions in cash with cancellation or limitation of the preferential subscription rights of the shareholders (including for the benefit of one or more specific persons who are not employees of the company or of its subsidiaries (to the extent the company should incorporate subsidiaries)) or through contributions in kind, with issuance of shares, warrants or convertible bonds, subject to the mandatory terms and conditions provided for in the Belgian Company Code. This authorisation is valid for three years as from the date of the resolution of the Extraordinary General Shareholders Meeting of 28 April 2016, which has, for purposes of this Article 6.2.d. and insofar necessary, extended the general authorisation set out under Article 6.1 to 28 April 2019.”

11. Approval in accordance with Article 556 BCC, certain clauses of the collaboration agreement with Novo Nordisk which was announced on 25 November 2015 (“**Collaboration Agreement**”).

The Board proposes to approve, in accordance with Article 556 BCC, certain clauses in the Collaboration Agreement with Novo Nordisk, *i.e.* clauses that determine that in case of change of control Ablynx (or its successor) shall provide Novo Nordisk with a written notice of any change of control over Ablynx within two (2) Business Days following the closing date of such transaction. In the event of a change of control of Ablynx, then Novo Nordisk shall have the right, in its sole discretion, by written notice delivered to Ablynx (or

its successor) at any time during the one hundred eighty (180) days following the written notice, to require any one (1) or more of the following actions; (i) Novo Nordisk may terminate the Agreement with thirty (30) days' notice to Ablynx, if the Change of Control of Ablynx takes place during the Research Term (as defined in the Collaboration Agreement), (ii) the Parties shall disband the JRCs and terminate the activities of each of the JRCs and thereafter Novo Nordisk shall undertake all activities assigned by this Agreement to the JRC solely and exclusively by itself, (iii) Ablynx and the "change of control party" shall adopt reasonable procedures to be agreed upon in writing to prevent disclosure of confidential information of Novo Nordisk to the "change of control party". Further, and solely in the event of a change of control of Ablynx that occurs during the Research Term, and on a Research Program-by-Research Program basis, Novo Nordisk shall have the right, in its sole discretion, to either (i) require the "change of control party" to complete any unfinished activities under the relevant work plan(s), or (ii) assume and complete some or all of the unfinished activities under the work plan(s); provided, that the "change of control party" shall be required to complete any unfinished activities that Novo Nordisk elects not to assume and complete. If Novo Nordisk elects to assume and complete any unfinished activities, then to the extent requested by Novo Nordisk (a) Ablynx or the Change of Control party shall assign to Novo Nordisk any or all third party agreements relating to such activities (including agreements with contract research organizations), and (b) Novo Nordisk shall use commercially reasonable efforts to perform the unfinished activities that Novo Nordisk has elected to assume and complete. Further, upon any occurrence of a change of control over Ablynx, Novo Nordisk shall have the right to: (i) suspend indefinitely its reporting obligations and (ii) limit information obligations to Ablynx to reporting of net sales and the achievement of milestones and calculation of royalties. All other provisions of the Collaboration Agreement shall not be affected by a change of control over Ablynx and shall remain in full force and effect upon such change of control over Ablynx.

12. Power of attorney to any one Director, acting alone and with power of substitution, to satisfy the necessary formalities in connection with Article 556 BCC, as well as in connection with the "Crossroad Bank for Enterprises", the "Business One Stop Shops" and the value added tax, if necessary.

The Board of Directors proposes to approve the power of attorney to each Director, acting alone and with power of substitution, to satisfy the necessary formalities in connection with Article 556 BCC, as well as in connection with the "Crossroad Bank for Enterprises", the "Business One-Stop Shops" and the value added tax, if necessary.

If at the General Shareholders Meeting the quorum required to validly deliberate and decide on items 9 and 10 of the agenda would not be reached, a second general shareholders meeting of the Company would be held on **18 May 2016 at 11:00 a.m. CET** at the registered offices of the Company, which shall deliberate and decide on items number 9 and 10 of the agenda.

Legal information

1. Admittance procedure and exercise of voting rights

In accordance with article 536, § 2 BCC, shareholders are only allowed to participate in the general meeting and exercise their voting rights if the following two conditions are fulfilled:

1. A shareholder can only participate in the General Meeting and exercise the voting right only by virtue of the strict **registration** of the shares in the name of the shareholder on the fourteenth day before the General Meeting at 24:00hrs (CET) (i.e. **14 April 2016**, at 24:00h CET, the "**Registration Date**"), either by registration in the share register in the name of the Company, or by registration into the accounts of a recognised accountholder or clearing agency, irrespective of the number of shares the shareholders own on the day of the General Meeting. Only persons who are shareholders on the Registration Date, are entitled to participate and to vote in the General Meeting.
2. On **22 April 2016** at the latest, shareholders must explicitly confirm to the Company their presence at the General Meeting as follows:

For shareholders who wish to attend the General Meeting in person:

The shareholder informs the Company or the person appointed by the Company for this purpose at the latest on the sixth day before the General Meeting that he/she wishes to participate in the General Meeting, i.e. **at the latest on 22 April 2016**.

For shareholders who wish to be represented in the General Meeting by means of a proxy:

by means of a written notification and duly signed proxy form (this form can be downloaded from the Company's website) to the Company. This notification can be made by e-mail via the e-mail address mentioned in the notice of the General Meeting. The Company must receive the proxy at the latest on the sixth day before the General Meeting, i.e. **at the latest on 22 April 2016**.

For shareholders who would like to vote by letter:

by means of the form for the vote by letter (this form can be downloaded from the Company's website). The Company must receive this form duly filled out and signed at the latest on the sixth day before the date of the General Meeting, i.e. **at the latest on 22 April 2016**.

The form for the vote by letter, which is sent to the Company with regard to a certain meeting, is valid for the consecutive meetings, which are convened with the same agenda.

2. Shareholders' rights pursuant to article 533ter BCC

Pursuant to article 533ter BCC, one or more shareholders who together hold at least 3% of the share capital of the Company, can put forward items to be discussed for the agenda of the General Meeting and submit resolution proposals with regard to the items listed or to be listed on the agenda. The procedure of article 533ter Belgian Company Code is available for shareholders

on the Company's website (in accordance with article 533bis, §1, 3°, (a) of the Belgian Company Code).

The Company must receive these requests for items on the agenda at the latest on the twenty-second day before the General Meeting, i.e. **6 April 2016** at the latest. They can be sent to the Company by e-mail on the e-mail address provided in the notice.

If the Company receives the above-mentioned requests for items on the agenda, it will publish an updated agenda on its website, as well as an updated proxy form and form to vote by letter. These documents will be published at the latest on **13 April 2016**.

3. Shareholders' rights pursuant to article 540 BCC

The shareholders can ask questions in writing to the Directors and/or statutory auditor of the Company, which will be answered during the meeting by, as the case may be, the Directors or the statutory auditor in accordance with article 540 Belgian Company Code. The procedure of article 540 Belgian Company Code is available for the shareholders on the Company's website (in accordance with article 533bis, §1, 3°, (a) Belgian Company Code).

These written questions can be sent by e-mail to the Company on the e-mail address mentioned in the notice of the General Meeting. The Company accepts written questions as from **29 March 2016** and must have received them at the latest on the sixth day prior to the General Meeting, i.e. at the latest by **22 April 2016**.

4. Documents available to the shareholders in accordance with article 535 BCC

The following documents are available on the Company's website as from **29 March 2016**, and as from same date a copy of these documents can be obtained for free at the registered offices of the Company:

- the documents, which will be submitted to the General Meeting;
- the agenda of the General Meeting, which also contains a proposal of decision or a comment of the Board of Directors; and
- the forms, which can be used for the voting by proxy and the voting by letter.

5. Website of the Company and contact details

Website: <http://www.ablynx.com/>
Tel.: +32 9 262 00 11
Fax: +32 9 262 00 03
E-mail: shareholdersmeeting@ablynx.com
Press contact: +32 9 262 00 00

The Board of Directors