



ONCOMETHYLOME SCIENCES  
Limited liability company  
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TVA BE 0479.292.440  
RLE Liège

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## **Minutes of the Extraordinary General Shareholders' Meeting held on 6 April 2010**

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Today, 6 April 2010, an extraordinary general shareholders' meeting of the limited liability company OncoMethylome Sciences is being held at the registered office of the company.

### **I. COMPOSITION OF THE BUREAU**

The extraordinary general shareholders' meeting is called to order at 10.00 a.m. by the Chairman, ING Belgium NV/SA, a limited liability company incorporated under Belgian law, with registered office at 1000 Brussels, avenue Marnix 24, registered with the register of legal entities under number 0403.200.393, represented by Mr. Denis Biju-Duval, director.

The Chairman appoints Mr. Philip Devine, as secretary.

The meeting appoints Messrs. Philip Devine and Jean-Michaël Scelso as tellers.

The secretary and the tellers constitute, together with the Chairman, the office of this meeting.

### **II. DECLARATION BY THE CHAIRMAN**

#### **A. Agenda**

The Chairman starts the meeting and declares that this meeting has been convened to deliberate and resolve on the following items in the agenda:

- 1. Communication of, and discussion on the special report of the board of directors prepared in accordance with Article 633 of the Belgian Company Code as a result of the company's net assets having fallen below 50% of the amount of the company's share capital as per 31 December 2009.**
- 2. Deliberation and resolution regarding the dissolution of the company or the continuation of the company's activities.**

Proposed resolution:

The general shareholders' meeting resolves to continue the company's activities.

3. **Deliberation and resolution on the proposal to improve the ratio of the company's net assets vis-à-vis its share capital by way of a formal reduction of the share capital of the company in accordance with article 614 of the Belgian Company Code through the incorporation (and hence neutralization) of (accumulated) sustained losses as demonstrated from the approved annual accounts as per December 31, 2009, without reducing the total number of issued and outstanding shares.**

Proposed resolution:

The general shareholders' meeting resolves that, in order to improve the ratio of the company's net assets vis-à-vis its share capital, an extraordinary general shareholders' meeting is to be convened immediately following the annual general shareholders' meeting which is to be held on 28 May 2010, in order for said extraordinary general shareholders' meeting to resolve on a formal reduction of the share capital of the company in accordance with article 614 of the Belgian Company Code through the incorporation (and hence neutralization) of (accumulated) sustained losses as demonstrated from the approved annual accounts as per December 31, 2009, without reducing the total number of issued and outstanding shares.

**B. Notices**

The Chairman states that, pursuant to article 533 of the Belgian Company Code, the notices with respect to this meeting, containing the aforementioned agenda, have been published in or on:

- the Belgian Official Gazette on March 12, 2010;
- *Le Soir* on March 12, 2010;
- Euronext Amsterdam on March 12, 2010;
- the *Trouw* on March 12, 2010.

The meeting confirms this. These documents will be kept together with the minutes of this meeting, in the records of the company.

The Chairman states that pursuant to articles 533 and 535 of the Belgian Company Code, the holders of registered shares, the directors and the statutory auditor of the company have been convened fifteen days prior to the meeting by ordinary mail or, as the case may be, by email, as follows:

- on March 19, 2010, as regards the holders of registered shares;
- on March 19, 2010, as regards the holders of registered warrants;
- on March 19, 2010, as regards the directors and the statutory auditor.

The documents relating to these notices are, as evidence, submitted to the meeting for consultation purposes. These documents will be attached to these minutes as Annex A and be kept in the records of the company together with the minutes of this meeting.

### **C. Attendance list**

The Chairman states that the attendance list mentions (i) the identity of the persons attending to this meeting as shareholders and, if they are represented, this list indicates the identity of the principal as well as the proxyholders, and (ii) the number of shares with which these persons are participating in the vote. Said attendance list, duly signed by the members of the bureau, and the appertaining proxies, will be attached to these minutes as Annex B and be kept in the records of the company.

The Chairman states that the aforementioned attendance list also mentions the respective holders of warrants previously issued by the company, present or represented at the meeting. The aforementioned attendance list is signed by the respective holders of such warrants or their respective representative(s) and includes in addition to their identity, the number and nature of warrants held by them. Any thereto relating proxies will also be kept with the attendance list as described above.

### **D. Admission to the meeting**

The Chairman notes that the following shareholders, holders of registered shares or dematerialized shares, have not deposited, their share(s), or, as the case may be, the certificate confirming the unavailability of their share(s) until after this meeting, at the company's registered office, at the latest on the fourth business day prior to the meeting, as provided pursuant to article 36 of the bylaws of the company:

- None

The Chairman notes that the following shareholders have not deposited their proxies at the company's registered office, as mentioned in the notice to this meeting, and pursuant to article 37 of the bylaws of the company:

- None

The shareholders who have complied with the provisions of the Belgian Company Code and the bylaws of the company in order to be allowed to this meeting resolve to allow each of the aforementioned shareholders to this meeting, and to authorize them to take part in the vote upon the items mentioned in the agenda.

The Chairman notes that the following persons, third parties *vis-à-vis* the company, have notified that they would like to also attend the meeting:

- None

The shareholders, present or represented, resolve to allow each of the aforementioned persons to the meeting, it being understood that said persons are thus allowed for the purposes of attending the meeting only, and that they will neither be authorized to take part in the vote upon the items mentioned in the agenda, nor be authorized to raise questions in that respect.

### **E. Attendance**

The Chairman declares that the company's share capital amounts to **€4,001,197.27** and is represented by **13,185,614** shares, without nominal value, each representing 1/13,185,614 of the company's share capital.

It appears from the attendance list that the holders of 6,992,815 shares, or 53.03% of all shares of the company, are present or represented.

In order for the extraordinary general shareholders' meeting to be able to deliberate and resolve upon the items mentioned in the agenda, a quorum of 50% of all shares is required. If this quorum is not reached, a second meeting will be convened, and will validly resolve without quorum.

#### **F. Voting Rights**

##### Shares

The Chairman states that, pursuant to article 545 of the Belgian Company Code, none is authorized to cast a vote for a number of votes exceeding the voting rights attached to the securities, which this person would have declared to hold, and notified to the company, at least 20 days prior the date of the meeting pursuant to article 514 or 515, first paragraph, of the Belgian Company Code.

Pursuant to article 515 of the Belgian Company Code and article 14 of the bylaws, the relevant thresholds are set at three percent (3%), five percent (5%) and multiples of five percent (5%).

In respect of all shareholders present or represented at the meeting, it is established that they can vote with respect to all securities which they have declared to hold, or deposited.

##### Warrants

The Chairman states that, pursuant to article 537 of the Belgian Company Code, the holders of warrants issued by the company can attend this meeting, with advisory vote only.

### **III. VERIFICATION OF THE COMPOSITION OF THE MEETING**

These facts have been verified by the members of the meeting and observed by them, said meeting thus declares to be validly constituted and competent to deliberate and resolve on the items mentioned in the agenda.

### **IV. DELIBERATION AND RESOLUTIONS**

Upon proposal by the Chairman, the extraordinary general shareholders' meeting starts deliberating on the items mentioned in the agenda.

- 1. Communication of, and discussion on the special report of the board of directors prepared in accordance with Article 633 of the Belgian Company Code as a result of the company's net assets having fallen below 50% of the amount of the company's share capital as per 31 December 2009.**

The Chairman explains to the meeting that the board of directors has prepared a special report in accordance with article 633 of the Belgian Company Code because, in the framework of the preparation of the financial statements for the financial year ended on 31 December 2009, it had appeared that the net assets of the company were less than 50% of the company's share capital, *i.e.* have fallen below the threshold mentioned in article 633, first paragraph of the Belgian Company Code.

The meeting released the Chairman from the full reading of this special report. The Chairman stated that prior to this meeting, this report has been made available to the members of the meeting, pursuant to the provisions of the Belgian Company Code and the bylaws of the company.

The Chairman ordered that a copy of this report be attached to these minutes as Annex C.

**2. Deliberation and resolution regarding the dissolution of the company or the continuation of the company's activities.**

**Resolution:** The general shareholders' meeting resolves to continue the company's activities.

**Vote:** This resolution is passed as follows:

- (a) votes cast: 6,992,815
- (b) votes approving the resolution: 6,992,815
- (c) votes disapproving the resolution: 0
- (d) abstentions: 0

In accordance with the Belgian Company Code, this resolution can be validly taken only if it meets three quarters (75%) of all votes.

**3. Deliberation and resolution on the proposal to improve the ratio of the company's net assets vis-à-vis its share capital by way of a formal reduction of the share capital of the company in accordance with article 614 of the Belgian Company Code through the incorporation (and hence neutralization) of (accumulated) sustained losses as demonstrated from the approved annual accounts as per December 31, 2009, without reducing the total number of issued and outstanding shares.**

**Resolution:** The general shareholders' meeting resolves that, in order to improve the ratio of the company's net assets vis-à-vis its share capital, an extraordinary general shareholders' meeting is to be convened immediately following the annual general shareholders' meeting which is to be held on 28 May 2010, in order for said extraordinary general shareholders' meeting to resolve on a formal reduction of the share capital of the company in accordance with article 614 of the Belgian Company Code through the incorporation (and hence neutralization) of (accumulated) sustained losses as demonstrated from the approved annual accounts as per December 31, 2009, without reducing the total number of issued and outstanding shares.

**Vote:** This resolution is passed as follows:

- (a) votes cast: 6,992,815
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- (c) votes disapproving the resolution: 0
- (d) abstentions: 0

In accordance with the Belgian Company Code, this resolution can be validly taken only if it meets three quarters (75%) of all votes.

\* \* \*

Considering that no other item must be discussed, the extraordinary general shareholders' meeting is adjourned at 10:30 a.m.

These minutes are subsequently signed by all the members of the bureau, the statutory auditor, and the shareholders as well as the holders of warrants, requesting to do so.

By: \_\_\_\_\_  
ING Belgium NV/SA  
Represented by its permanent  
representative Mr. Denis Biju-Duval  
Chairman

By: \_\_\_\_\_  
Mr. Philip S. Devine  
Secretary and Teller

By : \_\_\_\_\_  
Mr. Jean-Michaël Scelso  
Teller

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**ANNEX A: DOCUMENTS REGARDING THE NOTICES SENT TO THE HOLDERS OF REGISTERED  
SECURITIES, THE DIRECTORS AND THE STATUTORY AUDITOR**

*Free English translation for information purposes only*

**ANNEX B: ATTENDANCE LIST - PROXIES**

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**ANNEX C : COPY OF THE SPECIAL REPORT OF THE BOARD OF DIRECTORS PREPARED IN  
ACCORDANCE WITH ARTICLE 633 OF THE BELGIAN COMPANY CODE**