

## GALAPAGOS

Limited Liability Company ("Naamloze Vennootschap")  
With registered office at Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium  
Registered with the Register of Legal Entities (Antwerp, division Mechelen)  
under number 0466.460.429  
(the "Company")

### Minutes of the annual shareholders' meeting held in Mechelen on 30 April 2019

#### Bureau

The meeting, which was held at the registered office of the Company, was opened at 2:00 p.m. CET under the chairmanship of Dr. Werner Cautreels, director of the Company and chairman of the Company's audit committee.

Mr. Xavier Maes is designated as secretary and Ms. Annelies Denecker and Ms. Laurant Diependaele are designated as vote counters.

The bureau consists of the chairman, the secretary, the vote counters and Mr. Onno van de Stolpe, managing director (CEO).

#### Chairman's Statements

The chairman stated the following:

##### 1 Composition of the meeting

- (a) **Shareholders** – The shareholders, whose identity and the number of shares they owned as per the record date (within the meaning of article 536 §2 of the Belgian Companies Code) are mentioned in the attendance list, were present or represented. This attendance list was signed by the relevant shareholders or their proxy holder and by the members of the bureau. This attendance list and the proxies mentioned therein shall remain attached to these minutes.

Certain proxies were given by the relevant shareholder to the Company's General Counsel, who is an employee of the Company but not a member of its board of directors or its executive committee; the proxy holder received, in each of these cases, specific voting instructions for each agenda item, as a result of which no problems relating to potential conflicts of interests between the relevant shareholders and the relevant proxy holder can arise. The bureau acknowledged the validity of all proxies, including those given by telecopy or e-mail (pdf).

The notifications by shareholders of their intention attend the shareholders' meeting were presented to the bureau. The bureau acknowledged the validity of all such notifications, including those given by telecopy or e-mail (pdf) and further acknowledges that the delivery by or on behalf of shareholders of proxies or of certificates evidencing the ownership of shares as per the record date, is to be considered as a notification by the relevant shareholders of their intention to attend the shareholders' meeting, within the meaning of article 536 §2 of the Belgian Companies Code.

- (b) **Warrant holders** – No warrant holders signed up for this meeting.
- (c) **Directors and statutory auditor** – The following directors were present: Dr Werner Cautreels, director and chairman of the audit committee and Mr. Onno van de Stolpe, managing director

(CEO). The other board members were excused. Mr. Gert Vanhees was present on behalf of Deloitte Bedrijfsrevisoren, statutory auditor of the Company.

## 2 Agenda of the meeting

### Ordinary part

1. Communication and discussion of the annual report of the board of directors relating to the non-consolidated and consolidated annual accounts of the Company for the financial year ended on 31 December 2018, and of the report of the statutory auditor relating to the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2018.

2. Communication and approval of the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2018 and approval of the allocation of the annual result as proposed by the board of directors.

**Proposed resolution:** The shareholders' meeting resolves to approve the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2018, as well as the allocation of the annual result as proposed by the board of directors.

3. Communication and discussion of the report of the statutory auditor relating to the consolidated annual accounts of the Company for the financial year ended on 31 December 2018.

4. Communication and discussion of the consolidated annual accounts of the Company for the financial year ended on 31 December 2018.

5. Communication and approval of the remuneration report.

**Proposed resolution:** The shareholders' meeting resolves to approve the remuneration report.

6. Release from liability to be granted to the directors and the statutory auditor for the performance of their duties in the course of the financial year ended 31 December 2018.

**Proposed resolution:** The shareholders' meeting resolves, by separate vote, to release each director, including former director Dr. Harrold van Barlingen, and the statutory auditor from any liability arising from the performance of their duties during the last financial year.

7. Revision of the remuneration of the statutory auditor.

**Proposed resolution:** The shareholders' meeting resolves to increase the annual remuneration of the statutory auditor from €350,000 to (i) €430,000 for its activities relating to the statutory annual accounts, the consolidated annual accounts and the interim reporting of the Company and its subsidiaries for the financial year ended 31 December 2018 and (ii) €630,000 for its activities relating to the statutory annual accounts, the consolidated annual accounts and the interim reporting of the Company and its subsidiaries for the financial year ending 31 December 2019.

8. Appointment of a director.

**Proposed resolution:** The shareholders' meeting resolves to appoint Mr. Peter Guenter (residing in Barcelona, Spain) as director of the Company, for a period of four years ending immediately after the annual shareholders' meeting to be held in 2023 and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Mr. Peter Guenter as an independent director as he meets the independence criteria set forth in article 526 *ter* of the Belgian Companies Code.

9. Remuneration of directors.

**Proposed resolution:** Upon recommendation of the Company's nomination and remuneration committee, the shareholders' meeting resolves that (a) the compensation (excluding expenses) of the non-executive directors for the exercise of their mandate is established as follows: (i) chairman of the

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board: €80,000 per annum; (ii) other non-executive board members: €40,000 each per annum; (iii) additional compensation for membership of a board committee: €5,000 per annum; (iv) additional compensation for the chairmanship of a board committee: €10,000 per annum; and (b) a power of attorney is granted to the board of directors to determine the total remuneration package of the managing director (CEO) for his management function in the Company, it being understood that this remuneration shall include a compensation for the performance of his mandate as a director of the Company.

**10.** Offer of warrants.

**Proposed resolution:** Upon recommendation of the Company's nomination and remuneration committee, the shareholders' meeting (i) resolves to offer 100,000 warrants to Mr. Onno van de Stolpe, 15,000 warrants to Dr. Raj Parekh, and 7,500 warrants to each of Mr. Howard Rowe, Ms. Katrine Bosley, Dr. Mary Kerr and Mr. Peter Guenter, under warrant plans created (or to be created) by the board of directors for the benefit of directors, employees and independent consultants of Galapagos and its affiliates within the framework of the authorized capital (jointly "**Warrant Plan 2019**"), the key conditions of which will be in line with previous warrant plans of the Company, (ii) empowers the managing director, as well as any other director as regards the offer to the managing director, to implement this offer, and (iii) to the extent required, approves the offer of warrants to members of Galapagos' executive committee under Warrant Plan 2019 in accordance with Galapagos' remuneration policy and practices. In accordance with articles 520<sup>ter</sup> and 556 of the Belgian Companies Code, the shareholders' meeting expressly approves the particular provisions that will be included in Warrant Plan 2019 pursuant to which, in exceptional circumstances (including in the event of a change in control of the Company), the warrants offered (to the extent accepted) under Warrant Plan 2019 can be exercised early, even before the third anniversary of their award.

The resolutions of this shareholders' meeting relating to the issuance of warrants can only be implemented if the Belgian Financial Services and Markets Authority (FSMA) has communicated to the Company that it has no objections to make against the issuance of warrants as set forth in this agenda item.

**Special part**

**11.** Application of article 556 of the Belgian Companies Code.

**Proposed resolution:** In accordance with article 556 of the Belgian Companies Code, the shareholders' meeting resolves to approve, and to the extent required, ratify all of the provisions granting rights to third parties which could affect the assets of the Company, or could impose an obligation on the Company, where the exercise of those rights is dependent on a public takeover bid on the shares of the Company or a change of control in respect of the Company, as included in: (a) the Second Amended and Restated Collaboration Agreement between Galapagos NV and AbbVie S.à.r.l. dated 24 October 2018 (the "**AbbVie Agreement**") including, but not limited to, clause 11.2 (*Change in Control of Galapagos*) of the AbbVie Agreement, entitling the counterparty, in the event of a change in control of the Company, to oblige the Company to take appropriate measures to avoid the disclosure of confidential information, to limit AbbVie's reporting obligations to the Company, or, depending on the stage in which the change of control occurs, to terminate the AbbVie Agreement; (b) the Exclusive License Agreement among Galapagos NV, MorphoSys AG and Novartis Pharma AG dated 19 July 2018 (the "**Novartis Agreement**"), including, but not limited to, clause 3.7 of the Novartis Agreement (*Change of Control*), entitling Novartis, in the event of a change of control of the Company, to have the Company's representatives removed from the joint committees; and (c) the Product Development, License and Commercialization Agreement between Galapagos NV, Les Laboratoires Servier and Institut de Recherches Servier as amended and restated on 8 May 2018 (the "**Servier Agreement**"), including but not limited to clause 13.4 (*Termination by Servier Without Cause or Due to Galapagos Change of Control*), clause 13.5 (*Rights on Termination*) and clause 13.7 (*Change of Control*), entitling the counterparty, in the event of a change of control of the Company, to elect to terminate the Servier Agreement subject to an option for the Company to choose from two contractual termination regimes, both including the termination of the licenses granted by the Company to Servier and the freedom for the Company to conduct research and development activities on terminated

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licensed products, or to have the licenses granted to Servier continue, with all payment obligations remaining in place, but with Servier having full control over the further development and patent strategies for the licensed product in Servier's territory. The shareholders' meeting grants a special power of attorney to each director of the Company, as well as to Mr. Xavier Maes, Ms. Ellen Lefever, Ms. Annelies Denecker, and Ms. Luran Diependaele, each acting individually and with the power of substitution, to file this resolution with the clerk's office of the Commercial Court of Antwerp, division of Mechelen, in accordance with article 556 of the Belgian Companies Code.

## 12. Miscellaneous

### 3 Convocations for the meeting

#### 3.1 Convocation of the holders of dematerialized shares

In accordance with the Belgian Companies Code, the convocations, mentioning the agenda and the proposals of resolutions, have been made by means of the following announcements:

1. in the Belgian State Gazette ("*Belgisch Staatsblad*") of 29 March 2019; and
2. in *De Tijd* of 29 March 2019.

Moreover, the date of the shareholders' meeting was announced on the website of Euronext on 29 March 2019 and through a press release circulated by GlobeNewswire on 29 March 2019.

Evidence of these publications was submitted to the meeting for review and shall be kept at the registered office.

#### 3.2 Publication via the website of the Company

The convocation was also published on the Company's website on 29 March 2019. A print of the publication on the website was submitted to the meeting for review and shall be kept at the registered office.

#### 3.3 Convocation of the holders of registered shares and registered warrants, of the directors and of the statutory auditor

In accordance with the Belgian Companies Code, the convocations, mentioning the agenda and the proposals of resolutions, were sent on 29 March 2019 to the holders of registered shares, and to the statutory auditor, and on 29 March 2019 to the warrant holders.

The directors waived all notice periods and notice requirements in respect of the annual shareholders' meeting, as well as the right to receive the above-mentioned reports and documents, in accordance with articles 533 and 535 of the Belgian Companies Code and the articles referring thereto.

#### 3.4 Communication to Euronext, FSMA and AFM

The Company is a company that calls on or has called on public savings. The convocation, mentioning the agenda and the proposals of resolutions, has therefore also been communicated to the Financial Services and Markets Authority ("FSMA"), to Euronext and to the Dutch Financial Markets Authority ("AFM"), by e-mail dated 29 March 2019. A printed copy of these communications was submitted to the meeting for review and shall be kept at the registered office.

### 4 Right to add agenda items

The chairman stated that no requests of shareholders were received to add additional items and/or to include additional proposals of resolutions in the agenda of this general shareholders' meeting.

## 5 Quorum

There are no quorum requirements for the items on the agenda of this shareholders' meeting. Consequently, the meeting can validly deliberate and resolve, irrespective of the number of shares that are present and/or represented.

The capital of the Company is currently represented by 54,614,791 shares.

The attendance list showed that 34,513,168 shares (i.e. 63.19 %) were present or represented.

## 6 Voting right – Majority

The Company has not issued shares without voting rights. Each share entitles to one vote. To be validly adopted, each proposal must obtain an ordinary majority of the votes.

### Validity of the meeting

The meeting acknowledged the correctness of the above statements, unanimously acknowledged that it is validly convened and composed and capable to deliberate, and resolved to start deliberating on the items on the agenda.

### Resolution, deliberation and voting

The meeting started the agenda of the shareholders' meeting, and the chairman proposed the following resolutions and submitted them for deliberation and, where required, for a vote:

#### Ordinary part:

##### First agenda item

*Communication and discussion of the annual report of the board of directors relating to the non-consolidated and consolidated annual accounts of the Company for the financial year ended on 31 December 2018, and of the report of the statutory auditor relating to the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2018.*

The chairman presented the annual report of the board of directors for the activities of the financial year ended on 31 December 2018, relating to both the non-consolidated annual accounts of the Company and to the consolidated annual accounts; this annual report also includes corporate governance statement. The chairman also presented the report of the statutory auditor relating to the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2018.

##### Second agenda item

*Communication and approval of the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2018 and approval of the allocation of the annual result as proposed by the board of directors.*

The chairman presented the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2018.

The shareholders' meeting resolves to approve the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2018, as well as the allocation of the annual result as proposed by the board of directors.

The number of shares for which a vote was validly issued for this resolution equals the number of validly issued votes and amounts to 34,513,168, representing 63.19 % of the capital as at the opening of the meeting.

This resolution was adopted by the meeting with 34,466,310 votes (100%) in favor, 728 votes (0.00%) against and 46,130 abstentions.

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### **Third agenda item**

*Communication and discussion of the report of the statutory auditor relating to the consolidated annual accounts of the Company for the financial year ended on 31 December 2018.*

The chairman presented the report of the statutory auditor relating to the consolidated annual accounts of the Company for the financial year ended on 31 December 2018.

### **Fourth agenda item**

*Communication and discussion of the consolidated annual accounts of the Company for the financial year ended on 31 December 2018.*

The chairman presented the consolidated annual accounts of the Company for the financial year ended on 31 December 2018.

### **Fifth agenda item**

*Communication and approval of the remuneration report.*

The chairman presented the Company's remuneration report for the financial year ended on 31 December 2018.

The shareholders' meeting resolved to approve the remuneration report.

The number of shares for which a vote was validly issued for this resolution equals the number of validly issued votes and amounts to 34,513,168, representing 63.19 % of the capital as at the opening of the meeting.

This resolution was adopted by the meeting with 23,459,989 votes (68.02%) in favor, 11,027,661 votes (31.98%) against and 25,518 abstentions.

### **Sixth agenda item**

*Release from liability to be granted to the directors and the statutory auditor for the performance of their duties in the course of the financial year ended 31 December 2018.*

The shareholders' meeting resolves, by separate vote, to release each director and the statutory auditor from any liability arising from the performance of their duties during the last financial year.

The number of shares for which a vote was validly issued for this resolution equals the number of validly issued votes and amounts to 34,513,168, representing 63.19 % of the capital as at the opening of the meeting.

This resolution was adopted by the meeting with 33,518,069 votes (97.60%) in favor, 823,124 votes (2.40%) against and 171,975 abstentions.

### **Seventh agenda item**

*Revision of the remuneration of the statutory auditor.*

The shareholders' meeting resolves to increase the annual remuneration of the statutory auditor from €350,000 to (i) €430,000 for its activities relating to the statutory annual accounts, the consolidated annual accounts and the interim reporting of the Company and its subsidiaries for the financial year ended 31 December 2018 and (ii) €630,000 for its activities relating to the statutory annual accounts, the consolidated annual accounts and the interim reporting of the Company and its subsidiaries for the financial year ending 31 December 2019.

The number of shares for which a vote was validly issued for this resolution equals the number of validly issued votes and amounts to 34,513,168, representing 63.19 % of the capital as at the opening of the meeting.

This resolution was adopted by the meeting with 34,160,270 votes (99.05%) in favor, 328,528 votes (0.95%) against and 24,370 abstentions.

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## **Eight agenda item**

### *Appointment of a director.*

The shareholders' meeting resolves to appoint Mr. Peter Guenter (residing in Barcelona, Spain) as director of the Company, for a period of four years ending immediately after the annual shareholders' meeting to be held in 2023 and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Mr. Peter Guenter as an independent director as he meets the independence criteria set forth in article 526<sup>ter</sup> of the Belgian Companies Code.

The number of shares for which a vote was validly issued for this resolution equals the number of validly issued votes and amounts to 34,513,168, representing 63.19 % of the capital as at the opening of the meeting.

This resolution was adopted by the meeting with 34,385,777 votes (100%) in favor, 692 votes (0.00%) against and 126,699 abstentions.

## **Ninth agenda item**

### *Remuneration of directors.*

Upon recommendation of the Company's nomination and remuneration committee, the shareholders' meeting resolves that (a) the compensation (excluding expenses) of the non-executive directors for the exercise of their mandate is established as follows: (i) chairman of the board: €80,000 per annum; (ii) other non-executive board members: €40,000 each per annum; (iii) additional compensation for membership of a board committee: €5,000 per annum; (iv) additional compensation for the chairmanship of a board committee: €10,000 per annum; and (b) a power of attorney is granted to the board of directors to determine the total remuneration package of the managing director (CEO) for his management function in the Company, it being understood that this remuneration shall include a compensation for the performance of his mandate as a director of the Company.

The number of shares for which a vote was validly issued for this resolution equals the number of validly issued votes and amounts to 34,513,168, representing 63.19 % of the capital as at the opening of the meeting.

This resolution was adopted by the meeting with 34,373,515 votes (99.61%) in favor, 133,582 votes (0.39%) against and 6,071 abstentions.

## **Tenth agenda item**

### *Offer of warrants.*

Upon recommendation of the Company's nomination and remuneration committee, the shareholders' meeting (i) resolves to offer 100,000 warrants to Mr. Onno van de Stolpe, 15,000 warrants to Dr. Raj Parekh, and 7,500 warrants to each of Mr. Howard Rowe, Ms. Katrine Bosley, Dr. Mary Kerr and Mr. Peter Guenter, under warrant plans created (or to be created) by the board of directors for the benefit of directors, employees and independent consultants of Galapagos and its affiliates within the framework of the authorized capital (jointly "**Warrant Plan 2019**"), the key conditions of which will be in line with previous warrant plans of the Company, (ii) empowers the managing director, as well as any other director as regards the offer to the managing director, to implement this offer, and (iii) to the extent required, approves the offer of warrants to members of Galapagos' executive committee under Warrant Plan 2019 in accordance with Galapagos' remuneration policy and practices. In accordance with articles 520<sup>ter</sup> and 556 of the Belgian Companies Code, the shareholders' meeting expressly approves the particular provisions that will be included in Warrant Plan 2019 pursuant to which, in exceptional circumstances (including in the event of a change in control of the Company), the warrants offered (to the extent accepted) under Warrant Plan 2019 can be exercised early, even before the third anniversary of their award.

The resolutions of this shareholders' meeting relating to the issuance of warrants can only be implemented if the Belgian Financial Services and Markets Authority (FSMA) has communicated to the Company that it has no objections to make against the issuance of warrants as set forth in this agenda item.

The number of shares for which a vote was validly issued for this resolution equals the number of validly issued votes and amounts to 34,513,168, representing 63.19 % of the capital as at the opening of the meeting.

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This resolution was adopted by the meeting with 23,678,909 votes (68.66%) in favor, 10,808,954 votes (31.34%) against and 25,305 abstentions.

## **Special part:**

### **Eleventh agenda item**

*Application of article 556 of the Belgian Companies Code.*

In accordance with article 556 of the Belgian Companies Code, the shareholders' meeting resolves to approve, and to the extent required, ratify all of the provisions granting rights to third parties which could affect the assets of the Company, or could impose an obligation on the Company, where the exercise of those rights is dependent on a public takeover bid on the shares of the Company or a change of control in respect of the Company, as included in: (a) the Second Amended and Restated Collaboration Agreement between Galapagos NV and AbbVie S.à.r.l. dated 24 October 2018 (the "**AbbVie Agreement**") including, but not limited to, clause 11.2 (*Change in Control of Galapagos*) of the AbbVie Agreement, entitling the counterparty, in the event of a change in control of the Company, to oblige the Company to take appropriate measures to avoid the disclosure of confidential information, to limit AbbVie's reporting obligations to the Company, or, depending on the stage in which the change of control occurs, to terminate the AbbVie Agreement; (b) the Exclusive License Agreement among Galapagos NV, MorphoSys AG and Novartis Pharma AG dated 19 July 2018 (the "**Novartis Agreement**"), including, but not limited to, clause 3.7 of the Novartis Agreement (*Change of Control*), entitling Novartis, in the event of a change of control of the Company, to have the Company's representatives removed from the joint committees; and (c) the Product Development, License and Commercialization Agreement between Galapagos NV, Les Laboratoires Servier and Institut de Recherches Servier as amended and restated on 8 May 2018 (the "**Servier Agreement**"), including but not limited to clause 13.4 (*Termination by Servier Without Cause or Due to Galapagos Change of Control*), clause 13.5 (*Rights on Termination*) and clause 13.7 (*Change of Control*), entitling the counterparty, in the event of a change of control of the Company, to elect to terminate the Servier Agreement subject to an option for the Company to choose from two contractual termination regimes, both including the termination of the licenses granted by the Company to Servier and the freedom for the Company to conduct research and development activities on terminated licensed products, or to have the licenses granted to Servier continue, with all payment obligations remaining in place, but with Servier having full control over the further development and patent strategies for the licensed product in Servier's territory. The shareholders' meeting grants a special power of attorney to each director of the Company, as well as to Mr. Xavier Maes, Ms. Ellen Lefever, Ms. Annelies Denecker, and Ms. Laurant Diependaele, each acting individually and with the power of substitution, to file this resolution with the clerk's office of the Commercial Court of Antwerp, division of Mechelen, in accordance with article 556 of the Belgian Companies Code.

The number of shares for which a vote was validly issued for this resolution equals the number of validly issued votes and amounts to 34,513,168, representing 63.19 % of the capital as at the opening of the meeting.

This resolution was adopted by the meeting with 34,258,873 votes (99.29%) in favor, 246,482 votes (0.71%) against and 7.813 abstentions.

### **Twelfth agenda item**

*Miscellaneous.*

No miscellaneous items were tabled.

## Closing

The agenda of this annual shareholders' meeting was finished and the meeting was closed by the chairman at 15.40 p.m. CET.

### Of which these minutes were drawn up.

Made on the date and place as set forth above.

The meeting waived the chairman's reading of the minutes. Subsequently, the members of the bureau and the members of the meeting who so desired, signed these minutes.

(Signed)  
\_\_\_\_\_  
W. Cautreels  
Chairman

(Signed)  
\_\_\_\_\_  
O. van de Stolpe  
Managing Director

(Signed)  
\_\_\_\_\_  
A. Denecker  
Vote Counter

(Signed)  
\_\_\_\_\_  
L. Diependaele  
Vote Counter

(Signed)  
\_\_\_\_\_  
X. Maes  
Secretary