

GALAPAGOS

Limited Liability Company

with registered office at Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium

Judicial district of Mechelen

Registered with the Register of Legal Entities under number 0466.460.429

Incorporated pursuant to a deed enacted by notary public Aloïs VAN DEN BOSSCHE, in Vorselaar, on 30 June 1990, published in the annexes to the Belgian State Gazette under number 990717-412.

Of which the articles of association were amended for the last time pursuant to a deed enacted by notary public Matthieu DERINCK, in Brussels, on 29 June 2012, published in the annexes to the Belgian State Gazette under number 20120801 / 0135830.

OFFER OF WARRANTS POWER OF ATTORNEY

THE YEAR 2012.

On 22 August.

At the registered office of the Company.

In the presence of Filip HUYGENS, notary public in Mechelen, acting for and on behalf of Martin DE SIMPEL, associated notary public in Brussels, legally impeded.

The extraordinary shareholders' meeting of the limited liability company GALAPAGOS, with its registered office in Mechelen, Generaal De Wittelaan L11 A3 (the "Company") was held.

The members of the bureau of the meeting have requested the undersigned notary public to enact the following statements and findings.

-* Bureau *-

The meeting was opened at 11:35 a.m. under the chairmanship of Mr Hernicus Jacobus (said Harrold) VAN BARLINGEN, director of the Company, born in Amersfoort on 30 July 1965, residing at [REDACTED], attending the meeting by telephone.

The Chairman appointed Mr Johan Gustaaf VAN DEN EYNDE, Born in Aalst on 3 April 1962, residing at [REDACTED], as secretary and requests the latter to sign the present minutes and the attendance list on his behalf.

The Meeting elected the following persons as vote counters: Ms VERBEECK Anne Maryline, born in Libourne on 20 September 1982, residing in [REDACTED] and Mr ADRIAENSSENS Johan Marie, born in Mere on 10 July 1946, residing in [REDACTED].

The bureau consists of the Chairman, the secretary and the vote counters.

-* Chairman's statements *-

The Chairman stated the following:

I. Composition of the Meeting.

Shareholders

The shareholders whose identity and the number of shares owned by them are mentioned in the attached attendance list, were present or represented. This attendance list was signed by all attending shareholders and proxy holders, by or on behalf of the members of the bureau and by the notary public.

Certain proxies were given by the relevant shareholders to the Company's Vice President Legal Affairs, who is an employee of the Company but not a member of its Board of Directors or its Executive Committee; the proxy holder received 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 holders can arise.

The bureau acknowledged the validity of all proxies, including those given by telecopy or e-mail (pdf).

The private proxies mentioned in the attendance list, 17 in total, shall remain attached hereto and shall form one entire attachment.

Warrant holders

That no warrant holders were present or represented.

Directors and Statutory Auditor

The following director attended the meeting by telephone: Mr Harrold VAN BARLINGEN, aforementioned.

The other directors were excused.

Mr Gino Desmet, Statutory Auditor (Deloitte Bedrijfsrevisoren) was excused.

II. Agenda of the Meeting

That the present meeting has the following agenda items:

- 1.** Communication and discussion of the special reports of the Board of Directors drawn up in accordance with the articles 583, 596 and 598 of the Belgian Companies Code, pertaining to a warrant plan created or to be created by the Board of Directors within the framework of the authorized capital (Warrant Plan 2012).
- 2.** Communication and discussion of the special report of the Statutory Auditor in accordance with the articles 596 and 598 of the Belgian Companies Code, pertaining to a warrant plan created or to be created by the Board of Directors within the framework of the authorized capital (Warrant Plan 2012).
- 3.** Offer of warrants to the Directors of the Company.

Proposed resolution: The Shareholders' Meeting resolves to offer 100,000 warrants to Mr Onno van de Stolpe, 3,780 to Dr Raj Parekh, 3,780 to Mr Ferdinand Verdonck, 2,520 to Dr Harrold van Barlingen, 2,520 to Dr Werner Cautreels, 2,520 to Mr Howard

Rowe and 2,520 to Dr Vicki Sato, under a warrant plan created or to be created by the Board of Directors within the framework of the authorized capital (Warrant Plan 2012) and empowers the Managing Director, as well as any other Director as regards the offer to the Managing Director, to implement this offer. To the extent required and in accordance with article 520ter of the Belgian Companies Code, the Shareholders' Meeting expressly approves the particular provisions of the Warrant Plan 2012 created or to be created by the Board of Directors pursuant to which, in exceptional circumstances (among others in the event of a change in control of the Company or decease), warrants can be exercised before the third anniversary of their award.

III. Convening to the Meeting

Convening of the holders of dematerialized shares and of bearer shares

That the convening notices, mentioning the agenda items and proposed resolutions, in accordance with article 533 of the Companies Code, were made by means of the following announcements:

- in the Belgian State Gazette ("*Belgisch Staatsblad*") of 20 July 2012;
- in *De Tijd* of 20 July 2012;
- in the *Officiële Prijscourant* issued by Euronext Amsterdam (The Netherlands) of 20 July 2012;
- through a press release circulated by SecuritiesInfo on 20 July 2012.

The Chairman submitted the evidence of these publications to the Meeting.

Convening of the holders of registered shares and registered warrants, of the Directors and of the statutory auditor

That the holders of registered shares, the directors, the statutory auditor and the holders of warrants who are no longer employed by the Company were furthermore convened by letter sent to them on 20 July 2012 and the holders of warrants who are employed by the Company by means of an e-mail dated 20 July 2012. A copy of these notices was submitted to the Meeting.

Communication to Euronext, FSMA and AFM

That the Company is a company that calls on or has called on public savings and that the convening notice, mentioning the agenda items and proposed resolutions, has consequently 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 20 July 2012. A printed copy of this e-mail was submitted to the Meeting.

Publication via the website of the Company

That for information purposes the convening notice was also published on the Company's website on 20 July 2012. A print of the publications on the website was submitted to the Meeting.

IV. Quorum

That it results from the attached attendance list that the present meeting represents 5,720,854 shares out of 26,577,554 outstanding shares.

That there are no legal quorum requirements to deliberate and resolve on the items on the agenda of the present meeting.

V. Voting right – Majority

That each share entitles to one vote and that, in order to be validly adopted, the proposed resolution needs to obtain an ordinary majority.

That no votes were received by correspondence.

VI. Admission to the meeting

That, in order to attend the meeting, the shareholders that are present or represented complied with the legal provisions relating to the meetings' admission formalities.

-* Validity of the meeting *-

The Meeting acknowledged the correctness of the Chairman's statements, unanimously acknowledged that it was validly convened and able to deliberate and resolved to deliberate on the agenda items.

-* Deliberation and resolutions *-

The Chairman subsequently proposed to the meeting to vote on the following resolutions:

Communication and discussion

The Extraordinary General Shareholders' Meeting acknowledged and discussed the special reports of the Board of Directors drawn up in accordance with the articles 583, 596 and 598 of the Belgian Companies Code, as well as the special report of the Statutory Auditor in accordance with the articles 596 and 598 of the Belgian Companies Code, pertaining to a warrant plan created or to be created by the Board of Directors within the framework of the authorized capital (Warrant Plan 2012).

Sole resolution – Offer of warrants to Directors of the Company.

The Shareholders' Meeting resolved to offer 100,000 warrants to Mr Onno van de Stolpe, 3,780 to Dr Raj Parekh, 3,780 to Mr Ferdinand Verdonck, 2,520 to Dr Harrold van Barlingen, 2,520 to Dr Werner Cautreels, 2,520 to Mr Howard Rowe and 2,520 to Dr Vicki Sato, under a warrant plan created or to be created by the Board of Directors within the framework of the authorized capital (Warrant Plan 2012) and empowers the Managing Director, as well as any other Director as regards the offer to the Managing Director, to implement this offer. To the extent required and in accordance with article 520^{ter} of the Belgian Companies Code, the Shareholders' Meeting expressly approved the particular provisions of the Warrant Plan 2012 created or to be created by the Board of Directors pursuant to which, in exceptional circumstances (among others in the event of a change in control of the Company or decease), warrants can be exercised before the third anniversary of their award.

Deliberation

The total number of shares for which a vote was validly issued for this resolution equals the number of validly issued votes and amounts to 5,720,854, representing 21.53% of the capital as at the opening of the meeting.

This resolution was adopted by the meeting with 5,313,142 votes in favor, 407,712 votes against and no abstentions.

-* Pro fisco *-

The writing duty (Code of various duties and taxes) amounts to EUR 95 and shall be paid upon declaration by the undersigned notary.

-* Closing *-

The meeting was closed at 11:50 a.m. CET.

OF WHICH THESE MINUTES WERE DRAWN UP.

Made on the date and place as set forth above.

After reading and clarification of the deed in full, the members of the bureau and the members of the meeting who so desired, signed these minutes together with the notary public.