

## **GALAPAGOS**

Limited Liability Company  
Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium  
Company Number: 0466.460.429  
RLE Mechelen

### **Invitation to the Extraordinary General Shareholders' Meeting to be held on 22 August 2012**

The Board of Directors of Galapagos NV (hereinafter the "**Company**" or "**Galapagos**") has the honor to invite its Shareholders, Warrant Holders, Directors and Statutory Auditor to the Extraordinary General Shareholders' Meeting that will be held in the presence of a notary public and that will take place on Wednesday 22 August 2012 at 11:00 a.m. (CET) at the registered office of the Company. In the event that this Extraordinary General Shareholders' Meeting cannot take place on 22 August 2012 because the legally required quorum to discuss and resolve has not been reached and a second convocation is required, this Extraordinary General Shareholders' Meeting, after second convocation, with an identical agenda, will take place on Thursday 13 September 2012 at 11:00 a.m. (CET) at the office of Notary Public Matthieu DERYNCK, Verenigingstraat 30, 1000 Brussels (Belgium).

#### **Agenda and proposed resolutions**

##### **Offer of warrants to the Directors of the Company**

The resolutions of this Extraordinary General Shareholders' Meeting relating to the issuance of warrants to Directors of the Company 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.

- 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 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.*

## **Registration and admission formalities**

In order to be admitted to the Shareholders' Meeting, the holders of securities issued by the Company must comply with article 536 of the Belgian Companies Code and article 29 of the articles of association of the Company, and fulfill the formalities and make the notifications described below.

In accordance with article 537 of the Belgian Companies Code, the holders of warrants issued by the Company can only attend the Shareholders' Meeting with a consultative vote.

### **1 Holders of registered shares and warrants**

The holders of registered shares and warrants are entitled to participate in and, in the case of shares, to vote at the Shareholders' Meeting, provided that:

- their shares or warrants are recorded in their name in the register of registered shares or warrants at midnight (24:00) (CET) on 8 August 2012 (the "**record date**"), irrespective of the number of shares or warrants that they own on the date of the Shareholders' Meeting; and
- they notify the company in writing of (i) their intention to participate in the Shareholders' Meeting, and (ii) the number of securities for which they wish to participate in the Shareholders' Meeting, by means of a signed form that must be received by the company at the company's registered office **at the latest on 16 August 2012**; a model of this form is available at the Company's registered office and on the Company's website under the tab "Investors > Shareholders' Meetings" ([www.glpq.com](http://www.glpq.com)).

This notification must be submitted to Galapagos by e-mail ([shareholders@glpq.com](mailto:shareholders@glpq.com)), by post (Galapagos NV, attn. Legal Department, Generaal De Wittelaan L11 A3, B-2800 Mechelen, Belgium) or by fax (+32 15 342 994).

### **2 Holders of dematerialized shares**

The holders of dematerialized shares are entitled to participate in and to vote at the Shareholders' Meeting, provided that:

- their shares are recorded in their name in the accounts of a recognized account holder or a settlement institution at midnight (24:00) (CET) on 8 August 2012 (the "**record date**"), irrespective of the number of shares that they own on the date of the Shareholders' Meeting; and
- **at the latest on 16 August 2012**, they provide the Company (at the Company's registered office) with, or arrange for the Company (at the Company's registered office) to be provided with, a certificate issued by a recognized account holder or the settlement institution certifying the number of dematerialized shares recorded in the shareholder's accounts on the record date in respect of which the shareholder has indicated his intention to participate in the Shareholders' Meeting.

This certificate must be submitted to Galapagos by e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)), by post (Galapagos NV, attn. Legal Department, Generaal De Wittelaan L11 A3, B-2800 Mechelen, Belgium) or by fax (+32 15 342 994).

### 3 Holders of bearer shares

The holders of bearer shares must convert their bearer shares into registered or dematerialized shares **at the latest by 8 August 2012**, before complying with the above-mentioned admission formalities. Shareholders are reminded that since 1 January 2008 bearer shares lodged in a securities account are automatically converted into dematerialized shares in accordance with the Belgian Law of 14 December 2005 on the abolition of bearer securities.

Only persons who are a shareholder of the company on the record date (8 August 2012) and who have indicated their intention to participate in the Shareholders' Meeting as set out above will be entitled to participate in the Shareholders' Meeting.

The shares are not blocked as a result of the above-mentioned process. As a result, the shareholders are free to dispose of their shares after the record date.

#### Proxy

In accordance with article 30 of the articles of association of the Company, shareholders having complied with the registration and admission formalities set out above may be represented at the Shareholders' Meeting by a proxy holder, who does not need to be a shareholder. Except in cases provided for by law, a shareholder may only appoint one person as proxy holder for a particular Shareholders' Meeting.

Shareholders who so wish to be represented by proxy should use the proxy form (with voting instructions) made available at the Company's registered office and on the Company's website under the tab "Investor > Shareholders' Meetings" ([www.glpg.com](http://www.glpg.com)).

The signed proxy form must be submitted to Galapagos by e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)), by post (Galapagos NV, attn. Legal Department, Generaal De Wittelaan L11 A3, B-2800 Mechelen, Belgium) or by fax (+32 15 342 994), and must reach Galapagos by **no later than 16 August 2012**.

#### Right to ask questions

In accordance with article 540 of the Belgian Companies Code and article 34 of the articles of association of the Company, all shareholders are entitled, whether during the Shareholders' Meeting or in writing before the Meeting, to ask questions to the Directors with respect to their report or the agenda items and to the Statutory Auditor with respect to its report.

Questions asked in writing will only be answered if the relevant shareholder has fulfilled the registration and admission formalities set out above and if the written question has been received by the Company **at the latest on 16 August 2012**.

Such questions must be submitted to Galapagos by e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)), by post (Galapagos NV, attn. Legal Department, Generaal De Wittelaan L11 A3, B-2800 Mechelen, Belgium) or by fax (+32 15 342 994).

## Right to add agenda items

In accordance with article 533<sup>ter</sup> of the Belgian Companies Code and article 28 of the articles of association of the Company, one or more shareholders, who together possess at least three per cent (3%) of the Company's registered capital, may request for items to be added to the agenda of the Shareholders' Meeting and submit proposed resolutions in relation to existing agenda items or new items to be added to the agenda. Such requests, along with proof of ownership of the required participation, and, as the case may be, the text of the items to be dealt with and the related proposed resolutions, must be submitted to Galapagos by e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)), by post (Galapagos NV, attn. Legal Department, Generaal De Wittelaan L11 A3, B-2800 Mechelen, Belgium) or by fax (+32 15 342 994), and must reach Galapagos by **no later than 31 July 2012**. As the case may be, Galapagos shall publish the modified agenda at the latest on 7 August 2012.

## Availability of documents

The documentation relating to this Shareholders' Meeting or that must be made available pursuant to law, as well as the total number of shares and voting rights at the date of the convening notice, are available on the Company's website under the tab "Investor > Shareholders' Meetings" ([www.glpg.com](http://www.glpg.com)). Hard copies of these documents can be obtained at no cost by simple request via e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)), post (Galapagos NV, attn. Legal Department, Generaal De Wittelaan L11 A3, B-2800 Mechelen, Belgium), fax (+32 15 342 994), or telephone (+32 15 342 979). Please address any requests for more information to Galapagos' Legal Department (Phone: +32 15 342 979). Correspondence can be sent to Galapagos NV, attn. Legal Department, Generaal De Wittelaan L11 A3, B-2800 Mechelen, Belgium (fax: +32 15 342 994; e-mail: [shareholders@glpg.com](mailto:shareholders@glpg.com)).

## Miscellaneous

In order to facilitate an expedient registration, the participants are requested to be present at least fifteen minutes prior to the start of the Shareholders' Meeting.

The natural persons who intend to attend the Shareholders' Meeting in their capacity of owners of securities, proxy holders or representatives of a legal entity must be able to provide evidence of their identity in order to be granted access to the Shareholders' Meeting. The representatives of legal entities must hand over the documents establishing their capacity as corporate representative or attorney-in-fact. These documents will be verified immediately before the start of the Meeting.

*The Board of Directors*