

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 1999, published in the annexes to the Belgian State Gazette under number 990717-412.

Of which the articles of association were most recently amended pursuant to a deed enacted by notary public Matthieu DERYNCK, in Brussels, on 10 April 2014, to be published in the annexes to the Belgian State Gazette.

RENEWAL AUTHORIZATION AUTHORIZED CAPITAL AMENDMENTS TO ARTICLES OF ASSOCIATION POWER OF ATTORNEY

THE YEAR 2014.

On 19 May.

At the registered office of the Company.

In the presence of Veerle GEENS, notary public in Mechelen, acting for and on behalf of Matthieu DERYNCK, 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**") is 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 is opened at 2:00 p.m. under the chairmanship of Mr. Onno VAN DE STOLPE, managing director of the Company, born in Geldrop on 25 October 1959, residing at [REDACTED] attending the meeting by telephone.

The Chairman appoints Mr. Xavier Marie MAES, born in Etterbeek on 30 March 1980, residing at [REDACTED], as secretary and requests the latter to sign the present minutes and the attendance list on his behalf.

The meeting elects the following persons as vote counters: Mr. Johan Marie ADRIAENSSENS, born in Mere on 10 July 1946, residing in [REDACTED] and Mr. Tanguy Jacques LAUDELOUT, born in Kortrijk on 4 December 1987, residing in [REDACTED].

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

-* Chairman's statements *-

The Chairman states 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.

A number of proxies were given by the relevant shareholders to the Company's Senior Legal 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 specific voting instructions for each agenda item, as a result of which no problems relating to potential conflicts of interests between the relevant shareholder and the relevant proxy holder can arise.

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

The private proxies mentioned in the attendance list, 29 in total, shall remain attached hereto and shall form one entire attachment.

Warrant holders

That no warrant holders are present or represented.

Directors and Statutory Auditor

The following director attends the meeting by telephone: Mr Onno VAN DE STOLPE, aforementioned.

The other directors are excused.

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

II. Agenda of the Meeting

That the present meeting has the following agenda items:

Amendments to the articles of association of the Company

- (a) Consideration and discussion of the special report of the Board of Directors in accordance with article 604 of the Belgian Companies Code relating to the renewal of its authorization with respect to, and the increase of, the authorized capital.
- (b) Renewal of the authorization given to the Board of Directors to increase the share capital within the framework of the authorized capital.

Proposed resolution: The Shareholders' Meeting resolves to renew the authorization of the Board of Directors to increase the share capital of the Company within the framework of articles 603 to 608 of the Belgian Companies Code for a new period of five years as from the date of this authorization, i.e. 19 May 2014, as set forth in the first paragraph of section (1) of the temporary provisions of the articles of association of the Company, and for a new period of three years as from the date of this authorization, i.e. 19 May 2014, as set forth in the seventh paragraph of section (1) of the temporary provisions of the articles of association of the Company, and to change section (1) of the temporary provisions of the articles of association of the Company accordingly.

- (c) Increase of the authorized capital up to the amount of the share capital of the Company.

Proposed resolution: The Shareholders' Meeting resolves to increase the authorized capital up to the amount of the share capital of the Company at the time of the approval by the Board of

Directors of the convening notice of this Shareholders' Meeting, and accordingly: (i) to replace in the second paragraph of section (1) of the temporary provisions of the articles of association of the Company the reference to €35,647,692.61 by "€40,292,908.96", and (ii) to replace in the third paragraph of section (1) of the temporary provisions of the articles of association of the Company the reference to €142,590,770.44 with "€161,171,635.86".

- (d) Modification and renewal of the provisions of the articles of association referring to the acquisition of own shares.

Proposed resolution: The Shareholders' Meeting resolves: (i) to renew the authorization as defined in section (2) of the temporary provisions of the Articles of Association of the Company for a new period of respectively 3 years from the date of publication of this resolution in the Annexes to the Belgian State Gazette (first paragraph) and 5 years from the date of this resolution, i.e. 19 May 2014 (third paragraph), and (ii) consequently, to replace in the first and second paragraph of section (2) of the temporary provisions of the articles of association of the Company the date "23 May 2011" with the date of this resolution, i.e. 19 May 2014.

- (e) Amendment of article 9 ("Nature of the Shares") of the articles of association of the Company.

Proposed resolution: The Shareholders' Meeting resolves to replace the current text of article 9 of the articles of association with the following text:

"The shares are registered shares until they are fully paid up. The fully paid up shares are registered shares or dematerialized shares, according to the preference of the shareholder. The company may issue dematerialized shares, either by a capital increase or by the conversion of existing registered shares into dematerialized shares. Each shareholder may ask the conversion of his shares, by written request to the board of directors and at its own cost, into registered shares or into dematerialized shares.

The bearer shares that have been issued by the company and that are on a securities account on 1 January 2008, exist in dematerialized form as of that date. As of 1 January 2008, the other bearer shares will also automatically become dematerialized to the extent that they are credited to a securities account. Pursuant to the Law of 14 December 2005 abolishing bearer securities, the bearer shares that were not yet converted by 31 December 2013 at the latest, have been automatically converted into dematerialized shares. These shares have been credited to a securities account in the name of the company, without the company acquiring the capacity of owner of such shares. The exercise of the rights attaching to these shares shall be suspended until a person that has been able to lawfully evidence his capacity of titleholder, requests and obtains that the relevant shares are registered in his name in the register of registered shares or credited to a securities account."

- (f) Amendment of article 12 ("Bonds and Warrants") of the articles of association of the Company.

Proposed resolution: The Shareholders' Meeting resolves to remove the reference to bearer bonds and consequently to delete the last indent of the current text of article 12 of the articles of association.

- (g) Amendment of article 17 ("Deliberation") of the articles of association of the Company.

Proposed resolution: The Shareholders' Meeting resolves to replace the current text of indent 2 of article 17 of the articles of association with the following text:

"Board members can be present at the meeting of the board of directors by electronic communication means, such as, among others, phone- or videoconference, provided that all participants to the meeting can communicate directly with all other participants. The same applies to meetings of the Board of Directors to be held in the presence of a notary public, it being understood, however, that in such case at least one director or the meeting's secretary

shall physically attend the meeting in the presence of the notary public. The minutes of the meeting shall mention the manner in which the directors were present."

- (h) Amendment of article 27 ("Meeting") of the articles of association of the Company.

Proposed resolution: The Shareholders' Meeting resolves to replace the current text of indent 1 of article 27 of the articles of association with the following text:

"The annual shareholders' meeting is held on the last Tuesday of the month of April at 2:00 p.m. CET. If such day is a public holiday in Belgium or in The Netherlands, the shareholders' meeting will be held on the following day that is a business day in both Belgium and The Netherlands, at 2:00 p.m. CET."

- (i) Amendment of article 29 ("Admission") of the articles of association of the Company.

Proposed resolution: The Shareholders' Meeting resolves to remove the reference to the admission formalities to Shareholders' Meetings with respect to bearer shares and consequently to delete indent 6 of the current text of article 29 of the articles of association.

- (j) Amendment of the temporary provisions of the articles of association of the Company pertaining to the authorized capital.

Proposed resolution: Subject to the approval of the renewal of the authorization of the Board of Directors to increase the share capital of the Company within the framework of the authorized capital, the Shareholders' Meeting resolves to replace the current text of indent 4 of section (1) of the temporary provisions of the articles of association of the Company with the following text:

"The capital increases within the framework of the authorized capital may be achieved by the issuance of shares (with or without voting rights, and as the case may be in the context of a warrant plan for the company's or its subsidiaries' personnel, directors and/or independent advisors), convertible bonds and/or warrants exercisable by contributions in cash or in kind, with or without issuance premium, and also by the conversion of reserves, including issuance premiums. Aforementioned warrant plans can provide that, 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, even if the beneficiary of such warrants is a person referred to in article 520ter, 524bis or 525 of the Belgian Companies Code."

- (k) Power of attorney.

Proposed resolution: The Shareholders' Meeting resolves to grant all necessary powers: (i) to any Director and/or Mr. Xavier Maes with respect to the implementation of the preceding resolutions, and (ii) to any Belgian public notary to establish a coordinated version of the articles of association of the Company and to file this coordinated version with the registry of the commercial court and to arrange for the completion of the necessary formalities with the register of legal entities and any relevant public administration.

III. Convening to the Meeting

Convening of the holders of dematerialized shares and of bearer shares

That the convening notices, mentioning the agenda items, in accordance with article 533 of the Belgian Companies Code, were published by means of:

- an announcement in the Belgian State Gazette ("*Belgisch Staatsblad*") of 2 May 2014;
- an announcement in the newspaper *De Tijd* of 2 May 2014; and
- a press release circulated by GlobeNewswire on 30 April 2014.

The Chairman submits evidence of these publications to the bureau.

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 and the statutory auditor were furthermore convened by letter sent to them on 28 April 2014 and the holders of warrants by means of an e-mail dated 30 April 2014. A copy of these notices is submitted to the bureau.

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 30 April 2014. A copy of this e-mail is submitted to the bureau.

Publication via the website of Euronext

That for information purposes the convening notice was also posted on the website of Euronext as from 30 April 2014. A printed copy of this posting is submitted to the bureau.

Publication via the website of the Company

That for information purposes the convening notice was also posted on the Company's website as from 30 April 2014. A printed copy of this posting is submitted to the bureau.

IV. Quorum

That it appears from the attached attendance list that the present meeting represents 15,133,334 shares out of 30,098,837 outstanding shares.

That a first meeting having the same items on its agenda, which was convened to be held on 29 April 2014, could not validly deliberate since the legal quorum requirements had not been met.

That the present meeting can therefore validly deliberate and adopt resolutions, irrespective of the number of shares represented at the meeting, in accordance with article 558 of the Belgian Companies Code.

V. Voting right – Majority

That each share carries one vote and that, in order to be validly adopted, the proposed resolutions need to obtain a qualified majority of three quarters of votes cast.

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 have complied with the legal provisions relating to the meetings' admission formalities.

-* Validity of the meeting *-

The meeting acknowledges the accuracy of the Chairman's statements, unanimously acknowledges that it is validly convened and able to deliberate and resolves to deliberate on the agenda items.

-* Deliberation and resolutions *-

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

Consideration and discussion

The Extraordinary Shareholders' Meeting acknowledges and discusses the special report of the Board of Directors in accordance with article 604 of the Belgian Companies Code relating to the renewal of its authorization with respect to, and the increase of, the authorized capital.

First resolution – Renewal of the authorization given to the Board of Directors to increase the share capital within the framework of the authorized capital.

The Shareholders' Meeting resolves to renew the authorization of the Board of Directors to increase the share capital of the Company within the framework of articles 603 to 608 of the Belgian Companies Code for a new period of five years as from the date of this authorization, i.e. 19 May 2014, as set forth in the first paragraph of section (1) of the temporary provisions of the articles of association of the Company, and for a new period of three years as from the date of this authorization, i.e. 19 May 2014, as set forth in the seventh paragraph of section (1) of the temporary provisions of the articles of association of the Company, and to change section (1) of the temporary provisions of the articles of association of the Company accordingly.

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 15,133,334, representing 50.28% of the capital as at the opening of the meeting.

This resolution was rejected by the meeting with 9,033,267 votes in favor, 5,913,527 votes against and 186,540 abstentions.

Second resolution – Increase of the authorized capital up to the amount of the share capital of the Company.

The Shareholders' Meeting resolves to increase the authorized capital up to the amount of the share capital of the Company at the time of the approval by the Board of Directors of the convening notice of this Shareholders' Meeting, and accordingly: (i) to replace in the second paragraph of section (1) of the temporary provisions of the articles of association of the Company the reference to €35,647,692.61 by "€40,292,908.96", and (ii) to replace in the third paragraph of section (1) of the temporary provisions of the articles of association of the Company the reference to €142,590,770.44 with "€161,171,635.86".

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 15,133,334, representing 50.28% of the capital as at the opening of the meeting.

This resolution was rejected by the meeting with 9,033,267 votes in favor, 5,913,527 votes against and 186,540 abstentions.

Third resolution – Modification and renewal of the provisions of the articles of association referring to the acquisition of own shares.

The Shareholders' Meeting resolves: (i) to renew the authorization as defined in section (2) of the temporary provisions of the Articles of Association of the Company for a new period of respectively 3 years from the date of publication of this resolution in the Annexes to the Belgian State Gazette (first paragraph) and 5 years from the date of this resolution, i.e. 19 May 2014 (third paragraph), and (ii) consequently, to replace in the first and second paragraph of section (2) of the temporary provisions of the articles of association of the Company the date "23 May 2011" with the date of this resolution, i.e. 19 May 2014.

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 15,133,334, representing 50.28% of the capital as at the opening of the meeting.

This resolution was rejected by the meeting with 10,955,467 votes in favor, 4,177,867 votes against and 0 abstentions.

Fourth resolution – Amendment of article 9 ("Nature of the Shares") of the articles of association of the Company.

The Shareholders' Meeting resolves to replace the current text of article 9 of the articles of association with the following text:

"The shares are registered shares until they are fully paid up. The fully paid up shares are registered shares or dematerialized shares, according to the preference of the shareholder. The company may issue dematerialized shares, either by a capital increase or by the conversion of existing registered shares into dematerialized shares. Each shareholder may ask the conversion of his shares, by written request to the board of directors and at its own cost, into registered shares or into dematerialized shares.

The bearer shares that have been issued by the company and that are on a securities account on 1 January 2008, exist in dematerialized form as of that date. As of 1 January 2008, the other bearer shares will also automatically become dematerialized to the extent that they are credited to a securities account. Pursuant to the Law of 14 December 2005 abolishing bearer securities, the bearer shares that were not yet converted by 31 December 2013 at the latest, have been automatically converted into dematerialized shares. These shares have been credited to a securities account in the name of the company, without the company acquiring the capacity of owner of such shares. The exercise of the rights attaching to these shares shall be suspended until a person that has been able to lawfully evidence his capacity of titleholder, requests and obtains that the relevant shares are registered in his name in the register of registered shares or credited to a securities account."

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 15,133,334, representing 50.28% of the capital as at the opening of the meeting.

This resolution was adopted by the meeting with 15,077,884 votes in favor, 55,450 votes against and 0 abstentions.

Fifth resolution – Amendment of article 12 ("Bonds and Warrants") of the articles of association of the Company.

The Shareholders' Meeting resolves to remove the reference to bearer bonds and consequently to delete the last indent of the current text of article 12 of the articles of association.

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 15,133,334, representing 50.28% of the capital as at the opening of the meeting.

This resolution was unanimously approved by the meeting.

Sixth resolution – Amendment of article 17 (“Deliberation”) of the articles of association of the Company.

The Shareholders’ Meeting resolves to replace the current text of indent 2 of article 17 of the articles of association with the following text:

“Board members can be present at the meeting of the board of directors by electronic communication means, such as, among others, phone- or videoconference, provided that all participants to the meeting can communicate directly with all other participants. The same applies to meetings of the Board of Directors to be held in the presence of a notary public, it being understood, however, that in such case at least one director or the meeting’s secretary shall physically attend the meeting in the presence of the notary public. The minutes of the meeting shall mention the manner in which the directors were present.”

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 15,133,334, representing 50.28% of the capital as at the opening of the meeting.

This resolution was unanimously approved by the meeting.

Seventh resolution – Amendment of article 27 (“Meeting”) of the articles of association of the Company.

The Shareholders’ Meeting resolves to replace the current text of indent 1 of article 27 of the articles of association with the following text:

“The annual shareholders’ meeting is held on the last Tuesday of the month of April at 2:00 p.m. CET. If such day is a public holiday in Belgium or in The Netherlands, the shareholders’ meeting will be held on the following day that is a business day in both Belgium and The Netherlands, at 2:00 p.m. CET.”

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 15,133,334, representing 50.28% of the capital as at the opening of the meeting.

This resolution was unanimously approved by the meeting.

Eighth resolution – Amendment of article 29 (“Admission”) of the articles of association of the Company.

The Shareholders’ Meeting resolves to remove the reference to the admission formalities to Shareholders’ Meetings with respect to bearer shares and consequently to delete indent 6 of the current text of article 29 of the articles of association.

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 15,133,334, representing 50.28% of the capital as at the opening of the meeting.

This resolution was unanimously approved by the meeting.

Ninth resolution – Amendment of the temporary provisions of the articles of association of the Company pertaining to the authorized capital.

The Shareholders’ Meeting resolves to replace the current text of indent 4 of section (1) of the temporary provisions of the articles of association of the Company with the following text:

“The capital increases within the framework of the authorized capital may be achieved by the issuance of shares (with or without voting rights, and as the case may be in the context of warrant plans for the company’s or its subsidiaries’ personnel, directors and/or independent advisors), convertible bonds and/or warrants exercisable by contributions in cash or in kind, with or without issuance premium, and also by the conversion of reserves, including issuance premiums. Aforementioned warrant plans can provide that, 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, even if the beneficiary of such warrants is a person referred to in article 520ter, 524bis or 525 of the Belgian Companies Code.”

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 15,133,334, representing 50.28% of the capital as at the opening of the meeting.

This resolution was adopted by the meeting with 11,724,655 votes in favor, 3,408,679 votes against and 0 abstentions.

Tenth resolution – Power of attorney

The Shareholders' Meeting resolves to grant all necessary powers: (i) to any Director and/or Mr. Xavier Maes with respect to the implementation of the preceding resolutions, and (ii) to any Belgian public notary to establish a coordinated version of the articles of association of the Company and to file this coordinated version with the registry of the commercial court and to arrange for the completion of the necessary formalities with the register of legal entities and any relevant public administration.

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 15,133,334, representing 50.28% of the capital as at the opening of the meeting.

This resolution was unanimously approved by the meeting.

-* 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 is closed at 2:20 p.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.