

## **GALAPAGOS**

Limited Liability Company  
Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium  
Company number: 0466.460.429  
RLE Mechelen  
(the "**Company**")

### **Special report of the Board of Directors in accordance with Article 604 of the Belgian Companies Code**

Dear Shareholders,

In accordance with the provisions of article 604 of the Belgian Companies Code, the Board of Directors of Galapagos NV (the "**Company**" or "**Galapagos**") has the honor to report, in this special report, on the proposal that shall be made to the Extraordinary General Shareholders' Meeting to be convened on 29 April 2014 (or on 12 May 2014 should the required quorum not be achieved at the first meeting) to renew and increase the authorization to the Board of Directors to increase the share capital of Galapagos in the framework of the authorized capital.

#### **1 Background**

The Extraordinary General Shareholders' Meeting of 29 March 2005 has authorized the Board of Directors to increase the share capital of the Company for 3 specific purposes: (i) the financing of a transaction; (ii) the issue of warrants in the context of remuneration policies; (iii) the defence against a hostile takeover. This authorization was given for a period of 5 years. It has been renewed and increased by the Extraordinary General Shareholders' Meetings of 6 January 2006. It was further renewed and increased by the Extraordinary General Shareholders' Meeting of 24 April 2007 which also added a 4<sup>th</sup> specific purpose: (iv) to strengthen the cash position of the Company. It was further renewed and increased by the Extraordinary General Shareholders' Meeting of 2 June 2009 and by the Extraordinary General Shareholders' Meeting of 23 May 2011, each time for a period of 5 years. Under the current authorization, the share capital of the Company can be increased with maximum 25% compared to the share capital at the date of the convocation for the Extraordinary General Shareholders' Meeting of 23 May 2011, which was €142,590,770.44. In addition, this authorization allows an increase of the share capital up to 100% compared to said share capital of €142,590,770.44, provided that unanimous approval of all members of the Board is obtained.

Since 23 May 2011 through the date of this report, the authorized capital has been used as follows:

- 1.** On 3 September 2012, the Board of Directors used its authorization to increase the share capital in connection with the issue of 481,140 warrants under the Warrant Plan 2012, hence using an amount of €2,602,967.40 of the authorized capital (number of warrants times fractional value of the Galapagos share).
- 2.** On 29 April 2013, the Board of Directors used its authorization to increase the share capital in connection with a private placement in the framework of which 2,696,831 new shares were issued, hence using an additional amount of €14,589,855.71 of the authorized capital (number of shares times fractional value of the Galapagos share).
- 3.** On 15 May 2013, the Board of Directors used its authorization to increase the share capital in connection with the issue of 602,790 warrants under the Warrant Plan 2013, hence using an additional amount of €3,261,093.90 of the authorized capital (number of warrants times fractional value of the Galapagos share).

4. On 18 September 2013, the Board of Directors used its authorization to increase the share capital in connection with the issue of 75,000 warrants under the Warrant Plan 2013 (B), hence using an additional amount of €405,750.00 of the authorized capital (number of warrants times fractional value of the Galapagos share).

At the date of this report, a total amount of €20,859,667.01 of the authorized capital has been used, and consequently an amount of €121,731,103.43 remains available for use under the authorized capital, and approximately three years of its relevant use period have lapsed.

## 2 Renewal and increase of the authorized capital

- 2.1 In accordance with the provisions of article 604 of the Belgian Companies Code, the Board of Directors proposes to the Extraordinary General Shareholders' Meeting to be authorized for a period of five (5) years to increase the share capital in one or several times as set forth in the proposal reproduced in section 2.3 below.

- 2.2 The board of directors intends to use such authorization in those circumstances where, in the interest of the company, a convocation of an Extraordinary General Shareholders' Meeting for a capital increase is not desirable, not possible or not expedient. Especially with the Company being publicly listed on Euronext Brussels and Euronext Amsterdam, the procedure of convening a Shareholders' Meeting for a capital increase is indeed complex, expensive, lengthy and time consuming, which could be incompatible with the fluctuations on the capital markets or with certain business opportunities that could arise. Such situation could occur when the company wishes to permit (a) specific shareholder(s) to participate in its share capital or wishes to finance a certain transaction wholly or partially with the issue of new shares. The convening of a Shareholders' Meeting could in such circumstances e.g. lead to a premature announcement of the relevant transaction. With such (and other) transactions the Board of Directors shall aim at a continuous growth of the Company, where appropriate and/or possible by means of financing with share capital, and to strengthen the capital basis of the Company by attracting strategic shareholders where possible. The Board of Directors can also use the authorized capital for the issue of warrants in connection with Company's remuneration policy for its and its subsidiaries' employees, directors and independent consultants. In case of a hostile take-over bid, the Board of Directors will be able to use the authorization if it is of the opinion that the strategy or development of the Company could be jeopardized; in this context the use of the authorized capital shall be limited to the extent permitted by law, i.e. that the number of shares issued under the authorized capital as a defence against a hostile take-over bid shall not exceed ten percent (10%) of the number of shares issued prior to such capital increase. The Board of Directors can also use the authorized capital, if, taking into account the best interest of the Company and with the aim of assuring/improving a solid cash position, it is used to strengthen the cash position of the Company.

- 2.3 Taking into account the above considerations, the Board of Directors submits for approval to the Extraordinary General Shareholders' Meeting the following proposal to renew and increase the authorized capital and to amend the relevant section in the temporary provisions of the articles of association of the Company as follows:

*“(1) Authorized capital*

*The board of directors has been granted the authority to increase the share capital of the company, in accordance with articles 603 to 608 of the Companies Code, in one or several times, to the extent set forth hereafter. This authorization is valid for a period of five years from the date of this authorization, i.e. [●] 2014.*

*Without prejudice to more restrictive rules set forth by law, the board of directors can increase the share capital of the company in one or several times with an amount up to €40,292,908.96, i.e. 25% of the share capital at the time of the convening of the general meeting granting this authorization.*

*Without prejudice to the previous paragraph and without prejudice to more restrictive rules set forth by law, the board of directors may increase the share capital of the company in one or several times with an*

amount up to €161,171,635.86, i.e. 100% of the share capital at the time of the convening of the general meeting granting this authorization, upon a unanimous resolution of the board of directors at which all directors are present or represented and relating to (i) the entire or partial financing of a transaction through the issue of new shares of the company, whereby "transaction" is defined as a merger or acquisition (in shares and/or cash), a corporate partnership, or an in-licensing deal, (ii) the issue of warrants in connection with company's remuneration policy for its and its subsidiaries' employees, directors and independent advisors, and (iii) the defence of the Company against a hostile take-over bid, or (iv) the strengthening of the cash position of the company. The maximum amount with which the share capital can be increased in the framework of the authorized capital as mentioned in this paragraph, is to be reduced by the amount of any capital increase realized in the framework of the authorized capital as mentioned in the previous paragraph.

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 decrease), 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<sup>1</sup>.

When increasing the share capital within the limits of the authorized capital, the board of directors may, in the company's interest, restrict or cancel the shareholders' preferential subscription rights, even if such restriction or cancellation is made for the benefit of one or more specific persons other than the employees of the company or its subsidiaries.

The board of directors can ask for a share issue premium when issuing new shares in the framework of the authorized capital. If the board of directors decides to do so, such share issue premium is to be booked on a non-available reserve account that can only be reduced or transferred by a decision of the general shareholders' meeting adopted in the manner required for amending the articles of association.

The board of directors is expressly authorized during a period of three years as of the date of the shareholders' meeting which granted this authorization, i.e. [●] 2014, to increase the company's share capital within the context of the authorized capital by contributions in kind or in cash with restriction or cancellation of the shareholders' preferential subscription rights, even after the Financial Services and Markets Authority (FSMA) has notified the company of a public take-over offer for the company's shares, provided that the relevant provisions of the Companies Code are complied with, including that the number of shares issued under such capital increase does not exceed one tenth of the shares representing the capital of the company that is issued prior to such capital increase. The authorization referred to above may be renewed.

The board of directors is authorized to bring the company's articles of association in line with the capital increases which have been decided upon within the framework of the authorized capital, or to instruct a notary public to do so."

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<sup>1</sup> The addition of this last sentence is subject to a separate approval of the Extraordinary General Shareholders' Meeting.

*English translation for information purposes only*

Made and approved on 21 March 2014.

For the Board of Directors of the Company,

*[Signed]*

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Onno van de Stolpe  
Director

*[Signed]*

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Harrold van Barlingen  
Director