

## **GALAPAGOS**

Limited Liability Company ("Naamloze Vennootschap")  
With registered office at Generaal De Wittelaan L11 A3, 2800 Mechelen, België  
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 28 April 2015**

#### **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.

The Chairman appointed Mr Xavier Maes, residing at [REDACTED], as Secretary.

The Meeting elected the following persons as Vote Counters:

- Mr J. Adriaenssens, residing at [REDACTED]; and
- Mr J. Bauters, residing at 9681 [REDACTED]

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 Senior 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.

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- (b) **Warrant holders** – No Warrant holders have signed up for this meeting.
- (c) **Directors and Statutory Auditor** – The following Directors were present: and 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. Messrs. Gert Vanhees and Pieter-Jan Van Durme were 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 2014, 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 2014.

2. Communication and approval of the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2014 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 2014, 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 2014.
4. Communication and discussion of the consolidated annual accounts of the Company for the financial year ended on 31 December 2014.
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 2014.

**Proposed resolution:** The Shareholders' Meeting resolves, by separate vote, to release the Directors and the Statutory Auditor in function during the financial year ended on 31 December 2014 from any liability arising from the performance of their duties during the financial year ended 31 December 2014. It is furthermore clarified that this release from liability also applies to Dr. Vicki Sato, who resigned as director effective as of 31 December 2014.

7. Reappointment of Statutory Auditor and determination of Statutory Auditor's remuneration.

**Proposed resolution:** As proposed by the Audit Committee, the Shareholders' Meeting resolves: (i) to re-appoint Deloitte Bedrijfsrevisoren, Berkenlaan 8b, 1831 Diegem, Belgium, represented by Mr. Gert Vanhees, as Statutory Auditor of the Company, for a period of three years ending immediately after the Shareholders' Meeting in 2018 that has the approval of the annual accounts on its agenda, and (ii) to determine the annual remuneration of the Statutory Auditor at €275,000 for the audit of the statutory and the consolidated accounts of the group. This amount is exclusive of expenses and VAT, and is subject to an annual indexation as from 2016.

8. Remuneration of Directors.

**Proposed resolution:** The Shareholders' Meeting resolves that: (i) the total maximum amount of the annual remuneration for all Directors together (other than Dr. Parekh and the CEO) for the exercise of their mandate as a Director of the Company is fixed, on an aggregate basis, at €200,000 (plus expenses), and grants a power of attorney to the Board to determine the remuneration of the individual

Board members within the limits of said aggregate amount; (ii) in case a Director attends less than 75% of the meetings of the Board of Directors, the annual remuneration for such Director will be reduced pro rata the absence score of such Director; (iii) Dr. Raj Parekh will not receive any remuneration for his mandate as a Director; and (iv) 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.

**9.** Offer of warrants.

**Proposed resolution:** The Shareholders' Meeting (i) resolves to offer 100,000 warrants to Mr. Onno van de Stolpe, 5,400 warrants to Dr. Raj Parekh, 3,780 warrants to Dr. Werner Cautreels, and 2,520 warrants to each of Dr. Harrold van Barlingen, Mr. Howard Rowe and Ms. Katrine Bosley, under a warrant plan to be created by the Board of Directors for the benefit of the Directors, employees and independent consultants of Galapagos and its affiliates within the framework of the authorized capital (Warrant Plan 2015), 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 2015 in accordance with Galapagos' remuneration policy and practices. To the extent required and in accordance with article 520ter of the Belgian Companies Code, the Shareholders' Meeting expressly approves the particular provisions of such Warrant Plan 2015 pursuant to which, in exceptional circumstances (among others in the event of a change in control of the Company or decease of the warrant holder), warrants can be exercised 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**

**10.** 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 Collaboration Agreement between Galapagos NV and an affiliate of AbbVie, Inc. dated 28 February 2012 (as amended from time to time, the "AbbVie Collaboration Agreement") including, but not limited to, clause 13.2 (Change in Control of Galapagos) of the AbbVie Collaboration Agreement, entitling the counterparty, in the event of a change in control over the Company and depending on the stage in which the change of control occurs, to terminate the AbbVie Collaboration Agreement or to disband the joint committees and assume their tasks, oblige the Company to take appropriate measures to avoid the disclosure of confidential information, and terminate the Company's co-promotion rights; (b) the Collaboration Agreement between Galapagos NV and an affiliate of AbbVie, Inc. dated 23 September 2013 (the "AbbVie CF Collaboration Agreement") including, but not limited to, clause 13.2 (Change in Control of Galapagos) of the AbbVie CF Collaboration Agreement, entitling the counterparty, in the event of a change in control over the Company, to disband the joint committees and assume their tasks, oblige the Company to take appropriate measures to avoid the disclosure of confidential information, terminate the Company's co-promotion rights or, depending on the stage in which the change of control occurs, to terminate the AbbVie CF Collaboration Agreement; (c) the Product Development, Option, License and Commercialization Agreement between Les Laboratoires Servier, Institut de Recherches Servier and Galapagos NV dated 28 June 2010 (as amended from time to time, the "Servier Alliance

Agreement”) including, but not limited to, clause 9.4 (Termination by Servier Without Cause or due to Galapagos Change of Control), clause 9.5 (Rights on Termination) and clause 9.7 (Change of Control) of the Servier Alliance Agreement, entitling the counterparty, in the event of a change in control over the Company, to exercise an option for an exclusive license to any Galapagos compound and selected target that was part of the research program under the Servier Alliance Agreement, subject to certain payment obligations, or to terminate the Servier Alliance 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 compounds; and (d) the Restated Collaboration Agreement between MorphoSys AG and Galapagos NV dated 25 November 2014 (the “MorphoSys Collaboration Agreement”) including, but not limited to, clause 10 (Changed Party) of the MorphoSys Collaboration Agreement, entitling the counterparty, in the event of a change in control over the Company, to have the final say in any collaboration budget discussions and strategy, and, in the event such change of control involves an entity that has a competitive program, to request the Company to either divest or terminate this competitive program. The Shareholders’ Meeting grants a special power of attorney to each Director of the Company, as well as to Mr. Xavier Maes and Ms. Ellen Lefever, 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.

**11.** Miscellaneous.

### **3 Convocations for the Meeting**

#### **3.1 Convocation of the holders of dematerialized shares and of bearer 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 27 March 2015; and
2. in De Tijd of 27 March 2015.

Moreover, the date of the Shareholders’ Meeting was announced on the website of Euronext on 27 March 2015 and through a press release circulated by GlobeNewswire on 27 March 2015.

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 27 March 2015. 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 by letter dated 27 March 2015 to the holders of registered shares, to the Directors and to the Statutory Auditor, by e-mail of 27 March 2015 to the warrant holders. A copy of these convocations was submitted to the Meeting for review and shall be kept at the registered office.

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.

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### **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 27 March 2015. 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 30,870,677 shares.

The attendance list showed that 8,278,812 shares (i.e. 26.82%) 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 2014, 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 2014.*

The Chairman presented the annual report of the Board of Directors for the activities of the financial year ended on 31 December 2014, 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 2014.

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## **Second agenda item**

*Communication and approval of the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2014 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 2014.

The Shareholders' Meeting resolved to approve the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2014, as well as the allocation of the annual result as proposed by the Board of Directors.

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 8,278,812, representing 26.82% of the capital as at the opening of the meeting.

This resolution was adopted by the Meeting with 8,278,812 votes (100%) in favor, no votes (0.00%) against and no abstentions (0.00%).

## **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 2014.*

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 2014.

## **Fourth agenda item**

*Communication and discussion of the consolidated annual accounts of the Company for the financial year ended on 31 December 2014.*

The Chairman presented the consolidated annual accounts of the Company for the financial year ended on 31 December 2014.

## **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 2014.

The Shareholders' Meeting resolved to approve the Remuneration Report.

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 8,278,812, representing 26.82% of the capital as at the opening of the meeting.

The resolution was taken by the Meeting with 5,046,948 votes (60.96%) in favor, 1,934,445 votes (23.37%) against and 1,297,419 abstentions (15.67%).

## **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 2014.*

The Shareholders' Meeting resolved, by separate vote, to release the Directors and the Statutory Auditor in function during the financial year ended on 31 December 2014 from any liability arising from the performance of their duties during the financial year ended 31 December 2014s. It is furthermore clarified that this release from liability also applies to Dr. Vicki Sato, who resigned as director effective as of 31 December 2014.

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 8,278,812, representing 26.82% of the capital as at the opening of the meeting.

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This resolution was adopted by the Meeting with 8,268,362 votes (99.87%) in favor, 10,450 votes (0.13%) against and no abstentions (0.00%).

### **Seventh agenda item**

*Reappointment of Statutory Auditor and determination of Statutory Auditor's remuneration.*

As proposed by the Audit Committee, the Shareholders' Meeting resolved: (i) to re-appoint Deloitte Bedrijfsrevisoren, Berkenlaan 8b, 1831 Diegem, Belgium, represented by Mr. Gert Vanhees, as Statutory Auditor of the Company, for a period of three years ending immediately after the Shareholders' Meeting in 2018 that has the approval of the annual accounts on its agenda, and (ii) to determine the annual remuneration of the Statutory Auditor at €275,000 for the audit of the statutory and the consolidated accounts of the group. This amount is exclusive of expenses and VAT, and is subject to an annual indexation as from 2016. 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 10,577,891, representing 35.14% of the capital as at the opening of the meeting.

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 8,278,812, representing 26.82% of the capital as at the opening of the meeting.

This resolution was adopted by the Meeting with 8,278,812 votes (100%) in favor, no votes (0.00%) against and no abstentions (0.00%).

### **Eighth agenda item**

*Remuneration of Directors.*

The Shareholders' Meeting resolved that: (i) the total maximum amount of the annual remuneration for all Directors together (other than Dr. Parekh and the CEO) for the exercise of their mandate as a Director of the Company is fixed, on an aggregate basis, at €200,000 (plus expenses), and grants a power of attorney to the Board to determine the remuneration of the individual Board members within the limits of said aggregate amount; (ii) in case a Director attends less than 75% of the meetings of the Board of Directors, the annual remuneration for such Director will be reduced pro rata the absence score of such Director; (iii) Dr. Raj Parekh will not receive any remuneration for his mandate as a Director; and (iv) 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 total number of shares for which a vote was validly issued for this resolution equals the number of validly issued votes and amounts to 8,278,812, representing 26.82% of the capital as at the opening of the meeting.

This resolution was adopted by the Meeting with 8,278,812 votes (100%) in favor, no votes (0.00%) against and no abstentions (0.00%).

### **Ninth agenda item**

*Offer of warrants.*

The Shareholders' Meeting (i) resolved to offer 100,000 warrants to Mr. Onno van de Stolpe, 5,400 warrants to Dr. Raj Parekh, 3,780 warrants to Dr. Werner Cautreels, and 2,520 warrants to each of Dr. Harrold van Barlingen, Mr. Howard Rowe and Ms. Katrine Bosley, under a warrant plan to be created by the Board of Directors for the benefit of the Directors, employees and independent consultants of Galapagos and its affiliates within the framework of the authorized capital (Warrant Plan 2015), 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 2015 in accordance with Galapagos' remuneration policy and practices. To the extent required and in accordance with article 520<sup>ter</sup> of the Belgian Companies Code, the Shareholders' Meeting expressly approves the particular provisions of such Warrant Plan 2015 pursuant to which, in exceptional circumstances (among others in the event of a change in

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control of the Company or decease of the warrant holder), warrants can be exercised before the third anniversary of their award.

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 8,278,812, representing 26.82% of the capital as at the opening of the meeting.

This resolution was adopted by the Meeting with 4,905,359 votes (59.25%) in favor, 2,087,034 votes (25.21%) against and 1,286,419 abstentions (15.54%).

## **Special part:**

### **Tenth agenda item**

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

In accordance with article 556 of the Belgian Companies Code, the Shareholders' Meeting resolved 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 Collaboration Agreement between Galapagos NV and an affiliate of AbbVie, Inc. dated 28 February 2012 (as amended from time to time, the "AbbVie Collaboration Agreement") including, but not limited to, clause 13.2 (Change in Control of Galapagos) of the AbbVie Collaboration Agreement, entitling the counterparty, in the event of a change in control over the Company and depending on the stage in which the change of control occurs, to terminate the AbbVie Collaboration Agreement or to disband the joint committees and assume their tasks, oblige the Company to take appropriate measures to avoid the disclosure of confidential information, and terminate the Company's co-promotion rights; (b) the Collaboration Agreement between Galapagos NV and an affiliate of AbbVie, Inc. dated 23 September 2013 (the "AbbVie CF Collaboration Agreement") including, but not limited to, clause 13.2 (Change in Control of Galapagos) of the AbbVie CF Collaboration Agreement, entitling the counterparty, in the event of a change in control over the Company, to disband the joint committees and assume their tasks, oblige the Company to take appropriate measures to avoid the disclosure of confidential information, terminate the Company's co-promotion rights or, depending on the stage in which the change of control occurs, to terminate the AbbVie CF Collaboration Agreement; (c) the Product Development, Option, License and Commercialization Agreement between Les Laboratoires Servier, Institut de Recherches Servier and Galapagos NV dated 28 June 2010 (as amended from time to time, the "Servier Alliance Agreement") including, but not limited to, clause 9.4 (Termination by Servier Without Cause or due to Galapagos Change of Control), clause 9.5 (Rights on Termination) and clause 9.7 (Change of Control) of the Servier Alliance Agreement, entitling the counterparty, in the event of a change in control over the Company, to exercise an option for an exclusive license to any Galapagos compound and selected target that was part of the research program under the Servier Alliance Agreement, subject to certain payment obligations, or to terminate the Servier Alliance 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 compounds; and (d) the Restated Collaboration Agreement between MorphoSys AG and Galapagos NV dated 25 November 2014 (the "MorphoSys Collaboration Agreement") including, but not limited to, clause 10 (Changed Party) of the MorphoSys Collaboration Agreement, entitling the counterparty, in the event of a change in control over the Company, to have the final say in any collaboration budget discussions and strategy, and, in the event such change of control involves an entity that has a competitive program, to request the Company to either divest or terminate this competitive program. The Shareholders' Meeting granted a special power of attorney to each Director of the Company, as well as to Mr. Xavier Maes and Ms. Ellen Lefever, 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 total number of shares for which a vote was validly issued for this resolution equals the number of validly issued votes and amounts to 8,278,812, representing 26.82% of the capital as at the opening of the meeting.



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This resolution was adopted by the Meeting with 8,229,199 votes (99.40%) in favor, 49,613 votes (0.60%) against and no abstentions (0.00%).

### **Eleventh agenda item**

*Miscellaneous.*

In the context of the agenda of this Shareholders' Meeting, no miscellaneous items were tabled.

### **Closing**

The agenda of this Annual Shareholders' Meeting was finished and the Meeting was closed by the Chairman at 3:30 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)  
\_\_\_\_\_  
J. Adriaenssens  
Vote Counter

(Signed)  
\_\_\_\_\_  
J. Bauters  
Vote Counter

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

**GALAPAGOS**

Naamloze Vennootschap  
 Generaal De Wittelaan L11 A3, 2800 Mechelen, België  
 Ondernemingsnummer: 0466.460.429  
 RPR Antwerpen, afdeling Mechelen  
 (de "Vennootschap")

**Aanwezigheidslijst (aandelen)**  
**van de Gewone Algemene Vergadering van 28 april 2015**

Naam	Aantal aandelen op naam	Aantal gedemat. aandelen	Volmacht aan	Handtekening	Aanwezig aantal aandelen
<b>BNP Paribas Securities Services</b>	-	2.606.271	Senior Counsel Galapagos NV		2.606.271
<b>Certain Group Limited</b>	23.488	-	Senior Counsel Galapagos NV		23.488
<b>Citibank International PLC</b>	-	330.994	Senior Counsel Galapagos NV		330.994
<b>GlaxoSmithKline LLC</b>	513.281	-	Senior Counsel Galapagos NV		513.281
<b>Hoekema, Andre</b>	-	19.852	Senior Counsel Galapagos NV		19.852
<b>Van den Eynde, Johan</b>	-	1.000	Senior Counsel Galapagos NV		1.000


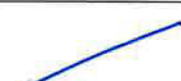



Naam	Aantal aandelen op naam	Aantal gedemat. aandelen	Volmacht aan	Handtekening	Aanwezig aantal aandelen
Caceis Bank	-	288.234	Mindombe, C.		288.234
GLG Partners	-	1.770	Mindombe, C.		1.770
Northern Trust Comp.	-	357.988	Mindombe, C.		357.988
Sempra Energy Pension Master Trust	-	938	Mindombe, C.		938
State Street Bank Trust Company	-	3.541.991	Mindombe, C.		3.541.991
FCP Liberté Santé	-	10.450	Adriaenssens, J.		10.450
Stg Pfds vd Grafische Bedr. Mandaat SSGA	-	6.427	Adriaenssens, J.		6.427
Hermsen, P.A.M.	-	1	Wierda, F.E.		1
St. GL. Cust Bank ten Cate & Cie NV	-	1.500	R. Snoeker		1.500

## Galapagos NV – Bijlage bij de notulen van de Gewone Algemene Vergadering van 28 april 2015

Naam	Aantal aandelen op naam	Aantal gedemat. aandelen	Volmacht aan	Handtekening	Aanwezig aantal aandelen
Bauters, J.	-	8.000	-		8.000
Borkus, B.P.Th.	-	1	-		
Borkus-Henskens, T.M.F.	-	1	-		
Brugmans	-	4.000	-		4.000
De Jong	-	1	-		
Fray, J.W.	-	23.500	-		23.500
Goodwin, E.	-	20.000	-		20.000
Hendriks, P.H.F.M.	-	22.000	-		22.000
Hoeks, P.	-	20	-		

Naam	Aantal aandelen op naam	Aantal gedemat. aandelen	Volmacht aan	Handtekening	Aanwezig aantal aandelen
Janssen, A.W.	-	7.898	-		7.898
Janssen, J.P.M.	-	1	-		
Janssen-Bennenbroeck, H.A.	-	2	-		
Kolkman, J.G.	-	200	-		200
Martens, A.M.A.M.	-	1.240	-		1.240
Martens, H.F.A.M.	-	300	-		300
Peeters, W.	-	20	-		
Roorda-Gommers, P.W.	-	2	-		2
Sluijs, H.	-	11.000	-		11.000

Naam	Aantal aandelen op naam	Aantal gedemat. aandelen	Volmacht aan	Handtekening	Aanwezig aantal aandelen
Smink, J.	-	500	-		500
Smink-Douma, C.	-	500	-		500
Timmermans, J.-P.	-	500	-		500
Van Dalen, C.	-	10.000	-		
van de Stolpe, O.	-	464.226	-		464.226
Van de Ven, L.M.J.M.	-	300	-		300
Van den Dries, J.	-	1	-		1
Van Leeuwen, J.	-	150	-		150
Vanderzalm, E.M.	-	1	-		

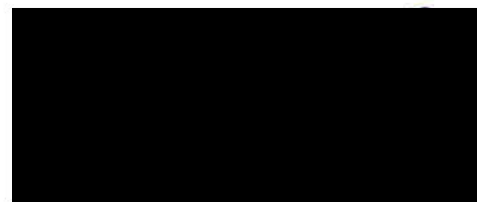
Naam	Aantal aandelen op naam	Aantal gedemat. aandelen	Volmacht aan	Handtekening	Aanwezig aantal aandelen
Vanderzalm, R.J.T.A.	-	1	-		
Vereniging van Effectenbezitters VEB	-	1	-		
Verhagen, D.A.	-	10	-		
Visser, J.	-	10.000	-		
Visser-Spaans, C.	-	300	-		
<b>TOTAAL AANTAL AANDELEN</b>					<b>8.278.812</b>

**Aanwezigheidslijst (warrants)  
van de Gewone Algemene Vergadering van 28 april 2015**

Naam	Aantal warrants	Volmacht aan	Handtekening	Aanwezig aantal warrants
Er zijn geen warranthouders die de registratieformaliteiten hebben vervuld.	(nihil)	-	-	(nihil)
<b>TOTAAL AANTAL WARRANTS</b>				(nihil)



W. Cautreels  
Voorzitter



O. van de Stolpe  
Gedelegeerd Bestuurder



J. Bauters  
Stemopnemer



J. Adriaenssens  
Stemopnemer



X. Maes  
Secretaris