

## GALAPAGOS

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

### Invitation to the Annual Shareholders' Meeting to be held on 28 April 2015

The Board of Directors of Galapagos NV (hereinafter the "Company" or "Galapagos") has the honor to invite the Shareholders, Warrant Holders, Directors and Statutory Auditor of the Company to the Annual Shareholders' Meeting that will be held on Tuesday 28 April 2015 at 2:00 p.m. (CET) at the registered office of the Company.

#### Agenda and proposed resolutions

##### 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.

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**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

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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.

### 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 14 April 2015 (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 22 April 2015**; 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)) or by post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium).

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## 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 14 April 2015 (the "**record date**"), irrespective of the number of shares that they own on the date of the Shareholders' Meeting; and
- **at the latest on 22 April 2015**, 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)) or by post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium).

## 3 Holders of bearer shares

The bearer shares that were not yet converted into registered shares of dematerialized shares by 31 December 2013 at the latest, have been automatically converted into dematerialized shares pursuant to applicable law. 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 (including the right to participate at Shareholders' Meetings) 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.

Only persons who are a shareholder of the company on the record date (14 April 2015) 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)) or by post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium), and must reach Galapagos by **no later than 22 April 2015**.

### 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.

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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 22 April 2015**.

Such questions must be submitted to Galapagos by e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) or by post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium).

### **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 share 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)) or by post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium), and must reach Galapagos by **no later than 6 April 2015**. As the case may be, Galapagos shall publish the modified agenda at the latest on 13 April 2015.

### **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. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium), 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. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium (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*