

## **GALAPAGOS**

Limited Liability Company ("Naamloze Vennootschap")  
With registered office at Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium  
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 24 April 2018**

#### **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:

- Jan Visser, residing at [REDACTED]; and
- Luran Diependaele, residing at [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 General 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.

*Free translation for information purposes only*

- (b) **Warrant holders** – No warrant holders signed up for this meeting.
- (c) **Directors and statutory auditor** – The following directors were present: 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. Mr. Gert Vanhees was present on behalf of Deloitte Bedrijfsrevisoren, statutory auditor of the Company.

## 2 Agenda of the meeting

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 2017, 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 2017.

2. Communication and approval of the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2017 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 2017, 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 2017.

4. Communication and discussion of the consolidated annual accounts of the Company for the financial year ended on 31 December 2017.

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 2017.

**Proposed resolution:** The shareholders' meeting resolves, by separate vote, to release each director and the statutory auditor from any liability arising from the performance of their duties during the last financial year.

7. Re-appointment of directors.

**Proposed resolution:**

(i) The shareholders' meeting resolves to re-appoint Dr. Werner Cautreels (residing in Boston, MA, United States of America) as director of the Company, for a period of one year ending immediately after the annual shareholders' meeting to be held in 2019.

(ii) The shareholders' meeting resolves to re-appoint Mr. Howard Rowe (residing in London, United Kingdom) as director of the Company, for a period of four years ending immediately after the annual shareholders' meeting to be held in 2022 and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Mr. Rowe as an independent director as he meets the independence criteria set forth in article 526<sup>ter</sup> of the Belgian Companies Code.

8. Remuneration of directors.

**Proposed resolution:** Upon recommendation of the Company's nomination and remuneration committee, the shareholders' meeting resolves that (a) the compensation (excluding expenses) of the non-executive directors for the exercise of their mandate during the financial year ending 31 December 2018 is established as follows: (i) chairman of the board: €80,000; (ii) other non-executive board members: €40,000 each; (iii) annual additional compensation for membership of a board committee:

Free translation for information purposes only

€5,000; (iv) annual additional compensation for the chairmanship of a board committee: €10,000; and (b) 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:** Upon recommendation of the Company's nomination and remuneration committee, the shareholders' meeting (i) resolves to offer 100,000 warrants to Mr. Onno van de Stolpe, 15,000 warrants to Dr. Raj Parekh, and 7,500 warrants to each of Dr. Werner Cautreels, Mr. Howard Rowe, Ms. Katrine Bosley, Dr. Christine Mummery and Dr. Mary Kerr, under warrant plans to be created by the board of directors for the benefit of directors, employees and independent consultants of Galapagos and its affiliates within the framework of the authorized capital (jointly "**Warrant Plan 2018**"), 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 2018 in accordance with Galapagos' remuneration policy and practices. In accordance with articles 520<sup>ter</sup> and 556 of the Belgian Companies Code, the shareholders' meeting expressly approves the particular provisions that will be included in Warrant Plan 2018 pursuant to which, in exceptional circumstances (including in the event of a change in control of the Company), the warrants offered (to the extent accepted) under Warrant Plan 2018 can be exercised early, even 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.

**10.** Miscellaneous

**3 Convocations for the meeting**

**3.1 Convocation of the holders of dematerialized 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 23 March 2018; and
2. in *De Tijd* of 23 March 2018.

Moreover, the date of the shareholders' meeting was announced on the website of Euronext on 23 March 2018 and through a press release circulated by GlobeNewswire on 23 March 2018.

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 23 March 2018. 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 on 24 March 2018 to the holders of registered shares, and to the statutory auditor, and on 23 March 2018 to the warrant holders.

Free translation for information purposes only

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.

### **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 23 March 2018. 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 51,234,962 shares.

The attendance list showed that 26.751.055 shares (i.e. 52.21%) 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:

### **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 2017, 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 2017.*

The chairman presented the annual report of the board of directors for the activities of the financial year ended on 31 December 2017, 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 2017.

Free translation for information purposes only

## Second agenda item

*Communication and approval of the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2017 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 2017.

The shareholders' meeting resolves to approve the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2017, as well as the allocation of the annual result as proposed by the board of directors.

The number of shares for which a vote was validly issued for this resolution equals the number of validly issued votes and amounts to 26,751,055, representing 52.21% of the capital as at the opening of the meeting.

This resolution was adopted by the meeting with 24,809,746 votes (92.76%) in favor, 1,935,397 votes (7.24%) against and 5,912 abstentions.

## 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 2017.*

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 2017.

## Fourth agenda item

*Communication and discussion of the consolidated annual accounts of the Company for the financial year ended on 31 December 2017.*

The chairman presented the consolidated annual accounts of the Company for the financial year ended on 31 December 2017.

## 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 2017.

The shareholders' meeting resolved to approve the remuneration report.

The number of shares for which a vote was validly issued for this resolution equals the number of validly issued votes and amounts to 26,751,055, representing 52.21% of the capital as at the opening of the meeting.

This resolution was adopted by the meeting with 17,871,989 votes (69.52%) in favor, 7,836,263 votes (30.48%) against and 1,042,803 abstentions.

## 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 2017.*

The shareholders' meeting resolves, by separate vote, to release each director and the statutory auditor from any liability arising from the performance of their duties during the last financial year.

The number of shares for which a vote was validly issued for this resolution equals the number of validly issued votes and amounts to 26,751,055, representing 52.21% of the capital as at the opening of the meeting.

This resolution was adopted by the meeting with 26,460,733 votes (99.24%) in favor, 202,659 votes (0.76%) against and 87,663 abstentions.

*Free translation for information purposes only*

## **Seventh agenda item**

### *Re-appointment of directors.*

(i) The shareholders' meeting resolves to re-appoint Dr. Werner Cautreels (residing in Boston, MA, United States of America) as director of the Company, for a period of one year ending immediately after the annual shareholders' meeting to be held in 2019.

The number of shares for which a vote was validly issued for this resolution equals the number of validly issued votes and amounts to 26,751,055, representing 52.21% of the capital as at the opening of the meeting.

This resolution was adopted by the meeting with 25,106,158 votes (93.90%) in favor, 1,632,279 votes (6.10%) against and 12,618 abstentions.

(ii) The shareholders' meeting resolves to re-appoint Mr. Howard Rowe (residing in London, United Kingdom) as director of the Company, for a period of four years ending immediately after the annual shareholders' meeting to be held in 2022 and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Mr. Rowe as an independent director as he meets the independence criteria of article 526<sup>ter</sup> of the Belgian Companies Code.

The number of shares for which a vote was validly issued for this resolution equals the number of validly issued votes and amounts to 26.751.055, representing 52.21% of the capital as at the opening of the meeting.

This resolution was adopted by the meeting with 26,599,378 votes (99.76%) in favor, 64,359 votes (0.24%) against and 87,318 abstentions.

## **Eight agenda item**

### *Remuneration of directors.*

Upon recommendation of the Company's nomination and remuneration committee, the shareholders' meeting resolves that (a) the compensation (excluding expenses) of the non-executive directors for the exercise of their mandate during the financial year ending 31 December 2018 is established as follows: (i) chairman of the board: €80,000; (ii) other non-executive board members: €40,000 each; (iii) annual additional compensation for membership of a board committee: €5,000; (iv) annual additional compensation for the chairmanship of a board committee: €10,000; and (b) 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 number of shares for which a vote was validly issued for this resolution equals the number of validly issued votes and amounts to 26.751.055, representing 52.21% of the capital as at the opening of the meeting.

This resolution was adopted by the meeting with 26,621,468 votes (99.57%) in favor, 115,582 votes (0.43%) against and 14,005 abstentions.

## **Ninth agenda item**

### *Offer of warrants.*

Upon recommendation of the Company's nomination and remuneration committee, the shareholders' meeting (i) resolves to offer 100,000 warrants to Mr. Onno van de Stolpe, 15,000 warrants to Dr. Raj Parekh, and 7,500 warrants to each of Dr. Werner Cautreels, Mr. Howard Rowe, Ms. Katrine Bosley, Dr. Christine Mummery and Dr. Mary Kerr, under warrant plans to be created by the board of directors for the benefit of directors, employees and independent consultants of Galapagos and its affiliates within the framework of the authorized capital (jointly "**Warrant Plan 2018**"), 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 2018 in accordance with Galapagos' remuneration policy and practices.

*Free translation for information purposes only*

In accordance with articles 520<sup>ter</sup> and 556 of the Belgian Companies Code, the shareholders' meeting expressly approves the particular provisions of Warrant Plan 2018 pursuant to which, in exceptional circumstances (including in the event of a change in control of the Company), the warrants offered (to the extent accepted) under Warrant Plan 2018 can be exercised early, even before the third anniversary of their award.

The president mentions that the board of directors of the Company approved Warrantplan 2018 on 18 April 2018 after grant by the FSMA of a *nihil obstat* on 17 April 2018, subject to approval by the shareholders' meeting of today of (i) the offer of warrants to directors of the Company under Warrantplan 2018 and (ii) the particular provisions of Warrant Plan 2018 pursuant to which, in exceptional circumstances (including in the event of a change in control of the Company), the warrants offered can be exercised early, even before the third anniversary of their award.

The number of shares for which a vote was validly issued for this resolution equals the number of validly issued votes and amounts to 26.751.055, representing 52.21% of the capital as at the opening of the meeting.

This resolution was adopted by the meeting with 18,954,767 votes (72.61%) in favor, 7,151,665 votes (27.39%) against and 644,623 abstentions.

### **Tenth 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 15.40 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. Visser  
Vote Counter

(Signed)  
\_\_\_\_\_  
L. Diependaele  
Vote Counter

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