

GALAPAGOS

Limited Liability Company ("*Naamloze vennootschap*")
with registered office at Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium
Judicial district of Antwerp, division 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 Florence PÉTÉIN, in Brussels, on 18 September 2019, published in the annexes to the Belgian State Gazette under number 19337504.

ISSUANCE OF WARRANTS RENEWAL AUTHORIZATION AUTHORIZED CAPITAL AMENDMENTS TO ARTICLES OF ASSOCIATION APPOINTMENT OF DIRECTORS INCREASE REMUNERATION STATUTORY AUDITOR

THE YEAR 2019.

On 22 October 2019.

At the registered office of the limited liability company GALAPAGOS, with its registered office in Mechelen, Generaal De Wittelaan L11 A3 (the "**Company**").

Before Steven MORRENS, notary public in Bonheiden, partner at Morrens, Coelst & Somers, Notarissen, acting for and on behalf of Matthieu DERYNCK, associated notary public in Brussels, legally impeded.

The extraordinary and special shareholders' meetings of the Company are 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 2:50 p.m. CEST under the chairmanship of Mr. Onno VAN DE STOLPE, managing director of the Company.

The Chairman appoints as secretary Mr. Xavier MAES, residing at [REDACTED]

The meeting elects the following persons as vote counters: Ms. Ellen LEFEVER and Ms. Lauran DIEPENDAELE.

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 securities 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.

In a register designated by the board of directors, the name and address or registered office of each shareholder who has notified the Company of its intention to participate in the shareholders' meeting were noted, as well as the number of shares it possessed on the record date and for which it has indicated to be participating in the shareholders' meeting, and the description of the documents demonstrating that it was in possession of the shares on said record date.

A number of proxies were given by the relevant shareholders 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 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 shall remain attached hereto and shall form one entire attachment.

Warrant holder

That one warrant holder is present.

Directors and statutory auditor

The following director is present: Mr. Onno VAN DE STOLPE, aforementioned.

The other directors are excused.

The statutory auditor of the Company, Deloitte Bedrijfsrevisoren, is excused.

II. Agenda of the Meeting

That the present meeting has the following agenda items:

Special general meeting

1. Appointment of a Director

Proposed resolution: Upon the proposal of the board of directors of the Company and in accordance with the recommendation of the Company's nomination and remuneration committee, the shareholders' meeting of the Company resolves to appoint Mr. Daniel O'Day as a non-independent director of the Company for a period starting immediately and ending immediately after the annual shareholders' meeting of 2023. The shareholders' meeting of the Company resolves that the mandate of Mr. Daniel O'Day as a director of the Company will not be remunerated.

2. Appointment of a Director

Proposed resolution: Upon the proposal of the board of directors of the Company and in accordance with the recommendation of the Company's nomination and remuneration committee, the shareholders' meeting of the Company resolves to appoint Ms. Linda Higgins as a non-independent director of the Company for a period starting immediately and ending immediately after

the annual shareholders' meeting of 2023. The shareholders' meeting of the Company resolves that the mandate of Ms. Linda Higgins as a director of the Company will not be remunerated.

3. Remuneration of statutory auditor for the financial year ended on 31 December 2017

Proposed resolution: The shareholders' meeting resolves to increase the annual remuneration of the statutory auditor from €350,000 to €430,000 for its activities relating to the statutory annual accounts, the consolidated annual accounts and the interim reporting of the Company and its subsidiaries for the financial year ended 31 December 2017. This represents an increase compared to the remuneration approved by the shareholders' meeting of 25 April 2017 resulting from the fact that the scope of the audit activities performed by the statutory auditor was broadened to include additional regulatory requirements.

Extraordinary general meeting

1. Consideration and discussion of the special report of the board of directors of the Company prepared in accordance with articles 583, 596 and 598 of the Belgian Companies Code of 7 May 1999 in connection with the proposed issuance of two warrants for the benefit of Gilead Therapeutics A1 Unlimited Company ("**Gilead Therapeutics**"), called the "**Initial Warrant A**" and the "**Initial Warrant B**", and the proposal to cancel, in the interest of the Company, the preferential subscription right of the Company's shareholders for the benefit of Gilead Therapeutics
2. Consideration and discussion of the special report of the statutory auditor of the Company prepared in accordance with articles 596 and 598 of the Belgian Companies Code of 7 May 1999 in connection with the proposed issuance of two warrants for the benefit of Gilead Therapeutics, called the Initial Warrant A and the Initial Warrant B, and the proposal to cancel, in the interest of the Company, the preferential subscription right of the Company's shareholders for the benefit of Gilead Therapeutics
3. Approval of the issuance of two warrants for the benefit of Gilead Therapeutics

This proposal is made in accordance with the terms of the Subscription Agreement, which included a commitment to make a proposal to the shareholders' meeting to issue two warrants allowing Gilead Therapeutics to further increase its ownership in the Company.

Proposed resolution: The shareholders' meeting of the Company resolves to approve the issuance of two warrants for the benefit of Gilead Therapeutics, called the Initial Warrant A and the Initial Warrant B (collectively, the "**Warrants**" and each a "**Warrant**"), and to cancel the preferential subscription right of the existing shareholders of the Company for the benefit of Gilead Therapeutics, in accordance with the special report of the board of directors prepared in accordance with article 583, 596 and 598 of the Belgian Companies Code of 7 May 1999, as referred to in item 1 of the agenda.

In view thereof, the shareholders' meeting of the Company resolves to approve the terms and conditions (the "**Conditions**") of the Warrants as set forth in Annex 1 (in relation to Initial Warrant A) and Annex 2 (in relation to Initial Warrant B) to the special report of the board of directors referred to in item 1 of the agenda, a copy of which shall remain attached to the minutes reflecting the present resolution. The main Conditions of the respective Warrants can, for informational purposes, be summarized as follows:

- a) Issuer of the Warrants: The Company.
- b) Term: The Initial Warrant A has a term starting as of the date of this resolution and ending on 11:59 p.m. on the date which falls one (1) year after the date of this resolution. The Initial Warrant B has a term starting as of the date of this resolution and ending on 11:59 p.m. on the date which falls five (5) year after 23 August 2019. The Warrants can be exercised at one or several occasions during their entire term, but not more than once per period of three (3) months. As set out in the Conditions, this limitation does not apply in case of material

- development regarding the Company or the trading of the Company's shares, or in case of certain (requests for) convocations of shareholders' meetings of the Company.
- c) Issue Price: The Warrants will be issued without any additional consideration being due by Gilead Therapeutics or any of its affiliates.
- d) Exercise Price: The Exercise Price (as defined in the Conditions) of the Initial Warrant A shall, per share that shall be subscribed for upon an exercise of the Initial Warrant A, in relation to such shares, be equal to EUR 140.59. The Exercise Price of the Initial Warrant B shall, per share that shall be subscribed for upon an exercise of the Initial Warrant B in relation to such shares, be equal to the greater of (i) 120% multiplied by the arithmetic mean of the daily volume weighted average trading price of the Company's shares as traded on Euronext Brussels and Euronext Amsterdam (or such other regulated markets on which the Company's shares will be trading at that time) on each of the trading days during the period of 30 calendar days ending on the calendar day immediately preceding the date of the Exercise Notice (as defined in the Conditions) with respect to such exercise, and (ii) EUR 140.59. The abovementioned Exercise Prices of EUR 140.59 (on a per share basis) are the same as the issue price of the 6,828,985 new shares that were issued to Gilead Therapeutics on 23 August 2019 and represent a 20% premium as compared to the average of the volume weighted average prices of the Company's shares on the regulated market of Euronext (Brussels and Amsterdam) during the thirty calendar days preceding the date of signing the Subscription Agreement and comply with article 598 of the Belgian Companies Code of 7 May 1999.
- e) Number of shares issuable upon an exercise of the Warrants: Subject to the Conditions, the Warrants entitle the holder thereof to subscribe, during the entire term of the respective Warrant, upon each exercise of a Warrant, for a maximum number of shares that is sufficient to bring the number of shares owned by Gilead Therapeutics, Gilead Sciences and any of their affiliates (and, with respect to Initial Warrant B only, any other party acting in concert with Gilead Therapeutics, Gilead Sciences or any of their affiliates) to 25.1% for Initial Warrant A (the "**Initial Warrant Limit A**") and 29.9% for Initial Warrant B (the "**Initial Warrant Limit B**") of the actually issued and outstanding shares immediately after the issue of the shares that are to be issued upon the relevant exercise of the relevant Warrant (rounded down to the nearest whole share). For clarity, the overall shareholding resulting from the full exercise of Initial Warrant A and Initial Warrant B shall in aggregate not exceed 29.9%.
- f) Nature of the Warrants: The Warrants will confer the right (but not the obligation) to subscribe, upon any exercise of a Warrant, for a number of new shares to be issued by the Company, as aforementioned. Except as otherwise provided for under Belgian law, the holder of a Warrant will be no shareholder of the Company solely by virtue of holding such Warrant, and therefore does not have the rights of a shareholder in relation to the shares to be issued or delivered to the holder of such Warrant upon an exercise of such Warrant until the exercise of such Warrant and the issue or delivery of the relevant shares.
- g) Form of the Warrants: The Warrants will be in registered form.
- h) No listing of the Warrants: The Warrants shall not be listed at any time on a securities exchange, regulated market or similar securities market.
- i) Allocation and subscription: The Warrants will be allocated to Gilead Therapeutics, and can only be subscribed for by Gilead Therapeutics.
- j) Underlying shares: The new shares to be issued by the Company upon each exercise of the relevant Warrants shall have the same rights and benefits as, and rank *pari passu* in all respects including as to entitlement to dividends and other distributions, with the existing and outstanding shares of the Company at the moment of their issue and will be entitled to dividends

and other distributions in respect of which the relevant record date or due date falls on or after the date of their issue.

The shareholders' meeting resolves, subject to, and to the extent of, each exercise of Warrants, to increase the Company's share capital and to issue the relevant number of new shares issuable upon such exercise as provided for in the relevant Conditions of the Warrants.

The shareholders' meeting resolves that any issue premium that will be booked in connection with the exercise of the Warrants and the issuance of new shares, as applicable, shall be accounted for on the liabilities side of the Company's balance sheet as net equity. The account on which the issue premium shall be booked shall, like the share capital, serve as the guarantee for third parties and, save for the possibility of a capitalization of those reserves, can only be reduced on the basis of a valid resolution of the general shareholders' meeting passed in the manner required for an amendment to the Company's articles of association.

The shareholders' meeting of the Company resolves to authorize the board of directors to implement and execute the resolutions passed by the shareholders' meeting of the Company in connection with the Warrants, and to take all steps and carry out all formalities that shall be required by virtue of the Conditions of the Warrants, the Company's articles of association and applicable law in order to issue or transfer shares upon an exercise of Warrants. Furthermore, the directors of the Company, acting individually, shall have the power, upon each exercise of a Warrant, to proceed with the recording of (i) the capital increase and issue of new shares resulting from such exercise, (ii) the allocation of the issue price to the share capital and (as applicable) the issue premium in accordance with the relevant Conditions of the Warrants, and (iii) the amendment of the Company's articles of association in order to reflect the new share capital and number of outstanding shares following the exercise of the Warrant and the issuance of new shares. Finally, each of the General Counsel of the Company and the directors of the Company (each such person, a "**Special Proxy Holder**"), acting individually and with possibility of sub-delegation and the power of subrogation, shall have the power, upon an exercise of a Warrant, (a) to sign and deliver, on behalf of the Company, the relevant Euroclear and bank documentation, the share register and all necessary documents in connection with the issuance and delivery of the shares (acquired as a result of the exercise of the Warrants) to the beneficiary and (b) to do whatever may be necessary or useful (including but not limited to the preparation and execution of all documents and forms) for the admission of the shares issued upon an exercise of a Warrant to trading on the regulated markets of Euronext Brussels and Euronext Amsterdam (and such other regulated markets on which the Company's shares will be trading at that time).

4. Consideration and discussion of the special report of the board of directors in accordance with article 604 of the Belgian Companies Code of 7 May 1999 relating to the renewal of its authorization with respect to, and the increase of, the authorized capital, and the specific circumstances and purposes for the use of the renewed authorized capital.
5. Renewal of the authorization to the board of directors to increase the share capital within the framework of the authorized capital by up to 20% of the share capital.

This proposal is made in accordance with the terms of the Subscription Agreement, which included a commitment to make a proposal to the shareholders' meeting to authorize the board of directors to increase the share capital of the Company in one or several times with an amount up to 20% of the share capital at the time of the convening of the shareholders' meeting.

Proposed resolution: The shareholders' meeting of the Company resolves to renew the authorization to the board of directors to increase the share capital on one or more occasions, during a period of five (5) years as of the publication in the Annexes to the Belgian State Gazette of this authorization, with an aggregate amount equal to up to 20% of the current amount of the share capital of the Company, and this in accordance with the terms and conditions set forth in the report of the board of directors prepared in accordance with article 604 of the Belgian Companies Code of

7 May 1999, as mentioned in item 4 of the agenda of the shareholders' meeting. Consequently, the shareholders' meeting resolves to delete the section "Authorized Capital" of the temporary provisions of the articles of association of the Company entirely and to replace it with the following text:

"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 Belgian Companies Code of 7 May 1999 (as amended or superseded), 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 publication of this authorization in the Annexes to the Belgian State Gazette.

Without prejudice to more restrictive rules set forth by law, but also without prejudice to the authorization for specific circumstances granted by the extraordinary shareholders' meeting of 25 April 2017 as included in the section "Use of authorized capital in specific circumstances" of the Company's articles of association, the board of directors can increase the share capital of the Company in one or several times with an amount of up to €[●], i.e. 20% of the share capital at the time of the convening of the shareholders' meeting granting this authorization. In accordance with article 607 of the Belgian Companies Code of 7 May 1999 (as amended or superseded), the board of directors cannot use the aforementioned authorization after the Financial Services and Markets Authority (FSMA) has notified the Company of a public takeover bid for the Company's shares.

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 consultants), 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 of 7 May 1999 (as amended or superseded).

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

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."

III. Convening to the Meeting

Convening of the holders of dematerialized shares

That the convening notices, mentioning the agenda items, in accordance with article 533 of the Belgian Companies Code of 7 May 1999, were published by means of:

- an announcement in the Belgian State Gazette ("*Belgisch Staatsblad*") of 20 September 2019;
- an announcement in the newspaper *De Tijd* of 20 September 2019; and
- a press release circulated by GlobeNewswire on 20 September 2019.

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 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 of 7 May 1999 and the articles referring thereto.

That the holders of registered shares and the statutory auditor were furthermore convened by letter sent to them on 20 September 2019 and the holders of warrants by means of an e-mail dated 20 September 2019.

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 Belgian Financial Services and Markets Authority ("FSMA"), to Euronext and to the Dutch Financial Markets Authority ("AFM"), by e-mail dated 20 September 2019. 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 20 September 2019. 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 20 September 2019. A printed copy of this posting is submitted to the bureau.

IV. Quorum

That the meeting should represent at least half of the share capital to validly deliberate on the agenda items of the extraordinary general meeting.

That it appears from the attached attendance list that the present meeting represents 42,165,680 shares out of 61,953,831 outstanding shares, *i.e.* 68.06%, being more than half of the share capital.

V. Voting right – Majority

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

That no votes were received by letter.

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 meeting's 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 *-

Following the foregoing exposition, the meeting decides, at the proposal of the Chairman, to first deal with the items on the agenda of the extraordinary general meeting, and to subsequently deal with the items on the agenda of the special general meeting.

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

Extraordinary general meeting

Consideration and discussion - Special report of the board of directors of the Company prepared in accordance with articles 583, 596 and 598 of the Belgian Companies Code of 7 May 1999

The shareholders' meeting of the Company considers and discusses the special report of the board of directors of the Company prepared in accordance with articles 583, 596 and 598 of the Belgian Companies Code of 7 May 1999 in connection with the proposed issuance of two warrants for the benefit of Gilead Therapeutics, called the "Initial Warrant A" and the "Initial Warrant B", and the proposal to cancel, in the interest of the Company, the preferential subscription right of the Company's shareholders for the benefit of Gilead Therapeutics.

On 17 September 2019, the "nihil obstat" was obtained from the Belgian Financial Services and Markets Authority (FSMA) in accordance with article 583 of the Companies Code of 7 May 1999 in connection with the aforementioned special report of the board of directors of the Company prepared in accordance with articles 583, 596 and 598 of the Belgian Companies Code of 7 May 1999.

Consideration and discussion - Special report of the statutory auditor of the Company prepared in accordance with articles 583 and 596 of the Belgian Companies Code of 7 May 1999

The shareholders' meeting of the Company considers and discusses the special report of the statutory auditor of the Company prepared in accordance with articles 596 and 598 of the Belgian Companies Code of 7 May 1999 in connection with the proposed issuance of two warrants for the benefit of Gilead Therapeutics, called the Initial Warrant A and the Initial Warrant B, and the proposal to cancel, in the interest of the Company, the preferential subscription right of the Company's shareholders for the benefit of Gilead Therapeutics.

First resolution – Approval of the issuance of two warrants for the benefit of Gilead Therapeutics

The shareholders' meeting of the Company resolves to approve the issuance of two warrants for the benefit of Gilead Therapeutics, called the Initial Warrant A and the Initial Warrant B (collectively, the "**Warrants**" and each a "**Warrant**"), and to cancel the preferential subscription right of the existing shareholders of the Company for the benefit of Gilead Therapeutics, in accordance with the special report of the board of directors prepared in accordance with article 583, 596 and 598 of the Belgian Companies Code of 7 May 1999, as referred to in item 1 of the agenda of the extraordinary shareholders' meeting.

In view thereof, the shareholders' meeting of the Company resolves to approve the terms and conditions (the "**Conditions**") of the Warrants as set forth in Annex 1 (in relation to Initial Warrant A) and Annex 2 (in relation to Initial Warrant B) to the special report of the board of directors referred to in item 1 of the agenda of the extraordinary shareholders' meeting, a copy of which shall remain attached to the minutes reflecting the present resolution. The main Conditions of the respective Warrants can, for informational purposes, be summarized as follows:

- a) Issuer of the Warrants: The Company.
- b) Term: The Initial Warrant A has a term starting as of the date of this resolution and ending on 11:59 p.m. on the date which falls one (1) year after the date of this resolution. The Initial Warrant B has a term starting as of the date of this resolution and ending on 11:59 p.m. on the date which falls five (5) year after 23 August 2019. The Warrants can be exercised at one or several occasions during their entire term, but not more than once per period of three (3) months. As set out in the Conditions, this limitation does not apply in case of material development regarding the Company or the trading of the Company's shares, or in case of certain (requests for) convocations of shareholders' meetings of the Company.

- c) Issue Price: The Warrants will be issued without any additional consideration being due by Gilead Therapeutics or any of its affiliates.
- d) Exercise Price: The Exercise Price (as defined in the Conditions) of the Initial Warrant A shall, per share that shall be subscribed for upon an exercise of the Initial Warrant A, in relation to such shares, be equal to EUR 140.59. The Exercise Price of the Initial Warrant B shall, per share that shall be subscribed for upon an exercise of the Initial Warrant B in relation to such shares, be equal to the greater of (i) 120% multiplied by the arithmetic mean of the daily volume weighted average trading price of the Company's shares as traded on Euronext Brussels and Euronext Amsterdam (or such other regulated markets on which the Company's shares will be trading at that time) on each of the trading days during the period of 30 calendar days ending on the calendar day immediately preceding the date of the Exercise Notice (as defined in the Conditions) with respect to such exercise, and (ii) EUR 140.59. The abovementioned Exercise Prices of EUR 140.59 (on a per share basis) are the same as the issue price of the 6,828,985 new shares that were issued to Gilead Therapeutics on 23 August 2019 and represent a 20% premium as compared to the average of the volume weighted average prices of the Company's shares on the regulated market of Euronext (Brussels and Amsterdam) during the thirty calendar days preceding the date of signing the Subscription Agreement and comply with article 598 of the Belgian Companies Code of 7 May 1999.
- e) Number of shares issuable upon an exercise of the Warrants: Subject to the Conditions, the Warrants entitle the holder thereof to subscribe, during the entire term of the respective Warrant, upon each exercise of a Warrant, for a maximum number of shares that is sufficient to bring the number of shares owned by Gilead Therapeutics, Gilead Sciences and any of their affiliates (and, with respect to Initial Warrant B only, any other party acting in concert with Gilead Therapeutics, Gilead Sciences or any of their affiliates) to 25.1% for Initial Warrant A (the "**Initial Warrant Limit A**") and 29.9% for Initial Warrant B (the "**Initial Warrant Limit B**") of the actually issued and outstanding shares immediately after the issue of the shares that are to be issued upon the relevant exercise of the relevant Warrant (rounded down to the nearest whole share). For clarity, the overall shareholding resulting from the full exercise of Initial Warrant A and Initial Warrant B shall in aggregate not exceed 29.9%.
- f) Nature of the Warrants: The Warrants will confer the right (but not the obligation) to subscribe, upon any exercise of a Warrant, for a number of new shares to be issued by the Company, as aforementioned. Except as otherwise provided for under Belgian law, the holder of a Warrant will be no shareholder of the Company solely by virtue of holding such Warrant, and therefore does not have the rights of a shareholder in relation to the shares to be issued or delivered to the holder of such Warrant upon an exercise of such Warrant until the exercise of such Warrant and the issue or delivery of the relevant shares.
- g) Form of the Warrants: The Warrants will be in registered form.
- h) No listing of the Warrants: The Warrants shall not be listed at any time on a securities exchange, regulated market or similar securities market.
- i) Allocation and subscription: The Warrants will be allocated to Gilead Therapeutics, and can only be subscribed for by Gilead Therapeutics.
- j) Underlying shares: The new shares to be issued by the Company upon each exercise of the relevant Warrants shall have the same rights and benefits as, and rank *pari passu* in all respects including as to entitlement to dividends and other distributions, with the existing and outstanding shares of the Company at the moment of their issue and will be entitled to dividends and other distributions in respect of which the relevant record date or due date falls on or after the date of their issue.

The shareholders' meeting resolves, subject to, and to the extent of, each exercise of Warrants, to increase the Company's share capital and to issue the relevant number of new shares issuable upon such exercise as provided for in the relevant Conditions of the Warrants.

The shareholders' meeting resolves that any issue premium that will be booked in connection with the exercise of the Warrants and the issuance of new shares, as applicable, shall be accounted for on the liabilities side of the Company's balance sheet as net equity. The account on which the issue premium shall be booked shall, like the share capital, serve as the guarantee for third parties and, save for the possibility of a capitalization of those reserves, can only be reduced on the basis of a valid resolution of the general shareholders' meeting passed in the manner required for an amendment to the Company's articles of association.

The shareholders' meeting of the Company resolves to authorize the board of directors to implement and execute the resolutions passed by the shareholders' meeting of the Company in connection with the Warrants, and to take all steps and carry out all formalities that shall be required by virtue of the Conditions of the Warrants, the Company's articles of association and applicable law in order to issue or transfer shares upon an exercise of Warrants. Furthermore, the directors of the Company, acting individually, shall have the power, upon each exercise of a Warrant, to proceed with the recording of (i) the capital increase and issue of new shares resulting from such exercise, (ii) the allocation of the issue price to the share capital and (as applicable) the issue premium in accordance with the relevant Conditions of the Warrants, and (iii) the amendment of the Company's articles of association in order to reflect the new share capital and number of outstanding shares following the exercise of the Warrant and the issuance of new shares. Finally, each of the General Counsel of the Company and the directors of the Company (each such person, a "**Special Proxy Holder**"), acting individually and with possibility of sub-delegation and the power of subrogation, shall have the power, upon an exercise of a Warrant, (a) to sign and deliver, on behalf of the Company, the relevant Euroclear and bank documentation, the share register and all necessary documents in connection with the issuance and delivery of the shares (acquired as a result of the exercise of the Warrants) to the beneficiary and (b) to do whatever may be necessary or useful (including but not limited to the preparation and execution of all documents and forms) for the admission of the shares issued upon an exercise of a Warrant to trading on the regulated markets of Euronext Brussels and Euronext Amsterdam (and such other regulated markets on which the Company's shares will be trading at that time).

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 42,165,680, representing 68.06% of the capital at the opening of the meeting.

This resolution was adopted by the meeting with 41,843,812 votes in favor, 312,798 votes against and 9,070 abstentions.

SUBSCRIPTION

Subsequently, the company "Gilead Therapeutics A1 Unlimited Company", an Unlimited Liability Company under Irish law, with registered office at 70 Sir John Rogerson's Quay, Dublin 2 (Ireland) and company number 615395, here represented by Mr. Niels VAN NULAND, residing at Vredestraat 14, 1560 Hoeilaart (Belgium), acting pursuant to a private proxy which will remain attached hereto, after having heard a reading of all the foregoing, declares, through its representative:

- (a) to have full knowledge of the Company's articles of association and be fully aware of its financial situation; and
- (b) to subscribe to the Warrants.

DETERMINATION OF THE REALIZATION OF THE ISSUANCE

The meeting determines and requests the undersigned notary public to act that the issuance of the Warrants has actually taken place.

Consideration and discussion - Special report of the board of directors in accordance with article 604 of the Belgian Companies Code of 7 May 1999

The shareholders' meeting of the Company considers and discusses the special report of the board of directors in accordance with article 604 of the Belgian Companies Code of 7 May 1999 relating to the renewal of its authorization with respect to, and the increase of, the authorized capital, and the specific circumstances and purposes for the use of the renewed authorized capital.

Second resolution – Renewal of the authorization to the board of directors of the Company to increase the share capital within the framework of the authorized capital by up to 20% of the share capital

The shareholders' meeting of the Company resolves to renew the authorization to the board of directors to increase the share capital on one or more occasions, during a period of five (5) years as of the publication in the Annexes to the Belgian State Gazette of this authorization, with an aggregate amount equal to up to 20% of the current amount of the share capital of the Company, and this in accordance with the terms and conditions set forth in the report of the board of directors prepared in accordance with article 604 of the Belgian Companies Code of 7 May 1999, as mentioned in item 4 of the agenda of the shareholders' meeting. Consequently, the shareholders' meeting resolves to delete the section "Authorized Capital" of the temporary provisions of the articles of association of the Company entirely and to replace it with the following text:

"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 Belgian Companies Code of 7 May 1999 (as amended or superseded), 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 publication of this authorization in the Annexes to the Belgian State Gazette.

Without prejudice to more restrictive rules set forth by law, but also without prejudice to the authorization for specific circumstances granted by the extraordinary shareholders' meeting of 25 April 2017 as included in the section "Use of authorized capital in specific circumstances" of the Company's articles of association, the board of directors can increase the share capital of the Company in one or several times with an amount of up to € 67,022,402.04, i.e. 20% of the share capital at the time of the convening of the shareholders' meeting granting this authorization. In accordance with article 607 of the Belgian Companies Code of 7 May 1999 (as amended or superseded), the board of directors cannot use the aforementioned authorization after the Financial Services and Markets Authority (FSMA) has notified the Company of a public takeover bid for the Company's shares.

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 consultants), 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 of 7 May 1999 (as amended or superseded).

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 an issuance premium when issuing new shares in the framework of the authorized capital. If the board of directors decides to do so, such issuance premium is to be booked on a non-

available reserve account that can only be reduced or transferred by a decision of the shareholders' meeting adopted in the manner required for amending the articles of association.

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."

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 42,165,680, representing 68.06% of the capital at the opening of the meeting.

This resolution was adopted by the meeting with 33,637,778 votes in favor, 8,525,873 votes against and 2,029 abstentions.

Subsequently, the general meeting is continued as a special general meeting.

Special general meeting

First resolution – Appointment of a Director

Upon the proposal of the board of directors of the Company and in accordance with the recommendation of the Company's nomination and remuneration committee, the shareholders' meeting of the Company resolves to appoint Mr. Daniel O'Day as a non-independent director of the Company for a period starting immediately and ending immediately after the annual shareholders' meeting of 2023. The shareholders' meeting of the Company resolves that the mandate of Mr. Daniel O'Day as a director of the Company will not be remunerated.

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 42,165,680, representing 68.06% of the capital at the opening of the meeting.

This resolution was adopted by the meeting with 40,953,840 votes in favor, 980,720 votes against and 231,120 abstentions.

Second resolution – Appointment of a Director

Upon the proposal of the board of directors of the Company and in accordance with the recommendation of the Company's nomination and remuneration committee, the shareholders' meeting of the Company resolves to appoint Dr. Linda Higgins as a non-independent director of the Company for a period starting immediately and ending immediately after the annual shareholders' meeting of 2023. The shareholders' meeting of the Company resolves that the mandate of Dr. Linda Higgins as a director of the Company will not be remunerated.

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 42,165,680, representing 68.06% of the capital at the opening of the meeting.

This resolution was adopted by the meeting with 41,160,935 votes in favor, 773,696 votes against and 231,049 abstentions.

Third resolution – Remuneration of statutory auditor for the financial year ended on 31 December 2017

The shareholders' meeting resolves to increase the annual remuneration of the statutory auditor from €350,000 to €430,000 for its activities relating to the statutory annual accounts, the consolidated annual accounts and the interim reporting of the Company and its subsidiaries for the financial year ended 31 December 2017. This represents an increase compared to the remuneration approved by the shareholders' meeting of 25 April 2017 resulting from the fact that the scope of the audit activities performed by the statutory auditor was broadened to include additional regulatory requirements.

*Free translation from Dutch
For information purposes only*

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 42,165,680, representing 68.06% of the capital at the opening of the meeting.

This resolution was adopted by the meeting with 41,848,244 votes in favor, 309,646 votes against and 7,790 abstentions.

-* Pro fisco *-

The writing duty (Code of various duties and taxes) amounts to €95 and shall be paid upon declaration by the undersigned notary public.

-* Closing *-

The meeting is closed at 3.30 p.m. CEST.

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.