GALAPAGOS

Limited Liability Company

With office at Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium

Judicial district of Mechelen (Belgium)

Registered with the Register of Legal Entities under number 0466.460.429

www.glpg.com

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Coordination of the Articles of Association
per 26 April 2022

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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.

[*This paragraph is an abbreviation from the Dutch version*] The articles of association were modified at several occasions, and most recently pursuant to a deed enacted by notary public Matthieu Derynck, in Brussels, on 18 March 2022, filed for publication in the annexes to the Belgian State Gazette.

This document is a free English translation of a document prepared in Dutch. It is only made for purposes of convenience. In case of any inconsistency between the Dutch and English version of the articles of association, the Dutch version of the articles of associations will at all times prevail. In preparing this translation, an attempt has been made to translate as literally as possible without jeopardizing the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law. In this translation, Belgian legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the terms as such terms may be understood under the laws of other jurisdictions. The history of modification of the articles of association, as set forth on this first page, is an abbreviation from the Dutch text and indicates only the latest modification.

Title I – Name –Office – Object – Duration

1 Form and Name

The company has the form of a limited liability company ("*naamloze vennootschap*"|"*société anonyme*") and has the capacity of a listed company within the meaning of the Code of Companies and Associations.

The company bears the name "GALAPAGOS". This name should always be preceded or followed by the words "naamloze vennootschap" or the abbreviation "NV", or in French "société anonyme" or the abbreviation "SA", in all deeds, invoices, announcements, publications, letters, orders and other documents issued by the company.

2 Office

The company's office shall be located in the Flemish Region. The board of directors can relocate the office to any other place in the Flemish Region and the Brussels Region without a modification of the articles of association or a decision of the shareholders' meeting of the company being required. It caters for the publication of each change of the office of the company in the Annexes to the Belgian State Gazette.

The board of directors is also empowered to incorporate branch offices, corporate seats and subsidiaries in Belgium and abroad.

3 Object

The company's object consists of:

(a) the research and development of health products for human beings and animals, pharmaceutical products and other products relating thereto;

(b) for its own account or for the account of third parties, the performance of research in the field of or in connection with pharmaceutical, medical, biological and industrial technology, genetics and human and animal life in general;

(c) the exploitation of biological, chemical or other products, processes and technologies in the life sciences sector in general, and more specifically in the pharmaceutical, medical, diagnostic, and chemical sector, including activities relating to the production, marketing and commercial exploitation of such products, processes and technologies;

(d) the acquisition, sale and licensing of patents, trademarks, industrial and intellectual property, whether or not secret, and licenses;

(e) holding direct or indirect shareholdings in other companies having an object directly or indirectly related to research, development, industrial or commercial activities, focused mainly but not necessarily exclusively on the pharmaceutical industry.

For such object the company may, in Belgium and abroad, acquire or lease any license, movable or immovable property necessary or useful for its commercial or industrial object, operate, sell or lease same, build factories, establish subsidiaries and branches, and establish premises. It may engage in all operations with banks, post cheque, invest capital, contract or grant loans and credit facilities, whether or not mortgaged. The company may, by means of contribution, participation, loans, credit facility, subscription of shares, acquisition of shares and other commitments, participate in other companies, associations or enterprises, both existing as to be incorporated, and whether or not having an object similar to the object of the company. The company may merge with other companies or associations.

The company may incorporate subsidiaries both under Belgian as under foreign law.

The company may acquire or establish any property that is necessary or useful for its operations or its corporate object.

4 Duration

The company is incorporated for an unlimited duration.

Except for dissolution by court, the company can only be dissolved by the extraordinary shareholders' meeting in accordance with the provisions of the Code of Companies and Associations concerning the winding-up of companies.

Title II – Capital

5 Subscribed Capital

The subscribed capital amounts to EUR 355,098,660.11. It is represented by 65,648,221 shares without nominal value.

Each share represents an equal part of the capital of the company.

6 Amendment of the Subscribed Capital

The shareholders' meeting, deliberating in accordance with the provisions applicable to a modification of the articles of association, may increase or reduce the capital. The issuance price and the conditions of the issue of new shares are determined by the shareholders' meeting upon a proposal by the board of directors.

The shares that are subscribed in cash, are to be offered first to the shareholders, in proportion to the part of the capital that is represented by their shares during a period of fifteen days as of the day the subscription is opened.

The shareholders' meeting determines the subscription price and the manner in which the preferential subscription right may be exercised.

The shareholders' meeting or, as the case may be, the board of directors in the framework of the authorized capital, may decide to increase the capital for the benefit of the employees, subject to the provisions of the Code of Companies and Associations.

Subject to the relevant provisions set forth by law, the preferential subscription right may, in the interest of the company, be restricted or cancelled by the shareholders' meeting in accordance with the provisions of the Code of Companies and Associations.

In the event of a reduction of the capital, the shareholders who find themselves in equal circumstances are to be treated equally, and the applicable provisions set forth by law are to be respected.

7 Call for Paying Up

The board of directors decides at its discretion on the calling for paying up on shares. The commitment to pay up on a share is unconditional and indivisible.

In the event that shares that are not fully paid up belong in joint ownership to several persons, each of them is liable for the paying up of the full amount of the payments that are due and called for.

In case a shareholder has not made the paying up on his shares that is called for within the period of time set by the board of directors, the exercise of the voting rights attached to such shares are suspended by operation of law as long as such paying up is not made. Furthermore, the shareholder shall, by operation of law, bear an interest equal to the legal interest increased by two percent as of the due date on the amount of funds called for and not paid up.

In the event the shareholder does not act upon a notice sent by the board of directors by registered letter upon expiry of the period of time set by the board of directors, the latter may have the relevant shares

sold in the most appropriate manner, without prejudice to the right of the company to claim from the shareholder the funds not paid up as well as compensation for damages.

The proceeds of such sale, up to an amount equal to the sum of the called up funds, the interests and the incurred costs, will belong to the company. The exceeding proceeds, if any, will be delivered to the defaulting shareholder, provided that he is not a debtor of the company for any other reason. If the proceeds of the sale are not sufficient to cover the obligations of the defaulting shareholder, the latter will owe the company for the difference.

The shareholder may not pay up his shares without the prior approval of the board of directors.

8 Notification of Important Interests

For the application of the articles 6 through 17 of the Law of 2 May 2007 relating to the disclosure of important interests, the applicable quota are established at five percent and multiples of five percent.

9 Nature of the Shares

The shares are registered shares until they are fully paid up. The fully paid up shares are registered shares or dematerialized shares, according to the preference of the shareholder. The company may issue dematerialized shares, either by a capital increase or by the conversion of existing registered shares into dematerialized shares. Each shareholder may at all times ask the conversion of his shares, by written request and at his own cost, into registered shares or into dematerialized shares.

10 Exercise of Rights Attached to the Shares

Vis-à-vis the company, the shares are indivisible. If a share belongs to different persons or if the rights attached to a share are divided over different persons, or if different persons hold the rights in rem to the shares, the board of directors may suspend the exercise of the rights attached thereto until one single person has been designated as shareholder vis-à-vis the company and notification thereof has been given to the company. All convocations, notifications and other announcements by the company to the different persons entitled to one share are made validly and exclusively to the designated common representative.

11 Acquisition and Disposal of Own Shares by the Company

The company may resolve to acquire the company's own shares or to dispose thereof in accordance with the provisions of the Code of Companies and Associations.

12 Bonds and Subscription Rights

The board of directors is entitled to issue bonds at the conditions it deems appropriate, whether or not such bonds are guaranteed by a mortgage or otherwise.

The shareholders' meeting or, as the case may be, the board of directors in the framework of the authorized capital, may resolve to issue convertible bonds or subscription rights in accordance with the provisions of the Code of Companies and Associations.

Title III – Administration and supervision

13 One-tier board structure

The company is managed by a board of directors of minimum five and maximum nine members, who need not be a shareholder. At least three of the appointed members of the board of directors shall meet the criteria stated in the applicable law with respect to independent directors. At least a majority of the members of the board of directors should be non-executive.

The board of directors forms a college in accordance with the applicable rules on deliberating meetings.

The members of the board of directors are appointed by the shareholders' meeting. The duration of their mandate may not exceed four years. Members of the board of directors whose mandate has come to an end may be reappointed.

If a membership of the board of directors is entrusted to a legal entity, such legal entity shall appoint a physical person as its permanent representative in accordance with the applicable legal provisions, subject to acceptance of this person by the other members of the board of directors.

14 Board of directors

14.1 Powers of the board of directors

The **board** of directors has the power to carry out all acts necessary or useful for the realisation of the company's object with the exception of those reserved to the shareholders' meeting by applicable law.

Within the limits of its authority, the board of directors may confer special powers on agents of its choice.

14.2 Casual Vacancy

In the event of a casual vacancy in the board of directors, the remaining members of the board of directors have the right to temporarily fill such vacancy until the shareholders' meeting appoints a new member of the board of directors. To this end, the appointment shall be put on the agenda of the first following shareholders' meeting. Each member of the board of directors appointed this way by the shareholders' meeting shall complete the mandate of the member of the board of directors he replaces, unless the shareholders' meeting decides otherwise.

14.3 Chair

The board of directors elects a chair from among its members and may also elect one or more vice-chair.

14.4 Meetings of the board of directors

The board of directors is convened by its chair, or, in case of impediment of the latter, by a vice-chair, or by two members of the board of directors, each time the interests of the company so require.

The notices of the meetings of the board of directors are, except in the event of emergency (which is to be motivated in the minutes), provided by telecopy, by electronic mail or by phone at least four calendar days prior to the meeting. The meeting is held at the place mentioned in the convening notice.

If the chair is unable to attend, the board of directors is chaired by the vice-chair, or, in the absence of the latter, by the oldest member present.

The validity of the convening notice cannot be challenged if all members of the board of directors are present or validly represented.

14.5 Deliberation

The board of directors may validly deliberate only if at least half of its members are present or represented. If this quorum is not satisfied, a new meeting may be convened with the same agenda, which will be able to validly deliberate and resolve provided that at least two members are present or represented. Members of the board of directors who, in accordance with applicable law, may not participate in the deliberation and the vote are not included to determine whether the quorum has been reached.

Board members can be present at the meeting of the board of directors by electronic communication means, such as, among others, phone- or videoconference, provided that all participants to the meeting can communicate directly with all other participants. In such case, the meeting is deemed to take place at the office of the company, unless agreed upon differently by the board of directors. The same applies to meetings of the board of directors to be held in the presence of a notary public, it being understood, however, that in such case at least one member of the board of directors or the meeting's secretary shall physically attend the meeting in the presence of the notary public and that the meeting is deemed to take

place at the notary public's office, unless agreed upon differently by the board of directors. The minutes of the meeting shall mention the manner in which the members of the board of directors were present.

With respect to items that were not mentioned in the agenda, the board of directors can deliberate validly only with the consent of the entire board of directors and insofar all members are present *in persona*. Such consent is deemed to be given if no objection is made according to the minutes.

Each member of the board of directors can give a power of attorney to another member to represent him at a meeting of the board of directors and to vote in his place, by normal letter, by e-mail or by any other means of communication replicating a printed document. Without prejudice to the rules of collegiality, a board member may represent more than one of his/her colleagues.

The resolutions of the board of directors are taken by simple majority of the votes cast. Blank and invalid votes are not included in the votes cast, neither in the numerator nor in the denominator. In case of a tie, the chair has the casting vote.

Board of directors' resolutions may be approved by unanimous written consent of all members, unless otherwise provided in these articles of association and save for decisions requiring a notarial deed.

The members of the board of directors need to respect the provisions and formalities on conflicts of interest as well as on related party transactions set forth in applicable law.

14.6 Minutes

The deliberations of the board of directors are enacted in minutes that are signed by the chair and by the members of the board of directors who wish to do so. The powers of attorney are attached to the minutes. If a member expressly refuses to sign the minutes, this shall be reflected in the minutes with the motivation of such refusal.

The copies or extracts, to be submitted in legal proceedings or otherwise, shall be signed by the chair of the board of directors or by two members of the board of directors.

14.7 Remuneration of the members of the board of directors

The shareholders' meeting may grant remuneration to the members of the board of directors. The board of directors is empowered to distribute amongst its members the global remuneration granted by the shareholders' meeting.

15 Delegation of day-to-day management

The board of directors is authorized to delegate the day-to-day management of the company as described in the Code of Companies and Associations and the representation powers pertaining to such management to one or more persons. The board of directors appoints and revokes the person(s) entrusted with such management and determines the remuneration linked to this mandate.

If several persons are appointed, they form a collegial body and the board of directors determines the operating procedures of the persons entrusted with the day-to-day management of the company.

Limitations of the representation powers of the persons entrusted with the day-to-day management, other than those relating to the joint signatory authority, are not enforceable vis-à-vis third parties, even if they are published.

Within the limits of the powers delegated to them, the persons entrusted with the day-to-day management may grant specific and determined powers to one or more persons of their choice.

If the powers of day-to-day management are entrusted to a legal entity, such legal entity shall appoint a physical person as its permanent representative in accordance with the applicable legal provisions, subject to acceptance of this person by the board of directors.

The board of directors may also set up an executive committee, of which it determines the composition, the mission and powers.

16 Representation

16.1 General authority

Without prejudice to the general representation authority of the board of directors acting as a collegial body, the company is validly represented in dealings with third parties and in legal proceedings by two directors acting jointly, provided that these directors cannot be directors who factually represent shareholders holding more than 20 percent of the company's capital.

16.2 Delegated authorities

Within the limits of the day-to-day management, the company is furthermore validly represented in dealings with third parties and in legal proceedings by the person(s) entrusted with the day-to-day management of the company acting jointly or individually in accordance with the delegation by the board of directors.

Moreover, the company is validly bound by special attorneys-in-fact within the limits of the powers granted to them.

17 Committees within the board of directors

The board of directors establishes an audit committee, a remuneration committee and a nomination committee, whereby the remuneration committee and the nomination committee may be combined.

The board of directors may create amongst its members, and under its responsibility, one or more other advisory committees, of which it determines the composition and the missions.

18 Control

To the extent required by law, the control of the financial situation, of the annual accounts and of the regularity from point of view of the Code of Companies and Associations and the articles of association of the activities to be reflected in the annual accounts, are assigned to one or more statutory auditors ("*commissarissen*") who are appointed by the shareholders' meeting amongst the Company Auditors entered in the public register of the statutory auditors or among the registered audit firms and who carry the title of statutory auditor ("*commissaris*").

The shareholders' meeting determines the number of statutory auditors and fixes their remuneration.

The statutory auditors are appointed by the shareholders' meeting, in accordance with the applicable legal provisions, for a renewable period of three years. On penalty of indemnity, they may be dismissed during their mandate by the shareholders' meeting for legal reasons only, subject to compliance with the procedure described in the Code of Companies and Associations.

The expiring mandate of a statutory auditor ceases immediately after the annual shareholders' meeting.

In the absence of a statutory auditor whilst such appointment is required by law or when all statutory auditors are in the impossibility to perform their mandates, the board of directors immediately convenes the shareholders' meeting to arrange for their appointment or replacement.

The statutory auditors are granted a fixed remuneration by the shareholders' meeting; this amount is established at the beginning of their mandate. This amount may be changed only by consent of the parties.

19 Task of the Statutory Auditor

The statutory auditors have, jointly or severally, an unlimited right of supervision over all activities of the company. They may review all books, correspondence, minutes and in general all documents of the company at the premises of the company.

Each semester, the board of directors provides them with a status report summarizing the assets and liabilities of the company.

The statutory auditors may arrange to be assisted in the performance of their task, at their costs, by employees or other persons for whom they are responsible.

Title IV – Shareholders' meetings

20 Composition and Authorities

The regularly composed shareholders' meeting represents the entirety of the shareholders. The resolutions of the shareholders' meeting are binding upon all shareholders, even those absent or those who voted against.

21 Meeting

The annual shareholders' meeting is held on the last Tuesday of the month of April at 2:00 p.m. (Belgium time). If such day is a public holiday in Belgium or in The Netherlands, the shareholders' meeting will be held on the following day that is a business day in both Belgium and The Netherlands, at 2:00 p.m. (Belgian time).

The annual shareholders' meeting deals with the annual accounts and, after approval thereof, resolves by separate votes on the release from liability of the members of the board of directors and the statutory auditor.

An extraordinary shareholders' meeting may be convened each time the interest of the company so requires and is to be convened each time shareholders representing together at least one tenth of the capital so request in accordance with the applicable law.

The shareholders' meetings take place at the office of the company or at any other place that is mentioned in the convening notice.

22 Notice

The shareholders' meeting assembles pursuant to a convening notice issued by the board of directors or by the statutory auditor(s).

The invitations to a shareholders' meeting are made in accordance with applicable law.

The convening notice for a shareholders' meeting contains at least the information as required by applicable law.

On the day of publication of the convening notice and uninterruptedly until the day of the shareholders' meeting, the company makes available to its shareholders the information as required by applicable law. This information remains accessible on the company's website for a period of five years as from the date of the shareholders' meeting to which it relates.

The foregoing does not prejudice the possibility of one or more shareholders possessing together at least three percent of the capital to have items to be dealt with put on the agenda of the shareholders' meeting and table proposals of resolutions with respect to items on the agenda or items to be put on the agenda, subject to compliance with applicable law. This does not apply in case a shareholders' meeting is called with a new notice because the quorum required for the first convening was not satisfied, and provided that the first notice complied with the provisions of the law, the date of the second meeting is mentioned in the first notice and no new item is put on the agenda. The company must receive such requests ultimately on the 22nd day before the date of the shareholders' meeting. The items to be dealt with and the proposed resolutions pertaining thereto to be added to the agenda, as the case may be, will be published in accordance with the provisions of the Code of Companies and Associations. If a proxy form has already been submitted to the company before the publication of the completed agenda, the proxy

holder will need to comply with the relevant provisions of the Code of Companies and Associations. The items to be dealt with and the proposed resolutions pertaining thereto that have been added to the agenda pursuant to the foregoing, shall only be discussed if all relevant provisions of the Code of Companies and Associations have been complied with.

23 Admission

The right to participate in a shareholders' meeting and to vote is only granted based on an accounting registration of the shares on the name of the shareholder, on the 14th day before the shareholders' meeting, at midnight (Belgian time), either by their registration in the register of registered shares of the company, or by their registration on the accounts of a recognized account holder or of a clearing institution, irrespective of the number of shares the shareholder possesses at the day of the shareholders' meeting.

The day and time referred to in the first paragraph form the record date.

The shareholder notifies the company, or the person appointed by the company for this purpose, ultimately on the sixth day before the date of the meeting, that he wants to participate in the shareholders' meeting.

The financial intermediary or the recognized account holder or the clearing institution provides the shareholder with a certificate evidencing the number of dematerialized shares registered in the shareholder's name on his accounts on the record date, for which the shareholder has indicated his desire to participate in the shareholders' meeting.

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

An attendance list, mentioning the names of the shareholders and the number of shares they represent, must be signed by each of them or by their proxy holders before entering the meeting.

The holders of profit sharing certificates ("*winstbewijzen/parts bénéficiaires*"), non-voting shares, convertible bonds, subscription rights or other securities issued by the company, as well as the holders of certificates issued with collaboration of the company and representing securities issued by the company (if any such exist), may attend the shareholders' meeting with advisory vote insofar permitted by law. They may only participate in the vote in the cases determined by law. They are in any event subject to the same formalities as those imposed on the shareholders, with respect to notice of attendance and admission, and the form and submission of proxies.

24 Representation – Remote Voting – Remote Attendance

Each shareholder with voting rights may participate in the meeting in person or may have himself represented by a proxy holder in accordance with the provisions of the Code of Companies and Associations.

A person acting as proxy holder may carry a proxy of more than one shareholder; in such case he may vote differently for one shareholder than for another shareholder.

The appointment of a proxy holder by a shareholder must be in writing or by means of an electronic form and must be signed by the shareholder, as the case may be with an electronic signature within the meaning of the applicable law provisions.

The notification of the proxy to the company must be in writing, as the case may be by electronic means, to the address mentioned in the convening notice. The company must receive the proxy ultimately on the sixth day before the date of the meeting.

The board of directors may determine the text of the proxies provided that the liberty of the shareholder to vote must be respected and that the modalities do not diminish the shareholder's rights.

The board of directors has the possibility to provide in the convening notice that the shareholders can vote remotely, prior to the shareholders' meeting, by letter or electronically, by means of a form made available by the company.

In case of remote voting by letter, any forms that have not been received by the company ultimately on the sixth day before the date of the meeting shall not be taken into account.

In case of remote voting by electronic means, assuming the convening notice allows this, the modalities permitting the shareholder to vote by such means will be established by the board of directors, who will ensure that the applied communication means are able to implement the mandatory legal statements, to supervise compliance with the required timing of receipt and to control the capacity and identity of the shareholder. Electronic voting is possible until the day prior to the shareholders' meeting.

The shareholder who uses distant voting, either by letter, or, as the case may be, by electronic way, must comply with the requirements for admission as set forth in article 23 of the articles of association.

The board of directors can offer the shareholders the possibility to participate in the shareholders' meeting remotely, by means of a communication mechanism made available by the company. With respect to the compliance with the conditions relating to attendance and majority, the shareholders who participate in the shareholders' meeting by such means, as the case may be, are deemed to be present at the location where the shareholders' meeting is held. If the board of directors offers the possibility to participate remotely in the shareholders' meeting by such means, the board determines the conditions applicable hereto in accordance with the relevant provisions of the Code of Companies and Associations. The board of directors may extend this possibility (if it is offered) to the holders of profit sharing certificates, non-voting rights, convertible bonds, subscription rights or certificates issued with collaboration of the company, taking into account the rights attached thereto and in accordance with the relevant provisions of the Code of Companies and Associations.

25 Bureau

Every shareholders' meeting is chaired by the chair of the board of directors or, absent any chair or if the chair cannot attend, by another member of the board of directors thereto appointed by his colleagues.

The chair of the meeting appoints the secretary, who does not necessarily need to be shareholder or member of the board of directors.

If the number of shareholders so allows the shareholders' meeting elects two vote counters. The other members of the board of directors who are present complete the bureau.

26 Adjournment

The board of directors has the right, prior to any ordinary, special or extraordinary shareholders' meeting, to postpone or cancel the meeting. This is in addition to the legal right of the board of directors to postpone any ordinary, special or extraordinary shareholders' meeting for up to five weeks due to an announcement regarding a significant participation, and during the ordinary shareholders' meeting to postpone for five weeks, the decision regarding the approval of the financial statements.

This adjournment of the decision regarding the approval of the financial statements puts an end to the deliberation and renders invalid the resolutions passed with regard to the financial statements, including the resolutions on the discharge of the members of the board of directors and the auditors. However, it does neither affect the deliberation nor the decisions in respect of resolutions having nothing to do with the financial statements.

All shareholders shall be called to attend the next meeting and admitted, provided that they have completed the formalities laid down in the articles of association, and this regardless of whether or not they attend the first meeting either in person or by proxy.

At the second meeting, the agenda of the initial meeting shall be dealt with in its entirety.

27 Number of Votes

Each share carries one vote.

28 Deliberation

The shareholders' meeting cannot deliberate on items that are not mentioned in the agenda, unless all shareholders are present or represented at the meeting and they unanimously decide to deliberate on these items.

The members of the board of directors answer the questions they are asked by the shareholders, during the meeting or in writing, relating to their report or to the agenda items, insofar the communication of information or facts is not of such nature that it would be detrimental to the business interests of the company or to the confidentiality to which the company or the members of the board of directors are bound. The statutory auditors answer the questions they are asked by the shareholders, during the meeting or in writing, relating to their report, insofar the communication of information or facts is not of such nature that it would be detrimental to the business interests of the company or to the confidentiality to which the company, the members of the board of directors or the statutory auditors are bound. In case several questions relate to the same subject matter, the members of the board of directors and the statutory auditors may respond in one answer. As soon as the convening notice is published, the shareholders may ask their questions in writing, which will be answered during the meeting by the members of the board of directors or the statutory auditors, as the case may be, insofar such shareholders have complied with the formalities to be admitted to the meeting. The questions may also be directed to the company by electronic way via the address that is mentioned in the convening notice for the shareholders' meeting. The company needs to receive these written questions ultimately on the sixth day before the meeting.

Except when otherwise provided for by legal provisions or by the articles of association, the resolutions are taken by simple majority of the votes cast, irrespective of the number of shares represented at the meeting.

If for a resolution pertaining to an appointment no candidate obtains the absolute majority of the votes cast, a new vote will be organized between the two candidates who obtained the most votes. If such new vote results in a tie, the elder candidate is elected.

The votes cast during the meeting are taken by raising hands or by calling off names, unless the shareholders' meeting decides otherwise by simple majority of the votes cast.

A change of the articles of association can only be validly deliberated and resolved by an extraordinary shareholders' meeting in the presence of a notary and in compliance with applicable law.

29 Minutes

The minutes of the shareholders' meeting are signed by the members of the bureau and by the shareholders who ask to do so. The attendance list, and as the case may be, reports, proxies and/or written votes shall remain attached to the minutes.

Except when otherwise provided for by law, extracts to be submitted in legal proceedings or otherwise, are to be signed by one or more members of the board of directors.

The minutes shall mention, for every resolution, the number of shares for which valid votes are cast, the percentage of the capital that these shares represent, the total number of votes validly cast, and the

number of votes cast in favor or against each resolution, as well as the number of abstentions, if any. In the minutes of the shareholders' meetings with possibility of remote attendance (if this possibility is offered) the technical problems and incidents (if any) that have hindered or disturbed the participation by electronic means, shall be mentioned. This information will be published by the company on its website, within 15 days as from the shareholders' meeting.

Title V – Annual Accounts – Distribution of Profits

30 Annual Accounts

The financial year commences on the first of January and ends on the thirty first of December of each calendar year.

At the end of each financial year the board of directors draws up an inventory as well as the annual accounts. To the extent required by law, the members of the board of directors also draw up a report in which they account for their management.

This report contains a comment on the annual accounts in which a true overview is given of the operations and of the position of the company, as well as other information required by applicable law.

31 Approval of the Annual Accounts

The annual shareholders' meeting takes note of, as the case may be, the annual report and the report of the statutory auditor(s) and resolves on the approval of the annual accounts.

After approval of the annual accounts, the shareholders' meeting resolves, by separate vote, on the release from liability of the members of the board of directors and, as the case may be, of the statutory auditor(s). This release from liability is only valid if the annual accounts do not contain omissions or false statements which cover up the true situation of the company, and, with respect to acts in violation of the articles of association, only if these acts are specifically pointed out in the convening notice.

The board of directors ensures that the annual accounts and, as the case may be, the annual report and other documents required by applicable law are filed with the National Bank of Belgium within 30 days after the approval of the annual accounts.

32 Distribution

Each year an amount of five percent of the net profits mentioned in the annual accounts is allocated to constitute a legal reserve; such allocation ceases to be mandatory once the legal reserve amounts to one tenth of the capital.

Upon a motion of the board of directors, the shareholders' meeting resolves with simple majority of the votes cast on the destination of the balance of the net profits, subject to the provisions of the Code of Companies and Associations.

33 Dividend Payments

The payment of dividends occurs at the date and place determined by the board of directors.

Subject to the provisions of the Code of Companies and Associations, the board of directors may distribute interim dividends out of the current financial year's results or out of the profit of the previous financial year as long as the financial statements of that financial year have not yet been approved.

Title VI – Dissolution – Winding-Up

34 Early Dissolution

When, as a result of losses incurred, the net assets have decreased to a level of less than half of the capital, the members of the board of directors must submit a motion on the dissolution of the company and, as the case may be, other measures to the shareholders' meeting, who will deliberate in accordance with applicable law.

When the net assets, as a result of losses incurred, have decreased to a level of less than one fourth of the capital, a resolution to dissolve the company can be taken by one fourth of the votes cast at the shareholders' meeting, whereby abstentions are not included in the numerator nor in the denominator.

When the net assets have decreased to a level of less than the legal minimum amount, every party having an interest or the public prosecutor may petition the court to dissolve the company in accordance with applicable law. As the case may be the court may allow the company a period to regularize its situation.

35 Dissolution

A motion to dissolve the company voluntarily can be resolved only by an extraordinary shareholders' meeting and is subject to the applicable legal provisions.

After its winding-up, and until the closing of its liquidation, the company continues to exist by operation of law as a legal entity for the purposes of its liquidation.

36 Winding-Up

In case of winding-up of the company, for any reason or at any time whatsoever, the winding-up is performed by liquidators appointed by the shareholders' meeting, and absent such appointment, the winding-up is performed by the board of directors acting in capacity of winding-up committee.

Except if otherwise resolved, the liquidators act jointly. To this effect, the liquidators have the most extensive powers in accordance with applicable law, subject to restrictions imposed by the shareholders' meeting.

The shareholders' meeting determines the compensation of the liquidators and their powers.

37 Apportionment

Following settlement of all debts, charges and costs of the liquidation, the net assets are first used to pay back, in cash or in kind, the fully paid-up and not yet paid back amount of the shares.

The balance, as the case may be, is divided in equal parts among all shares. The profit sharing certificates are not entitled to a part of the liquidation balance.

If the net proceeds are not sufficient to pay back all shares, the liquidators will first pay back these shares that are paid-up to a higher extent until they are at a level equal to the shares that are paid-up to a lesser extent, or they call for an additional paying-up of capital for the latter shares.

Title VII – General Provisions

38 Election of Domicile

Each member of the board of directors, each member of the executive committee, each person entrusted with the day-to-day management of the company and each liquidator having its official residence abroad or in Belgium, is deemed to have elected domicile for the duration of his mandate at the office of the company, where writs of summons and notifications concerning company matters and the responsibility

for its management can be validly made, with the exception of the notices to be made pursuant to these articles of association.

The holders of registered shares are obliged to notify the company of every change in domicile. Absent such notification, they are deemed to have elected domicile at their previous domicile.

39 Legal Provisions Incorporated in these Articles of Association

The provisions of these articles of association that literally set forth the contents of the provisions of the Code of Companies and Associations, are mentioned for information purposes only and do not acquire thereby the character of statutory provision ("*statutaire bepaling*").

40 Applicable Law

For all matters that are not expressly regulated in these articles of association, or for the legal provisions from which would not be validly deviated in these articles of association, the provisions of the Code of Companies and Associations and the other provisions of Belgian law apply.

41 Indemnification

To the extent permitted by law, the company will be permitted to indemnify the members of the board of directors, the members of the executive management, the members of the personnel and the representatives of the Company and its subsidiaries for all damages they may be due, as the case may be, to third parties as a result of breach of their obligations towards the company, managerial mistakes and violations of the Code of Companies and Associations, with the exclusion of damages that are due as a result of gross or intentional misconduct.

Temporary provisions of the articles of association

Authorized capital

The board of directors has been granted the authority to increase the subscribed capital of the company, in accordance with applicable law, 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 and without prejudice to the specific authorization for specific circumstances granted by the extraordinary shareholders' meeting of 25 April 2017 as mentioned in the section "Use of authorized capital in specific circumstances" of the articles of association of the company, the board of directors can increase the subscribed capital of the company in one or several times with an amount of up to EUR 67,022,402.04, i.e. 20 percent of the subscribed capital at the time of the convening of the shareholders' meeting granting this authorization. In accordance with applicable law, 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 subscription rights plan for the company's or its subsidiaries' personnel, members of the board of directors and/or independent consultants), convertible bonds and/or subscription rights exercisable by contributions in cash or in kind, with or without issuance premium, and also by the conversion of reserves, including issuance premiums. Aforementioned subscription rights plans can provide that, in exceptional circumstances (among others in the event of a change in control of the company or decease), subscription rights can be exercised before the third anniversary of their award, even if the beneficiary of such subscription right is a member of the board of directors or a person entrusted with the day-to-day management.

When increasing the subscribed 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.

Use of authorized capital in specific circumstances

The board of directors has been granted the authority to increase the subscribed capital of the company, in accordance with applicable law, 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 any other less restrictive authorizations granted by the extraordinary shareholders' meeting of 25 April 2017, the board of directors can increase the subscribed capital of the company in one or several times with an amount up to EUR 82,561,764.93, i.e. 33 percent of the subscribed capital at the time of the convening of the shareholders' meeting granting this authorization, upon a resolution of the board of directors that all independent members of the board of directors (within the meaning of the Code of Companies and Associations *juncto* the relevant principles of the Corporate Governance Code 2020) approved and relating to (i) the entire or partial financing of a transaction through the issue of new shares of the company, whereby "transaction" is defined as an acquisition (in shares and/or cash), a corporate partnership, or an in-licensing deal, (ii) the issue of subscription rights in connection with company's remuneration policy for its and its subsidiaries' employees, members of the board of directors and independent advisors, (iii) the financing of the company's research and development programs or (iv) the strengthening of the company's cash position. In accordance with applicable law, 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 maximum amount with which the subscribed capital can be increased in the framework of the authorized capital as mentioned in this temporary provision of the articles of association, is to be reduced by the amount of any capital increase realized in the framework of the authorized capital as mentioned in the preceding temporary provision of the articles of association (if any).

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 subscription rights plan for the company's or its subsidiaries' personnel, members of the board of directors and/or independent consultants), convertible bonds and/or subscription rights exercisable by contributions in cash or in kind, with or without issuance premium, and also by the conversion of reserves, including issuance premiums. Aforementioned subscription rights plans can provide that, in exceptional circumstances (among others in the event of a change in control of the company or decease), subscription rights can be exercised before the third anniversary of their award, even if the beneficiary of such subscription rights is a member of the board of directors or a person entrusted with the day-to-day management.

When increasing the subscribed 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.

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