GALAPAGOS

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

(the "**Company**")

Special report of the Board of Directors in accordance with articles 596 and 598 of the Belgian Companies Code

Cancellation of the preferential subscription rights of the existing shareholders in the framework of Warrant Plan 2017 and Warrant Plan 2017 RMV

1 Introduction: subject matter of this report

This report is established on 17 May 2017 by the Board of Directors of the Company in accordance with the provisions of articles 596 and 598 of the Belgian Companies Code.

In accordance with said articles, the subject matter of this report is to provide justification for the proposal to cancel the preferential subscription rights for the benefit of the individuals mentioned in this report. The preferential subscription rights will be cancelled in connection with the issuance of warrants relating to new shares that will in all aspects be identical to the existing shares of the Company. This issuance of warrants will be implemented by the Board of Directors within the framework of the authorized capital as renewed by the Extraordinary Shareholders' Meeting of the Company of 25 April 2017. In this context, the Board of Directors further refers to the report the Board has established on the date hereof in accordance with article 583 of the Belgian Companies Code.

The Board of Directors proposes to issue, within the framework of the authorized capital, a maximum of 1,074,500 naked warrants in the framework of (i) a warrant plan intended for certain employees of the Company's French subsidiary Galapagos SASU ("**Warrant Plan 2017 RMV**"), and (ii) a warrant plan intended for other employees, future employees, directors and an independent consultant of the Company and its subsidiaries ("**Warrant Plan 2017**", and together with Warrant Plan 2017 RMV, the "**Warrant Plans**").

This report elaborates on the proposed exercise price of the warrants and the financial consequences of the proposed transaction for the Company's shareholders. The Company will ask its Statutory Auditor to provide his report in accordance with articles 596 and 598 of the Belgian Companies Code, in connection with this matter.

2 Explanation in connection with the authorized capital

The Company's Extraordinary Shareholders' Meeting has resolved on 25 April 2017 to renew the authorization to the Board of Directors with respect to the use of the authorized capital. By this renewed authorization the Board was authorized to increase the share capital in one or more times with an amount of 82,561,764.93 Euro.

The renewed authorization to use the authorized capital is valid for a period of five years as from the date of publication of this authorization in the Annexes to the Belgian State Gazette. The Board of Directors may, in the context of the authorized capital, issue shares with or without voting rights. The Board may also issue convertible bonds or warrants. The Board may issue shares as consideration for contributions in cash or in kind, with or without a share issue premium. If the Board asks a share issue premium, such premium shall booked on a non-available reserve account. Such account can only be reduced or transferred after a decision of an Extraordinary Shareholders' Meeting of the Company adopted in the manner required for amending the articles of association.

The Board may, within the authorized capital, limit or cancel the preferential subscription rights of the existing shareholders but only in the interest of the Company. Furthermore, the Board has the authority to cancel the preferential subscription rights of the existing shareholders for the benefit of certain persons, other than employees of the Company or its subsidiaries.

On the date of this report, the authorized capital has not yet been used, as a result of which the entire amount of 82,561,764.93 Euro of the authorized capital is still available.

The currently proposed conditional capital increase, under the authorized capital and with cancellation of the preferential subscription rights, by the in principle decision of the Board to issue maximum 1,074,500 warrants in the framework of the Warrant Plans, is therefore still within the limits of the total authorization of the authorized capital, taking into account the current accounting par value of 5.41 Euro per share.

3 Issuance price and exercise price of the warrants

In connection with the proposed issuance of the warrants no issuance price will be paid. The warrants will be granted for free to the beneficiaries of the plan.

As the shares of the Company are listed or traded on a regulated market at the date of the offer and the beneficiaries not only consist of employees but also include (as a minority) a consultant and Directors, the exercise price will at least be equal to the average of the closing price of the share of the Company on Euronext Amsterdam and Brussels during the last thirty (30) days preceding the date of the Offer, in accordance with article 598 of the Belgian Companies Code. In no event will the exercise price be lower than the accounting par value (rounded up to the higher eurocent) of the shares at the date of the issuance of the warrants.

4 Financial consequences of the transaction for the shareholders

4.1 Concerning the evolution of the share capital and the profit sharing

The share capital of the Company, at the date of this report, amounts to 274,854,440.18 Euro and it is represented by 50,815,648 shares, each share representing an equal part of the share capital.

In the event that warrants of the Warrant Plans would be exercised during their exercise term, the share capital of the Company will be increased by 5.41 Euro per exercised warrant.

In the event all 1,074,500 warrants to be issued under the Warrant Plans would be exercised and, consequently, 1,074,500 new shares would be issued, a dilution will occur (taking into account the number of shares at the date of this report) for the existing shares in the profit of the Company of (rounded) 2.07%.

In 2002, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015 and 2016 the Company already approved several warrant plans under which warrants are still outstanding. The exercise of all warrants still outstanding under these plans can possibly lead to the creation of up to 3,369,337 additional shares. In the event all these warrants, granted and still capable of exercise, would be exercised, the dilution resulting from the present issuance of warrants will be of maximum (rounded) 1.94%.

At the date of this report no warrants are available for offering under the already existing warrant plans of the Company.

As the exercise price of the warrants under the Warrant Plans cannot be lower than the accounting par value of the share of the Company, the exercise of these (maximum) 1,074,500 warrants will have no effect on the accounting par value of the share.

4.2 Effect on the equity of the Company

In the event all 1,074,500 warrants would be exercised, there would be an increase of the equity of the Company for an amount equal to the product of 1,074,500 and the exercise price per warrant, provided, however, that this increase cannot be lower than 5,813,045 Euro (being the number of warrants multiplied by (rounded up) 5.41 Euro, i.e. the accounting par value of the share of the Company at the date of this report). If the exercise price of a warrant is higher than the equity value per share and the warrant is *de facto* exercised, there would be a positive effect on the equity value per share for the existing shareholders.

The amount of the increase of the equity will depend on the applicable exercise price and the number of exercised warrants, which makes it impossible at this time to make an accurate assessment of the possible financial consequences of the issuance and the potential exercise of these warrants for the existing shareholders. Consequently, a number of simulations have been prepared on the basis of hypothetical exercise prices. These simulations are attached to this report as Annex 1 and reflect the impact of the exercise of these warrants of the Company's equity based on hypothetical exercise prices.

4.3 Potential financial dilution resulting from the possible future issuance of shares emanating from the exercise of warrants under the Warrant Plans

To the extent that the issuance price of the new shares that will possibly be issued as a result of the exercise of warrants under the Warrant Plans is lower than the market price of the shares at the moment of the issuance, the existing shareholders will be confronted with a financial dilution as in such case the warrant holders subscribe to new shares at a lower price than the existing shares. This dilution is calculated by subtracting the value per share after the issuance of the new shares from the market price of the share at the moment of the issuance of the new shares. The result is then brought in relation to the original market price.

For simulation purposes, the market capitalization of the Company was calculated on the basis of the number of shares outstanding as per 21 April 2017 (being the date of the most recent issuance of new shares by the Company) and the average of the closing price of the share of the Company during 30-day period preceding 10 May 2017 (being the date of the preparation of the simulation), being 81.56 Euro (rounded). On this basis, the market capitalization of the Company amounts to 4,144,604,486 Euro[1]. If the warrants to be issued under the Warrant Plans have an exercise price of 81.56 Euro minus 10%, these 1,074,500 warrants could be exercised at 73.41 Euro, for an aggregate exercise price of 78,874,125 Euro. The market capitalization after the aggregate capital increase (including issuance premium) resulting from the exercise of all 1,074,500 warrants to be issued under the Warrant Plans would thus amount to 4,223,478,611 Euro and the total number of outstanding shares would amount to 51,890,148. Hence, the price per share would then amount to 81.39 Euro, which is lower than the average closing price of the share of the Company during the 30-day period preceding 10 May 2017, i.e. 81.56 Euro, resulting in a potential financial dilution of 0.2%.

4.4 Other accounting (IFRS) and financial consequences of the offering of warrants

At the occasion of the acceptance of the offered warrants the Company will determine a fair value for the warrants based on actuarial methods that are commonly used for this purpose and this fair value will be accounted for over the vesting period of the warrants in accordance with the relevant warrant plan. This fair value can only be determined at the date of acceptance of the warrants. It will be determined taking into account the following parameters: (i) the market price of the share of the Company at the date of acceptance of the warrants by the beneficiaries; (ii) the exercise price of the warrants; (iii) the expected volatility of the share of the Company; and (iv) the exercise term of the warrants (i.e. 8 years).[2]

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[1] Being 50,815,648 shares times the 30-day average closing price per share on Euronext Amsterdam and Brussels.

[2] Assuming that all 1,074,500 warrants to be offered under the Warrant Plans are accepted by their beneficiaries and considering an exercise price of 81.56 Euro (the average of the closing price of the share of the Company during 30-day period preceding 10 May 2017, being the date of the preparation of the simulation), and a share price at acceptance date by the beneficiaries assumed to be equal to the last closing price of the share on 9 May 2017, or 80.27 Euro, and taking

5 Motivation for the cancellation of the preferential subscription rights

The Board of Directors of the Company anticipates that the granting of warrants to employees, directors and an independent consultant active within the Company or its subsidiaries will result in an enhanced motivation of the beneficiaries of these warrants and that it will stimulate a sharpened attention for the interests of the Company and its shareholders.

6 Individuals, other than employees, for whose benefit the preferential subscription rights are cancelled

Under the Warrant Plans, the following number of warrants will be offered to Directors and other persons who are not employees of the Company and/or of its subsidiaries:

- Mr Onno van de Stolpe (executive director and CEO): 100,000 warrants;
- Dr Raj Parekh (non-executive director): 15,000 warrants;
- Dr Werner Cautreels (independent non-executive director): 7,500 warrants;
- Dr Harrold van Barlingen (non-executive director): 7,500 warrants;
- Mr Howard Rowe (independent non-executive director): 7,500 warrants;
- Ms Katrine Bosley(independent non-executive director): 7,500 warrants;
- Dr Christine Mummery (independent non-executive director): 7,500 warrants;
- Dr Mary Kerr (independent non-executive director): 7,500 warrants; and
- Dr Piet Wigerinck (independent consultant / CSO): 60,000 warrants.

The offer of warrants to directors has been approved by the Annual Shareholders' Meeting held on 25 April 2017.

Made and approved on 17 May 2017.

[Signature page follows]

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into consideration the volatility of the share, an exercise term of eight years and actuarial methods commonly used for this purpose, the Board estimates that the total warrant cost for these Warrant Plants would amount to approximately 33,741,560 Euro under IFRS 2. For reference purposes: under Warrant Plans 2016 and 2016 RMV, after acceptance by the beneficiaries, a total of 634,250 warrants were issued, representing a total warrant cost of 12,531,846 Euro under IFRS 2.

For the Board of Directors of the Company,

[signed]	*[signed]*
Onno van de Stolpe Director	Harrold van Barlingen Director

Annex 1
Simulations

A	**Current situation, before issuance of the new warrants - *Basic***
	Equity (3) in Euro
Amount represented by 1 share	21.65
Total	1,100,165,846
B	**Situation before issuance of the new warrants - *Fully diluted (4)***
	Equity (3) in Euro
Amount represented by 1 share	22.13
Total	1,199,291,733
C	**Situation after issuance of the new warrants with an exercise price of 75.00 Euro - *Fully diluted (5)***
	Equity (3) in Euro
Amount represented by 1 share	23.16
Total	1,279,879,233
D	**Situation after issuance of the new warrants with an exercise price of 80.00 Euro - *Fully diluted (5)***
	Equity (3) in Euro
Amount represented by 1 share	23.26
Total	1,285,251,733
E	**Situation after issuance of the new warrants with an exercise price of 85.00 Euro - Fully *diluted (5)***
	Equity (3) in Euro
Amount represented by 1 share	23.36
Total	1,290,624,233

3 As starting point for the calculation of the net assets on a fully diluted basis, the net assets of Galapagos NV on a consolidated basis under IFRS per 31 March 2017 was taken, as adjusted for the capital increases of 6 April 2017 and 21 April 2017.

4 Assuming that all 3,369,337 outstanding granted warrants are exercised, resulting in the issuance of 3,369,337 new shares, as a result of which the share capital of Galapagos NV would be represented by 54,184,985 shares (being the sum of (i) the 50,815,648 shares outstanding as at the date of the report to which this annex is attached and (ii) the relevant 3,369,337 new shares).

5 Assuming that (i) all 3,369,337 outstanding granted warrants are exercised (see remark (4)) and (ii) all new warrants are granted and exercised.