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 2019 and Warrant Plan 2019 RMV

1 Introduction: subject matter of this report

This report is established on 10 April 2019 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 its report 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 2,070,000 naked warrants in the framework of (i) a warrant plan intended for certain employees of the Company's French subsidiary Galapagos SASU ("**Warrant Plan 2019 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 2019**", and together with Warrant Plan 2019 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.

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 renewed authorization for the use of the authorized capital has partially been used twice:

(a) on 19 April 2018, the board of directors partially used its renewed authorization for the use of the authorized capital, with cancellation of the preferential subscription rights, for the issuance of Warrant Plan 2018 and Warrant Plan 2018 RMV, which (after acceptance by the beneficiaries) relate to an aggregate maximum of 1,235,245 new shares to be issued. The new shares to be issued under Warrant Plan 2018 and Warrant Plan 2018 RMV will only be booked as capital to the amount of the fractional value, whereby fractional value means the fractional value of the existing shares on the date of the issuance of the warrants. The difference between the fractional value and the issuance price will be booked as issuance premium. By the issuance of Warrant Plan 2018 and Warrant Plan 2018 RMV the board used up to €6,682,675.45 of the authorized capital, as indeed said warrants can result in the issuance of a maximum of 1,235,245 new shares, to be multiplied with the then current fractional value of (rounded up) €5.41 per share; and

(b) on 17 September 2018, the board of directors partially used its renewed authorization for the use of the authorized capital, with cancellation of the preferential subscription rights, in connection with the public offering in the U.S. of 2,961,373 new shares in the form of American Depositary Shares, resulting in an increase of the share capital by €16,021,027.93 (plus an aggregate issuance premium of €280,167,119.83).

As a result, €59,858,061.55 of the authorized capital is still available on the date of this report.

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 2,070,000 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 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 Warrant Plans.

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 €295,407,803.81 and it is represented by 54,614,791 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 per exercised warrant.

In the event all 2,070,000 warrants to be issued under the Warrant Plans would be exercised and, consequently, 2,070,000 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) 3.65%.

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 4,467,412 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) 3.38%.

At the date of this report, no warrants are available for offering under the currently 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) 2,070,000 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 2,070,000 warrants would be exercised, there would be an increase of the equity of the Company for an amount equal to the product of 2,070,000 and the exercise price per warrant, provided, however, that this increase cannot be lower than €11,198,700.00 (being the number of warrants multiplied by (rounded up) €5.41, 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 20 March 2019 (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 27 March 2019 (being the date of the preparation of the simulation), being €87.90 (rounded). On this basis, the market capitalization of the Company amounts to €4,800,640,128.90[1]. If the warrants to be issued under the Warrant Plans have an exercise price of €87.90 minus 10%, these 2,070,000 warrants could be exercised at €79.11, for an aggregate exercise price of €163,757,700.00. The market capitalization after the aggregate capital increase (including issuance premium) resulting from

[1] Being 54,614,791 shares times the 30-day average closing price per share on Euronext Amsterdam and Brussels.

the exercise of all 2,070,000 warrants to be issued under the Warrant Plans would thus amount to €4,964,397,828.90 and the total number of outstanding shares would amount to 56,684,791. Hence, the price per share would then amount to €87.58 (rounded), which is lower than the average closing price of the share of the Company during the 30-day period preceding 27 March 2019, i.e. €87.90, resulting in a potential financial dilution of 0.37%.

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]

We are considering setting up a tax recuperation mechanism pursuant to which the upfront taxes paid by warrant holders upon grant of the warrants are reimbursed by the Company if the warrants are not exercised upon their expiry and the price of the share of the Company on Euronext Amsterdam and Euronext Brussels is below the exercise price of the warrants. In the simulation mentioned in paragraph 4.3, where the warrants have an exercise price of €87.90, this mechanism would represent a maximal cost of €4.94 (rounded) per warrant. Up to 844,500 warrants would be granted to warrant holders that are subject to an upfront taxation. As a result, the maximal cost to the Company of this tax recuperation mechanism would amount to €4,169,957.32 (assuming an exercise price of €87.90).

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;
- Mr. Howard Rowe (independent non-executive director): 7,500 warrants;
- Ms. Katrine Bosley (independent non-executive director): 7,500 warrants;
- Dr. Mary Kerr (independent non-executive director): 7,500 warrants;
- Mr. Peter Guenter (independent non-executive director): 7,500 warrants; and
- Dr. Piet Wigerinck (independent consultant / CSO): 50,000 warrants.

[2] Assuming that all 2,070,000 warrants to be offered under the Warrant Plans are accepted by their beneficiaries and considering an exercise price of €87.90 (the average of the closing price of the share of the Company during 30-day period preceding 27 March 2019, 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 26 March 2019, or €87.12, and taking into consideration the volatility of the share, an exercise term of eight years and actuarial methods commonly used for this purpose, the board of directors estimates that the total warrant cost for these Warrant Plants would amount to approximately €73,429,168 under IFRS 2. For reference purposes: under Warrant Plans 2018 and 2018 RMV, after acceptance by the beneficiaries, a total of 1,235,245 warrants were issued, representing a total warrant cost of €46,200,003 under IFRS 2.

The offer of warrants to directors is subject to approval by the annual shareholders' meeting to be held on 30 April 2019. As regards Mr. Peter Guenter, the offer is also subject to Mr. Peter Guenter's appointment as director by the shareholders' meeting.

Made and approved on 10 April 2019.

[Signature page follows]

For the board of directors of the Company,

[signed]	*[signed]*
Onno van de Stolpe Director	Howard Rowe Director

Annex 1
Simulations

A	Current situation, before issuance of the new warrants - *Basic*
	Equity (3) in €
Amount represented by 1 share	22.30
Total	1,217,729,918

B	Situation before issuance of the new warrants - *Fully diluted (4)*
	Equity (3) in €
Amount represented by 1 share	24.71
Total	1,460,062,596

C	Situation after issuance of the new warrants with an exercise price of €80- *Fully diluted (5)*
	Equity (3) in €
Amount represented by 1 share	26.58
Total	1,625,662,596

D	Situation after issuance of the new warrants with an exercise price of €90 - *Fully diluted (5)*
	Equity (3) in €
Amount represented by 1 share	26.92
Total	1,646,362,596

E	Situation after issuance of the new warrants with an exercise price of €100 - Fully *diluted (5)*
	Equity (3) in €
Amount represented by 1 share	27.26
Total	1,667,062,596

[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 December 2018, adjusted for the capital increase of 20 March 2019 was taken.

[4] Assuming that all 4,467,412 outstanding granted warrants are exercised, resulting in the issuance of 4,467,412 new shares, as a result of which the share capital of Galapagos NV would be represented by 59,082,203 shares (being the sum of (i) the 54,614,791 shares outstanding as at the date of the report to which this annex is attached and (ii) the relevant 4,467,412 new shares).

[5] Assuming that (i) all 4,467,412 outstanding granted warrants are exercised (see remark (4)) and (ii) all new warrants are granted and exercised.