

GALAPAGOS

Limited liability company
Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium
Company number: 0466.460.429
RLE Antwerp, division Mechelen
(the "**Company**")

**Minutes of the Annual Shareholders' Meeting
held in Mechelen on 30 April 2024**

Bureau

The present meeting which was held at the registered office of the Company, was opened at 2:00 p.m. CEST under the chairmanship of Dr. Paul Stoffels¹, Chief Executive Officer and Chairman of the Board of Directors of the Company.

Mrs. Valeria Cnossen, General Counsel of the Company, is designated as Secretary.

Mrs. Annelies Denecker, Mrs. Elien Van Mol and Mr. Herman Sluijs are designated as Tellers.

The bureau consists of the Chairman, the Secretary and the Tellers.

The Chairman gives the floor to the Secretary.

Secretary's statements

The Secretary states the following:

1. Composition of the meeting

- (a) **Shareholders** – The shareholders, whose identity and the number of shares they owned as per the record date (within the meaning of article 7:134, §2 of the Belgian Companies and Associations Code) are mentioned in the attendance list, are present, are represented or have cast their vote by letter. The attendance list was signed by the relevant shareholders or their proxy holder and by the members of the bureau. This attendance list, as well the proxies and voting forms mentioned therein shall remain attached to these minutes.

In a register designated by the Board of Directors, the name of each shareholder who has notified the Company of his / her intention to participate in the shareholders'

¹ Throughout these minutes, "Dr. Paul Stoffels" should be read as "Stoffels IMC BV, permanently represented by Dr. Paul Stoffels".

meeting was noted, as well as the number of shares he / she possessed on the record date and for which he / she indicated to be participating in the shareholders' meeting, and the description of the relevant documents demonstrating that he / she was in possession of the shares on said record date.

A number of proxies was given by the relevant shareholders to the Company's General Counsel who is a member of the Company's staff and a member of the Company's Executive Committee; in each of these cases, specific voting instructions for each agenda item were given by the shareholders, as a result of which no problems relating to potential conflicts of interests between the relevant shareholders and the relevant proxy holder can arise. Certain shareholders have designated another proxy holder, including the Chairman of the meeting.

The bureau acknowledges the validity of all proxies and voting forms, including those given by telecopy or e-mail (pdf).

The bureau acknowledges that the delivery by or on behalf of shareholders of any proxies, voting forms or certificates evidencing the ownership of shares as per the record date, is to be considered as a notification by the relevant shareholders of their intention to attend the shareholders' meeting, within the meaning of article 7:134, §2 of the Belgian Companies and Associations Code.

The Secretary states that the Company did not receive written questions from a shareholder.

- (b) **Holders of subscription rights** – No holders of subscription rights issued by the Company (in that capacity) signed up for this meeting.

- (c) **Board members and statutory auditor** – The following Board members are present: Dr. Paul Stoffels, executive director and Chairman of the Board of Directors, and Dr. Elisabeth Svanberg, non-executive independent director, Chairman of the Remuneration Committee, Chairman of the Nomination Committee and member of the Science and Development Committee. The remaining members of the Board of Directors are excused. All members of the Executive Committee are present: Dr. Paul Stoffels, Chief Executive Officer, Thad Huston, Chief Financial Officer and Chief Operating Officer, Valeria Cnossen, General Counsel and Annelies Missotten, Chief Human Resources Officer. The statutory auditor of the Company, BDO Bedrijfsrevisoren BV, represented by Mrs. Ellen Lombaerts, is present.

2. Agenda of the meeting

The agenda and proposed resolutions of the Annual Shareholders' Meeting are as follows:

1. Acknowledgement and discussion of (a) the annual report of the Board of Directors in relation to the non-consolidated and consolidated annual accounts of the Company for the

financial year ended on 31 December 2023, and (b) the report of the statutory auditor in relation to the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2023.

2. Acknowledgement and approval of the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2023, and approval of the allocation of the annual result as proposed by the Board of Directors.

Proposed resolution: The shareholders' meeting resolves to approve the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2023, and the allocation of the annual result as proposed by the Board of Directors.

3. Acknowledgement and discussion of the report of the statutory auditor relating to the consolidated annual accounts of the Company for the financial year ended on 31 December 2023.

4. Acknowledgement and discussion of the consolidated annual accounts of the Company for the financial year ended on 31 December 2023.

5. Acknowledgement and approval of the remuneration report.

Proposed resolution: The shareholders' meeting resolves to approve the remuneration report included in the annual report of the Board of Directors for the financial year ended on 31 December 2023.

6. Acknowledgement and approval of the amended remuneration policy.

Proposed resolution: The shareholders' meeting resolves to approve the amended remuneration policy.

7. Release from liability to be granted to the (current and former) members of the Board of Directors, and the (current and former) statutory auditor for the performance of their respective mandates during the financial year ended on 31 December 2023.

Proposed resolution: The shareholders' meeting resolves, by a separate vote, to release each (current and former) member of the Board of Directors and the (current and former) statutory auditor from any liability arising from the performance of their respective mandates during the financial year ended on 31 December 2023.

8. Remuneration of directors.

Proposed resolution: Upon recommendation and advice of the Remuneration Committee of the Company, the shareholders' meeting resolves that the annual compensation (excluding expenses) of the non-executive directors, other than the non-executive directors representing a shareholder, for the exercise of their mandate shall consist of a cash remuneration and an equity-based remuneration as follows:

(a) cash remuneration: (i) Chairperson of the Board of Directors: EUR 110,000; (ii) Lead Non-Executive Director: EUR 75,000, (iii) other non-executive directors: EUR 55,000 each; (iv) additional annual compensation for the chairpersonship of a committee within the Board of Directors: EUR 20,000; and (v) additional annual compensation for the membership of a

committee within the Board of Directors: EUR 15,000;

(b) equity-based remuneration: (i) Chairperson of the Board of Directors: EUR 110,000; (ii) Lead Non-Executive Director: EUR 75,000; (iii) other non-executive directors: EUR 55,000 each; in each case (i), (ii) and (iii) subject to the requirement to use the net amount (after taxes) to acquire Galapagos shares. These latter payments make up the equivalent of an equity component of the directors' remuneration and the resulting shares are to be held until at least one year after the non-executive director leaves the Board of Directors and at least three years after the time of acquisition.

The abovementioned remuneration for the Chairperson of the Board of Directors will only be payable if such Chairperson is not simultaneously Chief Executive Officer (CEO) of the Company. The abovementioned remuneration for the Lead Non-Executive Director will only be payable to the extent appointed in accordance with Galapagos' Corporate Governance Charter.

The shareholders' meeting resolves that the mandate of a non-executive director representing a shareholder will not be remunerated.

The rules set out above shall apply as per 1 May 2024.

9. Re-appointment of Dr. Elisabeth Svanberg as independent non-executive director.

Proposed resolution: Upon proposal of the Board of Directors, and in accordance with the recommendation and advice of the Nomination Committee, the shareholders' meeting resolves (a) to re-appoint Dr. Elisabeth Svanberg as an independent non-executive member of the Board of Directors of the Company, for a period of four years, effective as of today, ending immediately after the annual shareholders' meeting to be held in 2028, and (b) to confirm her mandate as an independent member of the Board of Directors since (i) Dr. Elisabeth Svanberg meets the independence criteria set forth in article 7:87 of the Belgian Companies and Associations Code, and article 3.5 of the Belgian Corporate Governance Code 2020, and (ii) Dr. Elisabeth Svanberg has explicitly declared not to have (and the Board of Directors is not aware of) any connections with the Company or a major shareholder, which would interfere with her independence and (iii) the Board of Directors has no indication of any element that might call Dr. Elisabeth Svanberg's independence into question. The shareholders' meeting also resolves that the mandate of Dr. Elisabeth Svanberg is remunerated as provided for non-executive members of the Board of Directors in the Company's remuneration policy and as approved by the shareholders' meeting from time to time.

10. Appointment of Dr. Susanne Schaffert as independent non-executive director

Taking into account the recommendation and advice of the Nomination Committee, the Board of Directors recommends that the appointment of Dr. Susanne Schaffert as independent non-executive director of the Company be confirmed and continued for an additional term of four years. For further information regarding Dr. Susanne Schaffert, reference is made to the corporate governance statement included in the the annual report of the Board of Directors on the (non-consolidated) statutory financial statements of the Company for the financial year ended on 31 December 2023. Notably, on 12 June 2023, the Board of Directors appointed Dr. Susanne Schaffert as independent non-executive director of the Company by co-optation following the resignation on 10 June 2023 of Dr. Rajesh Parekh as non-executive director, who was appointed for a term up to and including the closing of the annual shareholders' meeting to be held in 2025 which will have decided upon the financial statements for the financial year ended on 31 December 2024.

Proposed resolution: Upon proposal of the Board of Directors, and in accordance with the recommendation and advice of the Nomination Committee of the Company, the shareholders' meeting resolves (a) to confirm the appointment by co-optation on 12 June 2023, following the resignation of Dr. Rajesh Parekh on 10 June 2023, and to appoint Dr. Susanne Schaffert as an independent non-executive member of the Board of Directors of the Company, for an additional period of four years effective as of today, ending immediately after the annual shareholders' meeting to be held in 2028, which will have decided upon the financial statements for the financial year ended on 31 December 2027, and (b) to confirm her mandate as an independent member of the Board of Directors since (i) Dr. Susanne Schaffert meets the independence criteria set forth in article 7:87 of the Belgian Companies and Associations Code, and article 3.5 of the Belgian Corporate Governance Code 2020, and (ii) Dr. Susanne Schaffert has explicitly declared not to have (and the Board of Directors is not aware of) any connections with the Company or a major shareholder, which would interfere with her independence, and (iii) the Board of Directors has no indication of any element that might call Dr. Susanne Schaffert's independence into question. The shareholders' meeting also resolves that the mandate of Dr. Susanne Schaffert is remunerated as provided for non-executive members of the Board of Directors in the Company's remuneration policy and as approved by the shareholders' meeting from time to time.

11. Appointment of Mr. Simon Sturge as independent non-executive director.

Taking into account the recommendation and advice of the Nomination Committee, the Board of Directors recommends that the appointment of Mr. Simon Sturge as independent non-executive director of the Company be confirmed and continued for an additional term of four years. For further information regarding Mr. Simon Sturge, reference is made to the corporate governance statement included in the the annual report of the Board of Directors on the (non-consolidated) statutory financial statements of the Company for the financial year ended on 31 December 2023. Notably, on 19 September 2023, the Board of Directors appointed Mr. Simon Sturge as independent non-executive director of the Company by co-optation following the resignation on 18 September 2023 of Dr. Mary Kerr as non-executive

director, who was appointed for a term up to and including the closing of this annual shareholders' meeting.

Proposed resolution: Upon proposal of the Board of Directors, and in accordance with the recommendation and advice of the Nomination Committee of the Company, the shareholders' meeting resolves (a) to confirm the appointment by co-optation on 19 September 2023, following the resignation of Dr. Mary Kerr on 18 September 2023, and to appoint Mr. Simon Sturge as an independent non-executive member of the Board of Directors of the Company, for an additional period of four years effective as of today, ending immediately after the annual shareholders' meeting to be held in 2028 which will have decided upon the financial statements for the financial year ended on 31 December 2027, and (b) to confirm his mandate as an independent member of the Board of Directors since (i) Mr. Simon Sturge meets the independence criteria set forth in article 7:87 of the Belgian Companies and Associations Code, and article 3.5 of the Belgian Corporate Governance Code 2020, and (ii) Mr. Simon Sturge has explicitly declared not to have (and the Board of Directors is not aware of) any connections with the Company or a major shareholder, which would interfere with his independence, and (iii) the Board of Directors has no indication of any element that might call Mr. Simon Sturge's independence into question. The shareholders' meeting also resolves that the mandate of Mr. Simon Sturge is remunerated as provided for non-executive members of the Board of Directors in the Company's remuneration policy and as approved by the shareholders' meeting from time to time.

12. Appointment of Mr. Andrew Dickinson as non-executive director.

Taking into account the recommendation and advice of the Nomination Committee, the Board of Directors recommends that the appointment of Mr. Andrew Dickinson as non-executive director of the Company be confirmed and continued for an additional term of four years. Notably, on 26 March 2024, and with effect as per 27 March 2024, the Board of Directors appointed Mr. Andrew Dickinson as non-executive director of the Company by co-optation following the resignation on 26 March 2024 of Mr. Daniel O'Day, as non-executive director, who was appointed for a term up to and including the closing of the annual shareholders' meeting to be held in 2027 which will have decided upon the financial statements for the financial year ended on 31 December 2026.

Proposed resolution: Upon proposal of the Board of Directors, and in accordance with the recommendation and advice of the Nomination Committee, the shareholders' meeting resolves (a) to confirm the appointment by co-optation on 26 March 2024, and with effect as per 27 March 2024, following the resignation of Mr. Daniel O'Day on 26 March 2024, and to appoint Mr. Andrew Dickinson as a non-executive member of the Board of Directors of the Company, for an additional period of four years, up to and including the closing of the annual shareholders' meeting to be held in 2028 which will have decided upon the financial statements for the financial year ended on 31 December 2027. The shareholders' meeting also resolves that the mandate of Andrew Dickinson will not be remunerated.

13. Charging of the statutory auditor with respect to the "assurance" of the CSRD sustainability reporting.

Proposed resolution: In accordance with the recommendation of the Audit Committee and upon proposal of the Board of Directors, and taking into account the pending transposition of the Corporate Sustainability Reporting Directive 2022/2464/EU ("**CSRD**") into Belgian law, the shareholders' meeting resolves (a) to charge the Company's statutory auditor, being BDO Bedrijfsrevisoren BV, with its registered office at Da Vincilaan 9/E.6, 1930 Zaventem, and registered with the Crossroads Bank of Enterprises (RPR Brussels, Dutch-speaking division) under the number 0431.088.289, permanently represented by Ellen Lombaerts, for a period of one year, with the assurance of the sustainability reporting of the Company, as referred to in the CSRD, for the financial year ending on 31 December 2024 in accordance with applicable law, and (b) to determine the remuneration of BDO Bedrijfsrevisoren BV for such assurance at EUR 120,000.00 (if any, VAT exclusive). The charging of the statutory auditor with respect to the aforementioned assurance will expire immediately after the annual shareholders' meeting to be held in 2025.

3. Convening to the meeting

3.1 Convening of the holders of dematerialized shares

In accordance with the Belgian Companies and Associations Code, the convening notice, mentioning the agenda and proposed resolutions, was published by means of the following announcements:

- (1) in the Belgian State Gazette ("*Belgisch Staatsblad*") of 29 March 2024;
- (2) in De Tijd of 29 March 2024.

Moreover, the date of the shareholders' meeting was announced on the website of Euronext on 29 March 2024 and through a press release circulated by GlobeNewswire on 28 March 2024.

Evidence of these publications is submitted to the meeting for review, and shall be kept at the registered office of the Company.

3.2 Publication via the website of the Company

The convening notice was also published on the Company's website on 28 March 2024. A printed copy of this publication is submitted to the meeting for review, and shall be kept at the registered office of the Company.

3.3 Convening of the holders of registered shares and registered subscription rights, the Board members and the statutory auditor

In accordance with the Belgian Companies and Associations Code, the convening notice, mentioning the agenda and proposed resolutions, was sent on or around 29 March 2024 by e-mail

or letter to the holders of registered shares, the holders of registered subscription rights and the statutory auditor.

The Board members waived all notice periods and notice requirements in respect of the shareholders' meeting, as well as the right to receive the above-mentioned reports and documents, in accordance with articles 7:129 and 7:132 of the Belgian Companies and Associations Code and the articles referring thereto.

3.4 Communication to Euronext, FSMA and AFM

The Company is a listed company. The convening notice, mentioning the agenda and proposed resolutions, has therefore also been communicated to the Financial Services and Markets Authority ("FSMA"), to Euronext and to the Dutch Financial Markets Authority ("AFM"), by e-mail dated 29 March 2024. A printed copy of this e-mail is submitted to the meeting for review, and shall be kept at the registered office of the Company.

4. Right to add agenda items

The Secretary states that no requests of shareholders were received to add additional items to the agenda of the meeting or to submit proposed resolutions in relation to existing agenda items or new items to be added to the agenda.

5. Quorum

There is no attendance quorum requirement for the deliberation and voting on the items referred to in the agenda of this shareholders' meeting. Consequently, the meeting can validly deliberate and resolve, irrespective of the number of shares that are present and/or represented.

The capital of the Company is currently represented by 65,897,071 shares.

It appears from the attendance list that 50,279,389 shares (*i.e.* 76,30%) were present or represented.

6. Voting right – Majority

The Company has not issued shares without voting rights. Each share entitles to one vote. In order to be validly adopted, each proposed resolution needs to obtain a simple majority of the votes cast.

In accordance with article 25/1 of the Belgian Act of 2 May 2007 on the disclosure of significant shareholdings in issuers whose securities are admitted to trading on a regulated market and containing various provisions, as amended from time to time (the "**Belgian Transparency Act**"), no person can participate in the voting at the shareholders' meeting of the Company for more voting rights than those attached to the securities with respect to which such person has filed a notification in accordance with articles 6 and 7 of the Belgian Transparency Act *juncto* article 8 of the Company's articles of association at least 20 days prior to the date of the shareholders' meeting. Pursuant to article 8 of the articles of association of the Company, the relevant thresholds for a notification are 5%, 10%, 15%, 20% or any further multiple of 5% of the outstanding voting rights. For all of the

shareholders present or represented, it is determined that they can participate with all of the shares that they have submitted.

Validity of the meeting

The meeting acknowledges the accuracy of the above statements, unanimously acknowledges that it is validly convened and composed, as well as capable to deliberate and, if applicable, to vote on the agenda items of this meeting, and resolves to start deliberating on the agenda.

Resolution, deliberation and voting

The meeting decides to deal with the agenda of the shareholders' meeting, and the Secretary proposes to the meeting to deliberate and, where required, vote on the following proposed resolutions:

First agenda item

Acknowledgement and discussion of (a) the annual report of the Board of Directors in relation to the non-consolidated and consolidated annual accounts of the Company for the financial year ended on 31 December 2023, and (b) the report of the statutory auditor in relation to the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2023.

The Secretary submits the annual report of the Board of Directors in relation to the non-consolidated and consolidated annual accounts of the Company for the financial year ended on 31 December 2023. The Secretary also submits the report of the statutory auditor in relation to the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2023.

The Secretary asks the shareholders' meeting for exemption from reading out both reports. The meeting agrees to this.

The meeting takes note of and discusses (a) the annual report of the Board of Directors in relation to the non-consolidated and consolidated annual accounts of the Company for the financial year ended on 31 December 2023, and (b) the report of the statutory auditor in relation to the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2023.

There being no questions, the meeting proceeds to the next agenda item.

Second agenda item

Acknowledgement and approval of the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2023, and approval of the allocation of the annual result as proposed by the Board of Directors.

The Secretary submits the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2023.

There being no questions, the meeting proceeds to vote on the proposed resolution.

The shareholders' meeting resolves to approve the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2023, and the allocation of the annual result as proposed by the Board of Directors.

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 50,279,389 representing 76.30% of the capital as at the opening of the meeting.

This resolution is adopted by the meeting with 49,879,364 votes (99.20%) in favor, 68,181 votes (0.14%) against and 331,844 abstentions (0.66%).

Third agenda item

Acknowledgement and discussion of the report of the statutory auditor relating to the consolidated annual accounts of the Company for the financial year ended on 31 December 2023.

The Secretary submits the report of the statutory auditor relating to the consolidated annual accounts of the Company for the financial year ended on 31 December 2023.

The Secretary asks the shareholders' meeting for exemption from reading out this report. The meeting agrees to this.

The meeting takes note of and discusses the report of the statutory auditor relating to the consolidated annual accounts of the Company for the financial year ended on 31 December 2023.

There being no questions, the meeting proceeds to the next agenda item.

Fourth agenda item

Acknowledgement and discussion of the consolidated annual accounts of the Company for the financial year ended on 31 December 2023.

The Secretary submits the consolidated annual accounts of the Company for the financial year ended on 31 December 2023.

The meeting takes note of and discusses the consolidated annual accounts of the Company for the financial year ended on 31 December 2023.

There being no questions, the meeting proceeds to the next agenda item.

Fifth agenda item

Acknowledgement and approval of the remuneration report.

The Secretary submits the remuneration report as included in the annual report of the Board of Directors for the financial year ended on 31 December 2023.

The Secretary asks the shareholders' meeting for exemption from reading out this report. The meeting agrees to this.

There being no questions, the meeting proceeds to vote on the proposed resolution.

The shareholders' meeting resolves to approve the remuneration report included in the annual report of the Board of Directors for the financial year ended on 31 December 2023.

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 50,279,389, representing 76.30% of the capital as at the opening of the meeting.

This resolution is adopted by the meeting with 35,208,108 votes (70.02%) in favor, 15,053,621 votes (29.94%) against and 17,660 abstentions (0.04%).

Sixth agenda item

Acknowledgement and approval of the amended remuneration policy.

The Secretary submits the amended remuneration policy as available on the website of the Company.

The Secretary asks the shareholders' meeting for exemption from reading out this report. The meeting unanimously agrees to this.

There being no questions, the meeting proceeds to vote on the proposed resolution.

The shareholders' meeting resolves to approve the amended remuneration policy.

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 50,279,389 representing 76.30% of the capital as at the opening of the meeting.

This resolution is adopted by the meeting with 43,807,311 votes (87.13%) in favor, 6,161,845 votes (12.26%) against and 310,233 abstentions (0.62%).

Seventh agenda item

Release from liability to be granted to the (current and former) members of the Board of Directors, and the (current and former) statutory auditor for the performance of their respective mandates during the financial year ended on 31 December 2023.

There being no questions, the meeting proceeds to vote on the proposed resolution.

The shareholders' meeting resolves, by a separate vote, to release each (current and former) member of the Board of Directors, and the (current and former statutory) statutory auditor from any liability arising from the performance of their respective mandates during the financial year ended on 31 December 2023.

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 50,279,389 representing 76.30% of the capital as at the opening of the meeting.

This resolution is adopted by the meeting with 49,836,671 votes (99.12 %) in favor, 57,676 votes (0.11%) against and 385,042 abstentions (0.77%).

Eighth agenda item

Remuneration of directors

There being no questions, the meeting proceeds to vote on the proposed resolution.

Upon recommendation and advice of the Remuneration Committee of the Company, the shareholders' meeting resolves that the annual compensation (excluding expenses) of the non-executive directors, other than the non-executive directors representing a shareholder, for the exercise of their mandate shall consist of a cash remuneration and an equity-based remuneration as follows:

(a) cash remuneration: (i) Chairperson of the Board of Directors: EUR 110,000; (ii) Lead Non-Executive Director: EUR 75,000, (iii) other non-executive directors: EUR 55,000 each; (iv) additional annual compensation for the chairpersonship of a committee within the Board of Directors: EUR 20,000; and (v) additional annual compensation for the membership of a committee within the Board of Directors: EUR 15,000;

(b) equity-based remuneration: (i) Chairperson of the Board of Directors: EUR 110,000; (ii) Lead Non-Executive Director: EUR 75,000; (iii) other non-executive directors: EUR 55,000 each; in each case (i), (ii) and (iii) subject to the requirement to use the net amount (after taxes) to acquire Galapagos shares. These latter payments make up the equivalent of an equity component of the directors' remuneration and the resulting shares are to be held until at least one year after the non-executive director leaves the Board of Directors and at least three years after the time of acquisition.

The abovementioned remuneration for the Chairperson of the Board of Directors will only be payable if such Chairperson is not simultaneously Chief Executive Officer (CEO) of the Company. The abovementioned remuneration for the Lead Non-Executive Director will only be payable to the extent appointed in accordance with Galapagos' Corporate Governance Charter.

The shareholders' meeting resolves that the mandate of a non-executive director representing a shareholder will not be remunerated.

The rules set out above shall apply as per 1 May 2024.

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 50,279,389, representing 76.30 % of the capital as at the opening of the meeting.

This resolution is adopted by the meeting with 49,893,425 votes (99.23%) in favor, 320,749 votes (0.64%) against and 65,215 abstentions (0.13 %).

Ninth agenda item

Re-appointment of Dr. Elisabeth Svanberg as independent non-executive director.

There being no questions, the meeting proceeds to vote on the proposed resolution.

Upon proposal of the Board of Directors, and in accordance with the advice of the Nomination Committee, the shareholders' meeting resolves (a) to re-appoint Dr. Elisabeth Svanberg as an independent non-executive member of the Board of Directors of the Company, for a period of four years, effective as of today, ending immediately after the annual shareholders' meeting to be held in 2028, and (b) to confirm her mandate as an independent member of the Board of Directors since (i) Dr. Elisabeth Svanberg meets the independence criteria set forth in article 7:87 of the Belgian Companies and Associations Code, and article 3.5 of the Belgian Corporate Governance Code 2020, and (ii) Dr. Elisabeth Svanberg has explicitly declared not to have (and the Board of Directors is not aware of) any connections with the Company or a major shareholder, which would interfere with her independence, (iii) the Board of Directors has no indication of any element that might call Dr. Elisabeth Svanberg's independence into question. The shareholders' meeting also resolves that the mandate of Dr. Elisabeth Svanberg is remunerated as provided for non-executive members of the Board of Directors in the Company's remuneration policy and as approved by the shareholders' meeting from time to time.

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 50,279,389, representing 76.30% of the capital as at the opening of the meeting.

This resolution is adopted by the meeting with 41,822,156 votes (83.18%) in favor, 8,145,537 votes (16.20 %) against and 311.696 abstentions (0.62%).

Tenth agenda item

Appointment of Dr. Susanne Schaffert as independent non-executive director.

There being no questions, the meeting proceeds to vote on the proposed resolution.

Upon proposal of the Board of Directors, and in accordance with the recommendation and advice of the Nomination Committee, the shareholders' meeting resolves (a) to confirm the appointment

by co-optation on 12 June 2023, following the resignation of Dr. Rajesh Parekh on 10 June 2023, and to appoint Dr. Susanne Schaffert as an independent non-executive member of the Board of Directors of the Company, for an additional period of four years effective as of today, up to and including the closing of the annual shareholders' meeting to be held in 2028 which will have decided upon the financial statements for the financial year ended on 31 December 2027, and (b) to confirm her mandate as an independent member of the Board of Directors since (i) Dr. Susanne Schaffert meets the independence criteria set forth in article 7:87 of the Belgian Companies and Associations Code, and article 3.5 of the Belgian Corporate Governance Code 2020, and (ii) Dr. Susanne Schaffert has explicitly declared not to have (and the Board of Directors is not aware of) any connections with the Company or a major shareholder, which would interfere with her independence, and (iii) the Board of Directors has no indication of any element that might call Dr. Susanne Schaffert's independence into question. The shareholders' meeting also resolves that the mandate of Dr. Susanne Schaffert is remunerated as provided for non-executive members of the Board of Directors in the Company's remuneration policy and as approved by the shareholders' meeting from time to time.

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 50,279,389, representing 76.30% of the capital as at the opening of the meeting.

This resolution is adopted by the meeting with 49,882,285 votes (99.21%) in favor, 85,358 votes (0.17%) against and 311,746 abstentions (0.62%).

Eleventh agenda item

Appointment of Mr. Simon Sturge as independent non-executive director.

There being no questions, the meeting proceeds to vote on the proposed resolution.

Upon proposal of the Board of Directors, and in accordance with the recommendation and advice of the Nomination Committee, the shareholders' meeting resolves (a) to confirm the appointment by co-optation on 19 September 2023, following the resignation of Dr. Mary Kerr on 18 September 2023, and to appoint Mr. Simon Sturge as an independent non-executive member of the Board of Directors of the Company, for an additional period of four years effective as of today, up to and including the closing of the annual shareholders' meeting to be held in 2028 which will have decided upon the financial statements for the financial year ended on 31 December 2027, and (b) to confirm his mandate as an independent member of the Board of Directors since (i) Mr. Simon Sturge meets the independence criteria set forth in article 7:87 of the Belgian Companies and Associations Code, and article 3.5 of the Belgian Corporate Governance Code 2020, and (ii) Mr. Simon Sturge has explicitly declared not to have (and the Board of Directors is not aware of) any connections with the Company or a major shareholder, which would interfere with his independence, and (iii) the Board of Directors has no indication of any element that might call Mr. Simon Sturge's independence into question. The shareholders' meeting also resolves that the mandate of Mr. Simon Sturge is remunerated as provided for non-executive members of the Board

of Directors in the Company's remuneration policy and as approved by the shareholders' meeting from time to time.

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 50,279,389, representing 76.30% of the capital as at the opening of the meeting.

This resolution is adopted by the meeting with 49,812,162 votes (99.07%) in favor, 155,671 votes (0.31%) against and 311,556 abstentions (0.62%).

Twelfth agenda item

Appointment of Mr. Andrew Dickinson as non-executive director.

There being no questions, the meeting proceeds to vote on the proposed resolution.

Upon proposal of the Board of Directors, and in accordance with the recommendation and advice of the Nomination Committee, the shareholders' meeting resolves (a) to confirm the appointment by co-optation on 26 March 2024, and with effect as per 27 March 2024, following the resignation of Mr. Daniel O'Day on 26 March 2024, and to appoint Mr. Andrew Dickinson as a non-executive member of the Board of Directors of the Company, for an additional period of four years, up to and including the closing of the annual shareholders' meeting to be held in 2028 which will have decided upon the financial statements for the financial year ended on 31 December 2027. The shareholders' meeting also resolves that the mandate of Andrew Dickinson will not be remunerated.

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 50,279,389, representing 76.30% of the capital as at the opening of the meeting.

This resolution is adopted by the meeting with 49,889,616 votes (99.22%) in favor, 78,452 votes (0.16%) against and 311,321 abstentions (0.62%).

Thirteenth agenda item

Charging of the statutory auditor with respect to the "assurance" of the CSRD sustainability.

There being no questions, the meeting proceeds to vote on the proposed resolution.

In accordance with the recommendation of the Audit Committee and upon proposal of the Board of Directors, and taking into account the pending transposition of the Corporate Sustainability Reporting Directive 2022/2464/EU ("**CSRD**") into Belgian law, the shareholders' meeting resolves (a) to charge the Company's statutory auditor, being BDO Bedrijfsrevisoren BV, with its registered office at Da Vincilaan 9/E.6, 1930 Zaventem, and registered with the Crossroads Enterprise Database (RPR Brussels, Dutch-speaking division) under the number 0431.088.289, permanently

represented by Ellen Lombaerts, for a period of one year, with the assurance of the sustainability reporting of the Company, as referred to in the CSRD, for the financial year ending on 31 December 2024 in accordance with applicable law, and (b) to determine the remuneration of BDO Bedrijfsrevisoren BV for such assurance at EUR 120,000.00 (if any, VAT exclusive). The charging of the statutory auditor with respect to the aforementioned assurance will expire immediately after the annual shareholders' meeting to be held in 2025.

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 50,279,389, representing 76.30% of the capital as at the opening of the meeting.

This resolution is adopted by the meeting with 49,897,178 votes (99.24%) in favor, 27,087 votes (0.05%) against and 355,124 abstentions (0.71%).

Closing

The agenda of this meeting is finished, and the meeting is closed by the Chairman at 3.02 p.m. CEST.

Of which these minutes were drawn up.

Made on the date and place as set forth above.

The Chairman asks the shareholders' meeting for exemption from reading out these minutes. The meeting agrees to this. Subsequently, the members of the bureau and the members of the meeting who so desired, signed these minutes.

[signed]

Dr. P. Stoffels
Chairman

[signed]

V. Cnossen
Secretary

[signed]

A. Denecker
Teller

[signed]

H. Sluijs
Teller

[signed]

E. Van Mol
Teller

[signed]

J. Vervaeck
Shareholder