

GALAPAGOS

Limited liability company

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

Judicial district of Antwerp, division Mechelen

Registered in the register of legal entities number 0466.460.429

Incorporated pursuant to a deed enacted by notary public Aloïs Van den Bossche, at Vorselaar, on June 30, 1999, published in the annexes to the Belgian State Gazette under number 990717-412.

Of which the articles of association were most recently amended by deed enacted by notary public Matthieu Derynck, in Brussels, on 20 March 2023, published in the annexes to the Belgian State Gazette under number 2023-03-23 / 23325651.

**EXTRAORDINARY GENERAL MEETING
ISSUANCE OF A SUBSCRIPTION RIGHT
AUTHORIZED CAPITAL
AMENDMENT OF THE ARTICLES OF ASSOCIATION**

THE YEAR TWO THOUSEND AND TWENTY-FOUR.

On April 30,

At the registered office of the company, at 2800 Mechelen, Generaal De Wittelaan L11 A3.

Before notary **Gauthier CLERENS**, notary in Mechelen, providing his office for **Matthieu DERYNCK**, notary in Brussels (second canton), member of "Van Halteren," associate notaries, in Brussels, 13 De Lingestraat, legally prevented.

Being held the extraordinary general meeting of shareholders of the limited liability company **GALAPAGOS**, with registered office at Mechelen, Generaal De Wittelaan L11 A3 (the "**Company**").

The members of the bureau have requested the undersigned notary public to enact the following statements and findings.

-* Bureau *-

The meeting was opened at 3:10 p.m. chaired by Stoffels IMC BV, permanently represented by Dr. Paul Stoffels, and which - for the purposes of the meeting - elects domicile at Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium.

The chairman appoints as secretary Ms. Valeria Cnossen.

The meeting elects as tellers:

- Ms. Annelies Denecker;
- Ms. Elien Van Mol;
- Mr. Herman Sluijs.

The aforementioned persons together constitute the bureau of the meeting.

-* Chairman's statement *-

The Chairman states the following:

I. Composition of the meeting.

Shareholders

The shareholders who are present or represented at the meeting, or who have exercised their vote in advance by letter, are the shareholders whose identity, as well as the number of shares owned by them per the record date (as referred to in Article 7:134, §2 of the Belgian Companies and Associations Code), are mentioned in the attendance list attached hereto. The attendance list was signed by all the shareholders present or by their proxies, by the members of the bureau and by the notary public. This attendance list will remain attached hereto, and shall form one entire attachment.

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' 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 extraordinary and ordinary general meetings, as well as the description of the documents proving that he / she was in the possession of the relevant shares on said record date.

A number of proxies were given by the relevant shareholders to the Company's *General Counsel*, who is a member of the Company's personnel and a member of the Executive Committee of the Company, but not a member of its Board of Directors; this proxyholder has received specific voting instructions for each item on the agenda, as a result of which no issues can arise regarding potential conflicts of interest between the relevant shareholder and the relevant proxy holder.

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

The private proxies and voting forms listed in the attendance list will remain attached hereto, and shall form one entire attachment.

Notifications of shareholders' intentions to attend the meeting were submitted to the bureau, which notifications will remain attached hereto, and shall form one entire attachment.

The bureau acknowledges the validity of all such notifications, including those given by telecopy or e-mail (pdf), and further acknowledges that the delivery by or on behalf of shareholders of proxies, certificates evidencing the ownership of shares per the record date and voting forms is to be considered as a notification by the relevant shareholders of

their intention to participate in the meeting, within the meaning of Article 7:134 §2 of the Belgian Companies and Associations Code.

No written questions were received by the Company in advance of the meeting.

Subscription rights holders

No holders of subscription rights issued by the Company (in that capacity) registered for this meeting.

Directors and statutory auditor

The following directors are present: Elisabeth Svanberg, chair of the Remuneration Committee and the Nomination Committee and also a member of the Science and Development Committee and Stoffels IMC BV, permanently represented by Dr. Paul Stoffels.

The remaining directors are excused.

The Company's statutory auditor, BDO Bedrijfsrevisoren BV, permanently represented by Ms. Ellen Lombaerts, is present.

The following members of the Executive Committee are present: Stoffels IMC BV, permanently represented by Dr. Paul Stoffels, Mr. Thad Huston, Ms. Valeria Clossen and Ms. Annelies Missotten.

II. Agenda.

That the present extraordinary general meeting has as its agenda:

- 1.** Consideration and discussion of the report of the Board of Directors of the Company prepared in accordance with articles 7:180, 7:191 and 7:193 of the Belgian Companies and Associations Code in connection with the proposed issuance of one subscription right (in the form of a warrant) for the benefit of Gilead Therapeutics A1 Unlimited Company ("**Gilead Therapeutics**"), called the '**Subsequent Gilead Warrant B**', and the proposal to cancel, in the interest of the Company, the statutory preferential subscription right of the Company's existing shareholders for the benefit of Gilead Therapeutics.
- 2.** Consideration and discussion of the report of the statutory auditor of the Company prepared in accordance with articles 7:180, 7:191 and 7:193 of the Belgian Companies and Associations Code in connection with the proposed issuance of one subscription right (in the form of a warrant) for the benefit of Gilead Therapeutics, called the 'Subsequent Gilead Warrant B', and the proposal to cancel, in the interest of the Company, the statutory preferential subscription right of the Company's existing shareholders for the benefit of Gilead Therapeutics.
- 3.** Approval of the issuance of one (1) new subscription right (in the form of a warrant) for the benefit of Gilead Therapeutics and related cancellation of the statutory preferential subscription right.

This proposal is made in accordance with the terms of the subscription agreement entered into between the Company and Gilead Therapeutics on 14 July 2019, as amended from

time to time (the "**Subscription Agreement**"), which included a commitment to make a proposal to the general meeting to issue the 'Subsequent Gilead Warrant B' that would enable Gilead Therapeutics to further increase its shareholding in the Company, as described in the report of the Board of Directors as referred to in item 1 of the agenda.

Proposed resolution: The shareholders' meeting of the Company resolves to approve the issuance of one (1) new subscription right (in the form of a warrant) for the benefit of Gilead Therapeutics, called the 'Subsequent Gilead Warrant B' (the "**Warrant**"), and to cancel, in the interest of the Company, the statutory preferential subscription right of the existing shareholders of the Company (and, insofar as required, of the Company's existing holders of subscription rights (stock options)) for the benefit of Gilead Therapeutics, in accordance with the report of the Board of Directors prepared in accordance with articles 7:180, 7:191 and 7:193 of the Belgian Companies and Associations Code, as referred to in item 1 of the agenda.

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

- a) Issuer of the Warrant: The Company.
- b) Term: The Warrant has a term starting as of the date of this resolution and ending on 11:59 p.m. on the calendar day before the fifth anniversary of the date of this resolution. The Warrant can be exercised at one or several occasions as from 23 August 2024 (on 11:59 p.m.) during the entire term of the Warrant, but not more than once per period of three (3) months. As set out in the Conditions, this limitation does not apply in case of material development regarding the Company or the trading of the Company's shares, or in case of certain (requests for) convocations of shareholders' meetings of the Company.
- c) Issue Price: The Warrant will be issued without any additional consideration being due by Gilead Therapeutics or any of its affiliates.
- d) Exercise Price: The Exercise Price (as defined in the Conditions) of the Warrant shall, per share that shall be subscribed for upon an exercise of the Warrant in relation to such shares, be equal to the greater of (i) 120% multiplied by the arithmetic mean of the daily volume weighted average trading price of the Company's shares as traded on Euronext Brussels and Euronext Amsterdam (or such other regulated markets on which the Company's shares will be trading at that time) on each of the trading days during the period of 30 calendar days ending on the calendar day immediately preceding the date of the Exercise Notice (as defined in the Conditions) with respect to such exercise, and (ii) EUR 140.59. The Exercise Price is subject to adjustments set out in the Conditions.

- e) Number of shares issuable upon an exercise of the Warrant: Subject to the Conditions, the Warrant entitles the holder thereof to subscribe, during the entire term of the Warrant, upon each exercise of the Warrant, for a maximum number of shares that is sufficient to bring the number of shares owned by Gilead Therapeutics, Gilead Sciences and any of their affiliates and any other party Acting in Concert (as defined in the Conditions) with Gilead Therapeutics, Gilead Sciences or any of their affiliates to 29.9% of the actually issued and outstanding shares immediately after the issue of the shares that are to be issued upon the relevant exercise of the Warrant (rounded down to the nearest whole share) (the "**Warrant Limit**"). The Warrant remains outstanding for the remaining duration of its term even if exercised for a number of shares that is equal to the then applicable Warrant Limit. For clarity, the overall shareholding resulting from the full exercise of the Warrant shall in aggregate not exceed 29.9%.
- f) Nature of the Warrant: The Warrant will confer the right (but not the obligation) to subscribe, upon any exercise of the Warrant, for a number of new shares to be issued by the Company, as aforementioned. Except as otherwise provided for under Belgian law, the holder of the Warrant will be no shareholder of the Company solely by virtue of holding the Warrant, and therefore does not have the rights of a shareholder in relation to the shares to be issued or delivered to the holder of the Warrant upon an exercise of the Warrant until the exercise of the Warrant and the issue or delivery of the relevant shares.
- g) Form of the Warrant: The Warrant will be in registered form.
- h) No listing of the Warrant: The Warrant shall not be listed at any time on a securities exchange, regulated market or similar securities market.
- i) Allocation and subscription: The Warrant will be allocated to Gilead Therapeutics, and can only be subscribed for by Gilead Therapeutics.
- j) Underlying shares: Each new share to be issued by the Company upon each exercise of the Warrant shall be fully paid up and shall have the same rights and benefits as, and rank *pari passu* in all respects including as to entitlement to dividends and other distributions, with the existing and outstanding shares of the Company at the moment of their issue and will be entitled to dividends and other distributions in respect of which the relevant record date or due date falls on or after the date of their issue.

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

The shareholders' meeting resolves that any issue premium that will be booked in connection with the exercise of the Warrant and the issuance of new shares, as applicable, shall be accounted for on the liabilities side of the Company's balance sheet as net equity. The account on which the issue premium shall be booked

shall, like the share capital, serve as the guarantee for third parties and, save for the possibility of a capitalization of those reserves, can only be reduced on the basis of a valid resolution of the general shareholders' meeting passed in the manner required for an amendment to the Company's articles of association.

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

4. Consideration and discussion of the report of the Board of Directors in accordance with article 7:199 of the Belgian Companies and Associations Code relating to the renewal of its authorization with respect to, and the increase of, the authorized capital, and the specific circumstances and purposes for the use of the renewed authorized capital.
5. Renewal of the authorization to the Board of Directors to increase the share capital within the framework of the authorized capital by up to 20% of the share capital.

This proposal is made in accordance with the terms of the aforementioned Subscription Agreement, which included a commitment to make a proposal to the shareholders' meeting to authorize the Board of Directors to increase the share capital of the Company in one or several times with an amount up to 20% of the share capital at the time of the convening of the shareholders' meeting. The current authorisation was approved by the Company's extraordinary shareholders' meeting on 22 October 2019 and will expire on 12 November 2024. The proposed resolution will renew the aforementioned authorisation (as agreed in the Subscription Agreement).

Proposed resolution: The shareholders' meeting of the Company resolves to renew the authorization to the Board of Directors to increase the share capital on one or more occasions, during a period of five (5) years as of the publication in the Annexes to the Belgian State Gazette of this authorization, with an aggregate amount equal to up to 20% of the current amount of the share capital of the Company, and this in accordance with the terms and conditions set forth in the report of the Board of Directors prepared in accordance with article 7:199 of the Belgian Companies and Associations Code, as referred to in item 4 of the agenda of the Extraordinary Shareholders' Meeting. Consequently, the shareholders' meeting resolves to delete the section "Authorized Capital" of the temporary provisions of the articles of association of the Company entirely and to replace it with the following text (whereby the amount of 20 percent of the subscribed capital referred to below between square brackets shall be determined on the basis of the outstanding subscribed capital at that time):

"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, the Board of Directors can increase the subscribed capital of the company in one or several times with an amount of up to EUR [●], 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 (below, above or at the fractional value of the existing 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' members of the personnel within the meaning of article 1:27 of the Belgian Companies and Associations Code (including 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, issuance premiums, profits carried forward or other equity components. 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' statutory preferential subscription rights, even if such restriction or cancellation is made for the benefit of one or more specific persons other than the company's or its subsidiaries'

members of the personnel within the meaning of article 1:27 of the Belgian Companies and Associations Code.

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."

6. Proxy for coordination.

Proposed resolution: The shareholders' meeting resolves to authorize each collaborator of undersigned notary or notary Matthieu Derynck to draw up, sign and file the coordinated text of the Company's articles of association in the electronic database provided for that purpose under the applicable laws.

7. Authorization to the Board of Directors.

Proposed resolution: The shareholders' meeting resolves to grant all powers to the Company's Board of Directors to execute the decisions taken.

8. Proxy for the Crossroad Bank for Enterprises, counters for enterprises, registers of the enterprise court, administrative agencies and fiscal administrations.

Proposed resolution: The shareholders' meeting resolves to grant a special power of attorney to any member of the Board of Directors and/or Mrs. Valeria Cnossen, Mrs. Annelies Denecker, Mrs. Elien van Mol and Mr. Stefan Mees, who – for the execution of this proxy – are all electing domicile at Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium, each acting separately and each with individual power of substitution and sub-delegation, to fulfill all formalities and/or sign all documents that must be fulfilled or signed in the name of or on behalf of the Company pursuant to or in the framework of the foregoing, including, but not limited to, the completion of all necessary formalities with the Crossroad Bank for Enterprises, counters for enterprises, registers of the enterprise court, administrative agencies and fiscal administrations with respect to the decisions taken at the present meeting.

III. Convocation.

Convening the holders of dematerialized shares

That the convening notice, which states the notifications required by law in accordance with Article 7:128 of the Belgian Companies and Associations Code, were published by means of:

- an announcement in the *Belgian State Gazette* dated 29 March 2024;
- an announcement in the newspaper *De Tijd* of 29 March 2024; and
- a press release distributed by *GlobeNewswire* on 28 March 2024.

The Chairman submits the supporting documents on the desk. The supporting documents of these publications will be presented to the meeting for inspection, and shall be kept at the Company's registered office.

Convening of holders of registered shares and registered subscription rights, of the directors and statutory auditors

That the convocation, which mentions the notifications required by law in accordance with Article 7:128 of the Belgian Code of Companies and Associations, was sent to the holders of registered shares, registered convertible bonds or registered subscription rights, to the holders of registered certificates issued with the cooperation of the Company:

- by e-mail on 29 March 2024 to holders of subscription rights;
- by ordinary mail or e-mail on 29 March 2024 to holders of registered shares for whom the Company does not have an e-mail address.

That the statutory auditor of the Company was convened in accordance with the legal provisions.

That all directors waived the notice periods and notice requirements for convening this meeting, as well as the right to receive above-mentioned documents, in accordance with Articles 7:128 and 7:132 of the Belgian Companies and Associations Code and by the articles referring thereto.

Communication to Euronext, FSMA and AFM

That the Company is a listed company within the meaning of the Belgian Companies and Associations Code and that therefore the convening notice, which includes the agenda and the proposed resolutions, has consequently also been communicated to the Financial Services and Markets Authority (FSMA), to Euronext and to the Dutch Authority for the Financial Markets (AFM) by an e-mail dated 29 March 2024, an e-mail, of which a copy is submitted to the bureau for inspection, and shall be kept at the Company's registered office.

Publication via the Euronext website

That for information purposes, a press release has also been published on the Euronext website as of 28 March 2024; a printed copy of this press release is submitted to the desk for inspection and shall be kept at the Company's registered office.

Publication via the Company's website

That the convening notice, which mentions the notifications required by law in accordance with Article 7:128 of the Belgian Companies and Associations Code, has also been published on the Company's website as of 28 March 2024; a printed copy of this publication is submitted to the bureau for inspection, and shall be kept at the Company's registered office.

IV. Right to add agenda items

The Company did not receive any request from one or more shareholder(s) owning at least 3% of the share capital, to add additional items to the agenda of the meeting or to

submit proposed resolutions on existing agenda items or new items to be included to the agenda.

V. Quorum

That in order to validly deliberate and vote on the agenda items of the extraordinary general meeting, the meeting should represent at least half of the share capital, it being understood, however, that in order to validly deliberate and vote on the third item on the agenda, the attendance quorum and majority shall be calculated after deduction of the votes attached to the securities of which Gilead Therapeutics (as defined in item 1 of the agenda) is the owner, in accordance with the provisions of Article 7:193, §1 last paragraph of the Belgian Companies and Associations Code.

That it appears from the attendance list that on the 65,897,071 existing shares, present meeting 50,506,072 shares, either representing 76.64%, being more than half of the share capital.

That the Company or its subsidiaries did not hold its own shares on the record date.

That no profit certificates had been issued by the Company.

VI. Voting Rights – Majority

That the Company has not issued shares without voting rights.

That each share is entitled to one vote and that, in order to be validly adopted, the proposed resolutions regarding the issuance of the subscription right and the (other) amendments of the articles of association need to obtain a qualified majority of three quarters of votes cast.

VII. Admission to the meeting

That in order to attend the extraordinary general meeting, the shareholders that are present or represented have complied with the legal and statutory provisions regarding the conditions for admission to the meeting.

-* Validity of the meeting *-

The meeting acknowledges the accuracy of the Chairman's exposition, unanimously acknowledges itself as having been validly convened and composed, and competent to deliberate and vote on the agenda items of the meeting, and resolves to deliberate on the agenda items.

-* Deliberation and decisions *-

Following the foregoing explanation, the meeting decides to deal with the items on the agenda of the extraordinary general meeting.

Thereupon the Chairman submitted the following resolutions for consideration and, where necessary, vote:

FIRST AGENDA ITEM - Consideration and discussion of the report of the Board of Directors of the Company prepared in accordance with articles 7:180, 7:191 and 7:193 of the Belgian Companies and Associations Code in connection with the

proposed issuance of one subscription right (in the form of a warrant) for the benefit of Gilead Therapeutics A1 Unlimited Company ("Gilead Therapeutics"), called the 'Subsequent Gilead Warrant B', and the proposal to cancel, in the interest of the Company, the statutory preferential subscription right of the Company's existing shareholders for the benefit of Gilead Therapeutics.

The general meeting of the Company takes note and discusses the report of the Board of Directors of the Company prepared in accordance with Sections 7:180, 7:191 and 7:193 of the Belgian Companies and Associations Code in connection with the proposed issuance of one subscription right (in the form of a warrant) to Gilead Therapeutics A1 Unlimited Company ("Gilead Therapeutics"), called the "Subsequent Gilead Warrant B", and the proposal, in the interest of the Company, to cancel the statutory preferential subscription right of the existing shareholders of the Company in favor of Gilead Therapeutics.

In that context, the Chairman reported that the definition of "Warrant" in the Dutch-language version of the report erroneously refers to the "*Initial* Gilead Warrant B," although that should obviously be a reference to the "*Subsequent* Gilead Warrant B."

SECOND AGENDA ITEM - Consideration and discussion of the report of the statutory auditor of the Company prepared in accordance with articles 7:180, 7:191 and 7:193 of the Belgian Companies and Associations Code in connection with the proposed issuance of one subscription right (in the form of a warrant) for the benefit of Gilead Therapeutics, called the 'Subsequent Gilead Warrant B', and the proposal to cancel, in the interest of the Company, the statutory preferential subscription right of the Company's existing shareholders for the benefit of Gilead Therapeutics.

The general meeting of the Company takes note of and discusses the report of the Company's statutory auditor prepared in accordance with Articles 7:180, 7:191 and 7:193 of the Belgian Companies and Associations Code in connection with the proposed issuance of one subscription right (in the form of a warrant) to Gilead Therapeutics, referred to as the "Subsequent Gilead Warrant B," and the proposal to waive, in the best interests of the Company, the statutory preferential subscription right of the Company's existing shareholders in favor of Gilead Therapeutics.

THIRD AGENDA ITEM - Approval of the issuance of one (1) new subscription right (in the form of a warrant) for the benefit of Gilead Therapeutics and related cancellation of the statutory preferential subscription right.

The Chairman takes note in the context of this third agenda item that Gilead Therapeutics is the beneficiary of the issuance of the Warrant, and that it owns securities of the Company to which more than 10% of the voting rights are attached. Therefore, in accordance with Article 7:193, §1 of the Belgian Companies and Associations Code, Gilead Therapeutics does not participate in the vote relating to this third agenda item and, for this third agenda item, the attendance quorum and majority is calculated after deduction of the votes attached to the securities of which Gilead Therapeutics is the owner. The chairman takes note that the attendance quorum to decide on this agenda item had been reached.

The general meeting of the Company resolves to approve the issuance of one (1) new subscription right (in the form of a warrant) to Gilead Therapeutics, called the "Subsequent Gilead Warrant B" (the "**Warrant**"), and, in the interest of the Company, to cancel the statutory preferential right of the existing shareholders of the Company (and, insofar as required, of the existing holders of subscription rights of the Company) in favor of Gilead Therapeutics, in accordance with the report of the Board of Directors prepared in accordance with Articles 7:180, 7:191 and 7:193 of the Belgian Companies and Associations Code, as referred to in item 1 of the agenda.

In view thereof, the general meeting of the Company resolves to approve the terms and conditions (the "**Conditions**") of the Warrant as set forth in Annex 1 to the report of the Board of Directors referred to in item 1 of the agenda, a copy of which shall remain attached to the minutes of this resolution. The main Conditions of the Warrant can, for informational purposes, be summarized as follows:

- a) Issuer of the Warrant: The Company.
- b) Term: The Warrant has a term starting as of the date of this resolution and ending on 11:59 p.m. on the calendar day before the fifth anniversary of the date of this resolution. The Warrant can be exercised at one or several occasions as from 23 August 2024 (on 11:59 p.m.) during the entire term of the Warrant, but not more than once per period of three (3) months. As set out in the Conditions, this limitation does not apply in case of material development regarding the Company or the trading of the Company's shares, or in case of certain (requests for) convocations of shareholders' meetings of the Company.
- c) Issue price: The Warrant will be issued without any additional consideration being due by Gilead Therapeutics or any of its affiliates.
- d) Exercise Price: The Exercise Price (as defined in the Conditions) of the Warrant shall, per share that shall be subscribed for upon an exercise of the Warrant in relation to such shares, be equal to the greater of (i) 120% multiplied by the arithmetic mean of the daily volume-weighted average trading price of the Company's shares as traded on Euronext Brussels and Euronext Amsterdam (or such other regulated markets on which the Company's shares will be trading at that time) on each of the trading days during the period of 30 calendar days ending on the calendar day immediately preceding the date of the Exercise Notice (as defined in the Conditions) with respect to such exercise, and (ii) EUR 140.59. The Exercise Price is subject to customary adjustments set out in the Conditions.
- e) Number of shares issuable upon an exercise of the Warrant: Subject to the Conditions, the Warrant entitles the holder thereof to subscribe, during the entire term of the Warrant, upon each exercise of the Warrant, for a maximum number of shares that is sufficient to bring the number of shares owned by Gilead Therapeutics, Gilead Sciences and any of their affiliates and any other party Acting in Concert (as defined in the Conditions) with Gilead Therapeutics, Gilead Sciences or any of their affiliates to 29.9% of the actually issued and outstanding shares immediately after the issue of the shares that are to be

issued upon the relevant exercise of the Warrant (rounded down to the nearest whole share) (the "**Warrant Limit**"). The Warrant remains outstanding for the remaining duration of its term even if exercised for a number of shares that is equal to the then applicable Warrant Limit. For clarity, the overall shareholding resulting from the full exercise of the Warrant will not exceed 29.9% in aggregate.

- f) Nature of the Warrant: The Warrant will confer the right (but not the obligation) to subscribe, upon any exercise of the Warrant, for a number of new shares to be issued by the Company, as aforementioned. Except as otherwise provided for under Belgian law, the holder of the Warrant will be no shareholder of the Company solely by virtue of holding the Warrant, and therefore does not own the rights of a shareholder in relation to the shares to be issued or delivered to the holder of the Warrant upon an exercise of the Warrant until the exercise of the Warrant and the issue or delivery of the relevant shares.
- g) Form of the Warrant: The Warrant will be in registered form.
- h) No listing of the Warrant: The Warrant shall not be listed at any time on a securities exchange, regulated market or similar securities market.
- i) Allocation and Subscription: The Warrant will be allocated to Gilead Therapeutics, and it can only be subscribed for by Gilead Therapeutics.
- j) Underlying Shares: The new shares to be issued by the Company upon each exercise of the Warrant shall be fully paid-up and shall have the same rights and benefits as, and in all respects, including as to entitlement to dividends and other distributions, *pari passu* rank with the existing and outstanding shares of the Company at the moment of their issuance and will be entitled to dividends and other distributions for which the relevant record date or due date falls on or after the date of their issue.

The general meeting resolves, subject to, and to the extent of, any exercise of the Warrant, to increase the capital of the Company and, upon such exercise, to issue the relevant number of new shares issuable as provided for in the applicable Conditions of the Warrant.

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

The general meeting of the Company resolves to authorize the Board of Directors to implement and execute the resolutions passed by the general meeting of the Company in connection with the Warrant, and to take all steps and carry out all formalities that shall be required by virtue of the Conditions of the Warrant, the articles of association of the Company and applicable law in order to issue or transfer shares upon exercise of the Warrant. Furthermore, each of the General Counsel of the Company and the directors of the Company (each such person, a "**Special Proxy Holder**"), acting individually and with the possibility of sub-delegation and the power of subrogation, shall have the power, upon each exercise of

the Warrant, to proceed with the recording of (i) the capital increase and the issue of new shares resulting from such exercise, (ii) the allocation of the issue price to the share capital and (as applicable) the issue premium in accordance with the relevant Conditions of the Warrant, (iii) the amendment of the Company's articles of association in order to reflect the new share capital and the number of shares following the exercise of the Warrant and the issuance of new shares. Finally, each of the Special Proxy Holder, acting individually and with the possibility of sub-delegation and the power of subrogation, shall also have the power, upon an exercise of a Warrant, (a) to sign and deliver to the beneficiary, on behalf of the Company, the relevant Euroclear, Euronext and bank documentation, the share register and all necessary documents in connection with the issuance and delivery of the shares (acquired as a result of the exercise of the Warrant) and (b) to do whatever may be necessary or useful (including but not limited to the preparation and execution of all documents and forms) for the admission of the shares issued upon an exercise of the Warrant to trading on the regulated markets of Euronext Brussels and Euronext Amsterdam (and such other regulated markets on which the Company's shares will be trading at that time).

Deliberation

The total number of shares for which a vote was validly issued for this resolution equals the total number of votes validly issued and amounts to 50,506,072 which represents 76.64% of the capital at the opening of the meeting. Taking into account the provisions of Article 7:193, §1 of the Belgian Companies and Associations Code, this resolution is adopted by the meeting with:

32,317,068 votes (95.62%) for,
1,272,252 votes (3.76%) against,
and 209,275 abstentions (0.62%).

Subscription

Subsequently, has intervened the company "Gilead Therapeutics A1 Unlimited Company", an Unlimited Liability Company under Irish law, having its registered office 13, at 70 Sir John Rogerson's Quay, Dublin 2 (Ireland) and company number 615395, represented herewith by Mr. Niels VAN NULAND residing at Kerkstraat 6, 1560 Hoeilaart (Belgium), acting pursuant to a private power of attorney which shall remain attached hereto, which, after having heard a reading of all the foregoing, declares, through its representative, to subscribe to the Warrant.

Determination of the realization of the issuance

The meeting determines and requests the undersigned notary public to act that the issuance of the Warrant has actually been accomplished.

FOURTH AGENDA ITEM - Consideration and discussion of the report of the Board of Directors in accordance with article 7:199 of the Belgian Companies and Associations Code relating to the renewal of its authorization with respect to, and the increase of, the authorized capital, and the specific circumstances and purposes for the use of the renewed authorized capital.

The general meeting of the Company takes note of and discusses the report of the Board of Directors of the Company prepared in accordance with Article 7:199 of the Belgian Companies and Associations Code in connection with the renewal of its authorization regarding, and the increase of, the authorized capital, and the specific circumstances and purposes for the use of the renewed authorized capital.

FIFTH AGENDA ITEM - Renewal of the authorization of the Board of Directors to increase the share capital within the framework of the authorized capital by up to 20% of the share capital.

The general meeting of the Company resolves to renew the authorization to the Board of Directors to increase the share capital on one or more occasions, during a period of five (5) years as of the publication in the Annexes to the Belgian State Gazette of this authorization, with an aggregate amount equal to up to 20% of the current amount of the share capital of the Company, and this in accordance with the terms and conditions set forth in the report of the Board of Directors prepared in accordance with article 7:199 of the Belgian Companies and Associations Code, as referred to in item 4 of the agenda of the Extraordinary Shareholders' Meeting. Consequently, the shareholders' meeting resolves to delete the section "Authorized Capital" of the temporary provisions of the articles of association of the Company entirely and to replace it with the following text (whereby the amount of 20 percent of the subscribed capital referred to below between square brackets shall be determined on the basis of the outstanding subscribed capital at that time):

" 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, the Board of Directors can increase the subscribed capital of the company in one or several times with an amount of up to EUR 71,288,987.72, 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 (below, above or at the fractional value of the existing 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' members of the personnel within the meaning of article 1:27 of the Belgian Companies and Associations Code (including 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, issuance premiums, profits carried forward or other equity components. 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' statutory preferential subscription rights, even if such restriction or cancellation is made for the benefit of one or more specific persons other than the company's or its subsidiaries' members of the personnel within the meaning of article 1:27 of the Belgian Companies and Associations Code.

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

The Board of Directors is authorized to bring the company's articles of association in line with the capital increases which have been decided upon within the framework of the authorized capital, or to instruct a notary public to do so."

Deliberation

The total number of shares for which a vote was validly issued for this resolution equals to the total number of votes validly issued, and amounts to 50,506,072 what represents 76.64% of the capital at the opening of the meeting. This resolution is adopted by the meeting with:

39,391,853 votes (77.99%) for,

11,104,048 votes (21.99%) against, and

10,171 abstentions (0.02%).

SIXTH AGENDA ITEM - Proxy for coordination.

The general meeting resolves to authorize each collaborator of undersigned notary or notary Matthieu Derynck to draw up, sign and file the coordinated text of the Company's articles of association in the electronic database provided for that purpose under the applicable laws.

Deliberation

The total number of shares for which a vote was validly issued for this resolution equals to the total number of votes validly issued, and amounts to 50,506,072 what represents 76.64% of the capital at the opening of the meeting. This resolution is adopted by the meeting with:

44,484,091 votes (88.08%) for,

6,001,987 votes (11.88%) against, and

19,994 abstentions (0.04%).

SEVENTH AGENDA ITEM - Authorization to the Board of Directors.

The general meeting resolves to grant all powers to the Company's Board of Directors to execute the decisions taken.

Deliberation

The total number of shares for which a vote was validly issued for this resolution equals the total number of votes validly issued, and amounts to 50,506,072 what represents 76.64% of the capital at the opening of the meeting. This resolution is adopted by the meeting with:

50,066,440 votes (99.13%) for,

419,195 votes (0.83%) against, and

20,437 abstentions (0.04%).

EIGHTH AGENDA ITEM - Proxy for the Crossroad Bank for Enterprises, counters for enterprises, registers of the enterprise court, administrative agencies and fiscal administrations.

The shareholders' meeting resolves to grant a special power of attorney to any member of the Board of Directors and/or Mrs. Valeria Clossen, Mrs. Annelies Denecker, Mrs. Elien van Mol and Mr. Stefan Mees, who – for the execution of this proxy – are all electing domicile at Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium, each acting separately and each with individual power of substitution and sub-delegation, to fulfill all formalities and/or sign all documents that must be fulfilled or signed in the name of or on behalf of the Company pursuant to or in the framework of the foregoing, including, but not limited to, the completion of all necessary formalities with the Crossroad Bank for Enterprises, counters for enterprises, registers of the enterprise court, administrative agencies and fiscal administrations with respect to the decisions taken at the present meeting.

Deliberation

The total number of shares for which a vote was validly issued for this resolution equals the total number of votes validly issued, and amounts to 50,506,072 what represents 76.64% of the capital at the opening of the meeting. This resolution is adopted by the meeting with:

50,064,523 votes (99,13%) for,

418,305 votes (0,83%) against, and

23,244 abstentions (0.05%).

-* Pro fisco *-

The writing duty (Code of various duties and taxes) amounts to one hundred euros (EUR 100) and shall be paid upon declaration by the undersigned notary public.

-* Closing *-

The meeting is closed at 3.28 p.m.

OF WHICH MINUTES.

Made on the date and place as set forth above.

The members of the bureau declare having received the draft of the present act sufficiently in advance for review.

After partial reading and clarification, the members of the bureau and the members of the meeting who wished to do so signed together with the notary public: to know Mr. Johan Vervaeck/