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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**For the Month of June 2016**

**Commission File Number: 001-37384**

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**GALAPAGOS NV**  
(Translation of registrant's name into English)

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**Generaal De Wittelaan L11 A3  
2800 Mechelen, Belgium**  
(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F       Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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**EXPLANATORY NOTE**

Enclosed hereto and incorporated herein by reference are copies of the following items in connection with Galapagos NV's Special Shareholders' Meeting and Extraordinary Shareholders' Meeting that will each be held on Tuesday, July 26, 2016 at 2:00 P.M. (CET), at the offices of notary public Matthieu Derynck (Van Halteren, associated notaries public, Rue de Ligne 13, 1000 Brussels).

<b><u>Exhibit</u></b>	<b><u>Description</u></b>
99.1	Press Release issued on June 23, 2016
99.2	Convening Notice for the Special and Extraordinary Shareholders' Meetings of Galapagos NV to be held on July 26, 2016 (English translation)
99.3	Proxy Forms for the Special and Extraordinary Shareholders' Meetings to be held on July 26, 2016
99.4	Depositary's Notice of the Special and Extraordinary Shareholders' Meetings to be held on July 26, 2016
99.5	Voting Instructions for holders of American Depositary Shares in connection with the Special and Extraordinary Shareholders' Meeting to be held on July 26, 2016
99.6	Notification of Participation Form in connection with the Special and Extraordinary Shareholders' Meetings to be held on July 26, 2016
99.7	Professional Qualifications of proposed new director Dr. Mary Kerr in connection with the Special Shareholders' Meeting to be held on July 26, 2016
99.8	Special Report of the Board of Directors of Galapagos NV in connection with the Extraordinary Shareholders' Meeting to be held on July 26, 2016 (English translation)
99.9	Shares and Voting Rights in connection with the Special and Extraordinary Shareholders' Meetings to be held on July 26, 2016

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**GALAPAGOS NV**

Date: June 29, 2016

By: /s/ Xavier Maes

Xavier Maes

Company Secretary

Regulated information

23 June 2016, 7.30 CET

**Invitation to the Special and Extraordinary Shareholders' Meetings of  
26 July 2016 - Nomination of Mary Kerr for Galapagos' Board of Directors**

**Mechelen, Belgium; 23 June 2016 – Galapagos NV (Euronext & NASDAQ: GLPG) has the honor to invite its Shareholders, Warrant Holders, Directors and Statutory Auditor to its Special and Extraordinary Shareholders' Meetings that will be held on Tuesday 26 July 2016 at 2 pm CET at the offices of notary public Matthieu Derynck (Van Halteren, associated notaries public, Rue de Ligne 13, 1000 Brussels).**

Galapagos announces that Dr. Mary Kerr has been nominated to join the Board of Directors of Galapagos, subject to shareholder approval during the Special Shareholders' Meeting on 26 July 2016. Dr. Kerr, a UK national, is Chief Executive Officer and Director at NeRRe Therapeutics. Prior to her appointment at NeRRe, Mary held a range of senior leadership roles at GSK over more than 20 years, most recently as Senior Vice President and Global Franchise leader for the Immuno-inflammation and Infectious Diseases franchise. Mary was a founding member and on the Corporate Executive team of ViiV Healthcare where she led a turnaround in the performance of the HIV business in Europe. She has spent the majority of her career on the R&D commercial interface in global strategy and regional operational roles, predominantly in the specialty and orphan space. Mary gained a Ph.D. in Pharmacology at the University of Bradford, did post-doctoral research at the Michigan Cancer Foundation in Detroit and has an MBA from the University of Kingston. She is also an Operating Partner with Advent Life Sciences, one of NeRRe Therapeutics' investors, since October 2015.

In order to be admitted to the Shareholders' Meetings, the holders of securities issued by the Company must comply with article 536 of the Belgian Companies Code and article 29 of the Company's articles of association, and fulfill the formalities described in the convening notices.

The convening notice and other documents pertaining to the Shareholders' Meetings can be consulted at [www.glpg.com/shareholders-meetings](http://www.glpg.com/shareholders-meetings).

#### **About Galapagos**

Galapagos (Euronext & NASDAQ: GLPG) is a clinical-stage biotechnology company specialized in the discovery and development of small molecule medicines with novel modes of action. Our pipeline comprises Phase 2, Phase 1, pre-clinical and discovery studies in cystic fibrosis, inflammation, fibrosis, osteoarthritis and other indications. We have discovered and developed filgotinib: in collaboration with Gilead we aim to bring this JAK1-selective inhibitor for inflammatory indications to patients all over the world. Galapagos is focused on the development and commercialization of novel medicines that will improve people's lives. The Galapagos group, including fee-for-service subsidiary Fidelta, has approximately 440 employees, operating from its Mechelen, Belgium headquarters and facilities in The Netherlands, France, and Croatia. More information at [www.glpg.com](http://www.glpg.com).

**Contacts**

**Investors:**

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**Forward-looking statements**

*This release may contain forward-looking statements. Such forward-looking statements are not guarantees of future results. These forward-looking statements speak only as of the date of publication of this document. Galapagos expressly disclaims any obligation to update any forward-looking statements in this document, unless specifically required by law or regulation.*

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**GALAPAGOS**  
 Limited Liability Company  
 Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium  
 Company Number: 0466.460.429  
 RLE Antwerp (division Mechelen)

### **Invitation to the Shareholders' Meetings to be held on 26 July 2016**

#### **1. Special Shareholders' Meeting**

The Board of Directors of Galapagos NV (hereinafter the “**Company**” or “**Galapagos**”) has the honor to invite the Shareholders, Warrant Holders, Directors and Statutory Auditor of the Company to the Special Shareholders' Meeting that will be held on Tuesday 26 July 2016 at 2:00 p.m. (CET) at the offices of notary public Matthieu Derynck (Van Halteren, associated notaries public, Rue de Ligne 13, 1000 Brussels).

#### **Agenda and proposed resolution**

Appointment of a Director

**Proposed resolution:** The Shareholders' Meeting resolves to appoint Ms. Mary Kerr as a Director of the Company for a period ending immediately after the Annual Shareholders' Meeting of 2020, and, upon the proposal of the Board and in accordance with the advice of the Company's Nomination and Remuneration Committee, to appoint Ms. Kerr as an Independent Director as she meets the criteria of independence set forth in article 526ter of the Belgian Companies Code. The Shareholders' Meeting acknowledges that the remuneration principles for the financial year ending on 31 December 2016 approved by the Annual Shareholders' Meeting of 26 April 2016 (seventh agenda item) shall apply to determine the compensation (excluding expenses) of Ms. Kerr, *pro rata temporis*, for the period starting on the date of her appointment and ending on 31 December 2016.

#### **2. Extraordinary Shareholders' Meeting**

The Board of Directors of the Company has the honor to invite its Shareholders, Warrant Holders, Directors and Statutory Auditor to the Extraordinary Shareholders' Meeting that will be held in the presence of a notary public and that will take place on Tuesday 26 July 2016, immediately after the Special Shareholders' Meeting to be held on 26 July 2016 at 2:00 p.m. (CET), at the offices of notary public Matthieu Derynck (Van Halteren, associated notaries public, Rue de Ligne 13, 1000 Brussels). In the event that this Extraordinary Shareholders' Meeting cannot take place on 26 July 2016 because the legally required quorum to discuss and resolve has not been reached and a second convocation is required, this Extraordinary Shareholders' Meeting will, after second convocation with an identical agenda, take place on Thursday 18 August 2016 at 2:00 p.m. (CET) at the offices of notary public Matthieu Derynck (Van Halteren, associated notaries public, Rue de Ligne 13, 1000 Brussels).

#### **Agenda and proposed resolution**

1. Consideration and discussion of the special report of the Board of Directors in accordance with article 604 of the Belgian Companies Code relating to the increase of the authorized capital.

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2. Authorization to the Board of Directors to increase the share capital within the framework of the authorized capital by up to 40% of the share capital.

**Proposed resolution:** The Shareholders' Meeting resolves to replace the temporary provisions of the articles of association of the Company with the following text:

“Authorized capital

*The board of directors has been granted the authority to increase the share capital of the Company, in accordance with articles 603 to 608 of the Companies Code, 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 share capital of the Company in one or several times with an amount of up to €[●], i.e. 40% of the share capital at the time of the convening of the shareholders' meeting granting this authorization. In accordance with article 607 of the Companies Code, the board of directors cannot use the aforementioned authorization after the Financial Services and Markets Authority (FSMA) has notified the Company of a public takeover bid for the Company's shares.*

*The capital increases within the framework of the authorized capital may be achieved by the issuance of shares (with or without voting rights, and as the case may be in the context of a warrant plan for the Company's or its subsidiaries' personnel, directors and/or independent consultants), convertible bonds and/or warrants exercisable by contributions in cash or in kind, with or without issuance premium, and also by the conversion of reserves, including issuance premiums. Aforementioned warrant plans can provide that, in exceptional circumstances (among others in the event of a change in control of the Company or decease), warrants can be exercised before the third anniversary of their award, even if the beneficiary of such warrants is a person referred to in article 520ter, 524bis or 525 of the Belgian Companies Code.*

*When increasing the share capital within the limits of the authorized capital, the board of directors may, in the Company's interest, restrict or cancel the shareholders' preferential subscription rights, even if such restriction or cancellation is made for the benefit of one or more specific persons other than the employees of the Company or its subsidiaries.*

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

*The board of directors is authorized to bring the Company's articles of association in line with the capital increases which have been decided upon within the framework of the authorized capital, or to instruct a notary public to do so.”*

### **Registration and admission formalities**

In order to be admitted to the Shareholders' Meetings, the holders of securities issued by the Company must comply with article 536 of the Belgian Companies Code and article 29 of the articles of association of the Company, and fulfill the formalities and make the notifications described below.

In accordance with article 537 of the Belgian Companies Code, the holders of warrants issued by the Company can only attend the Shareholders' Meetings with a consultative vote.

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## 1 Holders of registered shares and warrants

The holders of registered shares and warrants are entitled to participate in and, in the case of shares, to vote at the Shareholders' Meetings, provided that:

- their shares or warrants are recorded in their name in the register of registered shares or warrants at midnight (24:00) (CET) on 12 July 2016 (the "**record date**"), irrespective of the number of shares or warrants that they own on the date of the Shareholders' Meetings; and
- they notify the Company in writing of (i) their intention to participate in the Shareholders' Meetings, and (ii) the number of securities for which they wish to participate in the Shareholders' Meetings, by means of a signed form that must be received by the Company at the Company's registered office **at the latest on 20 July 2016**; a model of this form is available at the Company's registered office and on the Company's website ([www.glpjg.com](http://www.glpjg.com)) under the tab "Investors > Shareholder Information".

This notification must be submitted to Galapagos by e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) or by post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium).

## 2 Holders of dematerialized shares

The holders of dematerialized shares are entitled to participate in and to vote at the Shareholders' Meetings, provided that:

- their shares are recorded in their name in the accounts of a recognized account holder or a settlement institution at midnight (24:00) (CET) on 12 July 2016 (the "**record date**"), irrespective of the number of shares that they own on the date of the Shareholders' Meetings; and
- **at the latest on 20 July 2016**, they provide the Company (at the Company's registered office) with, or arrange for the Company (at the Company's registered office) to be provided with, a certificate issued by a recognized account holder or the settlement institution certifying the number of dematerialized shares recorded in the shareholder's accounts on the record date in respect of which the shareholder has indicated his intention to participate in the Shareholders' Meetings.

This certificate must be submitted to Galapagos by e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) or by post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium).

Only persons who are a shareholder of the Company on the record date (12 July 2016) and who have indicated their intention to participate in the Shareholders' Meetings as set out above will be entitled to participate in the Shareholders' Meetings. The shares are not blocked as a result of the above-mentioned process. As a result, the shareholders are free to dispose of their shares after the record date.

## Proxy

In accordance with article 30 of the articles of association of the Company, shareholders having complied with the registration and admission formalities set out above may be represented at the Shareholders' Meetings by a proxy holder, who does not need to be a shareholder. Except in cases provided for by law, a shareholder may only appoint one person as proxy holder for a particular Shareholders' Meeting.

Shareholders who so wish to be represented by proxy should use the proxy form (with voting instructions) made available at the Company's registered office and on the Company's website ([www.glpjg.com](http://www.glpjg.com)) under the tab "Investors > Shareholder Information".

The signed proxy form must be submitted to Galapagos by e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) or by post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium), and must reach Galapagos by **no later than 20 July 2016**.



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### **Right to ask questions**

In accordance with article 540 of the Belgian Companies Code and article 34 of the articles of association of the Company, all shareholders are entitled, whether during the Shareholders' Meetings or in writing before the Meetings, to ask questions to the Directors with respect to their report or the agenda items and to the Statutory Auditor with respect to its report (if applicable).

Questions asked in writing will only be answered if the relevant shareholder has fulfilled the registration and admission formalities set out above and if the written question has been received by the Company **at the latest on 20 July 2016**.

Such questions must be submitted to Galapagos by e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) or by post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium).

### **Right to add agenda items**

In accordance with article 533ter of the Belgian Companies Code and article 28 of the articles of association of the Company, one or more shareholders, who together possess at least three per cent (3%) of the Company's share capital, may request for items to be added to the agenda of the Shareholders' Meetings and submit proposed resolutions in relation to existing agenda items or new items to be added to the agenda. Such requests, along with proof of ownership of the required participation, and, as the case may be, the text of the items to be dealt with and the related proposed resolutions, must be submitted to Galapagos by e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) or by post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium), and must reach Galapagos by **no later than 4 July 2016**. As the case may be, Galapagos shall publish the modified agenda at the latest on 11 July 2016.

### **Availability of documents**

The documentation relating to these Shareholders' Meetings or that must be made available pursuant to law, as well as the total number of shares and voting rights at the date of the convening notice, are available on the Company's website ([www.glpg.com](http://www.glpg.com)) under the tab "Investors > Shareholder Information". Hard copies of these documents can be obtained at no cost by simple request via e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)), post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium), or phone (+32 15 342 979).

Please address any requests for more information to Galapagos' Legal Department (phone: +32 15 342 979). Correspondence can be sent to Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium (e-mail: [shareholders@glpg.com](mailto:shareholders@glpg.com)).

### **Miscellaneous**

In order to facilitate an expedient registration, the participants are requested to be present at least fifteen minutes prior to the start of the Shareholders' Meetings.

The natural persons who intend to attend the Shareholders' Meetings in their capacity of owners of securities, proxy holders or representatives of a legal entity must be able to provide evidence of their identity in order to be granted access to the Shareholders' Meetings. The representatives of legal entities must deliver evidence of their capacity as corporate representative or attorney-in-fact. These documents will be verified immediately before the start of the Meetings.

### *The Board of Directors*

**Volmacht**  
(enkel te gebruiken door Aandeelhouders)

**Proxy**  
(to be used by Shareholders only)

De ondergetekende:

The undersigned:

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(Naam en adres / Name and address)

hierin optredend als lastgever,

herein acting as grantor of a proxy,

eigenaar van het volgende aantal aandelen in **Galapagos NV** (naamloze vennootschap naar Belgisch recht met zetel te Generaal De Wittelaan L11 A3, 2800 Mechelen, België, ingeschreven in het Rechtspersonenregister (Antwerpen, afdeling Mechelen) onder nummer 0466.460.429) (de “**Vennootschap**”):

owner of the following number of shares in **Galapagos NV** (public limited liability company organized under the laws of Belgium with registered office at Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium, registered with the Register of Legal Entities (Antwerp, division Mechelen) under number 0466.460.429) (the “**Company**”):

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(Aantal aandelen / Number of shares)

stelt hiermee aan tot zijn/haar volmachtdrager:

herewith appoints as his/her proxy holder:

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(Naam en adres van de gevolmachtigde / Name and address of the proxy holder)

(Als de naam van de volmachtdrager niet is ingevuld, wordt de volmacht geacht te zijn gegeven aan elk lid van het Legal Department van de Vennootschap, individueel handelend)

(If the name of the proxy holder is not completed, the proxy will be deemed to be given to each member of the Company's Legal Department, with the power to act individually)

hierna de “**volmachtdrager**”,

hereinafter the “**proxy holder**”,

aan wie hij/zij volmacht geeft tot het bijwonen van en om stemrechten uit te oefenen tijdens de Bijzondere Algemene Vergadering van de Vennootschap die zal worden gehouden op dinsdag 26 juli 2016 om 14 uur in de kantoren van notaris Matthieu Derynck (Van Halteren, Geassocieerde notarissen, De Lignestraat 13, 1000 Brussel), alsmede elke andere aandeelhoudersvergadering met dezelfde agenda die daarna zou worden bijeengeroepen als gevolg van uitstel of verdaging, met als bedoeling de hierna uiteengezette agenda in overweging te nemen en om, voor dit doel, deel te nemen aan alle activiteiten, te stemmen of zich te onthouden, notulen en andere stukken te ondertekenen, woonplaats te kiezen, subdelegatie te geven, en meer in het algemeen te doen wat nuttig of noodzakelijk wordt geacht door de volmachtdrager.

to whom he/she gives power of attorney to attend and exercise voting rights at the Special Shareholders' Meeting of the Company to be held on Tuesday 26 July 2016 at 2:00 p.m. CET at the offices of notary public Matthieu Derynck (Van Halteren, associated notaries public, Rue de Ligne 13, 1000 Brussels), as well as at any other shareholders' meeting with the same agenda that may be convened subsequently as a result of delay or adjournment, for the purpose of considering the agenda set forth below, and for this purpose, to take part in all proceedings, to vote or abstain, to sign any minutes and other items, to elect domicile, to sub-delegate authority, and more generally to do anything the proxy holder deems useful or necessary.

Indien overeenkomstig artikel 533ter van het Wetboek van vennootschappen nieuw te behandelen onderwerpen op de agenda zijn opgenomen nadat onderhavige volmacht ter kennis van de Vennootschap is gebracht, zal de volmacht-drager ook voor deze nieuwe agendapunten kunnen stemmen voor zover de volmachtdrager daarbij geen ander belang dan het belang van ondergetekende aandeelhouder nastreeft.

If pursuant to article 533ter of the Belgian Companies Code new items to be dealt with are included in the agenda after the present proxy form has been submitted to the Company, the proxy holder shall be entitled to vote for such new agenda items insofar the proxy holder, by doing so, does not pursue another interest than the interest of the undersigned shareholder.

### Agenda

Benoeming van een Bestuurder

Appointment of a Director

Voorstel van besluit: De Algemene Vergadering besluit om mevrouw Mary Kerr te benoemen als Bestuurder van de Vennootschap voor een periode die zal eindigen onmiddellijk na de Gewone Algemene Vergadering van 2020, en, op

Proposed resolution: The Shareholders' Meeting resolves to appoint Ms. Mary Kerr as a Director of the Company for a period ending immediately after the Annual Shareholders' Meeting of 2020, and, upon the proposal of the Board and in

voorstel van de Raad van Bestuur en in overeenstemming met het advies van het Benoemings-en Remuneratiecomité van de Vennootschap, om haar te benoemen als onafhankelijke Bestuurder omdat zij beantwoordt aan de onafhankelijkheids-criteria uiteengezet in artikel 526ter van het Wetboek van vennootschappen. De Algemene Vergadering erkent dat de bezoldiging (exclusief onkosten) van mevrouw Kerr voor de periode beginnend op de datum van haar benoeming en eindigend op 31 december 2016 *pro rata temporis* zal worden vastgelegd overeenkomstig de bezoldigingsprincipes voor het boekjaar dat eindigt op 31 december 2016 die werden goedgekeurd door de Gewone Algemene Vergadering van 26 april 2016 (zevende agendapunt).

accordance with the advice of the Company's Nomination and Remuneration Committee, to appoint Ms. Kerr as an Independent Director as she meets the criteria of independence set forth in article 526ter of the Belgian Companies Code. The Shareholders' Meeting acknowledges that the remuneration principles for the financial year ending on 31 December 2016 approved by the Annual Shareholders' Meeting of 26 April 2016 (seventh agenda item) shall apply to determine the compensation (excluding expenses) of Ms. Kerr, *pro rata temporis*, for the period starting on the date of her appointment and ending on 31 December 2016.

**Steminstructie:**

**Voor / In favor**

**Voting instruction:**  
  
**Tegen / Against**

**Onthouding / Abstention**

**Ondergetekende is er uitdrukkelijk mee akkoord dat:**

(i) bij afwezigheid van steminstructies voor enig agendapunt of in het geval dat er, om welke reden dan ook, enige onduidelijkheid zou ontstaan betreffende de steminstructies, de volmachtdrager altijd "voor" het voorstel tot besluit zal stemmen voor deze punten waarvoor geen of een onduidelijke steminstructie is gegeven en dat dit een specifieke steminstructie geacht zal zijn in de zin van artikel 547bis §4 2° van het Wetboek van vennootschappen;

(ii) in geval de naam van de volmachtdrager niet is ingevuld, de volmacht geacht zal worden gegeven te zijn aan elk lid van het *Legal Department* van Galapagos NV, individueel handelend. Deze personen zijn werknemers van Galapagos NV maar geen lid van haar Raad van Bestuur of haar Directiecomité.

Onderhavige volmacht geldt tevens als aanmelding in de zin van artikel 536 van het Wetboek van vennootschappen.

**The undersigned expressly agrees that:**

(i) in the absence of voting instructions for any agenda item or in the event that, for any reason whatsoever, any uncertainty would arise with regards to the voting instructions, the proxy holder will always vote "in favor" of the proposal for such items for which no or an unclear voting instruction is given and that this will be deemed to be a specific voting instruction in the sense of article 547bis §4 2° of the Belgian Companies Code;

(ii) in the event the name of the proxy holder is not completed, the proxy will be deemed to be given to each member of the Legal Department of Galapagos NV, with the power to act individually. These individuals are employees of Galapagos NV but not a member of its Board of Directors or of its Executive Committee.

This proxy shall also serve as notification within the meaning of article 536 of the Belgian Companies Code.

**Goed voor volmacht:**

**Good for proxy:**

\_\_\_\_\_  
(Datum / Date)

\_\_\_\_\_  
(Naam / Name)

\_\_\_\_\_  
(Handtekening / Signature)

Het ondertekende volmachtformulier dient **uiterlijk op 20 juli 2016** toe te komen op de zetel van Galapagos NV, per e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) of met de post (Galapagos NV, t.a.v. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, België).

The signed proxy form must be received **at the latest on 20 July 2016** at the registered office of Galapagos NV by e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) or by post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium).

**Aandeelhouders die zich wensen te laten vertegenwoordigen moeten tevens voldoen aan de toelatingsvoorwaarden omschreven in de oproeping tot de Algemene Vergadering.**

**Shareholders who wish to be represented by proxy must also comply with the admission conditions described in the convening notice to the Shareholders' Meeting.**

**Volmacht**

(enkel te gebruiken door Aandeelhouders)

**Proxy**

(to be used by Shareholders only)

De ondergetekende:

The undersigned:

---

(Naam en adres / Name and address)

hierin optredend als lastgever,

herein acting as grantor of a proxy,

eigenaar van het volgende aantal aandelen in **Galapagos NV** (naamloze vennootschap naar Belgisch recht met zetel te Generaal De Wittelaan L11 A3, 2800 Mechelen, België, ingeschreven in het Rechtspersonenregister (Antwerpen, afdeling Mechelen) onder nummer 0466.460.429) (de “**Vennootschap**”):

owner of the following number of shares in **Galapagos NV** (public limited liability company organized under the laws of Belgium with registered office at Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium, registered with the Register of Legal Entities (Antwerp, division Mechelen) under number 0466.460.429) (the “**Company**”):

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(Aantal aandelen / Number of shares)

stelt hiermee aan tot zijn/haar volmachtdrager:

herewith appoints as his/her proxy holder:

---

(Naam en adres van de gevolmachtigde / Name and address of the proxy holder)

*(Als de naam van de volmachtdrager niet is ingevuld, wordt de volmacht geacht te zijn gegeven aan elk lid van het Legal Department van de Vennootschap, individueel handelend)*

*(If the name of the proxy holder is not completed, the proxy will be deemed to be given to each member of the Company's Legal Department, with the power to act individually)*

hierna de “**volmachtdrager**”,

hereinafter the “**proxy holder**”,

aan wie hij/zij volmacht geeft tot het bijwonen van en om stemrechten uit te oefenen tijdens de Buitengewone Algemene Vergadering van de Vennootschap die zal worden gehouden op dinsdag 26 juli 2016, onmiddellijk na de Bijzondere Algemene Vergadering van 26 juli 2016 om 14 uur, in de kantoren van notaris Matthieu Derynck (Van Halteren, Geassocieerde notarissen, De Lignestraat 13, 1000 Brussel), alsmede elke andere aandeelhoudersvergadering met dezelfde agenda die daarna zou worden bijeengeroepen als gevolg van uitstel of verdaging, met als bedoeling de hierna uiteengezette agenda in overweging te nemen en om, voor dit doel, deel te nemen aan alle activiteiten, te stemmen of zich te onthouden, notulen en andere stukken te ondertekenen, woonplaats te kiezen, subdelegatie te geven, en meer in het algemeen te doen wat nuttig of noodzakelijk wordt geacht door de volmachtdrager.

to whom he/she gives power of attorney to attend and exercise voting rights at the Extraordinary Shareholders' Meeting of the Company to be held on Tuesday 26 April 2016, immediately after the Special Shareholders' Meeting to be held on 26 July 2016 at 2:00 p.m. (CET), at the offices of notary public Matthieu Derynck (Van Halteren, associated notaries public, Rue de Ligne 13, 1000 Brussels), as well as at any other shareholders' meeting with the same agenda that may be convened subsequently as a result of delay or adjournment, for the purpose of considering the agenda set forth below, and for this purpose, to take part in all proceedings, to vote or abstain, to sign any minutes and other items, to elect domicile, to sub-delegate authority, and more generally to do anything the proxy holder deems useful or necessary.

*Indien overeenkomstig artikel 533ter van het Wetboek van vennootschappen nieuw te behandelen onderwerpen op de agenda zijn opgenomen nadat onderhavige volmacht ter kennis van de Vennootschap is gebracht, zal de volmacht-drager ook voor deze nieuwe agendapunten kunnen stemmen voor zover de volmachtdrager daarbij geen ander belang dan het belang van ondergetekende aandeelhouder nastreeft.*

*If pursuant to article 533ter of the Belgian Companies Code new items to be dealt with are included in the agenda after the present proxy form has been submitted to the Company, the proxy holder shall be entitled to vote for such new agenda items insofar the proxy holder, by doing so, does not pursue another interest than the interest of the undersigned shareholder.*

**Agenda**

1. Kennisname en bespreking van het bijzonder verslag van de Raad van Bestuur, opgemaakt overeenkomstig artikel 604 van het Wetboek van vennootschappen, in verband met de verhoging van het toegestaan kapitaal.

1. Consideration and discussion of the special report of the Board of Directors in accordance with article 604 of the Belgian Companies Code relating to the increase of the authorized capital.

2. Machtiging aan de Raad van Bestuur om het maatschappelijk kapitaal in het kader van het toegestaan kapitaal te verhogen met maximaal 40% van het maatschappelijk kapitaal.

Voorstel van besluit: De Algemene Vergadering besluit om de tijdelijke statutaire bepalingen in de statuten van de Vennootschap te vervangen door de volgende tekst:

“Toegestaan kapitaal

*Aan de raad van bestuur werd de machtiging verleend om in overeenstemming met artikelen 603 tot 608 van het Wetboek van vennootschappen, in één of meerdere malen, het maatschappelijk kapitaal van de Vennootschap te verhogen in de hierna bepaalde mate. Deze machtiging geldt voor een periode van vijf jaar te rekenen vanaf de datum van bekendmaking van deze machtiging in de Bijlagen tot het Belgisch Staatsblad.*

*Onverminderd strengere wettelijke bepalingen kan de raad van bestuur het maatschappelijk kapitaal van de Vennootschap in één of meerdere malen verhogen met een bedrag van maximaal [●] ([●] EUR), zijnde veertig procent (40%) van het maatschappelijk kapitaal op het ogenblik van de oproeping tot de aandeelhoudersvergadering die deze machtiging heeft verleend. Overeenkomstig artikel 607 van het Wetboek van vennootschappen, kan de raad van bestuur deze machtiging niet gebruiken nadat de Autoriteit voor Financiële Diensten en Markten (FSMA) de Vennootschap kennis heeft gegeven van een openbaar overnamebod op de aandelen van de Vennootschap.*

*De kapitaalverhogingen in het kader van het toegestaan kapitaal kunnen worden gerealiseerd door de uitgifte van aandelen (met of zonder stemrecht en desgevallend in het kader van warrantplannen voor werknemers, bestuurders en zelfstandige consultants van de Vennootschap en haar doch-tervennootschappen), van converteerbare obligaties en/of warrants uitvoerbaar door inbreng in speciën of in natura, met of zonder uitgiftepremie, en ook door de omzetting van reserves, met inbegrip van uitgiftepremies. Bovenvermelde warrantplannen mogen voorzien dat, in uitzonderlijke gevallen (onder meer in geval van wijziging in de controle van de Vennootschap of overlijden), warrants kunnen worden uitgeoefend vóór de derde verjaardag van de toekenning ervan, zelfs indien de begunstigden van deze warrants personen zijn waarnaar wordt verwezen in artikel 520ter, 524bis of 525 van het Wetboek van vennootschappen.*

*De raad van bestuur kan bij de verhoging van het maatschappelijk kapitaal binnen de grenzen van het toegestaan kapitaal, in het belang van de Vennootschap, de voorkeurrechten van de aandeelhouders beperken of opheffen, zelfs indien deze beperking of opheffing gedaan wordt ten gunste van een of meerdere bepaalde personen andere dan de werknemers van de Vennootschap of haar dochtervennootschappen.*

*De raad van bestuur kan een uitgiftepremie vragen bij de uitgifte van nieuwe aandelen in het kader van het toegestaan kapitaal. Indien de raad van bestuur hiertoe beslist, dient deze uitgiftepremie op een onbeschikbare reserverekening te worden geboekt die slechts kan worden verminderd of overgeboekt door een besluit van de aandeelhoudersvergadering genomen op de wijze die vereist is voor de wijziging van statuten.*

2. Authorization to the Board of Directors to increase the share capital within the framework of the authorized capital by up to 40% of the share capital.

Proposed resolution: The Shareholders' Meeting resolves to replace the temporary provisions of the articles of association of the Company with the following text:

“Authorized capital

*The board of directors has been granted the authority to increase the share capital of the Company, in accordance with articles 603 to 608 of the Companies Code, 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 share capital of the Company in one or several times with an amount of up to €[●], i.e. 40% of the share capital at the time of the convening of the shareholders' meeting granting this authorization. In accordance with article 607 of the Companies Code, the board of directors cannot use the aforementioned authorization after the Financial Services and Markets Authority (FSMA) has notified the Company of a public takeover bid for the Company's shares.*

*The capital increases within the framework of the authorized capital may be achieved by the issuance of shares (with or without voting rights, and as the case may be in the context of a warrant plan for the Company's or its subsidiaries' personnel, directors and/or independent consultants), convertible bonds and/or warrants exercisable by contributions in cash or in kind, with or without issuance premium, and also by the conversion of reserves, including issuance premiums. Aforementioned warrant plans can provide that, in exceptional circumstances (among others in the event of a change in control of the Company or decease), warrants can be exercised before the third anniversary of their award, even if the beneficiary of such warrants is a person referred to in article 520ter, 524bis or 525 of the Belgian Companies Code.*

*When increasing the share capital within the limits of the authorized capital, the board of directors may, in the Company's interest, restrict or cancel the shareholders' preferential subscription rights, even if such restriction or cancellation is made for the benefit of one or more specific persons other than the employees of the Company or its subsidiaries.*

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

*De raad van bestuur is gemachtigd om de statuten van de Vennootschap in overeenstemming te brengen met de kapitaalverhogingen waartoe binnen het kader van het toegestaan kapitaal werd beslist, of om een notaris hiertoe opdracht te geven.”*

*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.”*

**Agendapunt 2 - Steminstructie:**

**Agenda item 2 - Voting instruction:**

**Voor / In favor**

**Tegen / Against**

**Onthouding / Abstention**

**Ondergetekende is er uitdrukkelijk mee akkoord dat:**

(i) bij afwezigheid van steminstructies voor enig agendapunt of in het geval dat er, om welke reden dan ook, enige onduidelijkheid zou ontstaan betreffende de steminstructies, de volmachtdrager altijd “voor” het voorstel tot besluit zal stemmen voor deze punten waarvoor geen of een onduidelijke steminstructie is gegeven en dat dit een specifieke steminstructie geacht zal zijn in de zin van artikel 547bis §4 2° van het Wetboek van vennootschappen;

(ii) in geval de naam van de volmachtdrager niet is ingevuld, de volmacht geacht zal worden gegeven te zijn aan elk lid van het *Legal Department* van Galapagos NV, individueel handelend. Deze personen zijn werknemers van Galapagos NV maar geen lid van haar Raad van Bestuur of haar Directiecomité;

Onderhavige volmacht geldt tevens als aanmelding in de zin van artikel 536 van het Wetboek van vennootschappen.

**The undersigned expressly agrees that:**

(i) in the absence of voting instructions for any agenda item or in the event that, for any reason whatsoever, any uncertainty would arise with regards to the voting instructions, the proxy holder will always vote “in favor” of the proposal for such items for which no or an unclear voting instruction is given and that this will be deemed to be a specific voting instruction in the sense of article 547bis §4 2° of the Belgian Companies Code;

(ii) in the event the name of the proxy holder is not completed, the proxy will be deemed to be given to each member of the Legal Department of Galapagos NV, with the power to act individually. These individuals are employees of Galapagos NV but not a member of its Board of Directors or of its Executive Committee.

This proxy shall also serve as notification within the meaning of article 536 of the Belgian Companies Code.

**Goed voor volmacht:**

**Good for proxy:**

\_\_\_\_\_  
(Datum / Date)

\_\_\_\_\_  
(Naam / Name)

\_\_\_\_\_  
(Handtekening / Signature)

Het ondertekende volmachtformulier dient **uiterlijk op 20 juli 2016** toe te komen op de zetel van Galapagos NV, per e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) of met de post (Galapagos NV, t.a.v. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, België).

The signed proxy form must be received **at the latest on 20 July 2016** at the registered office of Galapagos NV by e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) or by post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium).

**Aandeelhouders die zich wensen te laten vertegenwoordigen moeten tevens voldoen aan de toelatingsvoorwaarden omschreven in de oproeping tot de Algemene Vergadering.**

**Shareholders who wish to be represented by proxy must also comply with the admission conditions described in the convening notice to the Shareholders' Meeting.**

**Time Sensitive  
Materials**

**Depository's Notice of  
Special Shareholders' Meeting and Extraordinary  
Shareholders' Meeting of Galapagos NV**

<b>ADSs:</b>	American Depositary Shares (" <u>ADSs</u> ").
<b>ADS CUSIP No.:</b>	36315X101.
<b>Company:</b>	Galapagos NV, a company organized and existing under the laws of the Kingdom of Belgium (the " <u>Company</u> ").
<b>ADS Record Date:</b>	June 27, 2016 (close of business in New York). Date used to determine ADS Holders who are to receive these materials and who are eligible to give voting instructions to the Depository upon the terms described herein.
<b>Share Record Date:</b>	July 12, 2016 (Midnight CET). Date on which ADS Holders are required under Belgian law to hold their interests in the shares of the Company in order to be eligible to vote at the Meetings.
<b>Meetings Specifics:</b>	Special Shareholders' Meeting to be held at 2:00 p.m. (CET) on Tuesday, July 26, 2016 and Extraordinary Shareholders' Meeting to be held immediately after, at the offices of notary public Matthieu Derynck (Van Halteren, associated notaries public, Rue de Ligne 13, 1000 Brussels, Belgium) (the " <u>Meetings</u> ").
<b>Meeting Agendas:</b>	Documents related to the Special Shareholders' Meeting and Extraordinary Shareholders' Meeting Agenda items will be available on the Company's website at <a href="http://www.glp.com/shareholders-meetings">http://www.glp.com/shareholders-meetings</a> .
<b>ADS Voting Instructions Deadline:</b>	On or before 10:00 A.M. (New York City time) on July 18, 2016.
<b>Deposited Securities:</b>	Ordinary shares of the Company.
<b>ADS Ratio:</b>	One (1) Share to one (1) ADS.
<b>Depository:</b>	Citibank, N.A.
<b>Custodian of Deposited Securities:</b>	Citibank Europe plc.
<b>Deposit Agreement:</b>	Amended and Restated Deposit Agreement, dated as of May 4, 2015, by and among the Company, the Depository and all Holders and Beneficial Owners of ADSs issued thereunder.

To be counted, your Voting Instructions need to be received by the Depository prior to **10:00 A.M.** (New York City time) on **July 18, 2016.**

**Only those holders of record of the ADS on June 27, 2016 and July 12, 2016 are entitled to vote in the Special Shareholders' Meeting and Extraordinary Shareholders' Meeting.**

The Company has announced that the Meetings will be held at the date, time and location identified above. **Documents related to the Special Shareholders' Meeting and Extraordinary Shareholders' Meeting Agenda items will be available on the Company's website at <http://www.glp.com/shareholders-meetings>.**

Holders of ADSs wishing to give voting instructions to the Depository must sign, complete and return the enclosed Voting Instructions prior to the ADS Voting Instructions Deadline in the enclosed pre-addressed envelope.

Subject to Belgian law, the Articles of Association of the Company, the provisions of or governing the Deposited Securities, the terms of the Deposit Agreement, Registered Holders (as defined below) and DTC Holders (as defined below), in each case as of the close of business on the ADS Record Date, will be entitled to instruct the Depository as to the exercise of voting rights pertaining to the Deposited Securities represented by their ADSs. However, as mentioned above, the voting instructions of any such holder will be disregarded if the Depository is unable to confirm such holder's continued ownership of the ADSs as of the Share Record Date.

#### **DTC Holders**

In order to vote their ADSs, owners of ADSs ("**DTC Holders**") holding their ADSs in a brokerage or custodian account through the Depository Trust Company ("DTC") as of the ADS Record Date must continue to own their ADSs as of the Share Record Date and must instruct their broker or custodian to give voting instructions to the Depository and to confirm ownership of the ADSs to the Depository. On the Share Record Date, the Depository will verify the continued ownership of the ADSs by the instructing DTC Holders with the applicable brokers or custodians (through which the instructing DTC Holders provided voting instructions to the Depository). Failure to confirm continued ownership of ADSs as of the Share Record Date will invalidate the voting instructions previously delivered.

#### **Registered Holders**

In order to vote their ADSs, Holders of ADSs registered in their name on the books of the Depository ("**Registered Holders**") must timely deliver a Voting Instruction Form to the Depository and continue to be the Registered Holders of their ADSs as of the Share Record Date. If a Registered Holder transfers or cancels ADSs at any time before the Share Record Date, any voting instructions delivered to the Depository will be invalidated. On the Share Record Date, the Depository will verify the continued registration on its books of the ADSs in the name of the instructing Registered Holders (who also held the ADSs as of the ADS Record Date) and will recognize as valid only the voting instructions that were timely received from Registered Holders as of the ADS Record Date who continue to be the Registered Holders as of the Share Record Date.

**Voting instructions may be given only in respect of a number of ADSs representing an integral number of Deposited Securities. Upon the timely receipt from a Holder of ADSs, as of the ADS Record Date and as of the Share Record Date, of voting instructions in the manner specified by the Depository, the Depository shall endeavor, insofar as practicable and permitted under applicable law, the provisions of the Deposit Agreement, Articles of Association of the Company and the provisions of the Deposited Securities, to vote, or cause the Custodian to vote, the Deposited Securities (in person or by proxy) represented by such Holder's ADSs in accordance with such voting instructions. The Depository agrees not to vote, cause to be voted or attempt to exercise the right to vote that attaches to any Deposited Securities, other than in accordance with valid voting instructions given or deemed given in compliance with the Deposit Agreement.**

**Deposited Securities represented by ADSs for which no timely voting instructions are received by the Depository from the Holder shall not be voted (except as otherwise described herein). Neither the Depository nor the Custodian shall under any circumstances exercise any discretion as to voting and neither the Depository nor the Custodian shall vote, attempt to exercise the right to vote, or in any way make use of, for purposes of establishing a quorum or otherwise, the Deposited Securities represented by ADSs, except pursuant to and in accordance with the voting instructions timely received from Holders or as otherwise contemplated herein. If the Depository timely receives voting instructions from a Holder which fail to specify the manner in which the Depository is to vote the Deposited Securities represented by such Holder's ADSs, the Depository will deem such Holder to have instructed the Depository to vote in favor of the items set forth in such voting instructions.**

The right of any Holder of ADSs to give instructions to the Depository as to the exercise of voting rights or the right of any Holder of ADSs to vote withdrawn ordinary shares in person or by proxy may be limited if such ADS holder fails to (i) comply with the information requests, (ii) comply with ownership restrictions, (iii) meet reporting obligations, (iv) obtain regulatory approvals (if any), or (v) disclose their interest held in the Company, in each case as described in the Deposit Agreement.

Holders of ADSs who have delivered voting instructions agree that such voting instructions may, at the request of the Company, be disclosed by the Company, for purposes of compliance with Belgian law, in connection with the Meetings, whether prior, during or after such Meetings.

The information contained herein with respect to the Meetings has been provided by the Company. Citibank, N.A. is forwarding this information to you solely as Depository and in accordance with the terms of the Deposit Agreement and disclaims any responsibility with respect to the accuracy of such information. Citibank, N.A. does not, and should not be deemed to, express any opinion with respect to the proposals to be considered at the Meetings. The rights and obligations of Holders and Beneficial Owners of ADSs, the Company and the Depository are set forth in their entirety in the Deposit Agreement and summarized in the ADRs. If you wish to receive a copy of the Deposit Agreement, please contact the Depository at the number set forth below.

***If you have any questions about the way in which Voting Instructions may be delivered to the Depository, please contact Citibank, N.A. - ADR Shareholder Services at 1-877-CITI-ADR (1-877-248-4237).***

Citibank, N.A., as Depository



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**Special Shareholders' Meeting and Extraordinary Shareholders' Meeting**


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*The Voting Instructions must be signed, completed and received at the indicated address prior to 10:00 A.M. (New York City time) on July 18, 2016 for action to be taken.*

2016 VOTING INSTRUCTIONS

AMERICAN DEPOSITARY SHARES

**Galapagos NV (the "Company")**

<b>ADS CUSIP No.:</b>	36315X101.
<b>ADS Record Date:</b>	June 27, 2016 (close of business in New York).
<b>Share Record Date:</b>	July 12, 2016 (Midnight CET).
<b>Meeting Specifics:</b>	Special Shareholders' Meeting to be held at 2:00 p.m. (CET) on Tuesday, July 26, 2016 and Extraordinary Shareholders' Meeting to be held immediately after, at the offices of notary public Matthieu Derynck (Van Halteren, associated notaries public, Rue de Ligne 13, 1000 Brussels, Belgium) (the " <u>Meetings</u> ").
<b>Meeting Agenda:</b>	Documents related to the Special Shareholders' Meeting and Extraordinary Shareholders' Meeting Agenda items will be available on the Company's website at <a href="http://www.glp.com/shareholders-meetings">http://www.glp.com/shareholders-meetings</a> .
<b>Depository:</b>	Citibank, N.A.
<b>Deposit Agreement:</b>	Amended and Restated Deposit Agreement, dated as of May 4, 2015, by and among the Company, the Depository and all Holders and Beneficial Owners of American Depositary Shares (" <u>ADSs</u> ") issued thereunder.
<b>Deposited Securities:</b>	Ordinary shares of the Company.
<b>Custodian:</b>	Citibank Europe plc.

The undersigned Holder of the ADSs identified above, as of the ADS Record Date, hereby authorizes and directs the Depository to cause to be voted at the Meetings (and any adjournment or postponement thereof) the Deposited Securities represented by the ADSs in the manner indicated on the reverse side hereof. The undersigned recognizes that any sale, transfer or cancellation of ADSs before the Share Record Date will invalidate these voting instructions if the Depository is unable to verify the continued ownership of ADSs as of the Share Record Date.

*Voting instructions may be given only in respect of a number of ADSs representing an integral number of Deposited Securities. Upon the timely receipt from a Holder of ADSs, as of the ADS Record Date and as of the Share Record Date, of voting instructions in the manner specified by the Depository, the Depository shall endeavor, insofar as practicable and permitted under applicable law, the provisions of the Deposit Agreement, Articles of Association of the Company and the provisions of the Deposited Securities, to vote, or cause the Custodian to vote, the Deposited Securities (in person or by proxy) represented by such Holder's ADSs in accordance with such voting instructions. The Depository agrees not to vote, cause to be voted or attempt to exercise the right to vote that attaches to any Deposited Securities, other than in accordance with valid voting instructions given or deemed given in compliance with the Deposit Agreement.*

***Deposited Securities represented by ADSs for which no timely voting instructions are received by the Depositary from the Holder shall not be voted (except as otherwise described herein). Neither the Depositary nor the Custodian shall under any circumstances exercise any discretion as to voting and neither the Depositary nor the Custodian shall vote, attempt to exercise the right to vote, or in any way make use of, for purposes of establishing a quorum or otherwise, the Deposited Securities represented by ADSs, except pursuant to and in accordance with the voting instructions timely received from Holders or as otherwise contemplated herein. If the Depositary timely receives voting instructions from a Holder which fail to specify the manner in which the Depositary is to vote the Deposited Securities represented by such Holder's ADSs, the Depositary will deem such Holder to have instructed the Depositary to vote in favor of the items set forth in such voting instructions.***

The right of any holders of ADSs to give instructions to the Depositary as to the exercise of voting rights may be limited if such holder fails to comply with the requirements under Belgian law (which are summarized in Sections 3.4, 3.5, 3.6 and 3.7 of the Deposit Agreement).

In order to exercise voting rights, an owner who is not the registered holder of ADSs on the books of the Depositary will be required, subject to applicable provisions of the laws of Belgium, the Articles of Association of the Company and the Deposit Agreement, to have such ownership of ADSs, verified by the Depositary as of the Share Record Date.

Please indicate on the reverse side hereof how the Deposited Securities are to be voted.

The Voting Instructions must be marked, signed and returned on time in order to be counted.

By signing on the reverse side hereof, the undersigned represents to the Depositary and the Company that the undersigned is duly authorized to give the Voting Instructions contained therein.

**Special Shareholders' Meeting Agenda and Proposed Resolution**

- 1. To appoint Ms. Mary Kerr as an independent Director of the Company.

**Extraordinary Shareholders' Meeting Agenda and Proposed Resolution**

- 1. Consideration and discussion of the special report of the Board of Directors in accordance with article 604 of the Belgian Companies Code relating to the increase of the authorized capital. (\*)
- 2. Authorization to the Board of Directors to increase the share capital within the framework of the authorized capital by up to 40% of the share capital.

(\*) This item will not be voted upon.

Please refer to the enclosed Convening Notice to read the full resolutions.

**A Resolutions**

**Special Shareholders' Meeting Resolution**

Resolution 1.                      For    Against    Abstain  
          

**Extraordinary Shareholders' Meeting Resolution**

Resolution 2.                      For    Against    Abstain  
          

**B Authorized Signatures - Sign Here - This section must be completed for your instructions to be executed.**

If these Voting Instructions are signed and timely returned to the Depositary but no specific direction as to voting is marked above as to an issue, the undersigned shall be deemed to have directed the Depositary to vote in favor of such issue.

If these Voting Instructions are signed and timely returned to the Depositary but multiple specific directions as to voting are marked above as to an issue, the undersigned shall be deemed to have directed the Depositary to give an "ABSTAIN" Voting Instruction for such issue.

Please be sure to sign and date this Voting Instruction Card.

Please sign your name to the Voting Instructions exactly as printed. When signing in a fiduciary or representative capacity, give full title as such. Where more than one owner, each MUST sign. Voting Instructions executed by a corporation should be in full name by a duly authorized officer with full title as such.

Signature 1 - Please keep signature within the line

Signature 2 - Please keep signature within the line

Date (mm/dd/yyyy)

\_\_\_\_\_ /                      /

**Bijzondere en Buitengewone Algemene Vergaderingen van 26 juli 2016**  
**Special and Extraordinary Shareholders' Meetings of 26 July 2016**



**Kennisgeving van deelname**

(enkel te gebruiken door houders van aandelen op naam en  
houders van warrants op naam)

**Notification of participation**

(to be used by holders of registered shares and holders of  
registered warrants only)

De ondergetekende:

The undersigned:

\_\_\_\_\_  
(Naam en adres / Name and address)

heeft kennis genomen van de Bijzondere en Buitengewone Algemene Vergaderingen van **Galapagos NV** (naamloze vennootschap naar Belgisch recht met zetel te Generaal De Wittelaan L11 A3, 2800 Mechelen, België, ingeschreven in het Rechtspersonenregister (Antwerpen, afdeling Mechelen) onder nummer 0466.460.429) (de "**Vennootschap**"),

die zullen worden gehouden op dinsdag 26 juli 2016 om 14 uur in de kantoren van notaris Matthieu Derynck (Van Halteren, Geassocieerde notarissen, De Lignestraat 13, 1000 Brussel),

en brengt de Vennootschap hierbij op de hoogte van zijn/haar voornemen om aan deze Algemene Vergaderingen deel te nemen,

met de volgende effecten:

\_\_\_\_\_ aandelen op naam; en/of  
(Aantal)

\_\_\_\_\_ warrants van de Vennootschap.  
(Aantal)

has taken notice of the Special and Extraordinary Shareholders' Meetings of **Galapagos NV** (public limited liability company organized under the laws of Belgium with registered office at Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium, registered with the Register of Legal Entities (Antwerp, division Mechelen) under number 0466.460.429) (the "**Company**"),

to be held on Tuesday 26 July 2016 at 2:00 p.m. (CET) at the offices of notary public Matthieu Derynck (Van Halteren, associated notaries public, Rue de Ligne 13, 1000 Brussels),

and hereby notifies the Company of his/her/its intention to participate in these Shareholders' Meetings,

with the following securities:

\_\_\_\_\_ registered shares, and/or  
(Number)

\_\_\_\_\_ warrants of the Company.  
(Number)

\_\_\_\_\_  
(Datum / Date)

\_\_\_\_\_  
(Naam / Name)

\_\_\_\_\_  
(Handtekening / Signature)

De ondertekende kennisgeving dient **uiterlijk op 20 juli 2016** toe te komen op de zetel van Galapagos NV, per e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) of met de post (Galapagos NV, t.a.v. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, België).

**Aandeelhouders die wensen deel te nemen of zich te laten vertegenwoordigen moeten tevens voldoen aan de toelatingsvoorwaarden omschreven in de oproeping tot de Algemene Vergaderingen.**

The signed notification must be received **at the latest on 20 July 2016** at the registered office of Galapagos NV by e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) or by post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium).

**Shareholders who wish to attend or to be represented by proxy must also comply with the admission conditions as described in the convening notice to the Shareholders' Meetings.**

**Dr. Mary Kerr**

Dr. Kerr, van Engelse nationaliteit, is Chief Executive Officer en bestuurder van NeRRe Therapeutics. Voorafgaand aan haar aanstelling bij NeRRe, bekleedde Mary gedurende meer dan 20 jaar verschillende topfuncties bij GSK, met als meest recente die van Senior Vice President and Global Franchise Leader van de Immuno-inflammation en Infectious Diseases franchise. Mary was een van de oprichters en lid van het Corporate Executive team van ViiV Healthcare, waar zij zorgde voor een ommekeer in de prestaties van de HIV activiteiten in Europa. Het grootste deel van haar carrière heeft zij gewerkt op het raakvlak van R&D en commerciële activiteiten in wereldwijde strategie en regionale operationele rollen, voornamelijk op het gebied van wees- en gespecialiseerde medicijnen. Mary behaalde een Ph.D. in Farmacologie aan de universiteit van Bradford, deed postdoctoraal onderzoek bij de Michigan Cancer Foundation in Detroit en heeft een MBA van de universiteit van Kingston. Ze is sinds oktober 2015 tevens Operating Partner bij Advent Life Sciences, een van de investeerder in NeRRe Therapeutics.

Dr. Kerr, a UK national, is Chief Executive Officer and Director at NeRRe Therapeutics. Prior to her appointment at NeRRe, Mary held a range of senior leadership roles at GSK over more than 20 years, most recently as Senior Vice President and Global Franchise leader for the Immuno-inflammation and Infectious Diseases franchise. Mary was a founding member and on the Corporate Executive team of ViiV Healthcare where she led a turnaround in the performance of the HIV business in Europe. She has spent the majority of her career on the R&D commercial interface in global strategy and regional operational roles, predominantly in the specialty and orphan space. Mary gained a Ph.D. in Pharmacology at the University of Bradford, did post-doctoral research at the Michigan Cancer Foundation in Detroit and has an MBA from the University of Kingston. She is also an Operating Partner with Advent Life Sciences, one of NeRRe Therapeutics' investors, since October 2015.

**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  
 Article 604 of the Belgian Companies Code**

Dear Shareholders,

In accordance with the provisions of article 604 of the Belgian Companies Code, the Board of Directors of Galapagos NV (the “Company” or “Galapagos”) has the honor to report, in this special report, on the proposals that shall be made to the Extraordinary Shareholders’ Meeting to be convened on 26 July 2016 (or on 18 August 2016 should the required quorum not be achieved at the first meeting) to grant an additional authorization to the Board of Directors to increase the share capital of Galapagos in the framework of the authorized capital.

**1 Background**

The Extraordinary Shareholders’ Meeting of 29 March 2005 authorized the Board of Directors to increase the share capital of the Company. This authorization was granted for a period of 5 years. It was renewed and increased by the Extraordinary Shareholders’ Meetings held on 6 January 2006, 24 April 2007, 2 June 2009, 23 May 2011, and, most recently, 26 April 2016. Under the current authorization, the share capital of the Company can be increased with maximum €49,726,531.42. Assuming that all warrants offered under Galapagos’ Warrant Plan 2016 and Warrant Plan 2016 RMV are accepted by their beneficiaries, a total amount of €4,679,650 would have been used at the date of this report.

**2 Proposal to increase the authorized capital**

In accordance with the provisions of article 604 of the Belgian Companies Code, the Board of Directors proposes to the Extraordinary Shareholders’ Meeting to be authorized for a period of five years to increase the share capital in one or several times with an amount of up to 40% of the current share capital in the specific circumstances set forth below and provided that the Company has not been notified of a public takeover bid for its shares at the time of such increase. In particular, the Board of Directors proposes to replace the temporary provisions of the articles of association of the Company with the following text:

*“Authorized capital*

*The board of directors has been granted the authority to increase the share capital of the Company, in accordance with articles 603 to 608 of the Companies Code, 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 share capital of the Company in one or several times with an amount of up to €[●], i.e. 40% of the share capital at the time of the convening of the shareholders’ meeting granting this authorization. In accordance with article 607 of the Companies Code, the board of directors cannot use the aforementioned authorization after the Financial Services and Markets Authority (FSMA) has notified the Company of a public takeover bid for the Company’s shares.*

*The capital increases within the framework of the authorized capital may be achieved by the issuance of shares (with or without voting rights, and as the case may be in the context of a warrant plan for the Company’s or its subsidiaries’ personnel, directors and/or independent consultants), convertible bonds*

*and/or warrants exercisable by contributions in cash or in kind, with or without issuance premium, and also by the conversion of reserves, including issuance premiums. Aforementioned warrant plans can provide that, in exceptional circumstances (among others in the event of a change in control of the Company or decease), warrants can be exercised before the third anniversary of their award, even if the beneficiary of such warrants is a person referred to in article 520ter, 524bis or 525 of the Belgian Companies Code.*

*When increasing the share capital within the limits of the authorized capital, the board of directors may, in the Company's interest, restrict or cancel the shareholders' preferential subscription rights, even if such restriction or cancellation is made for the benefit of one or more specific persons other than the employees of the Company or its subsidiaries.*

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

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

### **3 Specific circumstances and purposes for use of authorized capital**

The Board of Directors is of the opinion that the renewal and increase of the authorized capital is necessary to meet the needs of the Company as a listed company that has made a public appeal on savings.

Especially with the Company being publicly listed on Euronext Brussels, Euronext Amsterdam and NASDAQ, the procedure of convening an Extraordinary Shareholders' Meeting for a capital increase is complex, expensive, and time consuming. This procedure can thus be incompatible with the fluctuations on the capital markets or with certain business opportunities that the Company would otherwise be able to take advantage of. The proposed authorization would allow the Board of Directors to increase the Company's share capital in those circumstances in which it would be undesirable, impossible or inopportune to convene an Extraordinary Shareholders' Meeting.

Such situation could occur when the Board of Directors determines that the cash position of the Company needs to be strengthened within a relatively short timeframe to finance and support its research and development programs or to enable the Company to react to new research and development opportunities in a quick and flexible way. In addition, the Company may wish to finance certain transactions, such as acquisitions, corporate partnerships or in-licensing deals, wholly or partially with the issuance of new shares or to permit one or more specific new shareholders to participate in its share capital. The convening of a Shareholders' Meeting could in such circumstances e.g. lead to a premature announcement of the relevant transaction. With such (and other) transactions the Board of Directors shall aim for the continuous growth of the Company, where appropriate and/or possible by means of equity financing, and to strengthen the capital base of the Company by attracting strategic shareholders where possible.

The Board of Directors can also use the authorized capital to issue warrants in connection with Company's remuneration policy for its and its subsidiaries' employees, directors and independent consultants.

Finally, the Board of Directors notes that the proposed authorization cannot be used after the Belgian Financial Services and Markets Authority (FSMA) has notified the Company of a public takeover bid for the shares of the Company.

Made and approved on 14 June 2016.

For the Board of Directors of the Company,

*[Signed]*

*[Signed]*

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Name: Onno van de Stolpe  
Title: Director

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Name: Harrold van Barlingen  
Title: Director



**GALAPAGOS**

Naamloze Vennootschap / Limited Liability Company  
Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium  
RPR / RLE (Antwerp, division Mechelen) 0466.460.429

Op 23 juni 2016 bedraagt het totaal aantal aandelen en stemrechten van Galapagos NV  
**46.109.508**

On 23 June 2016, the total number of shares and voting rights of Galapagos NV amounts to  
**46,109,508**

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