

---

---

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

---

**FORM 6-K**

---

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

For the month of March 2019.

Commission File Number: 001-37384

---

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

---

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

---

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):

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

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):

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

---

---

## EXPLANATORY NOTE

Enclosed hereto are copies of the following items in connection with Galapagos NV's annual report for the financial year 2018 and its Annual Shareholders' Meeting that will be held on Tuesday, April 30, 2019 at 2:00 p.m. (CET), at the registered office of Galapagos NV.

*The information contained in this Form 6-K, including Exhibits 99.2, 99.3, 99.4, 99.5, 99.6, 99.7, and 99.8, is hereby incorporated by reference into the Company's Registration Statements on Forms F-3 (File No. 333-230639) and S-8 (File Nos. 333-204567, 333-208697, 333-211834, 333-215783, 333-218160, and 333-225263). The information contained in Exhibit 99.1 to this Form 6-K is intended to be furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.*

<u>Exhibit</u>	<u>Description</u>
99.1	<a href="#">Press Release issued on March 29, 2019</a>
99.2	<a href="#">Convening Notice for the Annual Shareholders' Meeting of Galapagos NV to be held on April 30, 2019 (English translation)</a>
99.3	<a href="#">Proxy Form for the Annual Shareholders' Meeting to be held on April 30, 2019</a>
99.4	<a href="#">Professional Qualifications of Mr. Peter Guenter (Director Nominee) for the Annual Shareholders' Meeting to be held on April 30, 2019</a>
99.5	<a href="#">Depositary's Notice of the Annual Shareholders' Meeting to be held on April 30, 2019</a>
99.6	<a href="#">Voting Instructions for holders of American Depositary Shares for the Annual Shareholders' Meeting to be held on April 30, 2019</a>
99.7	<a href="#">Notification of Participation Form for the Annual Shareholders' Meeting to be held on April 30, 2019</a>
99.8	<a href="#">Overview of Outstanding Shares and Voting Rights for the Annual Shareholders' Meeting to be held on April 30, 2019</a>

**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**

(Registrant)

Date: March 29, 2019

/s/ Xavier Maes

Xavier Maes  
*Company Secretary*



**Publication of the annual report and invitation to the  
annual shareholders' meeting**

**Nomination of Mr. Peter Guenter for Galapagos' board of directors**

**Mechelen, Belgium; 29 March 2019, 22.15 CET; regulated information – Galapagos NV (Euronext & NASDAQ: GLPG) published its annual report for the financial year 2018.**

The annual report for the financial year 2018, including a review of figures and performance, is available online at <http://reports.glp.com/annual-report-2018/en> and can also be downloaded as PDF.

Furthermore, Galapagos has the honor to invite its shareholders, warrant holders, directors, and statutory auditor to its annual shareholders' meeting that will be held on Tuesday 30 April 2019 at 2:00 p.m. (CET) at the Company's registered office.

In addition, Galapagos announces that Mr. Peter Guenter has been nominated to join the board of directors of Galapagos, subject to shareholder approval during the annual shareholders' meeting of 30 April 2019.

Peter Guenter has been Chief Executive Officer of Almirall since 1 October 2017. Prior to joining Almirall, he worked at Sanofi for 22 years, most recently as Executive Vice President Diabetes & Cardiovascular Global Business Unit. During his tenure at Sanofi, he held many senior positions including Vice President Eastern Europe & Northern Europe, Vice President Business Management & Support, General Manager Germany, Senior Vice President Europe, Executive Vice President Global Commercial Operations and Executive Vice President General Medicine & Emerging Markets. He was a member of Sanofi's Executive Committee from 2013 until August 2017. Before joining Sanofi, he held different positions in sales and marketing at Smith Kline and Ciba Geigy. Mr. Guenter is a member of the board of the European Federation of Pharmaceutical Industries and Associations (EFPIA). He is a Belgian citizen and holds a Master's Degree in Physical Education from the Faculty of Medicine and Health Sciences of the University of Ghent.

In order to be admitted to the shareholders' meeting, 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 notice. The convening notice and other documents pertaining to the shareholders' meeting can be consulted on our website.

**About Galapagos**

Galapagos (Euronext & NASDAQ: GLPG) discovers and develops small molecule medicines with novel modes of action, three of which show promising patient results and are currently in late-stage development in multiple diseases. Our pipeline comprises Phase 3 through to discovery programs in inflammation, fibrosis, osteoarthritis and other indications. Our ambition is to become a leading global biopharmaceutical company focused on the discovery, development and commercialization of innovative medicines. More information at [www.glp.com](http://www.glp.com).

**Contact**

**Investors:**

Elizabeth Goodwin  
VP Investor Relations  
+1 781 460 1784

Sofie Van Gijssel  
Director IR  
+32 485 19 14 15  
[ir@glpg.com](mailto:ir@glpg.com)

**Media:**

Carmen Vroonen  
Senior Director Communications & Public Affairs  
+32 473 824 874

Evelyn Fox  
Director Communications  
+31 6 53 591 999  
communications@glpg.com

**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.*

**Disclaimer**

*The contents of our website, including the annual report for the financial year 2018, and any other website that may be accessed from our website, shall not be deemed incorporated by reference in any filing under the Securities Act of 1933.*

Free translation for information purposes

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

### Invitation to the Annual Shareholders' Meeting to be held on 30 April 2019

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 annual shareholders' meeting that will be held on Tuesday 30 April 2019 at 2:00 p.m. (CET) at the registered office of the Company.

#### Agenda and proposed resolutions

##### Ordinary part

1. Acknowledgement and discussion of the annual report of the board of directors relating to the non-consolidated and consolidated annual accounts of the Company for the financial year ended on 31 December 2018, and of the report of the statutory auditor relating to the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2018.

2. Acknowledgement and approval of the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2018 and approval of the allocation of the annual result as proposed by the board of directors.

**Proposed resolution:** The shareholders' meeting resolves to approve the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2018, as well as the allocation of the annual result as proposed by the board of directors.

3. Acknowledgement and discussion of the report of the statutory auditor relating to the consolidated annual accounts of the Company for the financial year ended on 31 December 2018.

4. Acknowledgement and discussion of the consolidated annual accounts of the Company for the financial year ended on 31 December 2018.

5. Acknowledgement and approval of the remuneration report.

**Proposed resolution:** The shareholders' meeting resolves to approve the remuneration report.

6. Release from liability to be granted to the directors and the statutory auditor for the performance of their duties in the course of the financial year ended 31 December 2018.

**Proposed resolution:** The shareholders' meeting resolves, by separate vote, to release each director, including former director Dr. Harrold van Barlingen, and the statutory auditor from any liability arising from the performance of their duties during the last financial year.

7. Revision of the remuneration of the statutory auditor.

**Proposed resolution:** The shareholders' meeting resolves to increase the annual remuneration of the statutory auditor from €350,000 to (i) €430,000 for its activities relating to the statutory annual accounts, the consolidated annual accounts and the interim reporting of the Company and its subsidiaries for the financial year ended 31 December 2018 and (ii) €630,000 for its activities relating to the statutory annual accounts, the consolidated annual accounts and the interim reporting of the Company and its subsidiaries for the financial year ending 31 December 2019.

**8.** Appointment of a director.

**Proposed resolution:** The shareholders' meeting resolves to appoint Mr. Peter Guenter (residing in Barcelona, Spain) as director of the Company, for a period of four years ending immediately after the annual shareholders' meeting to be held in 2023 and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Mr. Peter Guenter as an independent director as he meets the independence criteria set forth in article 526ter of the Belgian Companies Code.

**9.** Remuneration of directors.

**Proposed resolution:** Upon recommendation of the Company's nomination and remuneration committee, the shareholders' meeting resolves that (a) the compensation (excluding expenses) of the non-executive directors for the exercise of their mandate is established as follows: (i) chairman of the board: €80,000 per annum; (ii) other non-executive board members: €40,000 each per annum; (iii) additional compensation for membership of a board committee: €5,000 per annum; (iv) additional compensation for the chairmanship of a board committee: €10,000 per annum; and (b) a power of attorney is granted to the board of directors to determine the total remuneration package of the managing director (CEO) for his management function in the Company, it being understood that this remuneration shall include a compensation for the performance of his mandate as a director of the Company.

**10.** Offer of warrants.

**Proposed resolution:** Upon recommendation of the Company's nomination and remuneration committee, the shareholders' meeting (i) resolves to offer 100,000 warrants to Mr. Onno van de Stolpe, 15,000 warrants to Dr. Raj Parekh, and 7,500 warrants to each of Mr. Howard Rowe, Ms. Katrine Bosley, Dr. Mary Kerr and Mr. Peter Guenter, under warrant plans created (or to be created) by the board of directors for the benefit of directors, employees and independent consultants of Galapagos and its affiliates within the framework of the authorized capital (jointly "**Warrant Plan 2019**"), the key conditions of which will be in line with previous warrant plans of the Company, (ii) empowers the managing director, as well as any other director as regards the offer to the managing director, to implement this offer, and (iii) to the extent required, approves the offer of warrants to members of Galapagos' executive committee under Warrant Plan 2019 in accordance with Galapagos' remuneration policy and practices. In accordance with articles 520ter and 556 of the Belgian Companies Code, the shareholders' meeting expressly approves the particular provisions that will be included in Warrant Plan 2019 pursuant to which, in exceptional circumstances (including in the event of a change in control of the Company), the warrants offered (to the extent accepted) under Warrant Plan 2019 can be exercised early, even before the third anniversary of their award.

The resolutions of this shareholders' meeting relating to the issuance of warrants can only be implemented if the Belgian Financial Services and Markets Authority (FSMA) has communicated to the Company that it has no objections to make against the issuance of warrants as set forth in this agenda item.

**Special part****11.** Application of article 556 of the Belgian Companies Code.

**Proposed resolution:** In accordance with article 556 of the Belgian Companies Code, the shareholders' meeting resolves to approve, and to the extent required, ratify all of the provisions granting rights to third parties which could affect the assets of the Company, or could impose an obligation on the Company, where the exercise of those rights is dependent on a public takeover bid on the shares of the Company or a change of control in respect of the Company, as included in: (a) the Second Amended and Restated Collaboration Agreement between Galapagos NV and AbbVie S.à.r.l. dated 24 October 2018 (the "**AbbVie Agreement**") including, but not limited to, clause 11.2 (*Change in Control of Galapagos*) of the AbbVie Agreement, entitling the counterparty, in the event of a change

in control of the Company, to oblige the Company to take appropriate measures to avoid the disclosure of confidential information, to limit AbbVie's reporting obligations to the Company, or, depending on the stage in which the change of control occurs, to terminate the AbbVie Agreement; (b) the Exclusive License Agreement among Galapagos NV, MorphoSys AG and Novartis Pharma AG dated 19 July 2018 (the "**Novartis Agreement**"), including, but not limited to, clause 3.7 of the Novartis Agreement (*Change of Control*), entitling Novartis, in the event of a change of control of the Company, to have the Company's representatives removed from the joint committees; and (c) the Product Development, License and Commercialization Agreement between Galapagos NV, Les Laboratoires Servier and Institut de Recherches Servier as amended and restated on 8 May 2018 (the "**Servier Agreement**"), including but not limited to clause 13.4 (*Termination by Servier Without Cause or Due to Galapagos Change of Control*), clause 13.5 (*Rights on Termination*) and clause 13.7 (*Change of Control*), entitling the counterparty, in the event of a change of control of the Company, to elect to terminate the Servier Agreement subject to an option for the Company to choose from two contractual termination regimes, both including the termination of the licenses granted by the Company to Servier and the freedom for the Company to conduct research and development activities on terminated licensed products, or to have the licenses granted to Servier continue, with all payment obligations remaining in place, but with Servier having full control over the further development and patent strategies for the licensed product in Servier's territory. The shareholders' meeting grants a special power of attorney to each director of the Company, as well as to Mr. Xavier Maes, Ms. Ellen Lefever, Ms. Annelies Denecker, and Ms. Lauran Diependaele, each acting individually and with the power of substitution, to file this resolution with the clerk's office of the Commercial Court of Antwerp, division of Mechelen, in accordance with article 556 of the Belgian Companies Code.

## 12. Miscellaneous.

### Registration and admission formalities

In order to be admitted to the shareholders' meeting, 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' meeting with a consultative vote.

### 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' meeting, 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 16 April 2019 (the "**record date**"), irrespective of the number of shares or warrants that they own on the date of the shareholders' meeting; and
- they notify the Company in writing of (i) their intention to participate in the shareholders' meeting, and (ii) the number of securities for which they wish to participate in the shareholders' meeting, by means of a signed form that must be received by the Company at the Company's registered office **at the latest on 24 April 2019**; a model of this form is available at the Company's registered office and on the Company's website under the tab "Investors > Shareholder Information > Shareholders' Meetings" ([www.glpq.com](http://www.glpq.com)).

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' meeting, 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 16 April 2019 (the "**record date**"), irrespective of the number of shares that they own on the date of the shareholders' meeting; and
- **at the latest on 24 April 2019**, 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' meeting.

This certificate must be submitted to Galapagos by e-mail (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 (16 April 2019) and who have indicated their intention to participate in the shareholders' meeting as set out above will be entitled to participate in the shareholders' meeting. 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' meeting 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 under the tab "Investors > Shareholder Information > Shareholders' Meetings" (www.glpg.com).

The signed proxy form must be submitted to Galapagos by e-mail (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 24 April 2019**.

### 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' meeting or in writing before the meeting, 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.

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 24 April 2019**.

Such questions must be submitted to Galapagos by e-mail (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' meeting 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

*Free translation for information purposes*

items to be dealt with and the related proposed resolutions, must be submitted to Galapagos by e-mail (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 8 April 2019**. As the case may be, Galapagos shall publish the modified agenda at the latest on 15 April 2019.

#### **Availability of documents**

The documentation relating to this shareholders' meeting 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 under the tab "Investors > Shareholder Information > Shareholders' Meetings" (www.glpg.com). Hard copies of these documents can be obtained at no cost by simple request via e-mail (shareholders@glpg.com), post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium), or telephone (+32 15 342 900). Please address any requests for more information to Galapagos' legal department (+32 15 342 900). Correspondence can be sent to Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium (e-mail: 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' meeting.

The natural persons who intend to attend the shareholders' meeting 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' meeting. The representatives of legal entities must hand over the documents establishing their capacity as corporate representative or attorney-in-fact. These documents will be verified immediately before the start of the meeting.

#### *The board of directors*

### 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**”):

(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)

(Indien de naam van de volmachtdrager niet is ingevuld, zal de volmacht geacht worden te zijn gegeven aan de General Counsel van de Vennootschap)

(If the name of the proxy holder is not completed, the proxy will be deemed to be given to the General Counsel of the Company)

hierna de “**volmachtdrager**”,

hereinafter the “**proxy holder**”,

aan wie hij/zij volmacht geeft tot bijwoning van en om stemrechten uit te oefenen tijdens de gewone algemene vergadering van de Vennootschap die zal plaatsvinden op dinsdag 30 april 2019 om 14 uur op de zetel van de Vennootschap, 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 annual shareholders' meeting of the Company to be held on Tuesday 30 April 2019 at 2:00 p.m. CET at the registered office of the Company, 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 volmachtdrager ook over 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 on such new agenda items insofar as the proxy holder, by doing so, does not pursue another interest than the interest of the undersigned shareholder.

### Agenda

#### Gewoon gedeelte

1. Kennisname en bespreking van het jaarverslag van de raad van bestuur betreffende de statutaire en geconsolideerde jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2018, en van het verslag van de commissaris over de statutaire jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2018.

#### Ordinary part

1. Acknowledgement and discussion of the annual report of the board of directors relating to the non-consolidated and consolidated annual accounts of the Company for the financial year ended on 31 December 2018, and of the report of the statutory auditor relating to the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2018.

2. Kennisname en goedkeuring van de statutaire jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2018 en goedkeuring van de door de raad van bestuur voorgestelde bestemming van het jaarresultaat.

*Voorstel van besluit: De algemene vergadering besluit om de statutaire jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2018 goed te keuren, alsook de door de raad van bestuur voorgestelde bestemming van het resultaat.*

2. Acknowledgement and approval of the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2018 and approval of the allocation of the annual result as proposed by the board of directors.

*Proposed resolution: The shareholders' meeting resolves to approve the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2018, as well as the allocation of the annual result as proposed by the board of directors.*

**Agendapunt 2 - Steminstructie:**

**Voor / In favor**

**Tegen / Against**

**Onthouding / Abstention**

**Agenda item 2 - Voting instruction:**

3. Kennisname en bespreking van het verslag van de commissaris betreffende de geconsolideerde jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2018.

4. Kennisname en bespreking van de geconsolideerde jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2018.

5. Kennisname en goedkeuring van het remuneratieverslag.

*Voorstel van besluit: De algemene vergadering besluit om het remuneratieverslag goed te keuren.*

3. Acknowledgement and discussion of the report of the statutory auditor relating to the consolidated annual accounts of the Company for the financial year ended on 31 December 2018.

4. Acknowledgement and discussion of the consolidated annual accounts of the Company for the financial year ended on 31 December 2018.

5. Acknowledgement and approval of the remuneration report.

*Proposed resolution: The shareholders' meeting resolves to approve the remuneration report.*

**Agendapunt 5 - Steminstructie:**

**Voor / In favor**

**Tegen / Against**

**Onthouding / Abstention**

**Agenda item 5 - Voting instruction:**

6. Kwijting aan de bestuurders en de commissaris voor de uitoefening van hun mandaat uitgevoerd tijdens het boekjaar geëindigd op 31 december 2018.

*Voorstel van besluit: De algemene vergadering besluit, bij afzonderlijke stemming, om kwijting te geven aan elke bestuurder, met inbegrip van gewezen bestuurder Dr. Harrold van Barlingen, en aan de commissaris voor alle aansprakelijkheid voortvloeiend uit de uitoefening van hun mandaat gedurende het afgelopen boekjaar.*

6. Release from liability to be granted to the directors and the statutory auditor for the performance of their duties in the course of the financial year ended 31 December 2018.

*Proposed resolution: The shareholders' meeting resolves, by separate vote, to release each director, including former director Dr. Harrold van Barlingen, and the statutory auditor from any liability arising from the performance of their duties during the last financial year.*

**Agendapunt 6 - Steminstructie:**

**Voor / In favor**

**Tegen / Against**

**Onthouding / Abstention**

**Agenda item 6 - Voting instruction:**

7. Herziening van de bezoldiging van de commissaris.

Voorstel van besluit: De algemene vergadering besluit om de jaarlijkse bezoldiging van de commissaris te verhogen van €350.000 tot (i) €430.000 voor de werkzaamheden met betrekking tot de statutaire jaarrekening, de geconsolideerde jaarrekening en de tussentijdse verslaggeving van de Vennootschap en haar dochtervennootschappen voor het boekjaar geëindigd op 31 december 2018 en (ii) tot €630.000 voor de werkzaamheden met betrekking tot de statutaire jaarrekening, de geconsolideerde jaarrekening en de tussentijdse verslaggeving van de Vennootschap en haar dochtervennootschappen voor het boekjaar eindigend op 31 december 2019.

7. Revision of the remuneration of the statutory auditor.

Proposed resolution: The shareholders' meeting resolves to increase the annual remuneration of the statutory auditor from €350,000 to (i) €430,000 for its activities relating to the statutory annual accounts, the consolidated annual accounts and the interim reporting of the Company and its subsidiaries for the financial year ended 31 December 2018 and (ii) €630,000 for its activities relating to the statutory annual accounts, the consolidated annual accounts and the interim reporting of the Company and its subsidiaries for the financial year ending 31 December 2019.

Agendapunt 7 - Steminstructie:

Voor / In favor

Tegen / Against

Agenda item 7 - Voting instruction:

Onthouding / Abstention

8. Benoeming van een bestuurder.

Voorstel van besluit: De algemene vergadering besluit om Dhr. Peter Guenter (woonachtig te Barcelona, Spanje) te benoemen als bestuurder van de Vennootschap voor een periode van vier jaar die een einde neemt onmiddellijk na de algemene vergadering te houden in 2023, en, op voorstel van de raad van bestuur en in overeenstemming met het advies van het benoemings- en remuneratiecomité van de Vennootschap, om Dhr. Peter Guenter te benoemen als onafhankelijke bestuurder omdat hij beantwoordt aan de onafhankelijkheidscriteria van artikel 526ter van het Wetboek van vennootschappen.

8. Appointment of a director.

Proposed resolution: The shareholders' meeting resolves to appoint Mr. Peter Guenter (residing in Barcelona, Spain) as director of the Company, for a period of four years ending immediately after the annual shareholders' meeting to be held in 2023 and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Mr. Peter Guenter as an independent director as he meets the independence criteria set forth in article 526ter of the Belgian Companies Code.

Agendapunt 8 - Steminstructie:

Voor / In favor

Tegen / Against

Agenda item 8 - Voting instruction:

Onthouding / Abstention

9. Bezoldiging van bestuurders.

Voorstel van besluit: Op aanbeveling van het benoemings- en remuneratiecomité van de Vennootschap, besluit de algemene vergadering: (a) om de bezoldiging (exclusief onkosten) van de niet-uitvoerende bestuurders voor de uitoefening van hun mandaat als volgt vast te stellen: (i) voorzitter van de raad van bestuur: €80.000 per jaar; (ii) andere niet-uitvoerende bestuurders: elkeen €40.000 per jaar; (iii) bijkomende bezoldiging voor lidmaatschap van een comité binnen de raad van bestuur: €5.000 per jaar; (iv) bijkomende bezoldiging voor het voorzitterschap van een comité binnen de raad van bestuur: €10.000 per jaar; en (b) om volmacht te geven aan de raad van bestuur om het totale remuneratiepakket van de gedelegeerd bestuurder (CEO) vast te stellen voor zijn managementfunctie in de Vennootschap, met dien verstande dat deze remuneratie een vergoeding zal omvatten voor de uitoefening van zijn mandaat als bestuurder van de Vennootschap.

9. Remuneration of directors.

Proposed resolution: Upon recommendation of the Company's nomination and remuneration committee, the shareholders' meeting resolves that (a) the compensation (excluding expenses) of the non-executive directors for the exercise of their mandate is established as follows: (i) chairman of the board: €80,000 per annum; (ii) other non-executive board members: €40,000 each per annum; (iii) additional compensation for membership of a board committee: €5,000 per annum; (iv) additional compensation for the chairmanship of a board committee: €10,000 per annum; and (b) a power of attorney is granted to the board of directors to determine the total remuneration package of the managing director (CEO) for his management function in the Company, it being understood that this remuneration shall include a compensation for the performance of his mandate as a director of the Company.

**Agendapunt 9 - Steminstructie:**

Voor / In favor

Tegen / Against

Onthouding / Abstention

**Agenda item 9 - Voting instruction:**

10. Aanbod van warrants.

Voorstel van besluit: Op aanbeveling van het benoemings- en remuneratiecomité van de Vennootschap, besluit de algemene vergadering (i) om 100.000 warrants aan te bieden aan Dhr. Onno van de Stolpe, 15.000 warrants aan Dr. Raj Parekh, en 7.500 warrants aan elkeen van Dhr. Howard Rowe, Mw. Katrine Bosley, Dr. Mary Kerr en Dhr. Peter Guenter, onder warrantplannen gecreëerd (of te creëren) door de raad van bestuur ten gunste van de bestuurders, werknemers en zelfstandige consultants van Galapagos en haar dochtervennootschappen in het kader van het toegestaan kapitaal (samen "Warrantplan 2019"), waarvan de voornaamste voorwaarden in lijn zullen zijn met de voorgaande warrantplannen van de Vennootschap, (ii) om volmacht te geven aan de gedelegeerd bestuurder, alsmede aan elke andere bestuurder voor wat betreft het aanbod aan de gedelegeerd bestuurder zelf, om dit aanbod te implementeren, en (iii) om, voor zover als nodig, het aanbod goed te keuren van warrants aan leden van het directiecomité van Galapagos onder Warrantplan 2019 overeenkomstig het remuneratiebeleid en de remuneratiepraktijken van Galapagos. Overeenkomstig artikelen 520ter en 556 van het Wetboek van vennootschappen, keurt de algemene vergadering uitdrukkelijk de bijzondere bepalingen goed die in het Warrantplan 2019 zullen worden opgenomen waarbij, in uitzonderlijke omstandigheden (waaronder in geval van wijziging in de controle van de Vennootschap), de warrants die worden aangeboden onder Warrantplan 2019 (in de mate waarin deze ook worden aanvaard) vervroegd kunnen worden uitgeoefend, zelfs vóór de derde verjaardag van de toekenning ervan.

10. Offer of warrants.

Proposed resolution: Upon recommendation of the Company's nomination and remuneration committee, the shareholders' meeting (i) resolves to offer 100,000 warrants to Mr. Onno van de Stolpe, 15,000 warrants to Dr. Raj Parekh, and 7,500 warrants to each of Mr. Howard Rowe, Ms. Katrine Bosley, Dr. Mary Kerr and Mr. Peter Guenter, under warrant plans created (or to be created) by the board of directors for the benefit of directors, employees and independent consultants of Galapagos and its affiliates within the framework of the authorized capital (jointly "Warrant Plan 2019"), the key conditions of which will be in line with previous warrant plans of the Company, (ii) empowers the managing director, as well as any other director as regards the offer to the managing director, to implement this offer, and (iii) to the extent required, approves the offer of warrants to members of Galapagos' executive committee under Warrant Plan 2019 in accordance with Galapagos' remuneration policy and practices. In accordance with articles 520ter and 556 of the Belgian Companies Code, the shareholders' meeting expressly approves the particular provisions that will be included in Warrant Plan 2019 pursuant to which, in exceptional circumstances (including in the event of a change in control of the Company), the warrants offered (to the extent accepted) under Warrant Plan 2019 can be exercised early, even before the third anniversary of their award.

**Agendapunt 10 - Steminstructie:**

Voor / In favor

Tegen / Against

Onthouding / Abstention

**Agenda item 10 - Voting instruction:**

De besluiten van deze algemene vergadering met betrekking tot de uitgifte van warrants kunnen slechts worden uitgevoerd indien de Autoriteit voor Financiële Diensten en Markten (FSMA) aan de Vennootschap heeft meegedeeld geen bezwaar te moeten maken tegen de in dit agendapunt opgenomen uitgifte van warrants.

### Bijzonder gedeelte

11. Toepassing van artikel 556 van het Wetboek van vennootschappen.

*Voorstel van besluit: De algemene vergadering besluit overeenkomstig artikel 556 van het Wetboek van vennootschappen om alle bepalingen die rechten toekennen aan derden die een invloed hebben op het vermogen van de Vennootschap, dan wel een schuld of een verplichting ten laste van de Vennootschap doen ontstaan, waarbij de uitoefening van deze rechten afhankelijk is van het uitbrengen van een openbaar overnamebod op de aandelen van de Vennootschap of van een verandering van de controle die op haar wordt uitgeoefend, goed te keuren, en voor zover als nodig, te bekrachtigen, zoals deze bepalingen zijn opgenomen in (a) de Second Amended and Restated Collaboration Agreement tussen Galapagos NV en AbbVie S.à.r.l. van 24 oktober 2018 (de “**AbbVie Overeenkomst**”) met inbegrip van, maar niet beperkt tot, artikel 11.2 (Change in Control of Galapagos) van de AbbVie Overeenkomst, waardoor de tegenpartij, in geval van een controlewijziging van de Vennootschap, het recht heeft om de Vennootschap te verplichten om gepaste maatregelen te treffen om de bekendmaking van vertrouwelijke informatie te voorkomen en de rapporteringsverplichtingen van AbbVie aan de Vennootschap in te perken, ofwel, afhankelijk van het stadium waarin de controlewijziging plaatsvindt, om de AbbVie Overeenkomst te beëindigen; (b) de Exclusive License Agreement tussen Galapagos NV, MorphoSys AG en Novartis Pharma AG van 19 juli 2018 (de “**Novartis Overeenkomst**”) met inbegrip van, maar niet beperkt tot, artikel 3.7 van de Novartis Overeenkomst (Change of Control), waardoor Novartis, in geval van een controlewijziging van de Vennootschap, het recht heeft om de vertegenwoordigers van de Vennootschap uit de gezamenlijke comités te laten verwijderen; en (c) de Product Development, License and Commercialization Agreement tussen Les Laboratoires Servier, Institut de Recherches Servier en Galapagos NV zoals aangepast op 8 mei 2018 (de “**Servier Overeenkomst**”) met inbegrip van, maar niet beperkt tot, artikel 13.4 (Termination by Servier Without Cause or due to Galapagos Change of Control), artikel 13.5 (Rights on Termination) en artikel 13.7 (Change of Control) van de Servier Overeenkomst, waardoor de tegenpartij, in geval van een controlewijziging van de Vennootschap, het recht heeft om ervoor te kiezen ofwel de Servier Overeenkomst te beëindigen onder één van twee contractueel voorziene beëindigingsregimes, naar keuze van de Vennootschap, die beide de beëindiging van de door de Vennootschap aan Servier gegeven licenties inhouden, evenals de vrijheid voor de Vennootschap om onderzoeks- en ontwikkelingsactiviteiten te verrichten met beëindigde gelicentieerde producten, ofwel de aan Servier gegeven licenties te laten voortbestaan waarbij alle betalingsverplichtingen blijven gelden maar waarbij Servier de volledige controle zou hebben over de verdere ontwikkelings- en patentstrategie van het product onder licentie in het grondgebied van Servier's licentie. De algemene vergadering geeft een bijzondere volmacht aan elke bestuurder van de Vennootschap, alsook aan Dhr. Xavier Maes, Mw. Ellen Lefever, Mw. Annelies Denecker, en Mw. Lauran Diependaele, elk individueel handelend en met het recht van*

The resolutions of this shareholders' meeting relating to the issuance of warrants can only be implemented if the Belgian Financial Services and Markets Authority (FSMA) has communicated to the Company that it has no objections to make against the issuance of warrants as set forth in this agenda item.

### Special part

11. Application of article 556 of the Belgian Companies Code.

*Proposed resolution: In accordance with article 556 of the Belgian Companies Code, the shareholders' meeting resolves to approve, and to the extent required, ratify all of the provisions granting rights to third parties which could affect the assets of the Company, or could impose an obligation on the Company, where the exercise of those rights is dependent on a public takeover bid on the shares of the Company or a change of control in respect of the Company, as included in: (a) the Second Amended and Restated Collaboration Agreement between Galapagos NV and AbbVie S.à.r.l. dated 24 October 2018 (the “**AbbVie Agreement**”) including, but not limited to, clause 11.2 (Change in Control of Galapagos) of the AbbVie Agreement, entitling the counterparty, in the event of a change in control of the Company, to oblige the Company to take appropriate measures to avoid the disclosure of confidential information, to limit AbbVie's reporting obligations to the Company, or, depending on the stage in which the change of control occurs, to terminate the AbbVie Agreement; (b) the Exclusive License Agreement among Galapagos NV, MorphoSys AG and Novartis Pharma AG dated 19 July 2018 (the “**Novartis Agreement**”), including, but not limited to, clause 3.7 of the Novartis Agreement (Change of Control), entitling Novartis, in the event of a change of control of the Company, to have the Company's representatives removed from the joint committees; and (c) the Product Development, License and Commercialization Agreement between Galapagos NV, Les Laboratoires Servier and Institut de Recherches Servier as amended and restated on 8 May 2018 (the “**Servier Agreement**”), including but not limited to clause 13.4 (Termination by Servier Without Cause or Due to Galapagos Change of Control), clause 13.5 (Rights on Termination) and clause 13.7 (Change of Control), entitling the counterparty, in the event of a change of control of the Company, to elect to terminate the Servier Agreement subject to an option for the Company to choose from two contractual termination regimes, both including the termination of the licenses granted by the Company to Servier and the freedom for the Company to conduct research and development activities on terminated licensed products, or to have the licenses granted to Servier continue, with all payment obligations remaining in place, but with Servier having full control over the further development and patent strategies for the licensed product in Servier's territory. The shareholders' meeting grants a special power of attorney to each director of the Company, as well as to Mr. Xavier Maes, Ms. Ellen Lefever, Ms. Annelies Denecker, and Ms. Lauran Diependaele, each acting individually and with the power of substitution, to file this resolution with the clerk's office of the Commercial Court of Antwerp, division of Mechelen, in accordance with article 556 of the Belgian Companies Code.*

de indeplaatsstelling, om dit besluit neer te leggen ter griffie van de  
Rechtbank van Koophandel van Antwerpen, afdeling Mechelen,  
overeenkomstig artikel 556 van het Wetboek van vennootschappen.

**Agendapunt 11 - Steminstructie:**

**Voor / In favor**

**Tegen / Against**

**Agenda item 11 - Voting instruction:**

**Onthouding / Abstention**

12. Varia.

12. Miscellaneous

**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 de General Counsel van Galapagos NV, die een werknemer is 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 the General Counsel of Galapagos NV, who is an employee of Galapagos NV but not a member of its board of directors or of its executive committee.

The present 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 24 april 2019** toe te komen op de zetel van Galapagos NV. Het dient te worden bezorgd per e-mail (shareholders@glpg.com) of met de post (Galapagos NV, t.a.v. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, België).

**Aandeelhouders die zich wensen te laten vertegenwoordigen moeten tevens aan de toelatingsvoorwaarden voldoen zoals beschreven in de oproeping tot de gewone algemene vergadering.**

The signed proxy form must be received **at the latest on 24 April 2019** at the registered office of Galapagos NV. It should be submitted by e-mail (shareholders@glpg.com) or by post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium).

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



**Mr. Peter Guenter**

Peter Guenter is sinds 1 oktober 2017 actief als Chief Executive Officer van Almirall.

Daarvoor heeft Dhr. Guenter gedurende 22 jaar bij Sanofi gewerkt, meest recentelijk als Executive Vice President Diabetes & Cardiovascular Global Business Unit. Eerder bij Sanofi had hij verschillende hogere functies, waaronder Vice President Eastern Europe & Northern Europe, Vice President Business Management & Support, General Manager Germany, Senior Vice President Europe, Executive Vice President Global Commercial Operations, en Executive Vice President General Medicine & Emerging Markets. Van 2013 tot augustus 2017 was hij lid van het directiecomité van Sanofi. Voordat hij bij Sanofi werkte, had hij verschillende functies in verkoop en marketing bij Smith Kline en Ciba Geigy.

Dhr. Guenter is lid van de raad van bestuur van de European Federation of Pharmaceutical Industries and Associations (EFPIA).

Hij is van Belgische nationaliteit en heeft een Master in Lichamelijke Opvoeding van de Faculteit Geneeskunde en Gezondheidswetenschappen van de Universiteit van Gent.

Peter Guenter has been Chief Executive Officer of Almirall since 1 October 2017.

Prior to joining Almirall, he worked at Sanofi for 22 years, most recently as Executive Vice President Diabetes & Cardiovascular Global Business Unit. During his tenure at Sanofi, he held many senior positions including Vice President Eastern Europe & Northern Europe, Vice President Business Management & Support, General Manager Germany, Senior Vice President Europe, Executive Vice President Global Commercial Operations and Executive Vice President General Medicine & Emerging Markets. He was a member of Sanofi's Executive Committee from 2013 until August 2017. Before joining Sanofi, he held different positions in sales and marketing at Smith Kline and Ciba Geigy.

Mr. Guenter is a member of the board of the European Federation of Pharmaceutical Industries and Associations (EFPIA).

He is a Belgian citizen and holds a Master's Degree in Physical Education from the Faculty of Medicine and Health Sciences of the University of Ghent.

**Time Sensitive  
Materials**

**Depository's Notice of  
Annual 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>	March 22, 2019 (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>	April 16, 2019 (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>Meeting Specifics:</b>	Annual Shareholders' Meeting to be held at 2:00 P.M. (CET) on Tuesday, April 30, 2019 at the registered office of the Company located at Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium (the " <u>Meeting</u> ").
<b>Meeting Agendas:</b>	Documents related to the Annual 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 April 23, 2019.
<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  
**April 23, 2019.**

**Only those holders of record of the ADS on March 22, 2019 and April 16, 2019 are  
entitled to vote in the Annual Shareholders' Meeting**

The Company has announced that the Meeting will be held at the date, time and location identified above. **Documents related to the Annual Shareholders' Meeting Agenda items will be available on the Company's website at <http://www.glpj.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 Meeting, whether prior, during or after such Meeting.

The information contained herein with respect to the Meeting 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 Meeting. 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

---

**Annual Shareholders' Meeting**


---

*The Voting Instructions must be signed, completed and received at the indicated address prior to 10:00 A.M. (New York City time) on April 23, 2019 for action to be taken.*

**2019 VOTING INSTRUCTIONS****AMERICAN DEPOSITARY SHARES****Galapagos NV (the "Company")**

<b>ADS CUSIP No.:</b>	36315X101.
<b>ADS Record Date:</b>	March 22, 2019 (close of business in New York).
<b>Share Record Date:</b>	April 16, 2019 (Midnight CET).
<b>Meeting Specifics:</b>	Annual Shareholders' Meeting to be held at 2:00 P.M. (CET) on Tuesday, April 30, 2019 at the registered office of the Company located at Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium (the " <u>Meeting</u> ").
<b>Meeting Agenda:</b>	Documents related to the Annual 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 Meeting (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 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 holders of ADSs to give instructions to the Depository 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 Depository 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 Depository 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 Depository and the Company that the undersigned is duly authorized to give the Voting Instructions contained therein.

## Annual Shareholders' Meeting Agenda and Proposed Resolutions

### Ordinary part

1. Acknowledgement and discussion of the annual report of the board of directors relating to the non-consolidated and consolidated annual accounts of the Company for the financial year ended on 31 December 2018, and of the report of the statutory auditor relating to the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2018.(\*)
2. Acknowledgement and approval of the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2018 and approval of the allocation of the annual result as proposed by the board of directors.
3. Acknowledgement and discussion of the report of the statutory auditor relating to the consolidated annual accounts of the Company for the financial year ended on 31 December 2018.(\*)
4. Acknowledgement and discussion of the consolidated annual accounts of the Company for the financial year ended on 31 December 2018.(\*)
5. Acknowledgement and approval of the remuneration report.
6. Release from liability to be granted to the directors and the statutory auditor for the performance of their duties in the course of the financial year ended 31 December 2018.
7. Revision of the remuneration of the statutory auditor.
8. Appointment of a director.  
Appointment of Mr. Peter Guenter as director of the Company.
9. Remuneration of directors.
10. Offer of warrants.

### Special part

11. Application of article 556 of the Belgian Companies Code.
12. Miscellaneous.(\*)

(\*) These items will not be voted upon.

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

## **A** Resolutions

	For	Against	Abstain
Resolution 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## **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 Depository but no specific direction as to voting is marked above as to an issue, the undersigned shall be deemed to have directed the Depository to vote in favor of such issue.

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

Please be sure to sign and date this Voting Instructions 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)

/ /

**Gewone algemene vergadering van 30 april 2019**  
**Annual shareholders' meeting of 30 April 2019**



**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:
<i>(Naam en adres / Name and address)</i>	

heeft kennis genomen van de gewone algemene vergadering 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 zal plaatsvinden op dinsdag 30 april 2019 om 14 uur op de zetel van de Vennootschap,

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

met de volgende effecten:

has taken notice of the annual shareholders' meeting 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 30 April 2019 at 2:00 p.m. (CET) at the registered office of the Company,

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

with the following securities:

_____ aandelen op naam; en/of	_____ registered shares, and/or
<i>(Aantal)</i>	<i>(Number)</i>
_____ warrants van de Vennootschap.	_____ warrants of the Company.
<i>(Aantal)</i>	<i>(Number)</i>

_____
<i>(Datum / Date)</i>
_____
<i>(Naam / Name)</i>
_____
<i>(Handtekening / Signature)</i>

De ondertekende kennisgeving dient **uiterlijk op 24 april 2019** toe te komen op de zetel van Galapagos NV. Deze dient te worden bezorgd per e-mail (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 zoals beschreven in de oproeping tot de algemene vergadering.**

The signed notification must be received **at the latest on 24 April 2019** at the registered office of Galapagos NV. It should be submitted by e-mail (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' meeting.**

**GALAPAGOS**

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

Op 29 maart 2019 bedraagt het totaal aantal aandelen en stemrechten van Galapagos NV  
**54.614.791**

On 29 March 2019, the total number of shares and voting rights of Galapagos NV amounts to  
**54,614,791**

---