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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 March 2022.

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 office)

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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):

**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.

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## EXPLANATORY NOTE

Enclosed hereto are copies of the following items in connection with Galapagos NV's annual report for the financial year 2021 and its Extraordinary Shareholders' Meeting and Annual Shareholders' Meeting that will be held sequentially on Tuesday, April 26, 2022 at 1:00 p.m. (CET) and 2:00 p.m. (CET), respectively, 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, 99.8, 99.9, 99.10 and 99.11 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, 333-225263, 333-231765, 333-249416 and 333-260500). 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, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.*

Exhibit	Description
99.1	<a href="#">Press Release issued on March 24, 2022</a>
99.2	<a href="#">Convening Notice for the Extraordinary Shareholders' Meeting and Annual Shareholders' Meeting of Galapagos NV to be held on April 26, 2022 (English translation)</a>
99.3	<a href="#">Proxy Form for the Extraordinary Shareholders' Meeting and Annual Shareholders' Meeting to be held on April 26, 2022</a>
99.4	<a href="#">Professional Qualifications of Stoffels IMC BV (permanently represented by Mr. Paul Stoffels) (Director Nominee) for the Annual Shareholders' Meeting to be held on April 26, 2022</a>
99.5	<a href="#">Professional Qualifications of Mr. Jérôme Contamine (Director Nominee) for the Annual Shareholders' Meeting to be held on April 26, 2022</a>
99.6	<a href="#">Professional Qualifications of Dr. Dan G. Baker (Director Nominee) for the Annual Shareholders' Meeting to be held on April 26, 2022</a>
99.7	<a href="#">Depositary's Notice of the Extraordinary Shareholders' Meeting and Annual Shareholders' Meeting to be held on April 26, 2022</a>
99.8	<a href="#">Voting Instructions for holders of American Depositary Shares for the Extraordinary Shareholders' Meeting and Annual Shareholders' Meeting to be held on April 26, 2022</a>
99.9	<a href="#">Notification of Participation Form for the Extraordinary Shareholders' Meeting and Annual Shareholders' Meeting to be held on April 26, 2022</a>
99.10	<a href="#">Overview of Outstanding Shares and Voting Rights for the Extraordinary Shareholders' Meeting and Annual Shareholders' Meeting to be held on April 26, 2022</a>
99.11	<a href="#">Instructions for voting by letter for holders of Ordinary Shares for the Extraordinary Shareholders' Meeting and Annual Shareholders' Meeting to be held on April 26, 2022</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 24, 2022

*/s/* MARIE-THÉODORA VANDEWIELE

Marie-Théodora Vandewiele  
*Company Secretary*



**Galapagos publishes 2021 annual report and announces  
extraordinary and annual shareholders' meetings**

**— Proposal of one-tier board structure & appointment of three new directors —**

**Mechelen, Belgium; 24 March 2022, 21.01 CET; regulated information – Galapagos NV (Euronext & NASDAQ: GLPG) published its annual report for the financial year 2021 and announces extraordinary and annual shareholders' meetings to be held sequentially on Tuesday 26 April 2022 at 1:00 p.m. (CET) and 2:00 p.m. (CET), respectively, at the registered office of the Company.**

The annual report for the financial year 2021, including a review of figures and performance, is available online at <https://www.glp.com/financial-reports> and can also be downloaded as PDF. Our annual 2021 Form 20-F filing with the SEC is available at [www.sec.gov/edgar](http://www.sec.gov/edgar).

Furthermore, Galapagos NV (hereinafter the **Company**) has the honor to invite its shareholders, holders of subscription rights, members of the supervisory board and statutory auditor to its extraordinary and annual shareholders' meetings that will be held sequentially on Tuesday 26 April 2022 at 1:00 p.m. (CET) and 2:00 p.m. (CET), respectively, at the Company's registered office.

The items on the agenda of the extraordinary and annual shareholders' meetings include, amongst other items: i) the amendment of the Company's articles of association to implement a one-tier board structure, ii) the appointment of Paul Stoffels\* as a director, iii) the appointments of Jérôme Contamine and Dan Baker as independent directors, and iv) the approval of an amended remuneration policy of the Company.

The supervisory board proposed a one-tier board structure as it strongly believes that this unitary structure will strengthen the decision-making processes and the agility of the organization. The supervisory board's considerations included that a one-tier board would allow for increased information flow and would provide directors with a greater understanding of the Company's business and strategy as the executive and non-executive directors would be in direct and consistent contact. A unitary board would also allow for fast approvals to execute on the Company's strategy to drive long-term shareholder value.

If approved, the new board of directors intends to appoint Paul Stoffels\* chair of the board. Paul Stoffels\* has been appointed CEO of the Company, effective as from 1 April 2022. The board believes that the combined chair/CEO role will allow him to fully leverage his leadership capabilities and to efficiently set and implement the Company's direction and strategy, including business development opportunities.

To ensure that the independent directors can continue to actively oversee the CEO and management, the new board (if approved) also intends to appoint a lead non-executive director if and as long as the CEO serves as chair. The role and responsibility of the lead non-executive director will be to act as the principal liaison between the non-executive members of the (new) board and the chair/CEO, to ensure the independence of the board of directors from the chair/CEO and executive management, to support the chair/CEO and to ensure continuity within the board. The lead non-executive director would have the authority to call meetings of the non-executive directors at any time and would also automatically be a vice-chair of the board of directors.

## Biographies of proposed new board members

**Paul Stoffels\***, MD was Vice Chairman of the Executive Committee and CSO of Johnson & Johnson, setting the company wide innovation agenda and leading the pharmaceutical research and product pipeline as well as the external initiatives. Prior to that, he was worldwide Chairman Pharmaceuticals of Johnson & Johnson, which significantly rejuvenated its product pipeline and adopted a transformational R&D operating model, resulting in the launch of 25 innovative medicines across the globe. Paul joined Johnson & Johnson in 2002, with the acquisition of Virco and Tibotec, where he was CEO and Chairman, respectively, and led the development of several breakthrough products for the treatment of HIV. Paul currently serves as member of the supervisory board of Koninklijke Philips NV and was a member of the board of directors of Galapagos NV from its incorporation until 2002. Paul studied Medicine at the University of Diepenbeek and University of Antwerp (both in Belgium) and Infectious Diseases and Tropical Medicine at the Institute of Tropical Medicine in Antwerp (Belgium).

**Jérôme Contamine** served as CFO of Sanofi for more than nine years from 2009 until 2018. Prior to joining Sanofi, he was CFO of Veolia from 2000 to 2009. He previously held various operating functions at Total and served four years as an auditor at the *Cour des Comptes* (the supreme body responsible for auditing the use of public funds in France). Mr. Contamine is a graduate of France's École polytechnique, ENSAE (École Nationale de la Statistique et de l'Administration Économique) and École nationale d'administration. He held the position of non-executive director at Valeo from 2006 to 2017. Mr. Contamine currently serves as a non-executive director on the boards of Société Générale and Total Energies.

**Dan G Baker**, MD joined Janssen/Centocor in 2000, and as VP of Immunology R&D his responsibilities included the clinical development of Remicade, Simponi and Stelara as well as other programs in rheumatology, and dermatology. He supervised and oversaw more than 15 regulatory approvals in the US, Europe and Japan. Throughout his time at Janssen he was responsible for evaluating business development opportunities in the immunology space. Since his retirement from Janssen in 2019 he has continued to be involved in bringing therapies to patients. He raised capital (>A\$20 million) to fund and start an immunology company, KiRA Biotech, where he now acts as CEO and as an executive director. Dan Baker received his B.A. in Biology from Gettysburg College and his medical degree from the University of Pennsylvania.

The full biographies of the proposed new board members are available on [our website](#).

*\*Stoffels IMC BV, permanently represented by Mr. Paul Stoffels*

In order to be admitted to the shareholders' meetings to be held on 26 April 2022, the holders of securities issued by the Company must comply with article 7:134 of the Belgian Code of Companies and Associations and article 24 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' meetings can be consulted on our website, [www.glpjg.com/shareholders-meetings](http://www.glpjg.com/shareholders-meetings).

*In light of the COVID-19 pandemic, it is currently envisaged that certain measures imposed by the Belgian government to deal with this pandemic, such as the obligation to guarantee a distance of 1.5 meters between each person, may still be in effect as of Tuesday 26 April 2022 (i.e. the scheduled date of the Company's shareholders' meetings). These measures are in the interest of the health of individual securities holders, as well as of the employees of the Company and others who are responsible for organizing the shareholders' meetings. It can also not be excluded that the Belgian government will again impose additional measures. We are monitoring the situation closely and will, if necessary, disclose additional relevant information and measures affecting the*

shareholders' meetings on the Galapagos website (<https://www.glpj.com/shareholders-meetings>). In light of this, the Company recommends that shareholders who wish to participate in the annual shareholders' meetings, exercise as much as practically possible the right to vote by letter or by proxy to the general counsel of the Company. Moreover, holders of securities of the Company are encouraged to exercise their right to ask questions related to the items on the agenda of the shareholders' meetings in writing and in advance. The modalities of the aforementioned ways to participate in the shareholders' meetings are set out in the convening notice and in the relevant forms to vote by letter or by proxy.

## **About Galapagos**

Galapagos NV discovers, develops, and commercializes small molecule medicines with novel modes of action. Our pipeline comprises discovery through Phase 3 programs in inflammation, fibrosis, 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.glpj.com](http://www.glpj.com).

## **Contact**

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## **Forward-looking statements**

*This press release includes forward-looking statements. Such forward-looking statements are not guarantees of future results or events. When used in this press release, the words "may," "who," "will," "agenda," "propose," "believe," "envisaged," "would," "if," "ensure," "intend," "become," and similar expressions are intended to identify forward-looking statements. These statements include, but are not limited to, statements regarding the proposed one-tier board structure, the appointment of Paul Stoffels\* as combined CEO/chair, and the appointment of the two new directors and a lead non-executive director. Such forward-looking statements are not guarantees of future results and are subject to risks, uncertainties and other factors that could cause actual results, performance or achievements to differ materially from those referred to in the forward-looking statements and, therefore, the reader should not place undue reliance on them. These risks, uncertainties and other factors include, without limitation: risks related to the shareholders not approving the proposed one-tier board structure or any other proposal, the risk that we may not be able to realize the expected benefits from the proposed one-tier board structure, the risk that we may not be able to realize the expected benefits of the appointment of the combined chair/CEO, the lead non-executive director, or any other director, and risks related to the ongoing COVID-19 pandemic. For a discussion of other risks and uncertainties and other important factors, any of which could cause our actual results, performance or achievements to differ from those contained in the forward-looking statements, see the section entitled "Risk Factors" in our most recent Annual Report on Form 20-F filed with the U.S. Securities and Exchange Commission (SEC), as supplemented and/or modified by any other filings and reports that we have made or will make with the SEC in the future. These forward-looking statements speak only as of the date hereof, and Galapagos makes no commitment 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 2021, 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.*

**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 April 2022**

The supervisory board of Galapagos NV (hereinafter the “**Company**” or “**Galapagos**”) has the honor to invite the shareholders, holders of subscription rights, the members of the supervisory board and statutory auditor of the Company to the shareholders' meetings of the Company that will be held on Tuesday 26 April 2022 at the registered office of the Company.

In light of the COVID-19 pandemic, it is currently envisaged that certain measures imposed by the Belgian government to deal with this pandemic, such as amongst other the obligation to guarantee a distance of 1.5 meters between each person, may still be in effect on Tuesday 26 April 2022 (*i.e.* the scheduled date of the shareholders' meetings of the Company). These measures are in the interest of the health of individual securities holders, as well as of the employees of the Company and all other persons who are responsible for organizing the shareholders' meetings. Therefore, it cannot be excluded that the Belgian government may (again) impose additional measures. We are monitoring the situation closely, and will, if necessary, disclose additional relevant information and measures affecting the shareholders' meetings on the Galapagos website (<https://www.glp.com/shareholders-meetings>). In light of this, the Company recommends that shareholders who wish to participate in the shareholders' meetings, as much as practically possible, exercise the right to vote by letter or by proxy to the general counsel of the Company. Moreover, holders of securities of the Company are encouraged to exercise their right to ask questions related to the items on the agenda of the shareholders' meetings in writing and in advance. The modalities of the aforementioned ways to participate in the shareholders' meetings are set out in this convening notice and in the relevant forms to vote by letter or by proxy.

#### **1. Extraordinary Shareholders' Meeting**

The extraordinary shareholders' meeting of the Company (hereinafter the “**Extraordinary Shareholders' Meeting**”) will be held in the presence of a notary public, and will take place on Tuesday 26 April 2022, at 1:00 p.m. (Belgian time) at the registered office of the Company.

In accordance with the Belgian Companies and Associations Code (hereinafter the “**CAC**”), at least a presence quorum of 50% of the outstanding shares must be present or validly represented at the Extraordinary Shareholders' Meeting for the deliberation and vote on the items on the agenda. In the event that the legally required presence quorum to deliberate and vote is not reached and a second convening notice is required, this Extraordinary Shareholders' Meeting will take place on Tuesday 24 May 2022, at 1:00 p.m. (Belgian time), unless, if applicable, otherwise decided by the supervisory board. This second Extraordinary Shareholders' Meeting, if any, will take place at the Company's registered office (or at such other place as will be indicated in the second convening notice at that time). The presence quorum will not apply to this second meeting.

Details of the applicable registration and voting formalities related to the Extraordinary Shareholders' Meeting can be found below.

#### **Agenda and proposed resolutions**

1. Amendments to the articles of association as a consequence of the choice for a one-tier board structure, as well as certain other amendments relating to specific matters set out in the articles of association of the Company.

**Proposed resolution:** The shareholders' meeting resolves to amend the articles of association as a consequence of the proposal of the supervisory board to introduce a one-tier board structure as provided for by the Belgian Code of Companies and Associations, as well as certain other amendments relating to specific matters set out in the articles of association of the Company, and more particularly, to approve the amendments indicated below. The full text of the new articles of association is made available on the company website ([www.glpjg.com](http://www.glpjg.com)). Every shareholder may request to receive a free copy thereof by e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)).

The detailed changes are the following (with the numbers in bold referring to the numbering under the current articles of association):

- **Article 10:** the provisions are replaced in their entirety with the following text, without changing the subtitle:  
*“Vis-à-vis the company, the shares are indivisible. If a share belongs to different persons or if the rights attached to a share are divided over different persons, or if different persons hold the rights in rem to the shares, the board of directors may suspend the exercise of the rights attached thereto until one single person has been designated as shareholder vis-à-vis the company and notification thereof has been given to the company. All convocations, notifications and other announcements by the company to the different persons entitled to one share are made validly and exclusively to the designated common representative.”*
- **Article 12:** the provisions are replaced in their entirety with the following text, without changing the subtitle:  
*“The board of directors is entitled to issue bonds at the conditions it deems appropriate, whether or not such bonds are guaranteed by a mortgage or otherwise.  
The shareholders' meeting or, as the case may be, the board of directors in the framework of the authorized capital, may resolve to issue convertible bonds or subscription rights in accordance with the provisions of the Code of Companies and Associations.”*
- **Article 13:** replaced with the following text:  
One-tier board structure  
*“The company is managed by a board of directors of minimum five and maximum nine members, who need not be a shareholder. At least three of the appointed members of the board of directors shall meet the criteria stated in the applicable law with respect to independent directors. At least a majority of the members of the board of directors should be non-executive.  
The board of directors forms a college in accordance with the applicable rules on deliberating meetings.  
The members of the board of directors are appointed by the shareholders' meeting. The duration of their mandate may not exceed four years. Members of the board of directors whose mandate has come to an end may be reappointed.  
If a membership of the board of directors is entrusted to a legal entity, such legal entity shall appoint a physical person as its permanent representative in accordance with the applicable legal provisions, subject to acceptance of this person by the other members of the board of directors.”*
- **Article 14.1:** replaced with the following text:  
Powers of the board of directors  
*“The board of directors has the power to carry out all acts necessary or useful for the realisation of the company's object with the exception of those reserved to the shareholders' meeting by applicable law.”*



*Within the limits of its authority, the board of directors may confer special powers on agents of its choice.”*

- **Article 14.5, section 4:** inserted the following sentence:

*“Without prejudice to the rules of collegiality, a board member may represent more than one of his/her colleagues.”*

- **Article 15:** removed

- **Article 16** (new article 15): inserted the following text:

*“If the powers of day-to-day management are entrusted to a legal entity, such legal entity shall appoint a physical person as its permanent representative in accordance with the applicable legal provisions, subject to acceptance of this person by the board of directors.*

*The board of directors may also set up an executive committee, of which it determines the composition, the mission and powers.”*

- **Article 17.1** (new article 16.1): replaced with the following text:

General authority

*“Without prejudice to the general representation authority of the board of directors acting as a collegial body, the company is validly represented in dealings with third parties and in legal proceedings by two directors acting jointly, provided that these directors cannot be directors who factually represent shareholders holding more than 20 percent of the company’s capital.”*

- **Article 17.2:** removed

- **Article 17.3, section 3:** removed

- **Article 18** (new article 17): replaced with the following text:

Committees within the board of directors

*“The board of directors establishes an audit committee, a remuneration committee and a nomination committee, whereby the remuneration committee and the nomination committee may be combined.*

*The board of directors may create amongst its members, and under its responsibility, one or more other advisory committees, of which it determines the composition and the missions.”*

- **Article 25** (new article 24): replaced “article 24” with “article 23”

- **Article 29** (new article 28): removed “and, where applicable”, replaced “the governing body” with “the board of directors” and replaced “members of the governing board” with “members of the board of directors”

- **Article 34** (new article 33): replaced “Vetboek” in the Dutch version with “Wetboek”

- **Article 39** (new article 38): the provisions are replaced in their entirety with the following text, without changing the subtitle:

*“Each member of the board of directors, executive committee, person entrusted with the day-to-day management of the company and liquidator having its official residence abroad or in Belgium, is deemed to have elected domicile for the duration of his mandate at the office of the company, where writs of summons and notifications concerning company matters and the responsibility for its management can be validly made, with the exception of the notices to be made pursuant to these articles of association.*

*The holders of registered shares are obliged to notify the company of every change in domicile. Absent such notification, they are deemed to have elected domicile at their previous domicile.”*

- **Article 42** (new article 41): the provisions are replaced in their entirety with the following text, without changing the subtitle:  
*“To the extent permitted by law, the company will be permitted to indemnify the members of the board of directors, the members of the executive management, the members of the personnel and the representatives of the Company and its subsidiaries for all damages they may be due, as the case may be, to third parties as a result of breach of their obligations towards the company, managerial mistakes and violations of the Code of Companies and Associations, with the exclusion of damages that are due as a result of gross or intentional misconduct.”*
- Overall replacements:
  - In articles **2, 6, 14, 17, 19, 20, 22, 23, 24, 25, 26, 27, 29, 30, 31, 32, 33, 34, 35, 37, 41** and **temporary provisions of the articles of association**: “supervisory board” by “board of directors”
  - In articles **2, 7** and **16**: “management board” by “board of directors”
  - In articles **17, 29** and **temporary provisions of the articles of association**: deleted “member/members of the management board”

## 2. Appointment of the members of the board of directors.

**Proposed resolution:** The shareholders’ meeting resolves – as a consequence of and subject to the introduction of a one-tier board structure at the Company through the amendment of the relevant provisions of the Company’s articles of association – to appoint the following members of the (former) supervisory board – where applicable as independent director – for the remaining term of their mandate within the (former) supervisory board as director in the board of directors:

- Dr. Raj Parekh, as a member of the board of directors of the Company;
- Dr. Mary Kerr, as an independent member of the board of the directors of the Company as she meets the independence criteria set forth in article 7:87 of the CAC;
- Ms. Katrine Bosley, as an independent member of the board of the directors of the Company as she meets the independence criteria set forth in article 7:87 of the CAC;
- Mr. Peter Guenter, as an independent member of the board of the directors of the Company as he meets the independence criteria set forth in article 7:87 of the CAC;
- Mr. Daniel O’Day, as a member of the board of directors of the Company;
- Mr. Howard Rowe, as an independent member of the board of the directors of the Company as he meets the independence criteria set forth in article 7:87 of the CAC;
- Dr. Linda Higgins, as a member of the board of directors of the Company; and
- Dr. Elisabeth Svanberg, as an independent member of the board of the directors of the Company as she meets the independence criteria set forth in article 7:87 of the CAC.

## 3. Proxy for coordination.

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

4. Authorization to the board of directors.

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

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

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

## 2. Annual Shareholders' Meeting

The annual shareholders' meeting of the Company (hereinafter the “**Annual Shareholders' Meeting**”) will be held on Tuesday 26 April 2022, at 2:00 p.m. (Belgian time) at the registered office of the Company.

Details of the applicable registration and voting formalities related to the Annual Shareholders' Meeting can be found below.

### Agenda and proposed resolutions

1. Acknowledgement and discussion of the annual report of the supervisory board relating to the non- consolidated and consolidated annual accounts of the Company for the financial year ended on 31 December 2021, 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 2021.

2. Acknowledgement and approval of the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2021 and approval of the allocation of the annual result as proposed by the supervisory board.

**Proposed resolution:** The shareholders' meeting resolves to approve the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2021, as well as the allocation of the annual result as proposed by the supervisory board.

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 2021.

4. Acknowledgement and discussion of the consolidated annual accounts of the Company for the financial year ended on 31 December 2021.

5. Acknowledgement and approval of the remuneration report.

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

6. Acknowledgement and approval of the amended remuneration policy.

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

7. Release from liability to be granted to the members of the supervisory board and the statutory auditor for the performance of their duties in the course of the financial year ended on 31 December 2021.

**Proposed resolution:** The shareholders' meeting resolves, by separate vote, to release each member of the supervisory board and the statutory auditor from any liability arising from the performance of their duties during the financial year ended on 31 December 2021.

8. Acknowledgment of the remuneration of the statutory auditor for the financial year ended on 31 December 2021. The supervisory board has approved an additional fee of EUR 118,900 (VAT exclusive) in connection with additional audit activities performed by the statutory auditor.
9. Appointment of Stoffels IMC BV (permanently represented by Mr. Paul Stoffels) as director

**Proposed resolution:** Upon proposal of the supervisory board and in accordance with the advice of the Company's nomination and remuneration committee, the shareholders' meeting resolves to appoint Stoffels IMC BV, permanently represented by Mr. Paul Stoffels, as member of the board of directors of the Company, for a period of 4 years, effective as of today, ending immediately after the annual shareholders' meeting to be held in 2026. The shareholders' meeting of the Company further resolves that the mandate of Stoffels IMC BV, permanently represented by Mr. Paul Stoffels, as a director of the Company shall be not remunerated. This appointment applies as of today, but under the condition precedent of, and (if this condition has not been met by today) with effect from, the approval by the extraordinary shareholders' meeting of the proposed amendment of the Company's articles of association to introduce a one-tier board structure, which proposal was submitted to an extraordinary shareholders' meeting to be held immediately prior to the Annual Shareholders' Meeting or, if the required presence quorum was not reached, at a new extraordinary shareholders' meeting to be held thereafter.

10. Appointment of Jérôme Contamine as independent director

**Proposed resolution:** Upon proposal of the supervisory board and in accordance with the advice of the Company's nomination and remuneration committee, the shareholders' meeting resolves to appoint Mr. Jérôme Contamine as independent member of the board of directors of the Company, for a period of 4 years, effective as of today, ending immediately after the annual shareholders' meeting to be held in 2026, and to confirm his mandate as independent member of the board of directors as Mr. Jérôme Contamine meets the independence criteria set forth in article 7:87 of the Belgian Companies and Associations Code and article 3.5 of the Belgian Corporate Governance Code 2020 and since Mr. Jérôme Contamine has explicitly declared not to have (and the supervisory board is not aware of) any connections with the Company or an important shareholder, which would interfere with his independence. The mandate of Mr. Jérôme Contamine is remunerated as provided for the non-executive members of the board of directors in the Company's remuneration policy as adopted by the general meeting. This appointment applies as of today, but under the condition precedent of, and (if this condition has not been met by today) with effect from, the approval by the extraordinary shareholders' meeting of the proposed amendment of the Company's articles of association to introduce a one-tier board structure, which proposal was submitted to an extraordinary shareholders' meeting to be held immediately prior to the Annual Shareholders' Meeting or, if the required presence quorum was not reached, at a new extraordinary shareholders' meeting to be held thereafter. As long as the aforementioned proposal to introduce a one-tier board structure at the Company's level has not been approved, Mr. Jérôme Contamine shall be considered appointed, effective as of today, as independent member of the supervisory board of the Company for the duration of 4 years as provided above.

11. Appointment of Dan Baker as independent director

**Proposed resolution:** Upon proposal of the supervisory board and in accordance with the advice of the Company's nomination and remuneration committee, the shareholders' meeting resolves to appoint Mr. Dan Baker as independent member of the board of directors of the Company, for a period of 4 years,

effective as of today, ending immediately after the annual shareholders' meeting to be held in 2026, and to confirm his mandate as independent member of the board of directors as Mr. Dan Baker meets the independence criteria set forth in article 7:87 of the Belgian Companies and Associations Code and article 3.5 of the Belgian Corporate Governance Code 2020 and since Mr. Dan Baker has explicitly declared not to have (and the supervisory board is not aware of) any connections with the Company or an important shareholder, which would interfere with his independence. The mandate of Mr. Dan Baker is remunerated as provided for the non-executive members of the board of directors in the Company's remuneration policy as adopted by the general meeting. This appointment applies as of today, but under the condition precedent of, and (if this condition has not been met by today) with effect from, the approval by the extraordinary shareholders' meeting of the proposed amendment of the Company's articles of association to introduce a one-tier board structure, which proposal was submitted to an extraordinary shareholders' meeting to be held immediately prior to the Annual Shareholders' Meeting or, if the required presence quorum was not reached, at a new extraordinary shareholders' meeting to be held thereafter. As long as the aforementioned proposal to introduce a one-tier board structure within the Company has not been approved, Mr. Dan Baker shall be considered appointed, effective as of today, as independent member of the supervisory board of the Company for the duration of 4 years as provided above.

### Registration and admission formalities

In order to be admitted to the Extraordinary Shareholders' Meeting and the Annual Shareholders' Meeting, the holders of securities issued by the Company must comply with article 7:134 of the Belgian Companies and Associations Code and article 24 of the articles of association of the Company, and complete the formalities and make the notifications further described below. A completion of the applicable registration and admission formalities with regard to the Extraordinary Shareholders' Meeting will also constitute a completion of the applicable registration and admission formalities with regard to the Annual Shareholders' Meeting.

The holders of subscription rights issued by the Company can, in accordance with article 7:135 of the Belgian Companies and Associations Code, solely attend the Extraordinary Shareholders' Meeting and the Annual Shareholders' Meeting with a consultative vote. Article 24 of the Company's articles of association determines the formalities that these security holders must complete to be admitted to the Extraordinary Shareholders' Meeting and the Annual Shareholder' Meeting.

### 1 Holders of registered shares and subscription rights

The holders of registered shares and subscription rights are entitled to participate in, and, in the case of shares, to vote at, the Extraordinary Shareholders' Meeting and the Annual Shareholders' Meeting, provided that:

- their shares or subscription rights are recorded in their name in the register of registered shares, respectively the register of registered subscription rights at midnight (24:00) (Belgian time) on **12 April 2022** (hereinafter the "**Record Date**"), irrespective of the number of shares or subscription rights 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 Extraordinary Shareholders' Meeting and the Annual Shareholders' Meeting, and (ii) the number of securities for which they wish to participate in the Extraordinary Shareholders' Meeting and the Annual Shareholders' Meeting, by means of a signed form that must be received by the Company at midnight (24:00) (Belgian Time) **at the latest on 20 April 2022**. A model of this form is available on the Company's website under the tab "Investors > Shareholder Information > Shareholders' Meetings" ([www.glp.com](http://www.glp.com)).

This notification must be submitted to Galapagos by e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) or by post (Galapagos NV, attn. Annelies Denecker, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium). In view of the COVID-19 pandemic, the shareholders and the holders of subscription rights are strongly encouraged to use e-mail for all correspondence relating to the Extraordinary Shareholders' Meeting and/or the Annual Shareholders' Meeting.

## 2 Holders of dematerialized shares

The holders of dematerialized shares are entitled to participate in, and to vote at, the Extraordinary Shareholders' Meeting and the Annual 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) (Belgian time) on **12 April 2022** (hereinafter the "**Record Date**"), irrespective of the number of shares that they own on the date of the shareholders' meetings; and
- at midnight (24:00) (Belgian time) **at the latest on 20 April 2022**, they provide the Company with, or arrange for the Company to be provided with, a certificate (issued by a recognized account holder or a settlement institution) which is 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 Extraordinary Shareholders' Meeting and the Annual Shareholders' Meeting.

This certificate must be submitted to Galapagos by e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) or by post (Galapagos NV, attn. Annelies Denecker, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium). In view of the COVID-19 pandemic, shareholders and holders of subscription rights are strongly encouraged to use e-mail for all correspondence relating to the Extraordinary Shareholders' Meeting and/or the Annual Shareholders' Meeting.

Only persons who are a shareholder of the Company on the Record Date, and have indicated their intention to participate in the Extraordinary Shareholders' Meeting and the Annual Shareholders' Meeting as set out above, will be entitled to participate in the Extraordinary Shareholders' Meeting and Annual 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 25 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 Extraordinary Shareholders' Meeting and the Annual Shareholders' Meeting by the general counsel of the Company in her capacity as proxy holder, provided that the proxy does contain specific voting instructions for each item on the agenda of the Extraordinary Shareholders' Meeting and the Annual Shareholders' Meeting.

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

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. Annelies Denecker, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium), and must reach Galapagos by no later than 20 April 2022. In view of the COVID-19 pandemic, the shareholders and the holders of subscription rights are strongly encouraged to use e-mail for all correspondence relating to the Extraordinary Shareholders' Meeting and/or the Annual Shareholders' Meeting.

### Voting by letter

In accordance with article 7:146 of Belgian Companies and Associations Code and article 25 of the articles of association of the Company, shareholders are allowed to vote—prior to the Extraordinary Shareholders' Meeting and the Annual Shareholders' Meeting—by letter, by means of a form available on the Company's website ([www.glpg.com](http://www.glpg.com)) under the tab "Investors > Shareholder Information > Shareholders' Meetings" ([www.glpg.com](http://www.glpg.com)).

The signed form must be submitted to Galapagos by e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) or by post (Galapagos NV, attn. Annelies Denecker, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium), and must reach Galapagos by no later than 20 April 2022. In view of the COVID-19 pandemic, shareholders and holders of subscription rights are strongly encouraged to use e-mail for all correspondence relating to the Extraordinary Shareholders' Meeting and/or the Annual Shareholders' Meeting.

**Right to ask questions**

In accordance with article 7:139 of the Belgian Companies and Associations Code and article 29 of the articles of association of the Company, all shareholders and holders of subscription rights are entitled, whether during the Extraordinary Shareholders' Meeting and/or the Annual Shareholders' Meeting or in writing before these shareholders' meetings, to ask questions (i) to the members of the management board with respect to their report(s) or the agenda items, and (ii) to the statutory auditor with respect to its report. In view of the COVID-19 pandemic, the shareholders and the holders of subscription rights are strongly encouraged to exercise their right to ask questions prior to the shareholders' meetings.

Questions asked in writing, will only be answered if the relevant shareholder or holder of subscription rights 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 April 2022.

Such written questions must be submitted to Galapagos by e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) or by post (Galapagos NV, attn. Annelies Denecker, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium). In view of the COVID-19 pandemic, the shareholders and the holders of subscription rights are strongly encouraged to use e-mail for all correspondence relating to the Extraordinary Shareholders' Meeting and/or the Annual Shareholders' meeting.

**Right to add agenda items**

In accordance with article 7:130 of the Belgian Companies and Associations Code and article 23 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 and provided that the applicable legal restrictions have been complied with, may request for items to be added to the agenda of the Extraordinary Shareholders' Meeting and/or the Annual 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 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. Annelies Denecker, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium), and must reach Galapagos by no later than 4 April 2022. As the case may be, Galapagos shall publish the modified agenda for the relevant shareholders' meeting at the latest on 11 April 2022.

**Availability of documents**

The documentation relating to the Extraordinary Shareholders' Meeting and/or Annual Shareholders' Meeting, or that must be made available pursuant to the law, as well as the total number of shares and voting rights at the date of the present convening notice, are available on the Company's website under the tab "Investors > Shareholder Information > Shareholders' Meetings" ([www.glpg.com](http://www.glpg.com)). 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. Annelies Denecker, 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. Annelies Denecker, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium (e-mail: [shareholders@glpg.com](mailto:shareholders@glpg.com)). In view of the COVID-19 pandemic, shareholders and holders of subscription rights are strongly encouraged to use e-mail for all correspondence relating to the Extraordinary Shareholders' Meeting and/or the Annual Shareholders Meeting.

**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 respective shareholders' meeting.

The convening notice for the Extraordinary Shareholders' Meeting and Annual Shareholders' Meeting is drafted in Dutch and English, *it being however understood that* (i) the English version of such convening notice only is a free translation for information purposes, and (ii) in case of any inconsistency between the Dutch and English version, the Dutch version of such convening notice will at all times prevail.

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

**Data protection**

The Company is responsible for the processing of personal data it receives from, or collects about, holders of securities issued by the Company and proxy holders in the context of shareholders' meetings. The processing of such data will be carried out for the purposes of the organization and conduct of the relevant shareholders' meeting, including the convening notices, registrations, attendance and voting, as well as for maintaining lists or registers of security holders, and the analysis of the investor and security holder base of the Company. The data include, amongst others, identification data, the number and nature of securities of a holder of securities issued by the Company, proxies and voting instructions. This data may also be transferred to third parties for the purposes of assistance or services to the Company in connection with the foregoing. The processing of such data will be carried out, *mutatis mutandis*, in accordance with the Company's Privacy & Cookie Statement, available on the Company's website (<https://www.glp.com/privacy-notice>). The Company draws the attention of the holders of securities issued by the Company and proxy holders to the description of the rights they may have as data subjects, such as, among others, the right to access, the right to rectify and the right to object to processing, which are further outlined in the section 'Your rights' of the aforementioned Privacy & Cookie Statement. All this does not affect the rules that apply in connection with the registration and participation to the shareholders' meeting. To exercise rights as a data subject and for all other information regarding the processing of personal data by or on behalf of the Company, the Company can be contacted by e-mail at [dpo@glpg.com](mailto:dpo@glpg.com).

*The supervisory board*



**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 (RPR Antwerpen, afdeling Mechelen) onder het 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 (RLE Antwerp, division Mechelen) under the 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:

Marie-Théodora Vandewiele, General Counsel van/of Galapagos NV, p/a Generaal De Wittelaan L11 A3, 2800 Mechelen, België/Belgium

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

hierna de "**volmachtdrager**",

hereinafter the "**proxy holder**",

aan wie hij/zij volmacht geeft tot bijwoning van en om stemrechten uit te oefenen tijdens de buitengewone algemene vergadering en gewone algemene vergadering van de Vennootschap die achtereenvolgens zullen plaatsvinden op dinsdag 26 april 2022 om 13.00 uur, respectievelijk 14.00 uur (Belgische tijd) op de zetel van de Vennootschap, alsook elke andere aandeelhoudersvergadering met dezelfde agenda die daarna zou worden bijeengeroepen als gevolg van uitstel of verdaging, met als bedoeling de hierna uiteengezette agenda's 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 and annual shareholders' meeting of the Company to be held sequentially on Tuesday 26 April 2022 at 1:00 p.m., respectively 2.00 p.m (Belgian time) 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 agendas 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 7:130 van het Wetboek van Vennootschappen en Verenigingen 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 7:130 of the Belgian Code of Companies and Associations 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.*

*Bij gebrek aan een specifieke steminstructie voor een bepaald agendapunt zal de volmachtdrager gerechtigd zijn "voor" het voorstel tot besluit te stemmen.*

*If no specific voting instruction is given for a specific item on the agenda, the proxy holder will be entitled to vote "in favor" of the proposed resolution.*

*Deze volmacht is geen verzoek tot verlening van volmacht overeenkomstig de bepalingen van artikelen 7:144 of 7:145 van het Wetboek van Vennootschappen en Verenigingen.*

*This proxy does not constitute an application for a power of attorney in accordance with the provisions of articles 7:144 or 7:145 of the Companies and Associations Code.*

Deze volmacht dient handgeschreven of elektronisch te worden ondertekend. Indien gebruik wordt gemaakt van de mogelijkheid om deze volmacht elektronisch te tekenen, dient het te gaan om een elektronische handtekening in de zin van artikel 3.10 van Verordening (EU) Nr. 910/2014 van het Europees Parlement en de Raad van 23 juli 2014 betreffende elektronische identificatie en vertrouwensdiensten voor elektronische transacties in de interne markt en tot intrekking van Richtlijn 1999/93/EG, zoals gewijzigd van tijd tot tijd, of een gekwalificeerde elektronische handtekening in de zin van artikel 3.12 van dezelfde Verordening.

This proxy should be signed either in handwriting or electronically. If the opportunity to sign this proxy form electronically is made use of, it must be an electronic signature within the meaning of article 3.10 of Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC, as amended from time to time, or a qualified electronic signature within the meaning of article 3.12 of the same Regulation.

## Agenda

### 1. Buitengewone Algemene Vergadering

1. Statutenwijziging als gevolg van de keuze voor een monistisch bestuursmodel, alsook enkele andere wijzigingen met betrekking tot specifieke punten uit de statuten van de Vennootschap.

**Voorstel van besluit:** De algemene vergadering besluit om de statuten te wijzigen als gevolg van het voorstel van de raad van toezicht tot introductie van een monistisch bestuursmodel bij de Vennootschap zoals voorzien door het Wetboek van Vennootschappen en Verenigingen, alsook enkele andere wijzigingen met betrekking tot specifieke punten uit de statuten van de Vennootschap, en om met name de wijzigingen hieronder goed te keuren. De volledige tekst van de nieuwe statuten is beschikbaar op de website van de Vennootschap ([www.glpjg.com](http://www.glpjg.com)). Elke aandeelhouder kan een gratis kopie daarvan verzoeken per e-mail via [shareholders@glpjg.com](mailto:shareholders@glpjg.com). De gedetailleerde wijzigingen zijn de volgende (waarbij de vetgedrukte nummering steeds verwijst naar de nummering onder de huidige statuten van de Vennootschap).

- **Artikel 10:** de bepalingen worden integraal vervangen door volgende tekst, doch met behoud van de tussentitel:

“Ten aanzien van de vennootschap zijn de aandelen ondeelbaar. Indien een aandeel aan verschillende personen toebehoort of indien de aan een aandeel verbonden rechten zijn verdeeld over meerdere personen, of indien verschillende personen de zakelijke rechten op de aandelen houden, mag de raad van bestuur de uitoefening van de eraan verbonden rechten opschorten totdat één enkele persoon tegenover de vennootschap als aandeelhouder is aangewezen en daarvan kennis wordt gegeven aan de vennootschap. Alle oproepingen, betekeningen en andere kennisgevingen door de vennootschap aan de verschillende rechthebbenden op één aandeel geschieden geldig en uitsluitend aan de aangewezen gemeenschappelijke vertegenwoordiger.”

- **Artikel 12:** de bepalingen worden integraal vervangen door volgende tekst, doch met behoud van de tussentitel:

“De raad van bestuur is bevoegd obligaties uit te geven tegen de voorwaarden die hij gepast acht, ongeacht of die obligaties door een hypotheek of anderszins zijn gewaarborgd.

De algemene vergadering of, in voorkomend geval, de raad van bestuur in het kader van het toegestaan kapitaal, mag besluiten tot de uitgifte van converteerbare obligaties of inschrijvingsrechten in overeenstemming met de bepalingen van het Wetboek van Vennootschappen en Verenigingen.”

- **Artikel 13:** vervangen door volgende tekst:

#### Monistisch bestuursmodel

“De vennootschap wordt bestuurd door een raad van bestuur die ten minste vijf en maximaal negen leden telt, die geen aandeelhouder hoeven te zijn. Ten minste drie van de aldus benoemde leden van de raad van bestuur dienen te voldoen aan de criteria van onafhankelijke bestuurders

### 1. Extraordinary Shareholders' Meeting

1. Amendments to the articles of association as a consequence of the choice for a one-tier board structure, as well as certain other amendments relating to specific matters set out in the articles of association of the Company.

**Proposed resolution:** The shareholders' meeting resolves to amend the articles of association as a consequence of the proposal of the supervisory board to introduce a one-tier board structure as provided for by the Belgian Code of Companies and Associations, as well as certain other amendments relating to specific matters set out in the articles of association of the Company, and more particularly, to approve the amendments indicated below. The full text of the new articles of association is made available on the company website ([www.glpjg.com](http://www.glpjg.com)). Every shareholder may request to receive a free copy thereof by e-mail ([shareholders@glpjg.com](mailto:shareholders@glpjg.com)). The detailed changes are the following (with the numbers in bold referring to the numbering under the current articles of association):

- **Article 10:** the provisions are replaced in their entirety with the following text, without changing the subtitle:

“Vis-à-vis the company, the shares are indivisible. If a share belongs to different persons or if the rights attached to a share are divided over different persons, or if different persons hold the rights in rem to the shares, the board of directors may suspend the exercise of the rights attached thereto until one single person has been designated as shareholder vis-à-vis the company and notification thereof has been given to the company. All convocations, notifications and other announcements by the company to the different persons entitled to one share are made validly and exclusively to the designated common representative.”

- **Article 12:** the provisions are replaced in their entirety with the following text, without changing the subtitle:

“The board of directors is entitled to issue bonds at the conditions it deems appropriate, whether or not such bonds are guaranteed by a mortgage or otherwise.

The shareholders' meeting or, as the case may be, the board of directors in the framework of the authorized capital, may resolve to issue convertible bonds or subscription rights in accordance with the provisions of the Code of Companies and Associations.”

- **Article 13:** replaced with the following text:

#### One-tier board structure

“The company is managed by a board of directors of minimum five and maximum nine members, who need not be a shareholder. At least three of the appointed members of the board of directors shall meet the criteria stated in the applicable law with respect to independent directors. At least

overeenkomstig het toepasselijk recht. Ten minste de helft van de leden van de raad van bestuur moet uit niet-uitvoerende leden bestaan.

De raad van bestuur vormt een college overeenkomstig de geldende regels met betrekking tot het houden van vergaderingen.

De leden van de raad van bestuur worden benoemd door de algemene vergadering. De duur van hun opdracht mag vier jaar niet overschrijden. Uittredende leden van de raad van bestuur zijn herbenoembaar.

Indien een lidmaatschap van de raad van bestuur wordt toevertrouwd aan een rechtspersoon, dan wijst deze een natuurlijke persoon aan als zijn vaste vertegenwoordiger, overeenkomstig de terzake geldende wettelijke bepalingen, mits aanvaarding van deze natuurlijke persoon door de andere leden van de raad van bestuur.”

- **Artikel 14.1:** vervangen door volgende tekst:

Bevoegdheden van de raad van bestuur

“De raad van bestuur is bevoegd om alle handelingen te verrichten die nodig of dienstig zijn tot verwezenlijking van het voorwerp van de vennootschap, behoudens die waarvoor volgens de wet de algemene vergadering bevoegd is.

De raad van bestuur kan binnen zijn bevoegdheden aan lasthebbers van zijn keuze bijzondere volmachten verlenen.”

- **Artikel 14.5, lid 4:** volgende tekst toegevoegd:

“Onverminderd de regels van collegialiteit kan een lid van de raad van bestuur meer dan één van zijn/haar medebestuurders vertegenwoordigen.”

- **Artikel 15:** verwijderd
- **Artikel 16 (nieuw artikel 15):** volgende tekst toegevoegd:

“Indien de bevoegdheden inzake het dagelijks bestuur aan een rechtspersoon worden toevertrouwd, dan wijst deze een natuurlijke persoon aan als zijn vaste vertegenwoordiger, overeenkomstig de terzake geldende wettelijke bepalingen, mits aanvaarding van deze persoon door de raad van bestuur. De raad van bestuur kan ook een directiecomité oprichten, waarvan hij de samenstelling, opdracht en de bevoegdheden bepaalt.”

- **Artikel 17.1 (nieuw artikel 16.1):** vervangen door volgende tekst:

Algemene bevoegdheid

“Onverminderd de algemene vertegenwoordigingsbevoegdheid van de raad van bestuur handelend als college, wordt de vennootschap ten aanzien van derden en in rechte rechtsgeldig vertegenwoordigd door twee leden van de raad van bestuur die gezamenlijk optreden, op voorwaarde dat deze bestuurders geen leden kunnen zijn die, in feite, aandeelhouders vertegenwoordigen die meer dan 20 procent van het kapitaal van de vennootschap aanhouden.”

- **Artikel 17.2:** verwijderd
- **Artikel 17.3, 3de lid:** verwijderd
- **Artikel 18 (nieuw artikel 17):** vervangen door volgende tekst:

Comités binnen de raad van bestuur

“De raad van bestuur richt een auditcomité, een remuneratiecomité en een benoemingscomité op, waarbij het remuneratiecomité en het benoemingscomité kunnen worden gecombineerd.

De raad van bestuur kan in zijn midden, en onder zijn verantwoordelijkheid, een of meerdere andere adviserende comités oprichten, waarvan hij de samenstelling en de opdrachten vaststelt.”

- **Artikel 25 (nieuw artikel 24):** “artikel 24” vervangen door “artikel 23”
- **Artikel 29 (nieuw artikel 28):** “en, indien van toepassing” verwijderd, “de/haar bestuursorganen” vervangen door

a majority of the members of the board of directors should be non-executive.

The board of directors forms a college in accordance with the applicable rules on deliberating meetings.

The members of the board of directors are appointed by the shareholders' meeting. The duration of their mandate may not exceed four years. Members of the board of directors whose mandate has come to an end may be reappointed. If a membership of the board of directors is entrusted to a legal entity, such legal entity shall appoint a physical person as its permanent representative in accordance with the applicable legal provisions, subject to acceptance of this person by the other members of the board of directors.”

- **Article 14.1:** replaced with the following text:

Powers of the board of directors

“The board of directors has the power to carry out all acts necessary or useful for the realisation of the company's object with the exception of those reserved to the shareholders' meeting by applicable law.

Within the limits of its authority, the board of directors may confer special powers on agents of its choice.”

- **Article 14.5, section 4:** inserted the following sentence:

“Without prejudice to the rules of collegiality, a board member may represent more than one of his/her colleagues.”

- **Article 15:** removed
- **Article 16 (new article 15):** inserted the following text:

“If the powers of day-to-day management are entrusted to a legal entity, such legal entity shall appoint a physical person as its permanent representative in accordance with the applicable legal provisions, subject to acceptance of this person by the board of directors.

The board of directors may also set up an executive committee, of which it determines the composition, the mission and powers.”

- **Article 17.1 (new article 16.1):** replaced with the following text:

General authority

“Without prejudice to the general representation authority of the board of directors acting as a collegial body, the company is validly represented in dealings with third parties and in legal proceedings by two directors acting jointly, provided that these directors cannot be directors who factually represent shareholders holding more than 20 percent of the company's capital.”

- **Article 17.2:** removed
- **Article 17.3, section 3:** removed
- **Article 18 (new article 17):** replaced with the following text:

Committees within the board of directors

“The board of directors establishes an audit committee, a remuneration committee and a nomination committee, whereby the remuneration committee and the nomination committee may be combined.

The board of directors may create amongst its members, and under its responsibility, one or more other advisory committees, of which it determines the composition and the missions.”

- **Article 25 (new article 24):** replaced “article 24” with “article 23”
- **Article 29 (new article 28):** removed “and, where applicable”, replaced “the governing body” with “the board of directors” and replaced “members of the

“de raad van bestuur” en “leden van de bestuursorganen”  
vervangen door “de leden van de raad van bestuur”

- **Artikel 34** (nieuw artikel 33): “Vetboek” vervangen door “Wetboek”
- **Artikel 39** (nieuw artikel 38): de bepalingen worden integraal vervangen door volgende tekst, doch met behoud van de tussentitel:

“Ieder lid van de raad van bestuur, ieder lid van het directiecomité, iedere persoon belast met het dagelijks bestuur van de vennootschap en iedere vereffenaar die in het buitenland of in België gedomicilieerd is, wordt geacht voor de duur van zijn opdracht woonstkeuze te hebben gedaan op de zetel van de vennootschap, waar hem dagvaardingen en betekeningen betreffende de zaken van de vennootschap en de verantwoordelijkheid voor zijn bestuur, geldig kunnen worden gedaan met uitzondering van de oproepingen die zullen gebeuren overeenkomstig deze statuten.

De houders van aandelen op naam zijn verplicht de vennootschap kennis te geven van elke verandering van woonplaats. Bij ontstentenis van kennisgeving worden zij geacht keuze van woonplaats te hebben gedaan op hun vroegere woonplaats.”

- **Artikel 42** (nieuw artikel 41): de bepalingen worden integraal vervangen door volgende tekst, doch met behoud van de tussentitel:

“In de mate toegelaten door de wet, zal het de vennootschap toegestaan zijn de leden van de raad van bestuur, de leden van het uitvoerend bestuur, de leden van het personeel en de vertegenwoordigers van de vennootschap en haar dochtervennootschappen te vrijwaren voor alle schadevergoedingen die zij desgevallend aan derden zouden verschuldigd zijn ingevolge schendingen van hun verplichtingen jegens de vennootschap, bestuursfouten en schendingen van het Wetboek van Vennootschappen en Verenigingen en de huidige statuten, met uitsluiting van schadevergoedingen die zijn verschuldigd wegens opzet of zware fout.”

- Algemene vervangingen:
- In artikelen 2, 6, 14, 17, 19, 20, 22, 23, 24, 25, 26, 27, 29, 30, 31, 32, 33, 34, 35, 37, 41 en **tijdelijke statutaire bepalingen**: “raad van toezicht” door “raad van bestuur”
- In artikelen 2, 7 en 16: “directieraad” door “raad van bestuur”
- In artikelen 17, 29 en **tijdelijke statutaire bepalingen**: “lid/leden van de directieraad” verwijderd

governing board” with “members of the board of directors”

- **Article 34** (new article 33): replaced “Vetboek” in the Dutch version with “Wetboek”
- **Article 39** (new article 38): the provisions are replaced in their entirety with the following text, without changing the subtitle:

“Each member of the board of directors, executive committee, person entrusted with the day-to-day management of the company and liquidator having its official residence abroad or in Belgium, is deemed to have elected domicile for the duration of his mandate at the office of the company, where writs of summons and notifications concerning company matters and the responsibility for its management can be validly made, with the exception of the notices to be made pursuant to these articles of association. The holders of registered shares are obliged to notify the company of every change in domicile. Absent such notification, they are deemed to have elected domicile at their previous domicile.”

- **Article 42** (new article 41): the provisions are replaced in their entirety with the following text, without changing the subtitle:

“To the extent permitted by law, the company will be permitted to indemnify the members of the board of directors, the members of the executive management, the members of the personnel and the representatives of the Company and its subsidiaries for all damages they may be due, as the case may be, to third parties as a result of breach of their obligations towards the company, managerial mistakes and violations of the Code of Companies and Associations, with the exclusion of damages that are due as a result of gross or intentional misconduct.”

- Overall replacements:
- In articles 2, 6, 14, 17, 19, 20, 22, 23, 24, 25, 26, 27, 29, 30, 31, 32, 33, 34, 35, 37, 41 and **temporary provisions of the articles of association**: “supervisory board” by “board of directors”
- In articles 2, 7 and 16: “management board” by “board of directors”
- In articles 17, 29 and **temporary provisions of the articles of association**: deleted “member/members of the management board”

#### Agendapunt 1 - Steminstructie:

Voor / In favor

#### 2. Benoeming van de leden van de raad van bestuur.

**Voorstel van besluit:** De algemene vergadering besluit om — ingevolge en op voorwaarde van de invoering van een monistisch bestuursmodel bij de Vennootschap middels de wijziging van de relevante bepalingen van de statuten van de Vennootschap - volgende leden van de (voormalige) raad van toezicht te benoemen - waar van toepassing als onafhankelijk lid - voor de resterende duur van hun mandaat binnen de (voormalige) raad van toezicht als bestuurder in de raad van bestuur:

- Dr. Raj Parekh, als lid van de raad van bestuur van de Vennootschap;

#### Agenda item 1 - Voting instruction:

Tegen / Against

Onthouding / Abstention

#### 2. Appointment of the members of the board of directors.

**Proposed resolution:** The shareholders' meeting resolves — as a consequence of and subject to the introduction of a one-tier board structure at the Company through the amendment of the relevant provisions of the Company's articles of association – to appoint the following members of the (former) supervisory board – where applicable as independent director – for the remaining term of their mandate within the (former) supervisory board as director in the board of directors:

- Dr. Raj Parekh, as a member of the board of directors of the Company;



- Dr. Mary Kerr, als onafhankelijk lid van de raad van bestuur van de Vennootschap doordat zij aan de onafhankelijkheidscriteria van artikel 7:87 van het WVV beantwoordt;
  - Mw. Katrine Bosley, als onafhankelijk lid van de raad van bestuur van de Vennootschap doordat zij aan de onafhankelijkheidscriteria van artikel 7:87 van het WVV beantwoordt;
  - Dhr. Peter Guenter, als onafhankelijk lid van de raad van bestuur van de Vennootschap doordat hij aan de onafhankelijkheidscriteria van artikel 7:87 van het WVV beantwoordt;
  - Dhr. Daniel O'Day, als lid van de raad van bestuur van de Vennootschap;
  - Dhr. Howard Rowe, als onafhankelijk lid van de raad van bestuur van de Vennootschap doordat hij aan de onafhankelijkheidscriteria van artikel 7:87 van het WVV beantwoordt;
  - Dr. Linda Higgins, als lid van de raad van bestuur van de Vennootschap; en
  - Dr. Elisabeth Svanberg, als onafhankelijk lid van de raad van bestuur van de Vennootschap doordat zij aan de onafhankelijkheidscriteria van artikel 7:87 van het WVV beantwoordt.
- Dr. Mary Kerr, as an independent member of the board of the directors of the Company as she meets the independence criteria set forth in article 7:87 of the CAC;
  - Ms. Katrine Bosley, as an independent member of the board of the directors of the Company as she meets the independence criteria set forth in article 7:87 of the CAC;
  - Mr. Peter Guenter, as an independent member of the board of the directors of the Company as he meets the independence criteria set forth in article 7:87 of the CAC;
  - Mr. Daniel O'Day, as a member of the board of directors of the Company;
  - Mr. Howard Rowe, as an independent member of the board of the directors of the Company as he meets the independence criteria set forth in article 7:87 of the CAC;
  - Dr. Linda Higgins, as a member of the board of directors of the Company; and
  - Dr. Elisabeth Svanberg, as an independent member of the board of the directors of the Company as she meets the independence criteria set forth in article 7:87 of the CAC.

**Agendapunt 2 - Steminstructie:**

Voor / In favor

**Agenda item 2 - Voting instruction:**

Tegen / Against

Onthouding / Abstention

3. Volmacht voor de coördinatie.

**Voorstel van besluit:** De algemene vergadering besluit om machtiging te geven aan iedere medewerker van de ondergetekende notaris of notaris Matthieu Derynck teneinde de gecoördineerde tekst van de statuten van de Vennootschap op te stellen, te ondertekenen en neer te leggen in de daartoe voorziene elektronische databank overeenkomstig de wettelijke bepalingen ter zake.

3. Proxy for coordination.

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

**Agendapunt 3 - Steminstructie:**

Voor / In favor

**Agenda item 3 - Voting instruction:**

Tegen / Against

Onthouding / Abstention

4. Machtiging aan de raad van bestuur.

**Voorstel van besluit:** De algemene vergadering besluit om alle machten aan de raad van bestuur van de Vennootschap te verlenen tot uitvoering van de genomen beslissingen.

4. Authorization to the board of directors.

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

**Agendapunt 4 - Steminstructie:**

Voor / In favor

**Agenda item 4 - Voting instruction:**

Tegen / Against

Onthouding / Abstention

5. Volmacht Kruispuntbank voor Ondernemingen, ondernemingsloket, griffies van de Ondernemingsrechtbank, administraties en fiscale diensten.

**Voorstel van besluit:** *De algemene vergadering besluit aan elk lid van de raad van bestuur en/of aan mevrouw Marie-Théodora Vandewiele, mevrouw Annelies Denecker, mevrouw Elie Van Mol en de heer Gert Verbraeken, die – voor de uitvoering van deze volmacht – elk woonstkeuze doen te Generaal De Wittelaan L11 A3, 2800 Mechelen, België, een bijzondere volmacht te geven, om alleen optredend en met individueel recht van indeplaatsstelling en sub-delegatie, teneinde in naam en voor rekening van de Vennootschap alle formaliteiten te vervullen en/of documenten te ondertekenen die namens de Vennootschap moeten vervuld en/of ondertekend worden ter uitvoering van de hoger genomen besluiten, inclusief, doch niet beperkt tot, de uitvoering van alle formaliteiten die zijn vereist met betrekking tot alle door huidige vergadering genomen beslissingen ten aanzien van de Kruispuntbank voor Ondernemingen, het ondernemingsloket, de griffies van de Ondernemingsrechtbank, de administraties en de fiscale diensten.*

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

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

**Agendapunt 5 - Steminstructie:**

Voor / In favor

**Agenda item 5 - Voting instruction:**

Tegen / Against

Onthouding / Abstention

**2. Gewone Algemene Vergadering**

1. Kennisname en bespreking van het jaarverslag van de raad van toezicht betreffende de statutaire en geconsolideerde jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2021, en van het verslag van de commissaris over de statutaire jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2021.

2. Kennisname en goedkeuring van de statutaire jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2021 en goedkeuring van de door de raad van toezicht voorgestelde bestemming van het jaarresultaat.

**Voorstel van besluit:** *De algemene vergadering besluit de statutaire jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2021, goed te keuren, alsmede de door de raad van toezicht voorgestelde bestemming van het jaarresultaat goed te keuren.*

**2. Annual Shareholders' Meeting**

1. Acknowledgement and discussion of the annual report of the supervisory board relating to the non-consolidated and consolidated annual accounts of the Company for the financial year ended on 31 December 2021, 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 2021.

2. Acknowledgement and approval of the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2021 and approval of the allocation of the annual result as proposed by the supervisory board.

**Proposed resolution:** *The shareholders' meeting resolves to approve the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2021, as well as the allocation of the annual result as proposed by the supervisory board.*

**Agendapunt 2 - Steminstructie:**

Voor / In favor

**Agenda item 2 - Voting instruction:**

Tegen / Against

Onthouding / Abstention

3. Kennisname en bespreking van het verslag van de commissaris betreffende de geconsolideerde jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2021.

4. Kennisname en bespreking van de geconsolideerde jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2021.

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 2021.

4. Acknowledgement and discussion of the consolidated annual accounts of the Company for the financial year ended on 31 December 2021.

5. Kennisname en goedkeuring van het remuneratieverslag.

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

**Agendapunt 5 - Steminstructie:**

Voor / In favor

5. Acknowledgement and approval of the remuneration report.

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

**Agenda item 5 - Voting instruction:**

Tegen / Against

Onthouding / Abstention

6. Kennisname en goedkeuring van het gewijzigde remuneratiebeleid.

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

**Agendapunt 6 - Steminstructie:**

Voor / In favor

6. Acknowledgement and approval of the amended remuneration policy.

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

**Agenda item 6 - Voting instruction:**

Tegen / Against

Onthouding / Abstention

7. Kwijting aan de leden van de raad van toezicht en de commissaris voor de uitoefening van hun mandaat uitgevoerd tijdens het boekjaar geëindigd op 31 december 2021.

**Voorstel van besluit:** De algemene vergadering besluit, bij afzonderlijke stemming, om kwijting te geven aan elk lid van de raad van toezicht, en aan de commissaris voor alle aansprakelijkheid voortvloeiend uit de uitoefening van hun mandaat gedurende het boekjaar geëindigd op 31 december 2021.

**Agendapunt 7 - Steminstructie:**

Voor / In favor

7. Release from liability to be granted to the members of the supervisory board and the statutory auditor for the performance of their duties in the course of the financial year ended on 31 December 2021.

**Proposed resolution:** The shareholders' meeting resolves, by separate vote, to release each member of the supervisory board and the statutory auditor from any liability arising from the performance of their duties during the financial year ended on 31 December 2021.

**Agenda item 7 - Voting instruction:**

Tegen / Against

Onthouding / Abstention

8. Kennisname van de bezoldiging van de commissaris voor het boekjaar geëindigd op 31 december 2021. De raad van toezicht heeft een bijkomende vergoeding ten bedrage van EUR 118.900 (exclusief BTW) goedgekeurd wegens bijkomende audit werkzaamheden uitgevoerd door de commissaris.

9. Benoeming van Stoffels IMC BV (vast vertegenwoordigd door dhr. Paul Stoffels) als bestuurder.

**Voorstel van besluit:** Op voorstel van de raad van toezicht en in overeenstemming met het advies van het benoemings- en remuneratiecomité van de Vennootschap, besluit de algemene vergadering om Stoffels IMC BV, vast vertegenwoordigd door dhr. Paul Stoffels, te benoemen als bestuurder van de Vennootschap, voor een periode van 4 jaar vanaf heden, die een einde zal nemen onmiddellijk na de gewone algemene vergadering te houden in 2026. De algemene vergadering van de Vennootschap besluit dat het mandaat van Stoffels IMC BV, vast vertegenwoordigd door dhr. Paul Stoffels, als bestuurder van de Vennootschap, onbezoldigd zal zijn. Deze benoeming geldt vanaf heden, doch onder de opschortende voorwaarde van, en (indien deze voorwaarde niet werd vervuld op heden) met ingang van, de goedkeuring door de buitengewone algemene vergadering

8. Acknowledgment of the remuneration of the statutory auditor for the financial year ended on 31 December 2021. The supervisory board has approved an additional fee of EUR 118,900 (VAT exclusive) in connection with additional audit activities performed by the statutory auditor.

9. Appointment of Stoffels IMC BV (permanently represented by Mr. Paul Stoffels) as director

**Proposed resolution:** Upon proposal of the supervisory board and in accordance with the advice of the Company's nomination and remuneration committee, the shareholders' meeting resolves to appoint Stoffels IMC BV, permanently represented by Mr. Paul Stoffels, as member of the board of directors of the Company, for a period of 4 years, effective as of today, ending immediately after the annual shareholders' meeting to be held in 2026. The shareholders' meeting of the Company further resolves that the mandate of Stoffels IMC BV, permanently represented by Mr. Paul Stoffels, as a director of the Company shall be not remunerated. This appointment applies as of today, but under the condition precedent of, and (if this condition has not been met by today) with effect from, the approval by the extraordinary shareholders' meeting of the proposed amendment of the

van de voorgestelde statutenwijziging van de Vennootschap tot introductie van een monistisch bestuursmodel, welk voorstel werd voorgelegd aan een buitengewone algemene vergadering te houden onmiddellijk vooraf aan de Gewone Algemene Vergadering of, indien het vereiste aanwezigheidsquorum niet werd behaald, op een nieuwe buitengewone algemene vergadering die erna zal plaatsvinden.

Company's articles of association to introduce a one-tier board structure, which proposal was submitted to an extraordinary shareholders' meeting to be held immediately prior to the Ordinary Shareholders' Meeting or, if the required presence quorum was not reached, at a new extraordinary shareholders' meeting to be held thereafter.

**Agendapunt 9 - Steminstructie:**

Voor / In favor

10. Benoeming van Jérôme Contamine als onafhankelijk bestuurder.

**Voorstel van besluit:** Op voorstel van de raad van toezicht en in overeenstemming met het advies van het benoemings- en remuneratiecomité van de Vennootschap, besluit de algemene vergadering om dhr. Jérôme Contamine te benoemen als onafhankelijk lid van de raad van bestuur van de Vennootschap, voor een periode van 4 jaar vanaf heden, die een einde zal nemen onmiddellijk na de gewone algemene vergadering te houden in 2026, in diens hoedanigheid als onafhankelijk lid van de raad van bestuur doordat dhr. Jérôme Contamine beantwoordt aan de onafhankelijkheidscriteria van het artikel 7:87 van het Wetboek van Vennootschappen en Verenigingen en bepaling 3.5 van de Belgische Corporate Governance Code 2020, en doordat dhr. Jérôme Contamine uitdrukkelijk heeft verklaard geen (en de raad van toezicht evenmin op de hoogte is van) banden met de Vennootschap of een belangrijke aandeelhouder te hebben, die diens onafhankelijkheid in het gedrang zou brengen. Het mandaat van dhr. Jérôme Contamine wordt vergoed zoals voorzien voor niet-uitvoerende leden van de raad van bestuur in het door de algemene vergadering goedgekeurde remuneratiebeleid van de Vennootschap. Voormelde benoeming geldt vanaf heden, doch onder de opschortende voorwaarde van, en (indien deze voorwaarde niet werd vervuld op heden) met ingang van, de goedkeuring door de algemene vergadering van de voorgestelde statutenwijziging van de Vennootschap tot introductie van een monistisch bestuursmodel, welk voorstel werd voorgelegd aan een buitengewone algemene vergadering te houden onmiddellijk vooraf aan de Gewone Algemene Vergadering of, indien het vereiste aanwezigheidsquorum niet werd behaald, op een nieuwe buitengewone algemene vergadering die erna zal plaatsvinden. Zolang voormeld voorstel tot introductie van een monistisch bestuursmodel bij de Vennootschap niet werd goedgekeurd, zal dhr. Jérôme Contamine geacht worden te zijn benoemd met ingang van heden als onafhankelijk lid van de raad van toezicht van de Vennootschap, voor de duurtijd van 4 jaar zoals hoger voorzien.

**Agendapunt 10 - Steminstructie:**

Voor / In favor

11. Benoeming van Dan Baker als onafhankelijk bestuurder.

**Voorstel van besluit:** Op voorstel van de raad van toezicht en in overeenstemming met het advies van het benoemings-

**Agenda item 9 - Voting instruction:**

Tegen / Against

10. Appointment of Jérôme Contamine as independent director

**Proposed resolution:** Upon proposal of the supervisory board and in accordance with the advice of the Company's nomination and remuneration committee, the shareholders' meeting resolves to appoint Mr. Jérôme Contamine as independent member of the board of directors of the Company, for a period of 4 years, effective as of today, ending immediately after the annual shareholders' meeting to be held in 2026, and to confirm his mandate as independent member of the board of directors as Mr. Jérôme Contamine meets the independence criteria set forth in article 7:87 of the Belgian Companies and Associations Code and article 3.5 of the Belgian Corporate Governance Code 2020 and since Mr. Jérôme Contamine has explicitly declared not to have (and the supervisory board is not aware of) any connections with the Company or an important shareholder, which would interfere with his independence. The mandate of Mr. Jérôme Contamine is remunerated as provided for the non-executive members of the board of directors in the Company's remuneration policy as adopted by the general meeting. This appointment applies as of today, but under the condition precedent of, and (if this condition has not been met by today) with effect from, the approval by the extraordinary shareholders' meeting of the proposed amendment of the Company's articles of association to introduce a one-tier board structure, which proposal was submitted to an extraordinary shareholders' meeting to be held immediately prior to the Annual Shareholders' Meeting or, if the required presence quorum was not reached, at a new extraordinary shareholders' meeting to be held thereafter. As long as the aforementioned proposal to introduce a one-tier board structure at the Company's level has not been approved, Mr. Jérôme Contamine shall be considered appointed, effective as of today, as an independent member of the supervisory board of the Company for the duration of 4 years as provided above.

Onthouding / Abstention

**Agenda item 10 - Voting instruction:**

Tegen / Against

11. Appointment of Dan Baker as independent director

**Proposed resolution:** Upon proposal of the supervisory board and in accordance with the advice of the Company's



en remuneratiecomité van de Vennootschap, besluit de algemene vergadering om dhr. Dan Baker te benoemen als onafhankelijk lid van de raad van bestuur van de Vennootschap, voor een periode van 4 jaar vanaf heden, die een einde zal nemen onmiddellijk na de gewone algemene vergadering te houden in 2026, in diens hoedanigheid als onafhankelijk lid van de raad van bestuur doordat dhr. Dan Baker beantwoordt aan de onafhankelijkheidscriteria van het artikel 7:87 van het Wetboek van Vennootschappen en Verenigingen en bepaling 3.5 van de Belgische Corporate Governance Code 2020, en doordat dhr. Dan Baker uitdrukkelijk verklaard heeft geen (en de raad van toezicht evenmin op de hoogte is van) banden met de Vennootschap of een belangrijke aandeelhouder te hebben, die diens onafhankelijkheid in het gedrang zou brengen. Het mandaat van dhr. Dan Baker wordt vergoed zoals voorzien voor niet-uitvoerende leden van de raad van bestuur in het door de algemene vergadering goedgekeurde remuneratiebeleid van de Vennootschap. Voormelde benoeming geldt vanaf heden, doch onder de opschortende voorwaarde van, en (indien deze voorwaarde niet werd vervuld op heden) met ingang van, de goedkeuring door de algemene vergadering van de voorgestelde statutenwijziging van de Vennootschap tot introductie van een monistisch bestuursmodel, welk voorstel werd voorgelegd aan een buitengewone algemene vergadering te houden onmiddellijk vooraf aan de Gewone Algemene Vergadering of, indien het vereiste aanwezigheidsquorum niet werd behaald, op een nieuwe buitengewone algemene vergadering die erna zal plaatsvinden. Zolang voormeld voorstel tot introductie van een monistisch bestuursmodel bij de Vennootschap niet werd goedgekeurd, zal dhr. Dan Baker geacht worden te zijn benoemd met ingang van heden als onafhankelijk lid van de raad van toezicht van de Vennootschap, voor de duurtijd van 4 jaar zoals hoger voorzien.

*nomination and remuneration committee, the shareholders' meeting resolves to appoint Mr. Dan Baker as independent member of the board of directors of the Company, for a period of 4 years, effective as of today, ending immediately after the annual shareholders' meeting to be held in 2026, and to confirm his mandate as independent member of the board of directors as Mr. Dan Baker meets the independence criteria set forth in article 7:87 of the Belgian Companies and Associations Code and article 3.5 of the Belgian Corporate Governance Code 2020 and since Mr. Dan Baker has explicitly declared not to have (and the supervisory board is not aware of) any connections with the Company or an important shareholder, which would interfere with his independence. The mandate of Mr. Dan Baker is remunerated as provided for the non-executive members of the board of directors in the Company's remuneration policy as adopted by the general meeting. This appointment applies as of today, but under the condition precedent of, and (if this condition has not been met by today) with effect from, the approval by the extraordinary shareholders' meeting of the proposed amendment of the Company's articles of association to introduce a one-tier board structure, which proposal was submitted to an extraordinary shareholders' meeting to be held immediately prior to the Annual Shareholders' Meeting or, if the required presence quorum was not reached, at a new extraordinary shareholders' meeting to be held thereafter. As long as the aforementioned proposal to introduce a one-tier board structure within the Company has not been approved, dhr. Dan Baker shall be considered appointed, effective as of today, as an independent member of the supervisory board of the Company for the duration of 4 years as provided above.*

**Agendapunt 11 - Steminstructie:**

Voor / In favor

**Agenda item 11 - Voting instruction:**

Tegen / Against

Onthouding / Abstention

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

- (i) ingeval van 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 7:143 §4 2° van het Wetboek van Vennootschappen en Verenigingen;
- (ii) de volmachtdrager een werknemer is van Galapagos NV (of een met haar verbonden vennootschap), maar geen lid van haar bestuursorgaan (of het bestuursorgaan van een met haar verbonden vennootschap); en
- (iii) de Engelse vertaling van deze volmacht slechts een vrije vertaling is en uitsluitend ter informatie, en dat de Nederlandstalige versie voorrang heeft op de Engelse vertaling.

Onderhavige volmacht geldt tevens als aanmelding in de zin van artikel 7:134 van het Wetboek van Vennootschappen en Verenigingen.

**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 7:143 §4 2° of the Companies and Associations Code;
- (ii) the proxyholder is an employee of Galapagos NV (or any of its affiliated companies), but not a member of its governing board (or the governing board of any of its affiliated companies); and
- (iii) the English translation of this proxy is a free translation and for information purposes only, and that the Dutch version shall prevail over the English translation.

The present proxy shall also serve as notification within the meaning of article 7:134 of the Companies and Associations Code.

**Goed voor volmacht:**

**Good for proxy:**

*(Datum / Date)*

*(Naam / Name)*

*(Handtekening / Signature)*

Het ondertekende volmachtformulier dient **uiterlijk op 20 april 2022** toe te komen op de zetel van Galapagos NV. Het moet per e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) of met de post (Galapagos NV, t.a.v. Annelies Denecker, Generaal De Wittelaan L11 A3, 2800 Mechelen, België) bezorgd worden.

**Aandeelhouders die zich wensen te laten vertegenwoordigen moeten ook aan de relevante voorwaarden voldoen zoals beschreven in de oproeping tot de algemene vergaderingen.**

The signed proxy form must be received **at the latest on 20 April 2022** at the registered office of Galapagos NV. It should be submitted by e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) or by post (Galapagos NV, attn. Annelies Denecker, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium).

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

**Stoffels IMC BV**

(vast vertegenwoordigd door Dhr. Paul Stoffels)  
(permanently represented by Mr. Paul Stoffels)

Paul Stoffels\*, MD, is door ons benoemings- en remuneratiecomité voorgedragen om toe te treden tot de raad van bestuur van Galapagos NV als een uitvoerend bestuurder, op voorwaarde van de goedkeuring door de aandeelhouders op de jaarlijkse aandeelhoudersvergadering die zal worden gehouden op 26 april 2022. De heer Stoffels studeerde Geneeskunde aan de Universiteit van Diepenbeek en Universiteit van Antwerpen (beiden in België) en Infectieziekten en Tropische Geneeskunde aan het Instituut voor Tropische Geneeskunde in Antwerpen (België). Tot 2021 was de heer Stoffels *Vice-Chairman* van het *Executive Committee* en *Chief Scientific Officer* van Johnson & Johnson, waar hij de innovatieagenda voor het hele bedrijf opstelde en hij aan het hoofd stond van de farmaceutische onderzoeks- en productpijplijn en de externe innovatie-initiatieven. Hieraan voorafgaand, was hij *Chairman Pharmaceuticals* van Johnson & Johnson voor de ganse wereld, dat onder zijn leiding de productpijplijn aanzienlijk verjongde en een transformationeel R&D-model invoerde, wat in de lancering van 25 innovatieve geneesmiddelen over de hele wereld resulteerde. De heer Stoffels trad in dienst bij Johnson & Johnson in 2002, naar aanleiding van de overname van Virco en Tibotec, waar hij CEO, respectievelijk *Chairman* was en aan het roer stond van de ontwikkeling van verschillende baanbrekende producten voor de behandeling van HIV. De heer Stoffels is thans lid van de raad van commissarissen van Koninklijke Philips NV. De heer Stoffels maakte reeds deel uit van de raad van bestuur van Galapagos NV vanaf haar oprichting tot en met 2002.

\* *Stoffels IMC BV, vast vertegenwoordigd door de heer Paul Stoffels*

Paul Stoffels\*, MD, has been nominated by our nomination and remuneration committee to join the board of directors of Galapagos NV as an executive director, subject to the shareholder's approval at the annual shareholders' meeting to be held on 26 April 2022. Mr. Stoffels studied Medicine at the University of Diepenbeek and University of Antwerp (both in Belgium) and Infectious Diseases and Tropical Medicine at the Institute of Tropical Medicine in Antwerp (Belgium). Until 2021, Mr. Stoffels was Vice Chairman of the Executive Committee and Chief Scientific Officer of Johnson & Johnson, setting the company wide innovation agenda and leading the pharmaceutical research and product pipeline as well as the external initiatives. Prior to that, he was worldwide Chairman Pharmaceuticals of Johnson & Johnson, which significantly rejuvenated its product pipeline and adopted a transformational R&D operating model, resulting in the launch of 25 innovative medicines across the globe. Mr. Stoffels joined Johnson & Johnson in 2002, with the acquisition of Virco and Tibotec, where he was CEO and Chairman, respectively, and led the development of several breakthrough products for the treatment of HIV. Mr. Stoffels currently serves as member of the supervisory board of Koninklijke Philips NV. Mr. Stoffels was already a member of the board of directors of Galapagos NV from its incorporation until 2002.

\* *Stoffels IMC BV, permanently represented by Mr. Paul Stoffels*

### Jérôme Contamine

Jérôme Contamine is voorgedragen door ons benoemings- en remuneratiecomité om toe te treden tot de raad van bestuur van Galapagos NV als een niet-uitvoerend bestuurder, onder voorwaarde van goedkeuring door de aandeelhouders op de jaarlijkse aandeelhoudersvergadering die op 26 april 2022 zal worden gehouden. De heer Contamine was van 2009 tot en met 2018 *Chief Financial Officer* van Sanofi. Alvorens in dienst te treden bij Sanofi, was hij *Chief Financial Officer* bij Veolia. Daarvoor bekleedde hij diverse operationele functies bij Total en was hij vier jaar actief als accountant bij de *Cour des Comptes* (het hoogste orgaan dat in Frankrijk met de controle van besteding van de overheidsmiddelen belast is). De heer Contamine heeft in Frankrijk gestudeerd aan *École polytechnique*, *ENSAE* (*École Nationale de la Statistique et de l'Administration Économique*) en *École nationale d'administration*. Van 2006 tot en met 2017 was hij niet-uitvoerend bestuurder van Valeo. De heer Contamine zetelt momenteel als niet-uitvoerend bestuurder in de raden van bestuur van Total Energies en Société Générale.

Jérôme Contamine has been nominated by our nomination and remuneration committee to join the board of directors of Galapagos NV as a non-executive director, subject to shareholder's approval at the annual shareholders' meeting to be held on 26 April 2022. Mr. Contamine served as Chief Financial Officer of Sanofi for more than nine years from 2009 until 2018. Prior to joining Sanofi, he was Chief Financial Officer of Veolia from 2000 to 2009. He previously held various operating functions at Total and served four years as an auditor at the *Cour des Comptes* (the supreme body responsible for auditing the use of public funds in France). Mr. Contamine is a graduate of France's *École polytechnique*, *ENSAE* (*École Nationale de la Statistique et de l'Administration Économique*) and *École nationale d'administration*. He held the position of non-executive director at Valeo from 2006 to 2017. Mr. Contamine currently serves as a non-executive director on the boards of Société Générale and Total Energies.

### Dan Baker

Dan G. Baker, MD, is voorgedragen door ons benoemings- en remuneratiecomité om toe te treden tot de raad van bestuur van Galapagos NV als een niet-uitvoerend bestuurder, onder de voorwaarde van goedkeuring door de aandeelhouders op de jaarlijkse aandeelhoudersvergadering die op 26 april 2022 zal worden gehouden. Dr. Baker trad in dienst bij Janssen/Centocor in 2000 en was als *Vice President Immunology R&D* onder meer verantwoordelijk voor de klinische ontwikkeling van Remicade, Simponi en Stelara, alsook voor andere programma's in de reumatologie en dermatologie. Hij hield toezicht op verschillende Fase I-III studies in meerdere ziektedomeinen, en zag toe op meer dan 15 regulatoire goedkeuringen in de VS, Europa en Japan. Tijdens zijn periode bij Janssen was hij verantwoordelijk voor het evalueren van *business development* opportuniteiten in het domein van immunologie. In 2015 nam hij een nieuwe rol binnen Janssen op als *Disease Area Stronghold Leader*, waarin hij verantwoordelijk was voor fase II en III van de klinische ontwikkelingsplannen binnen het domein van de reumatologie en immunologie. Dit omvatte de onderzoeksstrategie voor immunologische ontdekking in de beginfase, het beheer van de vroege ontwikkelingsportfolio, en de goedkeuring van alle inspanningen in een laat stadium. Sinds zijn pensioen bij Janssen in 2019 bleef hij betrokken bij het voor patiënten beschikbaar maken van therapieën. Hij verzamelde kapitaal (>A\$20MM) om een immunologiebedrijf, KiRA Biotech, te financieren en op te starten, waar hij nu optreedt als CEO en uitvoerend bestuurder. Dan Baker behaalde zijn Bachelor in Biologie aan het Gettysburg College en zijn diploma in de geneeskunde aan de Universiteit van Pennsylvania. Hij voltooide zijn stage in het Hershey Medical Center en had een academische beurs in reumatologie en immunologie aan de Universiteit van Pennsylvania, daarna gevolgd door een onderzoekbeurs in reumatologie in het Mass General Hospital. Hij was 18 jaar verbonden aan de faculteit van de University of Pennsylvania, alvorens functies te bekleden in het bedrijfsleven.

Dan G. Baker, MD, has been nominated by our nomination and remuneration committee to join the board of directors of Galapagos NV as non-executive director, subject to the shareholder's approval at the annual shareholders' meeting to be held on 26 April 2022. Dr. Baker joined Janssen/Centocor in 2000 and as Vice President Immunology R&D his responsibilities included the clinical development of Remicade, Simponi and Stelara as well as other programs in rheumatology, and dermatology. He supervised many Phase I-III trials in multiple disease areas, and oversaw more than 15 regulatory approvals in the US, Europe and Japan. Throughout his time at Janssen, he was responsible for evaluating business development opportunities in the immunology space. In 2015 he took on a new role as Disease Area Stronghold Leader at Janssen where he was responsible for Phase II & III clinical development plans for rheumatology products and for the overall portfolio strategy in rheumatology/immunology. This included the early research strategy for immunology discovery, managing the early portfolio development, and approving all late-stage efforts. Since his retirement from Janssen in 2019 he has continued to be involved in bringing therapies to patients. He raised capital (>A\$20MM) to fund and start an immunology company, KiRA Biotech, where he now acts as CEO and as an Executive Director. Dan Baker received his B.A. in Biology from Gettysburg College and his medical degree from the University of Pennsylvania. He completed his medical residency at Hershey Medical Center and fellowship in Rheumatology/Immunology at the University of Pennsylvania, followed by a research fellowship in Rheumatology at Mass General Hospital. He continued on the faculty of the University of Pennsylvania for 18 years before taking on industry roles.

<p style="text-align: center;"><b>Time Sensitive Materials</b></p>
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**Depository's Notice of  
Extraordinary Shareholders' Meeting and 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 18, 2022 (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 12, 2022 (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>	Extraordinary Shareholders' Meeting to be held at 1:00 P.M. (CET) on Tuesday, April 26, 2022 and Annual Shareholders' Meeting to be held immediately after at 2:00 P.M. (CET), at the registered office of the Company located at Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium (the " <u>Meetings</u> ").
<b>Meeting Agendas:</b>	Documents related to the Extraordinary Shareholders' Meeting and 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>ADS Voting Instructions Deadline:</b>	On or before 10:00 A.M. (New York City time) on April 18, 2022.
<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 18, 2022.**

**Only those holders of record of the ADS on March 18, 2022 and April 12, 2022 are  
entitled to vote in the Extraordinary Shareholders' Meeting and Annual Shareholders' Meeting**

The Company has announced that the Meetings will be held at the date, time and location identified above. **Documents related to the Extraordinary Shareholders' Meeting and Annual Shareholders' Meeting Agenda items will be available on the Company's website at <http://www.glpq.com/shareholders-meetings>. The information with respect to the Meetings and the Voting Instructions contained herein and in any related materials may change after the date hereof as a result of a change in circumstances (e.g. an adjournment or cancellation of the Meetings, and change in manner of holding the Meetings). The Company intends to announce any changes and updates on its website at <http://www.glpq.com/shareholders-meetings>. We encourage you to check the referenced Company website for any updates to the information with respect to the Meetings and the Voting Instructions as it is not expected that any additional information will be distributed to you via mail or email.**

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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**Extraordinary Shareholders' Meeting and Annual 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 April 18, 2022 for action to be taken.*

**2022 VOTING INSTRUCTIONS****AMERICAN DEPOSITARY SHARES****Galapagos NV (the "Company")**

<b>ADS CUSIP No.:</b>	36315X101.
<b>ADS Record Date:</b>	March 18, 2022 (close of business in New York).
<b>Share Record Date:</b>	April 12, 2022 (Midnight CET).
<b>Meeting Specifics:</b>	Extraordinary Shareholders' Meeting to be held at 1:00 P.M. (CET) on Tuesday, April 26, 2022 and Annual Shareholders' Meeting to be held immediately after at 2:00 P.M. (CET), at the registered office of the Company located at Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium (the " <u>Meetings</u> ").
<b>Meeting Agenda:</b>	Documents related to the Extraordinary Shareholders' Meeting and 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 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 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.



## Extraordinary Shareholder's Meeting Agenda and Proposed Resolutions

1. Amendments to the articles of association as a consequence of the choice for a one-tier board structure, as well as certain other amendments relating to specific matters set out in the articles of association of the Company.
2. As a consequence of and subject to the introduction of a one-tier board structure, appointment of the members of the (former) supervisory board for the remaining term of their mandate as director in the board of directors.
  - Dr. Raj Parekh, as a member of the board of directors of the Company;
  - Dr. Mary Kerr, as an independent member of the board of the directors of the Company;
  - Ms. Katrine Bosley, as an independent member of the board of the directors of the Company;
  - Mr. Peter Guenter, as an independent member of the board of the directors of the Company;
  - Mr. Daniel O'Day, as a member of the board of directors of the Company;
  - Mr. Howard Rowe, as an independent member of the board of the directors of the Company;
  - Dr. Linda Higgins, as a member of the board of directors of the Company; and
  - Dr. Elisabeth Svanberg, as an independent member of the board of the directors of the Company.
3. Proxy for coordination.
4. Authorization to the board of directors.
5. Proxy for the Crossroad Bank for Enterprises, counters for enterprises, registers of the enterprise court, administrative agencies and fiscal administrations.

## Annual Shareholders' Meeting Agenda and Proposed Resolutions

1. Acknowledgement and discussion of the annual report of the supervisory board relating to the non-consolidated and consolidated annual accounts of the Company for the financial year ended on 31 December 2021, 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 2021. (\*)
2. Acknowledgement and approval of the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2021 and approval of the allocation of the annual result as proposed by the supervisory board.
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 2021. (\*)
4. Acknowledgement and discussion of the consolidated annual accounts of the Company for the financial year ended on 31 December 2021. (\*)
5. Acknowledgement and approval of the remuneration report.
6. Acknowledgement and approval of the amended remuneration policy.
7. Release from liability to be granted to the members of the supervisory board and the statutory auditor for the performance of their duties in the course of the financial year ended on 31 December 2021.
8. Acknowledgment of the remuneration of the statutory auditor for the financial year ended on 31 December 2021. The supervisory board has approved an additional fee of EUR 118,900 (VAT exclusive) in connection with additional audit activities performed by the statutory auditor. (\*)
9. Appointment of Stoffels IMC BV (permanently represented by Mr. Paul Stoffels) as director.
10. Appointment of Jérôme Contamine as independent director.
11. Appointment of Dan Baker as independent director.

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

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

## **A** Resolutions

### Extraordinary Shareholders' Meeting

	For	Against	Abstain
Resolution 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Annual Shareholders' Meeting

	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 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)

/ /

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**Buitengewone algemene vergadering en gewone algemene vergadering van 26 april 2022**  
**Extraordinary shareholders' meeting and annual shareholders' meeting of 26 April 2022**



**Kennisgeving van deelname**

(enkel te gebruiken door houders van aandelen op naam of inschrijvingsrechten)

**Notification of participation**

(to be used by holders of registered shares or subscription rights only)

De ondergetekende:

The undersigned:

(Naam en adres / Name and address)

heeft kennis genomen van de agenda van de buitengewone en gewone algemene vergaderingen van Galapagos NV (een naamloze vennootschap naar Belgisch recht met zetel te Generaal De Wittelaan L11 A3, 2800 Mechelen, België, ingeschreven in het Rechtspersonenregister (Antwerpen, afdeling Mechelen) onder het nummer 0466.460.429) (de "Vennootschap"),

has taken note of the agenda of the extraordinary and annual shareholders' meetings of Galapagos NV (a 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 the number 0466.460.429) (the "Company"),

die achtereenvolgens zullen plaatsvinden op dinsdag 26 april 2022 om 13.00 uur, respectievelijk 14.00 uur (Belgische tijd) op de zetel van de Vennootschap,

to be held sequentially on Tuesday 26 April 2022 at 1.00 p.m., respectively 2.00 p.m. (Belgian time) at the registered office of the Company,

en brengt de Vennootschap hierbij op de hoogte van zijn/haar voornemen om deel te nemen aan beide algemene vergaderingen die zullen plaatsvinden op dinsdag 26 april 2022,

and hereby notifies the Company of his/her/its intention to participate in both shareholders' meetings to be held on Tuesday 26 April 2022,

met de volgende effecten:

with the following securities:

\_\_\_\_\_ aandelen op naam en/of

\_\_\_\_\_ registered shares and/or

\_\_\_\_\_ inschrijvingsrechten

\_\_\_\_\_ subscription rights

(Aantal)

(Number)

(Datum / Date)

(Naam / Name)

(Handtekening / Signature)

De ondertekende kennisgeving dient **uiterlijk op 20 april 2022** bij Galapagos NV toe te komen. Deze moet worden bezorgd per e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) ofwel met de post (Galapagos NV, t.a.v. Annelies Denecker, Generaal De Wittelaan L11 A3, 2800 Mechelen, België). Gelet op de COVID-19 pandemie wordt het gebruik van e-mail sterk aangemoedigd.

The signed notification must be received by Galapagos NV **at the latest on 20 April 2022**. It should be submitted by e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) or by post (Galapagos NV, attn. Annelies Denecker, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium). The use of e-mail is strongly encouraged in view of the COVID-19 pandemic.

De ondergetekende is ermee uitdrukkelijk akkoord dat de Engelse vertaling van deze kennisgeving slechts een vrije vertaling is en enkel ter informatie, en dat de Nederlandse versie voorrang heeft op de Engelse versie

The undersigned expressly agrees that the English translation of the present notification is a free translation and for information purposes only, and that the Dutch version shall prevail over the English translation.

**Aandeelhouders die willen stemmen per brief of zich willen laten vertegenwoordigen moeten ook voldoen aan de relevante voorwaarden zoals beschreven in de oproeping tot de algemene vergaderingen.**

**Shareholders who wish to vote by letter or which to be represented by proxy, must also comply with the relevant conditions as described in the convening notice to the shareholders' meetings.**

**GALAPAGOS**

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

Op 24 maart 2022 bedraagt het totaal aantal aandelen en stemrechten van Galapagos NV  
**65.648.221**

On 24 March 2022, the total number of shares and voting rights of Galapagos NV amounts to  
**65,648,221**

**Stemmen per brief**

(enkel te gebruiken door aandeelhouders)

**Voting by letter**

(to be used by shareholders only)

De ondergetekende:

The undersigned:

(Naam en adres / Name and address)

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 (RPR Antwerpen, afdeling Mechelen) onder het 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 (RLE Antwerp, division Mechelen) under the number 0466.460.429) (the “**Company**”):

(Aantal aandelen op naam / Number of registered shares)

(Aantal gedematerialiseerde aandelen / Number of dematerialized shares)

heeft kennis genomen van de buitengewone algemene vergadering en gewone algemene vergadering van de Vennootschap, die achtereenvolgens zullen plaatsvinden op dinsdag 26 april 2022 om 13.00 uur, respectievelijk 14.00 uur (Belgische tijd) op de zetel van de Vennootschap,

has taken notice of the extraordinary shareholders' meeting and annual shareholders' meeting of the Company, to be held sequentially on Tuesday 26 April 2022 at 1.00 p.m., respectively 2.00 p.m. (Belgian time) at the registered office of the Company,

en brengt de Vennootschap hierbij op de hoogte van zijn/haar wens om aan deze algemene vergaderingen, alsmede aan elke andere aandeelhoudersvergadering met dezelfde agenda die daarna zou worden bijeengeroepen als gevolg van uitstel of verdaging, deel te nemen door gebruik te maken van zijn/haar mogelijkheid om **per brief te stemmen** overeenkomstig artikel 7:146 van het Wetboek van Vennootschappen en Verenigingen en artikel 25 van de statuten de Vennootschap,

and hereby notifies the Company of his/her/its wish to participate in these shareholders' meetings, as well as at any other shareholders' meeting with the same agenda that may be convened subsequently as a result of delay or adjournment, by use of his/her/its possibility **to vote by letter** in accordance with article 7:146 of the Code of Companies and Associations and article 25 of the articles of association of the Company,

waarbij hij/zij verklaart als volgt te stemmen over de voorstellen tot besluit geplaatst op de agenda van de buitengewone en gewone algemene vergadering:

by which he/she/it declares that he/she/it has voted as follows on the proposed resolutions placed on the agenda of the extraordinary and annual shareholders' meeting:

*Indien overeenkomstig artikel 7:130 van het Wetboek van Vennootschappen en Verenigingen nieuw te behandelen onderwerpen op de agenda zijn opgenomen nadat het onderhavig stemformulier ter kennis van de Vennootschap is gebracht, zal de Vennootschap gewijzigde formulieren voor stemming per brief ter beschikking stellen.*

*If, in accordance with Article 7:130 of the Companies and Associations Code, new subjects to be dealt with are included in the agenda after this voting form has been notified to the Company, the Company shall provide revised forms for voting by letter.*

*Bij gebreke aan een specifieke stemwijze voor een bepaald agendapunt, of ingeval, om het even welke reden ook, er onduidelijkheid zou bestaan over de meegedeelde stemwijze, zal de ondergetekende verondersteld worden geselecteerd te hebben “Voor”.*

*If no specific manner of voting is given for a specific item on the agenda, or if, for whatever reason, there is a lack of clarity with regard to the indicated manner of voting, the undersigned shall be deemed to have selected “In favor”.*

*Dit formulier dient handgeschreven of elektronisch te worden ondertekend. Indien gebruik wordt gemaakt van de mogelijkheid om dit formulier elektronisch te tekenen, dient het te gaan om een elektronische handtekening in de zin van artikel 3.10 van Verordening (EU) Nr. 910/2014 van het Europees Parlement en de Raad van 23 juli 2014 betreffende elektronische identificatie en vertrouwensdiensten voor elektronische transacties in de interne markt en tot intrekking van Richtlijn 1999/93/EG, zoals gewijzigd van tijd tot tijd, of een gekwalificeerde elektronische handtekening in de zin van artikel 3.12 van dezelfde Verordening*

*This form should be signed either in handwriting or electronically. If the opportunity to sign this proxy form electronically is made use of, it must be an electronic signature within the meaning of article 3.10 of Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC, as amended from time to time, or a qualified electronic signature within the meaning of article 3.12 of the same Regulation.*

## Agenda

### 1. Buitengewone Algemene Vergadering

1. Statutenwijziging als gevolg van de keuze voor een monistisch bestuursmodel, alsook enkele andere wijzigingen met betrekking tot specifieke punten uit de statuten van de Vennootschap.

**Voorstel van besluit:** De algemene vergadering besluit om de statuten te wijzigen als gevolg van het voorstel van de raad van toezicht tot introductie van een monistisch bestuursmodel bij de Vennootschap zoals voorzien door het Wetboek van Vennootschappen en Verenigingen, alsook enkele andere wijzigingen met betrekking tot specifieke punten uit de statuten van de Vennootschap, en om met name de wijzigingen hieronder goed te keuren. De volledige tekst van de nieuwe statuten is beschikbaar op de website van de Vennootschap ([www.glpjg.com](http://www.glpjg.com)). Elke aandeelhouder kan een gratis kopie daarvan verzoeken per e-mail via [shareholders@glpjg.com](mailto:shareholders@glpjg.com). De gedetailleerde wijzigingen zijn de volgende (waarbij de vetgedrukte nummering steeds verwijst naar de nummering onder de huidige statuten van de Vennootschap).

- **Artikel 10:** de bepalingen worden integraal vervangen door volgende tekst, doch met behoud van de tussentitel:

“Ten aanzien van de vennootschap zijn de aandelen ondeelbaar. Indien een aandeel aan verschillende personen toebehoort of indien de aan een aandeel verbonden rechten zijn verdeeld over meerdere personen, of indien verschillende personen de zakelijke rechten op de aandelen houden, mag de raad van bestuur de uitoefening van de eraan verbonden rechten opschorten totdat één enkele persoon tegenover de vennootschap als aandeelhouder is aangewezen en daarvan kennis wordt gegeven aan de vennootschap. Alle oproepingen, betekeningen en andere kennisgevingen door de vennootschap aan de verschillende rechthebbenden op één aandeel geschieden geldig en uitsluitend aan de aangewezen gemeenschappelijke vertegenwoordiger.”

- **Artikel 12:** de bepalingen worden integraal vervangen door volgende tekst, doch met behoud van de tussentitel:

“De raad van bestuur is bevoegd obligaties uit te geven tegen de voorwaarden die hij gepast acht, ongeacht of die obligaties door een hypotheek of anderszins zijn gewaarborgd.

De algemene vergadering of, in voorkomend geval, de raad van bestuur in het kader van het toegestaan kapitaal, mag besluiten tot de uitgifte van converteerbare obligaties of inschrijvingsrechten in overeenstemming met de bepalingen van het Wetboek van Vennootschappen en Verenigingen.”

- **Artikel 13:** vervangen door volgende tekst:

#### Monistisch bestuursmodel

“De vennootschap wordt bestuurd door een raad van bestuur die ten minste vijf en maximaal negen leden telt, die geen aandeelhouder hoeven te zijn. Ten minste drie van de aldus benoemde leden van de raad van bestuur dienen te voldoen aan de criteria van onafhankelijke bestuurders overeenkomstig het toepasselijk recht. Ten minste de helft van de leden van de raad van bestuur moet uit niet-uitvoerende leden bestaan.

### 1. Extraordinary Shareholders' Meeting

1. Amendments to the articles of association as a consequence of the choice for a one-tier board structure, as well as certain other amendments relating to specific matters set out in the articles of association of the Company.

**Proposed resolution:** The shareholders' meeting resolves to amend the articles of association as a consequence of the proposal of the supervisory board to introduce a one-tier board structure as provided for by the Belgian Code of Companies and Associations, as well as certain other amendments relating to specific matters set out in the articles of association of the Company, and more particularly, to approve the amendments indicated below. The full text of the new articles of association is made available on the company website ([www.glpjg.com](http://www.glpjg.com)). Every shareholder may request to receive a free copy thereof by e-mail ([shareholders@glpjg.com](mailto:shareholders@glpjg.com)). The detailed changes are the following (with the numbers in bold referring to the numbering under the current articles of association):

- **Article 10:** the provisions are replaced in their entirety with the following text, without changing the subtitle:

“Vis-à-vis the company, the shares are indivisible. If a share belongs to different persons or if the rights attached to a share are divided over different persons, or if different persons hold the rights in rem to the shares, the board of directors may suspend the exercise of the rights attached thereto until one single person has been designated as shareholder vis-à-vis the company and notification thereof has been given to the company. All convocations, notifications and other announcements by the company to the different persons entitled to one share are made validly and exclusively to the designated common representative.”

- **Article 12:** the provisions are replaced in their entirety with the following text, without changing the subtitle:

“The board of directors is entitled to issue bonds at the conditions it deems appropriate, whether or not such bonds are guaranteed by a mortgage or otherwise.

The shareholders' meeting or, as the case may be, the board of directors in the framework of the authorized capital, may resolve to issue convertible bonds or subscription rights in accordance with the provisions of the Code of Companies and Associations.”

- **Article 13:** replaced with the following text:

#### One-tier board structure

“The company is managed by a board of directors of minimum five and maximum nine members, who need not be a shareholder. At least three of the appointed members of the board of directors shall meet the criteria stated in the applicable law with respect to independent directors. At least a majority of the members of the board of directors should be non-executive.

The board of directors forms a college in accordance with the applicable rules on deliberating meetings.

De raad van bestuur vormt een college overeenkomstig de geldende regels met betrekking tot het houden van vergaderingen.

De leden van de raad van bestuur worden benoemd door de algemene vergadering. De duur van hun opdracht mag vier jaar niet overschrijden. Uittredende leden van de raad van bestuur zijn herbenoembaar.

Indien een lidmaatschap van de raad van bestuur wordt toevertrouwd aan een rechtspersoon, dan wijst deze een natuurlijke persoon aan als zijn vaste vertegenwoordiger, overeenkomstig de terzake geldende wettelijke bepalingen, mits aanvaarding van deze natuurlijke persoon door de andere leden van de raad van bestuur.”

- **Artikel 14.1:** vervangen door volgende tekst:

Bevoegdheden van de raad van bestuur

“De raad van bestuur is bevoegd om alle handelingen te verrichten die nodig of dienstig zijn tot verwezenlijking van het voorwerp van de vennootschap, behoudens die waarvoor volgens de wet de algemene vergadering bevoegd is.

De raad van bestuur kan binnen zijn bevoegdheden aan lasthebbers van zijn keuze bijzondere volmachten verlenen.”

- **Artikel 14.5, lid 4:** volgende tekst toegevoegd:

“Onverminderd de regels van collegialiteit kan een lid van de raad van bestuur meer dan één van zijn/haar medebestuurders vertegenwoordigen.”

- **Artikel 15:** verwijderd
- **Artikel 16 (nieuw artikel 15):** volgende tekst toegevoegd:

“Indien de bevoegdheden inzake het dagelijks bestuur aan een rechtspersoon worden toevertrouwd, dan wijst deze een natuurlijke persoon aan als zijn vaste vertegenwoordiger, overeenkomstig de terzake geldende wettelijke bepalingen, mits aanvaarding van deze persoon door de raad van bestuur.

De raad van bestuur kan ook een directiecomité oprichten, waarvan hij de samenstelling, opdracht en de bevoegdheden bepaalt.”

- **Artikel 17.1 (nieuw artikel 16.1):** vervangen door volgende tekst:

Algemene bevoegdheid

“Onverminderd de algemene vertegenwoordigingsbevoegdheid van de raad van bestuur handelend als college, wordt de vennootschap ten aanzien van derden en in rechte rechtsgeldig vertegenwoordigd door twee leden van de raad van bestuur die gezamenlijk optreden, op voorwaarde dat deze bestuurders geen leden kunnen zijn die, in feite, aandeelhouders vertegenwoordigen die meer dan 20 procent van het kapitaal van de vennootschap aanhouden.”

- **Artikel 17.2:** verwijderd
- **Artikel 17.3, 3<sup>de</sup> lid:** verwijderd
- **Artikel 18 (nieuw artikel 17):** vervangen door volgende tekst:

Comités binnen de raad van bestuur

“De raad van bestuur richt een auditcomité, een remuneratiecomité en een benoemingscomité op, waarbij het remuneratiecomité en het benoemingscomité kunnen worden gecombineerd.

De raad van bestuur kan in zijn midden, en onder zijn verantwoordelijkheid, een of meerdere andere adviserende comités oprichten, waarvan hij de samenstelling en de opdrachten vaststelt.”

The members of the board of directors are appointed by the shareholders' meeting. The duration of their mandate may not exceed four years. Members of the board of directors whose mandate has come to an end may be reappointed.

If a membership of the board of directors is entrusted to a legal entity, such legal entity shall appoint a physical person as its permanent representative in accordance with the applicable legal provisions, subject to acceptance of this person by the other members of the board of directors.”

- **Article 14.1:** replaced with the following text:

Powers of the board of directors

“The board of directors has the power to carry out all acts necessary or useful for the realisation of the company's object with the exception of those reserved to the shareholders' meeting by applicable law.

Within the limits of its authority, the board of directors may confer special powers on agents of its choice.”

- **Article 14.5, section 4:** inserted the following sentence:

“Without prejudice to the rules of collegiality, a board member may represent more than one of his/her colleagues.”

- **Article 15:** removed
- **Article 16 (new article 15):** inserted the following text:

“If the powers of day-to-day management are entrusted to a legal entity, such legal entity shall appoint a physical person as its permanent representative in accordance with the applicable legal provisions, subject to acceptance of this person by the board of directors.

The board of directors may also set up an executive committee, of which it determines the composition, the mission and powers.”

- **Article 17.1 (new article 16.1):** replaced with the following text:

General authority

“Without prejudice to the general representation authority of the board of directors acting as a collegial body, the company is validly represented in dealings with third parties and in legal proceedings by two directors acting jointly, provided that these directors cannot be directors who factually represent shareholders holding more than 20 percent of the company's capital.”

- **Article 17.2:** removed
- **Article 17.3, section 3:** removed
- **Article 18 (new article 17):** replaced with the following text:
- Committees within the board of directors

“The board of directors establishes an audit committee, a remuneration committee and a nomination committee, whereby the remuneration committee and the nomination committee may be combined.

The board of directors may create amongst its members, and under its responsibility, one or more other advisory committees, of which it determines the composition and the missions.”

- **Article 25 (new article 24):** replaced “article 24” with “article 23”
- **Article 29 (new article 28):** removed “and, where appropriate”, replaced “the governing body” with “the board of directors” and replaced “members of the governing board” with “members of the board of directors”



- **Artikel 25** (nieuw artikel 24): “artikel 24” vervangen door “artikel 23”
- **Artikel 29** (nieuw artikel 28): “en, indien van toepassing” verwijderd, “de/haar bestuursorganen” vervangen door “de raad van bestuur” en “leden van de bestuursorganen” vervangen door “de leden van de raad van bestuur”
- **Artikel 34** (nieuw artikel 33): “Vetboek” vervangen door “Wetboek”
- **Artikel 39** (nieuw artikel 38): de bepalingen worden integraal vervangen door volgende tekst, doch met behoud van de tussentitel:

“Ieder lid van de raad van bestuur, ieder lid van het directiecomité, iedere persoon belast met het dagelijks bestuur van de vennootschap en iedere vereffenaar die in het buitenland of in België gedomicilieerd is, wordt geacht voor de duur van zijn opdracht woonstkeuze te hebben gedaan op de zetel van de vennootschap, waar hem dagvaardingen en betekeningen betreffende de zaken van de vennootschap en de verantwoordelijkheid voor zijn bestuur, geldig kunnen worden gedaan met uitzondering van de oproepingen die zullen gebeuren overeenkomstig deze statuten.

De houders van aandelen op naam zijn verplicht de vennootschap kennis te geven van elke verandering van woonplaats. Bij ontstentenis van kennisgeving worden zij geacht keuze van woonplaats te hebben gedaan op hun vroegere woonplaats.”

- **Artikel 42** (nieuw artikel 41): de bepalingen worden integraal vervangen door volgende tekst, doch met behoud van de tussentitel:

“In de mate toegelaten door de wet, zal het de vennootschap toegestaan zijn de leden van de raad van bestuur, de leden van het uitvoerend bestuur, de leden van het personeel en de vertegenwoordigers van de vennootschap en haar dochtervennootschappen te vrijwaren voor alle schadevergoedingen die zij desgevallend aan derden zouden verschuldigd zijn ingevolge schendingen van hun verplichtingen jegens de vennootschap, bestuursfouten en schendingen van het Wetboek van Vennootschappen en Verenigingen en de huidige statuten, met uitsluiting van schadevergoedingen die zijn verschuldigd wegens opzet of zware fout.”

- Algemene vervangingen:
- In artikelen 2, 6, 14, 17, 19, 20, 22, 23, 24, 25, 26, 27, 29, 30, 31, 32, 33, 34, 35, 37, 41 en **tijdelijke statutaire bepalingen**: “raad van toezicht” door “raad van bestuur”
- In artikelen 2, 7 en 16: “directieraad” door “raad van bestuur”
- In artikelen 17, 29 en **tijdelijke statutaire bepalingen**: “lid/leden van de directieraad” verwijderd

#### Agendapunt 1 - Stemwijze:



Voor / In favor



Tegen / Against

2. Benoeming van de leden van de raad van bestuur.

**Voorstel van besluit:** De algemene vergadering besluit om – ingevolge en op voorwaarde van de invoering van een monistisch bestuursmodel bij de Vennootschap middels de wijziging van de relevante bepalingen van de statuten van de Vennootschap - volgende leden van de (voormalige) raad van toezicht te benoemen – waar van toepassing als onafhankelijk lid - voor de resterende duur van hun mandaat binnen de (voormalige) raad van toezicht als bestuurder in de raad van bestuur:

- **Article 34** (new article 33): replaced “Vetboek” in the Dutch version with “Wetboek”
- **Article 39** (new article 38): the provisions are replaced in their entirety with the following text, without changing the subtitle:

“Each member of the board of directors, executive committee, person entrusted with the day-to-day management of the company and liquidator having its official residence abroad or in Belgium, is deemed to have elected domicile for the duration of his mandate at the office of the company, where writs of summons and notifications concerning company matters and the responsibility for its management can be validly made, with the exception of the notices to be made pursuant to these articles of association. The holders of registered shares are obliged to notify the company of every change in domicile. Absent such notification, they are deemed to have elected domicile at their previous domicile.”

- **Article 42** (new article 41): the provisions are replaced in their entirety with the following text, without changing the subtitle:

“To the extent permitted by law, the company will be permitted to indemnify the members of the board of directors, the members of the executive management, the members of the personnel and the representatives of the Company and its subsidiaries for all damages they may be due, as the case may be, to third parties as a result of breach of their obligations towards the company, managerial mistakes and violations of the Code of Companies and Associations, with the exclusion of damages that are due as a result of gross or intentional misconduct.”

- Overall replacements:

- In articles 2, 6, 14, 17, 19, 20, 22, 23, 24, 25, 26, 27, 29, 30, 31, 32, 33, 34, 35, 37, 41 and **temporary provisions of the articles of association**: “supervisory board” by “board of directors”
- In articles 2, 7 and 16: “management board” by “board of directors”
- In articles 17, 29 and **temporary provisions of the articles of association**: deleted “member/members of the management board”

#### Agenda item 1 - Manner of voting:



Onthouding / Abstention

2. Appointment of the members of the board of directors.

**Proposed resolution:** The shareholders' meeting resolves – as a consequence of and subject to the introduction of a one-tier board structure at the Company through the amendment of the relevant provisions of the Company's articles of association – to appoint the following members of the (former) supervisory board – where applicable as independent director – for the remaining term of their mandate within the (former) supervisory board as director in the board of directors:



- Dr. Raj Parekh, als lid van de raad van bestuur van de Vennootschap;
- Dr. Mary Kerr, als onafhankelijk lid van de raad van bestuur van de Vennootschap doordat zij aan de onafhankelijkheidscriteria van artikel 7:87 van het WVV beantwoordt;
- Mw. Katrine Bosley, als onafhankelijk lid van de raad van bestuur van de Vennootschap doordat zij aan de onafhankelijkheidscriteria van artikel 7:87 van het WVV beantwoordt;
- Dhr. Peter Guenter, als onafhankelijk lid van de raad van bestuur van de Vennootschap doordat hij aan de onafhankelijkheidscriteria van artikel 7:87 van het WVV beantwoordt;
- Dhr. Daniel O'Day, als lid van de raad van bestuur van de Vennootschap;
- Dhr. Howard Rowe, als onafhankelijk lid van de raad van bestuur van de Vennootschap doordat hij aan de onafhankelijkheidscriteria van artikel 7:87 van het WVV beantwoordt;
- Dr. Linda Higgins, als lid van de raad van bestuur van de Vennootschap; en
- Dr. Elisabeth Svanberg, als onafhankelijk lid van de raad van bestuur van de Vennootschap doordat zij aan de onafhankelijkheidscriteria van artikel 7:87 van het WVV beantwoordt.

- Dr. Raj Parekh, as a member of the board of directors of the Company;
- Dr. Mary Kerr, as an independent member of the board of the directors of the Company as she meets the independence criteria set forth in article 7:87 of the CAC;
- Ms. Katrine Bosley, as an independent member of the board of the directors of the Company as she meets the independence criteria set forth in article 7:87 of the CAC;
- Mr. Peter Guenter, as an independent member of the board of the directors of the Company as he meets the independence criteria set forth in article 7:87 of the CAC;
- Mr. Daniel O'Day, as a member of the board of directors of the Company;
- Mr. Howard Rowe, as an independent member of the board of the directors of the Company as he meets the independence criteria set forth in article 7:87 of the CAC;
- Dr. Linda Higgins, as a member of the board of directors of the Company; and
- Dr. Elisabeth Svanberg, as an independent member of the board of the directors of the Company as she meets the independence criteria set forth in article 7:87 of the CAC.

**Agendapunt 2 - Stemwijze:**

Voor / In favor

Tegen / Against

Onthouding / Abstention

3. Volmacht voor de coördinatie.

**Voorstel van besluit:** De algemene vergadering besluit om machtiging te geven aan iedere medewerker van ondergetekende notaris of notaris Matthieu Derynck teneinde de gecoördineerde tekst van de statuten van de Vennootschap op te stellen, te ondertekenen en neer te leggen in de daartoe voorziene elektronische databank overeenkomstig de wettelijke bepalingen ter zake.

**Agenda item 2 - Manner of voting:**

3. Proxy for coordination.

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

**Agendapunt 3 - Stemwijze:**

Voor / In favor

Tegen / Against

Onthouding / Abstention

4. Machtiging aan de raad van bestuur.

**Voorstel van besluit:** De algemene vergadering besluit om alle machten aan de raad van bestuur van de Vennootschap te verlenen tot uitvoering van de genomen beslissingen.

**Agenda item 3 - Manner of voting:**

4. Authorization to the board of directors.

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

**Agendapunt 4 - Stemwijze:**

Voor / In favor

Tegen / Against

Onthouding / Abstention

5. Volmacht Kruispuntbank voor Ondernemingen, ondernemingsloket, griffies van de Ondernemingsrechtbank, administraties en fiscale diensten.

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

**Voorstel van besluit:** De algemene vergadering besluit aan elk lid van de raad van bestuur en/of aan mevrouw Marie-Théodora Vandewiele, mevrouw Annelies Denecker, mevrouw Elien Van Mol en de heer Gert Verbraeken, die – voor de uitvoering van deze volmacht – elk woonstkeuze doen te Generaal De Wittelaan L11 A3, 2800 Mechelen, België, een bijzondere volmacht te geven, om alleen optredend en met individueel recht van indeplaatsstelling en sub-delegatie, teneinde in naam en voor rekening van de Vennootschap alle formaliteiten te vervullen en/of documenten te ondertekenen die namens de Vennootschap moeten vervuld en/of ondertekend worden ter uitvoering van de hoger genomen besluiten, inclusief, doch niet beperkt tot, de uitvoering van alle formaliteiten die zijn vereist met betrekking tot alle door huidige vergadering genomen beslissingen ten aanzien van de Kruispuntbank voor Ondernemingen, het ondernemingsloket, de griffies van de Ondernemingsrechtbank, de administraties en de fiscale diensten.

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

**Agendapunt 5 - Stemwijze:**

**Agenda item 5 - Manner of voting**

**Voor / In favor**

**Tegen / Against**

**Onthouding / Abstention**

**2. Gewone Algemene Vergadering**

**2. Annual Shareholders' Meeting**

1. Kennisname en bespreking van het jaarverslag van de raad van toezicht betreffende de statutaire en geconsolideerde jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2021, en van het verslag van de commissaris over de statutaire jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2021.

1. Acknowledgement and discussion of the annual report of the supervisory board relating to the non- consolidated and consolidated annual accounts of the Company for the financial year ended on 31 December 2021, 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 2021.

2. Kennisname en goedkeuring van de statutaire jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2021 en goedkeuring van de door de raad van toezicht voorgestelde bestemming van het jaarresultaat.

2. Acknowledgement and approval of the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2021 and approval of the allocation of the annual result as proposed by the supervisory board.

**Voorstel van besluit:** De algemene vergadering besluit de statutaire jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2021, goed te keuren, alsmede de door de raad van toezicht voorgestelde bestemming van het jaarresultaat goed te keuren.

**Proposed resolution:** The shareholders' meeting resolves to approve the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2021, as well as the allocation of the annual result as proposed by the supervisory board.

**Agendapunt 2 - Stemwijze:**

**Agenda item 2 - Manner of voting:**

**Voor / In favor**

**Tegen / Against**

**Onthouding / Abstention**

3. Kennisname en bespreking van het verslag van de commissaris betreffende de geconsolideerde jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2021.

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 2021.

4. Kennisname en bespreking van de geconsolideerde jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2021.

4. Acknowledgement and discussion of the consolidated annual accounts of the Company for the financial year ended on 31 December 2021.

5. Kennisname en goedkeuring van het remuneratieverslag.

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

**Agendapunt 5—Stemwijze:**

Voor / In favor

6. Kennisname en goedkeuring van het gewijzigde remuneratiebeleid.

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

**Agendapunt 6—Stemwijze:**

Voor / In favor

7. Kwijting aan de leden van de raad van toezicht en de commissaris voor de uitoefening van hun mandaat uitgevoerd tijdens het boekjaar geëindigd op 31 december 2021.

**Voorstel van besluit:** De algemene vergadering besluit, bij afzonderlijke stemming, om kwijting te geven aan elk lid van de raad van toezicht, en aan de commissaris voor alle aansprakelijkheid voortvloeiend uit de uitoefening van hun mandaat gedurende het boekjaar geëindigd op 31 december 2021.

**Agendapunt 7—Stemwijze:**

Voor / In favor

8. Kennisname van de bezoldiging van de commissaris voor het boekjaar geëindigd op 31 december 2021. De raad van toezicht heeft een bijkomende vergoeding ten bedrage van EUR 118.900 (exclusief BTW) goedgekeurd wegens bijkomende audit werkzaamheden uitgevoerd door de commissaris.

9. Benoeming van Stoffels IMC BV (vast vertegenwoordigd door dhr. Paul Stoffels) als bestuurder.

**Voorstel van besluit:** Op voorstel van de raad van toezicht en in overeenstemming met het advies van het benoemings- en remuneratiecomité van de Vennootschap, besluit de algemene vergadering om Stoffels IMC BV, vast vertegenwoordigd door dhr. Paul Stoffels, te benoemen als bestuurder van de Vennootschap, voor een periode van 4 jaar vanaf heden, die een einde zal nemen onmiddellijk na de gewone algemene vergadering te houden in 2026. De algemene vergadering van de Vennootschap besluit dat het mandaat van Stoffels IMC BV, vast vertegenwoordigd door dhr. Paul Stoffels, als bestuurder van de Vennootschap, onbezoldigd zal zijn. Deze benoeming geldt vanaf heden, doch onder de opschortende voorwaarde van, en (indien deze voorwaarde niet werd vervuld op heden) met ingang van, de goedkeuring door de buitengewone algemene vergadering van de voorgestelde statutenwijziging van de Vennootschap tot introductie van een monistisch bestuursmodel, welk voorstel werd voorgelegd aan een buitengewone algemene vergadering te houden onmiddellijk vooraf aan de Gewone Algemene Vergadering of, indien het vereiste aanwezigheidsquorum niet werd behaald, op een nieuwe buitengewone algemene vergadering die erna zal plaatsvinden.

5. Acknowledgement and approval of the remuneration report.

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

**Agenda item 5—Manner of voting:**

Tegen / Against

6. Acknowledgement and approval of the amended remuneration policy.

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

**Agenda item 6—Manner of voting:**

Tegen / Against

7. Release from liability to be granted to the members of the supervisory board and the statutory auditor for the performance of their duties in the course of the financial year ended on 31 December 2021.

**Proposed resolution:** The shareholders' meeting resolves, by separate vote, to release each member of the supervisory board and the statutory auditor from any liability arising from the performance of their duties during the financial year ended on 31 December 2021.

**Agenda item 7—Manner of voting:**

Tegen / Against

8. Acknowledgment of the remuneration of the statutory auditor for the financial year ended on 31 December 2021. The supervisory board has approved an additional fee of EUR 118,900 (VAT exclusive) in connection with additional audit activities performed by the statutory auditor.

9. Appointment of Stoffels IMC BV (permanently represented by Mr. Paul Stoffels) as director

**Proposed resolution:** Upon proposal of the supervisory board and in accordance with the advice of the Company's nomination and remuneration committee, the shareholders' meeting resolves to appoint Stoffels IMC BV, permanently represented by Mr. Paul Stoffels, as member of the board of directors of the Company, for a period of 4 years, effective as of today, ending immediately after the annual shareholders' meeting to be held in 2026. The shareholders' meeting of the Company further resolves that the mandate of Stoffels IMC BV, permanently represented by Mr. Paul Stoffels, as a director of the Company shall be not remunerated. This appointment applies as of today, but under the condition precedent of, and (if this condition has not been met by today) with effect from, the approval by the extraordinary shareholders' meeting of the proposed amendment of the Company's articles of association to introduce a one-tier board structure, which proposal was submitted to an extraordinary shareholders' meeting to be held immediately prior to the Annual Shareholders' Meeting or, if the required presence quorum was not reached, at a new extraordinary shareholders' meeting to be held thereafter.

Agendapunt 9—Stemwijze:

Voor / In favor

10. Benoeming van Jérôme Contamine als onafhankelijk bestuurder.

**Voorstel van besluit:** Op voorstel van de raad van toezicht en in overeenstemming met het advies van het benoemings- en remuneratiecomité van de Vennootschap, besluit de algemene vergadering om dhr. Jérôme Contamine te benoemen als onafhankelijk lid van de raad van bestuur van de Vennootschap, voor een periode van 4 jaar vanaf heden, die een einde zal nemen onmiddellijk na de gewone algemene vergadering te houden in 2026, in diens hoedanigheid als onafhankelijk lid van de raad van bestuur doordat dhr. Jérôme Contamine beantwoordt aan de onafhankelijkheidscriteria van bepaling 3.5 van de Belgische Corporate Governance Code 2020, en doordat dhr. Jérôme Contamine uitdrukkelijk heeft verklaard geen (en de raad van toezicht evenmin op de hoogte is van) banden met de Vennootschap of een belangrijke aandeelhouder te hebben, die diens onafhankelijkheid in het gedrang zou brengen. Het mandaat van dhr. Jérôme Contamine wordt vergoed zoals voorzien voor niet-uitvoerende leden van de raad van bestuur in het door de algemene vergadering goedgekeurde remuneratiebeleid van de Vennootschap. Voormelde benoeming geldt vanaf heden, doch onder de opschortende voorwaarde van, en (indien deze voorwaarde niet werd vervuld op heden) met ingang van, de goedkeuring door de algemene vergadering van de voorgestelde statutenwijziging van de Vennootschap tot introductie van een monistisch bestuursmodel, welk voorstel werd voorgelegd aan een buitengewone algemene vergadering te houden onmiddellijk vooraf aan de Gewone Algemene Vergadering of, indien het vereiste aanwezigheidsquorum niet werd behaald, op een nieuwe buitengewone algemene vergadering die erna zal plaatsvinden. Zolang voormeld voorstel tot introductie van een monistisch bestuursmodel bij de Vennootschap niet werd goedgekeurd, zal dhr. Jérôme Contamine geacht worden te zijn benoemd met ingang van heden als onafhankelijk lid van de raad van toezicht van de Vennootschap, voor de duurtijd van 4 jaar zoals hoger voorzien.

Agendapunt 10—Stemwijze

Voor / In favor

11. Benoeming van Dan Baker als onafhankelijk bestuurder.

Agenda item 9—Manner of voting:

Tegen / Against

10. Appointment of Jérôme Contamine as independent director

**Proposed resolution:** Upon proposal of the supervisory board and in accordance with the advice of the Company's nomination and remuneration committee, the shareholders' meeting resolves to appoint Mr. Jérôme Contamine as independent member of the board of directors of the Company, for a period of 4 years, effective as of today, ending immediately after the annual shareholders' meeting to be held in 2026, and to confirm his mandate as independent member of the board of directors as Mr. Jérôme Contamine meets the independence criteria set forth in article 7:87 of the Belgian Companies and Associations Code and article 3.5 of the Belgian Corporate Governance Code 2020 and since Mr. Jérôme Contamine has explicitly declared not to have (and the supervisory board is not aware of) any connections with the Company or an important shareholder, which would interfere with his independence. The mandate of Mr. Jérôme Contamine is remunerated as provided for the non-executive members of the board of directors in the Company's remuneration policy as adopted by the general meeting. This appointment applies as of today, but under the condition precedent of, and (if this condition has not been met by today) with effect from, the approval by the extraordinary shareholders' meeting of the proposed amendment of the Company's articles of association to introduce a one-tier board structure, which proposal was submitted to an extraordinary shareholders' meeting to be held immediately prior to the Annual Shareholders' Meeting or, if the required presence quorum was not reached, at a new extraordinary shareholders' meeting to be held thereafter. As long as the aforementioned proposal to introduce a one-tier board structure at the Company's level has not been approved, Mr. Jérôme Contamine shall be considered appointed, effective as of today, as an independent member of the supervisory board of the Company for the duration of 4 years as provided above.

Agenda item 10—Manner of voting:

Tegen / Against

11. Appointment of Dan Baker as independent director

Onthouding / Abstention

**Voorstel van besluit:** *Op voorstel van de raad van toezicht en in overeenstemming met het advies van het benoemings- en remuneratiecomité van de Vennootschap, besluit de algemene vergadering om dhr. Dan Baker te benoemen als onafhankelijk lid van de raad van bestuur van de Vennootschap, voor een periode van 4 jaar vanaf heden, die een einde zal nemen onmiddellijk na de gewone algemene vergadering te houden in 2026, in diens hoedanigheid als onafhankelijk lid van de raad van bestuur doordat dhr. Dan Baker beantwoordt aan de onafhankelijkheidscriteria van het artikel 7:87 van het Wetboek van Vennootschappen en Verenigingen en bepaling 3.5 van de Belgische Corporate Governance Code 2020, en doordat dhr. Dan Baker uitdrukkelijk verklaard heeft geen (en de raad van toezicht evenmin op de hoogte is van) banden met de Vennootschap of een belangrijke aandeelhouder te hebben, die diens onafhankelijkheid in het gedrang zou brengen. Het mandaat van dhr. Dan Baker wordt vergoed zoals voorzien voor niet-uitvoerende leden van de raad van bestuur in het door de algemene vergadering goedgekeurde remuneratiebeleid van de Vennootschap. Voormelde benoeming geldt vanaf heden, doch onder de opschortende voorwaarde van, en (indien deze voorwaarde niet werd vervuld op heden) met ingang van, de goedkeuring door de algemene vergadering van de voorgestelde statutenwijziging van de Vennootschap tot introductie van een monistisch bestuursmodel, welk voorstel werd voorgelegd aan een buitengewone algemene vergadering te houden onmiddellijk vooraf aan de Gewone Algemene Vergadering of, indien het vereiste aanwezigheidsquorum niet werd behaald, op een nieuwe buitengewone algemene vergadering die erna zal plaatsvinden. Zolang voormeld voorstel tot introductie van een monistisch bestuursmodel bij de Vennootschap niet werd goedgekeurd, zal dhr. Dan Baker geacht worden te zijn benoemd met ingang van heden als onafhankelijk lid van de raad van toezicht van de Vennootschap, voor de duurtijd van 4 jaar zoals hoger voorzien.*

**Proposed resolution:** *Upon proposal of the supervisory board and in accordance with the advice of the Company's nomination and remuneration committee, the shareholders' meeting resolves to appoint Mr. Dan Baker as independent member of the board of directors of the Company, for a period of 4 years, effective as of today, ending immediately after the annual shareholders' meeting to be held in 2026, and to confirm his mandate as independent member of the board of directors as Mr. Dan Baker meets the independence criteria set forth in article 7:87 of the Belgian Companies and Associations Code and article 3.5 of the Belgian Corporate Governance Code 2020 and since Mr. Dan Baker has explicitly declared not to have (and the supervisory board is not aware of) any connections with the Company or an important shareholder, which would interfere with his independence]. The mandate of Mr. Dan Baker is remunerated as provided for the non-executive members of the board of directors in the Company's remuneration policy as adopted by the general meeting. This appointment applies as of today, but under the condition precedent of, and (if this condition has not been met by today) with effect from, the approval by the extraordinary shareholders' meeting of the proposed amendment of the Company's articles of association to introduce a one-tier board structure, which proposal was submitted to an extraordinary shareholders' meeting to be held immediately prior to the Annual Shareholders' Meeting or, if the required presence quorum was not reached, at a new extraordinary shareholders' meeting to be held thereafter. As long as the aforementioned proposal to introduce a one-tier board structure within the Company has not been approved, Mr. Dan Baker shall be considered appointed, effective as of today, as an independent member of the supervisory board of the Company for the duration of 4 years as provided above.*

**Agendapunt 11 - Stemwijze:**

Voor / In favor

Tegen / Against

Onderhavig stemformulier geldt tevens als aanmelding in de zin van artikel 7:134 van het Wetboek van Vennootschappen en Verenigingen.

De ondergetekende bevestigt dat de Engelse vertaling van onderhavig stemformulier slechts een vrije vertaling is en uitsluitend ter informatie, en dat de Nederlandse versie voorrang heeft op de Engelse vertaling.

**Agenda item 11 - Manner of voting:**

Onthouding / Abstention

The present voting form shall also serve as notification within the meaning of article 7:134 of the Code of Companies and Associations.

The undersigned confirms that the English translation of the present voting form is a free translation and for information purposes only, and that the Dutch version shall prevail over the English translation.

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

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

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

Het ondergetekende formulier dient **uiterlijk op 20 april 2022** toe te komen op de zetel van Galapagos NV. Deze dient per e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) of met de post (Galapagos NV, t.a.v. Annelies Denecker, Generaal De Wittelaan L11 A3, 2800 Mechelen, België) te worden bezorgd.

The signed form must be received **at the latest on 20 April 2022** at the registered office of Galapagos NV. It should be submitted by e-mail ([shareholders@glpg.com](mailto:shareholders@glpg.com)) or by post (Galapagos NV, attn. Annelies Denecker, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium).

**Aandeelhouders die wensen te stemmen per brief moeten ook voldoen aan de relevant voorwaarden zoals beschreven in de oproeping tot de algemene vergaderingen.**

**Shareholders who wish to vote per letter must also comply with the relevant conditions as described in the convening notice to the shareholders' meetings.**