

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

FORM 6-K

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

For the month of March 2020.

Commission File Number: 001-37384

GALAPAGOS NV

(Translation of registrant's name into English)

Generaal De Wittelaan L11 A3 2800 Mechelen, Belgium

(Address of principal executive office)

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

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

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

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

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

EXPLANATORY NOTE

Enclosed hereto are copies of the following items in connection with Galapagos NV's annual report for the financial year 2019 and its Annual Shareholders' Meeting and Extraordinary Shareholders' Meeting that will be held on Tuesday, April 28, 2020 at 2:00 p.m. (CET), at the registered office of Galapagos NV.

The information contained in this Form 6-K, including Exhibits 99.2, 99.3, 99.4, 99.5, 99.6, 99.7, 99.8, 99.9 and 99.10 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). The information contained in Exhibit 99.1 to this Form 6-K is intended to be furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release issued on March 27, 2020
99.2	Convening Notice for the Annual Shareholders' Meeting and Extraordinary Shareholders' Meeting of Galapagos NV to be held on April 28, 2020 (English translation)
99.3	Proxy Form for the Annual Shareholders' Meeting and Extraordinary Shareholders' Meeting to be held on April 28, 2020
99.4	Professional Qualifications of Dr. Elisabeth Svanberg (Director Nominee) for the Annual Shareholders' Meeting to be held on April 28, 2020
99.5	Depositary's Notice of the Annual Shareholders' Meeting and Extraordinary Shareholders' Meeting to be held on April 28, 2020
99.6	Voting Instructions for holders of American Depositary Shares for the Annual Shareholders' Meeting and Extraordinary Shareholders' Meeting to be held on April 28, 2020
99.7	Notification of Participation Form for the Annual Shareholders' Meeting and Extraordinary Shareholders' Meeting to be held on April 28, 2020
99.8	Overview of Outstanding Shares and Voting Rights for the Annual Shareholders' Meeting and Extraordinary Shareholders' Meeting to be held on April 28, 2020
99.9	Special Report of the Board of Directors for the Extraordinary Shareholders' Meeting to be held on April 28, 2020 (English translation)
99.10	Remote Voting Instructions for holders of Ordinary Shares for the Annual Shareholders' Meeting and Extraordinary Shareholders' Meeting to be held on April 28, 2020

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 27, 2020

/s/ Xavier Maes
Xavier Maes
Company Secretary



Publication of the annual report and invitation to the ordinary and extraordinary shareholders' meetings

Mechelen, Belgium; 27 March 2020, 21.15 CET; regulated information – Galapagos NV (Euronext & NASDAQ: GLPG) published its annual report for the financial year 2019.

The annual report for the financial year 2019, including a review of figures and performance, is available online at <https://www.glpq.com/financial-reports> and can also be downloaded as PDF. Our annual 2019 Form 20-F filing with the SEC is also available at www.sec.gov/edgar.

Furthermore, Galapagos has the honor to invite its shareholders, holders of subscription rights, directors, and statutory auditor to its annual (ordinary) and extraordinary shareholders' meetings that will be held on Tuesday 28 April 2020 at 2:00 p.m. (CET) at the Company's registered office.

The items on the agenda of the ordinary and extraordinary shareholders' meetings include, amongst other items, the appointment of Dr. Elisabeth Svanberg as an independent director, the amendment of the Company's corporate purpose, and the amendment of the articles of association to implement several provisions of the new Belgian Companies Code.

Elisabeth Svanberg received her MD and PhD from the University of Gothenburg, Sweden, and is a board certified general surgeon and associate professor of surgery. She joined Serono International in 2000, initially in the field of metabolism and subsequently held roles of increasing responsibilities before joining Bristol Myers Squibb (BMS) in the United States in 2007. At BMS, Elisabeth served as development leader for a first in class novel diabetes medicine and subsequently as Head of Medical Affairs for the Intercontinental region. In 2014, Elisabeth joined Janssen Pharmaceuticals (a Johnson & Johnson Company) as Vice President, Head of the Established Products group, managing a portfolio of 90 products used by an estimated 150 million patients globally. Since 2016, Elisabeth serves as Chief Development Officer at Ixaltis SA, a specialty pharmaceutical company developing proprietary therapeutics to treat genitourinary (GU) disorders with unmet medical need. Elisabeth serves as a non-executive director on the board of PledPharma (since 2017) and Swedish Orphan Biovitrum (SOBI, since 2018).

In order to be admitted to the shareholders' meetings, the holders of securities issued by the Company must comply with article 7:134 of the Belgian Code of Companies and Associations and article 29 of the Company's articles of association, and fulfill the formalities described in the convening notice. The convening notice and other documents pertaining to the shareholders' meetings, including the biography of Dr. Svanberg, can be consulted on our website, www.glpq.com/shareholders-meetings.

In observance of the coronavirus (COVID-19) pandemic, Galapagos strongly encourages its shareholders not to attend the meetings in person, but to vote remotely, prior to the meetings, or to exercise your voting right through a written proxy. Please see the convening notice for more details on how to exercise your voting right. We actively monitor the public health and travel safety concerns relating to the coronavirus and the advisories or mandates that federal, regional and local governments, and related agencies, may issue. We can only allow access to shareholders, proxyholders and the other persons at the shareholders' meetings to the extent permitted under the measures taken by the Belgian authorities as applicable at the time of meetings. In the event that it is not possible or advisable to hold the shareholders' meetings as currently planned, we will publicly announce any additional or alternative arrangements for the meetings and we will update our meeting page at the Galapagos website <https://www.glpq.com/shareholders-meetings>, which we encourage you to monitor for the most recent information.

About Galapagos

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

Contact

Investors:

Elizabeth Goodwin
VP Investor Relations
+1 781 460 1784

Sofie Van Gijssel
Director Investor Relations
+32 485 19 14 15
ir@glpg.com

Media:

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

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

Forward-looking statements

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

Disclaimer

The contents of our website, including the annual report for the financial year 2019, 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 28 April 2020

1. Annual Shareholders' Meeting

The board of directors of Galapagos NV (hereinafter the “**Company**” or “**Galapagos**”) has the honor to invite the shareholders, holders of subscription rights, directors and statutory auditor of the Company to the annual shareholders' meeting that will be held on Tuesday 28 April 2020 at 2:00 p.m. (CET) at the registered office of the Company.

Agenda and proposed resolutions

1. Acknowledgement and discussion of the annual report of the board of directors relating to the non-consolidated and consolidated annual accounts of the Company for the financial year ended on 31 December 2019, 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 2019.

2. Acknowledgement and approval of the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2019 and approval of the allocation of the annual result as proposed by the board of directors.

Proposed resolution: The shareholders' meeting resolves to approve the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2019, as well as the allocation of the annual result as proposed by the board of directors.

3. Acknowledgement and discussion of the report of the statutory auditor relating to the consolidated annual accounts of the Company for the financial year ended on 31 December 2019.

4. Acknowledgement and discussion of the consolidated annual accounts of the Company for the financial year ended on 31 December 2019.

5. Acknowledgement and approval of the remuneration policy.

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

6. Acknowledgement and approval of the remuneration report.

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

7. Release from liability to be granted to the directors and the statutory auditor for the performance of their duties in the course of the financial year ended 31 December 2019.

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

8. Acknowledgment of the remuneration of the statutory auditor for financial year ended on 31 December 2019. The board of directors approved an additional fee of €789,000 in connection with the exceptional audit activities performed by the statutory auditor in light of the Gilead transaction.
9. Re-appointment of statutory auditor and determination of statutory auditor's remuneration.
- Proposed resolution:** Upon recommendation of the Company's audit committee, the shareholders' meeting resolves: (i) to re-appoint Deloitte Bedrijfsrevisoren CVBA, Gateway Building, Luchthaven Nationaal, 1J, 1930 Zaventem, Belgium, represented by Mr. Nico Houthaeye, as statutory auditor of the Company, for a period of three years ending immediately after the annual shareholders' meeting to be held in 2023, and (ii) to determine the annual remuneration of the statutory auditor at €733,000 for the audit of the statutory and the consolidated accounts of the group. This amount is exclusive of expenses and VAT, and is subject to an annual indexation as from 2021.
10. Re-appointment of a director.
- Proposed resolution:** The shareholders' meeting resolves to re-appoint Dr. Mary Kerr (residing in Broxbourne, United Kingdom) as director of the Company, for a period of four years ending immediately after the annual shareholders' meeting to be held in 2024 and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Dr. Kerr as an independent director as she meets the independence criteria set forth in article 7:87 of the Code of Companies and Associations.
11. Appointment of a director.
- Proposed resolution:** The shareholders' meeting resolves to appoint Dr. Elisabeth Svanberg (residing in Geneva, Switzerland) as director of the Company, for a period of four years ending immediately after the annual shareholders' meeting to be held in 2024 and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Dr. Elisabeth Svanberg as an independent director as she meets the independence criteria set forth in article 7:87 of the Code of Companies and Associations.
12. Remuneration of directors.
- Proposed resolution:** Upon recommendation of the Company's nomination and remuneration committee, the shareholders' meeting resolves that the annual compensation (excluding expenses) of the non-executive directors, other than the non-executive directors representing a shareholder, for the exercise of their mandate is established as follows:
- (a) cash remuneration: (i) chairman of the board of directors: €100,000; (ii) other non-executive directors: €50,000 each; (iii) additional annual compensation for the chairmanship of a board committee: €20,000; and (iv) additional annual compensation for the membership of a board committee: €15,000;
- (b) equity-based remuneration: (i) chairman of the board of directors: €100,000; other non-executive directors: €50,000 each; in each case (i) and (ii) subject to the requirement to use the net amount (after taxes) to acquire Galapagos shares. These latter payments make up the equivalent of an equity component of the directors' remuneration and the resulting shares are to be held until at least one year after the non-executive director leaves the board of directors and at least three years after the time of acquisition.
- The shareholders' meeting resolves that the mandate of a non-executive director representing a shareholder will not be remunerated.
13. Offer of subscription rights.
- Proposed resolution:** Upon recommendation of the Company's nomination and remuneration committee and solely to the extent that the extraordinary shareholders' meeting, to be held immediately after this shareholders' meeting, does not approve the proposed changes to the articles of association of the Company, the shareholders' meeting resolves to (i) offer 85,000 subscription rights to the executive

director of the Company, under subscription right plans created (or to be created) by the board of directors for the benefit of the executive director, employees and independent consultants of Galapagos and its affiliates within the framework of the authorized capital, the key conditions of which will be in line with previous warrant plans of the Company, (ii) empower each non-executive director to implement this offer, and (iii) to the extent required, approve the offer of subscription rights to members of Galapagos' executive committee under such plan in accordance with Galapagos' remuneration policy and practices. In accordance with articles 7:91 and 7:151 of the Code of Companies and Associations, the shareholders' meeting expressly approves the particular provisions that will be included in such plan pursuant to which, in exceptional circumstances (including in the event of a change in control of the Company), the subscription rights offered (to the extent accepted) under such plan can be exercised early, even before the third anniversary of their award.

2. Extraordinary Shareholders' Meeting

The board of directors of the Company has the honor to invite the shareholders, holders of subscription rights, directors and statutory auditor of the Company to the extraordinary shareholders' meeting that will be held in the presence of a notary public and that will take place on Tuesday 28 April 2020, immediately after the annual shareholders' meeting to be held on 28 April 2020, at the registered office of the Company. In the event that this extraordinary shareholders' meeting cannot take place on 28 April 2020 because the legally required quorum to discuss and resolve has not been reached and a second convocation is required, this extraordinary shareholders' meeting will, after second convocation with an identical agenda, take place on Tuesday 26 May 2020 at 2 p.m. (CET) at the registered office of the Company.

Informatory note:

On 28 February 2019, the Belgian Parliament approved the Code of Companies and Associations (the "CCA"). The CCA entered into force on 1 May 2019.

The mandatory provisions of the CCA apply to the Company as of 1 January 2020. The non-mandatory provisions also apply as of 1 January 2020 in as far as they do not contradict the articles of association of the Company. Galapagos is obliged to bring its articles of association in line with the CCA at the moment of the first amendment to its articles of association after 1 January 2020.

Agenda and proposed resolutions

1. Consideration and discussion of the special report of the board of directors in accordance with article 7:154 of the CCA in relation to the amendment to the Company's purpose.
2. Amendment to the Company's purpose.

Proposed resolution: The shareholders' meeting resolves to amend the current article 3 of the articles of association as follows:

"The company's object consists of:

- (a) *the research and development of health products for human beings and animals, pharmaceutical products and other products relating thereto;*
- (b) *for its own account or for the account of third parties, the performance of research in the field of or in connection with pharmaceutical, medical, biological and industrial technology, genetics and human and animal life in general;*
- (c) *the exploitation of biological, chemical or other products, processes and technologies in the life sciences sector in general, and more specifically in the pharmaceutical, medical, diagnostic, and chemical sector, including activities relating to the production, marketing and commercial exploitation of such products, processes and technologies;*

- (d) *the acquisition, sale and licensing of patents, trademarks, industrial and intellectual property, whether or not secret, and licenses;*
- (e) *holding direct or indirect shareholdings in other companies having an object directly or indirectly related to research, development, industrial or commercial activities, focused mainly but not necessarily exclusively on the pharmaceutical industry.*

For such object the company may, in Belgium and abroad, acquire or lease any license, movable or immovable property necessary or useful for its commercial or industrial object, operate, sell or lease same, build factories, establish subsidiaries and branches, and establish premises. It may engage in all operations with banks, post cheque, invest capital, contract or grant loans and credit facilities, whether or not mortgaged. The company may, by means of contribution, participation, loans, credit facility, subscription of shares, acquisition of shares and other commitments, participate in other companies, associations or enterprises, both existing as to be incorporated, and whether or not having an object similar to the object of the company. The company may merge with other companies or associations.

The company may incorporate subsidiaries both under Belgian as under foreign law.

The company may acquire or establish any property that is necessary or useful for its operations or its corporate object.”

3. Amendments to the articles of association as a consequence of the newly applicable CCA, the choice for a two-tier board structure and certain other amendments relating to modernization and clean-up of the articles of association.

Proposed resolution: The shareholders’ meeting resolves to amend the articles of association as a consequence of the newly applicable CCA, the proposal by the board of directors to introduce a two-tier board structure as provided for by the CCA as well as certain other amendments relating to modernization and clean-up. The full text of the new articles of association is made available on the company website (www.glpj.com). Every shareholder may request to receive a free copy thereof via shareholders@glpg.com.

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

Title I – Name – Office – Object – Duration

- **Article 1:** replaced “*a company that calls or has called upon public savings*” by “*a listed company*”
- **Article 2:** deleted “*or in the Brussels Region*”

Title II – Capital

- **Article 5:** inserted “*subscribed*” before “*capital*” in the title and in the first sentence
- **Article 6:** inserted “*subscribed*” before “*capital*” in the title and replaced “*the provisions of article 609 of the Companies Code*” and “*the provisions of article 596 of the Companies Code*” with “*the provisions of the Code of Companies and Associations*”
- **Article 9:** replaced by the following text:

“The shares are registered shares until they are fully paid up. The fully paid up shares are registered shares or dematerialized shares, according to the preference of the shareholder. The company may issue dematerialized shares, either by a capital increase or by the conversion of existing registered shares into dematerialized shares. Each shareholder may at all times ask the conversion of his shares, by written request and at his own cost, into registered shares or into dematerialized shares.”
- **Article 10:** replaced “*the board of directors*” by “*the company*”
- **Article 11:** replaced “*shareholders’ meeting*” by “*company*” and “*article 620 and following of the Companies Code*” by “*the provisions of the Code of Companies and Associations*”

Title III – Administration and supervision

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

Two-tier board structure

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

Each board forms a college in accordance with the applicable rules on deliberating meetings.

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

If a membership 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 respective board of the company.”

- New subtitle 14: Supervisory board

- New article 14.1: inserted the following text:

Powers of the supervisory board

“The supervisory board is responsible for the general policy and strategy of the company and has the power to perform all acts that are exclusively reserved to it by the applicable law. The supervisory board drafts all reports and proposals in accordance with books 12 and 14 of the Code of Companies and Associations.

It supervises the management board and decides, after the adoption of the annual accounts, by separate vote on the discharge to be granted to the members of the management board.

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

- **Article 14** (new article 14.2): replaced by the following text:

“In the event of a casual vacancy in the supervisory board, the remaining members of the supervisory board have the right to temporarily fill such vacancy until the shareholders’ meeting appoints a new member of the supervisory board. To this end, the appointment shall be put on the agenda of the first following shareholders’ meeting. Each member of the supervisory board appointed this way by the shareholders’ meeting shall complete the mandate of the member of the supervisory board he replaces, unless the shareholders’ meeting decides otherwise.”

- **Article 15** (new article 14.3): replaced by the following text:

“The supervisory board elects a chairman from among its members and may also elect one or more vice-chairmen.”

- **Article 16** (new article 14.4): replaced by the following text:

Meetings of the supervisory board

“The supervisory board is convened by its chairman, or, in case of impediment of the latter, by a vice-chairman, or by two members of the supervisory board, each time the interests of the company so require.

The notices of the meetings of the supervisory board are, except in the event of emergency (which is to be motivated in the minutes), provided by telecopy, by electronic mail or by phone, at least four calendar days prior to the meeting. The meeting is held at the place mentioned in the convening notice.

If the chairman is unable to attend, the supervisory board is chaired by the vice-chairman, or, in the absence of the latter, by the oldest member present.

The validity of the convening notice cannot be challenged if all members of the supervisory board are present or validly represented.”

- **Article 17** (new article 14.5): replaced by the following text:

“The supervisory board may validly deliberate only if at least half of its members are present or represented. If this quorum is not satisfied, a new meeting may be convened with the same agenda, which will be able to validly deliberate and resolve provided that at least two members are present or represented. Members of the supervisory board who, in accordance with applicable law, may not participate in the deliberation and the vote are not included to determine whether the quorum has been reached.

Supervisory board members can be present at the meeting by electronic communication means, such as, among others, phone- or videoconference, provided that all participants to the meeting can communicate directly with all other participants. In such case, the meeting is deemed to take place at the office of the company, unless agreed upon differently by the supervisory board. The same applies to meetings of the supervisory board to be held in the presence of a notary public, it being understood, however, that in such case at least one member of the supervisory board or the meeting’s secretary shall physically attend the meeting in the presence of the notary public and that the meeting is deemed to take place at the notary public’s office, unless agreed upon differently by the supervisory board. The minutes of the meeting shall mention the manner in which the members of the supervisory board were present.

With respect to items that were not mentioned in the agenda, the supervisory board can deliberate validly only with the consent of the entire supervisory board and insofar all members are present in persona. Such consent is deemed to be given if no objection is made according to the minutes.

Each member of the supervisory board can give a power of attorney to another member to represent him at a meeting of the supervisory board and to vote in his place, by normal letter, by e-mail or by any other means of communication replicating a printed document.

The resolutions of the supervisory board are taken by simple majority of the votes cast. Blank and invalid votes are not included in the votes cast, neither in the numerator nor in the denominator. In case of a tie, the chairman has the casting vote.

Supervisory board resolutions may be approved by unanimous written consent of all members, unless otherwise provided in these articles of association and save for decisions requiring a notarial deed.

The members of the supervisory board need to respect the provisions and formalities on conflicts of interest as well as on related party transactions set forth in applicable law.”

- **Article 18** (new article 14.6): replaced by the following text:

“The deliberations of the supervisory board are enacted in minutes that are signed by the chairman and by the members of the supervisory board who wish to do so. The powers of attorney are attached to the minutes. If a member expressly refuses to sign the minutes, this shall be reflected in the minutes with the motivation of such refusal.

The copies or extracts, to be submitted in legal proceedings or otherwise, shall be signed by the chairman of the supervisory board or two members of the supervisory board.”

- **Article 19**: deleted

- **Article 20** (new article 14.7): replaced by the following text:

Remuneration of the members of the supervisory board

“The shareholders’ meeting may grant remuneration to the members of the supervisory board. The supervisory board is empowered to distribute amongst its members the global remuneration granted by the shareholders’ meeting.”

- New subtitle 15: Management board

- New article 15.1: inserted the following text:

Powers of the management board

“The management board has the power to carry out all acts necessary or useful to the realisation of the company’s object with the exception of those reserved to the supervisory board in accordance with article 14.1 of these articles of association and of those reserved to the shareholders’ meeting by applicable law.

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

- New article 15.2: inserted the following text:

Chair

“The supervisory board shall appoint the chairman of the management board. The management board may also elect one or more vice-chairmen.”

- New article 15.3: inserted the following text:

Meetings and minutes of the management board

“The management board is convened by its chairman, or, in case of impediment of the latter, by a vice-chairman, or by two members of the management board, each time the interests of the company so require.

The deliberations of the management board are recorded in minutes, signed by the members who took part in the deliberation.

The copies and extracts of the minutes of the meetings of the management board are certified and signed by one or more members with representation powers.

Management board resolutions may be approved by unanimous written consent of all members, unless otherwise provided in these articles of association and save for decisions requiring a notarial deed.

The management board may make any further arrangements for its effective functioning.”

- New article 15.4: inserted the following text:

Remuneration of the members of the management board

“The supervisory board determines the remuneration of the members of the management board.”

- **Article 21, para 1:** deleted

- **Article 21, para 2** (new article 16): replaced by the following text:

Delegation of day-to-day management

“The management board is authorized to delegate the day-to-management of the company as described in the Code of Companies and Associations and the representation powers pertaining to such management to one or more persons. The management board appoints and revokes the person(s) entrusted with such management and determines the remuneration linked to this mandate.

If several persons are appointed, they form a board and the management board determines the operating procedures of the persons entrusted with the day-to-day management of the company.

Limitations of the representation powers of the persons entrusted with the day-to-day management, other than those relating to the joint signatory authority, are not enforceable vis-à-vis third parties, even if they are published.

Within the limits of the powers delegated to them, the persons entrusted with the day-to-day management may grant specific and determined powers to one or more persons of their choice.”

- **Article 21, para 3:** deleted

- **Article 22, para 1:** deleted

- New article 17.1: inserted the following text:

Supervisory board

“The supervisory board represents the company vis-à-vis third parties in all matters for which it has exclusive competence in accordance with the applicable law. With regard to the powers of the supervisory board, the company is also represented by two members of the supervisory board acting jointly, provided that these members cannot be members who factually represent shareholders holding more than 20 percent of the company’s capital.”

- New article 17.2: inserted the following text:

Management board

“The management board represents the company vis-à-vis third parties in all matters, with the exception of those matters for which, in accordance with the applicable law, the supervisory board has exclusive competence. With regard to the powers of the management board, the company is also represented by one member of the management board acting alone.”

- **Article 22, para 2** (new article 17.3): replaced by the following text:

Delegated authorities

“Within the limits of the day-to-day management, the company is furthermore validly represented in dealings with third parties and in legal proceedings by the person(s) entrusted with the day-to-day management of the company acting jointly or individually in accordance with the delegation by the management board.

Moreover, the company is validly bound by special attorneys-in-fact within the limits of the powers granted to them.

When the company is appointed as director, member of the supervisory board, member of the management board or liquidator of another company, it will appoint a physical person as its permanent representative who is entrusted with the execution of the mandate for and on behalf of the company.”

Article 24 (new article 19): replaced “members of the Institute of Company Auditors (“Instituut van Bedrijfsrevisoren”)” by “Company Auditors entered in the public register of the statutory auditors or among the registered audit firms”

Title IV – Shareholders’ meetings

- **Article 27 para 3** (new article 22 para 3): replaced by the following text:

“An extraordinary shareholders’ meeting may be convened each time the interest of the company so requires and is to be convened each time shareholders representing together at least one tenth of the capital so request in accordance with the applicable law.”

- **Article 28** (new article 23): replaced “article [533, §2 / 535 / 533bis, §1 / 533bis §2 / 533ter] of the Companies Code” by “applicable law”

- **Article 30** (new article 25): deleted “Belgian” prior to “law provisions”, replaced “article 29 of the articles of association” by “article 24 of the articles of association” and inserted “non-voting rights” between “profit sharing certificates” and “convertible bonds”

- **Article 31** (new article 26): inserted “other” before “members of the supervisory board”

- **Article 32** (new article 27): replaced by the following text:

“The supervisory board has the right, prior to any ordinary, special or extraordinary shareholders’ meeting, to postpone or cancel the meeting. This is in addition to the legal right of the supervisory board to postpone any ordinary, special or extraordinary shareholders’ meeting for up to five weeks due to an announcement regarding a significant participation, and during the ordinary shareholders’ meeting to postpone for five weeks, the decision regarding the approval of the financial statements.

This adjournment of the decision regarding the approval of the financial statements puts an end to the deliberation and renders invalid the resolutions passed with regard to the financial statements, including the resolutions on the discharge of the members of the supervisory board and the auditors. However, it does neither affect the deliberation nor the decisions in respect of resolutions having nothing to do with the financial statements.

All shareholders shall be called to attend the next meeting and admitted, provided that they have completed the formalities laid down in the articles of association, and this regardless of whether or not they attend the first meeting either in person or by proxy.

At the second meeting, the agenda of the initial meeting shall be dealt with in its entirety.”

— **Article 33** (new article 28): deleted “*exercise of the voting rights*” in the title of new article 28

— **Article 34 para 2** (new article 29 para 2): replaced by the following text:

“The members of the supervisory board, and where applicable, the members of the management board, answer the questions they are asked by the shareholders, during the meeting or in writing, relating to their report or to the agenda items, insofar the communication of information or facts is not of such nature that it would be detrimental to the business interests of the company or to the confidentiality to which the company or its board members are bound. The statutory auditors answer the questions they are asked by the shareholders, during the meeting or in writing, relating to their report, insofar the communication of information or facts is not of such nature that it would be detrimental to the business interests of the company or to the confidentiality to which the company, its board members or the statutory auditors are bound. In case several questions relate to the same subject matter, the board members and the statutory auditors may respond in one answer. As soon as the convening notice is published, the shareholders may ask their questions in writing, which will be answered during the meeting by the board members or the statutory auditors, as the case may be, insofar such shareholders have complied with the formalities to be admitted to the meeting. The questions may also be directed to the company by electronic way via the address that is mentioned in the convening notice for the shareholders’ meeting. The company needs to receive these written questions ultimately on the 6th day before the meeting.”

— **Article 34 para 3** (new article 29 para 3): deleted the last sentence

— **Article 34 para 6** (new article 29 para 6): replaced “*the provisions of the articles 558 and following of the Companies Code*” with “*applicable law*”

— **Article 35 para 2** (new article 30 para 2): inserted “*to be*” between “*are*” and “*signed*”

Title V – Annual Accounts – Distribution of Profits

— **Article 36** (new article 31): replaced “*the information prescribed by article 96 of the Companies Code*” with “*other information required by applicable law*”

— **Article 37** (new article 32): replaced “*the other documents mentioned in article 100 of the Companies Code*” with “*other documents required by applicable law*”

— **Article 39** (new article 34): inserted “*or out of the profit of the previous financial year as long as the financial statements of that financial year have not yet been approved*” at the end of the last sentence

Title VI – Dissolution – Winding-Up

— **Article 40** (new article 35): replaced “*article [633 / 634] of the Companies Code*” by “*applicable law*”, inserted “*, whereby abstentions are not included in the numerator nor in the denominator*” at the end of the 2nd paragraph and “*or the public prosecutor*” after “*every party having an interest*”

— **Article 42** (new article 37): replaced “*the articles 186 and following of the Companies Code*” with “*applicable law*”

Title VII – General Provisions

- **Article 44** (new article 39): replaced “Each director, executive” with “Each member of the supervisory board, member of the management board, person entrusted with the day-to-day management of the company” and “notice” by “notices”
- **Article 47** (new article 42): replaced “directors” with “members of the supervisory board, members of the management board”

Temporary provisions of the articles of association

- **Authorized capital:** replaced “share capital” by “subscribed capital”, “articles [603 to 608 / 607] of the Companies Code of 7 May 1999 (as amended or replaced)” by “applicable law”, “all independent directors (within the meaning of article 526ter of the Companies Code)” by “all independent members of the supervisory board (within the meaning of the Code of Companies and Associations juncto the relevant principles of the Corporate Governance Code 2020)”, “directors” by “members of the supervisory board, members of the management board”, “a person referred to in article 520ter, 524bis or 525” by “a member of the supervisory board, a member of the management board or a person entrusted with the day-to-day management”
- **Use of authorized capital in specific circumstances:** replaced “share capital” by “subscribed capital” “articles [603 to 608 / 607] of the Companies Code of 7 May 1999 (as amended or replaced)” by “applicable law”, “directors” by “members of the supervisory board, members of the management board”, “a person referred to in article 520ter, 524bis or 525” by “a member of the supervisory board, a member of the management board or a person entrusted with the day-to-day management”
- Overall replacements:
 - In articles **1, 4, 12, 24, 28, 30, 38, 39, 45, 46** and **47**: “Companies Code” by “Code of Companies and Associations”
 - In articles **2 para 1, 6, 12, 23, 24, 25, 28, 29, 30, 31, 36, 37, 38, 39, 42** and **the temporary provisions of the articles of association**: “board (of directors)” by “supervisory board”
 - In articles **2 para 2** and **7**: “board of directors” by “management board”
 - In title I and the articles **2, 5, 6, 27, 28, 29, 35, 38, 40** and **44**: deleted “registered”
 - In title I and article **3**: replaced “purpose” by “object”
 - In articles **12, 29, 30** and **the temporary provisions of the articles of association**: replaced “warrants” with “subscriptions rights”
 - In articles **29** and **30**: replaced “bonds” by “convertible bonds”
 - In articles **27, 31, 35, 36, 37** and **40**: replaced “director(s)” by “member(s) of the supervisory board”

4. Appointment of the members of the supervisory board.

Proposed resolution: The shareholders’ meeting resolves to appoint the following members of the supervisory board for the remaining term of their current mandate as director in the board of directors:

- Dr. Raj Parekh, as a member of the supervisory board of the Company;
- Mr. Howard Rowe, as a member of the supervisory board of the Company and, upon the proposal of the board of directors and in accordance with the advice of the Company’s nomination and remuneration committee, to appoint Mr. Howard Rowe as an independent member as he meets the independence criteria set forth in article 7:87 of the CCA;
- Ms. Katrine Bosley, as a member of the supervisory board of the Company and, upon the proposal of the board of directors and in accordance with the advice of the Company’s nomination and

remuneration committee, to appoint Ms. Katrine Bosley as an independent member as she meets the independence criteria set forth in article 7:87 of the CCA;

- Dr. Mary Kerr, as a member of the supervisory board of the Company and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Dr. Mary Kerr as an independent member as she meets the independence criteria set forth in article 7:87 of the CCA;
- Mr. Peter Guenter, as a member of the supervisory board of the Company and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Mr. Peter Guenter as an independent member as he meets the independence criteria set forth in article 7:87 of the CCA;
- Mr. Daniel O'Day, as a member of the supervisory board of the Company;
- Dr. Linda Higgins, as a member of the supervisory board of the Company;
- Dr. Elisabeth Svanberg, as a member of the supervisory board of the Company and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Dr. Elisabeth Svanberg as an independent member as she meets the independence criteria set forth in article 7:87 of the CCA.

Immediately after this extraordinary shareholders' meeting, the supervisory board will appoint the members of the management board.

5. Authorization to the management board to execute the above decisions and to coordinate the articles of association.

Proposed resolution: The shareholders' meeting resolves to authorize the management board to execute the decisions taken and to coordinate the articles of association, with power to sub-delegate.

6. Proxy 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 authority to any member of the supervisory board and/or any member of the management board and/or Mr. Xavier Maes, to act alone with power to substitute, to fulfill all necessary formalities with the Crossroad Bank for Enterprises, counters for enterprises, registers of the enterprise courts, administrative agencies and fiscal administrations with respect to the decisions taken at the present meeting.

Registration and admission formalities

In order to be admitted to the shareholders' meetings, the holders of securities issued by the Company must comply with article 7:134 of the CCA and article 29 of the articles of association of the Company, and fulfill the formalities and make the notifications described below.

In accordance with article 7:135 of the CCA, the holders of subscription rights issued by the Company can only attend the shareholders' meetings with a consultative vote.

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 shareholders' meetings, provided that:

- their shares or subscription rights are recorded in their name in the register of registered shares or subscription rights at midnight (24:00) (CET) on 14 April 2020 (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 shareholders' meetings, and (ii) the number of securities for which they wish to participate in the shareholders' meetings, by means of a signed form that must be received by the Company at the Company's registered office **at the latest on 22 April 2020**; a model of this form is available at the Company's registered office and on the Company's website under the tab "Investors > Shareholder Information > Shareholders' Meetings" (www.glpjg.com).

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

2 Holders of dematerialized shares

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

- their shares are recorded in their name in the accounts of a recognized account holder or a settlement institution at midnight (24:00) (CET) on 14 April 2020 (the "**record date**"), irrespective of the number of shares that they own on the date of the shareholders' meetings; and
- **at the latest on 22 April 2020**, they provide the Company (at the Company's registered office) with, or arrange for the Company (at the Company's registered office) to be provided with, a certificate issued by a recognized account holder or the settlement institution certifying the number of dematerialized shares recorded in the shareholder's accounts on the record date in respect of which the shareholder has indicated his intention to participate in the shareholders' meetings.

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

Only persons who are a shareholder of the Company on the record date (14 April 2020) and who have indicated their intention to participate in the shareholders' meetings as set out above will be entitled to participate in the shareholders' meetings. The shares are not blocked as a result of the above-mentioned process. As a result, the shareholders are free to dispose of their shares after the record date.

Proxy

In accordance with article 30 of the articles of association of the Company, shareholders having complied with the registration and admission formalities set out above may be represented at the shareholders' meetings by a proxy

holder, who does not need to be a shareholder. Except in cases provided for by law, a shareholder may only appoint one person as proxy holder for a particular shareholders' meeting.

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

The signed proxy form must be submitted to Galapagos by e-mail (shareholders@glpg.com) or by post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium), and must reach Galapagos by **no later than 22 April 2020**.

Right to ask questions

In accordance with article 7:139 of the CCA and article 34 of the articles of association of the Company, all shareholders are entitled, whether during the shareholders' meetings or in writing before the meetings, to ask questions to the directors with respect to their report or the agenda items and to the statutory auditor with respect to its report.

Questions asked in writing will only be answered if the relevant shareholder has fulfilled the registration and admission formalities set out above and if the written question has been received by the Company **at the latest on 22 April 2020**.

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

Right to add agenda items

In accordance with article 7:130 of the CCA and article 28 of the articles of association of the Company, one or more shareholders, who together possess at least three per cent (3%) of the Company's share capital, may request for items to be added to the agenda of the shareholders' meetings and submit proposed resolutions in relation to existing agenda items or new items to be added to the agenda. Such requests, along with proof of ownership of the required participation, and, as the case may be, the text of the items to be dealt with and the related proposed resolutions, must be submitted to Galapagos by e-mail (shareholders@glpg.com) or by post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium), and must reach Galapagos by **no later than 6 April 2020**. As the case may be, Galapagos shall publish the modified agenda at the latest on 13 April 2020.

Remote voting

In accordance with article 7:146 of the CCA and article 30 of the articles of association of the Company, shareholders are allowed to vote remotely, prior to the shareholders' meetings, by letter, by means of a form made available at the Company's registered office and on the Company's website under the tab "Investors > Shareholder Information > Shareholders' Meetings" (www.glpjg.com).

The signed form must be submitted to Galapagos by e-mail (shareholders@glpg.com) or by post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium), and must reach Galapagos by **no later than 22 April 2020**.

Availability of documents

The documentation relating to this shareholders' meetings or that must be made available pursuant to law, as well as the total number of shares and voting rights at the date of the convening notice, are available on the Company's website under the tab "Investors > Shareholder Information > Shareholders' Meetings" (www.glpjg.com). Hard copies of these documents can be obtained at no cost by simple request via e-mail (shareholders@glpg.com), post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium), or telephone (+32 15 342 900). Please address any requests for more information to Galapagos' legal department (+32 15 342 900). Correspondence can be sent to Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium (e-mail: shareholders@glpg.com).

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 general shareholders' meetings. The processing of such data will be carried out for the purposes of the organization and conduct of the relevant general 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 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 general 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@glp.com.

Miscellaneous

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

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

The board of directors

Volmacht

(enkel te gebruiken door aandeelhouders)

Proxy

(to be used by shareholders only)

De ondergetekende:

The undersigned:

(Naam en adres / Name and address)

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

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

(Aantal aandelen / Number of shares)

stelt hiermee aan tot zijn/haar volmachtdrager:

herewith appoints as his/her proxy holder:

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

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

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

hierna de "**volmachtdrager**",hereinafter the "**proxy holder**",

aan wie hij/zij volmacht geeft tot bijwoning van en om
stemrechten uit te oefenen tijdens de gewone en
buitengewone algemene vergaderingen van de Vennootschap
die zullen plaatsvinden op dinsdag 28 april 2020 om 14 uur
op de zetel van de Vennootschap, alsmede elke andere
aandeelhoudersvergadering met dezelfde agenda die daarna
zou worden bijeengeroepen als gevolg van uitstel of
verdagging, 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 annual and extraordinary
shareholders' meetings of the Company to be held on
Tuesday 28 April 2020 at 2:00 p.m. CET at the registered
office of the Company, as well as at any other shareholders'
meeting with the same agenda that may be convened
subsequently as a result of delay or adjournment, for the
purpose of considering the 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.*

Agenda

1. Gewone Algemene Vergadering

1. Kennisname en bespreking van het jaarverslag van de raad van bestuur betreffende de statutaire en geconsolideerde jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2019, en van het verslag van de commissaris over de statutaire jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2019.
2. Kennisname en goedkeuring van de statutaire jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2019 en goedkeuring van de door de raad van bestuur voorgestelde bestemming van het jaarresultaat.

Voorstel van besluit: De algemene vergadering besluit om de statutaire jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2019 goed te keuren, alsook de door de raad van bestuur voorgestelde bestemming van het resultaat.

1. Annual Shareholders' Meeting

1. Acknowledgement and discussion of the annual report of the board of directors relating to the non-consolidated and consolidated annual accounts of the Company for the financial year ended on 31 December 2019, 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 2019.
2. Acknowledgement and approval of the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2019 and approval of the allocation of the annual result as proposed by the board of directors.

Proposed resolution: The shareholders' meeting resolves to approve the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2019, as well as the allocation of the annual result as proposed by the board of directors.

Agendapunt 2 - Steminstructie:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 2 - Voting instruction:

3. Kennisname en bespreking van het verslag van de commissaris betreffende de geconsolideerde jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2019.
4. Kennisname en bespreking van de geconsolideerde jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2019.
5. Kennisname en goedkeuring van het remuneratiebeleid.

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

3. Acknowledgement and discussion of the report of the statutory auditor relating to the consolidated annual accounts of the Company for the financial year ended on 31 December 2019.
4. Acknowledgement and discussion of the consolidated annual accounts of the Company for the financial year ended on 31 December 2019.
5. Acknowledgement and approval of the remuneration policy.

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

Agendapunt 5 - Steminstructie:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 5 - Voting instruction:

6. Kennisname en goedkeuring van het remuneratieverslag.

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

6. Acknowledgement and approval of the remuneration report.

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

Agendapunt 6 - Steminstructie:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 6 - Voting instruction:

7. Kwijting aan de bestuurders en de commissaris voor de uitoefening van hun mandaat uitgevoerd tijdens het boekjaar geëindigd op 31 december 2019.

7. Release from liability to be granted to the directors and the statutory auditor for the performance of their duties in the course of the financial year ended 31 December 2019.

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

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

Agendapunt 7 - Steminstructie:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 7 - Voting instruction:

8. Kennisname van de bezoldiging van de commissaris voor het boekjaar geëindigd op 31 december 2019. De raad van bestuur heeft een bijkomende vergoeding ten bedrage van €789.000 goedgekeurd met betrekking tot de uitzonderlijke controlewerkzaamheden uitgevoerd door de commissaris in het kader van de Gilead transactie.

8. Acknowledgment of the remuneration of the statutory auditor for financial year ended on 31 December 2019. The board of directors approved an additional fee of €789,000 in connection with the exceptional audit activities performed by the statutory auditor in light of the Gilead transaction.

9. Herbenoeming van de commissaris en bepaling van de bezoldiging van de commissaris.

9. Re-appointment of statutory auditor and determination of statutory auditor's remuneration.

Voorstel van besluit: Op voorstel van het auditcomité van de Vennootschap, besluit de algemene vergadering om: (i) Deloitte Bedrijfsrevisoren CVBA, Gateway Building, Luchthaven Nationaal, 1J, 1930 Zaventem, België, vertegenwoordigd door Dhr. Nico Houthaeve, te herbenoemen als commissaris van de Vennootschap, voor een periode van drie jaar die een einde neemt onmiddellijk na de algemene vergadering te houden in 2023, en (ii) de jaarlijkse bezoldiging van de commissaris te bepalen op €733.000 voor de werkzaamheden met betrekking tot de controle van de statutaire jaarrekening en de geconsolideerde jaarrekening van de groep. Dit bedrag is exclusief kosten en BTW, en wordt vanaf 2021 jaarlijks geïndexeerd.

Proposed resolution: Upon recommendation of the Company's audit committee, the shareholders' meeting resolves: (i) to re-appoint Deloitte Bedrijfsrevisoren CVBA, Gateway Building, Luchthaven Nationaal, 1J, 1930 Zaventem, Belgium, represented by Mr. Nico Houthaeve, as statutory auditor of the Company, for a period of three years ending immediately after the annual shareholders' meeting to be held in 2023, and (ii) to determine the annual remuneration of the statutory auditor at €733,000 for the audit of the statutory and the consolidated accounts of the group. This amount is exclusive of expenses and VAT, and is subject to an annual indexation as from 2021.

Agendapunt 9 - Steminstructie:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 9 - Voting instruction:

10. Herbenoeming van een bestuurder.

10. Re-appointment of a director.

Voorstel van besluit: De algemene vergadering besluit om Dr. Mary Kerr (woonachtig te Broxbourne, Verenigd Koninkrijk) te herbenoemen als bestuurder van de Vennootschap, voor een periode van vier jaar die een einde neemt onmiddellijk na de algemene vergadering te houden in 2024 en, op voorstel van de raad van bestuur en in overeenstemming met het advies van het benoemings- en remuneratiecomité van de Vennootschap, om Dr. Mary Kerr te benoemen als onafhankelijke bestuurder omdat zij beantwoordt aan de onafhankelijkheidscriteria van artikel 7:87 van het Wetboek van Vennootschappen en Verenigingen.

Proposed resolution: The shareholders' meeting resolves to re-appoint Dr. Mary Kerr (residing in Broxbourne, United Kingdom) as director of the Company, for a period of four years ending immediately after the annual shareholders' meeting to be held in 2024 and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Dr. Kerr as an independent director as she meets the independence criteria set forth in article 7:87 of the Code of Companies and Associations.

Agendapunt 10 - Steminstructie:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 10 - Voting instruction:

11. Benoeming van een bestuurder.

Voorstel van besluit: De algemene vergadering besluit om Dr. Elisabeth Svanberg (woonachtig te Genève, Zwitserland) te benoemen als bestuurder van de Vennootschap, voor een periode van vier jaar die een einde neemt onmiddellijk na de algemene vergadering te houden in 2024 en, op voorstel van de raad van bestuur en in overeenstemming met het advies van het benoemings- en remuneratiecomité van de Vennootschap, om Dr. Elisabeth Svanberg te benoemen als onafhankelijke bestuurder omdat zij beantwoordt aan de onafhankelijkheidscriteria van artikel 7:87 van het Wetboek van Vennootschappen en Verenigingen.

11. Appointment of a director.

Proposed resolution: The shareholders' meeting resolves to appoint Dr. Elisabeth Svanberg (residing in Geneva, Switzerland) as director of the Company, for a period of four years ending immediately after the annual shareholders' meeting to be held in 2024 and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Dr. Elisabeth Svanberg as an independent director as she meets the independence criteria set forth in article 7:87 of the Code of Companies and Associations.

Agendapunt 11 - Steminstructie:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 11 - Voting instruction:

12. Bezoldiging van bestuurders.

Voorstel van besluit: Op aanbeveling van het benoemings- en remuneratiecomité van de Vennootschap, besluit de algemene vergadering om de jaarlijkse bezoldiging (exclusief onkosten) van de niet-uitvoerende bestuurders, andere dan de niet- uitvoerende bestuurders die een aandeelhouder vertegenwoordigen, voor de uitoefening van hun mandaat als volgt vast te stellen:

(a) vergoeding in contanten: (i) voorzitter van de raad van bestuur: €100.000; (ii) andere niet-uitvoerende bestuurders: elkeen €50.000, (iii) jaarlijkse bijkomende bezoldiging voor het voorzitterschap van een comité binnen de raad van bestuur: €20.000; en (iv) jaarlijkse bijkomende bezoldiging voor lidmaatschap van een comité binnen de raad van bestuur: €15.000;

(b) vergoeding op basis van aandelen: (i) voorzitter van de raad van bestuur: €100.000, (ii) andere niet- uitvoerende bestuurders: elkeen €50.000; in beide gevallen, (i) en (ii), onder de verplichting om het nettobedrag (na belastingen) te gebruiken voor de verwerving van Galapagos aandelen. Deze laatste betalingen vormen het equivalent van een bestuurdersbezoldiging in aandelen en de resulterende aandelen dienen te worden aangehouden tot ten minste één jaar nadat de niet-uitvoerende bestuurder de raad van bestuur verlaten heeft en ten minste drie jaar na het tijdstip van de verwerving.

De algemene vergadering besluit dat het mandaat van een niet- uitvoerend bestuurder die een aandeelhouder vertegenwoordigt niet vergoed zal worden.

12. Remuneration of directors.

Proposed resolution: Upon recommendation of the Company's nomination and remuneration committee, the shareholders' meeting resolves that the annual compensation (excluding expenses) of the non-executive directors, other than the non-executive directors representing a shareholder, for the exercise of their mandate is established as follows:

(a) cash remuneration: (i) chairman of the board of directors: €100,000; (ii) other non-executive directors: €50,000 each; (iii) additional annual compensation for the chairmanship of a board committee: €20,000; and (iv) additional annual compensation for the membership of a board committee: €15,000;

(b) equity-based remuneration: (i) chairman of the board of directors: €100,000; other non-executive directors: €50,000 each; in each case (i) and (ii) subject to the requirement to use the net amount (after taxes) to acquire Galapagos shares. These latter payments make up the equivalent of an equity component of the directors' remuneration and the resulting shares are to be held until at least one year after the non-executive director leaves the board of directors and at least three years after the time of acquisition.

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

Agendapunt 12 - Steminstructie:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 12 - Voting instruction:

13. Aanbod van inschrijvingsrechten

Voorstel van besluit: Op aanbeveling van het benoemings- en remuneratiecomité van de Vennootschap en enkel voor zover de buitengewone algemene vergadering, die onmiddellijk na deze algemene vergadering wordt gehouden, de voorgestelde wijzigingen aan de statuten van de Vennootschap niet goedkeurt, besluit de algemene vergadering (i) om 85.000 inschrijvingsrechten aan te bieden aan de uitvoerende bestuurder van de Vennootschap, onder

13. Offer of subscription rights.

Proposed resolution: Upon recommendation of the Company's nomination and remuneration committee and solely to the extent that the extraordinary shareholders' meeting, to be held immediately after this shareholders' meeting, does not approve the proposed changes to the articles of association of the Company, the shareholders' meeting resolves to (i) offer 85,000 subscription rights to the executive director of the Company, under subscription right

plannen met betrekking tot inschrijvingsrechten gecreëerd (of te creëren) door de raad van bestuur ten gunste van de uitvoerende bestuurder, werknemers en zelfstandige consultants van Galapagos en haar dochtervennootschappen in het kader van het toegestaan kapitaal, waarvan de voornaamste voorwaarden in lijn zullen zijn met de voorgaande warrantplannen van de Vennootschap, (ii) om volmacht te geven aan elke niet-uitvoerende bestuurder om dit aanbod te implementeren, en (iii) om, voor zover als nodig, het aanbod van inschrijvingsrechten aan leden van het directiecomité van Galapagos onder zulk plan overeenkomstig het remuneratiebeleid en de remuneratiepraktijken van Galapagos, goed te keuren. In overeenstemming met artikelen 7:91 en 7:151 van het Wetboek van Vennootschappen en Verenigingen, keurt de algemene vergadering uitdrukkelijk de bijzondere bepalingen goed die in zulk plan zullen worden opgenomen waarbij, in uitzonderlijke omstandigheden (waaronder in geval van wijziging in de controle van de Vennootschap), de inschrijvingsrechten die worden aangeboden onder zulk plan (in de mate waarin deze ook worden aanvaard) vervroegd kunnen worden uitgeoefend, zelfs vóór de derde verjaardag van de toekenning ervan.

plans created (or to be created) by the board of directors for the benefit of the executive director, employees and independent consultants of Galapagos and its affiliates within the framework of the authorized capital, the key conditions of which will be in line with previous warrant plans of the Company, (ii) empower each non-executive director to implement this offer, and (iii) to the extent required, approve the offer of subscription rights to members of Galapagos' executive committee under such plan in accordance with Galapagos' remuneration policy and practices. In accordance with articles 7:91 and 7:151 of the Code of Companies and Associations, the shareholders' meeting expressly approves the particular provisions that will be included in such plan pursuant to which, in exceptional circumstances (including in the event of a change in control of the Company), the subscription rights offered (to the extent accepted) under such plan can be exercised early, even before the third anniversary of their award.

Agendapunt 13 - Steminstructie:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 13 - Voting instruction:

2. Buitengewone Algemene Vergadering

1. Kennisname en bespreking van het bijzonder verslag van de raad van bestuur van de Vennootschap opgesteld overeenkomstig artikel 7:154 van het WvV in verband met de wijziging van het doel van de Vennootschap.

2. Wijziging van het doel van de Vennootschap.

Voorstel van besluit: De algemene vergadering besluit om het huidige artikel 3 van de statuten als volgt te wijzigen:

"De vennootschap heeft tot voorwerp:

(a) het onderzoek en de ontwikkeling van gezondheidsproducten voor mens en dier, geneesmiddelen en andere daarmee verband houdende producten;

(b) het voor eigen rekening of voor rekening van derden verrichten van onderzoek op het gebied van of in verband met farmaceutische, medische, biologische en industriële technologie, genetica en menselijk en dierlijk leven in het algemeen;

(c) de exploitatie van biologische, chemische of andere producten, processen en technologieën in de sector van de biowetenschappen in het algemeen, en meer in het bijzonder in de farmaceutische, medische, diagnostische en chemische sector, met inbegrip van activiteiten in verband met de productie, het op de markt brengen en de commerciële exploitatie van dergelijke producten, processen en technologieën;

(d) het verwerven, verkopen en in licentie geven van octrooien, handelsmerken, al dan niet geheime industriële en intellectuele eigendom en licenties;

2. Extraordinary Shareholders' Meeting

1. Consideration and discussion of the special report of the board of directors in accordance with article 7:154 of the CCA in relation to the amendment to the Company's purpose.

2. Amendment to the Company's purpose.

Proposed resolution: The shareholders' meeting resolves to amend the current article 3 of the articles of association as follows:

"The company's object consists of:

(a) the research and development of health products for human beings and animals, pharmaceutical products and other products relating thereto;

(b) for its own account or for the account of third parties, the performance of research in the field of or in connection with pharmaceutical, medical, biological and industrial technology, genetics and human and animal life in general;

(c) the exploitation of biological, chemical or other products, processes and technologies in the life sciences sector in general, and more specifically in the pharmaceutical, medical, diagnostic, and chemical sector, including activities relating to the production, marketing and commercial exploitation of such products, processes and technologies;

(d) the acquisition, sale and licensing of patents, trademarks, industrial and intellectual property, whether or not secret, and licenses;

(e) holding direct or indirect shareholdings in other companies having an object directly or indirectly related to research, development, industrial or commercial activities,

(e) het rechtstreeks of onrechtstreeks aanhouden van participaties in andere ondernemingen die een voorwerp hebben dat, rechtstreeks of onrechtstreeks, verband houdt met onderzoek, ontwikkeling, industriële of commerciële activiteiten en die hoofdzakelijk, maar niet noodzakelijkerwijs uitsluitend, gericht zijn op de farmaceutische industrie.

Binnen de grenzen van dit voorwerp mag de vennootschap alle aankopen doen of in huur nemen alle concessie, roerende en onroerende goederen, nodig of nuttig voor haar commerciële of industriële voorwerp, deze uitbaten, verkopen of verhuren, fabrieken bouwen, filialen en bijhuizen oprichten, werkplaatsen inrichten, zowel in België als in het buitenland. Zij mag alle verrichtingen doen met banken, postcheque, beleggingen van kapitaal, leningen en kredieten aangaan of toekennen, met of zonder hypotheek. De vennootschap mag bij wijze van inbreng, deelneming, lening, kredietopening, onderschrijving van aandelen, aankoop van aandelen en andere verbintenissen, deelnemen in andere vennootschappen, verenigingen of ondernemingen, bestaande zowel als op te richten, welke een al dan niet een gelijkaardig voorwerp hebben als het voorwerp van de vennootschap. De vennootschap mag fuseren met andere vennootschappen of verenigingen.

De vennootschap mag dochtervennootschappen oprichten, zowel naar Belgisch als naar buitenlands recht.

De vennootschap mag alle eigendommen verwerven of oprichten welke nodig of nuttig zijn voor haar werking of haar voorwerp."

focused mainly but not necessarily exclusively on the pharmaceutical industry.

For such object the company may, in Belgium and abroad, acquire or lease any license, movable or immovable property necessary or useful for its commercial or industrial object, operate, sell or lease same, build factories, establish subsidiaries and branches, and establish premises. It may engage in all operations with banks, post cheque, invest capital, contract or grant loans and credit facilities, whether or not mortgaged. The company may, by means of contribution, participation, loans, credit facility, subscription of shares, acquisition of shares and other commitments, participate in other companies, associations or enterprises, both existing as to be incorporated, and whether or not having an object similar to the object of the company. The company may merge with other companies or associations.

The company may incorporate subsidiaries both under Belgian as under foreign law.

The company may acquire or establish any property that is necessary or useful for its operations or its corporate object."

Agendapunt 2 - Steminstructie:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 2 - Voting instruction:

3. Statutenwijziging als gevolg van het nieuw toepasselijke WVV, de keuze voor een dual bestuursmodel en enkele andere wijzigingen met betrekking tot de modernisering en clean-up van de statuten.

Voorstel van besluit: De algemene vergadering besluit om de statuten te wijzigen als gevolg van het nieuw toepasselijke WVV, het voorstel van de raad van bestuur om een dual bestuursmodel te introduceren zoals voorzien door het WVV, alsook enkele andere wijzigingen met betrekking tot de modernisering en clean-up van de statuten. De volledige tekst van de nieuwe statuten is beschikbaar op de website van de Vennootschap (www.glpq.com). Elke aandeelhouder kan een gratis kopie verzoeken via shareholders@glpq.com.

De gedetailleerde wijzigingen zijn de volgende (waarbij de vetgedrukte nummering verwijst naar de nummering onder de huidige statuten):

Title I – Naam – Zetel – Voorwerp – Duur

- Artikel 1: "een vennootschap die publiek beroep doet of gedaan heeft op het spaarwezen" vervangen door "een genoteerde vennootschap"

- Artikel 2: verwijderd "of het Brusselse Gewest"

Title II – Kapitaal

- Artikel 5, paragraaf 1: "het maatschappelijk kapitaal" vervangen door "het"

- Artikel 6: "de voorschriften van artikel 609 van het Wetboek van Vennootschappen" en "de voorschriften van artikel 596 van het Wetboek van Vennootschappen" vervangen door "de

3. Amendments to the articles of association as a consequence of the newly applicable CCA, the choice for a two-tier board structure and certain other amendments relating to modernization and clean-up of the articles of association.

Proposed resolution: The shareholders' meeting resolves to amend the articles of association as a consequence of the newly applicable CCA, the proposal by the board of directors to introduce a two-tier board structure as provided for by the CCA as well as certain other amendments relating to modernization and clean-up. The full text of the new articles of association is made available on the company website (www.glpq.com). Every shareholder may request to receive a free copy thereof via shareholders@glpq.com.

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

Title I – Name – Office – Object – Duration

- Article 1: replaced "a company that calls or has called upon public savings" by "a listed company"

- Article 2: deleted "or in the Brussels Region"

Title II – Capital

- Article 5: inserted "subscribed" before "capital" in the title and in the first sentence

- Article 6: inserted "subscribed" before "capital" in the title and replaced "the provisions of article 609 of the Companies Code" and "the provisions of article 596 of the Companies Code" with "the provisions of the Code of Companies and Associations"

voorschriften van het Wetboek van Vennootschappen en Verenigingen”

- Artikel 7: “der eisbaarheid” vervangen door “van opeisbaarheid”

- Artikel 9: vervangen door volgende tekst:

“De aandelen zijn op naam tot volledige volstorting. De volgestorte aandelen zijn op naam of gedematerialiseerd, naargelang de voorkeur van de aandeelhouder. De vennootschap kan gedematerialiseerde aandelen uitgeven, hetzij door een kapitaalverhoging, hetzij door de omzetting van bestaande aandelen op naam in gedematerialiseerde aandelen. Elke aandeelhouder kan te allen tijde op schriftelijk verzoek, en op eigen kosten, de omzetting van zijn aandelen vragen, hetzij in aandelen op naam, hetzij in gedematerialiseerde aandelen.”

- Artikel 10: “de raad van bestuur” vervangen door “de vennootschap”

- Artikel 11: “de algemene vergadering” vervangen door “de vennootschap” en “artikel 620 en volgende van het Wetboek van vennootschappen” vervangen door “de bepalingen van het Wetboek van Vennootschappen en Verenigingen”

Titel III – Bestuur en controle

- Artikel 13: vervangen door volgende tekst:

Dual bestuursmodel

“De vennootschap wordt beheerd door een raad van toezicht met ten minste vijf en maximaal negen leden, die geen aandeelhouder hoeven te zijn, en een directieraad met ten minste drie leden. Men kan geen lid zijn van beide raden. Ten minste drie van de aldus benoemde leden van de raad van toezicht dienen te voldoen aan de criteria van onafhankelijk bestuurders overeenkomstig het toepasselijk recht.

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

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

De leden van de directieraad worden benoemd en ontslagen door de raad van toezicht.

Indien een lidmaatschap 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 respectievelijke raad van de vennootschap.”

- Nieuwe ondertitel 14: Raad van toezicht

- Nieuw artikel 14.1: volgende tekst toegevoegd:

Bevoegdheden van de raad van toezicht

“De raad van toezicht is bevoegd voor het algemeen beleid en de strategie van de vennootschap en voor alle handelingen die op grond van het toepasselijk recht specifiek aan de raad van toezicht zijn voorbehouden. De raad van toezicht stelt alle verslagen en voorstellen op voorgeschreven in de boeken 12 en 14 van het Wetboek van Vennootschappen en Verenigingen.

Hij houdt toezicht op de directieraad en neemt, na de vaststelling van de jaarrekening, bij afzonderlijke stemming een beslissing over de te verlenen kwijting aan de leden van deze raad.

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

- Artikel 14 (nieuw artikel 14.2): vervangen door volgende tekst:

- Artikel 9: replaced by the following text:

“The shares are registered shares until they are fully paid up. The fully paid up shares are registered shares or dematerialized shares, according to the preference of the shareholder. The company may issue dematerialized shares, either by a capital increase or by the conversion of existing registered shares into dematerialized shares. Each shareholder may at all times ask the conversion of his shares, by written request and at his own cost, into registered shares or into dematerialized shares.”

- Article 10: replaced “the board of directors” by “the company”

- Article 11: replaced “shareholders’ meeting” by “company” and “article 620 and following of the Companies Code” by “the provisions of the Code of Companies and Associations”

Titel III – Administration and supervision

- Article 13: replaced by the following text:

Two-tier board structure

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

Each board forms a college in accordance with the applicable rules on deliberating meetings.

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

If a membership 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 respective board of the company.”

- New subtitle 14: Supervisory board

- New article 14.1: inserted the following text:

Powers of the supervisory board

“The supervisory board is responsible for the general policy and strategy of the company and has the power to perform all acts that are exclusively reserved to it by the applicable law. The supervisory board drafts all reports and proposals in accordance with books 12 and 14 of the Code of Companies and Associations.

It supervises the management board and decides, after the adoption of the annual accounts, by separate vote on the discharge to be granted to the members of the management board.

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

- Article 14 (new article 14.2): replaced by the following text:

“In the event of a casual vacancy in the supervisory board, the remaining members of the supervisory board have the right to temporarily fill such vacancy until the shareholders’ meeting appoints a new member of the supervisory board. To this end, the appointment shall be put on the agenda of the first following shareholders’ meeting. Each member of the supervisory board appointed this way by the shareholders’ meeting shall complete the mandate of the member of the

"In geval van een voortijdige vacature in de raad van toezicht, hebben de overblijvende leden van de raad van toezicht het recht voorlopig in de vacature te voorzien totdat de algemene vergadering een nieuw lid van de raad van toezicht benoemt. De benoeming wordt daartoe op de agenda van de eerstvolgende algemene vergadering geplaatst. Elk op deze wijze door de algemene vergadering benoemd lid van de raad van toezicht beëindigt de opdracht van het lid van de raad van toezicht dat hij vervangt tenzij de algemene vergadering anders besluit."

- Artikel 15 (nieuw artikel 14.3): vervangen door volgende tekst:

"De raad van toezicht kiest onder zijn leden een voorzitter en kan tevens één of meerdere ondervoorzitters kiezen."

- Artikel 16 (nieuw artikel 14.4): vervangen door volgende tekst:

Vergaderingen van de raad van toezicht

"De raad van toezicht wordt bijeengeroepen door de voorzitter, of indien deze verhinderd is, door de ondervoorzitter, of door twee leden van de raad van toezicht, telkens de belangen van de vennootschap het vereisen.

De oproepingen voor de vergaderingen van de raad van toezicht worden, behalve in geval van hoogdringendheid (dat gemotiveerd dient te worden in de notulen), ten minste vier kalenderdagen vóór de vergadering, geldig bezorgd per fax, per e-mail of per telefoon. De vergadering wordt gehouden op de plaats die in de oproeping wordt vermeld.

Indien de voorzitter is verhinderd, wordt de raad van toezicht voorgezeten door de ondervoorzitter, of bij afwezigheid van deze laatste, door het oudste aanwezige lid van de raad van toezicht.

De regelmatigheid van de bijeenroeping kan niet worden betwist indien alle leden van de raad van toezicht aanwezig of regelmatig vertegenwoordigd zijn."

- Artikel 17 (nieuw artikel 14.5): vervangen door volgende tekst:

"De raad van toezicht kan slechts geldig beraadslagen indien ten minste de helft van zijn leden aanwezig of vertegenwoordigd is. Indien dit quorum niet is bereikt, kan een nieuwe raad worden bijeengeroepen met dezelfde agenda, die geldig zal beraadslagen en beslissen indien ten minste twee leden aanwezig of vertegenwoordigd zijn. Leden van de raad van toezicht die, overeenkomstig het toepasselijk recht, niet aan de beraadslaging kunnen deelnemen worden niet meegeteld bij het bepalen van het quorum.

Leden van de raad van toezicht kunnen aanwezig zijn op de vergadering van de raad van toezicht door middel van elektronische telecommunicatiemiddelen, zoals onder meer telefoon- of videoconferentie, op voorwaarde dat alle deelnemers aan de vergadering rechtstreeks kunnen communiceren met alle andere deelnemers. In voorkomend geval zal de vergadering geacht worden plaats te vinden op de zetel van de vennootschap, tenzij de raad van toezicht hierover anders overeenkomt. Hetzelfde geldt voor vergaderingen van de raad van toezicht die in het bijzijn van een notaris dienen te worden gehouden, met dien verstande evenwel dat in voorkomend geval minstens één lid van de raad van toezicht of de secretaris de vergadering fysiek bijwoont in het bijzijn van de notaris en dat de vergadering geacht wordt plaats te vinden in het kantoor van de notaris, tenzij de raad van toezicht hierover anders overeenkomt. De notulen van de vergadering vermelden de wijze waarop de leden van de raad van toezicht aanwezig waren.

Over punten die niet op de agenda werden vermeld, kan de raad van toezicht slechts geldig beraadslagen met de

supervisory board he replaces, unless the shareholders' meeting decides otherwise."

- Article 15 (new article 14.3): replaced by the following text:

"The supervisory board elects a chairman from among its members and may also elect one or more vice-chairmen."

- Article 16 (new article 14.4): replaced by the following text:

Meetings of the supervisory board

"The supervisory board is convened by its chairman, or, in case of impediment of the latter, by a vice-chairman, or by two members of the supervisory board, each time the interests of the company so require.

The notices of the meetings of the supervisory board are, except in the event of emergency (which is to be motivated in the minutes), provided by teletype, by electronic mail or by phone, at least four calendar days prior to the meeting. The meeting is held at the place mentioned in the convening notice.

If the chairman is unable to attend, the supervisory board is chaired by the vice-chairman, or, in the absence of the latter, by the oldest member present.

The validity of the convening notice cannot be challenged if all members of the supervisory board are present or validly represented."

- Article 17 (new article 14.5): replaced by the following text:

"The supervisory board may validly deliberate only if at least half of its members are present or represented. If this quorum is not satisfied, a new meeting may be convened with the same agenda, which will be able to validly deliberate and resolve provided that at least two members are present or represented. Members of the supervisory board who, in accordance with applicable law, may not participate in the deliberation and the vote are not included to determine whether the quorum has been reached.

Supervisory board members can be present at the meeting by electronic communication means, such as, among others, phone- or videoconference, provided that all participants to the meeting can communicate directly with all other participants. In such case, the meeting is deemed to take place at the office of the company, unless agreed upon differently by the supervisory board. The same applies to meetings of the supervisory board to be held in the presence of a notary public, it being understood, however, that in such case at least one member of the supervisory board or the meeting's secretary shall physically attend the meeting in the presence of the notary public and that the meeting is deemed to take place at the notary public's office, unless agreed upon differently by the supervisory board. The minutes of the meeting shall mention the manner in which the members of the supervisory board were present.

With respect to items that were not mentioned in the agenda, the supervisory board can deliberate validly only with the consent of the entire supervisory board and insofar all members are present in persona. Such consent is deemed to be given if no objection is made according to the minutes.

Each member of the supervisory board can give a power of attorney to another member to represent him at a meeting of the supervisory board and to vote in his place, by normal letter, by e-mail or by any other means of communication replicating a printed document.

The resolutions of the supervisory board are taken by simple majority of the votes cast. Blank and invalid votes are not included in the votes cast, neither in the numerator nor in the denominator. In case of a tie, the chairman has the casting vote.

instemming van de voltallige raad van toezicht en voor zover alle leden persoonlijk aanwezig zijn. Dit akkoord wordt geacht te zijn gegeven, wanneer blijkters de notulen geen bezwaar is gemaakt.

Ieder lid van de raad van toezicht kan per gewone brief, per e-mail of via elk ander communicatiemiddel, drager van een gedrukt document, volmacht geven aan een ander lid om hem op een vergadering van de raad van toezicht te vertegenwoordigen en namens hem te stemmen.

De besluiten van de raad van toezicht worden bij gewone meerderheid van de uitgebrachte stemmen genomen. Blanco en ongeldige stemmen worden niet bij de uitgebrachte stemmen geteld, noch in de teller, noch in de noemer. In geval van staking van stemmen, is de stem van de voorzitter doorslaggevend.

Tenzij deze statuten anders bepalen en behoudens voor besluiten waarvoor een notariële akte is vereist, kunnen de besluiten van de raad van toezicht worden genomen bij eenparig schriftelijk akkoord van alle leden.

De leden van de raad van toezicht dienen de bepalingen en formaliteiten met betrekking tot belangenconflicten, alsook met betrekking tot transacties met verbonden partijen voorzien in de terzake geldende wettelijke bepalingen, na te leven."

- Artikel 18 (nieuw artikel 14.6): vervangen door volgende tekst:

"De beraadslagingen van de raad van toezicht worden vastgelegd in notulen die door de voorzitter worden ondertekend en door de leden van de raad van toezicht die dit wensen. De volmachten worden aan de notulen gehecht. Indien een lid uitdrukkelijk weigert de notulen te ondertekenen, wordt hiervan melding gemaakt in de notulen met de motieven van de weigering.

De afschriften of uittreksels, in rechte of anderszins voor te leggen, worden door de voorzitter of door twee leden van de raad van toezicht ondertekend."

- Artikel 19: verwijderd

- Artikel 20 (nieuw artikel 14.7): vervangen door volgende tekst:

Vergoeding van de leden van de raad van toezicht

"De algemene vergadering mag aan de leden van de raad van toezicht een vergoeding toekennen. De raad van toezicht is gemachtigd om de door de algemene vergadering toegekende globale vergoeding te verdelen onder de leden onderling."

- Nieuwe ondertitel 15: Directieraad

- Nieuw artikel 15.1: volgende tekst toegevoegd:

Bevoegdheden van de directieraad

"De directieraad heeft de bevoegdheid om alle handelingen te verrichten die nodig of dienstig zijn voor het bereiken van het voorwerp van de vennootschap, met uitzondering van die bevoegdheden welke artikel 14.1 van deze statuten heeft voorbehouden aan de raad van toezicht of die bevoegdheden welke de wet heeft voorbehouden aan de algemene vergadering.

De directieraad kan binnen zijn bevoegdheden aan lasthebbers van zijn keuze bijzondere volmachten verlenen."

- Nieuw artikel 15.2: volgende tekst toegevoegd:

Voorzitterschap

"De raad van toezicht zal de voorzitter van de directieraad benoemen. De directieraad mag tevens één of meerdere ondervoorzitters kiezen."

- Nieuw artikel 15.3: volgende tekst toegevoegd:

Supervisory board resolutions may be approved by unanimous written consent of all members, unless otherwise provided in these articles of association and save for decisions requiring a notarial deed.

The members of the supervisory board need to respect the provisions and formalities on conflicts of interest as well as on related party transactions set forth in applicable law."

- Article 18 (new article 14.6): replaced by the following text:

"The deliberations of the supervisory board are enacted in minutes that are signed by the chairman and by the members of the supervisory board who wish to do so. The powers of attorney are attached to the minutes. If a member expressly refuses to sign the minutes, this shall be reflected in the minutes with the motivation of such refusal.

The copies or extracts, to be submitted in legal proceedings or otherwise, shall be signed by the chairman of the supervisory board or two members of the supervisory board."

- Article 19: deleted

- Article 20 (new article 14.7): replaced by the following text:

Remuneration of the members of the supervisory board

"The shareholders' meeting may grant remuneration to the members of the supervisory board. The supervisory board is empowered to distribute amongst its members the global remuneration granted by the shareholders' meeting."

- New subtitle 15: Management board

- New article 15.1: inserted the following text:

Powers of the management board

"The management board has the power to carry out all acts necessary or useful to the realisation of the company's object with the exception of those reserved to the supervisory board in accordance with article 14.1 of these articles of association and of those reserved to the shareholders' meeting by applicable law.

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

- New article 15.2: inserted the following text:

Chair

"The supervisory board shall appoint the chairman of the management board. The management board may also elect one or more vice-chairmen."

- New article 15.3: inserted the following text:

Meetings and minutes of the management board

"The management board is convened by its chairman, or, in case of impediment of the latter, by a vice-chairman, or by two members of the management board, each time the interests of the company so require.

The deliberations of the management board are recorded in minutes, signed by the members who took part in the deliberation.

The copies and extracts of the minutes of the meetings of the management board are certified and signed by one or more members with representation powers.

Management board resolutions may be approved by unanimous written consent of all members, unless otherwise provided in these articles of association and save for decisions requiring a notarial deed.

The management board may make any further arrangements for its effective functioning."

- New article 15.4: inserted the following text:

Remuneration of the members of the management board

Vergaderingen en notulen van de directieraad

"De directieraad wordt bijeengeroepen door de voorzitter, of indien deze verhinderd is, door de ondervoorzitter, of door twee leden van de directieraad, telkens de belangen van de vennootschap het vereisen.

De beraadslagingen van de directieraad worden vastgelegd in notulen, die worden ondertekend door de leden die aan de beraadslaging hebben deelgenomen.

De kopieën of uittreksels van de notulen worden voor echt verklaard en ondertekend door één of meerdere leden met vertegenwoordigingsbevoegdheid.

Tenzij deze statuten anders bepalen en behoudens voor besluiten waarvoor een notariële akte is vereist, kunnen de besluiten van de directieraad bij eenparig schriftelijk akkoord van alle leden worden genomen.

De directieraad mag alle bijkomende regelingen treffen die nodig zijn voor zijn efficiënte werking."

- Nieuw artikel 15.4: volgende tekst toegevoegd:

Vergoeding van de leden van de directieraad:

"De raad van toezicht bepaalt de vergoeding van de leden van de directieraad."

- Artikel 21, paragraaf 1: verwijderd

- Artikel 21, paragraaf 2 (nieuw artikel 16): vervangen door volgende tekst:

Delegatie van het dagelijks bestuur.

"De directieraad is gemachtigd het dagelijks bestuur van de vennootschap, zoals omschreven in het Wetboek van Vennootschappen en Verenigingen, en de vertegenwoordiging wat dit bestuur aangaat te delegeren aan één of meer personen. De directieraad benoemt en ontslaat de perso(o)n(en) belast met het dagelijks bestuur, en bepaalt de vergoeding die aan deze opdracht is verbonden.

Indien er meerdere personen worden benoemd, vormen zij een college en de directieraad regelt de verdere werking van de personen belast met het dagelijks bestuur van de vennootschap.

Beperkingen van de vertegenwoordigingsbevoegdheid van de personen belast met het dagelijks bestuur, andere dan deze inzake de gezamenlijke handtekeningbevoegdheid, kunnen niet worden tegengeworpen aan derden, zelfs indien zij worden bekendgemaakt.

De personen belast met het dagelijks bestuur kunnen binnen hun bevoegdheden aan lasthebbers van hun keuze bijzondere volmachten verlenen."

- Artikel 21, paragraaf 3: verwijderd

- Artikel 22, paragraaf 1: verwijderd

- Nieuw artikel 17.1: volgende tekst toegevoegd:

Raad van toezicht

"De raad van toezicht vertegenwoordigt de vennootschap jegens derden in alle aangelegenheden waarvoor hij overeenkomstig het toepasselijk recht bevoegd is. Met betrekking tot de bevoegdheid van de raad van toezicht, wordt de vennootschap tevens vertegenwoordigd door twee leden van de raad van toezicht die gezamenlijk optreden, op voorwaarde dat deze leden geen leden kunnen zijn die, in feite, aandeelhouders vertegenwoordigen die meer dan 20 procent van het kapitaal van de vennootschap aanhouden."

- Nieuw artikel 17.2: volgende tekst toegevoegd:

Directieraad

"De directieraad vertegenwoordigt de vennootschap jegens derden in alle aangelegenheden, met uitzondering van die aangelegenheden waarvoor, in overeenstemming met het

"The supervisory board determines the remuneration of the members of the management board."

- Article 21, para 1: deleted

- Article 21, para 2 (new article 16): replaced by the following text:

Delegation of day-to-day management

"The management board is authorized to delegate the day-to-day management of the company as described in the Code of Companies and Associations and the representation powers pertaining to such management to one or more persons. The management board appoints and revokes the person(s) entrusted with such management and determines the remuneration linked to this mandate.

If several persons are appointed, they form a board and the management board determines the operating procedures of the persons entrusted with the day-to-day management of the company.

Limitations of the representation powers of the persons entrusted with the day-to-day management, other than those relating to the joint signatory authority, are not enforceable vis-à-vis third parties, even if they are published.

Within the limits of the powers delegated to them, the persons entrusted with the day-to-day management may grant specific and determined powers to one or more persons of their choice."

- Article 21, para 3: deleted

- Article 22, para 1: deleted

- New article 17.1: inserted the following text:

Supervisory board

"The supervisory board represents the company vis-à-vis third parties in all matters for which it has exclusive competence in accordance with the applicable law. With regard to the powers of the supervisory board, the company is also represented by two members of the supervisory board acting jointly, provided that these members cannot be members who factually represent shareholders holding more than 20 percent of the company's capital."

- New article 17.2: inserted the following text:

Management board

"The management board represents the company vis-à-vis third parties in all matters, with the exception of those matters for which, in accordance with the applicable law, the supervisory board has exclusive competence. With regard to the powers of the management board, the company is also represented by one member of the management board acting alone."

- Article 22, para 2 (new article 17.3): replaced by the following text:

Delegated authorities

"Within the limits of the day-to-day management, the company is furthermore validly represented in dealings with third parties and in legal proceedings by the person(s) entrusted with the day-to-day management of the company acting jointly or individually in accordance with the delegation by the management board.

Moreover, the company is validly bound by special attorneys-in-fact within the limits of the powers granted to them.

When the company is appointed as director, member of the supervisory board, member of the management board or liquidator of another company, it will appoint a physical person as its permanent representative who is entrusted with the execution of the mandate for and on behalf of the company."

toepasselijk recht, de raad van toezicht exclusief bevoegd is. Met betrekking tot de bevoegdheid van de directieraad, wordt de vennootschap tevens vertegenwoordigd door één lid van de directieraad alleen optredend."

- Artikel 22, paragraaf 2 (nieuw artikel 17.3): vervangen door volgende tekst:

Gedelegeerde bevoegdheden

"De vennootschap wordt eveneens in en buiten rechte rechtsgeldig vertegenwoordigd wat het dagelijks bestuur aangaat door de perso(o)n(en) belast met het dagelijks bestuur van de vennootschap die alleen of gezamenlijk handelen in uitvoering van het delegatiebesluit van de directieraad.

Bovendien wordt de vennootschap rechtsgeldig verbonden door bijzondere gevolmachten binnen de perken van de hen verleende volmacht.

Wanneer de vennootschap wordt benoemd tot bestuurder, lid van de raad van toezicht, lid van de directieraad of verffenaar van een andere vennootschap, benoemt zij een natuurlijke persoon als vaste vertegenwoordiger die belast wordt met de uitvoering van de opdracht in naam en voor rekening van de vennootschap."

- Artikel 23 (nieuw artikel 18): "Comitees" in de omdertitel vervangen door "Comités"

- Artikel 24 (nieuw artikel 19): "leden van het instituut van Bedrijfsrevisoren" vervangen door "Bedrijfsrevisoren ingeschreven in het openbaar register van de bedrijfsrevisoren of onder de geregistreerde auditkantoren"; "de algemene vergadering van aandeelhouder" vervangen door "de algemene vergadering" en "op straf van" vervangen door "op straffe van"

Titel IV – Algemene vergadering

- Artikel 27 (nieuw artikel 22): vervangen door volgende tekst:

"De gewone algemene vergadering wordt gehouden op de laatste dinsdag van de maand april om 14 uur. Indien deze dag een wettelijke feestdag is in België of in Nederland, wordt de algemene vergadering gehouden op de daaropvolgende dag die een werkdag is zowel in België als in Nederland, eveneens om 14 uur.

De gewone algemene vergadering behandelt de jaarrekening en spreekt zich, na goedkeuring daarvan, bij afzonderlijke stemming uit over het verlenen van kwijting aan de leden van raad van toezicht en aan de commissarissen.

Een buitengewone algemene vergadering kan worden bijeengeroepen telkens het belang van de vennootschap het vereist en moet worden bijeengeroepen telkens de aandeelhouders die samen een tiende van het kapitaal vertegenwoordigen er om vragen overeenkomstig de terzake geldende wettelijke bepalingen.

De algemene vergaderingen vinden plaats op de zetel of op elke andere plaats die vermeld is in de oproeping."

- Artikel 28 (nieuw artikel 23): "artikel [533, §2 / 535 / 533bis, §1 / 533bis §2 / 533ter] en andere voorschriften van het Wetboek van vennootschappen" vervangen door "de terzake geldende wettelijke bepalingen"; "3%" vervangen door "drie procent" en "de tweëntwintigste dag" vervangen door "de 22e dag"

- Artikel 29 (nieuw artikel 24): "de veertiende dag" vervangen door "de 14e dag" en "om vierentwintig uur" vervangen door "om 24 uur"

- Artikel 30 (nieuw artikel 25): "Belgische" voorafgaand aan "wettelijke bepalingen" verwijderd, "artikel 29 van de statuten" vervangen door "artikel 24 van de statuten";

- Article 24 (new article 19): replaced "members of the Institute of Company Auditors ("Instituut van Bedrijfsrevisoren")" by "Company Auditors entered in the public register of the statutory auditors or among the registered audit firms"

Title IV – Shareholders' meetings

- Article 27 para 3 (new article 22 para 3): replaced by the following text:

"An extraordinary shareholders' meeting may be convened each time the interest of the company so requires and is to be convened each time shareholders representing together at least one tenth of the capital so request in accordance with the applicable law."

- Article 28 (new article 23): replaced "article [533, §2 / 535 / 533bis, §1 / 533bis §2 / 533ter] of the Companies Code" by "applicable law"

- Article 30 (new article 25): deleted "Belgian" prior to "law provisions"; replaced "article 29 of the articles of association" by "article 24 of the articles of association" and inserted "non-voting rights" between "profit sharing certificates" and "convertible bonds"

- Article 31 (new article 26): inserted "other" before "members of the supervisory board"

- Article 32 (new article 27): replaced by the following text:

"The supervisory board has the right, prior to any ordinary, special or extraordinary shareholders' meeting, to postpone or cancel the meeting. This is in addition to the legal right of the supervisory board to postpone any ordinary, special or extraordinary shareholders' meeting for up to five weeks due to an announcement regarding a significant participation, and during the ordinary shareholders' meeting to postpone for five weeks, the decision regarding the approval of the financial statements.

This adjournment of the decision regarding the approval of the financial statements puts an end to the deliberation and renders invalid the resolutions passed with regard to the financial statements, including the resolutions on the discharge of the members of the supervisory board and the auditors. However, it does neither affect the deliberation nor the decisions in respect of resolutions having nothing to do with the financial statements.

All shareholders shall be called to attend the next meeting and admitted, provided that they have completed the formalities laid down in the articles of association, and this regardless of whether or not they attend the first meeting either in person or by proxy.

At the second meeting, the agenda of the initial meeting shall be dealt with in its entirety."

- Article 33 (new article 28): deleted "exercise of the voting rights" in the title of new article 28

- Article 34 para 2 (new article 29 para 2): replaced by the following text:

"The members of the supervisory board, and where applicable, the members of the management board, answer the questions they are asked by the shareholders, during the meeting or in writing, relating to their report or to the agenda items, insofar the communication of information or facts is not of such nature that it would be detrimental to the business interests of the company or to the confidentiality to which the company or its board members are bound. The statutory auditors answer the questions they are asked by the shareholders, during the meeting or in writing, relating to their report, insofar the communication of information or facts is not of such nature that it would be detrimental to the business interests of the company or to the confidentiality to

"elektronische" vervangen door "elektronische",
"aanmeldingsformaliteiten" vervangen door
"aanmeldingsformaliteiten" en "aandelen zonder stemrecht"
toegevoegd tussen "winstbewijzen" en "converteerbare
obligaties"

- Artikel 31 (nieuw artikel 26): "overige" toegevoegd voor
"aanwezige leden van de raad van toezicht"

- Artikel 32 (nieuw artikel 27): vervangen door volgende
tekst:

"De raad van toezicht heeft het recht om voor de zitting elke
gewone, bijzondere of buitengewone algemene vergadering
te verdagen of af te gelasten, naast het wettelijk recht van
de raad van toezicht om elke gewone, bijzondere of
buitengewone algemene vergadering tot vijf weken te
verdagen omwille van een kennisgeving van een belangrijke
deelname en om tijdens de zitting de beslissing met
betrekking tot de goedkeuring van de jaarrekening vijf weken
uit te stellen.

De verdaging van de beslissing met betrekking tot de
goedkeuring van de jaarrekening maakt een einde aan de
beraadslaging en doet de reeds genomen besluiten
betreffende de jaarrekening vervallen, met inbegrip van de
besluiten betreffende de kwijting van de leden van de raad
van toezicht en de commissarissen. Zij doet echter geen
afbreuk aan de beraadslaging noch aan de genomen
besluiten over de voorstellen die niet de jaarrekening
betreffen.

Alle aandeelhouders worden tot de volgende vergadering
opgeroepen en toegelaten mits zij de door de statuten
bepaalde formaliteiten hebben vervuld en dit ongeacht of zij
al dan niet aan de eerste vergadering persoonlijk of via een
gemachtigde hebben deelgenomen.

Tijdens de tweede vergadering zal de agenda van de eerste
vergadering geheel worden afgehandeld."

- Artikel 33 (nieuw artikel 28): "uitoefening van het
stemrecht" verwijderd in de titel van het nieuw artikel 28

- Artikel 34 paragraaf 2 (nieuw artikel 29 paragraaf 2):
vervangen door volgende tekst:

"De leden van de raad van toezicht, en, indien van
toepassing, de leden van de directieraad, geven antwoord op
de vragen die hen door de aandeelhouders, tijdens de
vergadering of schriftelijk, worden gesteld met betrekking tot
hun verslag of tot de agendapunten, voor zover de
mededeling van gegevens of feiten niet van dien aard is dat
zij nadelig zou zijn voor de zakelijke belangen van de
vennootschap of voor de vertrouwelijkheid waartoe de
vennootschap of de leden van haar bestuursorganen zich
hebben verbonden. De commissarissen geven antwoord op
de vragen die hen door de aandeelhouders, tijdens de
vergadering of schriftelijk, worden gesteld met betrekking tot
hun verslag, voor zover de mededeling van gegevens of feiten
niet van dien aard is dat zij nadelig zou zijn voor de zakelijke
belangen van de vennootschap of voor de vertrouwelijkheid
waartoe de vennootschap, de leden van haar
bestuursorganen of de commissarissen zich hebben
verbonden. Wanneer verschillende vragen over hetzelfde
onderwerp handelen, mogen de leden van de
bestuursorganen en de commissarissen daarop één antwoord
geven. Zodra de oproeping gepubliceerd is, kunnen de
aandeelhouders hun vragen schriftelijk stellen, die tijdens de
vergadering zullen worden beantwoord door, naargelang het
geval, leden van de bestuursorganen of de commissarissen,
voor zover die aandeelhouders voldoen aan de formaliteiten
die vervuld moeten worden om tot de vergadering te worden
toegelaten. De vragen kunnen ook langs elektronische weg
tot de vennootschap worden gericht via het in de oproeping

which the company, its board members or the statutory
auditors are bound. In case several questions relate to the
same subject matter, the board members and the statutory
auditors may respond in one answer. As soon as the
convening notice is published, the shareholders may ask their
questions in writing, which will be answered during the
meeting by the board members or the statutory auditors, as
the case may be, insofar such shareholders have complied
with the formalities to be admitted to the meeting. The
questions may also be directed to the company by electronic
way via the address that is mentioned in the convening notice
for the shareholders' meeting. The company needs to receive
these written questions ultimately on the 6th day before the
meeting."

- Article 34 para 3 (new article 29 para 3): deleted the last
sentence

- Article 34 para 6 (new article 29 para 6): replaced "the
provisions of the articles 558 and following of the Companies
Code" with "applicable law"

- Article 35 para 2 (new article 30 para 2): inserted "to be"
between "are" and "signed"

Title V – Annual Accounts – Distribution of Profits

- Article 36 (new article 31): replaced "the information
prescribed by article 96 of the Companies Code" with "other
information required by applicable law"

- Article 37 (new article 32): replaced "the other documents
mentioned in article 100 of the Companies Code" with "other
documents required by applicable law"

- Article 39 (new article 34): inserted "or out of the profit of
the previous financial year as long as the financial statements
of that financial year have not yet been approved" at the end
of the last sentence

Title VI – Dissolution – Winding-Up

- Article 40 (new article 35): replaced "article [633 / 634] of
the Companies Code" by "applicable law", inserted ", whereby
abstentions are not included in the numerator nor in the
denominator" at the end of the 2nd paragraph and "or the
public prosecutor" after "every party having an interest"

- Article 42 (new article 37): replaced "the articles 186 and
following of the Companies Code" with "applicable law"

Title VII – General Provisions

- Article 44 (new article 39): replaced "Each director,
executive" with "Each member of the supervisory board,
member of the management board, person entrusted with
the day-to-day management of the company" and "notice" by
"notices"

- Article 47 (new article 42): replaced "directors" with
"members of the supervisory board, members of the
management board"

Temporary provisions of the articles of association

- Authorized capital: replaced "share capital" by "subscribed
capital", "articles [603 to 608 / 607] of the Companies Code
of 7 May 1999 (as amended or replaced)" by "applicable law",
"all independent directors (within the meaning of article
526ter of the Companies Code)" by "all independent
members of the supervisory board (within the meaning of the
Code of Companies and Associations juncto the relevant
principles of the Corporate Governance Code 2020)",
"directors" by "members of the supervisory board, members
of the management board", "a person referred to in article
520ter, 524bis or 525" by "a member of the supervisory
board, a member of the management board or a person
entrusted with the day-to-day management"

tot de algemene vergadering vermelde adres. De vennootschap dient deze schriftelijke vragen uiterlijk op de zesde dag vóór de vergadering te ontvangen."

- Artikel 34 paragraaf 3 (nieuw artikel 29 paragraaf 3): laatste zin verwijderd

- Artikel 34 paragraaf 5 (nieuw artikel 29 paragraaf 5): "met eenvoudige meerderheid" vervangen door "met gewone meerderheid"

- Artikel 34 paragraaf 6 (nieuw artikel 29 paragraaf 6): "de voorschriften van de artikelen 558 en volgende van het wetboek van vennootschappen" vervangen door "de terzake geldende wettelijke bepalingen"

- Artikel 35, paragraaf 1 (nieuw artikel 30, paragraaf 1): de laatste zin vervangen door "Aan de notulen worden de aanwezigheidslijst, en de eventuele verslagen, volmachten of schriftelijke stemmingen gehecht."

- Artikel 35, paragraaf 3 (nieuw artikel 30, paragraaf 3): "elektronische" vervangen door "elektronische" en "binnen vijftien dagen" vervangen door "binnen 15 dagen"

Titel V – Jaarrekening – winstverdeling

- Artikel 36 (nieuw artikel 31): "artikel 96 van het wetboek van vennootschappen" vervangen door "de terzake geldende wettelijke bepalingen"

- Artikel 37 (nieuw artikel 32): "de overige in artikel 100 van het wetboek van vennootschappen vermelde documenten" vervangen door "de overige documenten zoals opgelegd door de terzake geldende wettelijke bepalingen" en "binnen dertig dagen" vervangen door "binnen 30 dagen"

- Artikel 38 (nieuw artikel 33): "vijf ten honderd (5%)" vervangen door "vijf procent"

- Artikel 39 (nieuw artikel 34): "of op de winst van het vorige boekjaar, mits de jaarrekening van dat boekjaar nog niet werd goedgekeurd" toegevoegd aan de laatste zin

Titel VI – Ontbinding – vereffening

- Artikel 40 (nieuw artikel 35): "tengevolge" vervangen door "ten gevolge"; "artikel [633/634] van het Wetboek van vennootschappen" vervangen door "de terzake geldende wettelijke bepalingen", "waarbij onthoudingen in de teller noch in de noemer worden meegerekend" toegevoegd aan het einde van de tweede paragraaf en "of het openbaar ministerie" toegevoegd achter "iedere belanghebbende"

- Artikel 42 (nieuw artikel 37): "artikel 186 en volgende van het Wetboek van vennootschappen" vervangen door "terzake geldende wettelijke bepalingen"

Titel VII – Algemene bepalingen

- Artikel 44 (nieuw artikel 39): "gedomicileerde bestuurder, directeur en vereffenaar" vervangen door "gedomicileerd lid van de raad van toezicht, lid van de directieraad, persoon belast met het dagelijks bestuur van de vennootschap en vereffenaar"

- Artikel 47 (nieuw artikel 42): "bestuurders" vervangen door "leden van de raad van toezicht, leden van de directieraad"

Tijdelijke statutaire bepalingen

- Toegestaan kapitaal: "artikelen [603 tot 608 / 607] van het Wetboek van vennootschappen van 7 mei 1999 (zoals gewijzigd of vervangen)" vervangen door "de terzake geldende wettelijke bepalingen"; "maatschappelijk kapitaal" vervangen door "geplaatste kapitaal", "twintig procent (20%)" vervangen door "20 procent"; "aandeelhoudersvergadering" vervangen door "algemene vergadering"; "warrantenplannen" vervangen door "plannen met betrekking tot inschrijvingsrechten"; "bestuurders" vervangen door "leden van de raad van toezicht, leden van de directieraad" en "personen zijn waarnaar wordt verwezen"

- Use of authorized capital in specific circumstances: replaced "share capital" by "subscribed capital" "articles [603 to 608 / 607] of the Companies Code of 7 May 1999 (as amended or replaced)" by "applicable law", "directors" by "members of the supervisory board, members of the management board", "a person referred to in article 520ter, 524bis or 525" by "a member of the supervisory board, a member of the management board or a person entrusted with the day-to-day management"

- Overall replacements:

- In articles 1, 4, 12, 24, 28, 30, 38, 39, 45, 46 and 47: "Companies Code" by "Code of Companies and Associations"
- In articles 2 para 1, 6, 12, 23, 24, 25, 28, 29, 30, 31, 36, 37, 38, 39, 42 and the temporary provisions of the articles of association: "board (of directors)" by "supervisory board"
- In articles 2 para 2 and 7: "board of directors" by "management board"
- In title I and the articles 2, 5, 6, 27, 28, 29, 35, 38, 40 and 44: deleted "registered"
- In title I and article 3: replaced "purpose" by "object"
- In articles 12, 29, 30 and the temporary provisions of the articles of association: replaced "warrants" with "subscriptions rights"
- In articles 29 and 30: replaced "bonds" by "convertible bonds"
- In articles 27, 31, 35, 36, 37 and 40: replaced "director(s)" by "member(s) of the supervisory board"

in artikel 520ter, 524bis of 525 van het Wetboek van vennootschappen van 7 mei 1999 (zoals gewijzigd of vervangen)" vervangen door "een lid van de raad van toezicht, een lid van de directieraad of een persoon belast met het dagelijks bestuur"

- Gebruik van het toegestaan kapitaal in specifieke situaties: "artikelen [603 tot 608 / 607] van het Wetboek van vennootschappen" vervangen door "de terzake geldende wettelijke bepalingen"; "het maatschappelijk kapitaal" vervangen door "het geplaatste kapitaal"; "tweeëntachtig miljoen vijfhonderd eenerzestigduizend zeventienhonderd vierenzestig euro en drieënnegenig cent (82.561.764,93 EUR)" vervangen door "EUR 82.561.764,93"; "drieëndertig procent (33%)" vervangen door "33 procent"; "aandeelhoudersvergadering" vervangen door "algemene vergadering"; "onafhankelijke bestuurders (in de zin van artikel 526ter van het Wetboek van vennootschappen)" vervangen door "onafhankelijke leden van de raad van toezicht (in de zin van het Wetboek van Vennootschappen en Verenigingen juncto de geldende principes van de Corporate Governance Code 2020)"; "bestuurders" vervangen door "leden van de raad van toezicht, leden van de directieraad"; "warrantenplannen" vervangen door "plannen met betrekking tot inschrijvingsrechten" en "personen waarnaar wordt verwezen in artikel 520ter, 524bis of 525 van het Wetboek van vennootschappen" vervangen door "een lid van de raad van toezicht, een lid van de directieraad of een persoon belast met het dagelijks bestuur"

- Algemene vervangingen:

- In artikelen 1, 4, 12, 24, 28, 30, 38, 39, 45, 46 en 47: "Wetboek van vennootschappen" door "Wetboek van Vennootschappen en Verenigingen"
- In artikelen 2 para 1, 6, 12, 23, 24, 25, 28, 29, 30, 31, 36, 37, 38, 39, 42 en tijdelijke statutaire bepalingen: "raad van bestuur" door "raad van toezicht"
- In artikelen 2 para 2 en 7: "raad van bestuur" door "directieraad"
- In artikelen 2, 5 para 2, 6, 28, 29, 35, 38, 40 en 44: "maatschappelijk" verwijderd
- In titel I en artikel 3: "doel" door "voorwerp"
- In artikelen 12, 29, 30 en de tijdelijke statutaire bepalingen: "warrant" door "inschrijvingsrecht"
- In artikelen 29 en 30: "obligaties" door "converteerbare obligaties"
- In artikelen 31, 35, 36, 37 en 40: "bestuurder(s)" door "lid/leden van de raad van toezicht"

Agendapunt 3 - Steminstructie:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 3 - Voting instruction:

4. Benoeming van de leden van de raad van toezicht

Voorstel van besluit: De algemene vergadering besluit om volgende leden van de raad van toezicht te benoemen voor de resterende duur van hun huidige mandaat als bestuurder in de raad van bestuur:

- Dr. Raj Parekh, als lid van de raad van toezicht van de Vennootschap;
- Dhr. Howard Rowe, als lid van de raad van toezicht van de Vennootschap en, op voorstel van de raad van bestuur en in overeenstemming met het advies van het

4. Appointment of the members of the supervisory board.

Proposed resolution: The shareholders' meeting resolves to appoint the following members of the supervisory board for the remaining term of their current mandate as director in the board of directors:

- Dr. Raj Parekh, as a member of the supervisory board of the Company;
- Mr. Howard Rowe, as a member of the supervisory board of the Company and, upon the proposal of the board of directors and in accordance with the advice of

benoemings- en remuneratiecomité van de Vennootschap, om Dhr. Howard Rowe te benoemen als onafhankelijk lid omdat hij beantwoordt aan de onafhankelijkheidscriteria van artikel 7:87 van het WVV;

• Mevr. Katrine Bosley, als lid van de raad van toezicht van de Vennootschap en, op voorstel van de raad van bestuur en in overeenstemming met het advies van het benoemings- en remuneratiecomité van de Vennootschap, om Mevr. Katrine Bosley te benoemen als een onafhankelijk lid omdat zij beantwoordt aan de onafhankelijkheidscriteria van artikel 7:87 van het WVV;

• Dr. Mary Kerr, als lid van de raad van toezicht van de Vennootschap en, op voorstel van de raad van bestuur en in overeenstemming met het advies van het benoemings- en remuneratiecomité van de Vennootschap, om Dr. Mary Kerr te benoemen als een onafhankelijk lid omdat zij beantwoordt aan de onafhankelijkheidscriteria van artikel 7:87 van het WVV;

• Dhr. Peter Guenter, als lid van de raad van toezicht van de Vennootschap en, op voorstel van de raad van bestuur en in overeenstemming met het advies van het benoemings- en remuneratiecomité van de Vennootschap, om Dhr. Peter Guenter te benoemen als een onafhankelijk lid omdat hij beantwoordt aan de onafhankelijkheidscriteria van artikel 7:87 van het WVV;

• Dhr. Daniel O'Day, als lid van de raad van toezicht van de Vennootschap;

• Dr. Linda Higgins, als lid van de raad van toezicht van de Vennootschap;

• Dr. Elisabeth Svanberg, als lid van de raad van toezicht van de Vennootschap en, op voorstel van de raad van bestuur en in overeenstemming met het advies van het benoemings- en remuneratiecomité van de Vennootschap, om Dr. Elisabeth Svanberg te benoemen als een onafhankelijk lid omdat zij beantwoordt aan de onafhankelijkheidscriteria van artikel 7:87 van het WVV.

Onmiddellijk na deze buitengewone algemene vergadering zal de raad van toezicht de leden van de directieraad benoemen.

the Company's nomination and remuneration committee, to appoint Mr. Howard Rowe as an independent member as he meets the independence criteria set forth in article 7:87 of the CCA;

• Ms. Katrine Bosley, as a member of the supervisory board of the Company and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Ms. Katrine Bosley as an independent member as she meets the independence criteria set forth in article 7:87 of the CCA;

• Dr. Mary Kerr, as a member of the supervisory board of the Company and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Dr. Mary Kerr as an independent member as she meets the independence criteria set forth in article 7:87 of the CCA;

• Mr. Peter Guenter, as a member of the supervisory board of the Company and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Mr. Peter Guenter as an independent member as he meets the independence criteria set forth in article 7:87 of the CCA;

• Mr. Daniel O'Day, as a member of the supervisory board of the Company;

• Dr. Linda Higgins, as a member of the supervisory board of the Company;

• Dr. Elisabeth Svanberg, as a member of the supervisory board of the Company and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Dr. Elisabeth Svanberg as an independent member as she meets the independence criteria set forth in article 7:87 of the CCA.

Immediately after this extraordinary shareholders' meeting, the supervisory board will appoint the members of the management board.

Agendapunt 4 - Steminstructie:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 4 - Voting instruction:

5. Machtiging aan de directieraad om bovenstaande besluiten uit te voeren en de statuten te coördineren.

Voorstel van besluit: De algemene vergadering besluit om machtiging te geven aan de directieraad om de genomen besluiten uit te voeren en de statuten te coördineren, met de bevoegdheid om te subdelegeren.

5. Authorization to the management board to execute the above decisions and to coordinate the articles of association.

Proposed resolution: The shareholders' meeting resolves to authorize the management board to execute the decisions taken and to coordinate the articles of association, with power to sub-delegate.

Agendapunt 5 - Steminstructie:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 5 - Voting instruction:

6. 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 toezicht en/of aan elk lid van de

6. Proxy 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 authority to any member of the supervisory board

directieraad en/of aan de heer Xavier Maes, een bijzondere volmacht te geven, om alleen optredend, met recht van indeplaatsstelling, alle nodige formaliteiten te vervullen vereist met betrekking tot de door huidige vergadering genomen beslissingen bij de Kruispuntbank voor Ondernemingen, ondernemingsloket, griffies van de Ondernemingsrechtbank, administraties en fiscale diensten.

and/or any member of the management board and/or Mr. Xavier Maes, to act alone with power to substitute, to fulfill all necessary formalities with the Crossroad Bank for Enterprises, counters for enterprises, registers of the enterprise courts, administrative agencies and fiscal administrations with respect to the decisions taken at the present meeting.

Agendapunt 6 - Steminstructie:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 6 - Voting instruction:

Ondergetekende is er uitdrukkelijk mee akkoord dat:

(i) bij afwezigheid van steminstructies voor enig agendapunt of in het geval dat er, om welke reden dan ook, enige onduidelijkheid zou ontstaan betreffende de steminstructies, de volmachtdrager altijd "voor" het voorstel tot besluit zal stemmen voor deze punten waarvoor geen of een onduidelijke steminstructie is gegeven en dat dit een specifieke steminstructie geacht zal zijn in de zin van artikel 7:143 §4 2° van het Wetboek van Vennootschappen en Verenigingen;

(ii) in geval de naam van de volmachtdrager niet is ingevuld, de volmacht geacht zal worden gegeven te zijn aan de General Counsel van Galapagos NV, die een werknemer is van Galapagos NV maar geen lid van haar raad van bestuur of haar directiecomité.

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 Belgian Code of Companies and Associations;

(ii) in the event the name of the proxy holder is not completed, the proxy will be deemed to be given to the General Counsel of Galapagos NV, who is an employee of Galapagos NV but not a member of its board of directors or of its executive committee.

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

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

Goed voor volmacht:

Good for proxy:

(Datum / Date)

(Naam / Name)

(Handtekening / Signature)

Het ondertekende volmachtformulier dient **uiterlijk op 22 april 2020** toe te komen op de zetel van Galapagos NV. Het dient te worden bezorgd per e-mail (shareholders@qjgg.com) of met de post (Galapagos NV, t.a.v. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, België).

The signed proxy form must be received **at the latest on 22 April 2020** at the registered office of Galapagos NV. It should be submitted by e-mail (shareholders@qjgg.com) or by post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium).

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

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

Dr. Elisabeth Svanberg

Elisabeth Svanberg behaalde haar diploma geneeskunde en doctoraat aan de Universiteit van Göteborg, Zweden en is een algemeen chirurg en *associate professor* chirurgie. Dr. Svanberg vervoegde Serono International in 2000, aanvankelijk in het onderzoeksveld metabolisme, en nam vervolgens steeds grotere verantwoordelijkheden op vooraleer zij in 2007 Bristol Myers Squibb (BMS) in de Verenigde Staten vervoegde. Bij BMS was Dr. Svanberg *development leader* voor een *first-in-class* nieuw diabetesmedicijn en vervolgens hoofd *Medical Affairs* voor de intercontinentale regio. In 2014 vervoegde Dr. Svanberg Janssen Pharmaceuticals (een Johnson & Johnson Company) als *Vice President, Head of the Established Products group*, waar ze een portfolio van 90 producten beheerde, die naar schatting wereldwijd door 150 miljoen patiënten worden gebruikt. Sinds 2016 is Dr. Svanberg *Chief Development Officer* bij Ixaltis SA, een gespecialiseerd farmaceutisch bedrijf dat eigen geneesmiddelen ontwikkelt om urogenitale (GU) aandoeningen te behandelen met een onvervulde medische behoefte.

Dr. Svanberg is niet-uitvoerend bestuurder in de raad van bestuur van PledPharma (sinds 2017) en Swedish Orphan Biovitrum (SOBI, sinds 2018).

Elisabeth Svanberg received her MD and PhD from the University of Gothenburg, Sweden and is a board certified general surgeon and associate professor of surgery. Dr. Svanberg joined Serono International in 2000, initially in the field of metabolism and subsequently held roles of increasing responsibilities before joining Bristol Myers Squibb (BMS) in the United States in 2007. At BMS, Dr. Svanberg served as development leader for a first in class novel diabetes medicine and subsequently as Head of Medical Affairs for the Intercontinental region. In 2014, Dr. Svanberg joined Janssen Pharmaceuticals (a Johnson & Johnson Company) as Vice President, Head of the Established Products group managing a portfolio of 90 products, used by an estimated 150 million patients globally. Since 2016, Dr. Svanberg serves as the Chief Development Officer at Ixaltis SA, a specialty pharmaceutical company developing proprietary therapeutics to treat genitourinary (GU) disorders with unmet medical need.

Dr. Svanberg serves as a non-executive director on the board of PledPharma (since 2017) and Swedish Orphan Biovitrum (SOBI, since 2018).

Time Sensitive Materials

Depository's Notice of Annual Shareholders' Meeting and Extraordinary Shareholders' Meeting of Galapagos NV

ADSs:	American Depositary Shares ("ADSs").
ADS CUSIP No.:	36315X101.
Company:	Galapagos NV, a company organized and existing under the laws of the Kingdom of Belgium (the "Company").
ADS Record Date:	March 20, 2020 (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.
Share Record Date:	April 14, 2020 (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.
Meeting Specifics:	Annual Shareholders' Meeting to be held at 2:00 P.M. (CET) on Tuesday, April 28, 2020 and Extraordinary Shareholders' Meeting to be held immediately after, at the registered office of the Company located at Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium (the "Meetings").
Meeting Agendas:	Documents related to the Annual Shareholders' Meeting and Extraordinary Shareholders' Meeting Agenda items will be available on the Company's website at http://www.glpng.com/shareholders-meetings .
ADS Voting Instructions Deadline:	On or before 10:00 A.M. (New York City time) on April 20, 2020.
Deposited Securities:	Ordinary shares of the Company.
ADS Ratio:	One (1) Share to one (1) ADS.
Depository:	Citibank, N.A.
Custodian of Deposited Securities:	Citibank Europe plc.
Deposit Agreement:	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 20, 2020.**

**Only those holders of record of the ADS on March 20, 2020 and April 14, 2020 are
entitled to vote in the Annual Shareholders' Meeting and Extraordinary Shareholders'
Meeting**

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

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

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

DTC Holders

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

Registered Holders

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

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

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

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

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

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

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

Citibank, N.A., as Depository

Annual Shareholders' Meeting and Extraordinary Shareholders' Meeting

The Voting Instructions must be signed, completed and received at the indicated address prior to 10:00 A.M. (New York City time) on April 20, 2020 for action to be taken.

2020 VOTING INSTRUCTIONS

AMERICAN DEPOSITARY SHARES

Galapagos NV (the "Company")

ADS CUSIP No.:	36315X101.
ADS Record Date:	March 20, 2020 (close of business in New York).
Share Record Date:	April 14, 2020 (Midnight CET).
Meeting Specifics:	Annual Shareholders' Meeting to be held at 2:00 P.M. (CET) on Tuesday, April 28, 2020 and Extraordinary Shareholders' Meeting to be held immediately after, at the registered office of the Company located at Generaal De Wittelaan L11 A3, 2800 Meehelen, Belgium (the " <u>Meetings</u> ").
Meeting Agenda:	Documents related to the Annual Shareholders' Meeting and Extraordinary Shareholders' Meeting Agenda items will be available on the Company's website at http://www.glp.com/shareholders-meetings .
Depository:	Citibank, N.A.
Deposit Agreement:	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.
Deposited Securities:	Ordinary shares of the Company.
Custodian:	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.

Annual Shareholders' Meeting Agenda and Proposed Resolutions

1. Acknowledgement and discussion of the annual report of the board of directors relating to the non-consolidated and consolidated annual accounts of the Company for the financial year ended on 31 December 2019, 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 2019. (*)
2. Acknowledgement and approval of the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2019 and approval of the allocation of the annual result as proposed by the board of directors.
3. Acknowledgement and discussion of the report of the statutory auditor relating to the consolidated annual accounts of the Company for the financial year ended on 31 December 2019. (*)
4. Acknowledgement and discussion of the consolidated annual accounts of the Company for the financial year ended on 31 December 2019. (*)
5. Acknowledgement and approval of the remuneration policy.
6. Acknowledgement and approval of the remuneration report.
7. Release from liability to be granted to the directors and the statutory auditor for the performance of their duties in the course of the financial year ended 31 December 2019.
8. Acknowledgement of the remuneration of the statutory auditor for financial year ended on 31 December 2019. The board of directors approved an additional fee of €789,000 in connection with the exceptional audit activities performed by the statutory auditor in light of the Gilead transaction. (*)
9. Re-appointment of statutory auditor and determination of statutory auditor's remuneration.
10. Re-appointment of Dr. Mary Kerr as a director of the Company.
11. Appointment of Dr. Elisabeth Svanberg as a director of the Company.
12. Remuneration of directors.
13. Offer of subscription rights.

Extraordinary Shareholders' Meeting Agenda and Proposed Resolution

1. Consideration and discussion of the special report of the board of directors in accordance with article 7:154 of the CCA in relation to the amendment to the Company's purpose. (*)
2. Amendment to the Company's purpose.
3. Amendments to the articles of association as a consequence of the newly applicable CCA, the choice for a two-tier board structure and certain other amendments relating to modernization and clean-up of the articles of association.
4. Appointment of the members of the supervisory board.
5. Authorization to the management board to execute the above decisions and to coordinate the articles of association.
6. Proxy Crossroad Bank for Enterprises, counters for enterprises, registers of the enterprise court, administrative agencies and fiscal administrations.

(*) These items will not be voted upon.

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

A Resolutions

Annual Shareholders' Meeting Resolutions

	For	Against	Abstain
Resolution 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 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"/>
Resolution 12	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Extraordinary Shareholders' Meeting Resolution

	For	Against	Abstain
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"/>
Resolution 6	<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)

Kennisgeving van deelname(enkel te gebruiken door houders van aandelen op naam en
houders van inschrijvingsrechten op naam)**Notification of participation**(to be used by holders of registered shares and holders of
registered subscription rights only)

De ondergetekende:

The undersigned:

(Naam en adres / Name and address)

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

die achtereenvolgens zullen plaatsvinden op dinsdag 28 april 2020 om 14 uur op de zetel van de Vennootschap,

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

met de volgende effecten:

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

to be held sequentially on Tuesday 28 April 2020 at 2:00 p.m. (CET) at the registered office of the Company,

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

with the following securities:

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

*(Datum / Date)**(Naam / Name)**(Handtekening / Signature)*

De ondertekende kennisgeving dient **uiterlijk op 22 april 2020** toe te komen op de zetel van Galapagos NV. Deze dient te worden bezorgd per e-mail (shareholders@glpg.com) of met de post (Galapagos NV, t.a.v. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, België).

Aandeelhouders die wensen deel te nemen of zich te laten vertegenwoordigen of te stemmen op afstand moeten tevens voldoen aan de toelatingsvoorwaarden zoals beschreven in de oproeping tot de algemene vergaderingen.

The signed notification must be received **at the latest on 22 April 2020** at the registered office of Galapagos NV. It should be submitted by e-mail (shareholders@glpg.com) or by post (Galapagos NV, attn. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium).

Shareholders who wish to attend or to be represented by proxy or to vote remotely must also comply with the admission 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 27 maart 2020 bedraagt het totaal aantal aandelen en stemrechten van Galapagos NV
64.819.022

On 27 March 2020, the total number of shares and voting rights of Galapagos NV amounts to
64,819,022

GALAPAGOS

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

Special report of the board of directors in accordance with article 7:154 of the Code of Companies and Associations on the amendment of the Company's purpose

Dear shareholders,

In accordance with article 7:154 of the Code of Companies and Associations (hereinafter "CCA"), the board of directors of Galapagos NV (hereinafter the "Company" or "Galapagos") has the honor to present to you this report on the proposal to amend the Company's purpose.

Justification for the proposed amendment of the Company's purpose

The board of directors believes it is advisable to amend the Company's purpose as follows:

- introduce an expansion of the fields in which the Company is active in respect of its research, more precisely, inserting a reference to pharmaceutical and medical fields;
- introduce an explicit reference to commercial activities; and
- introduce an explicit reference to the possibility to hold shareholdings in other companies having a purpose directly or indirectly related to research, development, industrial or commercial activities, focused mainly but not necessarily exclusively on the pharmaceutical industry.

The proposed amendments are driven by the rapid changes the Company is currently undergoing as a consequence of, amongst others, the significant progress with respect to the Company's pipeline, the transformation of the Company into a fully integrated biopharmaceutical company and the innovative R&D deal with collaboration partner Gilead. The proposed amendments aim to bring the Company's purpose in line with the stage of development of the Company and its future commercial ambitions.

Proposed amendment of the Company's purpose

Currently, article 3 of the Articles of Association states the following:

"The company's purpose consists of:

- (a) the development, the construction and exploitation of gene libraries for functional genomics research;*
- (b) the research for the development of health products for human beings and animals, pharmaceutical products and other products relating thereto;*
- (c) the development, testing, scaling up, and exploitation of gene therapy procedures, as well as the development, evaluation and exploitation of clinical applications of such procedures;*
- (d) for its own account or for the account of third parties, the performance of research in the field of or in connection with biological and industrial technology, genetics and human and animal life in general;*
- (e) the acquisition, sale and licensing of patents, trademarks, industrial and intellectual property, whether or not secret, and licenses.*

For such purposes the company may, in Belgium and abroad, acquire or lease any license, movable or immovable property necessary or useful for its commercial or industrial purpose, operate, sell or lease same, build factories, establish subsidiaries and branches, and establish premises. It may engage in all operations with banks, post cheque, invest capital, contract or grant loans and credit facilities, whether or not mortgaged. The company may, by means of contribution, participation, loans, credit facility, subscription of shares, acquisition of shares and other commitments, participate in other companies, associations or enterprises, both existing as to be incorporated, and whether or not having a purpose similar to the purpose of the company. The company may merge with other companies or associations.

The company may incorporate subsidiaries both under Belgian as under foreign law.

The company may acquire or establish any property that is necessary or useful for its operations or its corporate purpose."

In view of the justification set out above, we propose that you amend article 3 of the Articles of Association, which will henceforth be described as follows:

"The company's object consists of:

- (a) *the research and development of health products for human beings and animals, pharmaceutical products and other products relating thereto;*
- (b) *for its own account or for the account of third parties, the performance of research in the field of or in connection with pharmaceutical, medical, biological and industrial technology, genetics and human and animal life in general;*
- (c) *the exploitation of biological, chemical or other products, processes and technologies in the life sciences sector in general, and more specifically in the pharmaceutical, medical, diagnostic, and chemical sector, including activities relating to the production, marketing and commercial exploitation of such products, processes and technologies;*
- (d) *the acquisition, sale and licensing of patents, trademarks, industrial and intellectual property, whether or not secret, and licenses;*
- (e) *holding direct or indirect shareholdings in other companies having an object directly or indirectly related to research, development, industrial or commercial activities, focused mainly but not necessarily exclusively on the pharmaceutical industry.*

For such object the company may, in Belgium and abroad, acquire or lease any license, movable or immovable property necessary or useful for its commercial or industrial object, operate, sell or lease same, build factories, establish subsidiaries and branches, and establish premises. It may engage in all operations with banks, post cheque, invest capital, contract or grant loans and credit facilities, whether or not mortgaged. The company may, by means of contribution, participation, loans, credit facility, subscription of shares, acquisition of shares and other commitments, participate in other companies, associations or enterprises, both existing as to be incorporated, and whether or not having an object similar to the object of the company. The company may merge with other companies or associations.

The company may incorporate subsidiaries both under Belgian as under foreign law.

The company may acquire or establish any property that is necessary or useful for its operations or its corporate object."

We ask you to approve the proposed amendment to the company's purpose at the extraordinary general meeting to be held on 28 April 2020.

Done on 24 March 2020,
On behalf of the board of directors,

[signed]

Raj Parekh

Chairman

[signed]

Onno van de Stolpe

CEO

Stemmen op afstand
(enkel te gebruiken door aandeelhouders)**Remote voting**
(to be used by shareholders only)

De ondergetekende:	The undersigned:
<i>(Naam en adres / Name and address)</i>	

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

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

<i>(Aantal aandelen op naam / Number of registered shares)</i>
<i>(Aantal gedematerialiseerde aandelen / Number of dematerialized shares)</i>

heeft kennis genomen van de gewone en buitengewone algemene vergaderingen van de Vennootschap, die achtereenvolgens zullen plaatsvinden op dinsdag 28 april 2020 om 14 uur op de zetel van de Vennootschap,

has taken notice of the annual and extraordinary shareholders' meetings of the Company, to be held sequentially on Tuesday 28 April 2020 at 2:00 p.m. (CET) 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 verdagging, deel te nemen door gebruik te maken van zijn/haar mogelijkheid om **per brief op afstand te stemmen** overeenkomstig artikel 7:146 van het Wetboek van Vennootschappen en Verenigingen en artikel 30 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 remotely by letter** in accordance with article 7:146 of the Code of Companies and Associations and article 30 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 gewone en buitengewone 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 annual and extraordinary general meeting:

Agenda**1. Gewone Algemene Vergadering****1. Annual Shareholders' Meeting**

1. Kennisname en bespreking van het jaarverslag van de raad van bestuur betreffende de statutaire en geconsolideerde jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2019, en van het verslag van de commissaris over de statutaire jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2019.

1. Acknowledgement and discussion of the annual report of the board of directors relating to the non-consolidated and consolidated annual accounts of the Company for the financial year ended on 31 December 2019, 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 2019.

2. Kennisname en goedkeuring van de statutaire jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2019 en goedkeuring van de door de raad van bestuur 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 2019 and approval of the allocation of the annual result as proposed by the board of directors.

Voorstel van besluit: De algemene vergadering besluit om de statutaire jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2019 goed te keuren, alsook de door de raad van bestuur voorgestelde bestemming van het resultaat.

Proposed resolution: The shareholders' meeting resolves to approve the non-consolidated annual accounts of the Company for the financial year ended on 31 December 2019, as well as the allocation of the annual result as proposed by the board of directors.

Agendapunt 2 - Stemwijze:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 2 - Manner of voting:

3. Kennisname en bespreking van het verslag van de commissaris betreffende de geconsolideerde jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2019.

4. Kennisname en bespreking van de geconsolideerde jaarrekening van de Vennootschap over het boekjaar geëindigd op 31 december 2019.

5. Kennisname en goedkeuring van het remuneratiebeleid.

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

3. Acknowledgement and discussion of the report of the statutory auditor relating to the consolidated annual accounts of the Company for the financial year ended on 31 December 2019.

4. Acknowledgement and discussion of the consolidated annual accounts of the Company for the financial year ended on 31 December 2019.

5. Acknowledgement and approval of the remuneration policy.

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

Agendapunt 5 - Stemwijze:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 5 - Manner of voting:

6. Kennisname en goedkeuring van het remuneratieverslag.

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

6. Acknowledgement and approval of the remuneration report.

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

Agendapunt 6 - Stemwijze:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 6 - Manner of voting:

7. Kwijting aan de bestuurders en de commissaris voor de uitoefening van hun mandaat uitgevoerd tijdens het boekjaar geëindigd op 31 december 2019.

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

7. Release from liability to be granted to the directors and the statutory auditor for the performance of their duties in the course of the financial year ended 31 December 2019.

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

Agendapunt 7 - Stemwijze:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 7 - Manner of voting:

8. Kennisname van de bezoldiging van de commissaris voor het boekjaar geëindigd op 31 december 2019. De raad van bestuur heeft een bijkomende vergoeding ten bedrage van €789.000 goedgekeurd met betrekking tot de uitzonderlijke controlewerkzaamheden uitgevoerd door de commissaris in het kader van de Gilead transactie.

8. Acknowledgment of the remuneration of the statutory auditor for financial year ended on 31 December 2019. The board of directors approved an additional fee of €789,000 in connection with the exceptional audit activities performed by the statutory auditor in light of the Gilead transaction.

9. Herbenoeming van de commissaris en bepaling van de bezoldiging van de commissaris.

Voorstel van besluit: Op voorstel van het auditcomité van de Vennootschap, besluit de algemene vergadering om: (i) Deloitte Bedrijfsrevisoren CVBA, Gateway Building, Luchthaven Nationaal, 1J, 1930 Zaventem, België, vertegenwoordigd door Dhr. Nico Houthaeye, te herbenoemen als commissaris van de Vennootschap, voor een periode van drie jaar die een einde neemt onmiddellijk na de algemene vergadering te houden in 2023, en (ii) de jaarlijkse bezoldiging van de commissaris te bepalen op €733.000 voor de werkzaamheden met betrekking tot de controle van de statutaire jaarrekening en de geconsolideerde jaarrekening van de groep. Dit bedrag is exclusief kosten en BTW, en wordt vanaf 2021 jaarlijks geïndexeerd.

9. Re-appointment of statutory auditor and determination of statutory auditor's remuneration.

Proposed resolution: Upon recommendation of the Company's audit committee, the shareholders' meeting resolves: (i) to re-appoint Deloitte Bedrijfsrevisoren CVBA, Gateway Building, Luchthaven Nationaal, 1J, 1930 Zaventem, Belgium, represented by Mr. Nico Houthaeye, as statutory auditor of the Company, for a period of three years ending immediately after the annual shareholders' meeting to be held in 2023, and (ii) to determine the annual remuneration of the statutory auditor at €733,000 for the audit of the statutory and the consolidated accounts of the group. This amount is exclusive of expenses and VAT, and is subject to an annual indexation as from 2021.

Agendapunt 9 - Stemwijze:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 9 - Manner of voting:

10. Herbenoeming van een bestuurder.

Voorstel van besluit: De algemene vergadering besluit om Dr. Mary Kerr (woonachtig te Broxbourne, Verenigd Koninkrijk) te herbenoemen als bestuurder van de Vennootschap, voor een periode van vier jaar die een einde neemt onmiddellijk na de algemene vergadering te houden in 2024 en, op voorstel van de raad van bestuur en in overeenstemming met het advies van het benoemings- en remuneratiecomité van de Vennootschap, om Dr. Mary Kerr te benoemen als onafhankelijke bestuurder omdat zij beantwoordt aan de onafhankelijkheidscriteria van artikel 7:87 van het Wetboek van Vennootschappen en Verenigingen.

10. Re-appointment of a director.

Proposed resolution: The shareholders' meeting resolves to re-appoint Dr. Mary Kerr (residing in Broxbourne, United Kingdom) as director of the Company, for a period of four years ending immediately after the annual shareholders' meeting to be held in 2024 and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Dr. Kerr as an independent director as she meets the independence criteria set forth in article 7:87 of the Code of Companies and Associations.

Agendapunt 10 - Stemwijze:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 10 - Manner of voting:

11. Benoeming van een bestuurder.

Voorstel van besluit: De algemene vergadering besluit om Dr. Elisabeth Svanberg (woonachtig te Genève, Zwitserland) te benoemen als bestuurder van de Vennootschap, voor een periode van vier jaar die een einde neemt onmiddellijk na de algemene vergadering te houden in 2024 en, op voorstel van de raad van bestuur en in overeenstemming met het advies van het benoemings- en remuneratiecomité van de Vennootschap, om Dr. Elisabeth Svanberg te benoemen als onafhankelijke bestuurder omdat zij beantwoordt aan de onafhankelijkheidscriteria van artikel 7:87 van het Wetboek van Vennootschappen en Verenigingen.

11. Appointment of a director.

Proposed resolution: The shareholders' meeting resolves to appoint Dr. Elisabeth Svanberg (residing in Geneva, Switzerland) as director of the Company, for a period of four years ending immediately after the annual shareholders' meeting to be held in 2024 and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Dr. Elisabeth Svanberg as an independent director as she meets the independence criteria set forth in article 7:87 of the Code of Companies and Associations.

Agendapunt 11 - Stemwijze:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 11 - Manner of voting:

12. Bezoldiging van bestuurders.

Voorstel van besluit: Op aanbeveling van het benoemings- en remuneratiecomité van de Vennootschap, besluit de algemene vergadering om de jaarlijkse bezoldiging (exclusief onkosten) van de niet-uitvoerende bestuurders, andere dan de niet-uitvoerende bestuurders die een aandeelhouder vertegenwoordigen, voor de uitoefening van hun mandaat als volgt vast te stellen:

(a) vergoeding in contanten: (i) voorzitter van de raad van bestuur: €100.000; (ii) andere niet-uitvoerende bestuurders: elkeen €50.000, (iii) jaarlijkse bijkomende bezoldiging voor het voorzitterschap van een comité binnen de raad van bestuur: €20.000; en (iv) jaarlijkse bijkomende bezoldiging voor lidmaatschap van een comité binnen de raad van bestuur: €15.000;

(b) vergoeding op basis van aandelen: (i) voorzitter van de raad van bestuur: €100.000, (ii) andere niet-uitvoerende bestuurders: elkeen €50.000; in beide gevallen, (i) en (ii), onder de verplichting om het nettobedrag (na belastingen) te gebruiken voor de verwerving van Galapagos aandelen. Deze laatste betalingen vormen het equivalent van een bestuurdersbezoldiging in aandelen en de resulterende aandelen dienen te worden aangehouden tot ten minste één jaar nadat de niet-uitvoerende bestuurder de raad van bestuur verlaten heeft en ten minste drie jaar na het tijdstip van de verwerving. De algemene vergadering besluit dat het mandaat van een niet-uitvoerende bestuurder die een aandeelhouder vertegenwoordigt niet vergoed zal worden.

12. Remuneration of directors.

Proposed resolution: Upon recommendation of the Company's nomination and remuneration committee, the shareholders' meeting resolves that the annual compensation (excluding expenses) of the non-executive directors, other than the non-executive directors representing a shareholder, for the exercise of their mandate is established as follows:

(a) cash remuneration: (i) chairman of the board of directors: €100,000; (ii) other non-executive directors: €50,000 each; (iii) additional annual compensation for the chairmanship of a board committee: €20,000; and (iv) additional annual compensation for the membership of a board committee: €15,000;

(b) equity-based remuneration: (i) chairman of the board of directors: €100,000; other non-executive directors: €50,000 each; in each case (i) and (ii) subject to the requirement to use the net amount (after taxes) to acquire Galapagos shares. These latter payments make up the equivalent of an equity component of the directors' remuneration and the resulting shares are to be held until at least one year after the non-executive director leaves the board of directors and at least three years after the time of acquisition.

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

Agendapunt 12 - Stemwijze:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 12 - Manner of voting:

13. Aanbod van inschrijvingsrechten

Voorstel van besluit: Op aanbeveling van het benoemings- en remuneratiecomité van de Vennootschap en enkel voor zover de buitengewone algemene vergadering, die onmiddellijk na deze algemene vergadering wordt gehouden, de voorgestelde wijzigingen aan de statuten van de Vennootschap niet goedkeurt, besluit de algemene vergadering (i) om 85.000 inschrijvingsrechten aan te bieden aan de uitvoerende bestuurder van de Vennootschap, onder plannen met betrekking tot inschrijvingsrechten gecreëerd (of te creëren) door de raad van bestuur ten gunste van de uitvoerende bestuurder, werknemers en zelfstandige consultants van Galapagos en haar dochtervennootschappen in het kader van het toegestaan kapitaal, waarvan de voornaamste voorwaarden in lijn zullen zijn met de voorgaande warrantplannen van de Vennootschap, (ii) om volmacht te geven aan elke niet-uitvoerende bestuurder om dit aanbod te implementeren, en (iii) om, voor zover als nodig, het aanbod van inschrijvingsrechten aan leden van het directiecomité van Galapagos onder zulk plan overeenkomstig het remuneratiebeleid en de remuneratiepraktijken van Galapagos, goed te keuren. In overeenstemming met artikelen 7:91 en 7:151 van het Wetboek van Vennootschappen en Verenigingen, keurt de algemene vergadering uitdrukkelijk de bijzondere bepalingen goed die in zulk plan zullen worden opgenomen waarbij, in uitzonderlijke omstandigheden (waaronder in geval van wijziging in de controle van de Vennootschap), de inschrijvingsrechten die worden aangeboden onder zulk plan (in de mate waarin deze ook worden aanvaard) vervoegd

13. Offer of subscription rights.

Proposed resolution: Upon recommendation of the Company's nomination and remuneration committee and solely to the extent that the extraordinary shareholders' meeting, to be held immediately after this shareholders' meeting, does not approve the proposed changes to the articles of association of the Company, the shareholders' meeting resolves to (i) offer 85,000 subscription rights to the executive director of the Company, under subscription right plans created (or to be created) by the board of directors for the benefit of the executive director, employees and independent consultants of Galapagos and its affiliates within the framework of the authorized capital, the key conditions of which will be in line with previous warrant plans of the Company, (ii) empower each non-executive director to implement this offer, and (iii) to the extent required, approve the offer of subscription rights to members of Galapagos' executive committee under such plan in accordance with Galapagos' remuneration policy and practices. In accordance with articles 7:91 and 7:151 of the Code of Companies and Associations, the shareholders' meeting expressly approves the particular provisions that will be included in such plan pursuant to which, in exceptional circumstances (including in the event of a change in control of the Company), the subscription rights offered (to the extent accepted) under such plan can be exercised early, even before the third anniversary of their award.

kunnen worden uitgeoefend, zelfs vóór de derde verjaardag van de toekenning ervan.

Agendapunt 13 - Stemwijze:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 13 - Manner of voting:

2. Buitengewone Algemene Vergadering

1. Kennisname en bespreking van het bijzonder verslag van de raad van bestuur van de Vennootschap opgesteld overeenkomstig artikel 7:154 van het WvV in verband met de wijziging van het doel van de Vennootschap.
2. Wijziging van het doel van de Vennootschap.

Voorstel van besluit: De algemene vergadering besluit om het huidige artikel 3 van de statuten als volgt te wijzigen:

"De vennootschap heeft tot voorwerp:

(a) het onderzoek en de ontwikkeling van gezondheidsproducten voor mens en dier, geneesmiddelen en andere daarmee verband houdende producten;

(b) het voor eigen rekening of voor rekening van derden verrichten van onderzoek op het gebied van of in verband met farmaceutische, medische, biologische en industriële technologie, genetica en menselijk en dierlijk leven in het algemeen;

(c) de exploitatie van biologische, chemische of andere producten, processen en technologieën in de sector van de biowetenschappen in het algemeen, en meer in het bijzonder in de farmaceutische, medische, diagnostische en chemische sector, met inbegrip van activiteiten in verband met de productie, het op de markt brengen en de commerciële exploitatie van dergelijke producten, processen en technologieën;

(d) het verwerven, verkopen en in licentie geven van octrooien, handelsmerken, al dan niet geheime industriële en intellectuele eigendom en licenties;

(e) het rechtstreeks of onrechtstreeks aanhouden van participaties in andere ondernemingen die een voorwerp hebben dat, rechtstreeks of onrechtstreeks, verband houdt met onderzoek, ontwikkeling, industriële of commerciële activiteiten en die hoofdzakelijk, maar niet noodzakelijkerwijs uitsluitend, gericht zijn op de farmaceutische industrie.

Binnen de grenzen van dit voorwerp mag de vennootschap alle aankopen doen of in huur nemen alle concessie, roerende en onroerende goederen, nodig of nuttig voor haar commercieel of industrieel voorwerp, deze uitbaten, verkopen of verhuren, fabrieken bouwen, filialen en bijhuizen oprichten, werkplaatsen inrichten, zowel in België als in het buitenland. Zij mag alle verrichtingen doen met banken, postcheque, beleggingen van kapitaal, leningen en kredieten aangaan of toekennen, met of zonder hypotheek. De vennootschap mag bij wijze van inbreng, deelneming, lening, kredietopening, onderschrijving van aandelen, aankoop van aandelen en andere verbintenissen, deelnemen in andere vennootschappen, verenigingen of ondernemingen, bestaande zowel als op te richten, welke een al dan niet een gelijkaardig voorwerp hebben als het voorwerp van de vennootschap. De vennootschap mag fuseren met andere vennootschappen of verenigingen.

De vennootschap mag dochtervennootschappen oprichten, zowel naar Belgisch als naar buitenlands recht.

2. Extraordinary Shareholders' Meeting

1. Consideration and discussion of the special report of the board of directors in accordance with article 7:154 of the CCA in relation to the amendment to the Company's purpose.
2. Amendment to the Company's purpose.

Proposed resolution: The shareholders' meeting resolves to amend the current article 3 of the articles of association as follows:

"The company's object consists of:

(a) the research and development of health products for human beings and animals, pharmaceutical products and other products relating thereto;

(b) for its own account or for the account of third parties, the performance of research in the field of or in connection with pharmaceutical, medical, biological and industrial technology, genetics and human and animal life in general;

(c) the exploitation of biological, chemical or other products, processes and technologies in the life sciences sector in general, and more specifically in the pharmaceutical, medical, diagnostic, and chemical sector, including activities relating to the production, marketing and commercial exploitation of such products, processes and technologies;

(d) the acquisition, sale and licensing of patents, trademarks, industrial and intellectual property, whether or not secret, and licenses;

(e) holding direct or indirect shareholdings in other companies having an object directly or indirectly related to research, development, industrial or commercial activities, focused mainly but not necessarily exclusively on the pharmaceutical industry.

For such object the company may, in Belgium and abroad, acquire or lease any license, movable or immovable property necessary or useful for its commercial or industrial object, operate, sell or lease same, build factories, establish subsidiaries and branches, and establish premises. It may engage in all operations with banks, post cheque, invest capital, contract or grant loans and credit facilities, whether or not mortgaged. The company may, by means of contribution, participation, loans, credit facility, subscription of shares, acquisition of shares and other commitments, participate in other companies, associations or enterprises, both existing as to be incorporated, and whether or not having an object similar to the object of the company. The company may merge with other companies or associations.

The company may incorporate subsidiaries both under Belgian as under foreign law.

The company may acquire or establish any property that is necessary or useful for its operations or its corporate object."

De vennootschap mag alle eigendommen verwerven of oprichten welke nodig of nuttig zijn voor haar werking of haar voorwerp."

Agendapunt 2 - Stemwijze:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 2 - Manner of voting:

3. Statutenwijziging als gevolg van het nieuw toepasselijke WVV, de keuze voor een dual bestuursmodel en enkele andere wijzigingen met betrekking tot de modernisering en clean-up van de statuten.

Voorstel van besluit: De algemene vergadering besluit om de statuten te wijzigen als gevolg van het nieuw toepasselijke WVV, het voorstel van de raad van bestuur om een dual bestuursmodel te introduceren zoals voorzien door het WVV, alsook enkele andere wijzigingen met betrekking tot de modernisering en clean-up van de statuten. De volledige tekst van de nieuwe statuten is beschikbaar op de website van de Vennootschap (www.gjpg.com). Elke aandeelhouder kan een gratis kopie verzoeken via shareholders@gjpg.com.

De gedetailleerde wijzigingen zijn de volgende (waarbij de vetgedrukte nummering verwijst naar de nummering onder de huidige statuten):

Titel I – Naam – Zetel – Voorwerp – Duur

- Artikel 1: "een vennootschap die publiek beroep doet of gedaan heeft op het spaarwezen" vervangen door "een genoteerde vennootschap"

- Artikel 2: verwijderd "of het Brusselse Gewest"

Titel II – Kapitaal

- Artikel 5, paragraaf 1: "het maatschappelijk kapitaal" vervangen door "het"

- Artikel 6: "de voorschriften van artikel 609 van het Wetboek van Vennootschappen" en "de voorschriften van artikel 596 van het Wetboek van Vennootschappen en Verenigingen" vervangen door "de voorschriften van het Wetboek van Vennootschappen en Verenigingen"

- Artikel 7: "der eisbaarheid" vervangen door "van eisbaarheid"

- Artikel 9: vervangen door volgende tekst:

"De aandelen zijn op naam tot volledige volstorting. De volgestorte aandelen zijn op naam of gedematerialiseerd, naargelang de voorkeur van de aandeelhouder. De vennootschap kan gedematerialiseerde aandelen uitgeven, hetzij door een kapitaalverhoging, hetzij door de omzetting van bestaande aandelen op naam in gedematerialiseerde aandelen. Elke aandeelhouder kan te allen tijde op schriftelijk verzoek, en op eigen kosten, de omzetting van zijn aandelen vragen, hetzij in aandelen op naam, hetzij in gedematerialiseerde aandelen."

- Artikel 10: "de raad van bestuur" vervangen door "de vennootschap"

- Artikel 11: "de algemene vergadering" vervangen door "de vennootschap" en "artikel 620 en volgende van het Wetboek van vennootschappen" vervangen door "de bepalingen van het Wetboek van Vennootschappen en Verenigingen"

Titel III – Bestuur en controle

- Artikel 13: vervangen door volgende tekst:

Dual bestuursmodel

3. Amendments to the articles of association as a consequence of the newly applicable CCA, the choice for a two-tier board structure and certain other amendments relating to modernization and clean-up of the articles of association.

Proposed resolution: The shareholders' meeting resolves to amend the articles of association as a consequence of the newly applicable CCA, the proposal by the board of directors to introduce a two-tier board structure as provided for by the CCA as well as certain other amendments relating to modernization and clean-up. The full text of the new articles of association is made available on the company website (www.gjpg.com). Every shareholder may request to receive a free copy thereof via shareholders@gjpg.com.

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

Title I – Name – Office – Object – Duration

- Article 1: replaced "a company that calls or has called upon public savings" by "a listed company"

- Article 2: deleted "or in the Brussels Region"

Title II – Capital

- Article 5: inserted "subscribed" before "capital" in the title and in the first sentence

- Article 6: inserted "subscribed" before "capital" in the title and replaced "the provisions of article 609 of the Companies Code" and "the provisions of article 596 of the Companies Code" with "the provisions of the Code of Companies and Associations"

- Article 9: replaced by the following text:

"The shares are registered shares until they are fully paid up. The fully paid up shares are registered shares or dematerialized shares, according to the preference of the shareholder. The company may issue dematerialized shares, either by a capital increase or by the conversion of existing registered shares into dematerialized shares. Each shareholder may at all times ask the conversion of his shares, by written request and at his own cost, into registered shares or into dematerialized shares."

- Article 10: replaced "the board of directors" by "the company"

- Article 11: replaced "shareholders' meeting" by "company" and "article 620 and following of the Companies Code" by "the provisions of the Code of Companies and Associations"

Title III – Administration and supervision

- Article 13: replaced by the following text:

Two-tier board structure

"The company is managed by a supervisory board of minimum five and maximum nine members, who need not be a shareholder, and a management board of at least three members. One cannot be a member of both boards. At least three of the appointed members of the supervisory board

"De vennootschap wordt beheerd door een raad van toezicht met ten minste vijf en maximaal negen leden, die geen aandeelhouder hoeven te zijn, en een directieraad met ten minste drie leden. Men kan geen lid zijn van beide raden. Ten minste drie van de aldus benoemde leden van de raad van toezicht dienen te voldoen aan de criteria van onafhankelijke bestuurders overeenkomstig het toepasselijk recht.

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

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

De leden van de directieraad worden benoemd en ontslagen door de raad van toezicht.

Indien een lidmaatschap 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 respectievelijke raad van de vennootschap."

- Nieuwe ondertitel 14: Raad van toezicht

- Nieuw artikel 14.1: volgende tekst toegevoegd:

Bevoegdheden van de raad van toezicht

"De raad van toezicht is bevoegd voor het algemeen beleid en de strategie van de vennootschap en voor alle handelingen die op grond van het toepasselijk recht specifiek aan de raad van toezicht zijn voorbehouden. De raad van toezicht stelt alle verslagen en voorstellen op voorgeschreven in de boeken 12 en 14 van het Wetboek van Vennootschappen en Verenigingen.

Hij houdt toezicht op de directieraad en neemt, na de vaststelling van de jaarrekening, bij afzonderlijke stemming een beslissing over de te verlenen kwijting aan de leden van deze raad.

De raad van toezicht kan binnen zijn bevoegdheden aan lasthebbers van zijn keuze bijzondere volmachten verlenen."

- Artikel 14 (nieuw artikel 14.2): vervangen door volgende tekst:

"In geval van een voortijdige vacature in de raad van toezicht, hebben de overblijvende leden van de raad van toezicht het recht voorlopig in de vacature te voorzien totdat de algemene vergadering een nieuw lid van de raad van toezicht benoemt. De benoeming wordt daartoe op de agenda van de eerstvolgende algemene vergadering geplaatst. Elk op deze wijze door de algemene vergadering benoemd lid van de raad van toezicht beëindigt de opdracht van het lid van de raad van toezicht dat hij vervangt tenzij de algemene vergadering anders besluit."

- Artikel 15 (nieuw artikel 14.3): vervangen door volgende tekst:

"De raad van toezicht kiest onder zijn leden een voorzitter en kan tevens één of meerdere ondervoorzitters kiezen."

- Artikel 16 (nieuw artikel 14.4): vervangen door volgende tekst:

Vergaderingen van de raad van toezicht

"De raad van toezicht wordt bijeengeroepen door de voorzitter, of indien deze verhinderd is, door de ondervoorzitter, of door twee leden van de raad van toezicht, telkens de belangen van de vennootschap het vereisen.

De oproepingen voor de vergaderingen van de raad van toezicht worden, behalve in geval van hoogdringendheid (dat gemotiveerd dient te worden in de notulen), ten minste vier kalenderdagen vóór de vergadering, geldig bezorgd per fax,

shall meet the criteria stated in the applicable law with respect to independent directors.

Each board forms a college in accordance with the applicable rules on deliberating meetings.

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

If a membership 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 respective board of the company."

- New subtitle 14: Supervisory board

- New article 14.1: inserted the following text:

Powers of the supervisory board

"The supervisory board is responsible for the general policy and strategy of the company and has the power to perform all acts that are exclusively reserved to it by the applicable law. The supervisory board drafts all reports and proposals in accordance with books 12 and 14 of the Code of Companies and Associations.

It supervises the management board and decides, after the adoption of the annual accounts, by separate vote on the discharge to be granted to the members of the management board.

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

- Article 14 (new article 14.2): replaced by the following text:

"In the event of a casual vacancy in the supervisory board, the remaining members of the supervisory board have the right to temporarily fill such vacancy until the shareholders' meeting appoints a new member of the supervisory board. To this end, the appointment shall be put on the agenda of the first following shareholders' meeting. Each member of the supervisory board appointed this way by the shareholders' meeting shall complete the mandate of the member of the supervisory board he replaces, unless the shareholders' meeting decides otherwise."

- Article 15 (new article 14.3): replaced by the following text:

"The supervisory board elects a chairman from among its members and may also elect one or more vice-chairmen."

- Article 16 (new article 14.4): replaced by the following text:

Meetings of the supervisory board

"The supervisory board is convened by its chairman, or, in case of impediment of the latter, by a vice-chairman, or by two members of the supervisory board, each time the interests of the company so require.

The notices of the meetings of the supervisory board are, except in the event of emergency (which is to be motivated in the minutes), provided by telecopy, by electronic mail or by phone, at least four calendar days prior to the meeting. The meeting is held at the place mentioned in the convening notice.

If the chairman is unable to attend, the supervisory board is chaired by the vice-chairman, or, in the absence of the latter, by the oldest member present.

The validity of the convening notice cannot be challenged if all members of the supervisory board are present or validly represented."

- Article 17 (new article 14.5): replaced by the following text:

per e-mail of per telefoon. De vergadering wordt gehouden op de plaats die in de oproeping wordt vermeld.

Indien de voorzitter is verhinderd, wordt de raad van toezicht voorzeten door de ondervoorzitter, of bij afwezigheid van deze laatste, door het oudste aanwezige lid van de raad van toezicht.

De regelmatigheid van de bijeenroeping kan niet worden betwist indien alle leden van de raad van toezicht aanwezig of regelmatig vertegenwoordigd zijn."

- Artikel 17 (nieuw artikel 14.5): vervangen door volgende tekst:

"De raad van toezicht kan slechts geldig beraadslagen indien ten minste de helft van zijn leden aanwezig of vertegenwoordigd is. Indien dit quorum niet is bereikt, kan een nieuwe raad worden bijeengeroepen met dezelfde agenda, die geldig zal beraadslagen en beslissen indien ten minste twee leden aanwezig of vertegenwoordigd zijn. Leden van de raad van toezicht die, overeenkomstig het toepasselijk recht, niet aan de beraadslaging kunnen deelnemen worden niet meegeteld bij het bepalen van het quorum.

Leden van de raad van toezicht kunnen aanwezig zijn op de vergadering van de raad van toezicht door middel van elektronische telecommunicatiemiddelen, zoals onder meer telefoon- of videoconferentie, op voorwaarde dat alle deelnemers aan de vergadering rechtstreeks kunnen communiceren met alle andere deelnemers. In voorkomend geval zal de vergadering geacht worden plaats te vinden op de zetel van de vennootschap, tenzij de raad van toezicht hierover anders overeenkomt. Hetzelfde geldt voor vergaderingen van de raad van toezicht die in het bijzijn van een notaris dienen te worden gehouden, met dien verstande evenwel dat in voorkomend geval minstens één lid van de raad van toezicht of de secretaris de vergadering fysiek bijwoont in het bijzijn van de notaris en dat de vergadering geacht wordt plaats te vinden in het kantoor van de notaris, tenzij de raad van toezicht hierover anders overeenkomt. De notulen van de vergadering vermelden de wijze waarop de leden van de raad van toezicht aanwezig waren.

Over punten die niet op de agenda werden vermeld, kan de raad van toezicht slechts geldig beraadslagen met de instemming van de voltallige raad van toezicht en voor zover alle leden persoonlijk aanwezig zijn. Dit akkoord wordt geacht te zijn gegeven, wanneer blijkt de notulen geen bezwaar is gemaakt.

Ieder lid van de raad van toezicht kan per gewone brief, per e-mail of via elk ander communicatiemiddel, drager van een gedrukt document, volmacht geven aan een ander lid om hem op een vergadering van de raad van toezicht te vertegenwoordigen en namens hem te stemmen.

De besluiten van de raad van toezicht worden bij gewone meerderheid van de uitgebrachte stemmen genomen. Blanco en ongeldige stemmen worden niet bij de uitgebrachte stemmen geteld, noch in de teller, noch in de noemer. In geval van staking van stemmen, is de stem van de voorzitter doorslaggevend.

Tenzij deze statuten anders bepalen en behoudens voor besluiten waarvoor een notariële akte is vereist, kunnen de besluiten van de raad van toezicht worden genomen bij eenparig schriftelijk akkoord van alle leden.

De leden van de raad van toezicht dienen de bepalingen en formaliteiten met betrekking tot belangenconflicten, alsook met betrekking tot transacties met verbonden partijen voorzien in de terzake geldende wettelijke bepalingen, na te leven."

"The supervisory board may validly deliberate only if at least half of its members are present or represented. If this quorum is not satisfied, a new meeting may be convened with the same agenda, which will be able to validly deliberate and resolve provided that at least two members are present or represented. Members of the supervisory board who, in accordance with applicable law, may not participate in the deliberation and the vote are not included to determine whether the quorum has been reached.

Supervisory board members can be present at the meeting by electronic communication means, such as, among others, phone- or videoconference, provided that all participants to the meeting can communicate directly with all other participants. In such case, the meeting is deemed to take place at the office of the company, unless agreed upon differently by the supervisory board. The same applies to meetings of the supervisory board to be held in the presence of a notary public, it being understood, however, that in such case at least one member of the supervisory board or the meeting's secretary shall physically attend the meeting in the presence of the notary public and that the meeting is deemed to take place at the notary public's office, unless agreed upon differently by the supervisory board. The minutes of the meeting shall mention the manner in which the members of the supervisory board were present.

With respect to items that were not mentioned in the agenda, the supervisory board can deliberate validly only with the consent of the entire supervisory board and insofar all members are present in persona. Such consent is deemed to be given if no objection is made according to the minutes.

Each member of the supervisory board can give a power of attorney to another member to represent him at a meeting of the supervisory board and to vote in his place, by normal letter, by e-mail or by any other means of communication replicating a printed document.

The resolutions of the supervisory board are taken by simple majority of the votes cast. Blank and invalid votes are not included in the votes cast, neither in the numerator nor in the denominator. In case of a tie, the chairman has the casting vote.

Supervisory board resolutions may be approved by unanimous written consent of all members, unless otherwise provided in these articles of association and save for decisions requiring a notarial deed.

The members of the supervisory board need to respect the provisions and formalities on conflicts of interest as well as on related party transactions set forth in applicable law."

- Article 18 (new article 14.6): replaced by the following text:

"The deliberations of the supervisory board are enacted in minutes that are signed by the chairman and by the members of the supervisory board who wish to do so. The powers of attorney are attached to the minutes. If a member expressly refuses to sign the minutes, this shall be reflected in the minutes with the motivation of such refusal.

The copies or extracts, to be submitted in legal proceedings or otherwise, shall be signed by the chairman of the supervisory board or two members of the supervisory board."

- Article 19: deleted

- Article 20 (new article 14.7): replaced by the following text:

Remuneration of the members of the supervisory board

"The shareholders' meeting may grant remuneration to the members of the supervisory board. The supervisory board is empowered to distribute amongst its members the global remuneration granted by the shareholders' meeting."

- New subtitle 15: Management board

- Artikel 18 (nieuw artikel 14.6): vervangen door volgende tekst:

"De beraadslagingen van de raad van toezicht worden vastgelegd in notulen die door de voorzitter worden ondertekend en door de leden van de raad van toezicht die dit wensen. De volmachten worden aan de notulen gehecht. Indien een lid uitdrukkelijk weigert de notulen te ondertekenen, wordt hiervan melding gemaakt in de notulen met de motieven van de weigering.

De afschriften of uittreksels, in rechte of anderszins voor te leggen, worden door de voorzitter of door twee leden van de raad van toezicht ondertekend."

- Artikel 19: verwijderd

- Artikel 20 (nieuw artikel 14.7): vervangen door volgende tekst:

Vergoeding van de leden van de raad van toezicht

"De algemene vergadering mag aan de leden van de raad van toezicht een vergoeding toekennen. De raad van toezicht is gemachtigd om de door de algemene vergadering toegekende globale vergoeding te verdelen onder de leden onderling."

- Nieuwe ondertitel 15: Directieraad

- Nieuw artikel 15.1: volgende tekst toegevoegd:

Bevoegdheden van de directieraad

"De directieraad heeft de bevoegdheid om alle handelingen te verrichten die nodig of dienstig zijn voor het bereiken van het voorwerp van de vennootschap, met uitzondering van die bevoegdheden welke artikel 14.1 van deze statuten heeft voorbehouden aan de raad van toezicht of die bevoegdheden welke de wet heeft voorbehouden aan de algemene vergadering.

De directieraad kan binnen zijn bevoegdheden aan lasthebbers van zijn keuze bijzondere volmachten verlenen."

- Nieuw artikel 15.2: volgende tekst toegevoegd:

Voorzitterschap

"De raad van toezicht zal de voorzitter van de directieraad benoemen. De directieraad mag tevens één of meerdere ondervoorzitters kiezen."

- Nieuw artikel 15.3: volgende tekst toegevoegd:

Vergaderingen en notulen van de directieraad

"De directieraad wordt bijeengeroepen door de voorzitter, of indien deze verhinderd is, door de ondervoorzitter, of door twee leden van de directieraad, telkens de belangen van de vennootschap het vereisen.

De beraadslagingen van de directieraad worden vastgelegd in notulen, die worden ondertekend door de leden die aan de beraadslaging hebben deelgenomen.

De kopieën of uittreksels van de notulen worden voor echt verklaard en ondertekend door één of meerdere leden met vertegenwoordigingsbevoegdheid.

Tenzij deze statuten anders bepalen en behoudens voor besluiten waarvoor een notariële akte is vereist, kunnen de besluiten van de directieraad bij eenparig schriftelijk akkoord van alle leden worden genomen.

De directieraad mag alle bijkomende regelingen treffen die nodig zijn voor zijn efficiënte werking."

- Nieuw artikel 15.4: volgende tekst toegevoegd:

Vergoeding van de leden van de directieraad

"De raad van toezicht bepaalt de vergoeding van de leden van de directieraad."

- Artikel 21, paragraaf 1: verwijderd

- New article 15.1: inserted the following text:

Powers of the management board

"The management board has the power to carry out all acts necessary or useful to the realisation of the company's object with the exception of those reserved to the supervisory board in accordance with article 14.1 of these articles of association and of those reserved to the shareholders' meeting by applicable law.

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

- New article 15.2: inserted the following text:

Chair

"The supervisory board shall appoint the chairman of the management board. The management board may also elect one or more vice-chairmen."

- New article 15.3: inserted the following text:

Meetings and minutes of the management board

"The management board is convened by its chairman, or, in case of impediment of the latter, by a vice-chairman, or by two members of the management board, each time the interests of the company so require.

The deliberations of the management board are recorded in minutes, signed by the members who took part in the deliberation.

The copies and extracts of the minutes of the meetings of the management board are certified and signed by one or more members with representation powers.

Management board resolutions may be approved by unanimous written consent of all members, unless otherwise provided in these articles of association and save for decisions requiring a notarial deed.

The management board may make any further arrangements for its effective functioning."

- New article 15.4: inserted the following text:

Remuneration of the members of the management board

"The supervisory board determines the remuneration of the members of the management board."

- Article 21, para 1: deleted

- Article 21, para 2 (new article 16): replaced by the following text:

Delegation of day-to-day management

"The management board is authorized to delegate the day-to-day management of the company as described in the Code of Companies and Associations and the representation powers pertaining to such management to one or more persons. The management board appoints and revokes the person(s) entrusted with such management and determines the remuneration linked to this mandate.

If several persons are appointed, they form a board and the management board determines the operating procedures of the persons entrusted with the day-to-day management of the company.

Limitations of the representation powers of the persons entrusted with the day-to-day management, other than those relating to the joint signatory authority, are not enforceable vis-à-vis third parties, even if they are published.

Within the limits of the powers delegated to them, the persons entrusted with the day-to-day management may grant specific and determined powers to one or more persons of their choice."

- Article 21, para 3: deleted

- Artikel 21, paragraaf 2 (nieuw artikel 16): vervangen door volgende tekst:

Delegatie van het dagelijks bestuur

"De directieraad is gemachtigd het dagelijks bestuur van de vennootschap, zoals omschreven in het Wetboek van Vennootschappen en Verenigingen, en de vertegenwoordiging wat dit bestuur aangaat te delegeren aan één of meer personen. De directieraad benoemt en ontslaat de perso(o)n(en) belast met het dagelijks bestuur, en bepaalt de vergoeding die aan deze opdracht is verbonden.

Indien er meerdere personen worden benoemd, vormen zij een college en de directieraad regelt de verdere werking van de personen belast met het dagelijks bestuur van de vennootschap.

Beperkingen van de vertegenwoordigingsbevoegdheid van de personen belast met het dagelijks bestuur, andere dan deze inzake de gezamenlijke handtekeningbevoegdheid, kunnen niet worden tegengeworpen aan derden, zelfs indien zij worden bekendgemaakt.

De personen belast met het dagelijks bestuur kunnen binnen hun bevoegdheden aan lasthebbers van hun keuze bijzondere volmachten verlenen."

- Artikel 21, paragraaf 3: verwijderd

- Artikel 22, paragraaf 1: verwijderd

- Nieuw artikel 17.1: volgende tekst toegevoegd:

Raad van toezicht

"De raad van toezicht vertegenwoordigt de vennootschap jegens derden in alle aangelegenheden waarvoor hij overeenkomstig het toepasselijk recht bevoegd is. Met betrekking tot de bevoegdheid van de raad van toezicht, wordt de vennootschap tevens vertegenwoordigd door twee leden van de raad van toezicht die gezamenlijk optreden, op voorwaarde dat deze leden geen leden kunnen zijn die, in feite, aandeelhouders vertegenwoordigen die meer dan 20 procent van het kapitaal van de vennootschap aanhouden."

- Nieuw artikel 17.2: volgende tekst toegevoegd:

Directieraad

"De directieraad vertegenwoordigt de vennootschap jegens derden in alle aangelegenheden, met uitzondering van die aangelegenheden waarvoor, in overeenstemming met het toepasselijk recht, de raad van toezicht exclusief bevoegd is. Met betrekking tot de bevoegdheid van de directieraad, wordt de vennootschap tevens vertegenwoordigd door één lid van de directieraad alleen optredend."

- Artikel 22, paragraaf 2 (nieuw artikel 17.3): vervangen door volgende tekst:

Gedelegeerde bevoegdheden

"De vennootschap wordt eveneens in en buiten rechte rechtsgeldig vertegenwoordigd wat het dagelijks bestuur aangaat door de perso(o)n(en) belast met het dagelijks bestuur van de vennootschap die alleen of gezamenlijk handelen in uitvoering van het delegatiebesluit van de directieraad.

Bovendien wordt de vennootschap rechtsgeldig verbonden door bijzondere volmachtigden binnen de perken van de hen verleende volmacht.

Wanneer de vennootschap wordt benoemd tot bestuurder, lid van de raad van toezicht, lid van de directieraad of vereffenaar van een andere vennootschap, benoemt zij een natuurlijke persoon als vaste vertegenwoordiger die belast wordt met de uitvoering van de opdracht in naam en voor rekening van de vennootschap."

- Article 22, para 1: deleted

- New article 17.1: inserted the following text:

Supervisory board

"The supervisory board represents the company vis-à-vis third parties in all matters for which it has exclusive competence in accordance with the applicable law. With regard to the powers of the supervisory board, the company is also represented by two members of the supervisory board acting jointly, provided that these members cannot be members who factually represent shareholders holding more than 20 percent of the company's capital."

- New article 17.2: inserted the following text:

Management board

"The management board represents the company vis-à-vis third parties in all matters, with the exception of those matters for which, in accordance with the applicable law, the supervisory board has exclusive competence. With regard to the powers of the management board, the company is also represented by one member of the management board acting alone."

- Article 22, para 2 (new article 17.3): replaced by the following text:

Delegated authorities

"Within the limits of the day-to-day management, the company is furthermore validly represented in dealings with third parties and in legal proceedings by the person(s) entrusted with the day-to-day management of the company acting jointly or individually in accordance with the delegation by the management board.

Moreover, the company is validly bound by special attorneys-in-fact within the limits of the powers granted to them.

When the company is appointed as director, member of the supervisory board, member of the management board or liquidator of another company, it will appoint a physical person as its permanent representative who is entrusted with the execution of the mandate for and on behalf of the company."

- Article 24 (new article 19): replaced "members of the Institute of Company Auditors ("Instituut van Bedrijfsrevisoren")" by "Company Auditors entered in the public register of the statutory auditors or among the registered audit firms"

Title IV – Shareholders' meetings

- Article 27 para 3 (new article 22 para 3): replaced by the following text:

"An extraordinary shareholders' meeting may be convened each time the interest of the company so requires and is to be convened each time shareholders representing together at least one tenth of the capital so request in accordance with the applicable law."

- Article 28 (new article 23): replaced "article [533, §2 / 535 / 533bis, §1 / 533bis §2 / 533ter] of the Companies Code" by "applicable law"

- Article 30 (new article 25): deleted "Belgian" prior to "law provisions", replaced "article 29 of the articles of association" by "article 24 of the articles of association" and inserted "non-voting rights" between "profit sharing certificates" and "convertible bonds"

- Article 31 (new article 26): inserted "other" before "members of the supervisory board"

- Article 32 (new article 27): replaced by the following text:

"The supervisory board has the right, prior to any ordinary, special or extraordinary shareholders' meeting, to postpone

- Artikel 23 (nieuw artikel 18): "Comitees" in de ondertitel vervangen door "Comités"

- Artikel 24 (nieuw artikel 19): "leden van het instituut van Bedrijfsrevisoren" vervangen door "Bedrijfsrevisoren ingeschreven in het openbaar register van de bedrijfsrevisoren of onder de geregistreerde auditkantoren"; "de algemene vergadering van aandeelhouder" vervangen door "de algemene vergadering" en "op straf van" vervangen door "op straffe van"

Titel IV – Algemene vergadering

- Artikel 27 (nieuw artikel 22): vervangen door volgende tekst:

"De gewone algemene vergadering wordt gehouden op de laatste dinsdag van de maand april om 14 uur. Indien deze dag een wettelijke feestdag is in België of in Nederland, wordt de algemene vergadering gehouden op de daaropvolgende dag die een werkdag is zowel in België als in Nederland, eveneens om 14 uur.

De gewone algemene vergadering behandelt de jaarrekening en spreekt zich, na goedkeuring daarvan, bij afzonderlijke stemming uit over het verlenen van kwijting aan de leden van raad van toezicht en aan de commissarissen.

Een buitengewone algemene vergadering kan worden bijeengeroepen telkens het belang van de vennootschap het vereist en moet worden bijeengeroepen telkens de aandeelhouders die samen een tiende van het kapitaal vertegenwoordigen er om vragen overeenkomstig de terzake geldende wettelijke bepalingen.

De algemene vergaderingen vinden plaats op de zetel of op elke andere plaats die vermeld is in de oproeping."

- Artikel 28 (nieuw artikel 23): "artikel [533, §2 / 535 / 533bis, §1 / 533bis §2 / 533ter] en andere voorschriften van het Wetboek van vennootschappen" vervangen door "de terzake geldende wettelijke bepalingen"; "3%" vervangen door "drie procent" en "de tweentwintigste dag" vervangen door "de 22e dag"

- Artikel 29 (nieuw artikel 24): "de veertiende dag" vervangen door "de 14e dag" en "om vierentwintig uur" vervangen door "om 24 uur"

- Artikel 30 (nieuw artikel 25): "Belgische" voorafgaand aan "wettelijke bepalingen" verwijderd, "artikel 29 van de statuten" vervangen door "artikel 24 van de statuten", "elektronische" vervangen door "elektronische", "aanmeldingsformaliteiten" vervangen door "aanmeldingsformaliteiten" en "aandelen zonder stemrecht" toegevoegd tussen "winstbewijzen" en "converteerbare obligaties"

- Artikel 31 (nieuw artikel 26): "overige" toegevoegd voor "aanwezige leden van de raad van toezicht"

- Artikel 32 (nieuw artikel 27): vervangen door volgende tekst:

"De raad van toezicht heeft het recht om voor de zitting elke gewone, bijzondere of buitengewone algemene vergadering te verdagen of af te gelasten, naast het wettelijk recht van de raad van toezicht om elke gewone, bijzondere of buitengewone algemene vergadering tot vijf weken te verdagen omwille van een kennisgeving van een belangrijke deelneming en om tijdens de zitting de beslissing met betrekking tot de goedkeuring van de jaarrekening vijf weken uit te stellen.

De verdaging van de beslissing met betrekking tot de goedkeuring van de jaarrekening maakt een einde aan de beraadslaging en doet de reeds genomen besluiten betreffende de jaarrekening vervallen, met inbegrip van de besluiten betreffende de kwijting van de leden van de raad

or cancel the meeting. This is in addition to the legal right of the supervisory board to postpone any ordinary, special or extraordinary shareholders' meeting for up to five weeks due to an announcement regarding a significant participation, and during the ordinary shareholders' meeting to postpone for five weeks, the decision regarding the approval of the financial statements.

This adjournment of the decision regarding the approval of the financial statements puts an end to the deliberation and renders invalid the resolutions passed with regard to the financial statements, including the resolutions on the discharge of the members of the supervisory board and the auditors. However, it does neither affect the deliberation nor the decisions in respect of resolutions having nothing to do with the financial statements.

All shareholders shall be called to attend the next meeting and admitted, provided that they have completed the formalities laid down in the articles of association, and this regardless of whether or not they attend the first meeting either in person or by proxy.

At the second meeting, the agenda of the initial meeting shall be dealt with in its entirety."

- Article 33 (new article 28): deleted "exercise of the voting rights" in the title of new article 28

- Article 34 para 2 (new article 29 para 2): replaced by the following text:

"The members of the supervisory board, and where applicable, the members of the management board, answer the questions they are asked by the shareholders, during the meeting or in writing, relating to their report or to the agenda items, insofar the communication of information or facts is not of such nature that it would be detrimental to the business interests of the company or to the confidentiality to which the company or its board members are bound. The statutory auditors answer the questions they are asked by the shareholders, during the meeting or in writing, relating to their report, insofar the communication of information or facts is not of such nature that it would be detrimental to the business interests of the company or to the confidentiality to which the company, its board members or the statutory auditors are bound. In case several questions relate to the same subject matter, the board members and the statutory auditors may respond in one answer. As soon as the convening notice is published, the shareholders may ask their questions in writing, which will be answered during the meeting by the board members or the statutory auditors, as the case may be, insofar such shareholders have complied with the formalities to be admitted to the meeting. The questions may also be directed to the company by electronic way via the address that is mentioned in the convening notice for the shareholders' meeting. The company needs to receive these written questions ultimately on the 6th day before the meeting."

- Article 34 para 3 (new article 29 para 3): deleted the last sentence

- Article 34 para 6 (new article 29 para 6): replaced "the provisions of the articles 558 and following of the Companies Code" with "applicable law"

- Article 35 para 2 (new article 30 para 2): inserted "to be" between "are" and "signed"

Titel V – Annual Accounts – Distribution of Profits

- Article 36 (new article 31): replaced "the information prescribed by article 96 of the Companies Code" with "other information required by applicable law"

van toezicht en de commissarissen. Zij doet echter geen afbreuk aan de beraadslaging noch aan de genomen besluiten over de voorstellen die niet de jaarrekening betreffen.

Alle aandeelhouders worden tot de volgende vergadering opgeroepen en toegelaten mits zij de door de statuten bepaalde formaliteiten hebben vervuld en dit ongeacht of zij al dan niet aan de eerste vergadering persoonlijk of via een gemachtigde hebben deelgenomen.

Tijdens de tweede vergadering zal de agenda van de eerste vergadering geheel worden afgehandeld."

- Artikel 33 (nieuw artikel 28): "uitoefening van het stemrecht" verwijderd in de titel van het nieuw artikel 28

- Artikel 34 paragraaf 2 (nieuw artikel 29 paragraaf 2): vervangen door volgende tekst:

"De leden van de raad van toezicht, en, indien van toepassing, de leden van de directieraad, geven antwoord op de vragen die hen door de aandeelhouders, tijdens de vergadering of schriftelijk, worden gesteld met betrekking tot hun verslag of tot de agendapunten, voor zover de mededeling van gegevens of feiten niet van dien aard is dat zij nadelig zou zijn voor de zakelijke belangen van de vennootschap of voor de vertrouwelijkheid waartoe de vennootschap of de leden van haar bestuursorganen zich hebben verbonden. De commissarissen geven antwoord op de vragen die hen door de aandeelhouders, tijdens de vergadering of schriftelijk, worden gesteld met betrekking tot hun verslag, voor zover de mededeling van gegevens of feiten niet van dien aard is dat zij nadelig zou zijn voor de zakelijke belangen van de vennootschap of voor de vertrouwelijkheid waartoe de vennootschap, de leden van haar bestuursorganen of de commissarissen zich hebben verbonden. Wanneer verschillende vragen over hetzelfde onderwerp handelen, mogen de leden van de bestuursorganen en de commissarissen daarop één antwoord geven. Zodra de oproeping gepubliceerd is, kunnen de aandeelhouders hun vragen schriftelijk stellen, die tijdens de vergadering zullen worden beantwoord door, naargelang het geval, leden van de bestuursorganen of de commissarissen, voor zover die aandeelhouders voldoen aan de formaliteiten die vervuld moeten worden om tot de vergadering te worden toegelaten. De vragen kunnen ook langs elektronische weg tot de vennootschap worden gericht via het in de oproeping tot de algemene vergadering vermelde adres. De vennootschap dient deze schriftelijke vragen uiterlijk op de zesde dag vóór de vergadering te ontvangen."

- Artikel 34 paragraaf 3 (nieuw artikel 29 paragraaf 3): laatste zin verwijderd

- Artikel 34 paragraaf 5 (nieuw artikel 29 paragraaf 5): "met eenvoudige meerderheid" vervangen door "met gewone meerderheid"

- Artikel 34 paragraaf 6 (nieuw artikel 29 paragraaf 6): "de voorschriften van de artikelen 558 en volgende van het wetboek van vennootschappen" vervangen door "de terzake geldende wettelijke bepalingen"

- Artikel 35, paragraaf 1 (nieuw artikel 30, paragraaf 1): de laatste zin vervangen door "Aan de notulen worden de aanwezigheidslijst, en de eventuele verslagen, volmachten of schriftelijke stemmingen gehecht."

- Artikel 35, paragraaf 3 (nieuw artikel 30, paragraaf 3): "elektronische" vervangen door "elektronische" en "binnen vijftien dagen" vervangen door "binnen 15 dagen"

Titel V – Jaarrekening – winstverdeling

- Article 37 (new article 32): replaced "the other documents mentioned in article 100 of the Companies Code" with "other documents required by applicable law"

- Article 39 (new article 34): inserted "or out of the profit of the previous financial year as long as the financial statements of that financial year have not yet been approved" at the end of the last sentence

Title VI – Dissolution – Winding-Up

- Article 40 (new article 35): replaced "article [633 / 634] of the Companies Code" by "applicable law", inserted "; whereby abstentions are not included in the numerator nor in the denominator" at the end of the 2nd paragraph and "or the public prosecutor" after "every party having an interest"

- Article 42 (new article 37): replaced "the articles 186 and following of the Companies Code" with "applicable law"

Title VII – General Provisions

- Article 44 (new article 39): replaced "Each director, executive" with "Each member of the supervisory board, member of the management board, person entrusted with the day-to-day management of the company" and "notice" by "notices"

- Article 47 (new article 42): replaced "directors" with "members of the supervisory board, members of the management board"

Temporary provisions of the articles of association

- Authorized capital: replaced "share capital" by "subscribed capital"; "articles [603 to 608 / 607] of the Companies Code of 7 May 1999 (as amended or replaced)" by "applicable law"; "all independent directors (within the meaning of article 520ter of the Companies Code)" by "all independent members of the supervisory board (within the meaning of the Code of Companies and Associations juncto the relevant principles of the Corporate Governance Code 2020)"; "directors" by "members of the supervisory board, members of the management board"; "a person referred to in article 520ter, 524bis or 525" by "a member of the supervisory board, a member of the management board or a person entrusted with the day-to-day management"

- Use of authorized capital in specific circumstances: replaced "share capital" by "subscribed capital"; "articles [603 to 608 / 607] of the Companies Code of 7 May 1999 (as amended or replaced)" by "applicable law"; "directors" by "members of the supervisory board, members of the management board"; "a person referred to in article 520ter, 524bis or 525" by "a member of the supervisory board, a member of the management board or a person entrusted with the day-to-day management"

- Overall replacements:

- In articles 1, 4, 12, 24, 28, 30, 38, 39, 45, 46 and 47: "Companies Code" by "Code of Companies and Associations"
- In articles 2 para 1, 6, 12, 23, 24, 25, 28, 29, 30, 31, 36, 37, 38, 39, 42 and the temporary provisions of the articles of association: "board (of directors)" by "supervisory board"
- In articles 2 para 2 and 7: "board of directors" by "management board"
- In title I and the articles 2, 5, 6, 27, 28, 29, 35, 38, 40 and 44: deleted "registered"
- In title I and article 3: replaced "purpose" by "object"
- In articles 12, 29, 30 and the temporary provisions of the articles of association: replaced "warrants" with "subscriptions rights"

- Artikel 36 (nieuw artikel 31): "artikel 96 van het wetboek van vennootschappen" vervangen door "de terzake geldende wettelijke bepalingen"

- Artikel 37 (nieuw artikel 32): "de overige in artikel 100 van het wetboek van vennootschappen vermelde documenten" vervangen door "de overige documenten zoals opgelegd door de terzake geldende wettelijke bepalingen" en "binnen dertig dagen" vervangen door "binnen 30 dagen"

- Artikel 38 (nieuw artikel 33): "vijf ten honderd (5%)" vervangen door "vijf procent"

- Artikel 39 (nieuw artikel 34): "of op de winst van het vorige boekjaar, mits de jaarrekening van dat boekjaar nog niet werd goedgekeurd" toegevoegd aan de laatste zin

Titel VI – Ontbinding – vereffening

- Artikel 40 (nieuw artikel 35): "tengevolge" vervangen door "ten gevolge"; "artikel [633/634] van het Wetboek van vennootschappen" vervangen door "de terzake geldende wettelijke bepalingen"; "waarbij onthoudingen in de teller noch in de noemer worden meegerekend" toegevoegd aan het einde van de tweede paragraaf en "of het openbaar ministerie" toegevoegd achter "iedere belanghebbende"

- Artikel 42 (nieuw artikel 37): "artikel 186 en volgende van het Wetboek van vennootschappen" vervangen door "terzake geldende wettelijke bepalingen"

Titel VII – Algemene bepalingen

- Artikel 44 (nieuw artikel 39): "gedomicileerde bestuurder, directeur en vereffenaar" vervangen door "gedomicileerd lid van de raad van toezicht, lid van de directieraad, persoon belast met het dagelijks bestuur van de vennootschap en vereffenaar"

- Artikel 47 (nieuw artikel 42): "bestuurders" vervangen door "leden van de raad van toezicht, leden van de directieraad"

Tijdelijke statutaire bepalingen

- Toegestaan kapitaal: "artikelen [603 tot 608 / 607] van het Wetboek van vennootschappen van 7 mei 1999 (zoals gewijzigd of vervangen)" vervangen door "de terzake geldende wettelijke bepalingen"; "maatschappelijk kapitaal" vervangen door "geplaatste kapitaal"; "tweintig procent (20%)" vervangen door "20 procent"; "aandeelhoudersvergadering" vervangen door "algemene vergadering"; "warrantenplannen" vervangen door "plannen met betrekking tot inschrijvingsrechten"; "bestuurders" vervangen door "leden van de raad van toezicht, leden van de directieraad" en "personen zijn waarnaar wordt verwezen in artikel 520ter, 524bis of 525 van het Wetboek van vennootschappen van 7 mei 1999 (zoals gewijzigd of vervangen)" vervangen door "een lid van de raad van toezicht, een lid van de directieraad of een persoon belast met het dagelijks bestuur"

- Gebruik van het toegestaan kapitaal in specifieke situaties: "artikelen [603 tot 608 / 607] van het Wetboek van vennootschappen" vervangen door "de terzake geldende wettelijke bepalingen"; "het maatschappelijk kapitaal" vervangen door "het geplaatste kapitaal"; "tweeëntachtig miljoen vijfhonderd eenerzestigduizend zevenhonderd vierenzestig euro en drieënnegentig cent (82.561.764,93 EUR)" vervangen door "EUR 82.561.764,93"; "drieëndertig procent (33%)" vervangen door "33 procent"; "aandeelhoudersvergadering" vervangen door "algemene vergadering"; "onafhankelijke bestuurders (in de zin van artikel 526ter van het Wetboek van vennootschappen)" vervangen door "onafhankelijke leden van de raad van toezicht (in de zin van het Wetboek van Vennootschappen en Verenigingen juncto de geldende principes van de Corporate Governance Code 2020)"; "bestuurders" vervangen door

- In articles 29 and 30: replaced "bonds" by "convertible bonds"
- In articles 27, 31, 35, 36, 37 and 40: replaced "director(s)" by "member(s) of the supervisory board"

"leden van de raad van toezicht, leden van de directieraad",
"warrantenplannen" vervangen door "plannen met betrekking
tot inschrijvingsrechten" en "personen waarnaar wordt
verwezen in artikel 520ter, 524bis of 525 van het Wetboek
van vennootschappen" vervangen door "een lid van de raad
van toezicht, een lid van de directieraad of een persoon belast
met het dagelijks bestuur"

- Algemene vervangingen:

- In artikelen 1, 4, 12, 24, 28, 30, 38, 39, 45, 46 en 47: "Wetboek van vennootschappen" door "Wetboek van Vennootschappen en Verenigingen"
- In artikelen 2 para 1, 6, 12, 23, 24, 25, 28, 29, 30, 31, 36, 37, 38, 39, 42 en tijdelijke statutaire bepalingen: "raad van bestuur" door "raad van toezicht"
- In artikelen 2 para 2 en 7: "raad van bestuur" door "directieraad"
- In artikelen 2, 5 para 2, 6, 28, 29, 35, 38, 40 en 44: "maatschappelijk" verwijderd
- In titel I en artikel 3: "doel" door "voorwerp"
- In artikelen 12, 29, 30 en de tijdelijke statutaire bepalingen: "warrant" door "inschrijvingsrecht"
- In artikelen 29 en 30: "obligaties" door "converteerbare obligaties"
- In artikelen 31, 35, 36, 37 en 40: "bestuurder(s)" door "lid/leden van de raad van toezicht"

Agendapunt 3 - Stemwijze:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 3 - Manner of voting:

4. Benoeming van de leden van de raad van toezicht

Voorstel van besluit: De algemene vergadering besluit om volgende leden van de raad van toezicht te benoemen voor de resterende duur van hun huidige mandaat als bestuurder in de raad van bestuur:

- Dr. Raj Parekh, als lid van de raad van toezicht van de Vennootschap;
- Dhr. Howard Rowe, als lid van de raad van toezicht van de Vennootschap en, op voorstel van de raad van bestuur en in overeenstemming met het advies van het benoemings- en remuneratiecomité van de Vennootschap, om Dhr. Howard Rowe te benoemen als onafhankelijk lid omdat hij beantwoordt aan de onafhankelijkheidscriteria van artikel 7:87 van het WVV;
- Mevr. Katrine Bosley, als lid van de raad van toezicht van de Vennootschap en, op voorstel van de raad van bestuur en in overeenstemming met het advies van het benoemings- en remuneratiecomité van de Vennootschap, om Mevr. Katrine Bosley te benoemen als een onafhankelijk lid omdat zij beantwoordt aan de onafhankelijkheidscriteria van artikel 7:87 van het WVV;
- Dr. Mary Kerr, als lid van de raad van toezicht van de Vennootschap en, op voorstel van de raad van bestuur en in overeenstemming met het advies van het benoemings- en remuneratiecomité van de Vennootschap, om Dr. Mary Kerr te benoemen als een onafhankelijk lid omdat zij beantwoordt aan de onafhankelijkheidscriteria van artikel 7:87 van het WVV;
- Dhr. Peter Guenter, als lid van de raad van toezicht van de Vennootschap en, op voorstel van de raad van

4. Appointment of the members of the supervisory board.

Proposed resolution: The shareholders' meeting resolves to appoint the following members of the supervisory board for the remaining term of their current mandate as director in the board of directors:

- Dr. Raj Parekh, as a member of the supervisory board of the Company;
- Mr. Howard Rowe, as a member of the supervisory board of the Company and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Mr. Howard Rowe as an independent member as he meets the independence criteria set forth in article 7:87 of the CCA;
- Ms. Katrine Bosley, as a member of the supervisory board of the Company and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Ms. Katrine Bosley as an independent member as she meets the independence criteria set forth in article 7:87 of the CCA;
- Dr. Mary Kerr, as a member of the supervisory board of the Company and, upon the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Dr. Mary Kerr as an independent member as she meets the independence criteria set forth in article 7:87 of the CCA;
- Mr. Peter Guenter, as a member of the supervisory board of the Company and, upon the proposal of the

bestuur en in overeenstemming met het advies van het benoemings- en remuneratiecomité van de Vennootschap, om Dhr. Peter Guenter te benoemen als een onafhankelijk lid omdat hij beantwoordt aan de onafhankelijkheidscriteria van artikel 7:87 van het WvV;

- Dhr. Daniel O'Day, als lid van de raad van toezicht van de Vennootschap;
- Dr. Linda Higgins, als lid van de raad van toezicht van de Vennootschap;
- Dr. Elisabeth Svanberg, als lid van de raad van toezicht van de Vennootschap en, op voorstel van de raad van bestuur en in overeenstemming met het advies van het benoemings- en remuneratiecomité van de Vennootschap, om Dr. Elisabeth Svanberg te benoemen als een onafhankelijk lid omdat zij beantwoordt aan de onafhankelijkheidscriteria van artikel 7:87 van het WvV.

Onmiddellijk na deze buitengewone algemene vergadering zal de raad van toezicht de leden van de directieraad benoemen.

board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Mr. Peter Guenter as an independent member as he meets the independence criteria set forth in article 7:87 of the CCA;

- Mr. Daniel O'Day, as a member of the supervisory board of the Company;
- Dr. Linda Higgins, as a member of the supervisory board of the Company;
- Dr. Elisabeth Svanberg, as a member of the supervisory board of the Company and in accordance with the proposal of the board of directors and in accordance with the advice of the Company's nomination and remuneration committee, to appoint Dr. Elisabeth Svanberg as an independent member as she meets the independence criteria set forth in article 7:87 of the CCA.

Immediately after this extraordinary shareholders' meeting, the supervisory board will appoint the members of the management board.

Agendapunt 4 - Stemmijze:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 4 - Manner of voting:

5. Machtiging aan de directieraad om bovenstaande besluiten uit te voeren en de statuten te coördineren.

Voorstel van besluit: De algemene vergadering besluit om machtiging te geven aan de directieraad om de genomen besluiten uit te voeren en de statuten te coördineren, met de bevoegdheid om te subdelegeren.

5. Authorization to the management board to execute the above decisions and to coordinate the articles of association.

Proposed resolution: The shareholders' meeting resolves to authorize the management board to execute the decisions taken and to coordinate the articles of association, with power to sub-delegate.

Agendapunt 5 - Stemmijze:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 5 - Manner of voting:

6. 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 toezicht en/of aan elk lid van de directieraad en/of aan de heer Xavier Maes, een bijzondere volmacht te geven, om alleen optredend, met recht van indeplaatsstelling, alle nodige formaliteiten te vervullen vereist met betrekking tot de door huidige vergadering genomen beslissingen bij de Kruispuntbank voor Ondernemingen, ondernemingsloket, griffies van de Ondernemingsrechtbank, administraties en fiscale diensten.

6. Proxy 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 authority to any member of the supervisory board and/or any member of the management board and/or Mr. Xavier Maes, to act alone with power to substitute, to fulfill all necessary formalities with the Crossroad Bank for Enterprises, counters for enterprises, registers of the enterprise courts, administrative agencies and fiscal administrations with respect to the decisions taken at the present meeting.

Agendapunt 6 - Stemmijze:

Voor / In favor

Tegen / Against

Onthouding / Abstention

Agenda item 6 - Manner of voting:

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

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

<i>(Datum / Date)</i>

<i>(Naam / Name)</i>

<i>(Handtekening / Signature)</i>

Het ondergetekende formulier dient **uiterlijk op 22 april 2020** toe te komen op de zetel van Galapagos NV. Deze dient te worden bezorgd per e-mail (shareholders@qjgg.com) of met de post (Galapagos NV, t.a.v. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, België).

Aandeelhouders die wensen te stemmen op afstand moeten tevens voldoen aan de toelatingsvoorwaarden zoals beschreven in de oproeping tot de algemene vergaderingen.

The signed form must be received **at the latest on 22 April 2020** at the registered office of Galapagos NV. It should be submitted by e-mail (shareholders@qjgg.com) or by post (Galapagos NV, attr. Xavier Maes, Generaal De Wittelaan L11 A3, 2800 Mechelen, Belgium).

Shareholders who wish to vote remotely must also comply with the admission conditions as described in the convening notice to the shareholders' meetings.