

NOTICE

Galapagos S.A.

Effective Place of Management:

20 Davis Way

Newgate Lane

Fareham Hampshire

PO14 1AR United Kingdom

Senior Secured Floating Rate Notes due 2021

ISIN Code: XS1071411547 / XS1072185488

5.375% Senior Secured Fixed Rate Notes due 2021

ISIN Code: XS1071419524 / XS1072194803

Fareham — 2 p.m., 17 June 2019

Galapagos S.A. (the “*Issuer*”) announces that it (i) has not made the interest payment with respect to its Senior Secured Notes due on 15 June 2019 (or the next succeeding Business Day) and (ii) does not currently intend to make such interest payment upon the expiry of any relevant grace period (*provided, however*, that accrued but unpaid interest on the Senior Secured Notes will be paid in full on consummation of the Transaction (as defined below)).

As announced by the Issuer on 7 June 2019:

- The Issuer (together with its subsidiaries and its direct parent, Galapagos Holding S.A., the “*Group*”) executed a lock-up agreement (the “*Lock-Up Agreement*”) with certain holders of its Senior Secured Notes, all of the lenders under its Super Senior RCF Agreement and all of the lenders under its Super Senior Guarantee Facility Agreement (together, the “*Consenting Creditors*”) and certain Triton-managed funds. By their execution of the Lock-up Agreement, such parties agreed to support the implementation of a balance-sheet restructuring transaction, which will see a major recapitalisation of the business, a deleveraging of the Group’s balance sheet and an extension of the Group’s debt maturities, subject to the satisfaction of certain conditions precedent (the “*Transaction*”).

- In view of the Transaction and the standstill arrangements that exist under the Lock-up Agreement and the Group’s Intercreditor Agreement, the Group’s intention was not to pay the next interest payments with respect to the Senior Secured Notes or the 7.000% Senior Notes due 2022 of Galapagos Holding S.A. (the “*Senior Notes*”) when due on 15 June 2019 (or on the expiry of any relevant grace period). This intention was communicated again on the investor call with respect to the Senior Secured Notes and Senior Notes held on 13 June 2019. All accrued but unpaid interest on the Senior Secured Notes will be paid in full on consummation of the Transaction.

- Under the terms of the Lock-up Agreement, the Consenting Creditors agreed not to take any enforcement action that they would otherwise be entitled to take by reason of the non-payment of interest with respect to the Senior Secured Notes or the Senior Notes (other than as required to implement the Transaction).

- Under the terms of the Intercreditor Agreement, the holders of the Senior Notes are not entitled to take any enforcement action against Galapagos S.A. or its subsidiaries until at least 179 days have elapsed following the occurrence of an Event of Default and due notice has been given.

As also announced by the Issuer on 7 June 2019, the Group has been in discussions with an ad hoc group of holders of the Senior Notes (the “*SUN AHG*”) with respect to the potential participation of

the holders of the Senior Notes (the “*SUN Holders*”) in the Transaction (the “*Consensual Transaction*”). The Lock-up Agreement included a deadline of 5 pm (London time) on 14 June 2019 to reach agreement with a majority of the SUN Holders to the Consensual Transaction, failing which the Group would proceed on the basis of an alternative transaction that did not require the consent of the SUN Holders (the “*Alternative Transaction*”). In view of the ongoing discussions with the SUN AHG, the relevant parties to the Lock-Up Agreement have now agreed to extend this deadline to **5 pm (London time) on 28 June 2019**. If a Consensual Transaction is not agreed with a majority of the SUN Holders by this revised deadline, the Group intends to proceed on the basis of the Alternative Transaction.

The Issuer also announces that its financial year end has been amended. The Issuer’s financial year shall now run from 15 June to 14 June the following year.

For further information, please contact:

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This announcement contains inside information of Galapagos S.A. for the purposes of Article 7 under Regulation (EU) 596/2014.

Galapagos S.A. is a public limited liability company (Société Anonyme) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 2C Rue Albert Borschette, L-1246 Luxembourg, and being registered with the Luxembourg trade and companies register under number B 186 314.
