

**NOTARIAL DEED OF RECORD OF THE PROCEEDINGS IN THE  
ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ARGENX SE**

On the eighth day of May two thousand and eighteen as of nine hours ante meridiem, I, Dirk-Jan Jeroen Smit, civil law notary, officiating in Amsterdam, the Netherlands, attended, at the request of the board of directors of **argenx SE**, a European company with limited liability (*Societas Europaea* or *SE*) incorporated under the laws of the Netherlands, having its official seat in Rotterdam, the Netherlands, its office address at Willemstraat 5, 4811 AH Breda, the Netherlands and registered with the trade register of the Dutch Chamber of Commerce under number 24435214 (the *Company*) the annual general meeting of shareholders of the Company held at Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BG Schiphol, the Netherlands, with the purpose of taking notarial minutes of the meeting.

At the meeting, I, civil law notary, have established the following:

**Chairperson and secretary**

According to article 24 paragraph 1 of the articles of association of the Company (the *Articles*), the chairman of the board of directors of the Company (the *Board*) will act as chairperson of the meeting (the *Chairperson*). The Chairperson appointed Dirk Beeusaert as the secretary of the meeting (the *Secretary*).

**Opening**

The Chairperson opened the meeting and welcomed all persons present.

The Chairperson informed the meeting that:

- (a) on the twenty-sixth day of March two thousand and eighteen, the convocation for the meeting had been published on the website of the Company and the meeting had been convened in accordance with the legal

- and statutory requirements and therefore valid resolutions may be adopted regarding all items as stated on the agenda of the meeting;
- (b) as of the twenty-sixth day of March two thousand and eighteen, the agenda of the meeting, including the ancillary documentation thereto had been made available for shareholders and persons entitled to attend the meeting at the offices of the Company and on the website of the Company;
  - (c) on the record date, the tenth day of April two thousand and eighteen, being the twenty-eighth day prior to the day of the meeting, the issued and outstanding share capital of the Company amounted to three million two hundred fifty-four thousand eight hundred sixty-five euros and ninety eurocents (EUR 3,254,865.90) divided into thirty-two million five hundred forty-eight thousand six hundred fifty-nine (32,548,659) ordinary shares with a nominal value of ten eurocents (EUR 0.10) each and that according to the attendance list twenty-three million three hundred ninety-six thousand seven hundred seventy-six (23,396,776) of those ordinary shares were present or represented at the meeting, as such constituting seventy-one point eighty-eight per cent (71.88%) of the entire issued and outstanding share capital of the Company, for which in total twenty-three million three hundred ninety-six thousand seven hundred seventy-six (23,396,776) votes could be cast at the meeting;
  - (d) from the members of the Board, Tim van Hauwermeiren and Peter Verhaeghe were present and because of earlier commitments, the other members of the Board were not able to attend;
  - (e) all members of the Board have had the opportunity to advise on all items on the agenda for this meeting, as referred to in section 2:117 of the Dutch Civil Code; and
  - (f) the meeting was going to be held in English.

**Item 2 - Report on the two thousand and seventeen financial year (*discussion item*)**

For the second item on the agenda of the meeting, the Chairperson passed over to Tim van Hauwermeiren, who gave an update of the Company to the meeting. There was no subsequent discussion as none of the shareholders present or represented had any questions relating to the report on the two thousand and seventeen financial year.

**Item 3 - Explanation of the implementation of the remuneration policy (*discussion item*)**

The Chairperson explained the implementation of the remuneration policy during the financial year of two thousand and seventeen and informed the meeting on the remuneration of the members of the Board and options that have been granted to them pursuant to the option plan of the Company. The Chairperson reminded the meeting that the objective of the remuneration policy of the Company is to attract

*[Handwritten signature]*

qualified directors to work in a competitive environment which requires the selection of the best people. He further noted that the remuneration of the members of the Board is in line with the remuneration policy of the Company. None of the shareholders present or represented had any question relating to the remuneration policy.

**Item 4a - Discussion of the two thousand and seventeen annual report (discussion item)**

The Chairperson indicated that Paul Seegers, accountant and partner at Deloitte Accountants B.V. is present at the meeting in order to answer any questions relating to the two thousand and seventeen annual accounts and the two thousand and seventeen annual report. After a brief presentation by the Chairperson of the two thousand and seventeen annual accounts and the two thousand and seventeen annual report, there was no subsequent discussion as none of the shareholders present or represented had any questions relating to the annual accounts and the annual report as presented.

**Item 4b - Adoption of the two thousand and seventeen annual accounts (voting item)**

The Chairperson put the proposal to adopt the two thousand and seventeen annual accounts to the meeting and the Chairperson established that the resolution was adopted by acclamation.

**Item 4c - Corporate governance statements (discussion item)**

Regarding the corporate governance statements, the Chairperson indicated that the Company takes the corporate governance of the Company very seriously and referred to the relevant pages of the two thousand and seventeen annual report. None of the shareholders present or represented had any question relating to the corporate governance statements.

**Item 4d - Allocation of losses of the Company in the financial year two thousand and seventeen to the retained earnings of the Company (voting item)**

The Chairperson indicated that the request is made to the meeting to have the losses of the financial year two thousand and seventeen being allocated to the retained earnings of the Company. The Chairperson put the proposal to make the allocation of the losses to the retained earnings to the meeting and established that the resolution was adopted by acclamation.

**Item 4e - Proposal to release the members of the Board from liability for their respective duties carried out in the financial year two thousand and seventeen (voting item)**

The meeting was requested by the Chairperson to grant each member of the Board discharge for their respective duties, insofar as the exercise of such duties appears from the two thousand and seventeen annual accounts or is otherwise disclosed to the meeting prior to the adoption of the two thousand and seventeen annual accounts. The Chairperson put the proposal to grant such discharge to the members

of the Board to the meeting and established that the resolution was adopted by acclamation.

**Item 5a - Appointment of James Michael Daly as non-executive director to the Board (voting item)**

The Chairperson informed the meeting that it is proposed to appoint James Michael Daly as a non-executive director of the Board with effect from the date of this meeting. The Chairperson indicated that the proposed appointment is for a term ending on the day of the annual general meeting of shareholders to be held in two thousand and twenty-two, which is the fourth year after the year of the appointment. The Chairperson informed the meeting that the proposed appointment was in accordance with the Articles and took into account the pursued composition and profile of the Board as apparent from the profile for the non-executive directors of the Company as available on the website of the Company. The Chairperson further noted that the Board had taken into consideration the skills, knowledge and expertise of James Michael Daly which he built up during his career.

The Chairperson then put the proposal to appoint James Michael Daly as non-executive director of the Board to the meeting and established that the resolution was adopted by acclamation.

**Item 5b - Re-appointment of Tim van Hauwermeiren as executive director to the Board (voting item)**

The Chairperson informed the meeting that it is proposed to re-appoint Tim van Hauwermeiren as an executive director of the Board with effect from the date of this meeting. The Chairperson indicated that the proposed re-appointment is for a term ending on the day of the annual general meeting of shareholders to be held in two thousand and twenty-two, which is the fourth year after the year of the re-appointment. The Chairperson informed the meeting that the proposed re-appointment was in accordance with the Articles. The Chairperson further noted that the Board had taken into consideration the skills, knowledge and expertise of Tim van Hauwermeiren which he built up during his career.

The Chairperson then put the proposal to re-appoint Tim van Hauwermeiren as executive director of the Board to the meeting and established that the resolution was adopted by acclamation.

**Item 5c - Re-appointment of David Lacey as non-executive director to the Board (voting item)**

The Chairperson informed the meeting that it is proposed to re-appoint David Lacey as a non-executive director of the Board with effect from the date of this meeting. The Chairperson indicated that the proposed re-appointment is for a term ending on the day of the annual general meeting of shareholders to be held in two thousand and twenty-two, which is the fourth year after the year of the re-appointment. The Chairperson informed the meeting that the proposed re-appointment was in accordance with the Articles and took into account the pursued composition and

profile of the Board as apparent from the profile for the non-executive directors of the Company as available on the website of the Company. The Chairperson further noted that the Board had taken into consideration the skills, knowledge and expertise of David Lacey which he built up during his career. He continued to mention that the Board is of the impression that the contribution and performance of David Lacey would continue to be effective, and that David Lacey would demonstrate commitment to his role in the Company.

The Chairperson then put the proposal to re-appoint David Lacey as non-executive director of the Board to the meeting and established that the resolution was adopted by acclamation.

**Item 5d – Re-appointment of Peter K.M. Verhaeghe as non-executive director to the Board (voting item)**

The Chairperson informed the meeting that it is proposed to re-appoint Peter K.M. Verhaeghe as a non-executive director of the Board with effect from the date of this meeting. The Chairperson indicated that the proposed re-appointment is for a term ending on the day of the annual general meeting of shareholders to be held in two thousand and twenty-two, which is the fourth year after the year of the re-appointment. The Chairperson informed the meeting that the proposed re-appointment was in accordance with the Articles and took into account the pursued composition and profile of the Board as apparent from the profile for the non-executive directors of the Company as available on the website of the Company. The Chairperson further noted that the Board had taken into consideration the skills, knowledge and expertise of Peter K.M. Verhaeghe which he built up during his career. He continued to mention that the Board is of the impression that the contribution and performance of Peter K.M. Verhaeghe would continue to be effective, and that Peter K.M. Verhaeghe would demonstrate commitment to his role in the Company.

The Chairperson then put the proposal to re-appoint Peter K.M. Verhaeghe as non-executive director of the Board to the meeting and established that the resolution was adopted by acclamation.

**Item 5e – Re-appointment of Werner Lanthaler as non-executive director to the Board (voting item)**

The Chairperson informed the meeting that it is proposed to re-appoint **Werner Lanthaler** as a non-executive director of the Board with effect from the date of this meeting. The Chairperson indicated that the proposed re-appointment is for a term ending on the day of the annual general meeting of shareholders to be held in two thousand and twenty-two, which is the fourth year after the year of the re-appointment. The Chairperson informed the meeting that the proposed re-appointment was in accordance with the Articles and took into account the pursued composition and profile of the Board as apparent from the profile for the non-executive directors of the Company as available on the website of the Company. The



Chairperson further noted that the Board had taken into consideration the skills, knowledge and expertise of Werner Lanthaler which he built up during his career. He continued to mention that the Board is of the impression that the contribution and performance of Werner Lanthaler would continue to be effective, and that Werner Lanthaler would demonstrate commitment to his role in the Company.

The Chairperson then put the proposal to re-appoint Werner Lanthaler as non-executive director of the Board to the meeting and established that the resolution was adopted by acclamation.

**Item 6 - Authorisation of the Board to grant options pursuant to, and within the limits of, the argenx option plan, for a period of eighteen (18) months from this meeting (*voting item*)**

The Chairperson indicated that it is proposed to renew the authorization of the Board to grant stock options in accordance with (and within the limits of) the stock option plan for a period of eighteen (18) months from the date of this meeting.

The Chairperson put the proposal to grant this authorisation of the Board to the meeting and established that the resolution was adopted by acclamation.

**Item 7 – Authorization of the Board to issue shares in the share capital of the Company up to a maximum of twenty per cent (20%) of the outstanding share capital of the Company at the date of the general meeting for a period of eighteen (18) months from this meeting, in addition to the authorization to issue shares pursuant to the exercise of options (*voting item*)**

The Chairperson informed the meeting that it is proposed to replace the currently existing authorisation of the Board to issue ordinary shares in the share capital of the company up to a maximum of twenty per cent (20%) of the issued and outstanding share capital of the company with a new authorisation to designate the Board as the corporate body competent to issue ordinary shares and grant rights to subscribe for ordinary shares in the share capital of the Company at any time during a period of eighteen (18) months as of the date of this meeting up to a maximum of twenty per cent (20%) of the issued and outstanding share capital of the Company on the date of this meeting. The Chairperson noted that such authorization is in addition to the authorization to issue shares pursuant to the grant and exercise of stock options, as proposed to be granted under item 6. of the agenda.

The Chairperson put the proposal to grant this authorisation to the Board to the meeting and established that the resolution was adopted by acclamation.

**Item 8 - Authorisation of the Board to, insofar as necessary, limit or exclude pre-emptive rights regarding an issuance of new shares and/or a grant of rights to subscribe for new shares, for a period of eighteen (18) months from the date of this meeting (*voting item*)**

The Chairperson requested the meeting to designate the Board as the corporate body competent to limit or exclude pre-emptive rights in relation to any issuance of ordinary shares and/or any grant of rights to subscribe for ordinary shares to which



the Board may resolve as authorised under items 6 and 7 of the agenda, for a period of eighteen (18) months from the date of this meeting.

The Chairperson put the proposal to grant this authorisation to this meeting and established that the resolution was adopted by acclamation.

**Item 9 - Appointment of Deloitte Accountants B.V. as external auditor of the Company for the financial year for two thousand and eighteen (voting item)**

The Chairperson put the proposal to appoint Deloitte Accountants B.V. for the financial year two thousand eighteen to the meeting and established that the resolution was adopted by acclamation.

**Item 10 - Any other business, announcements or questions**

There were no further announcements or questions, nor was other business discussed.

**Item 11 - Closing**

The Chairperson then noted that since there were no further items to discuss or resolve upon, which concluded the formal business of the meeting, and the Chairperson thanked all present and closed the meeting at nine hours and thirty-five minutes ante meridiem.

**Voting results.**

The exact results of the voting have been set out in a document that was provided to me, civil law notary, by the Company after the meeting, a copy of which is attached to this deed.

**Final.**

The Chairperson and the Secretary have authorised Mark Robin Johannes Maarschalkerweerd, deputy civil law notary, to co-sign this deed on their behalf, to evidence that the minutes duly reflect the proceedings in the meeting.

In witness of the proceedings in the meeting the original of this deed, which shall be retained by me, civil law notary, was executed in Amsterdam, the Netherlands, on the 5th day of June two thousand and eighteen.

Peter Verhaegle  
Chairman of the Board of Directors

D. BOBU SIDOR  
General Counsel.