



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

On the second day of May two thousand and twenty-three as of twelve hours post 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 Laarderhoogtweg 25, 1101 EB Amsterdam, 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 BN Schiphol Airport (municipality of Haarlemmermeer), 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 Pieter Spuijbroek as the secretary of the meeting (the **Secretary**).

**Opening**

The Chairperson opened the meeting and welcomed all persons present or represented.

The Chairperson informed the meeting that:

- (a) on the seventeenth day of March two thousand and twenty-three, 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 seventeenth day of March two thousand and twenty-three, 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 fourth day of April two thousand and twenty-three, being the— twenty-eighth day prior to the day of the meeting, the issued and outstanding share— capital of the Company amounted to five million five hundred sixty-eight thousand— five hundred eighty-eight euros and thirty eurocents (EUR 5,568,588.30) divided— into fifty-five million six hundred eighty-five thousand eight hundred and eighty-three (55,685,883) ordinary shares with a nominal value of ten eurocents (EUR 0.10) \_\_\_\_\_ each and that according to the attendance list forty-six million seven hundred \_\_\_\_\_ eighty-one thousand one hundred and sixty-five (46,781,165) of those ordinary \_\_\_\_\_ shares were represented at the meeting, as such constituting eighty-four point zero— one per cent (84.01%) of the entire issued and outstanding share capital of the \_\_\_\_\_ Company, for which in total forty-six million seven hundred eighty-one thousand one— hundred and sixty-five (46,781,165) votes could be cast at the meeting; \_\_\_\_\_
- (d) from the members of the Board, Tim van Hauwermeiren, Peter Verhaeghe, Pamela— Klein, Donald deBethizy, Anthony Rosenberg, Ana Cespedes, Camilla Sylvest and— James Michael Daly were presented and because of earlier commitments, Steve \_\_\_\_\_ Krognés was 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 twenty-two financial year (*discussion item*)**— For the second item on the agenda of the meeting, Tim van Hauwermeiren (as CEO) gave— an update of the Company to the meeting. Following the presentation, the attending \_\_\_\_\_ shareholders were given the opportunity to ask questions to Tim van Hauwermeiren and the other members of the Board. \_\_\_\_\_

**Item 3 - The two thousand and twenty-two remuneration report (*advisory non-binding voting item*)** \_\_\_\_\_

The Chairman explained that the shareholders are requested to give an advisory, non— binding vote on the two thousand and twenty-two remuneration report. The remuneration— report explains how the remuneration policy (which was approved in two thousand and \_\_\_\_\_ twenty-one) has been applied in the financial year two thousand and twenty-two, and how— the company has taken into account shareholder feedback on the two thousand and twenty— one remuneration report as approved in two thousand and twenty-two. \_\_\_\_\_





The Chairperson put the proposal for an advisory, non-binding vote on the two thousand— and twenty-two remuneration report to the meeting and established that the resolution was— not adopted. \_\_\_\_\_

**Item 4a - Discussion of the two thousand and twenty-two annual report and annual— accounts (*discussion item*)** \_\_\_\_\_

The Chairperson gave a brief presentation of the two thousand and twenty-two annual— accounts and annual report. \_\_\_\_\_

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

The Chairperson put the proposal to adopt the two thousand and twenty-two annual— accounts to the meeting and the Chairperson established that the resolution was adopted.—

**Item 4c - Corporate governance statement (*discussion item*)** \_\_\_\_\_

Regarding the corporate governance statement, 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 twenty-two annual report. None of the— shareholders present had any question relating to the corporate governance statement.—

**Item 4d - Allocation of losses of the Company in the financial year two thousand and— twenty-two 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 twenty-two 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. \_\_\_\_\_

**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 twenty-two— (*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 twenty-two annual accounts or is otherwise disclosed to the meeting prior— to the adoption of the two thousand and twenty-two 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. \_\_\_\_\_

**Item 5 – Re-appointment of Dr. Donald deBethizy as non-executive director for a— period of two years (*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-five, which is the second 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 Dr. Donald deBethizy which he built up during his career — and his contribution and performance as non-executive director of the Company. —

The Chairperson then put the proposal to re-appoint Dr. Donald deBethizy as non-executive director of the Board to the meeting and established that the resolution was adopted. —

**Item 6 – Authorization of the board of directors to issue shares and grant rights to — subscribe for shares in the share capital of the Company up to a maximum of ten — percent (10%) of the outstanding capital at the date of the general meeting for a — period of eighteen (18) months from the general meeting and to limit or exclude — statutory pre-emptive rights with regard to such (rights to subscribe for) shares — (voting item) —**

The Chairperson informed the meeting that it is proposed to designate the Board as the — corporate body competent (i) to issue ordinary shares in the capital of the Company and — grant rights to subscribe for ordinary shares in the capital of the Company at any time during a period of eighteen (18) months as of the date of this general meeting up to a maximum of — ten percent (10%) of the issued share capital of the Company, to be calculated against the — amount of issued share capital as it will be at the date of this general meeting and in relation thereto, and (ii) to limit or exclude the statutory pre-emptive rights with regard to such (rights to subscribe for) shares. The Chairperson put the proposal to grant this authorisation to the — Board to the meeting and established that the resolution was adopted. —

**Item 7 - Appointment of Deloitte Accountants B.V. as external auditor of the Company for the financial year for two thousand and twenty-three (voting item) —**

The Chairperson put the proposal to appoint Deloitte Accountants B.V. for the financial year — two thousand twenty-three to the meeting and established that the resolution was adopted. —

**Item 8 - Any other business, announcements or questions —**

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

**Item 9 - 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 twelve hours and fifty-four minutes post meridiem. —

**Voting results. —**

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

**Final. —**

In witness of the proceedings in the meeting the original of this deed, which shall be — retained by Dirk-Jan Jeroen Smit, civil law notary aforementioned, was executed in —



Amsterdam, the Netherlands, on the twenty-first day of September two thousand and \_\_\_\_\_  
twenty-three. \_\_\_\_\_  
(was signed)

ISSUED FOR TRUE COPY



A handwritten signature in black ink, consisting of a vertical line with a diagonal stroke crossing it near the top.