

UNOFFICIAL ENGLISH TRANSLATION OF THE PROPOSAL TO PARTIALLY AMEND THE ARTICLES OF ASSOCIATION OF ARGEX SE

as such will be proposed to the annual general meeting of shareholders to be held the Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BG Schiphol, the Netherlands, on 7 May 2024.

The left column shows the current text of the relevant provisions of the articles of association to be amended. The middle column shows the proposed amendments. The right column provides for a short explanation to the proposed amendments.

CURRENT TEXT	PROPOSED AMENDMENT	EXPLANATORY NOTES
<p>Article 2.</p> <p>2 The official seat of the company is in Rotterdam, the Netherlands.</p>	<p>Article 2.</p> <p>2 The official seat of the company is in Amsterdam, the Netherlands.</p>	<p><i>It is intended to change the official seat of argenx SE from Rotterdam to Amsterdam, as the registered office address of the Company is also in Amsterdam.</i></p>
<p>Article 4.</p> <p>1. The authorised capital of the company amounts to nine million euro (€ 9,00,000)</p>	<p>Article 4.</p> <p>1. The authorised capital of the company amounts to nine million euro (€ 9,000,000).</p>	<p><i>The Dutch version of article 4 paragraph 1 of the articles of association had an apparent typographical error in the euro amount (i.e., € 9,00,000 instead of (€ 9,000,000). This apparent typographical error will be corrected.</i></p>

Article 6.

1. Upon the issuance of shares, each holder of shares shall have pre-emptive rights in proportion to the aggregate nominal value of his shares. A shareholder shall not have a pre-emptive right in respect of shares issued against a non-cash contribution. He shall also not have a pre-emptive right in respect of shares issued to employees of the company or of a group company

Article 9.

4. When a proposal or recommendation for appointment of a person as an executive director is made, the following particulars shall be stated: his age and the position he holds or has held, insofar as these are relevant for the performance of the duties of an executive director. The proposal or recommendation must state the reasons on which it

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Article 9.

4. When a proposal or recommendation for appointment of a person as an executive director is made, the following particulars shall be stated: his/her age and the position he/she holds or has held, insofar as these are relevant for the performance of the duties of an executive director. The proposal or recommendation must state the

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is based.

Article 9.

5. When a proposal or recommendation for appointment of a person as a non-executive director is made, the following particulars shall be stated: his age, his profession, the number of shares he holds and the positions he holds or has held, insofar as these are relevant for the performance of the duties of a non-executive director. Furthermore, the names of the legal entities of which he is already a supervisory board member or a non-executive member of the board of directors shall be indicated; if those include legal entities which belong to the same group, a reference of that group will be sufficient. The proposal or recommendation must state the reasons on which it is based.

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Article 9.

This article is updated to include gender neutral wording.

7. A member of the board of directors shall retire not later than on the day on which the first general meeting is held following lapse of four years since his appointment. A member of the board of directors retiring pursuant to this paragraph 7 may be re-appointed.

Article 11.

7. A director having a direct or indirect personal interest that conflicts with the interest of the company and its affiliated enterprise has a conflict of interest. Each director shall inform all other directors of a conflict of interest without delay. A director shall not participate in the deliberations and decision-making process in relation to an item if he has a conflict of interest with respect thereto. In such case, the other directors shall resolve the item. In case because of this no resolution can be adopted by the executive directors, the non-executive directors will resolve on the matter. In case because of this no resolution can be adopted

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by the non-executive directors, the board of directors will resolve on the matter as if there were no conflict of interest within the meaning of the first sentence of this paragraph.

Article 12.

1. The board of directors shall appoint from among its non-executive directors an audit committee, a remuneration committee and a selection and appointment committee. The board of directors may decide to combine the tasks and duties of the remuneration committee and a selection and appointment committee and entrust those to one committee.

Article 22.

1. General meetings shall be held at the place where the company has its official seat or in Amsterdam or at Schiphol (municipality of Haarlemmermeer) and shall be called by the board of directors with due

directors will resolve on the matter as if there were no conflict of interest within the meaning of the first sentence of this paragraph.

Article 12.

1. The board of directors shall appoint from among its non-executive directors an audit and compliance committee, a remuneration committee and a selection and appointment committee. The board of directors may decide to combine the tasks and duties of the remuneration committee and a selection and appointment committee and entrust those to one committee.

Article 22.

1. General meetings shall be held at the place where the company has its official seat or at Schiphol (municipality of Haarlemmermeer) and shall be called by the board of directors with due observance

This amendment reflects that argenx SE has renamed its audit committee to audit and compliance committee.

Since it is proposed to change the official seat of argenx SE to Amsterdam (see proposed change to

observance of applicable statutory provisions and the applicable stock exchange regulations.

Article 22.

of applicable statutory provisions and the applicable stock exchange regulations. Notwithstanding the foregoing, to the extent provided for under Dutch law, the board of directors may also decide to hold a virtual or hybrid general meeting, subject to and in accordance with applicable legislation. The board of directors may establish rules and conditions further governing the registration for, the participation in and the exercise of rights during virtual or hybrid general meetings.

Article 22.

article 2.2 above), it is no longer required to explicitly mention Amsterdam as the place where the general meeting can be held, since this article already provides that general meetings can be held where the company has its official seat.

In addition, a legislative proposal has recently been submitted to Dutch Parliament introducing the possibility for Dutch legal entities to hold virtual only general meetings. In view of this legislative proposal, it is intended to already cater for the possibility in the articles of association to hold virtual only general meetings upon enactment of the legislative proposal.

3. The notice shall state the place, date and hour of the meeting and the agenda of the meeting as well as the other data required by law.

Article 23.

4. Prior to being allowed admittance to a meeting, each person entitled to vote or his proxy must sign the attendance list. The chairperson of the meeting may decide that the attendance list must also be signed by other persons present at the meeting.

Article 25.

3. The notice shall state the place, date and hour of the meeting and the agenda of the meeting as well as the other data required by law. In case of a virtual or hybrid general meeting, the convocation notice shall also state the procedure for digital participation in the general meeting including the digital exercise of voting rights.

Article 23.

4. Prior to being allowed admittance to a meeting, each person entitled to vote or his/her proxy must sign the attendance list. The chairperson of the meeting may decide that the attendance list must also be signed by other persons present at the meeting. The foregoing shall not apply in case of a virtual meeting.

Article 25.

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In addition, gender neutral wording is included in this article.

- 4 All votes shall be cast in writing or electronically. The chairman of the meeting may, however, determine that voting by raising hands or in another manner shall be permitted.
5. Voting by acclamation shall be permitted if none of the shareholders present objects. If it concerns the holding of a vote on persons, anyone present at the meeting with voting rights may demand a vote by secret ballot. Votes by secret ballot shall be cast by means of secret, unsigned ballot papers.
6. Without prejudice to the other provisions of this Article 30, the company shall determine for each resolution passed:
- (a) the number of shares on which valid votes have been cast;
 - (b) the percentage that the number of shares as referred to under a. represents in the issued share capital;
 - (c) the aggregate number of votes validly cast; and
 - (d) the aggregate number of votes cast in favour of and against a resolution, as well as the number of abstentions.

- 4 All votes shall be cast in writing or electronically. The chairperson of the meeting may, however, determine that voting in another manner shall be permitted.
5. Without prejudice to the other provisions of this Article 25, the company shall determine for each resolution passed:
- (a) the number of shares on which valid votes have been cast;
 - (b) the percentage that the number of shares as referred to under a. represents in the issued share capital;
 - (c) the aggregate number of votes validly cast; and
 - (d) the aggregate number of votes cast in favour of and against a resolution, as well as the number of abstentions.

In connection with the introduction to hold virtual only general meetings upon enactment of the legislative proposal, this amendment is updated to reflect the process of voting at virtual general meetings.

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