



Kiadis employee options committed under the Sanofi Offer

April 9, 2021

This is a press release by Kiadis Pharma N.V. (“**Kiadis**”), pursuant to the provisions of Section 5 paragraphs 4 and 5 of the Dutch Decree on Public Takeover Bids (Besluit openbare biedingen Wft) (the “**Decree**”) in connection with the public offer by Sanofi for all the issued and outstanding ordinary shares in the capital of Kiadis launched on February 12, 2021 (the “**Offer**”). The Offer is made only by means of the offer memorandum approved by the Dutch Authority for the Financial Markets (Autoriteit Financiële Markten) on February 10, 2021 and recognized by the Belgian Authority for the Financial Markets (Autoriteit voor Financiële Diensten en Markten) on February 11, 2021 (the “**Offer Memorandum**”). This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities. Capitalized terms used but not defined in this press release will have the meaning given thereto in the Offer Memorandum.

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48.80% of Fully Diluted share capital now committed under the Offer

Amsterdam, The Netherlands, April 9, 2021 – Kiadis Pharma N.V. (“Kiadis” or the “Company”) (Euronext Amsterdam and Brussels: KDS) today announces that all Kiadis employee options with an exercise price below the Offer Price are committed under Sanofi’s Offer, resulting in approximately 48.80% of the Fully Diluted share capital of Kiadis now being committed under the Offer.

None of the holders of options on ordinary shares of Kiadis stock or stock appreciation rights under the Kiadis 2016 Share Option and Stock Appreciation Right Plan with an exercise price below the Offer Price (“**Options**”), decided to opt-out during the opt-out period that ended yesterday. Therefore, on the terms and subject to the conditions described in Section 7.9 (*Options and SARs*) of the Offer Memorandum, the 7,446,147 ordinary shares of Kiadis stock resulting from the exercise of such Options are now committed under the Offer, which is approximately 12.20% of the issued and outstanding ordinary shares of Kiadis stock (on a Fully Diluted basis).

Together with the irrevocable undertakings given by (i) Empery Asset Master Ltd., Empery Tax Efficient, LP and Empery Tax Efficient III, LP; (ii) funds managed by Life Sciences Partners; (iii) former CytoSen Therapeutics Inc. shareholders and option holders; and (iv) Kreos Capital V (UK) Limited, approximately 48.80% of the issued and outstanding ordinary shares of Kiadis stock, calculated on a Fully Diluted basis, are now committed under the Offer.

HIERONDER VOLGT EEN VERTALING VAN HET OORSPRONKELIJK IN DE ENGELSE TAAL OPGESTELDE PERSBERICHT EN DEZE VERTALING WORDT UITSLUITEND VOOR INFORMATIEVE DOELEINDEN VERSTREKT. IN GEVAL VAN VERSCHILLEN TUSSEN BEIDE VERSIES PREVALEERT DE ENGELSE TEKST. AAN DE VERTALING KUNNEN GEEN RECHTEN WORDEN ONTLEEND

Kiadis personeelsopties toegezegd onder het Sanofi bod

48.80% van het aandelenkapitaal op volledig verwaterde basis is nu toegezegd onder het Bod

Amsterdam, Nederland, 9 april 2021 – Kiadis Pharma N.V. (“Kiadis” of de “Vennootschap”) (Euronext Amsterdam en Brussel: KDS) kondigt vandaag aan dat alle Kiadis-personeelsopties met een uitoefenprijs onder de Biedprijs zijn toegezegd onder Sanofi’s bod, wat ertoe leidt dat ongeveer 48,80% van het totale aantal aandelen in het kapitaal van Kiadis op volledig verwaterde basis nu is toegezegd onder het Bod.

Geen van de houders van opties op gewone aandelen in het kapitaal van Kiadis of aandelen appreciatie rechten zoals bedoeld in het Kiadis 2016 Aandelenoptie- en Aandelen Appreciatie Recht Plan met een uitoefenprijs onder de Biedprijs (“**Opties**”), heeft besloten zich af te melden binnen de - gisteren geëindigde – opt-outtermijn. Daarom zijn, onder de voorwaarden zoals beschreven in hoofdstuk 7.9 (*Opties en SAR’s*) van het Biedingsbericht, de 7.446.147 gewone aandelen in het kapitaal van Kiadis die voortvloeien uit de uitoefening van dergelijke Opties nu toegezegd onder het Bod, hetgeen ongeveer 12.20% van de uitgegeven en uitstaande gewone aandelen in het kapitaal van Kiadis (op volledig verwaterde basis) omvat.

Samen met de onherroepelijke toezeggingen van (i) Empery Asset Master Ltd., Empery Tax Efficient, LP en Empery Tax Efficient III, LP; (ii) fondsen beheerd door Life Sciences Partners; (iii) voormalig aandeelhouders en optiehouders van CytoSen Therapeutics Inc. en (iv) Kreos Capital V (VK) Limited, zijn ongeveer 48,80% van de uitgegeven en uitstaande gewone aandelen in het kapitaal van Kiadis, berekend op een volledig verwaterde basis, nu toegezegd onder het Bod.

For information on the Offer including the Offer Memorandum and Position Statement, please visit: <https://ir.kiadis.com/sanofi>.

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About Kiadis

Founded in 1997, Kiadis is committed to developing innovative cell-based medicines for patients with life-threatening diseases. With headquarters in Amsterdam, The Netherlands, and offices and activities across the United States, Kiadis is reimagining medicine by leveraging the natural strengths of humanity and our collective immune system to source the best cells for life.

Kiadis is listed on the regulated market of Euronext Amsterdam and Euronext Brussels since July 2, 2015, under the symbol KDS. Learn more at www.Kiadis.com.

Kiadis Forward-Looking Statements

Certain statements, beliefs and opinions in this press release are forward-looking, which reflect Kiadis' or, as appropriate, Kiadis' officers' current expectations and projections about future events. By their nature, forward-looking statements involve a number of known and unknown risks, uncertainties and assumptions that could cause actual results, performance, achievements or events to differ materially from those expressed, anticipated or implied by the forward-looking statements. These risks, uncertainties and assumptions could adversely affect the outcome and financial effects of the plans and events described herein. A multitude of factors including, but not limited to, changes in demand, regulation, competition and technology, can cause actual events, performance, achievements or results to differ significantly from any anticipated or implied development. Forward-looking statements contained in this press release regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. As a result, Kiadis expressly disclaims any obligation or undertaking to release any update or revisions to any forward-looking statements in this press release as a result of any change in expectations or projections, or any change in events, conditions, assumptions or circumstances on which these forward-looking statements are based. Neither Kiadis nor its advisers or representatives nor any of its subsidiary undertakings or any such person's officers or employees guarantees that the assumptions underlying such forward-looking statements are free from errors nor does either accept any responsibility for the future accuracy of the forward-looking statements contained in this press release or the actual occurrence of the anticipated or implied developments. You should not place undue reliance on forward-looking statements, which speak only as of the date of this press release.