



## Final results of the Offer for Kiadis: 97.39% of Kiadis Shares in total committed under the Offer

April 29, 2021

*This is a joint press release by Sanofi Foreign Participations B.V. (the "Offeror"), Sanofi ("Sanofi") and Kiadis Pharma N.V. ("Kiadis"), pursuant to the provisions of Article 17 paragraph 4 of the Netherlands Decree in Public Takeover Bids (Besluit openbare biedingen Wft, the "Decree") in connection with the recommended public offer by the Offeror for all the issued and outstanding ordinary shares in the capital of Kiadis (the "Offer"). This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities. Any offer will be made only by means of the offer memorandum dated 10 February 2021 (the "Offer Memorandum"), approved by the Dutch Authority for the Financial Markets (Autoriteit Financiële Markten, the "AFM") on 10 February 2021 and recognized by the Belgian Authority for the Financial Markets (Autoriteit voor Financiële Diensten en Markten) on 11 February 2021. This announcement is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, any jurisdiction in which such release, publication or distribution would be unlawful. Terms not defined in this press release will have the meaning as set forth in the Offer Memorandum.*

### Final results of the Offer for Kiadis: 97.39% of Kiadis Shares in total committed under the Offer

- During the Post-Closing Acceptance Period, approximately 2.35% of the Shares on a Fully Diluted basis were tendered under the Offer.
- Including Shares already held by Sanofi following Settlement, this represents a total of 97.39% of the Shares on a Fully Diluted basis.
- Settlement of Shares tendered during the Post-Closing Acceptance Period will take place on 3 May 2021.
- Sanofi will initiate statutory Buy-Out proceedings in an expeditious manner in order to obtain 100% of the Shares.
- The last trading date of the Shares on Euronext Amsterdam and Euronext Brussels ("Euronext") will be 24 May 2021 and listing and trading of the Shares will terminate as of 25 May 2021.

**Paris, France and Amsterdam, The Netherlands, 29 April 2021 – The Offeror, Sanofi (Euronext: SAN and NYSE: SNY) and Kiadis (Euronext Amsterdam and Brussels: KDS)** today are pleased to announce that during the Post-Closing Acceptance Period, which expired at 17:40 (CET) today, 1,436,922 Shares were tendered under the Offer, representing approximately 2.35% of the aggregate issued and outstanding ordinary share capital of Kiadis on a Fully Diluted basis. Including the 58,051,156 Shares already held by Sanofi following Settlement, this is a total of 59,488,078 Shares, representing approximately 97.39% of the aggregate issued and ordinary outstanding share capital of Kiadis on a Fully Diluted basis.

#### Settlement

Shareholders who accepted the Offer shall receive the Offer Price for each Tendered Share tendered during the Post-Closing Acceptance Period and transferred (*geleverd*) to the Offeror for acceptance pursuant to the Offer, under the terms and conditions set out in the Offer Memorandum. Reference is made to Section 5.12 (*Post-Closing Acceptance Period*) of the Offer Memorandum.

Settlement of the Shares and payment of the Offer Price will take place on 3 May 2021. Following settlement of the Shares tendered during the Post-Closing Acceptance Period, the Offeror will (directly or indirectly) hold 59,488,078 Shares, representing approximately 97.39% of the aggregate issued and outstanding ordinary share capital of Kiadis on a Fully Diluted basis.

ING Bank N.V. has been acting as settlement and exchange agent in connection with the Offer.

#### Buy-Out

Since the Offeror owns more than 95% of the Shares, the Offeror will initiate the statutory Buy-Out in an expeditious manner in order to obtain 100% of the Shares. Reference is made to section 6.11(c) (*Buy-Out*) of the Offer Memorandum.

#### Delisting

As a result of the acquisition of more than 95% of the Shares by the Offeror, the listing and trading of the Shares on Euronext will be terminated.

In consultation with Euronext, it has been decided that the last day of trading of the Shares will be on 24 May 2021. This means that the termination of the listing of the Shares shall be effective as of 25 May 2021. Reference is made to Sections 6.11(a) (*Intentions following the Offer being declared unconditional*) and Section 6.11(b) (*Liquidity and delisting*) of the Offer Memorandum.

#### Dutch Translation/ Nederlandse vertaling

- Tijdens de Na-aanmeldingstermijn is ongeveer 2.35% van de Aandelen op basis van Volledige Verwatering aangemeld onder het Bod.
- Inclusief de Aandelen die na Overdracht reeds door Sanofi worden gehouden, vertegenwoordigt dit een totaal van 97.39% van de Aandelen op basis van Volledige Verwatering.
- Overdracht van de Aandelen die zijn aangemeld tijdens de Na-aanmeldingstermijn vindt plaats op 3 mei 2021.

- Sanofi zal op korte termijn de wettelijke Uitkoopprocedure initiëren om 100% van de Aandelen te verkrijgen.
- De laatste handelsdag van de Aandelen aan Euronext Amsterdam en Euronext Brussel ("**Euronext**") zal op 24 mei 2021 zijn en de notering van en de handel in de Aandelen zal eindigen per 25 mei 2021.

**Parijs, Frankrijk en Amsterdam, Nederland, 29 april 2021 – De Bieder, Sanofi (Euronext: SAN en NYSE: SNY) en Kiadis (Euronext Amsterdam en Brussel: KDS)** zijn verheugd vandaag aan te kondigen dat tijdens de Na-aanmeldingstermijn, die vandaag om 17:40 (CET) is geëindigd, 1,436,922 Aandelen zijn aangemeld onder het Bod, wat ongeveer 2.35% van het geplaatst en uitstaand gewoon aandelenkapitaal van Kiadis op basis van Volledige Verwatering vertegenwoordigt. Inclusief de 58,051,156 Aandelen die na Overdracht reeds door Sanofi worden gehouden, zijn dit in totaal 59,488,078 Aandelen, wat ongeveer 97.39% van het geplaatst en uitstaand gewoon aandelenkapitaal van Kiadis op basis van Volledige Verwatering vertegenwoordigt.

#### **Overdracht**

Aandeelhouders die het Bod hebben geaccepteerd zullen de Biedprijs ontvangen voor elk tijdens de Na-aanmeldingstermijn Aangemeld Aandeel dat aan de Bieder is geleverd, onder de voorwaarden zoals uiteengezet in het Biedingsbericht. Verwezen wordt naar Hoofdstuk 5.12 (*Post-Closing Acceptance Period*) van het Biedingsbericht.

Overdracht van de Aandelen en betaling van de Biedprijs zal plaatsvinden op 3 mei 2021. Na overdracht van de Aandelen die zijn aangemeld tijdens de Na-aanmeldingstermijn zal de Bieder (direct of indirect) 59,488,078 Aandelen bezitten, wat ongeveer 97.39% van het totaal geplaatst en uitstaand gewoon aandelenkapitaal van Kiadis op basis van Volledige Verwatering vertegenwoordigt.

ING Bank N.V. heeft opgetreden als omwissel- en betaalkantoor in verband met het Bod.

#### **Uitkoopprocedure**

Aangezien de Bieder meer dan 95% van de Aandelen houdt, zal de Bieder spoedig de wettelijke Uitkoopprocedure in gang zetten om 100% van de Aandelen te verkrijgen. Verwezen wordt naar Hoofdstuk 6.11(c) (*Buy-Out*) van het Biedingsbericht.

#### **Beëindiging van de beursnotering**

Als gevolg van de verkrijging van meer dan 95% van de Aandelen door de Bieder, zal de notering van en de handel in de Aandelen aan Euronext worden beëindigd.

In samenspraak met Euronext is besloten dat de laatste handelsdag van de Aandelen 24 mei 2021 zal zijn. Dit betekent dat de beëindiging van de notering van de Aandelen van kracht wordt per 25 mei 2021. Verwezen wordt naar Hoofdstuk 6.11(a) (*Intentions following the Offer being declared unconditional*) en Hoofdstuk 6.11(b) (*Liquidity and delisting*) van het Biedingsbericht.

**Dit is een vertaling van het oorspronkelijke 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.**

#### **Announcements**

Any announcement contemplated by the Offer Memorandum will be issued by press release. Any press release issued by the Offeror will be made available on the website of the Offeror ([www.sanofi.com](http://www.sanofi.com)). Any press release issued by Kiadis will be made available on the website ([www.kiadis.com](http://www.kiadis.com)).

Subject to any applicable requirements of the applicable rules and without limiting the manner in which the Offeror may choose to make any public announcement, the Offeror will have no obligation to communicate any public announcement other than as described above.

#### **Offer Memorandum, Position Statement and further information**

This announcement contains selected, condensed information regarding the Offer and does not replace the Offer Memorandum and/or the Position Statement. The information in this announcement is not complete and additional information is contained in the Offer Memorandum and the Position Statement.

Digital copies of the Offer Memorandum are available on the website of the Offeror ([www.sanofi.com](http://www.sanofi.com)) and digital copies of the Position Statement are available on the website of Kiadis ([www.kiadis.com](http://www.kiadis.com)). Such websites do not constitute part of, and are not incorporated by reference into, the Offer Memorandum. Copies of the Offer Memorandum and the Position Statement are on request also available free of charge at the offices of Kiadis and the Settlement Agent at the addresses below:

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Kiadis Pharma N.V.  
Paasheuvelweg 25A  
1105 BP Amsterdam  
The Netherlands

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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](http://www.kiadis.com).

**About Sanofi**

Sanofi is dedicated to supporting people through their health challenges. It is a global biopharmaceutical company focused on human health. Sanofi prevents illness with vaccines and provides innovative treatments to fight pain and ease suffering. Sanofi stands by the few who suffer from rare diseases and the millions with long-term chronic conditions.

With more than 100,000 people in 100 countries, Sanofi is transforming scientific innovation into healthcare solutions around the globe.

Sanofi, Empowering Life.

**Disclaimer**

*This press release contains inside information within the meaning of the EU Market Abuse Regulation (596/2014).*

*The information in the press release is not intended to be complete. This announcement is for information purposes only and does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities.*

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**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.*

**Sanofi forward-looking statements**

*This press release contains forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements are statements that are not historical facts. These statements include projections and estimates and their underlying assumptions, statements regarding plans, objectives, intentions and expectations with respect to future financial results, events, operations, services, product development and potential, and statements regarding future performance. Forward-looking statements are generally identified by the words "expects", "anticipates", "believes", "intends", "estimates", "plans" and similar expressions. Although Sanofi's management believes that the expectations reflected in such forward-looking statements are reasonable, investors are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of Sanofi, that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include among other things, risks related to Sanofi's ability to complete the acquisition on the proposed terms or on the proposed timeline, the possibility that competing offers will be made, other risks associated with executing business combination transactions, such as the risk that the businesses will not be integrated successfully, that such integration may be more difficult, time-consuming or costly than expected or that the expected benefits of the acquisition will not be realized, the uncertainties inherent in research and development, future clinical data and analysis, including post marketing, decisions by regulatory authorities, such as the FDA or the EMA, regarding whether and when to approve any drug, device or biological application that may be filed for any such product candidates as well as their decisions regarding labelling and other matters that could affect the availability or commercial potential of such product candidates, the fact that product candidates if approved may not be commercially*

successful, the future approval and commercial success of therapeutic alternatives, Sanofi's ability to benefit from external growth opportunities, to complete related transactions and/or obtain regulatory clearances, risks associated with intellectual property and any related pending or future litigation and the ultimate outcome of such litigation, trends in exchange rates and prevailing interest rates, volatile economic and market conditions, cost containment initiatives and subsequent changes thereto, and the impact that COVID-19 will have on us, our customers, suppliers, vendors, and other business partners, and the financial condition of any one of them, as well as on our employees and on the global economy as a whole. Any material effect of COVID-19 on any of the foregoing could also adversely impact us. This situation is changing rapidly and additional impacts may arise of which we are not currently aware and may exacerbate other previously identified risks. The risks and uncertainties also include the uncertainties discussed or identified in the public filings with the SEC and the AMF made by Sanofi, including those listed under "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements" in Sanofi's annual report on Form 20-F for the year ended December 31, 20 20. Other than as required by applicable law, Sanofi does not undertake any obligation to update or revise any forward-looking information or statements.