

February 2021

Q&A Tender Process

1. What is happening?

- Sanofi is making a recommended public all-cash offer for all issued and outstanding shares in the capital of Kiadis Pharma, for an offer price of EUR 5.45 per Kiadis Pharma share (cum dividend).
- The offer was formally launched on 12 February 2021.
- The Acceptance Period commences at 09:00 hours CET on 15 February 2021 and ends, subject to possible extensions, at 17:40 hours CET on 12 April 2021.
- The offer is made by Sanofi Foreign Participation B.V. a wholly owned indirect subsidiary of Sanofi.
- Reference is made to page 2 and 3 of the Offer Memorandum.

2. Why is Sanofi making the offer?

- Kiadis' NK cell platform and resulting therapeutic pipeline is complementary to the Offeror Group's in-house pipeline including CD-38 (isatuximab) and early stage NK cell engager bispecific programs.
- The Offeror Group and Kiadis have the intention to accelerate the development and commercialisation of Kiadis' trajectory and pipeline programs by leveraging the Offeror Group's global infrastructure and capabilities in research, CMC, development, manufacturing and commercialisation, as well as the Offeror Group's financial strength. This will result in making products rapidly and economically available for a broad patient population across a wide range of indications.
- Key elements of the strategic rationale for the Offer can be found in Section 6.4 (*Rationale for the Offer*) of the Offer Memorandum.

3. Is Kiadis Pharma recommending the Offer?

- The Kiadis Boards, after having received extensive legal and financial advice, and having given due and careful consideration to all aspects of the Offer, have reached the conclusion that, taking into account all circumstances, the Offer is fair to the Shareholders from a financial point of view and in the best interests of Kiadis and all its stakeholders.
- The Kiadis Boards unanimously:
 - support the Transactions,
 - recommend that the Shareholders accept the Offer and tender their Shares in the Offer, and
 - recommend that the Shareholders vote in favour of the resolutions relating to the Offer at the upcoming extraordinary general meeting of Kiadis to be held on 30 March 2021.
- Furthermore, Supervisory Board members Mr Kleijwegt and Mr Saxena have committed to tender their Shares under the Offer and to vote in favour of the Resolutions.
- For further details, please refer to the Position Statement available on Kiadis' website (www.kiadis.com) and Section 6.7 (*Decision making and Recommendation by the Kiadis Boards*) and 6.8 (*Shareholdings of the members of the Kiadis Boards*) of the Offer Memorandum.

4. What are the most significant conditions to the Offer?

- Minimum acceptance level of at least 95% of Kiadis' issued share capital on a fully diluted basis, which will be automatically adjusted to 80% of Kiadis' issued share capital on a fully diluted basis if the Resolution in connection with the Post-Offer Restructuring are passed at the EGM;
- no Superior Offer (i) having been agreed upon by the third-party offeror and Kiadis, or (ii) having been launched;
- other customary conditions.
- A more detailed discussion of the conditions to the Offeror's obligation to declare the Offer unconditional is contained in Section 6.6 (*Offer Conditions, waiver and satisfaction*) of the Offer Memorandum.

5. When is the deadline to accept the Offer?

- The Acceptance Period commences at 09:00 hours CET on 15 February 2021 and ends, subject to possible extensions, at 17:40 hours CET on 12 April 2021.
- Please note that the relevant custodian, bank or stockbroker may set an earlier deadline for communication by Shareholders in order to permit the custodian, bank or stockbroker to communicate the acceptances to the Settlement Agent in a timely manner. Accordingly, Shareholders should contact such financial intermediary to obtain information about the deadline by which such Shareholder must send instructions to the financial intermediary to accept the Offer and should comply with the dates set by such financial intermediary, as such dates may differ from the dates and times noted in the Offer Memorandum.
- Reference is made to Section 5.3 (*Acceptance by the Shareholders*) of the Offer Memorandum.

6. Why should I tender my shares?

- You should tender your shares if you wish to receive the Offer Price of EUR 5.45 in cash per share (cum dividend) after settlement of the Offer. The Offer Price represents:
 - a premium of 272% to the closing price per Share on Euronext Amsterdam and Euronext Brussels on the Reference Date¹;
 - a premium of 247% to the volume-weighted average closing price per Share on Euronext Amsterdam and Euronext Brussels for the 30 trading days prior to and including the Reference Date;
 - a premium of 200% to the volume-weighted average closing price per Share on Euronext Amsterdam and Euronext Brussels for the 90 trading days prior to and including the Reference Date;
 - a premium of 169% to the volume-weighted average closing price per Share on Euronext Amsterdam and Euronext Brussels for the 12 month period prior to and including the Reference Date; and
 - a premium of 70% to the highest closing price per Share on Euronext Amsterdam and Euronext Brussels for the 52 week period prior to and including the Reference Date.
- The Kiadis Boards, after having received extensive legal and financial advice, and having given due and careful consideration to all aspects of the Offer, have reached the conclusion that, taking into account all circumstances, the Offer is fair to the Shareholders from a financial point of view and in the best interests of Kiadis and all its stakeholders.
- Reference is made to Section 6.3 (*Substantiation of the Offer Price*) of the Offer Memorandum.
- If you are in any doubt as to the action you should take, you are recommended to consult your stockbroker, bank, solicitor, accountant, or independent financial adviser without delay.

7. How do I accept the Offer?

- Shareholders who hold their Shares through a custodian, bank or stockbroker must make their acceptance known via their custodian, bank or stockbroker prior to 17:40 hours CET, on 12 April 2021, unless the Acceptance Period is extended in accordance with Section 5.10 (*Extension of the Acceptance Period*) of the Offer Memorandum.
- Please note that the relevant custodian, bank or stockbroker may set an earlier deadline for communication by Shareholders in order to permit the custodian, bank or stockbroker to communicate the acceptances to the Settlement Agent in a timely manner. Accordingly, Shareholders should contact such financial intermediary to obtain information about the deadline by which such Shareholder must send instructions to the financial intermediary to accept the Offer and should comply with the dates set by such financial intermediary, as such dates may differ from the dates and times noted in the Offer Memorandum.
- Reference is made to Section 5.3 (*Acceptance by the Shareholders*) of the Offer Memorandum.

8. When will I receive my money?

- If the Offeror declares the Offer unconditional (*gestand doen*), the Offeror will accept the transfer (*levering*) of all Tendered Shares tendered during the Acceptance Period on the terms of the Offer and transfer the Offer Price to the Shareholders in respect of each transferred (*geleverd*) Tendered Share, no later than 5 Business Days following the date on which the Offer is declared unconditional (*gestand wordt gedaan*).

¹ The Reference Date being 30 October 2020.

- Reference is made to Section 5.11 (*Settlement*) of the Offer Memorandum.

9. Do you recommend that I accept the Offer?

- The Kiadis Boards, after having received extensive legal and financial advice, and having given due and careful consideration to all aspects of the Offer, have reached the conclusion that, taking into account all circumstances, the Offer is fair to the Shareholders from a financial point of view and in the best interests of Kiadis and all its stakeholders.
- The Kiadis Boards unanimously:
 - support the Transactions,
 - recommend that the Shareholders accept the Offer and tender their Shares in the Offer, and
 - recommend that the Shareholders vote in favour of the resolutions relating to the Offer at the upcoming extraordinary general meeting of Kiadis to be held on 30 March 2021.
- Supervisory Board members Mr Kleijwegt and Mr Saxena have committed to tender their Shares under the Offer and to vote in favour of the resolutions relating to the Offer.
- Reference is made to Section 6.7 (*Decision making and Recommendation by the Kiadis Boards*) and 6.8 (*Shareholdings of the members of the Kiadis Boards*) of the Offer Memorandum.
- If you are in any doubt as to the action you should take, you are recommended to consult your stockbroker, bank, solicitor, accountant, or independent financial adviser without delay.

10. What happens if I do not tender my Shares?

- The minimum acceptance level for declaring the Offer unconditional is at least 95% of Kiadis' issued share capital on a fully diluted basis, which will be automatically adjusted to 80% of Kiadis' issued share capital on a fully diluted basis if the resolution in connection with the Post-Offer Restructuring are passed at the EGM.
- If, following the settlement of the Shares tendered during the Acceptance Period and the Post-Closing Acceptance Period, the Offeror holds at least 95% of Kiadis' issued ordinary share capital, the Offeror will commence a compulsory acquisition procedure (*uitkoopprocedure*) to buy out the Shareholders that have not tendered their Shares under the Offer, unless the Offeror elects to pursue the Post-Offer Restructuring.
- Subject to (i) the adoption of the Post-Offer Restructuring Resolution, (ii) the Tendered Shares representing at least 80% and less than 95% of Kiadis' aggregate issued and outstanding ordinary share capital (*geplaatst en uitstaand gewoon aandelenkapitaal*), in each case on a Fully Diluted basis or such higher or lower percentage as may be agreed between the Offeror and Kiadis, and (iii) the Offer having been declared unconditional, the Offeror may, after consultation with Kiadis, decide to pursue the Post-Offer Restructuring as further described in Section 6.11(d) (*Post-Offer Restructuring*) of the Offer Memorandum.
- Reference is made to Sections 6.6(b) (*Waiver*), 6.11(c) (*Buy-Out*) and 6.11(d) (*Post-Offer Restructuring*) of the Offer Memorandum.

11. Will Kiadis continue to be listed in the Amsterdam/Brussels following the offer?

- If the Offer is declared unconditional (*gestand wordt gedaan*), the Offeror and Kiadis shall as soon as possible seek to procure delisting of the Shares from Euronext Amsterdam and Euronext Brussels and seek to terminate the listing agreement between Kiadis and Euronext Amsterdam respectively Euronext Brussels in relation to the listing of the Shares.
- Reference is made to Section 6.11 (*Consequences of the Offer for non-tendering Shareholders*) of the Offer Memorandum.