



**Minutes of the annual general meeting of shareholders (the “Meeting”) of Kiadis Pharma N.V. (“Kiadis” or the “Company”) held on Monday 28 June 2021 at 15:00 (p.m.) CEST.**

In view of the COVID-19 pandemic and pursuant to the special Dutch temporary COVID-19 Justice and Security (Interim Measures) Act (*Tijdelijke wet COVID-19 Justitie en Veiligheid*) (the “COVID-19 Act”), the Meeting was held on a fully virtual basis. Reference is made to the notice, agenda and explanatory notes to the agenda in relation to the Meeting that Kiadis made available on 13 May 2021.

**Agenda item 1 – Opening and announcements**

The Articles of Association stipulate that the Chairman of the Supervisory Board acts as chairman at general meetings. Consequently, Mr. Nestle chairs the Meeting as its Chairman.

The Chairman opens the meeting at 15:01 (p.m.) CEST and welcomes the shareholders that have dialed in and are participating on a virtual basis in the Meeting. The Chairman expresses the hope that everybody is in good health in this special period. At Kiadis the primary goal is to protect the health and safety of Kiadis’ employees, partners and shareholders. This is the reason why Kiadis has again decided to use the opportunity created by the COVID-19 Act to hold a completely virtual annual general meeting of shareholders. By using this virtual set-up for this 2021 annual general meeting of shareholders there is no health risk for shareholders and Kiadis meeting participants. The Chairman notes that English will be used as the primary language for the meeting.

The Chairman introduces the participants from the Kiadis side who are participating in the Meeting:

- Mr. Sjoerd Buijn, deputy-civil law notary from the law firm Allen & Overy LLP; and
- Mr. Remco van der Veer, corporate counsel at Kiadis Pharma N.V.

The Chairman makes the following announcements:

- Shareholders that are registered in the Company’s shareholders register have been sent notice by e-mail at least 42 days before the day of this Meeting.
- In addition, shareholders have been notified by means of a public announcement made on the Company’s website ([www.kiadis.com](http://www.kiadis.com)) at least 42 days before the day of this Meeting.
- In accordance with the provisions of the COVID-19 Act and the agenda with convocation notice for this Meeting, shareholder voting rights have been exercised prior to this Meeting by authorizing the proxy designated by Kiadis in accordance with the instructions included in the Meeting convocation documents. Voting was possible until Monday 21 June 2021 15:00 CEST.
- The documents for this Meeting have been available for inspection as of the day of notice of this Meeting. These documents have been available on the Company’s website by way of download from [www.kiadis.com](http://www.kiadis.com) as of the day of notice of this Meeting.
- Mr. Remco van der Veer will prepare the minutes of this Meeting. For the purpose of minuting the Meeting this Meeting is recorded.

- According to the attendance list, this Meeting is attended or represented by 59,526,136 ordinary shares. Consequently, together a nominal share capital of EUR 5,952,613.60 is represented constituting a total of 97.45% of the Company's issued share capital. A total of 59,526,136 votes has been cast.
- Because of the virtual format of this Meeting and the fact that voting has been done before the Meeting, the meeting order shall be as follows:
  - first, all agenda items will be dealt with by the Chairman;
  - at the end of the Meeting, the voting results shall be released;
  - lastly, the Chairman will close the Meeting after the voting results are shared with the Meeting participants.
- All shares have been voted on, on the basis of powers of attorney and voting instructions that have been received by the Company before the Meeting. These powers of attorney have all been granted to the Chairman of this Meeting.
- Blank votes, invalid votes and abstentions have been considered as not having been cast, but shall be counted towards a quorum.

The Chairman moves to the next agenda item.

#### **Agenda item 2 - Financial Statements for 2020**

It is proposed to adopt the Company's Financial Statements for 2020 as prepared by the Management Board and approved by the Supervisory Board. The 2020 Financial Statements were published on 7 April 2021 and can be found in the Company's Annual Report for 2020. The Financial Statements have been audited by KPMG, the Company's external auditor, and the auditor's report can be found as of page 96 up to and including page 106 of the 2020 Annual Report.

No questions were asked about this specific agenda item prior to the Meeting. The voting result for this agenda item are announced at the end of the Meeting.

The Chairman moves to the next item on the agenda.

#### **Agenda item 3 - Discharge of the members of the Management Board**

It is proposed that the members of the Management Board be released from liability in respect of their managerial activities in 2020.

No questions were asked about this specific agenda item prior to the Meeting. The voting result for this agenda item are announced at the end of the Meeting.

The Chairman moves to the next item on the agenda.

#### **Agenda item 4 - Discharge of the members of the Supervisory Board**

It is proposed that the members of the Supervisory Board be released from liability in respect of their supervisory role in 2020.

No questions were asked about this specific agenda item prior to the Meeting. The voting result for this agenda item are announced at the end of the Meeting.

The Chairman moves to the next item on the agenda.

#### **Agenda item 5 - Full and final discharge of Mr. Arthur Lahr**

During the Company's extraordinary meeting of shareholders held on 30 March 2021, the members of the Supervisory Board that resigned as of the settlement date of the public offer by Sanofi SA on Kiadis Pharma N.V. were granted full and final discharge and were released from liability.

It is now proposed to the Meeting that the member of the Management Board who resigned in April 2021, being Mr. Arthur Lahr, be granted full and final discharge and be released from liability.

No questions were asked about this specific agenda item prior to the Meeting. The voting result for this agenda item are announced at the end of the Meeting.

The Chairman moves to the next item on the agenda.

#### **Agenda item 6 - Appointment of Mr. Dirk de Naeyer as member of the Management Board**

The Supervisory Board has nominated Mr. De Naeyer for appointment as member of the Management Board.

The Supervisory Board considers that Mr. De Naeyer fits the intended profile of the Management Board and has significant experience in leading operations in both clinical and commercial-stage biotechnology companies as well as in senior management positions. With this experience, he can provide valuable contributions to the Management Board.

It is proposed that the Meeting appoints Mr. De Naeyer as a member of the Management Board in accordance with the nomination of the Supervisory Board for a period of four years with effect from the date of the Meeting, ending by close of the annual general meeting to be held in 2025.

No questions were asked about this specific agenda item prior to the Meeting. The voting result for this agenda item are announced at the end of the Meeting.

The Chairman moves to the next item on the agenda.

#### **Agenda item 7 - Appointment of Mr. Pieter Oldenziel as member of the Management Board**

The Supervisory Board has nominated Mr. Oldenziel for appointment as member of the Management Board.

The Supervisory Board considers that Mr. Oldenziel fits the intended profile of the Management Board and has significant experience in finance as well as in senior management positions. With this experience, he can provide valuable contributions to the Management Board.

It is proposed that the Meeting appoints Mr. Oldenziel as a member of the Management Board in accordance with the nomination of the Supervisory Board for a period of four years with effect from the date of the Meeting, ending by close of the annual general meeting to be held in 2025.

No questions were asked about this specific agenda item prior to the Meeting. The voting result for this agenda item are announced at the end of the Meeting.

The Chairman moves to the next item on the agenda.

#### **Agenda item 8 - Appointment of Ernst & Young Accountants LLP as Kiadis Pharma's external auditor for the financial year 2021**

In accordance with the proposal of the Supervisory Board, it is proposed to the Meeting to appoint Ernst & Young Accountants LLP as Kiadis Pharma's external auditor for the financial year 2021.

No questions were asked about this specific agenda item prior to the Meeting. The voting result for this agenda item are announced at the end of the Meeting.

The Chairman moves to the next item on the agenda.

**Agenda item 9 - Conditional approval of the amendment of the Rules of Procedure of the Supervisory Board**

It is proposed that the Meeting approves the revised Rules of Procedure of the Supervisory Board under the condition precedent that Kiadis Pharma is converted into a non-listed private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*).

The full text of the new Rules of Procedure of the Supervisory Board as they will read following the proposed amendment is attached as an appendix to the agenda for this Meeting.

No questions were asked about this specific agenda item prior to the Meeting. The voting result for this agenda item are announced at the end of the Meeting.

The Chairman moves to the next item on the agenda.

**Agenda item 10 - Conditional approval of the amendment of the Rules of Procedure of the Management Board**

It is proposed that the Meeting approves the revised Rules of Procedure of the Management Board under the condition precedent that Kiadis Pharma is converted into a non-listed private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*).

The full text of the new Rules of Procedure of the Management Board as they will read following the proposed amendment is attached as an appendix to the agenda for this Meeting.

No questions were asked about this specific agenda item prior to the Meeting. The voting result for this agenda item are announced at the end of the Meeting.

The Chairman moves to the next item on the agenda.

**No questions asked before and during the Meeting**

The Chairman notes that no questions were submitted before or during the Meeting and therefore sees no reason to adjourn the Meeting. The Chairman moves to the next item on the agenda.

**Agenda item 11 – Any other business**

The Chairman notes that there are no further comments or questions.

**Voting results**

The voting results are announced and presented to the Meeting. The Chairman reads out the voting results. The Chairman establishes that all resolutions have been adopted in full.

**Agenda item 12 – Closing**

The Chairman closes the meeting at 15:10 (p.m.) CEST.

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