



**Notice and agenda of the annual general meeting of shareholders ("Meeting") of Kiadis Pharma N.V.<sup>1</sup> ("Kiadis Pharma") to be held on Monday 28 June 2021 at 15:00 Central European Summer Time (CEST).**

**Agenda**

1. Opening and announcements
2. Financial Statements for 2020 (**voting item**)
3. Discharge of the members of the Management Board (**voting item**)
4. Discharge of the members of the Supervisory Board (**voting item**)
5. Full and final discharge of Mr. Arthur Lahr (**voting item**)
6. Appointment of Mr. Dirk de Naeyer as a member of the Management Board (**voting item**)
7. Appointment of Mr. Pieter Oldenziel as a member of the Management Board (**voting item**)
8. Appointment of Ernst & Young Accountants LLP as Kiadis Pharma's external auditor for the financial year 2021 (**voting item**)
9. Conditional approval of the amendment of the Rules of Procedure of the Supervisory Board (**voting item**)
10. Conditional approval of the amendment of the Rules of Procedure of the Management Board (**voting item**)
11. Any other business
12. Closing

The notice, agenda and explanatory notes to the agenda and the Annual Report for 2020, including the Financial Statements for 2020 and the Appendices, are available for inspection as of the date hereof. These items can be obtained free of charge through the Kiadis Pharma website: [www.kiadis.com](http://www.kiadis.com) and via Van Lanschot Kempen Wealth Management N.V. (telefax number: +31 (0)20 348 9549 or e-mail address: [proxyvoting@kempen.nl](mailto:proxyvoting@kempen.nl)).

Kiadis Pharma's corporate language is English and therefore the Meeting will also be conducted in English.

**Virtual Meeting – COVID-19 measures**

In April 2020, temporary emergency legislation came into effect that makes it possible to hold a fully virtual general meeting of shareholders. This legislation is still in effect. In view of the COVID-19 measures taken by the Dutch government and our strong desire as a healthcare company to protect the health and safety of everyone involved, we have decided that the Meeting will be held entirely virtual. There will therefore be no in-person attendance at the Meeting. To help protect everyone's health and safety, while also ensuring your voice is heard, we are facilitating the virtual Meeting as described hereunder.

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<sup>1</sup> Note: As announced by Kiadis Pharma N.V. on 26 April 2021 (<https://ir.kiadis.com/news-releases/news-release-details/delisting-kiadis-will-be-effective-25-may-2021>), the delisting of Kiadis Pharma N.V.'s shares from Euronext Amsterdam and Euronext Brussels will be effective as of 25 May 2021. As per resolution #4 adopted in Kiadis Pharma N.V.'s extraordinary general meeting of shareholders held on 30 March 2021, Kiadis Pharma N.V. will be converted into a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) (a "B.V."), as soon as possible after the delisting. This means that at the date of the Meeting, Kiadis Pharma may have been converted into a B.V. and its shares will no longer be listed.

In summary, the following will apply for this year's Meeting:

- shareholders will not have physical access to the Meeting;
- Kiadis Pharma will provide instructions how to connect to the virtual Meeting (audio only) to the shareholders that have registered on time;
- shareholders who have registered on time will have the opportunity to ask questions about the items on the Meeting agenda, from Thursday 17 June 2021 until 10:00 CEST on Friday 25 June 2021 and exclusively by e-mail to [AGM2021@kiadis.com](mailto:AGM2021@kiadis.com);
- these questions will be answered before or at the Meeting, possibly by addressing certain themes to which multiple questions relate;
- only shareholders who have used the option to ask questions as specified above will be able to ask a limited number of follow-up questions during the Meeting, using the e-mail address [AGM2021@kiadis.com](mailto:AGM2021@kiadis.com) albeit under certain conditions that will be set by the Chairman during the Meeting in the interest of ensuring an orderly Meeting; and
- shareholders will only be able to vote prior to the Meeting in the manner detailed below.

### **Record Time and relevant register**

For this Meeting, those entitled to vote and/or to attend the Meeting are those who:

- (i) on Monday 31 May 2021, after processing of all debit entries and transfers (the "Record Time"), are registered in Kiadis Pharma's shareholders register or in the administration of the Intermediaries of Euroclear Nederland (the "Intermediaries") within the meaning of the Securities Giro Act (*Wet Giraal Effectenverkeer*); and
- (ii) have duly registered for participation in the Meeting.

### **Participation in the Meeting**

A shareholder holding shares registered in Kiadis Pharma's shareholders register will be informed directly by Kiadis Pharma about how they can participate in the Meeting.

A shareholder holding shares in the administration of the Intermediaries and who chooses to participate in the Meeting may apply via his/her bank in writing until 15:00 CEST on Monday 21 June 2021 to Van Lanschot Kempen Wealth Management N.V., Beethovenstraat 300, 1077 WZ Amsterdam, The Netherlands (telefax number: +31 (0)20 348 9549 or e-mail address: [proxyvoting@kempen.nl](mailto:proxyvoting@kempen.nl)) at which application a confirmation must be submitted from the Intermediaries that the shares concerned were registered in the name of that holder on the Record Time and indicating the number of shares held on the Record Time by that holder. Van Lanschot Kempen Wealth Management N.V. shall arrange for the deposit of these applications at Kiadis Pharma's office address. Ultimately by 15:00 CEST on Wednesday 23 June 2021 and based on the information received from Van Lanschot Kempen Wealth Management N.V., Kiadis Pharma will send all duly registered shareholders by e-mail the required log-in details to virtually attend the Meeting.

### **Proxy voting only and instruction to vote**

Shareholders can only exercise their voting right prior to the Meeting by authorizing the proxy designated by Kiadis Pharma in accordance with below instructions. For the granting of a proxy, shareholders are required to use a form, that can be obtained via Van Lanschot Kempen Wealth Management N.V. (telefax number: +31 (0)20 348 9549 or e-mail address: [proxyvoting@kempen.nl](mailto:proxyvoting@kempen.nl)) or from Kiadis Pharma (e-mail address: [AGM2021@kiadis.com](mailto:AGM2021@kiadis.com)) and which can also be downloaded from Kiadis Pharma's website ([www.kiadis.com](http://www.kiadis.com)). The form, duly completed by the shareholder, must have been received by Van Lanschot Kempen Wealth Management N.V. or by Kiadis Pharma no later than 15:00 CEST on Monday 21 June 2021. Receipt of proxy forms after this date can be rejected. Votes that are cast by electronic means of communication or by letter prior to the Meeting are equated with votes that are normally cast during a general meeting of shareholders.

*If shareholders intend to instruct their custodian or broker for any of the above, they should be aware that their deadlines could be a number of days before those mentioned above. Cut-off dates of the individual institutions should be checked.*

### **Submitting questions**

Shareholders who have registered on time in accordance with the process outlined above will have the opportunity to ask questions about the items on the agenda as specified in this notice from Thursday 17 June 2021 until 10:00 CEST on Friday 25 June 2021 and exclusively by e-mail to [AGM2021@kiadis.com](mailto:AGM2021@kiadis.com). These questions will be answered before or at the Meeting, possibly by addressing certain themes to which multiple questions relate. The questions and answers will also be posted on the Kiadis Pharma website ([www.kiadis.com](http://www.kiadis.com)).

Only shareholders who have used the option to ask questions before the Meeting as specified above will be able to ask a limited number of follow-up questions during the Meeting, using the e-mail address [AGM2021@kiadis.com](mailto:AGM2021@kiadis.com), albeit on certain conditions that will be set by the Chairman during the Meeting in the interest of ensuring an orderly Meeting.

When submitting questions, shareholders must include their name and - if applicable - the organization they represent.

More information on the procedure around the asking of questions can be found in the “EGM Q&A Protocol” that is annexed to this document as **Appendix I** and is also posted on the Kiadis Pharma website ([www.kiadis.com](http://www.kiadis.com)).

### **Number of outstanding shares**

On the date of the notice for this Meeting, Kiadis Pharma had 61,084,776 shares issued, each representing one vote.

Amsterdam, The Netherlands, 13 May 2021.

**Management Board of Kiadis Pharma N.V.**



**Explanatory notes to the agenda of the annual general meeting of shareholders ("Meeting") of Kiadis Pharma N.V. ("Kiadis Pharma") to be held on Monday 28 June 2021 at 15:00 Central European Summer Time (CEST).**

**Re. 2. - Financial Statements for 2020 (voting item)**

On 7 April 2021, the Supervisory Board approved the Financial Statements for 2020 drawn up by the Management Board. The Financial Statements were published on 7 April 2021 and are now submitted for adoption by the Meeting.

**Re. 3. - Discharge of the members of the Management Board (voting item)**

During the extraordinary general meeting of shareholders of Kiadis Pharma held on 30 March 2021 ("EGM"), the then members of the Management Board and Supervisory Board were granted discharge and were released from liability in respect of their roles as members of the respective Board, performed in the period following the end of the financial year 2019 and up to and including 30 March 2021. This discharge was granted on the basis of information provided to the EGM, including documents related to the public offer by Sanofi SA on Kiadis Pharma.

It is now proposed to the Meeting that the members of the Management Board be granted discharge and be released from liability in respect of their conduct of management during 2020. This discharge will be granted on the basis of information provided to the Meeting, including the Financial Statements for 2020.

**Re. 4. - Discharge of the members of the Supervisory Board (voting item)**

During the EGM, the then members of the Management Board and Supervisory Board were granted discharge and were released from liability in respect of their roles as members of the respective Board, performed in the period following the end of the financial year 2019 and up to and including 30 March 2021. This discharge was granted on the basis of information provided to the EGM, including documents related to the public offer by Sanofi SA on Kiadis Pharma.

It is now proposed to the Meeting that the members of the Supervisory Board be granted discharge and be released from liability in respect of their supervisory role during 2020. This discharge will be granted on the basis of information provided to the Meeting, including the Financial Statements for 2020.

**Re. 5. - Full and final discharge of Mr. Arthur Lahr (voting item)**

During the EGM, the members of the Supervisory Board that resigned as of the settlement date of the public offer by Sanofi SA on Kiadis Pharma, being Messrs. Martijn Kleijwegt, Berndt Modig, Otto Schwarz and Subhanu Saxena, were granted full and final discharge and 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.

**Re. 6. - Appointment of Mr. Dirk de Naeyer as member of the Management Board (voting item)**

The Supervisory Board nominates 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.

**Re. 7. - Appointment of Mr. Pieter Oldenziel as member of the Management Board (voting item)**

The Supervisory Board nominates 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.

**Re. 8. - Appointment of Ernst & Young Accountants LLP as Kiadis Pharma's external auditor for the financial year 2021 (voting item)**

The Supervisory Board proposes to the Meeting to appoint Ernst & Young Accountants LLP as Kiadis Pharma's external auditor for the financial year 2021.

**Re. 9. - Conditional approval of the amendment of the Rules of Procedure of the Supervisory Board (voting item)**

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 annexed to this document as **Appendix II**.

**Re. 10. - Conditional approval of the amendment of the Rules of Procedure of the Management Board (voting item)**

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 annexed to this document as **Appendix III**.

<b><u>Appendix I</u></b>	-	<b>EGM Q&amp;A Protocol</b>
<b><u>Appendix II</u></b>	-	<b>Rules of Procedure of the Supervisory Board</b>
<b><u>Appendix III</u></b>	-	<b>Rules of Procedure of the Management Board</b>