



Notice and agenda of the extraordinary general meeting of shareholders ("Meeting") of Kiadis Pharma N.V. ("Kiadis Pharma") to be held on Tuesday 30 March 2021 at 10:00 a.m. Central European Time (CET).

Undefined terms in this agenda shall have the meaning as set out in the explanatory notes to the agenda and/or in the Position Statement (as defined in the explanatory notes).

Agenda

1. Opening and announcements
2. Explanation of the recommended Offer made by Sanofi (**discussion item**)
3. Conditional amendment of the articles of association of Kiadis Pharma (following Settlement) (**voting item**)
4. Conditional amendment of the articles of association of Kiadis Pharma (following delisting) (**voting item**)
5. Conditional appointment of new members of the Supervisory Board as of Settlement:
 - a. Conditional appointment of Mr. Frank Nestle as new member of the Supervisory Board as of Settlement (**voting item**)
 - b. Conditional appointment of Mr. Kripa Ram as new member of the Supervisory Board as of Settlement (**voting item**)
 - c. Conditional appointment of Mr. Jérémie Girard as new member of the Supervisory Board as of Settlement (**voting item**)
6. Re-appointment of Mr. Arthur Lahr as a member of the Management Board (**voting item**)
7. Conditional appointment of Ms. Marion Zerlin as a member of the Management Board as of Settlement (**voting item**)
8. Discharge of each member of the Management Board and the Supervisory Board (**voting item**)
9. Conditional full and final discharge of Messrs. Martijn Kleijwegt, Berndt Modig, Otto Schwarz and Subhanu Saxena (**voting item**)
10. Post-Offer restructuring (**voting item**):
 - a. in accordance with article 2:107a DCC, to approve the resolution of the Management Board to pursue the Asset Sale
 - b. subject to completion of the Asset Sale, to dissolve Kiadis Pharma in accordance with article 2:19 DCC
 - c. to appoint Stichting Liquidator Kiadis as the liquidator of Kiadis Pharma
 - d. to approve reimbursement of the liquidator's reasonable salary and costs
 - e. to appoint Sanofi S.A. as the custodian of Kiadis Pharma's books and records following its dissolution in accordance with article 2:24 DCC
11. Any other business
12. Closing

The notice, agenda and explanatory notes to the agenda, the Offer Memorandum, the Position Statement, the full text of the proposal for the draft articles of association (following Settlement), the full text of the proposal for the draft articles of association (following delisting), the EGM Q&A Protocol and other relevant information 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 and via Van Lanschot Kempen Wealth Management N.V. (telefax number: +31 (0)20 348 9549 or e-mail address: 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.

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 Friday 19 March 2021 until 10 a.m. CET on Saturday 27 March 2021 and exclusively by e-mail to EGM2021@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 EGM2021@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 Tuesday 2 March 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 CET on Tuesday 23 March 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) 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 CET on Thursday 25 March 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) or from Kiadis Pharma (e-mail address: EGM2021@kiadis.com) and which can also be downloaded from Kiadis Pharma's website (www.kiadis.com). The form, duly completed by the shareholder, must have been received by Van Lanschot Kempen Wealth Management N.V. and processed in the electronic voting platform (EVO) through their bank or broker, or by Kiadis Pharma no later than 15:00 CET on Tuesday 23 March 2021. Receipt of proxy forms after this date can be rejected. Votes that are cast by e-mail 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. Please check with the individual institutions as to their cut-off dates.

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 until 10 a.m. CET on Saturday 27 March 2021 and exclusively by e-mail to EGM2021@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).

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 EGM2021@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).

Number of outstanding shares

On the date of the notice for this Meeting, Kiadis Pharma had 40,308,501 shares issued, each representing one vote.

Amsterdam, The Netherlands, 12 February 2021

Management Board of Kiadis Pharma N.V.



Explanatory notes to the agenda of the extraordinary general meeting of shareholders ("Meeting") of Kiadis Pharma N.V. ("Kiadis Pharma") to be held on Tuesday 30 March 2021 at 10:00 a.m. Central European Time (CET).

Re 2. - Explanation of the recommended Offer made by Sanofi (discussion item)

On 2 November 2020, Sanofi SA ("**Sanofi**") and Kiadis Pharma jointly announced that they had reached conditional agreement in connection with a recommended public offer by Sanofi or one of its wholly-owned subsidiaries on Kiadis Pharma (the "**Offer**") at an offer price of EUR 5.45 (cum dividend) (the "**Offer Price**") for each issued and outstanding ordinary share in the capital of Kiadis Pharma (the "**Shares**"), subject to customary conditions, and that Sanofi intended to finance the Offer by utilizing readily available cash resources.

Sanofi's direct wholly-owned subsidiary Sanofi Foreign Participations B.V. (the "**Offeror**") made the Offer by making publicly available an offer memorandum on Friday 12 February 2021 (the "**Offer Memorandum**"). The acceptance period under the Offer will commence at 09.00 a.m. CET on Monday 15 February 2021 and will expire at 5.40 p.m. CET on Monday 12 April 2021. Shareholders that accept the Offer and offer their Shares during the Offer period will receive the Offer Price ("**Settlement**") on a day no later than three business days following the Offer being declared unconditional (the "**Settlement Date**"), as further described in the Offer Memorandum and under the conditions described in the Offer Memorandum. The Offer Memorandum is accessible for qualifying investors at <https://ir.kiadis.com/sanofi>.

In addition to key terms such as the Offer Price, Offer period, tender procedure and Settlement, the Offer Memorandum contains an explanation of the conditions to declaring the Offer unconditional and other relevant information regarding the Offer and the parties involved in the Offer.

Kiadis Pharma published a Management Board and Supervisory Board position statement relating to the Offer on Friday 12 February 2021 (the "**Position Statement**"). Reference is made to the Position Statement, in which the decision-making process and the recommendation of the Management Board and Supervisory Board are included, and the strategic, financial and non-financial merits of the Offer are explained. The Position Statement is accessible for qualifying investors at <https://ir.kiadis.com/sanofi>.

During the Meeting, Kiadis Pharma will give a presentation on the Offer and, in accordance with section 18 of the Netherlands Decree on Public Takeover Bids (*Besluit openbare biedingen Wft*), the Offer will be discussed.

Re 3. - Conditional amendment of the articles of association of Kiadis Pharma (following Settlement) (voting item)

In relation to the Offer, Kiadis Pharma and Sanofi have agreed that if the Offer is declared unconditional and Settlement has taken place, and effective as of the Settlement Date, changes are to be made to the corporate governance structure of Kiadis Pharma as included in its articles of association, in accordance with the proposal described below.

This proposal concerns, amongst other amendments, an amendment of the provisions relating to (i) preference shares, which are to be deleted from Kiadis Pharma's authorized share capital; (ii) the suspension of directors; (iii) the management board and supervisory board rules; (iv) the holding of shareholders meetings; and (v) the requirements for a resolution to amend the articles of association, or to dissolve, merge or demerge Kiadis Pharma.

The full text of the draft new articles of association as they will read following the proposed amendment of the articles of association is annexed to this document as Appendix II. A triptych (*drieluik*) that briefly discusses the changes compared to the current articles of association is annexed to this document as Appendix III.

The proposed amendment to the articles of association is also included in the Offer Memorandum. The aforementioned proposals to resolve to amend the articles of association include the proposal to authorize each member of the Management Board, as well as each (deputy) civil law notary and paralegal employed by Allen & Overy LLP and/or NautaDutilh N.V. in Amsterdam, The Netherlands, to execute a notarial deed of amendment to the articles of association (the **Deed of First Amendment**) and to undertake all other activities that the holder of the authorization deems necessary or useful in connection therewith.

Re 4. - Conditional amendment of the articles of association of Kiadis Pharma (following delisting) (voting item)

Subsequently, Sanofi intends to convert Kiadis Pharma into a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*), as soon as possible after the delisting from Euronext Amsterdam and Euronext Brussels (the "**Conversion**"). The shareholders will be requested to resolve on the Conversion and the amendment of the articles of association in accordance with the proposal described below.

This proposal reflects the new status of Kiadis Pharma as a non-listed private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*). The main changes concern (i) the introduction of non-listed registered shares; (ii) provisions that either mandatorily apply to non-listed entities or provisions that are more suitable for Kiadis Pharma's new status as a non-listed entity; and (iii) the introduction of provisions that apply to a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*).

The full text of the draft new articles of association as they will read following the proposed amendment of the articles of association is annexed to this document as Appendix IV.

The proposed amendment to the articles of association is also included in the Offer Memorandum. The aforementioned proposals to resolve to amend the articles of association includes the proposal to authorize each member of the Management Board, as well as each (deputy) civil law notary and paralegal employed by Allen & Overy LLP and/or NautaDutilh N.V. in Amsterdam, The Netherlands, to execute such notarial deed of amendment to the articles of association and to undertake all other activities that the holder of the authorization deems necessary or useful in connection therewith.

Re 5. - Conditional appointment of new members of the Supervisory Board as of Settlement

In relation to the Offer, Kiadis Pharma and Sanofi have agreed that if the Offer is declared unconditional and Settlement has taken place, and effective as of the Settlement Date, changes will be made to the composition of the Supervisory Board and the Supervisory Board, in its new composition, will appoint new members to the Supervisory Board committees. Messrs. Martijn Kleijwegt, Berndt Modig, Otto Schwarz and Subhanu Saxena have agreed to resign as members of the Supervisory Board as of the Settlement Date.

a. Conditional appointment of Mr. Frank Nestle as new member of the Supervisory Board as of Settlement (voting item)

In accordance with articles 17.5 and 13.2 of Kiadis Pharma's articles of association described under agenda item 3, the Supervisory Board nominates Mr. Frank Nestle for appointment as member of the Supervisory Board to replace the members of the Supervisory Board that will resign, subject to the condition precedent that the Deed of First Amendment is executed.

Mr. Nestle has significant experience in immuno-oncology as well as in management positions. With this experience, he can provide valuable contributions to the Supervisory Board. Mr. Nestle will not be independent in the meaning of best practice provision 2.1.8 vii of the Dutch Corporate Governance Code. He meets the Supervisory Board profile and holds no shares in Kiadis Pharma. Mr. Nestle will not receive any remuneration for this position. For further details on Mr. Nestle, reference is made to [Appendix V](#) annexed to this document.

It is proposed that the Meeting appoints Mr. Nestle as a member of the Supervisory 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.

b. Conditional appointment of Mr. Kripa Ram as new member of the Supervisory Board as of Settlement (voting item)

In accordance with articles 17.5 and 13.2 of Kiadis Pharma's articles of association described under agenda item 3, the Supervisory Board nominates Mr. Kripa Ram for appointment as member of the Supervisory Board to replace the members of the Supervisory Board that will resign, subject to the condition precedent that the Deed of First Amendment is executed.

Mr. Ram has significant experience in CMC development, scale-up and manufacturing as well as in management positions. With this experience, he can provide valuable contributions to the Supervisory Board. Mr. Ram will not be independent in the meaning of best practice provision 2.1.8 vii of the Dutch Corporate Governance Code. He meets the Supervisory Board profile and holds no shares in Kiadis Pharma. Mr. Ram will not receive any remuneration for this position. For further details on Mr. Ram, reference is made to [Appendix VI](#) annexed to this document.

It is proposed that the Meeting appoints Mr. Ram as a member of the Supervisory 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.

c. Conditional appointment of Mr. Jérémie Girard as new member of the Supervisory Board as of Settlement (voting item)

In accordance with articles 17.5 and 13.2 of Kiadis Pharma's articles of association described under agenda item 3, the Supervisory Board nominates Mr. Jérémie Girard for appointment as member of the Supervisory Board to replace the members of the Supervisory Board that will resign, subject to the condition precedent that the Deed of First Amendment is executed.

Mr. Girard has significant experience in cellular biology and biotechnology as well as in finance and management positions. With this experience, he can provide valuable contributions to the Supervisory Board. Mr. Girard will not be independent in the meaning of best practice provision 2.1.8 vii of the Dutch Corporate Governance Code. He meets the Supervisory Board profile and holds no shares in Kiadis Pharma. Mr. Girard will not receive any remuneration for this position. For further details on Mr. Girard, reference is made to [Appendix VII](#) annexed to this document.

It is proposed that the Meeting appoints Mr. Girard as a member of the Supervisory 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 6. - Re-appointment of Mr. Arthur Lahr as a member of the Management Board (voting item)

In accordance with article 14.2 of Kiadis Pharma's current articles of association, the Supervisory Board nominates Mr. Arthur Lahr for re-appointment as member of the Management Board.

The Supervisory Board considers that Mr. Lahr fits the intended profile of the Management Board and has relevant knowledge and extensive experience and qualities as Management Board member as demonstrated during his past period as member of Kiadis Pharma's Management Board. For further details on Mr. Lahr, reference is made to Appendix VIII annexed to this document. Mr. Lahr's remuneration is in accordance with the Kiadis Pharma N.V. Remuneration Policy for Management Board and Supervisory Board approved during the general meeting of 25 June 2020. The main elements of the service agreement of Mr. Lahr are not amended in connection with his re-appointment, maintaining the amount of the base salary of Mr. Lahr at EUR 350,000 p/a, except that the amount of pension payments that will be made for the benefit of Mr. Lahr will increase to approximately EUR 16,000. For further details on Mr. Lahr's remuneration, including the main elements of the service agreement entered into with him, reference is made to the remuneration report over the financial year 2019 that is available on the Kiadis Pharma website (www.kiadis.com).

It is proposed that the Meeting re-appoints Mr. Lahr 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. - Conditional appointment of Ms. Marion Zerlin as a member of the Management Board as of Settlement (voting item)

In accordance with article 13.2 of Kiadis Pharma's articles of association described under agenda item 3, the Supervisory Board nominates Ms. Zerlin for appointment as member of the Management Board, subject to the condition precedent that the Deed of First Amendment is executed.

The Supervisory Board considers that Ms. Zerlin fits the intended profile of the Management Board and has significant experience in biologics and R&D as well as in management positions. With this experience, she can provide valuable contributions to the Management Board. Ms. Zerlin holds no shares in Kiadis Pharma. Ms. Zerlin will not receive any remuneration for this position. For further details on Ms. Zerlin, reference is made to Appendix IX annexed to this document.

It is proposed that the Meeting appoints Ms. Zerlin 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. - Discharge of each member of the Management Board and the Supervisory Board (voting item)

It is proposed to the Meeting that the member of the Management Board and the members of the Supervisory Board be granted discharge and be released from liability in respect of their roles as members of their respective Board, performed in the period following the end of the financial year 2019 and up to and including the date of this Meeting.

The discharge will take place on the basis of information provided to the Meeting, including the Offer Memorandum, the Position Statement and the press releases relating to the Offer.

Re 9. - Conditional full and final discharge of Messrs. Martijn Kleijwegt, Berndt Modig, Otto Schwarz and Subhanu Saxena (voting item)

In addition to agenda item 8, it is proposed to the Meeting that the members of the Supervisory Board that will resign as of Settlement, be granted full and final discharge and be released from liability, subject to the condition precedent that the Offer is declared unconditional and that Settlement has taken place.

Re 10. - Post-Offer restructuring (voting item)

Following completion of the Offer, the Offeror may, if so desired by Sanofi, obtain 100% of the Shares in the capital of Kiadis Pharma or the entirety of Kiadis Pharma's assets and operations (including the Kiadis Pharma group's entire business) through (i) a compulsory acquisition procedure, being either (a) a statutory squeeze-out procedure (*uitkoopprocedure*) in accordance with article 2:92a or 2:201a Dutch Civil Code ("**DCC**") or (b) a takeover buy-out procedure (*uitkoopprocedure*) in accordance with article 2:359c DCC; or (ii) a post-offer asset sale.

Sanofi and Kiadis Pharma have agreed that, subject to adoption of the resolutions contemplated by this agenda item 10 and the Offer being declared unconditional, Sanofi may decide (after consultation with Kiadis Pharma) to pursue the Post-Offer Asset Sale (as defined hereinafter) after the expiry of the post-Offer period (if any), in which case Kiadis Pharma shall (subject to section 6.11 of the Offer Memorandum):

1. as soon as possible after Sanofi's decision to pursue the Post-Offer Asset Sale, enter into an asset sale agreement with Sanofi (the "**Asset Sale Agreement**"), and the parties shall promptly implement the asset sale as contemplated by the Asset Sale Agreement (the "**Asset Sale**") and take (or cause to be taken) the steps to complete the actions and transactions set forth in the Asset Sale Agreement; and
2. following the completion of the Asset Sale, effect the dissolution and liquidation of Kiadis Pharma (the "**Kiadis Pharma Dissolution**") and, together with the Asset Sale, the "**Post-Offer Asset Sale**") and make an advance liquidation distribution in accordance with Kiadis Pharma's articles of association that is intended to take place on or about the date the Asset Sale is completed and in an amount that is to the fullest extent possible equal to the Offer Price, without any interest and less any applicable withholding taxes and other taxes (the "**Sale Price**").

For further details of the Post-Offer Asset Sale and the Dutch dividend withholding tax treatment of the Sale Price, reference is made to section 6.11 of the Offer Memorandum and section 9.2 of the Position Statement.

It is proposed to the Meeting to adopt the following resolutions - subject to Settlement having occurred and Sanofi having notified Kiadis Pharma it wishes to pursue the Asset Sale:

- a. in accordance with article 2:107a DCC, to approve the resolution of the Management Board to pursue the Asset Sale;
- b. subject to completion of the Asset Sale, to dissolve Kiadis Pharma in accordance with article 2:19 DCC;
- c. to appoint Stichting Liquidator Kiadis as the liquidator of Kiadis Pharma;
- d. to approve reimbursement of the liquidator's reasonable salary and costs; and

- e. to appoint Sanofi S.A. as the custodian of the Kiadis Pharma's books and records following its dissolution in accordance with article 2:24 DCC.

APPENDICES:

Appendix I - EGM Q&A Protocol

Appendix II - Full text new articles of association post Settlement (clean version)

Appendix III - Triptych (*drieluik*) amendment articles of association post Settlement

Appendix IV - Full text new articles of association post delisting (clean version)

Appendix V - Biography and details Mr. F. Nestle

Appendix VI - Biography and details Mr. K. Ram

Appendix VII - Biography and details Mr. J. Girard

Appendix VIII - Biography and details Mr. A. Lahr

Appendix IX - Biography and details of Ms. M. Zerlin

Appendix I – EGM Q&A Protocol

PROTOCOL FOR ASKING QUESTIONS BEFORE AND DURING THE KIADIS PHARMA N.V. EGM ON TUESDAY 30 MARCH 2021(10:00 AM CET)

Protocol (“**Protocol**”) for asking questions before and during the Extraordinary General Meeting of Kiadis Pharma N.V. (“**Kiadis Pharma**”) to be held on Tuesday 30 March 2021 at 10:00 am CET (the “**Meeting**”). The notice of Meeting was published on the Kiadis Pharma website (www.kiadis.com) on Friday 12 February 2021. It included the following points with respect to the ability to submit questions before and during the Meeting:

- Shareholders who have registered on time in accordance with the process outlined in the agenda for the Meeting will have the opportunity to ask questions about the items on the agenda as specified in the Meeting notice until 10:00 am CET on Saturday 27 March 2021 and exclusively by e-mail to EGM2021@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).
- 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 EGM2021@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.

In order to ensure an orderly Meeting, this Protocol outlines further logistical rules for asking follow-up questions and will be sent to all shareholders who have registered for the Meeting on time in accordance with the process outlined in the agenda for the Meeting (the “**Participating Shareholders**”). This Protocol is also published on the Kiadis Pharma website (www.kiadis.com). The following applies to asking follow-up questions during the Meeting:

- Only Participating Shareholders who have submitted questions before the Meeting are allowed to ask follow-up questions during the Meeting.
- Follow-up questions that are asked during the Meeting will be answered at the end of the Meeting, after all agenda items have been discussed but before the voting results will be shared.
- Each Participating Shareholder will be restricted to ask no more than three (3) follow-up questions in total during the Meeting. If more than three (3) questions are submitted during the Meeting, only the first three (3) will be answered.
- All questions asked during the Meeting must be a follow-up to a question submitted in advance by the Participating Shareholder concerned.
- The questions asked during the Meeting must be submitted by e-mail (EGM2021@kiadis.com) no later than the start of *Any other business* (agenda item 11).
Following a brief adjournment, the questions asked during the Meeting will be answered during *Any other business*.
- The following information must be provided for every question submitted during the Meeting:
 - the agenda item the question relates to; and
 - the name of the shareholder; and
 - if the shareholder is not a private individual, the name of the individual asking the question on behalf of the shareholder.
- All questions must be submitted in Dutch or English.
- The Chairman of the Meeting may at all times deviate from the above arrangements during the Meeting if in his opinion this is reasonable with a view to the proper conduct of business and meaningful discussion.

Amsterdam, The Netherlands, 12 February 2021.

Appendix II - Full text new articles of association post Settlement (clean version)

Appendix III - Triptych (*drieluik*) amendment articles of association post Settlement

Appendix IV - Full text new articles of association post delisting (clean version)

Appendix V – Biography and details Mr. F. Nestle

Dr. Frank Nestle is currently Head of Research and Chief Scientific Officer at Sanofi with responsibility for Sanofi's main therapeutic areas of Immunology & Inflammation, Oncology including Immuno-Oncology, Neuroscience, Rare Diseases including Rare Blood Disorders and Genomic Medicine with a mandate to innovate and accelerate first and best in class medicines from discovery to clinical proof-of-concept. Dr. Nestle is a Fellow of the National Academy of Medical Sciences, National Institute for Health Research (NIHR) Senior Investigator Emeritus, Professor Emeritus King's College London and past President of the Federation of Clinical Immunology Societies. Dr. Nestle has published over 220 scientific articles (H index 82; > 32000 citations) in publications such as Nature, Nature Medicine, Cell and New England Journal of Medicine. He has received multiple prizes including the Alfred Marchionini Research Award (20th World Congress of Dermatology) and the American Skin Association Achievement Award (Tricontinental Meeting of the Societies of Investigative Dermatology).

Appendix VI – Biography and details Mr. K. Ram

Dr. Kripa Ram was born in India in 1963 and is an American national. He graduated from Rutgers University, NJ, USA with a Ph.D. in Biochemical Engineering. During his 30-year professional career, he has worked at Merck & Co, GlaxoSmithKline, Biogen, AstraZeneca, and Sanofi in positions of increasing responsibilities in various aspects of CMC development, scale-up and manufacturing. He has played a key role in bringing several biopharmaceutical products to market. Dr. Ram is currently the Head of Global CMC Development at Sanofi with responsibilities for process, analytics, formulation and clinical manufacture for Sanofi Pharma R&D pipeline.

Appendix VII – Biography and details Mr. J. Girard

Mr. Jérémie Girard was born in 1983 and is a French national. He graduated from the “Ecole Polytechnique” and the “Ecole des Mines de Paris”, France, with engineer degrees, specializing in cellular biology and biotechnology. Mr. Girard started his career in Healthcare Venture Capital then joined Sanofi where he held various roles of increasing responsibilities. He is currently the Head of Finance Global R&D at Sanofi.

Appendix VIII – Biography and details Mr. A. Lahr

Mr. Arthur Lahr joined Kiadis Pharma in 2017 and is Chief Executive Officer. Mr. Lahr brings more than 20 years of experience within the healthcare sector to Kiadis Pharma. Before joining Kiadis Pharma, he was chief strategy officer and a member of the management committee at Crucell from 2001 until its acquisition by Johnson & Johnson in 2011. Prior to Crucell, he was a consultant at McKinsey & Company and an engineer at Unilever. Mr. Lahr holds a Master's degree in Applied Physics from the University of Delft, The Netherlands, and an MBA from INSEAD, France.

Appendix IX – Biography and details of Ms. M. Zerlin

Dr. Marion Zerlin was born in 1964 in Germany. She graduated from the University of Mainz with a Master in Biology and from the University of Göttingen with a Ph.D. in Chemistry. During her 25 years academic and professional career, she has worked as a post-doc in the Institute of Natural Product Research and the Max-Planck Institute in Jena., before taking a lab head position at Sanofi (Aventis), Germany with increasing responsibilities in early drug discovery as a department head. In her role as a Portfolio head for Biologics in CMC Project Management, she had played a key role in bringing projects into clinical development, POC and submissions. After taking a Chief-of-staff position to the R&D president at Sanofi, Dr. Zerlin is now Head of global CMC project management with responsibilities for CMC Leadership, Supply & Demand CMC Management and CMC Dossier management, reporting to Dr. Kripa Ram, Head of CMC Development.