
KIADIS PHARMA N.V.

CHARTER OF THE NOMINATION AND REMUNERATION
COMMITTEE OF THE SUPERVISORY BOARD

28 October 2016

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1. INTRODUCTION

- 1.1 The Nomination and Remuneration Committee is a standing committee of the Supervisory Board.
- 1.2 This Charter was drawn up by the Supervisory Board on 28 October 2016 in accordance with article 18.4 of the Articles and clause 7.4 of the Rules.
- 1.3 In this Charter, the following expressions shall have the following respective meanings:

Articles mean the articles of association of the Company;

Nomination and Remuneration Committee means the committee designated as such in clause 7 of the Rules;

Chairman means the chairman of the Nomination and Remuneration Committee;

Charter means this charter governing the Nomination and Remuneration Committee's internal affairs;

Company means Kiadis Pharma N.V., a public limited liability company under the laws of The Netherlands, whose corporate seat is at Amsterdam;

Management Board means the management board of the Company;

Rules mean the Rules of Procedure for the Supervisory Board, including the annexes attached thereto; and

Supervisory Board means the supervisory board of the Company.

2. COMPOSITION

- 2.1 The Nomination and Remuneration Committee shall consist of at least two (2) members. All members of the Nomination and Remuneration Committee must also be members of the Supervisory Board. No more than one member of the Nomination and Remuneration Committee shall be a member of the management board of another Dutch listed company.
- 2.2 The members of the Nomination and Remuneration Committee shall be appointed and may be replaced at any time by the Supervisory Board. The Supervisory Board shall appoint one of the members of the Nomination and Remuneration Committee as Chairman of the Nomination and Remuneration Committee. The Nomination and Remuneration Committee shall not be chaired by the chairman of the Supervisory Board or by a former member of the Management Board, or by a Supervisory Board member who is a member of the management board of another listed company.
- 2.4 The term of office of a member of the Nomination and Remuneration Committee will generally not be set beforehand. It will, *inter alia*, depend on the composition

of the Supervisory Board as a whole and that of other Committees from time to time.

3. DUTIES AND POWERS

3.1 The Nomination and Remuneration Committee is charged in particular with:

- (a) drawing up selection criteria and appointment procedures for Supervisory Board members and Management Board members;
- (b) periodically assessing the size and composition of the Supervisory Board and the Management Board, and making proposals for a composition profile of the Supervisory Board;
- (c) periodically assessing the functioning of individual Supervisory Board members and Management Board members, and reporting on this to the Supervisory Board;
- (d) making proposals for appointments and reappointments;
- (e) supervising the policy of the Management Board on the selection criteria and appointment procedures for senior management;
- (f) drafting proposals to the Supervisory Board for the remuneration policy to be pursued for members of the Management Board;
- (g) drafting proposals for the remuneration of the individual members of the Management Board; and
- (h) preparing an annual Remuneration Report on behalf of the Supervisory Board, which contains an account of the manner in which the remuneration policy has been implemented in the past financial year for the Management Board, as well as an overview of the remuneration policy for Management Board planned by the Supervisory Board for the next financial year and subsequent years.

3.2 When exercising its duties regarding the composition of the Supervisory Board, the Nomination and Remuneration Committee shall observe the criteria on the composition of the Supervisory Board as laid down in clause 3 of the Rules.

3.3 If the Nomination and Remuneration Committee makes use of the services of a remuneration consultant in carrying out its duties, it shall verify that the consultant concerned does not provide advice to the members of the Management Board.

3.4 The Nomination and Remuneration Committee may only exercise such powers as are explicitly attributed or delegated to it by the Supervisory Board and may never exercise powers beyond those exercisable by the Supervisory Board as a whole.

4. **MEETINGS**

- 4.1 The Nomination and Remuneration Committee shall meet as often as required for a proper functioning of the Nomination and Remuneration Committee.
- 4.2 The Nomination and Remuneration Committee shall decide if and when the chairman of the Management Board (Chief Executive Officer) should attend its meetings. In addition, independent experts may be invited to attend meetings of the Nomination and Remuneration Committee
- 4.3 Every Supervisory Board member has unrestricted access to all meetings and records of the Nomination and Remuneration Committee.

5. **REPORTING TO THE SUPERVISORY BOARD**

- 5.1 The Nomination and Remuneration Committee shall annually provide the Supervisory Board with a report of its deliberations and findings in such a manner that this can form part of the Supervisory Board's annual report on its functioning and activities, which is to be included in the Annual Report.
- 5.2 If so requested, the Chairman shall, during Supervisory Board meetings, provide the Supervisory Board with further information on the outcome of the discussions of the Nomination and Remuneration Committee.