



Minutes of the annual general meeting of shareholders (“Meeting”) of Kiadis Pharma N.V. (“Kiadis” or the “Company”) held on Thursday 8 June 2017 at 14:00 CET at the Amsterdam Stock Exchange (Euronext), Beursplein 5, 1012 JW Amsterdam, The Netherlands

Agenda item 1 - Opening and announcements

The Chairman, Mr. Mark Wegter, welcomes the shareholders which are present or represented at the Meeting.

The Chairman also welcomes Mr. Herman van Meel from KPMG, Kiadis’ external auditor who is present at the Meeting in compliance with the Dutch Corporate Governance Code. During agenda item 4 regarding the adoption of the Financial Statements for 2016, Mr. Van Meel will give a brief presentation on the audit of the Financial Statements for 2016 and he can then also answer questions that shareholders may have regarding the audit.

The Chairman introduces Mr. Robbert van Heekeren, CFO and member of the Management Board, who is present as well. The Chairman notes that Mr. Arthur Lahr, CEO and member of the Management Board, is travelling and cannot be present at the Meeting. The Supervisory Board members Mr. Kleijwegt, Mr. Chapman, Mr. Soiffer and Mr. Modig have sent apologies for not being able to be present at the Meeting.

The Chairman explains that, as the Articles of Association stipulate that the Chairman of the Supervisory Board acts as chairman at general meetings, he shall chair the Meeting. The Chairman informs whether anyone has any objections thereto and observes that there are none.

The Chairman opens the Meeting at 14:00 CET.

The Chairman makes the following announcements:

- Shareholders that are registered in Kiadis’ shareholders register have been sent notice by mail 42 days before the day of the Meeting.
- In addition, shareholders have been notified by means of a public announcement made on Kiadis’ website www.kiadis.com 42 days before the day of the Meeting.
- Because notice of the Meeting has been given in accordance with the Articles of Association, valid resolutions can be adopted on the subjects set out in the agenda included in the notice. The agenda has been made available to attendees upon admittance to the Meeting.
- The documents for the Meeting have been available for inspection at Kiadis’ office as of the day of notice of the Meeting. These documents have also been available on the Kiadis website by way of download from www.kiadis.com as of the day of notice of the Meeting.
- Mr. Oscar Hoefnagels, civil law notary (*notaris*) from the law firm Simmons & Simmons LLP will prepare the minutes of the Meeting.

- According to the attendance list, holders of 5,621,758 ordinary shares are attending or represented at the Meeting.
- Consequently, together a nominal share capital of €562,175.80 is represented, constituting a total of 40.25% of the Company's issued share capital.
- A total of 5,621,758 votes can be cast.
- Voting shall be done by a raise of the voting cards that shareholders have received on entry of the Meeting. The number on the card corresponds with the shareholder's registration number, and by means of this number, the notary knows how many votes each of the shareholders is exercising.
- A large number of shares shall be voted on, on the basis of powers of attorney and voting instructions that have been received. These powers of attorney have all been granted to the Chairman of the Meeting.
- In relation to voting items, shareholders can vote in favor or against. Shareholders can also abstain their vote. Blank votes, invalid votes and abstentions shall be considered as not having been cast, but shall be counted towards a quorum.

The Chairman moves to the next agenda item.

Agenda item 2 - Annual Report for 2016 by the Management Board

At the request of the Chairman, Kiadis' CFO Mr. Robbert van Heekeren gives a presentation on the Report of the Management Board contained in the Company's Annual Report for 2016, on Kiadis and the progress made in 2016 more generally, and on the 2016 financials. A copy of the presentation has been made available on the Kiadis website, www.kiadis.com.

The Chairman asks whether there are any comments or questions in relation to the Annual Report or the presentation of the CFO.

Mr. Bogerd has a question regarding The Leukemia & Lymphoma Society and the research it supports. Mr. Van Heekeren explains that LLS usually gives indirect research support in the sense that they raise capital and fund others, such as Kiadis. The fact that LLS decided to fund Kiadis was quite remarkable, as it was the first European company that received LLS financial support in the form of equity. Mr. Wegter adds that as LLS is very knowledgeable, its support to Kiadis is a very important validator of Kiadis' promising pipeline.

As a subsequent question it is asked how Kiadis expects that hospitals will react if ATIR101 is conditionally approved. Mr. Van Heekeren considers the Baltimore Protocol to be the most important therapy that ATIR101 must compete with as this Protocol is increasingly being adopted to enable haploidentical transplantations. That is also the reason why the Phase III clinical trial with ATIR101 is a head-to-head comparison with the Baltimore protocol. If ATIR101 proves to be better than the Baltimore Protocol, he expects ATIR101 to become the product of choice. It may take a while before it is picked up hospitals, but it is management's expectation that ATIR101 will get traction once good Phase III data will be published.

Mr. Broenink asks about the potential size of the market and the expected pricing of ATIR101. Mr. Van Heekeren answers that ATIR101 could potentially be used in the EU and North America for up to approximately 28,000 patients annually. Kiadis cannot give any guidance on pricing yet as more analysis is needed for that. However, external research analysts have given price ranges of €80,000 up to €200,000 for competing products also in development.

Mr. Spanjer asks why Kiadis' focus seems to be directed to a large extent at the US instead of Europe. Mr. Van Heekeren explains that this is the case because most of the key opinion leaders are based in the US.

Mr. De Haan raises the question how much funding is required in the coming years to finance the Company and to get market authorization approval for ATIR101. Mr. Van Heekeren explains that this depends on how fast market authorization approval can be obtained. Generally speaking a Phase III trial for an orphan drug indication is expected to cost about €30m to €40m. What Kiadis' funding needs will be is dependent on many factors. It for instance depends on how quickly conditional approval can be obtained, what the pick-up of the product will be, whether the Company enters into a partnership, licensing deal or other transaction with Big Pharma, etc. The Company is looking at a variety of options, which is what is always the case in the biotech sphere – at all levels, market parties are in contact and discussions with each other.

Mr. De Haan further asks if the Meeting can be informed in more detail on the Company's funding plans and if perhaps a rights issue is being contemplated. Mr. Van Heekeren responds that the Company is looking actively at various options to attract funding, and that an equity raise is certainly one of the options that is being explored, which is also why item 7 is on the agenda. The Chairman adds that it is currently not possible to elaborate on how the fund raising is likely to be structured as the Company wants to keep all options open in this respect, but he assures the Meeting that the Company is doing its utmost to ensure that proper and timely funding will be available to the Company.

Mr. Spanjer asks whether Kiadis is vulnerable where it regards its patent portfolio in the sense that employees or former employees have claims to the Company's patents. Mr. Van Heekeren indicates that this is not the case. He adds that the orphan drug status of the Company's products is more important than patents, because the Company's patents are expected to lapse prior to the orphan drug status lapsing.

The Chairman moves to the next item on the agenda.

Agenda item 3 - Implementation Management Board Remuneration Policy in 2016

The Chairman provides an explanation of the implementation of the Remuneration Policy for the Management Board. This explanation is based on the information included in the Remuneration Report and the notes to the Financial Statements as included in the Company's Annual Report for 2016.

The Remuneration Policy was approved on 28 June 2016 to replace a very generic policy that was in place prior thereto. The general principles of the Remuneration Policy are (i) competitive compensation so as to enable the Company to recruit, motivate and retain qualified and expert individuals that the Company needs in order to achieve its strategic and operational objectives; (ii) have management focus on the creation of sustainable added value, taking into account the interests of all stakeholders, by having total compensation significantly driven by variable performance dependent income components; and (iii) variable income consisting of short-term (cash bonus) and long-term incentives (share options), whereby the distribution between short-term and long-term incentives aims to achieve a proper balance between short-term results and long-term value creation.

The remuneration of the Management Board in 2016 consisted of (i) a fixed annual salary; (ii) an annual bonus in cash; and (iii) share options. In 2016, no changes were made to the fixed salary of the Management Board. Both members of the Management Board received a cash bonus in 2016, and both members of the Management Board were awarded share options in 2016 based on the Company's share option program. Details of the actual remuneration of the Management Board in 2016 can be found in note 23 entitled 'Related Parties' of the consolidated financial statements in the Company's Annual Report for 2016.

The Chairman asks whether there are any comments or questions in relation to this agenda point and observes that there are none.

The Chairman moves to the next item on the agenda.

Agenda item 4 - Proposal to adopt the Financial Statements for 2016

The Chairman states that it is proposed to adopt the Company's Financial Statements for 2016 and indicates that these Financial Statements, as drawn up by the Management Board, were approved by the Supervisory Board on 30 March 2016. The Financial Statements were published one day later, on 31 March 2016. The Financial Statements can be found in the Company's Annual Report for 2016 as of page 50. The Financial Statements have been audited by KPMG, the Company's external auditor, and the auditor's report can be found as of page 84 of the 2016 Annual Report.

At the Chairman's request, Mr. Herman van Meel from KPMG gives a short presentation on the audit of the Financial Statements for 2016.

An audit is aimed at detecting material errors in the financial statements. For the purpose of the 2016 audit, the materiality for the Financial Statements for 2016 as a whole was determined at €157,500, which reflects 1.5% of the recurring total operating expenses. As regards to its scope, the audit mainly focused on Kiadis Pharma Netherlands B.V., in relation to which a full audit was performed. Attention is drawn by Mr. Van Meel to the going concern paragraph in note 2.1 of the Financial Statements for 2016 which indicates that the Company has insufficient cash and cash equivalents to meet its working capital requirements for the next twelve months and therefore depends on equity financing, non-dilutive financing or strategic transactions. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. The auditor's opinion was not modified in respect of this matter, however, and the audit has resulted in KPMG having issued an unqualified opinion.

The Chairman asks if there are any questions that shareholders may wish to ask to Mr. Van Meel or whether there are any comments or questions in relation to Mr. Van Meel's presentation or the Financial Statements for 2016.

Mr. De Haan asks in relation to the going concern paragraph how and on what basis the auditor got sufficient comfort that the Company will be able to get properly financed and what enabled him to issue the unqualified opinion. Mr. Van Meel explains that he cannot elaborate on this but in any case he was provided with sufficient information and input to not modify his opinion.

As there are no further comments or questions, the Chairman proceeds to the vote on this agenda item.

The Meeting is requested to vote on the adoption of the Financial Statements for 2016.

Shareholders are requested to indicate their vote by raising the voting card that they received on entry of the Meeting.

The voting results are recorded by the notary and are as follows:

# votes cast	% votes cast⁽¹⁾	For	Against	Abstain	Result
5,621,647	40.25%	5,621,647	-	111	Adopted

⁽¹⁾ Percentage of the issued share capital as at the record time of the Meeting, being 13,966,501 shares, each carrying one voting right.

It is established and recorded that the Meeting has adopted the resolution to adopt the Financial Statements for 2016.

The Chairman moves to the next item on the agenda.

Agenda item 5.a - Proposal to release from liability the members of the Management Board

The Chairman states that is proposed that the members of the Management Board be released from liability in respect of their managerial activities in 2016.

The Chairman asks if there are any comments or questions in relation to the release from liability of the members of the Management Board. He for good order's sake explains that it concerns the release from liability of the former CEO Mr. Rüdiger and Mr. Van Heekeren.

The Chairman observes that there are no further questions raised and proceeds to the vote on this agenda item.

The Meeting is requested to vote on the release from liability of the members of the Management Board.

Shareholders are requested to indicate their vote by raising their voting cards.

The voting results are recorded by the notary and are as follows:

# votes cast	% votes cast	For	Against	Abstain	Result
5,621,647	40.25%	5,621,647	-	111	Adopted

It is established and recorded that the Meeting has adopted the resolution to release from liability the members of the Management Board.

The Chairman moves to the next item on the agenda.

Agenda item 5.b - Proposal to release from liability the members of the Supervisory Board

The Chairman states that is proposed that the members of the Supervisory Board be released from liability in respect of their supervisory role in 2016.

The Chairman asks if there are any comments or questions in relation to the release from liability of the members of the Supervisory Board and observes that there are none.

As there are no comments or questions, the Chairman proceeds to the vote on this agenda item.

The Meeting is requested to vote on the release from liability of the members of the Supervisory Board.

Shareholders are requested to indicate their vote by raising their voting cards.

The voting results are recorded by the notary and are as follows:

# votes cast	% votes cast	For	Against	Abstain	Result
5,621,647	40.25%	5,621,647	-	111	Adopted

It is established and recorded that the Meeting has adopted the resolution to release from liability the members of the Supervisory Board.

The Chairman moves to the next item on the agenda.

Agenda item 6 - Proposal to appoint KPMG Accountants N.V. as the Company's external auditor for the financial year 2017

The Chairman states that is proposed to appoint KPMG Accountants N.V. as Kiadis' external auditor for the financial year 2017.

The Chairman asks if there are any comments or questions in relation to the appointment of KPMG Accountants N.V. as external auditors.

Mr. Broenink queries whether the costs for the audit of the last financial year weren't too high and if alternative auditors have been asked to quote for the audit. Mr. Van Heekeren admits that the audit costs are substantial, which can be explained by Kiadis' listing. He confirms that the Company did obtain quotes from other audit firms and that KPMG's fees are in line with those.

As there are no further comments or questions, the Chairman proceeds to the vote on this agenda item.

The Meeting is requested to vote on the adoption of the appointment of KPMG Accountants N.V. as the Company's external auditor for the financial year 2017.

Shareholders are requested to indicate their vote by raising their voting cards.

The voting results are recorded by the notary and are as follows:

# votes cast	% votes cast	For	Against	Abstain	Result
5,602,658	40.11%	5,602,658	-	19,100	Adopted

It is established and recorded that the Meeting has adopted the resolution to appoint KPMG Accountants N.V. as the Company's external auditor for the financial year 2017.

The Chairman moves to the next item on the agenda.

Agenda item 7a - Proposal to increase the number of ordinary shares that may be issued or to which rights to subscribe may be granted by the Management Board

The Chairman states that is proposed to authorize the Management Board, subject to the approval of the Supervisory Board, to issue ordinary shares and to grant rights to subscribe for ordinary shares for a period of 5 years from the date of the Meeting (i.e. up to and including 8 June 2022), up to a maximum of 50% of the number of shares outstanding in the capital of the Company as of the date of the Meeting (i.e. up to 6,983,250 shares). The proposed authorization will replace the authorization granted to the Management Board on 30 June 2015.

The Chairman asks if there are any comments or questions in relation to the authorization of the Management Board to issue shares and grant rights to subscribe for shares.

Mr. De Haan asks whether a rights issue is being contemplated and why the request for authorization to exclude pre-emptive rights is being made. Mr. Van Heekeren explains that the Company wishes to have flexibility in the way on how to attract new funding and issue shares.

As there are no further comments or questions, the Chairman proceeds to the vote on this agenda item.

The Meeting is requested to vote on the adoption of the authorization of the Management Board to issue ordinary shares and grant rights to subscribe for ordinary shares.

Shareholders are requested to indicate their vote by raising their voting cards.

The voting results are recorded by the notary and are as follows:

# votes cast	% votes cast	For	Against	Abstain	Result
5,600,758	40.10%	5,333,433	267,325	21,000	Adopted

It is established and recorded that the Meeting has adopted the resolution to authorize the Management Board to issue ordinary shares and grant rights to subscribe for ordinary shares.

The Chairman moves to the next item on the agenda.

Agenda item 7b - Proposal to exclude any and all pre-emptive rights with regard to the issuance of shares and granting of rights to subscribe for shares as referred to in agenda item 7a

The Chairman states that is proposed to authorize the Management Board, subject to the approval of the Supervisory Board, to exclude the pre-emptive rights in relation to the issuance of shares and granting of rights to subscribe for shares as referred to in the previous agenda item, for a period of 5 years from the date of the Meeting (i.e. up to and including 8 June 2022).

The Chairman asks if there are any comments or questions in relation to the authorization of the Management Board to exclude pre-emptive rights with regard to the issuance of shares and granting of rights to subscribe for shares as referred to in the previous agenda item and observes there are none.

As there are no comments or questions, the Chairman proceeds to the vote on this agenda item.

The Meeting is requested to vote on the adoption of the proposal to the authorization of the Management Board to exclude any and all pre-emptive rights with regard to the issuance of shares and granting of rights to subscribe for shares as referred to in agenda item 7a.

Shareholders are requested to indicate their vote by raising their voting cards.

The voting results are recorded by the notary and are as follows:

# votes cast	% votes cast	For	Against	Abstain	Result
5,619,758	40.24%	5,333,433	286,325	2,000	Adopted

It is established and recorded that the Meeting has adopted the resolution to authorize the Management Board to exclude any and all pre-emptive rights with regard to the issuance of shares and granting of rights to subscribe for shares as referred to in agenda item 7a.

The Chairman moves to the next item on the agenda.

Agenda item 8 - Proposal to authorize the Management Board to have the Company repurchase shares

The Chairman states that is proposed to authorize the Management Board, subject to the approval of the Supervisory Board, to acquire Company shares for a period of 18 months from the date of the Meeting (i.e. up to and including 8 December 2018) by way of repurchase, via the

stock exchange or otherwise, up to a maximum of 10% of the issued capital and for a consideration of at least €0.01 per share and which may not exceed the average closing price on Euronext Amsterdam and Euronext Brussels during five consecutive trading days preceding the date of repurchase increased by 10%. The proposed authorization will replace the authorization granted to the Management Board on 28 June 2016.

The Chairman asks if there are any comments or questions in relation to the proposed authorization of the Management Board to have the Company repurchase shares and observes that there are none.

As there are no comments or questions, the Chairman proceeds to the vote on this agenda item.

The Meeting is requested to vote on the adoption of the authorization of the Management Board to have the Company repurchase shares.

Shareholders are requested to indicate their vote by raising their voting cards.

The voting results are recorded by the notary and are as follows:

# votes cast	% votes cast	For	Against	Abstain	Result
5,621,648	40.25%	5,620,247	1,401	110	Adopted

It is established and recorded that the Meeting has adopted the resolution to authorize the Management Board to have the Company repurchase shares.

The Chairman moves to the next item on the agenda.

Agenda Item 9 - Any other business

The Chairman informs whether there are any additional comments or questions and observes that there are none.

The Chairman observes that there is no further business put forward to discuss.

Agenda Item 10 – Closing

The Chairman closes the Meeting at 15:20 CET and thanks the attendees for their presence.

Mr. Mark Wegter - Chairman

Mr. Oscar Hoefnagels - Secretary, civil law
notary (*notaris*)