



Notice and agenda of the annual general meeting of shareholders ("Meeting") of Kiadis Pharma N.V. ("Kiadis Pharma") to be held on Thursday 8 June 2017 at 14:00 CEST at the Amsterdam Stock Exchange (Euronext), Beursplein 5, 1012 JW Amsterdam, The Netherlands.

Agenda

1. Opening and announcements
2. Annual Report for 2016 by the Management Board
3. Implementation Management Board Remuneration Policy in 2016
4. Financial Statements for 2016 (**voting item**)
5.
 - a. Release from liability of the members of the Management Board (**voting item**)
 - b. Release from liability of the members of the Supervisory Board (**voting item**)
6. Appointment of KPMG Accountants N.V. as Kiadis Pharma's external auditor for the financial year 2017 (**voting item**)
7.
 - a. Increasing the number of ordinary shares that may be issued or to which rights to subscribe may be granted by the Management Board (**voting item**)
 - b. Excluding 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 item 7.a. (**voting item**)
8. Authorization of the Management Board to have Kiadis Pharma repurchase shares (**voting item**)
9. Any other business
10. Closing

The notice, agenda and explanatory notes to the agenda and other relevant information are available for inspection as of the date hereof. These items can be obtained free of charge at the Kiadis Pharma office at Entrada 231-234, 1114 AA Amsterdam-Duivendrecht, The Netherlands, at the Kiadis Pharma website: www.kiadis.com and at the office of F. van Lanschot Bankiers N.V. at Beethovenstraat 300, 1077 WZ Amsterdam, The Netherlands.

Record Time and relevant register

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

- (i) on Thursday 11 May 2017, 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 Central European Summer Time (CEST) on Thursday 1 June 2017 to F. van Lanschot Bankiers 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. The acknowledgement of receipt provided by F. van Lanschot Bankiers N.V. will be valid as an attendance card to the Meeting and must be presented when registering for the Meeting. F. van Lanschot Bankiers N.V. shall arrange for deposit of these applications at Kiadis Pharma's office address.

Proxy and instruction to vote

A shareholder who chooses to have himself represented at the Meeting by a third party must – in addition to the application requirements stated above – provide Kiadis Pharma with a proxy to that effect. For the granting of a proxy, shareholders are required to use a form, which can be obtained via F. van Lanschot Bankiers N.V. (telefax number: +31 (0)20 348 9549 or e-mail address: proxyvoting@kempen.nl) or from Kiadis Pharma (telephone number: +31 (0)20 314 0250; telefax number: +31 (0)20 314 0251) 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 F. van Lanschot Bankiers N.V. or by Kiadis Pharma by 15:00 CEST on Thursday 1 June 2017 ultimately. Receipt of proxy forms can be rejected after this time deadline.

Registration at the Meeting

Registration for admission to the Meeting will take place on Thursday 8 June 2017 from 30 minutes prior to the start of the Meeting until the commencement of the Meeting at 14:00 CEST. After this time registration is no longer possible.

Participation in the Meeting can be made dependent on identification of the participants. Participants are therefore requested to bring a valid proof of identity with them.

On the date of the notice for this Meeting, Kiadis Pharma had 13,966,501 shares issued, each representing one vote.

Amsterdam-Duivendrecht, The Netherlands, 21 April 2017

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 Thursday 8 June 2017 at 14:00 CEST at the Amsterdam Stock Exchange (Euronext), Beursplein 5, 1012 JW Amsterdam, The Netherlands.

Re 2. - Annual Report for 2016 by the Management Board

The Management Board will comment on the Report of the Management Board in Kiadis Pharma's Annual Report for 2016 (see pages 11 to 13 of the Annual Report for 2016).

Subsequently, those present at the Meeting will be given the opportunity to ask questions or make remarks about the Report of the Management Board for 2016 and the Report of the Supervisory Board (included in the Annual Report for 2016 on pages 31 to 34).

Under this agenda item questions can also be raised, and remarks can be made, on Kiadis Pharma's approach to the implementation of the Dutch Corporate Governance Code, which is contained in the Annual Report for 2016 on pages 18 to 23.

Re 3. - Implementation Management Board Remuneration Policy in 2016

This agenda item provides, pursuant to Section 2:135(5a) of the Dutch Civil Code, for a discussion during the Meeting regarding the implementation in 2016 of the Remuneration Policy for the Management Board, as included in the notes to the Consolidated Financial Statements in the Annual Report for 2016 on pages 71 to 73.

Re. 4. - Financial Statements for 2016 (voting item)

On 30 March 2017, the Supervisory Board approved the Financial Statements for 2016 drawn up by the Management Board. The Financial Statements were published on 31 March 2016 and are now submitted for adoption by the Meeting (see article 20.5 of Kiadis Pharma's articles of association).

Under this agenda item the accountant will give a short explanation on the audit of Kiadis Pharma's Annual Report for 2016.

Re. 5.a. - Release from liability of the members of the Management Board (voting item)

It is proposed to the Meeting that the members of the Management Board be released from liability in respect of their managerial activities in 2016 (see article 20.6 of Kiadis Pharma's articles of association).

Re. 5.b. - Release from liability of the members of the Supervisory Board (voting item)

It is proposed to the Meeting that the members of the Supervisory Board be released from liability in respect of their supervisory role in 2016 (see article 20.6 of Kiadis Pharma's articles of association).

Re. 6. - Appointment of KPMG Accountants N.V. as Kiadis Pharma's external auditor for the financial year 2017 (voting item)

Following the recommendation of the Audit Committee and the Management Board, the Supervisory Board proposes to the Meeting to reappoint KPMG Accountants N.V. as Kiadis Pharma's external auditor for the financial year 2017 in accordance with article 20.3 of Kiadis Pharma's articles of association.

Re. 7.a. - Increasing the number of ordinary shares that may be issued or to which rights to subscribe may be granted by the Management Board (voting item)

Re. 7.b. - Excluding 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 item 8.a. (voting item)

In accordance with articles 5 and 6 of Kiadis Pharma's articles of association, the general meeting, by virtue of the resolution adopted on 30 June 2015, delegated to the Management Board, subject to the approval of the Supervisory Board, the authority:

- (i) to issue shares, or grant any rights to subscribe for shares, in the capital of Kiadis Pharma up to a maximum of 20% of the number of outstanding shares in the capital of Kiadis Pharma as of the settlement date of Kiadis Pharma's initial public offering, for a period of five years following 30 June 2015; and
- (ii) to exclude any and all pre-emptive rights with regard to this issuance of shares and granting of rights to subscribe for shares, for a period of five years following 30 June 2015.

In order to be able to raise capital through the issuance of shares and service the option rights of Kiadis Pharma's managers and employees, it is desirable for the Management Board to have restricted authority to issue ordinary shares and to grant options to ordinary shares and it is thus proposed to the Meeting that the present, above described, authorization is increased to a maximum of 50% of the number of outstanding shares in the capital of Kiadis Pharma as of the date of this Meeting, that the pre-emptive rights relating thereto are excluded and that such authorization shall be granted for a period of five years following the date of this Meeting, i.e. up to and including 8 June 2022.

Resolutions whereby the Management Board exercises these powers to issue ordinary shares and grant options to ordinary shares, and to exclude the pre-emptive rights when issuing ordinary shares or granting options to ordinary shares, are subject to approval by the Supervisory Board.

The proposed authorization will replace the authorization granted to the Management Board on 30 June 2015.

Re. 8. - Authorization of the Management Board to have Kiadis Pharma repurchase shares (voting item)

In accordance with article 7.3 of Kiadis Pharma's articles of association, the general meeting, by virtue of the resolution adopted on 28 June 2016, delegated to the Management Board, subject to the approval of the Supervisory Board, the authority to acquire shares in the capital of Kiadis Pharma 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 EUR 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%.

This authority was granted to the Management Board for a period of 18 months following 28 June 2016, i.e. up to and including 28 December 2017.

It is proposed that the Meeting authorizes the Management Board, subject to the approval of the Supervisory Board, to acquire shares for a period of 18 months from the date of this 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 EUR 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.