



Minutes of the extraordinary general meeting of shareholders ("Meeting") of Kiadis Pharma N.V. ("Kiadis" or the "Company") held on Tuesday 4 April 2017 at 10:00 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 other members of the Supervisory Board have sent their apologies for not being able to attend. Mr. Wegter introduces Kiadis' Mr. Robbert van Heekeren, managing director of the Company, who is also present, to 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 10:00 hours

The Chairman makes the following announcements:

- Shareholders that are registered in the Company's 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 the Company's 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 been made available to attendees upon admittance to the Meeting.
- The documents for the Meeting have been available for inspection at the office of the Company. These documents have also been available on the Kiadis website by way of download from www.kiadis.com.
- 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, the Meeting is attended or represented by 5,746,633 ordinary shares.
- Consequently, together a nominal share capital of EUR 574,663.30 is represented constituting a total of 41.15% % of the Company's issued share capital.
- A total of 5,746,633 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
- 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 - Proposal to approve the Remuneration Policy for the Management Board which includes the granting of options and stock appreciation rights

The Chairman states that it is proposed to adopt an amended Remuneration Policy for the Management Board to include stock appreciation rights as a possible remuneration. The proposed Remuneration Policy was included in the explanatory notes to the agenda for this Meeting. The Remuneration Policy includes the granting of options and stock appreciation rights to the Management Board and the Policy sets out the maximum number of options and stock appreciation rights that may be granted to the Management Board, the conditions for granting such options and stock appreciation rights and possible amendments thereto.

Mr. Bogerd appreciates the scope of the proposal but asks how it will work out in practice and if the Supervisory Board will critically look at the remuneration and bonuses granted to the Management Board in general.

The Chairman explains that the Remuneration Policy is in line with market practice and that the Supervisory Board has established a remuneration committee which will every year carefully and critically analyze the remuneration of the members of the Management Board.

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

The Meeting is requested to vote on the approval of the Remuneration Policy for the Management Board which includes the granting of options and stock appreciation rights.

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
5,746,633	41.15%	5,490,746	255,887	-	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.

The Chairman notes that the Meeting has adopted the resolution to approve the Remuneration Policy for the Management Board which includes the granting of options and stock appreciation rights.

The Chairman moves to the next item on the agenda.

Agenda Item 3 - Proposal to appoint Mr. Arthur Lahr as a member of the Management Board

The Chairman explains that Mr. Manfred Rüdiger's position on the Management Board has terminated. He explains that a careful search for a successor of Mr. Rüdiger was conducted and that he is happy to introduce Mr. Arthur Lahr for appointment as a member of the Management Board.

Mr. Lahr has significant experience within the healthcare sector in R&D, business development and commercialization of biopharmaceuticals - his CV was included in the explanatory notes to the agenda for the Meeting.

Mr. Lahr will be appointed for a period of four years with effect from the date of the Meeting, ending by close of the annual general meeting of shareholders to be held in 2021. The Chairman asks Mr. Lahr, who is present at the Meeting, to stand up and present himself.

Mr. Lahr introduces himself and explains why he is keen to start as member of the Management Board. On the basis of two real life examples he explains what difference Kiadis can make with the lead product it is developing. He furthermore explains that Kiadis is about to start its Phase III clinical trial with ATIR101™ and is aiming to file ATIR101™ with the European Medicines Agency for marketing authorization on short notice, which could allow for the product to reach the market in 1.5 to 2 years' time.

The Chairman thanks Mr. Lahr for his introduction and proceeds to the vote on this agenda item.

The Meeting is requested to vote on the appointment of Mr. Arthur Lahr as a member of the Management Board.

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	For	Against	Abstain	Result
5,652,177	40.47	5,652,177	-	94,456	Adopted

The Chairman notes that the Meeting has adopted the resolution to appoint Mr. Arthur Lahr as a member of the Management Board.

The Chairman moves to the next item on the agenda.

Agenda Item 4 – Any other business

The Chairman informs whether there are any comments or questions.

It is asked when the annual general meeting is scheduled to take place. The Chairman informs the meeting that the exact date of the annual general meeting is still to be determined but that such meeting is aimed to take place in the first two week of June 2017 at the latest.

Mr. Bogerd notes that Mr. Lahr is a former Crucell executive and that this also applies to Kiadis' recently appointed Chief Operations Officer Mr. Jan Feijen. Although he has no reason to question or doubt the capacities of either one of them, he states that the simple fact of having held an executive position at Crucell is no guarantee for success. Mr. Wegter responds that Mr. Bogerd is absolutely right and stresses that the Supervisory Board has nominated Mr. Lahr for appointment as member of the Management Board based on his capacities and experience.

The Chairman observes that there are no other comments or questions and proceeds to the closing of the meeting.

Agenda Item 5 – Closing

The Chairman closes the Meeting at 10:33 hours and thanks the attendees for their presence.

Mr. Mark Wegter - Chairman

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

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