



Notice and agenda of the extraordinary general meeting of shareholders ("Meeting") of Kiadis Pharma N.V. ("Kiadis") to be held on Wednesday 9 December 2015 at 14:00 at the Amsterdam Stock Exchange (Euronext), Beursplein 5, 1012 JW Amsterdam, The Netherlands.

AGENDA

1. Opening and announcements
2. Appointment of KPMG Accountants N.V. as Kiadis' external auditor for the financial year 2015 (**voting item**)
3. Any other business
4. Closing

The notice, agenda and explanatory notes to the agenda are available for inspection as of the date hereof. These items can be obtained free of charge at the Kiadis office at Entrada 231-234, 1114 AA Amsterdam-Duivendrecht, The Netherlands, at the Kiadis website: www.kiadis.com and at the office of Kempen & Co 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 Wednesday 11 November 2015, after processing of all debit entries and transfers (the "Record Time"), are registered in Kiadis' 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' shareholders register will be informed directly by Kiadis 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 Time (CET) on Wednesday 2 December 2015 to Kempen & Co 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 Kempen & Co N.V. will be valid as an attendance card to the Meeting and must be presented when

registering for the Meeting. Kempen & Co N.V. shall arrange for deposit of these applications at Kiadis' 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 with a proxy to that effect. For the granting of a proxy, shareholders are required to use a form, which can be obtained via Kempen & Co N.V., (telefax number: +31 (0)20 348 9549 or e-mail address: proxyvoting@kempen.nl) or from Kiadis (telephone number: +31 (0)20 314 0250; telefax number: +31 (0)20 314 0251) and can also be downloaded from Kiadis' website (www.kiadis.com). The form, duly completed by the shareholder, must have been received by Kempen & Co N.V or by Kiadis by 15:00 Central European Time (CET) on Wednesday 2 December 2015 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 Wednesday 9 December 2015 from one hour prior to start meeting until the commencement of the Meeting at 14:00. After this time registration is no longer possible.

Participation in the Meeting can be made dependant 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 had 13,471,644 shares issued, each representing one vote.

Amsterdam, The Netherlands, 28 October 2015

Managing 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") to be held on Wednesday 9 December 2015 at 14:00 at the Amsterdam Stock Exchange (Euronext), Beursplein 5, 1012 JW Amsterdam, The Netherlands.

Re 2 – Appointment of KPMG Accountants N.V. as Kiadis' external auditor for the financial year 2015

It is proposed to the Meeting to appoint KPMG Accountants N.V. as Kiadis' external auditor for the financial year 2015 in accordance with article 20.3 of Kiadis' articles of association.