



Notice and agenda of the annual general meeting of shareholders ("Meeting") of Kiadis Pharma N.V. ("Kiadis Pharma") to be held on Monday 24 June 2019 at 10:00 CEST at the Amsterdam Stock Exchange (Euronext), Beursplein 5, 1012 JW Amsterdam, The Netherlands.

Agenda

1. Opening and announcements
2. Annual Report for 2018 by the Management Board
3. Implementation Management Board Remuneration Policy in 2018
4. Financial Statements for 2018 (**voting item**)
5. Release from liability of the members of the Management Board (**voting item**)
6. Release from liability of the members of the Supervisory Board (**voting item**)
7. Reappointment of Mr. Mark Wegter as a member of the Supervisory Board (**voting item**)
8. Reappointment of Mr. Martijn Kleijwegt as a member of the Supervisory Board (**voting item**)
9. Appointment of KPMG Accountants N.V. as Kiadis Pharma's external auditor for the financial year 2019 (**voting item**)
10. Authorization of the Management Board to have Kiadis Pharma repurchase shares (**voting item**)
11. Any other business
12. 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 Paasheuvelweg 25A, 1105 BP Amsterdam, The Netherlands, at the Kiadis Pharma website: www.kiadis.com and at the office of Van Lanschot N.V. at Beethovenstraat 300, 1077 WZ Amsterdam, The Netherlands.

Kiadis Pharma is an international company and its corporate language is English. The Meeting will therefore be conducted in English.

Record Time and relevant register

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

- (i) on Monday 27 May 2019, 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 Monday 17 June 2019 to Van Lanschot 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 Van Lanschot N.V. will be valid as an attendance card to the Meeting and must be presented when registering for the Meeting. Van Lanschot 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 Van Lanschot N.V. (telefax number: +31 (0)20 348 9549 or e-mail address: proxyvoting@kempen.nl) or from Kiadis Pharma (telephone number: +31 (0)20 240 5250; telefax number: +31 (0)20 240 5251) 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 Van Lanschot N.V. or by Kiadis Pharma by 15:00 CEST on Monday 17 June 2019 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 Monday 24 June 2019 from 30 minutes prior to the start of the Meeting until the commencement of the Meeting at 10:00 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.

If you intend to instruct your custodian or broker for any of the above, please be aware that their deadlines could be a number of days before those mentioned above. Please check with the individual institutions as to their cut-off dates.

On the date of the notice for this Meeting, Kiadis Pharma had 24,366,742 shares issued, each representing one vote.

Amsterdam, The Netherlands, 13 May 2019

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 Monday 24 June 2019 at 10:00 CEST at the Amsterdam Stock Exchange (Euronext), Beursplein 5, 1012 JW Amsterdam, The Netherlands.

Re 2. - Annual Report for 2018 by the Management Board

The Management Board will comment on the Report of the Management Board in Kiadis Pharma's Annual Report for 2018 (see pages 11 to 13 of the Annual Report for 2018).

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 2018 and the Report of the Supervisory Board (included in the Annual Report for 2018 on pages 35 to 38).

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 2018 on pages 17 to 25.

Re 3. - Implementation Management Board Remuneration Policy in 2018

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 2018 of the Remuneration Policy for the Management Board, as included in the Annual Report for 2018 on pages 39 to 42 and in the notes to the Consolidated Financial Statements in the Annual Report for 2018 on pages 82 to 84.

Re. 4. - Financial Statements for 2018 (voting item)

On 29 April 2019, the Supervisory Board approved the Financial Statements for 2018 drawn up by the Management Board. The Financial Statements were published on 30 April 2019 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 Financial Statements for 2018.

Re. 5. - 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 conduct of management during 2018 (see article 20.6 of Kiadis Pharma's articles of association).

Re. 6. - 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 during 2018 (see article 20.6 of Kiadis Pharma's articles of association).

Re. 7. - Reappointment of Mr. Mark Wegter as a member of the Supervisory Board (voting item)

In accordance with articles 17.5 and 13.2 of Kiadis Pharma's articles of association, the Supervisory Board nominates Mr. Mark Wegter for reappointment as a member of the Supervisory Board of Kiadis Pharma.

Mr. Wegter is not an independent member of the Supervisory Board within the meaning of the Dutch Corporate Governance Code as he is employed by and was previously appointed upon nomination of a significant shareholder of Kiadis Pharma. However, the Supervisory Board considers that Mr. Wegter fits the intended profile of the Supervisory Board, has relevant knowledge and extensive experience and qualities as Supervisory Board member as demonstrated during his past period as Chairman of Kiadis Pharma's Supervisory Board, and that his contribution outweighs any perceived disadvantage of non-independence.

Although the Remuneration of the Supervisory Board that was approved during the general meeting of 29 March 2019 applies equally to all members of the Supervisory Board, including members of the Supervisory Board that do not qualify as independent with the meaning of the Dutch Corporate Governance Code, Mr. Wegter has previously confirmed to Kiadis Pharma that he will not claim the cash nor the non-cash remuneration set out in the Remuneration of the Supervisory Board.

It is proposed that the Meeting appoints Mr. Wegter as a member of the Supervisory Board in accordance with the nomination of the Supervisory Board for a period of four years with effect from the date of the Meeting, ending by close of the annual general meeting to be held in 2023.

Mr. Wegter was born in 1969 and is a Dutch national. He graduated from the Erasmus University of Rotterdam, The Netherlands, with a degree in economics. In 1998, Mr. Wegter joined Life Sciences Partners, becoming a general partner in 2001. Mr. Wegter holds positions at various Life Sciences Partners entities that manage Life Sciences Partner funds. He holds no shares in Kiadis Pharma.

Re. 8. - Reappointment of Mr. Martijn Kleijwegt as a member of the Supervisory Board (voting item)

In accordance with articles 17.5 and 13.2 of Kiadis Pharma's articles of association, the Supervisory Board nominates Mr. Martijn Kleijwegt for reappointment as a member of the Supervisory Board of Kiadis Pharma.

Mr. Kleijwegt is not an independent member of the Supervisory Board within the meaning of the Dutch Corporate Governance Code as he is employed by and was previously appointed upon nomination of a significant shareholder of Kiadis Pharma. However, the Supervisory Board considers that Mr. Kleijwegt fits the intended profile of the Supervisory Board, has relevant knowledge and extensive experience and qualities as Supervisory Board member as demonstrated during his past period as member of Kiadis Pharma's Supervisory Board, and that his contribution outweighs any perceived disadvantage of non-independence.

Although the Remuneration of the Supervisory Board that was approved during the general meeting of 29 March 2019 applies equally to all members of the Supervisory Board, including members of the Supervisory Board that do not qualify as independent with the meaning of the Dutch Corporate Governance Code, Mr. Kleijwegt has previously confirmed to Kiadis Pharma that he will not claim the cash nor the non-cash remuneration set out in the Remuneration of the Supervisory Board.

It is proposed that the Meeting appoints Mr. Kleijwegt as a member of the Supervisory Board in accordance with the nomination of the Supervisory Board for a period of four years with effect from the date of the Meeting, ending by close of the annual general meeting to be held in 2023.

Mr. Kleijwegt was born in 1955 and is a Dutch national. He graduated from the University of Amsterdam, The Netherlands, with a degree in economics. Mr. Kleijwegt founded Life Sciences Partners in 1998 and has been managing partner of Life Sciences Partners ever since. Mr. Kleijwegt is managing director of various Life Sciences Partners entities that manage Life Sciences Partner funds. He is also a member of the board of the European Venture Capital Association. He holds no shares in Kiadis Pharma.

Re. 9. - Appointment of KPMG Accountants N.V. as Kiadis Pharma's external auditor for the financial year 2019 (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 2019 in accordance with article 20.3 of Kiadis Pharma's articles of association.

Re. 10. - Authorization of the Management Board to have Kiadis Pharma repurchase shares (voting item)

It is proposed that the Meeting authorizes the Management Board, subject to the approval of the Supervisory Board, to acquire shares in the capital of Kiadis Pharma for a period of 18 months from the date of this Meeting (i.e. up to and including 25 December 2020) 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% .

If granted, the proposed authorization will replace the authorization granted to the Management Board on 4 June 2018.