Kiadis Pharma N.V.

(a public limited liability company incorporated under the laws of the Netherlands with its registered seat in Amsterdam, the Netherlands)

Second Supplement to the Simplified Prospectus dated 5 June 2020

This supplement (the "**Second Supplement**") is published by Kiadis Pharma N.V. (the "**Company**", and together with its consolidated subsidiaries "**Kiadis**", "**we**", "**our**", "**ours**", "**us**" and similar terms).

This Supplement is a supplement to, and must be read in conjunction with, the simplified prospectus under the simplified disclosure regime for secondary issuances in accordance with Article 14 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") dated 5 June 2020 (the **Simplified Prospectus**") that is constituted by (i) the specific registration document for secondary issuances of equity securities for the purpose of Articles 3 and 14 of the Prospectus Regulation that was prepared in accordance with the Prospectus Regulation and the rules promulgated thereunder, including Annex 3 of Commission Delegated Regulation (EU) 2019/980, and that was filed in English with, and was approved by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, "**AFM**") as competent authority under the Prospectus Regulation on 5 June 2020 (the "**Simplified Registration Document**"), supplemented by (ii) the specific securities note and summary for secondary issuances of equity securities for the purpose of Articles 3(3), 7 and 14 of the Prospectus Regulation that was prepared in accordance with the Prospectus Regulation and the rules promulgated thereunder, including Annex 12 of Commission Delegated Regulation (EU) 2019/980 and that was filed in English with, and was approved by the AFM as competent authority under the Prospectus Regulation on 5 June 2020 (the "**Simplified Securities Note**"), and that has been supplemented with the supplement within the meaning of Article 23 of the Prospectus Regulation that was prepared in accordance with the Prospectus Regulation and the rules promulgated thereunder, including Commission Delegated Regulation (EU) 2019/979, dated August 4, 2020 (the "**First Supplement**"), approved by the AFM in accordance with the Prospectus Regulation on such date.

This Second Supplement constitutes a supplement within the meaning of Article 23 of the Prospectus Regulation and was prepared in accordance with the Prospectus Regulation and the rules promulgated thereunder, including Commission Delegated Regulation (EU) 2019/979. This Supplement was filed in English with, and was approved by the AFM as competent authority under the Prospectus Regulation. The AFM has only approved this Second Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such an approval should not be considered as an endorsement of us in our capacity of issuer that is the subject of this Supplement or of our Shares. This Second Supplement will be notified to the Belgian Financial Services and Markets Authority (*Autorité des services et marchés financiers*, the "**FSMA**") for passporting in accordance with Article 25 of the Prospectus Regulation.

To the extent that there is any inconsistency between any statement in this Second Supplement and any other statement in the Simplified Prospectus, the statements in this Second Supplement will prevail. Potential investors should only rely on the information contained in the Simplified Prospectus as supplemented by this Second Supplement and any further supplements thereto within the meaning of Article 23 of the Prospectus Regulation, should such supplements be published.

Capitalized terms used but not (otherwise) defined herein are used as defined in the Simplified Prospectus.

The date of this Second Supplement is February 12, 2021 (the "**Second Supplement Date**").

AMENDMENTS AND ADDITIONS TO THE SIMPLIFIED PROSPECTUS

On November 2, 2020, we announced that we had entered into a definitive merger agreement under which Sanofi by means of a recommended public offer will offer to acquire all of our outstanding ordinary Shares at a price per Share of €5.45 in cash (cum dividend), representing an aggregate adjusted equity value on a fully diluted basis of approximately €308 million. The Management Board and Supervisory Board unanimously approve the intended transaction and recommend the offer to our Shareholders. The offer is subject to certain customary conditions and on December 9, 2020, we announced that the competition condition related to the offer had been satisfied. On January 14, 2021, we announced that we had drawn €20 million from the €27.7 million bridge loan facility that we entered into with Sanofi on January 13, 2021 to bridge our capital needs through the closing of the acquisition by Sanofi. On February 2, 2021 we announced that irrevocable commitments with Empery Asset Master Ltd., Empery Tax Efficient, LP and Empery Tax Efficient III, LP (jointly "**Empery**"), funds managed by Life Sciences Partners (jointly "**Life Sciences Partners**"), former Cytosen shareholders and option holders and Kreos Capital had been entered into, as a consequence of which as per the Second Supplement Date approximately 36.6% of the total number of issued and outstanding Shares on a fully diluted basis as at settlement of the offer is committed under the offer, subject to the offer being declared unconditional by Sanofi and the merger agreement not being terminated. On February 10, 2021, the AFM approved the offer memorandum (the "**Offer Memorandum**"), which was recognized by the FSMA on February 11, 2021. On February 12, 2021, Sanofi (via Sanofi Foreign Participations B.V. as offeror) launched the recommended public offer, and the Offer Memorandum and our position statement (the "**Position Statement**") were made generally available. The acceptance period will commence on February 15, 2021 and will expire on April 12, 2021, unless the acceptance period is extended. Completion of the offer is currently expected in the second quarter of 2021.

Furthermore, although it does not regard situations requiring a supplement specified in Commission Delegated Regulation (EU) 2019/979 nor situations which we consider to otherwise require a supplement pursuant to Article 23 of the Prospectus Regulation, the following is noted.

- On August, 17, 2020, we announced a new research program, K-NK-ID101, that will focus on the development of K-NK cells as a treatment for COVID-19. This new program marks the start of broader application of our K-NK technology platform as a potential treatment, not only for cancer, but also for infectious diseases. In support of the K-NK-ID101 program, we have started collaborating with five premier Dutch institutions to study different anti-viral mechanisms of our K-NK cell therapy platform against SARS-CoV-2, the virus that caused the COVID-19 pandemic. The collaboration will study NK-cell biology in COVID-19 patients, the elimination of SARS-CoV-2 virus and virally infected cells by K-NK cells, and synergies between monoclonal antibodies, vaccines and K-NK cells.

- On September 15, 2020, we announced that we had received $9.5 million in funding from the Advanced Regenerative Manufacturing Institute's (ARMI) BioFabUSA program, in partnership with the United States Department of Defense (DoD), to fund our K-NK-ID101 program. The funds from ARMI|BioFabUSA provides funding for our research on K-NK-ID101's activity and mode of action in COVID-19 treatment, including our Dutch research program announced on August 17, 2020. In addition, the funds will support a new Company-sponsored Phase I/IIa clinical trial that we plan to initiate in 2021 to evaluate K-NK-ID101 in COVID-19 and the scale up of GMP manufacturing. Additionally, we will collaborate with ARMI|BioFabUSA to establish large-scale manufacturing capacity for K-NK-ID101 in the US that can support the

industrialization of K-NK cell therapy. ARMI|BioFabUSA received funding from the United States Department of Defense (DoD) to advance large-scale manufacturing of engineered tissues and tissue-related technologies, including cell therapy.

- On September 30, 2020, we announced our results for the six months ended June 30, 2020 and published our unaudited condensed consolidated interim financial statements for the six month period ended June 30, 2020.

- On October 1, 2020, we announced that we had issued an amount of €5 million in convertible bonds to Kreos Capital in consideration for Kreos Capital waiving an equivalent amount under the Kreos Capital Facilities Agreements. As a result thereof, as per September 30, 2020 the outstanding amount under the Kreos Capital Facilities Agreements was lowered to €1.6 million.

- On December 7, 2020, we announced that we had issued 267,012 Holdback Shares to the former CytoSen shareholders, increasing the number of outstanding Shares to 40,308,501.

In view of the above, with effect from the Second Supplement Date, the information appearing in, or incorporated by reference into, the Simplified Prospectus shall be supplemented and amended in the manner described below (references to page numbers are to the pages of the Simplified Registration Document or the Simplified Securities Note, as applicable):

1. In paragraph 1.1 (*Risks related to our financial position*), in the risk factor headed "*We are dependent on external funding in the foreseeable future and require substantial additional funding to continue our operations including during the next twelve months. If we are unable to raise funding when needed or on acceptable terms, we could be forced to delay, reduce or terminate our development programs and may be unable to continue as a going concern and could ultimately go into insolvency.*" on page 3 of the Simplified Registration Document, the following amendments shall be made:

   "*We are dependent on external funding in the foreseeable future and require substantial additional funding to continue our operations ~~including during the next twelve months~~. If we are unable to raise funding when needed or on acceptable terms, we could be forced to delay, reduce or terminate our development programs and may be unable to continue as a going concern and could ultimately go into insolvency.*

   As of December 31, 2019, we had cash and cash equivalents of €29.5 million and as of the Simplified Registration Document Date, we had cash and cash equivalents of approximately €22.7 million. As of the Second Supplement Date, we had cash and cash equivalents of approximately €30.2~~32.2~~ million. Based on our operating plans, we believe that existing cash and cash equivalents will allow us to continue operating the business into the ~~first~~third quarter of 2021. ~~The fact that our working capital requirements for the next twelve months following the Simplified Registration Document Date require additional funds indicates the existence of a material uncertainty which may cast significant doubt about our ability to continue as a going concern. See also Note 2 of the consolidated financial statements for the financial year ended December 31, 2019 incorporated by reference in this Simplified Registration Document.~~

As we do not currently generate cash from product revenues ~~to meet our current working capital requirements~~, we are dependent on the issuance and sale of equity and debt securities, debt financing arrangements and other funding sources, to continue financing our operations and to proceed with our current plans for clinical development and research. The fact that we discontinued our previous lead program ATIR101 may negatively impact our ability to attract additional funding. The potential consideration under our agreement with Aventis Inc., part of the Sanofi S.A. group of companies ("**Sanofi**"), of up to €857,5 million is contingent on achieving preclinical, clinical, regulatory and commercial milestones, and we will only be entitled to royalties if and when products resulting from the agreement have been approved and commercially sold – see also paragraph 4.8 below. Also, the impact of the coronavirus on capital markets as a whole already affects the availability, amount and type of financing and ultimately may impact our continuity – see also paragraph 1.2 below."

2. In paragraph 2.7 (*Documents incorporated by reference and documents available*) starting on page 46 of the Simplified Registration Document, the following amendments shall be made:

"Kiadis Pharma N.V.'s articles of association (*statuten*) as they read on the Simplified Registration Document Date (the "**Articles of Association**") (the Dutch version and an English translation thereof (hyperlinked)) are incorporated by reference in this Simplified Registration Document. In addition, the Full Year Financial Statements (hyperlinked) and our unaudited condensed consolidated interim financial statements for the six month period ended June 30, 2020 (the **"Interim Financials"**) (hyperlinked) are incorporated by reference in this Simplified Registration Document (hyperlinked)."

"Copies of this Simplified Registration Document, the Full Year Financial Statements, the Interim Financials and the Articles of Association may be obtained free of charge for a period of twelve months following the Simplified Registration Document Date by sending a request in writing to us at Paasheuvelweg 25A, 1105 BP Amsterdam, the Netherlands and may also be obtained from our website at www.kiadis.com."

3. In paragraph 3.1 (*Selected consolidated historical financial information*) starting on page 50 of the Simplified Registration Document, the following amendments shall be made:

"Selected consolidated income statement data

€ in thousands, except per share data	**For the six months ended June 30**		**For the year ended December 31**	
	2020	**2019**	**2019**	**2018**
	Unaudited		**Audited**	
Revenues	-	-	-	-
Other income	149	-	-	-
Research and development expenses	(13,751)	(16,247)	(43,043)	(17,468)
General and administrative expenses	(6,265)	(9,487)	(30,191)	(7,733)
Total operating expenses	**(20,016)**	**(25,734)**	**(73,234)**	**(25,201)**
Operating loss	**(19,867)**	**(25,734)**	**(73,234)**	**(25,201)**
Interest income	-	1	-	-

€ in thousands, except per share data	For the six months ended June 30		For the year ended December 31	
	2020	**2019**	**2019**	**2018**
Interest expenses	(1,130)	(2,211)	(4,013)	(4,302)
Other net finance (expenses) income	2,211	2,038	24,676	(288)
Net finance income (expenses)	**1,081**	**(172)**	**20,663**	**(4,590)**
Loss before tax	**(18,786)**	**(25,906)**	**(52,571)**	**(29,791)**
Income tax expense	(58)	(28)	(64)	(10)
Loss for the period	**(18,844)**	**(25,934)**	**(52,635)**	**(29,801)**
Basic and diluted loss per share	(0.57)	(1.03)	(1.92)	(1.46)
Weighted average number of ordinary shares[1]	33,095,083	25,174,655	27,393,442	20,450,398

1. The basic loss per share is based on the weighted average number of ordinary shares of the Company outstanding during the periods presented. The calculation of diluted loss per share has been based on a weighted-average number of ordinary shares outstanding after adjustment for the effects of all dilutive potential ordinary shares. Both stock options and warrants were excluded from the diluted weighted-average of ordinary shares calculation because their effect would have been anti-dilutive. As a result, diluted loss per share equals basic loss per share

Selected consolidated statement of financial position data

(€ in thousands)	As of June 30	As of December 31	
	2020	**2019**	**2018**
	Unaudited	**Audited**	
Assets			
Intangible assets and goodwill	35,477	35,451	12,368
Property, plant and equipment	10,904	12,031	7,720
Non-current financial assets	294	294	-
Total non-current assets	**46,675**	**47,776**	**20,088**
VAT and other receivables	914	1,705	729
Deferred expenses	661	509	1,413
Cash and cash equivalents	19,809	29,459	60,314
	21,384	**31,673**	**62,456**
Assets held for sale	63	53	-
Total current assets	**21,447**	**31,726**	**62,456**
Total assets	**68,122**	**79,502**	**82,544**
Equity			
Share capital	4,004	2,956	2,434
Share premium	228,593	220,040	180,553
Translation reserve	639	(132)	298
Warrant reserve	392	392	392
Accumulated deficit	(206,037)	(189,000)	(139,533)
Equity attributable to equity holders	**27,591**	**34,256**	**44,144**
Liabilities			
Loans and borrowings	928	912	21,836
Lease liabilities	5,785	6,615	5,255
Derivatives	-	-	-
Contingent consideration	958	1,297	-
Deferred tax liability	6,167	6,163	-
Total non-current liabilities	**18,438**	**14,987**	**27,091**

(€ in thousands)	**As of June 30**	**As of December 31**	
	2020	**2019**	**2018**
	Unaudited	**Audited**	
Loans and borrowings	8,932	11,910	5,308
Lease liabilities	1,062	1,235	1,033
Provisions	395	3,630	-
Contingent consideration	2,321	3,142	-
Trade and other payables	9,383	10,342	4,968
Total current liabilities	**22,093**	**30,259**	**11,309**
Total liabilities	**40,531**	**45,246**	**38,400**
Total equity and liabilities	**68,122**	**79,502**	**82,544**

"

4. In paragraph 3.2 (*Recent significant events and significant changes to our financial position since December 31, 2019*) on page 52 of the Simplified Registration Document, after the paragraph ending "We will also receive up to low double-digit royalties based on commercial sales of approved products resulting from this agreement", the following new paragraphs shall be added:

"On August 17, 2020, we announced a new research program, K-NK-ID101, that will focus on the development of K-NK cells as a treatment for COVID-19. This new program marks the start of broader application of our K-NK technology platform as a potential treatment, not only for cancer, but also for infectious diseases. In support of the K-NK-ID101 program, we have started collaborating with five premier Dutch institutions to study different anti-viral mechanisms of our K-NK cell therapy platform against SARS-CoV-2, the virus that caused the COVID-19 pandemic. The collaboration will study NK-cell biology in COVID-19 patients, the elimination of SARS-CoV-2 virus and virally infected cells by K-NK cells, and synergies between monoclonal antibodies, vaccines and K-NK cells.

On September 15, 2020, we announced that we had received $9.5 million in funding from the Advanced Regenerative Manufacturing Institute's (ARMI) BioFabUSA program, in partnership with the United States Department of Defense (DoD), to fund our K-NK-ID101 program. The funds from ARMI|BioFabUSA provides funding for our research on K-NK-ID101's activity and mode of action in COVID-19 treatment, including our Dutch research program announced on August 17, 2020. In addition, the funds will support a new Company-sponsored Phase I/IIa clinical trial that we plan to initiate in 2021 to evaluate K-NK-ID101 in COVID-19 and the scale up of GMP manufacturing. Additionally, we will collaborate with ARMI|BioFabUSA to establish large-scale manufacturing capacity for K-NK-ID101 in the US that can support the industrialization of K-NK cell therapy. ARMI|BioFabUSA received funding from the United States Department of Defense (DoD) to advance large-scale manufacturing of engineered tissues and tissue-related technologies, including cell therapy.

On September 30, 2020, we issued an amount of €5 million in convertible bonds (the "**Convertible Bonds**") to Kreos Capital in consideration for Kreos Capital waiving an equivalent amount under the Kreos Capital Facilities Agreements. As a result thereof, as per September 30, 2020 the outstanding amount under the Kreos Capital Facilities Agreements amounted to €1.6 million. The Convertible Bonds were issued at par and are interest bearing at a rate of 9% per annum compounding monthly, which interest shall be added to the principal and paid at repayment of the Convertible Bonds. The

Convertible Bonds can be converted by Kreos Capital or any succeeding holder into ordinary Shares at a conversion price of €2.00 (subject to adjustment in the case of a share split or share consolidation). See also paragraph 6.2.

On November 2, 2020, we announced that we had entered into a definitive merger agreement under which Sanofi by means of a recommended public offer will offer to acquire all of our outstanding ordinary Shares at a price per Share of €5.45 in cash (cum dividend), representing an aggregate adjusted equity value on a fully diluted basis of approximately €308 million (the "**Sanofi Offer**"). The Management Board and Supervisory Board unanimously approve the intended transaction and recommend the Sanofi Offer to our Shareholders. On February 2, 2021 we announced that irrevocable commitments with Empery, Life Sciences Partners, former Cytosen shareholders and option holders and Kreos Capital had been entered into, as a consequence of which as per the Second Supplement Date approximately 36.6% of the total number of issued and outstanding Shares on a fully diluted basis as at settlement of the Sanofi Offer is committed under the Sanofi Offer, subject to the Sanofi Offer being declared unconditional by Sanofi. and the merger agreement not being terminated. On February 12, 2021, Sanofi (via Sanofi Foreign Participations B.V. as offeror) launched the recommended public offer, and the Offer Memorandum and our Position Statement were made generally available. The acceptance period will commence on February 15, 2021 and will expire on April 12, 2021, unless the acceptance period is extended. Completion of the offer is currently expected in the second quarter of 2021. The Sanofi Offer is subject to certain customary conditions. See also paragraph 9.1.

On January 14, 2021, we announced that we had drawn €20 million from the €27.7 million Bridge Loan that we entered into with Sanofi on January 13, 2021 to bridge our capital needs through the closing of the acquisition by Sanofi. See also paragraph 9.1."

5. In paragraph 3.3 (*Liquidity and capital resources*) starting page 53 of the Simplified Registration Document, the following amendments shall be made:

"During the year ended December 31, 2019, our operating expenses amounted to €73.2 million, consisting of research and development expenses of €43.0 million, and general and administrative expenses of €30.2 million. Our operating expenses for the full year 2019 were substantially greater than for 2018, with an increase in the second half of 2019 as compared to the first half year, in particular for research and development expenses which were significantly higher. The increase during the full year 2019 was mainly caused by the increased clinical trial costs related to the ramp up of the Phase III study of ATIR101, and the increase of the work force that the organization experienced prior to the discontinuation of our ATIR activities. As a consequence of the discontinuation of our ATIR activities in November 2019 we incurred restructuring costs. Following our June 2019 acquisition of CytoSen, research and development expenses also include costs associated with the development of K-NK002 and the other NK-programs that we acquired. As of the discontinuation of our ATIR activities in November 2019, our ongoing research and developments expenses only regard the winddown of ATIR activities and our NK-programs including K-NK002 for which we expect to start Phase I/II studies in 2021 and K-NK003 for which we ~~expect to~~ have started Phase I/II studies in in 2020.

Since inception, we have not generated any revenues or net cash flows from sales of our product candidates. We will not receive any revenues or net cash flows from

sales of our product candidates until they have been approved by regulatory authorities and commercialized successfully.

To date, we have relied principally on the issuance and sale of equity securities and debt to finance our operations, internal growth and selective acquisitions of businesses, technologies and other assets. For the periods presented, we raised the following capital:

- In February and March 2018, we issued an aggregate number of 227,695 new Shares upon the exercise of warrants. In September and October 2018, we issued an aggregate number of 316,318 new Shares upon the exercise of warrants. The net proceeds in 2018 amounted to €3.0 million~~.~~

- In March 2018, we raised €21.6 million in net proceeds (€23.4 million in gross proceeds) in equity~~.~~

- In October 2018, we raised €29.1 million in net proceeds (€31.2 million in gross proceeds) in equity

- In May 2019, we raised €25.3 million in net proceeds (€27.6 million in gross proceeds) in equity.

- In April 2020, we raised €16.0 million in net proceeds (€17.0 million in gross proceeds) in equity.

- On July 8, 2020, we announced that we have granted an exclusive license of our K-NK004 program to Sanofi, covering our CD38 knock out (CD38KO) K-NK therapeutic for combination with anti-CD38 monoclonal antibodies, including Sanofi's FDA approved therapy Sarclisa®, and that additionally, Sanofi has obtained exclusive rights to use our K-NK platform for additional earlier stage pre-clinical programs. As part of the agreement, we received an upfront payment of €17.5 million and will be entitled to receive up to €857.5 million upon Sanofi's achievement of preclinical, clinical, regulatory and commercial milestones. We will also receive up to low double-digit royalties based on commercial sales of approved products resulting from this agreement.

- On September 15, 2020, we announced that we had received $9.5 million in funding from the Advanced Regenerative Manufacturing Institute's (ARMI) BioFabUSA program, in partnership with the United States Department of Defense (DoD), to fund our K-NK-ID101 program.

- On January 14, 2021, we announced that we had drawn €20 million from the €27.7 million Bridge Loan that we entered into with Sanofi on January 13, 2021 to bridge our capital needs through the closing of the acquisition by Sanofi.

As of December 31, 2019, we had cash and cash equivalents of €29.5 million and as of the Simplified Registration Document Date, we had cash and cash equivalents of approximately €22.7 million. As of the Second Supplement Date, we had cash and cash equivalents of approximately €30.2~~32.2~~ million.

Based on our operating plans in relation to our NK-platform and programs (see Chapter 4) and also in view of the discontinuation of our ATIR activities, we believe that existing cash and cash equivalents will allow us to continue operating the business into the ~~first~~third quarter of 2021. ~~and accordingly we will need to raise additional financing in advance of that time, by raising further equity, convertible financing or non-dilutive financing such as debt financing arrangements, strategic transactions or other means. We may also delay, reduce the scope of, eliminate or divest clinical programs, partner with others or divest one or more of our activities, and consider other cost reduction initiatives, such as withholding initiation or expansion of clinical trials or research, and slowing down patient recruitment of clinical trials. In the event we are not be able to generate sufficient funds from these measures, we may be unable to continue as a going concern, our business, financial condition and/or results of operations could be materially and adversely affected and we may ultimately go into insolvency – see also Note 2 of the Full Year Financial Statements.~~

6. In paragraph 4.1 (*Summary*) starting on page 58 of the Simplified Registration Document, the following amendments shall be made:

"**4.1 Summary**

We are building a fully integrated biopharmaceutical company committed to developing innovative NK-cell-based immunotherapies for patients with life-threatening diseases. In 2019, we acquired CytoSen, with an NK cell-based technology platform. Through this acquisition and a subsequent change in strategy in which we decided to terminate all activity on our legacy platforms and programs including our patient-specific T-cell therapy program ATIR101, we transformed into a company with an NK-cell-based immunotherapy platform. In July 2020, we granted an exclusive license of our K-NK004 program and two other pre-clinical programs to Sanofi. In November 2020, we announced that we had entered into a definitive merger agreement under which Sanofi by means of a recommended public offer will offer to acquire all of our outstanding ordinary Shares at a price per Share of €5.45 in cash (cum dividend), representing an aggregate adjusted equity value on a fully diluted basis of approximately €308 million. On February 12, 2021, Sanofi launched the recommended public offer and the Offer Memorandum and our Position Statement were made generally available. The acceptance period will commence on February 15, 2021 and will expire on April 12, 2021, unless the acceptance period is extended. Completion of the offer is currently expected in the second quarter of 2021.

Today we have a pipeline of clinical programs consisting of an NK-cell therapy as an adjunctive treatment for a haploidentical hematopoietic stem cell transplantation (HSCT) as well NK-cell therapy cancer treatments, e.g. treatment of relapsed and refractory acute myeloid leukemia ("**AML R/R**"). We also have pre-clinical programs evaluating the potential application of our K-NK platform for blood cancers and solid tumors. Our pre-clinical program, K-NK004, is a CD38 knock out K-NK therapeutic recently licensed to Sanofi for development with their approved antibody, Sarclisa®, for the treatment of patients with multiple myeloma. We are also researching the application of K-NK medicines for efficacy against other blood cancers and solid tumors and plan to initiate proof-of-concept signal studies in ~~2020~~2021. Our research program K-NK-ID10I focuses on the development of K-NK cells as a treatment for COVID-19, and we plan to initiate Phase I/II clinical studies in 2021, broadening the application of our K-NK technology platform as a potential treatment, not only for cancer, but also for infectious diseases. Additionally, we have an expanded presence

in the United States, with relationships with both key opinion leaders ("**KOLs**") and transplant centers.

We focus on developing therapeutics based on Natural Killer cells, or NK-cells. NK-cells have long been known to play a significant role in the body's innate immune response. They were first described in the 1970s, but only in the last 15 years has significant progress been made in understanding the complexities and therapeutic potential these cells offer in helping fight cancer and other diseases. Today, we know that NK-cells not only detect and identify malignant cancer cells, but they also induce cancer cell death and even help trigger a broader adaptive immune response in order to fully engage and fight tumor cells. One of the challenges to historical investigation of NK-cell therapy has been the ability to produce enough cells with attributes necessary to fight cancer cells. Many companies have opted to genetically engineer NK-cells to improve potency. We do not currently genetically modify our NK-cells, rather our NK platform enables us to enhance the natural killing ability of these cells. Our NK cells have a unique phenotype that is hyperfunctional and we can industrially produce high doses at a low cost compared to personalized cell therapies.

Our founding technology was based on NK-cells expanded and activated with FC21 feeder cells expressing membrane-bound interleukin 21 (mbIL21) and 4-1BB (41BBL) antigens. The clinical proof-of-concept data for cell-therapy product candidates were generated with NK-cells produced from this founding invention. We believe that cell-therapies expressed with tumor feeder cells, such as our founding FC21 feeder cell, have the potential risk of including tumor DNA or cells in the final drug product, and we have developed technology to expand and activate NK cells with particles. The chart below describes the two technologies:

NK activation and expansion: FC21 feeder cell and PM21 membrane particles

	Approach	Description	Product
	**FC21 (founding technology):** Feeder cell expressing mbIL21	K562 tumor cell expressing IL21, 41bbL and cancer cell co-stimulatory ligands	Same hyper-functional K-NK cell phenotype
	**PM21 (patented):** Membrane particles presenting mbIL21	FC21 membrane fractions that retain native presentation of mbIL21 and other FC21 co-stimulatory ligands (produced by 'breaking up' FC21)	

Our NK-cell platform is built on three pillars:

PM21 expansion and activation: The first is a technology to expand and activate NK-cells ex-vivo using PM21 particles with membrane-bound interleukin 21 (mbIL21) and 4-1BB (41BBL) antigens instead of tumor feeder cells expressing mbIL21 and 41BBL.

Universal Donor Selection: The second is an algorithm to identify a panel of universal donors for NK-cells with a unique mix of activating and inhibiting receptors for optimal potency and safety of NK-cells that can be used for all potential patients without need for patient genetic screening (allogeneic off-the-shelf) (just like an O-typed blood donor can donate to recipients having any potential blood type).

Imprinting: The third is our ability, through our manufacturing process, to imprint NK-cells to be resistant to the effects of transforming growth factor beta (TGFβ) suppression. By exposing NK cells to TGFβ during manufacturing we are able to increase the cytotoxicity of our NK-cells in a solid tumor environment.

~~From our NK-cell-based immunotherapy technology platform, we are developing therapeutics as an adjunctive treatment for patients undergoing stem cell transplantation (K-NK002) and as potentially curative treatments for patients with cancer, including AML R/R (K-NK003). We also have pre-clinical programs evaluating the potential application of our K-NK platform for blood cancers and solid tumors. Our pre-clinical program K-NK004 is our CD38 knock out K-NK therapeutic recently licensed to Sanofi for development with their approved antibody, Sarclisa®, for the treatment of patients with multiple myeloma. We are also researching the application of K-NK medicines for efficacy against other blood cancers and solid tumors and plan to initiate proof-of-concept signal studies in.~~ Our vision is to leverage the strengths of the human immune system to help patients with life-threatening diseases, by developing novel cell therapies that combine the innate and adaptive arms of the immune system.

PROGRAM	INDICATION	SETTING	PRODUCT	PRE-CLINICAL	CLINICAL PoC	CLINICAL PH. 1	CLINICAL PH. 2	STATUS
K-NK002	HSCT in blood cancer	Adjunctive to SoC (PTCy)	Haplo		24 patients			*Phase 2 with US BMT-CTN; IND approved*
K-NK003	AML R/R	After induction chemo (FLAG)	OTS		25 patients			*Phase 1/2a with US OSU; enrolling patients*
K-NK004	Multiple myeloma	Combination with Sarclisa	OTS CD38KO					*Partnership Sanofi; value >€875 million*
K-NK-ID101	Influenza / COVID-19	Prophylaxis & treatment	OTS-ID					*Ph 1/2a IST IND approved; funded by US DoD*
K-NK00X	Other	Stand alone or combo's	OTS-X					*Studies to start in 2021, e.g., CML, CRC, HNC*

[*Updated table*]

For the proof-of-concept studies for K-NK002 and K-NK003, our NK-cell therapies were produced by the involved clinical sites with tumor feeder cells expressing mbIL21 and 41BBL. For future studies, the expansion and activation of natural donor NK-cells will be conducted with PM21 particles with mbIL21 and 41BBL antigens.

We have granted an exclusive license of our K-NK004 program to Sanofi. The agreement covers our proprietary CD38 knock out (CD38KO) K-NK therapeutic for combination with anti-CD38 monoclonal antibodies, including Sarclisa®, Sanofi's FDA approved therapy for patients with multiple myeloma. Additionally, Sanofi has obtained exclusive rights to use our K-NK platform for two additional earlier stage pre-clinical programs. As part of the agreement, we received an upfront payment of €17.5 million and will be entitled to receive up to €857.5 million upon Sanofi's achievement of preclinical, clinical, regulatory and commercial milestones. We will also receive up to low double-digit royalties based on commercial sales of approved products resulting from this agreement."

7. In paragraph 4.2 (*Hematopoietic stem cell transplant (HSCT): K-NK002 as adjunctive therapy to haplo-identical HSCT with Post-Transplant Cyclophosphamide (PTCy)*

protocol in blood cancer), on page 63 of the Simplified Registration Document, the following amendment shall be made:

"The next clinical trial for K-NK002 is called the NK-REALM study (haploidentical NK-cells to prevent post-transplant RElapse in AML and MDS). This Phase II study has been designed with and will be supported by the Blood and Marrow Transplant Clinical Trials Network (BMTCTN-1803), with the Center for International Blood and Marrow Transplant Research (CIBMTR) planned to be engaged for data analysis support. The study is a single arm, open label multicenter trial investigating use of K-NK002 for treatment of approximately 63 patients with high-risk acute myeloid leukemia ("**AML**") or myelodysplastic syndrome ("**MDS**") undergoing a haploidentical HSCT using the PTCy protocol. The first cohort of 6 patients will be evaluated during a safety lead-in phase (which at times we also refer to as Phase IIa). The primary endpoint of the study is the cumulative incidence of relapse at 1-year post transplant. After the safety lead-in, patients enrolled in this study will be dosed with 1 x 10^8 NK-cells per kg on days -2, +7 and +28 after transplant graft infusion. We filed an Investigational New Drug application ("**IND**") for this study with the FDA in April 2020, the FDA approved the IND in May, and we expect to initiate the study and enroll ~~the first~~ patients in the safety lead-in in 2021~~this year~~. We plan to file for RMAT designation with the FDA for K-NK002 when we have efficacy and safety data from twenty patients enrolled in the NK-REALM study.'

8. The title of paragraph 4.3 *(Additional cancer immunotherapeutics: K-NK003 to treat AML R/R and preclinical programs evaluating solid tumors*) on page 65 of the Simplified Registration Document, shall be amended as follows:

"**4.3 Additional cancer immunotherapeutics: K-NK003 to treat AML R/R and preclinical programs ~~evaluating solid tumors~~"**

Furthermore, in paragraph 4.3 and directly above paragraph 4.4, the following subparagraph shall be included.

"***Our preclinical research K-NK-ID10l program focusing on the development of K-NK cells as a treatment for COVID-19***

Our research program K-NK-ID101 focuses on the development of K-NK cells as a treatment for COVID-19. This program marks the start of broader application of our K-NK technology platform as a potential treatment, not only for cancer, but also for infectious diseases.

NK cells are the human immune system's first line of defense against tumor cells and infectious disease. Activity of K-NK cells has been demonstrated against cytomegalovirus (CMV) and BK virus in the K-NK002 clinical trials, and against CNS and pulmonary fungal and bacterial agents in the K-NK003 clinical trials.

COVID-19 breaks down NK cell immunity, and severe COVID-19 patients lack functional NK cells. K-NK-ID101 cells potentially have enhanced anti-viral activity, while avoiding exacerbating needless inflammation, and therefore may be uniquely suited to repair this lack of functional NK cells. Since K-NK-ID101 cells can be manufactured at large scale and frozen down, they can be immediately and globally made available to patients. Also, the broad anti-viral activity of K-NK cells could potentially serve as a universal countermeasure to fight future viral pandemics.

In support of the K-NK-ID101 program, we have started collaborating with five premier Dutch institutions to study different anti-viral mechanisms of our K-NK cell therapy platform against SARS-CoV-2, the virus that caused the COVID-19 pandemic. The collaboration will study NK-cell biology in COVID-19 patients, the elimination of SARS-CoV-2 virus and virally infected cells by K-NK cells, and synergies between monoclonal antibodies, vaccines and K-NK cells.

We have received $9.5 million in funding from the Advanced Regenerative Manufacturing Institute's (ARMI) BioFabUSA program, in partnership with the United States Department of Defense (DoD), to fund our K-NK-ID101 program. The funds from ARMI|BioFabUSA provides funding for our research on K-NK-ID101's activity and mode of action in COVID-19 treatment. In addition, the funds will support a new Company-sponsored Phase I/IIa clinical trial to evaluate K-NK-ID101 in COVID-19 and the scale up of GMP manufacturing. Additionally, we will collaborate with ARMI|BioFabUSA to establish large-scale manufacturing capacity for K-NK-ID101 in the US that can support the industrialization of K-NK cell therapy. ARMI|BioFabUSA received funding from the United States Department of Defense (DoD) to advance large-scale manufacturing of engineered tissues and tissue-related technologies, including cell therapy.

9. In paragraph 4.5 (*Our strengths and strategy*), on page 67 of the Simplified Registration Document, the following amendment shall be made:

"Our strategy, which will leverage our competitive strengths, includes:

[…]

- **Having a lead program K-NK002 that seeks to improve outcomes of HSCT**. We are developing K-NK002 as an adjunctive therapy to the current haploidentical HSCT standard of care to improve relapse rates. We believe that more treatment options are needed for patients undergoing HSCT. Through our lead program K-NK002 we believe we can improve outcomes for patients in need of HSCT. We plan to initiate a Phase I/II study in ~~2020~~2021 evaluating K-NK002 as an adjunctive treatment to the current standard of care HSCT with Post-Transplant Cyclophosphamide (PTCy)."

10. In paragraph 4.6 (*Strategic objectives*) on page 66 of the Simplified Registration Document, the following amendments shall be made:

"The first assumption is a *conditio sine qua non* and, by far, the most important assumption. As of December 31, 2019, we had cash and cash equivalents of €29.5 million and as of the Simplified Registration Document Date, we had cash and cash equivalents of approximately €22.7 million. As of the Second Supplement Date, we had cash and cash equivalents of approximately €30.2~~32.2~~ million.

Based on our operating plans, we believe that existing cash and cash equivalents will allow us to continue operating the business into the ~~first~~third quarter of 2021 ~~and accordingly we will need to raise additional financing in advance of that time."~~

11. In paragraph 4.5 (*Significant collaborations*) in the subparagraph headed "OSU Option Agreement" on pages 73 and 74 of the Simplified Registration Document, the following amendments shall be made.

OSU Option Agreement

The NCH License Agreement includes a license to a (provisional) patent application and related technical information that is co-owned by NCH with the Ohio State University (OSU) in Columbus, Ohio, United States. Details in respect of this patent application are provided in paragraph **Error! Reference source not found.** below. In respect of this patent application and related technical information, we license the NCH component under the NCH License Agreement and have entered into an option agreement with OSU (the "**OSU Option Agreement**") for the OSU component (the "**OSU Component**"). Under the OSU Option Agreement we may exercise, until October 17, ~~2020~~2021. and provided we pay an option fee of US$3,000, an option to an exclusive worldwide license to the patent application included in the OSU Component and to a non-exclusive worldwide license to the related technical information in the OSU Component, on terms set out in an agreed term sheet, the license to then also be executed prior to October 17, ~~2020~~2021. As further consideration for the option granted to us, we must reimburse OSU for all costs and expenses for preparing, filing, prosecution and maintaining the patent application included in the OSU Component. In addition, before entering into a license agreement with OSU for the OSU Component, we must present a development plan for a Phase I trial for a licensed product and a timeline for a Phase II/III clinical trial for a licensed product, which must be reasonably acceptable to OSU.

The terms that will be applicable to our license to the OSU Component, if we exercise our option, include the right to grant sublicenses to third parties; use commercially reasonable efforts to disseminate licensed products in commercial markets as soon as possible and to achieve certain diligence milestones; payment of a license fee, milestone fees tied to specific milestones and a royalty of a low single digit percentage of net sales of licensed products sold by us or by any of our sublicensees and a medium digit percentage of any non-royalty sublicense consideration payments we receive in connection with sublicenses we grant; and bearing all maintenance and prosecution costs of the licensed OSU Component.

12. In paragraph 4.8 (*Significant collaborations*) on page 74 of the Simplified Registration Document, directly above paragraph 4.9, the following paragraphs shall be added:

"***U.S. Department of Defense; Advanced Regenerative Manufacturing Institute***

In July 2020, we received $9.5 million in funding from the Advanced Regenerative Manufacturing Institute's (ARMI) BioFabUSA program, in partnership with the United States Department of Defense (DoD), to fund our K-NK-ID101 program. The funds from ARMI|BioFabUSA provides funding for our research on K-NK-ID101's activity and mode of action in COVID-19 treatment. In addition, the funds will support a new Company-sponsored Phase I/IIa clinical trial to evaluate K-NK-ID101 in COVID-19 and the scale up of GMP manufacturing. Additionally, we will collaborate with ARMI|BioFabUSA to establish large-scale manufacturing capacity for K-NK-ID101 in the US that can support the industrialization of K-NK cell therapy. ARMI|BioFabUSA received funding from the United States Department of Defense (DoD) to advance large-scale manufacturing of engineered tissues and tissue-related technologies, including cell therapy."

13. In paragraph 6.2 (*Rights granting access to our share capital*) on page 92 of the Simplified Registration Document, directly above paragraph 6.3, the following subparagraph shall be added:

"***Convertible Bonds***

On September 30, 2020, we issued an amount of €5 million in Convertible Bonds to Kreos Capital in consideration for Kreos Capital waiving an equivalent amount under the Kreos Capital Facilities Agreements.

The Convertible Bonds were issued at par and are interest bearing at a rate of 9% per annum compounding monthly, which interest shall be added to the principal and paid at repayment of the Convertible Bonds. The Convertible Bonds can be converted by Kreos Capital or any succeeding holder into ordinary Shares ("**Conversion Shares**") at a conversion price of €2.00 (subject to adjustment in the case of a share split or share consolidation). The Convertible Bonds are not listed.

The security rights over our assets which secure our obligations under the Kreos Capital Facility Agreements for the benefit of Kreos Capital (see paragraph 9.1) also secure our obligations under the Convertible Bonds. The repayment date of the Convertible Bonds is September 30, 2021, unless Kreos Capital or any succeeding holder of the Convertible Bonds gives notice to us at least 10 business days prior to such date that it delays repayment to September 30, 2022. We can prepay the Convertible Bonds with accrued interest at any time, subject to simultaneous prepayment of all outstanding amounts under the Kreos Capital Facilities Agreements. If we give notice of our intention to prepay, Kreos Capital or any succeeding holder of the Convertible Bonds may convert the Convertible Bonds into Conversion Shares or notify to us that we may not prepay the Convertible Bonds, in which case the Convertible Bonds will remain outstanding in accordance with their terms but will no longer be secured."

14. In paragraph 9.1 (*Material contracts*) on page 101, directly above the subparagraph headed "*Kreos Capital Facility Agreement*", the following subparagraph is included.

"***Sanofi Merger Agreement***

Recommended public offer and Offer Price

On 1 November 2020, we entered into a merger agreement with Sanofi (the "**Sanofi Merger Agreement**") under which Sanofi will make the Sanofi Offer and by means of a recommended public offer will offer to acquire all of our outstanding ordinary Shares at a price per Share of €5.45 in cash (the "**Offer Price**"), representing an aggregate adjusted equity value on a fully diluted basis of approximately €308 million. On February 12, 2021, Sanofi (via Sanofi Foreign Participations B.V. as offeror) launched the recommended public offer, and the Offer Memorandum and our Position Statement were made generally available.

The Management Board and the Supervisory Board unanimously support and recommend the Sanofi Offer and believe the Sanofi Offer is a fair reflection of our potential, given the risk/reward typical to a biotech company and the capital required to execute its business plan; additionally they believe that the transaction is in our best interests, the sustainable success of our business, our shareholders, patients, employees, business partners and other stakeholders, also considering the risks and uncertainties of the alternatives available to us.

Offer Memorandum and Position Statement

The Sanofi Offer is made on the terms and subject to the conditions and restrictions contained in the Offer Memorandum.

On February 10, 2021, the AFM approved the Offer Memorandum, which was recognized by the FSMA on February 11, 2021. On February 12, 2021, the Offer Memorandum and our Position Statement were made generally available. The Offer Memorandum and our Position Statement can be obtained from our website at www.kiadis.com.

Rationale for the Sanofi Offer

Our NK cell platform and resulting therapeutic pipeline is complementary to Sanofi's in-house pipeline including CD-38 (isatuximab) and early-stage NK cell engager bispecific programs. Sanofi and Kiadis have the intention to accelerate the development and commercialization of our trajectory and pipeline programs by leveraging Sanofi's global infrastructure and capabilities in research, CMC, development, manufacturing and commercialization, as well as Sanofi's financial strength. This will result in making products rapidly and economically available for a broad patient population across a wide range of indications. We intend to set up a hybrid integration model with our and Sanofi's corporate R&D activities integrated, details of which will be treated on a case-by-case basis.

Acquisition of 100%

Sanofi's willingness to pay the Offer Price and pursue the Sanofi Offer is predicated on the acquisition of 100% of the Shares or the entirety of our assets and operations, the ability to delist Kiadis, and the ability to fully integrate the respective businesses of Kiadis and Sanofi and realize the operational, commercial, organizational, financial and tax benefits of the combination of the parties. Such benefits could not, or would only partially, be achieved if we were to continue as a standalone entity with a minority shareholder base. As soon as possible following the settlement of the Sanofi Offer, Kiadis and Sanofi shall seek to procure delisting of the Shares on Euronext Amsterdam and Euronext Brussels.

If Sanofi acquires at least 95% of the Shares, Sanofi shall commence statutory squeeze-out proceedings, unless Sanofi and Kiadis after reasonable consultation, taking into account the interests of the remaining stakeholders and other relevant circumstances, agree that Sanofi can pursue the Post-Offer Restructuring (as defined below).

If the Shares held by Sanofi after expiry of the post acceptance period of the Sanofi Offer will represent at least 80% and less than 95% of our aggregate issued and outstanding ordinary share capital on a fully diluted basis or such lower percentage as may be agreed between Sanofi and Kiadis prior to settlement and the Sanofi Offer being declared unconditional, Sanofi will have the right to pursue an asset sale and liquidation (the "**Asset Sale**") whereby we will sell and transfer all of our assets and liabilities to Sanofi against payment of a purchase price equal to the offer consideration (the "**Sale Price**"). Following the completion of the Asset Sale, we will effectuate the dissolution and liquidation of Kiadis (the "**Company Dissolution**" and, together with the Asset Sale, the "**Post-Offer Restructuring**") and make an advance liquidation distribution per Share that is intended to take place on or about the date

the Asset Sale is completed and in an amount that is to the fullest extent possible equal to the Offer Price, without any interest and less any applicable withholding taxes and other taxes. The Post-Offer Restructuring is subject to approval of our Shareholders at an extraordinary General Meeting ("**EGM**") to be held on March 30, 2021.

Sanofi and Kiadis may explore and agree on potential alternative Post-Offer Restructurings, such as a combination of a statutory legal (triangular) merger and a sale of the shares in the surviving successor of Kiadis to Sanofi.

Sanofi may utilize all other available legal measures in order to acquire full ownership of our outstanding Shares and/or its business in accordance with the terms of the Sanofi Merger Agreement.

Non-Financial Covenants

Kiadis and Sanofi have agreed to certain non-financial covenants in respect of, amongst others, corporate governance, strategy, employees, financing and disposals for a duration of 18 months after settlement of the Sanofi Offer, including the covenants summarized below.

Corporate governance

As long as the Shares remain listed on Euronext Amsterdam, we shall continue to comply with the current Dutch Corporate Governance Code, except for (i) current deviations from the Dutch Corporate Governance Code and (ii) deviations from the Dutch Corporate Governance Code that find their basis in the Sanofi Merger Agreement as disclosed in the Offer Memorandum.

At successful completion of the Sanofi Offer and subject to the adoption of all respective resolutions thereto at the EGM, the Supervisory Board will be composed of:

- three persons to be appointed upon nomination by Sanofi, being Frank Nestle, Kripa Ram and Jérémie Girard, who are non-independent from Sanofi within the meaning of the Dutch Corporate Governance Code; and

- Mark Wegter and Rob Soiffer as two current members of the Supervisory Board, qualifying as independent within the meaning of the Dutch Corporate Governance Code, to continue to serve on the Supervisory Board (including their successors, the "**Independent Members**").

Frank Nestle will serve as chairman of the Supervisory Board.

The Independent Members (or after their replacement, their successors) will continue to serve on the Supervisory Board for at least until the first anniversary of the Settlement Date (as defined below).

At successful completion of the Offer and subject to the adoption of all respective resolutions thereto at the EGM, the Management Board will be composed of Arthur Lahr and Marion Zerlin, who is to be appointed upon nomination by Sanofi.

Minority Shareholders

The following resolutions by the Supervisory Board shall require the prior approval of the Supervisory Board with the affirmative vote of at least one of the Independent Members:

- issuing additional Shares for cash without offering pre-emption rights to our minority Shareholders;

- agreeing and entering into a related party transaction between Sanofi or any member of the Sanofi group of companies on the one hand and any member of the Kiadis group of companies on the other hand or any other agreement, in each case, which is not at arm's length; and

- the proposal to the General Meeting of any other resolutions which disproportionally prejudices the value of, or the rights relating to, the Shares held by our minority Shareholders.

Organization / location

There will be R&D and CMC activities at our offices in Amsterdam, the Netherlands.

Sanofi is focused on ensuring that our key management and key staff is retained and offered suitable career opportunities. Sanofi fosters a culture of excellence, where qualified employees are offered suitable training and career progression.

Integration Committee

The preparation of the integration of our and Sanofi's overlapping business units will be prepared by an integration committee consisting of four members, two of whom are senior managers of Kiadis and two are senior managers of Sanofi (the "**Integration Committee**"). Until the Settlement Date, the Integration Committee will report to the Head of R&D of Sanofi and to our CEO, and after the Settlement Date, to the Head of R&D of Sanofi.

Employees

There will be no material redundancies with respect to our employees as a direct consequence of the Sanofi Offer and necessary redundancies going forward will be part of an integration committee process. The existing rights and benefits of our employees shall be respected by Sanofi, including existing rights and benefits under their individual employment agreements and (at least) existing redundancy practices applied by us. Any redundancies that need to occur will be done in accordance with all legal requirements. The existing pension rights of our current and former employees shall be respected by Sanofi.

Following settlement of the Sanofi Offer, the nomination, selection and appointment of staff for functions within Sanofi’s group's NK activities will, subject to the applicable rules, be based on the "best person for the job" principle, or, where not feasible or appropriate, or non-discriminatory, fair and business-oriented transparent set of criteria.

Financing

It is intended that we remain prudently financed to safeguard the continuity of the business and to continue our current business strategy including R&D and pipeline. Sanofi will allocate suitable resources for our R&D and CMC activities.

Pre-Offer and Offer Conditions

The commencement of the Sanofi Offer is subject to the satisfaction or waiver of pre-offer conditions customary for a transaction of this kind, including:

- no material adverse effect having occurred and is continuing;
- no material breach of the Sanofi Merger Agreement having occurred;
- the AFM having approved the offer document;
- the FSMA having recognized the offer document;
- no revocation or amendment of the recommendations by the Management Board and the Supervisory Board;
- no Superior Offer (as defined below) having been agreed upon by the third-party offeror and us, or having been launched;
- no third party being obliged and has announced to make, or has made a mandatory offer pursuant to Dutch law for consideration that is at least equal to the Offer Price;
- no order, stay, injunction, judgment or decree having been issued prohibiting or materially delaying the making of the Sanofi Offer and/or the Post-Offer Restructuring;
- no notification having been received from the AFM stating that the preparations for the Sanofi Offer are in breach of the Dutch offer rules or that one or more investment firms will not be allowed to cooperate with the Sanofi Offer; and
- trading in the Shares on Euronext Amsterdam or Euronext Brussels not having been suspended or ended as a result of a listing measure (*noteringsmaatregel*) by Euronext Amsterdam or Euronext Brussels.

If and when made, the consummation of the Sanofi Offer will be subject to the satisfaction or waiver of offer conditions customary for a transaction of this kind (the "**Offer Conditions**"), including:

- minimum acceptance level of at least 95% of our issued share capital on a fully diluted basis which will be automatically adjusted to 80% of our issued share capital on a fully diluted basis if the resolutions in connection with the Post-Offer Restructuring are passed at the EGM provided, however, that Sanofi may waive, to the extent permitted by applicable laws and regulations, the minimum acceptance level conditions without our consent if

the acceptance level is at least 66.67% of our issued share capital on a fully diluted basis;

- competition clearances having been obtained;
- no material breach of the Sanofi Merger Agreement having occurred;
- no material adverse effect having occurred and is continuing;
- no revocation or amendment of the recommendations by the Management Board and the Supervisory Board;
- no recommended Superior Offer (as defined below) having been agreed upon by the third-party offeror and Kiadis, or having been launched;
- no third party being obliged and has announced to make, or has made a mandatory offer pursuant to Dutch law for consideration that is at least equal to the Offer Price;
- no governmental or court order having been issued prohibiting the consummation of the transaction or the Post-Offer Restructuring;
- no notification having been received from the AFM stating that the preparations for the Sanofi Offer are in breach of the Dutch offer rules or that one or more investment firms will not be allowed to cooperate with the Sanofi Offer; and
- trading in the Shares on Euronext Amsterdam or Euronext Brussels not having been suspended or ended as a result of a listing measure (*noteringsmaatregel*) by Euronext Amsterdam or Euronext Brussels.

The Offer Conditions will have to be satisfied or waived ultimately on 31 December 2021. On December 9, 2020 we announced that the competition condition related to the Sanofi Offer had been satisfied.

Termination

On termination of the Sanofi Merger Agreement by Sanofi on account of a material breach of the Sanofi Merger Agreement by us or in case the Sanofi Merger Agreement is terminated by either us or Sanofi pursuant to a Superior Offer that is not matched by Sanofi (see below), we will forfeit a gross €2,880,600 termination fee to Sanofi.

On termination of the Sanofi Merger Agreement by us, because of a material breach of the Sanofi Merger Agreement by Sanofi, or because the competition clearance has not been obtained, Sanofi will forfeit a gross €2,880,600 termination fee to us.

The foregoing termination fees are without prejudice to each party's rights under the Sanofi Merger Agreement to demand specific performance. On December 9, 2020 we announced that the competition condition related to the offer had been satisfied.

Superior Offer

Sanofi and we may terminate the Sanofi Merger Agreement in the event of a bona fide third-party offeror making an offer that the Boards determine in good faith to be substantially more beneficial than Sanofi's offer, also taking into account, amongst other things, all legal, financial and regulatory aspects, timing, certainty, conditionality and non-financial covenants, provided that (i) the offer exceeds the Offer Price by at least 8% and (ii) the third-party offeror has conditionally committed itself to us in the event of an offer, under customary conditions to us to launch such offer within the applicable time periods prescribed by applicable laws following announcement of such offer (a "**Superior Offer**"). In case a potential Superior Offer is received by Kiadis from a third party, Kiadis may engage in discussions with such third party and provide non-public confidential information for a period of 20 business days to the third party. In the event of a Superior Offer, Sanofi will be given the opportunity to match such offer. If Sanofi matches the Superior Offer, the third-party offer may not be accepted and the Sanofi Merger Agreement may not be terminated by us. Any additional subsequent competing offer will have a 4% offer threshold and matching right for Sanofi. If Sanofi does not match the Superior Offer, Kiadis may terminate the Sanofi Merger Agreement and enter into a merger agreement with the third-party. As part of the agreement, we have entered into customary undertakings not to solicit third party offers.

Timetable

On November 2, 2020, we announced that we had entered into the Sanofi Merger Agreement. The offer is subject to certain customary conditions and on December 9, 2020, we announced that the competition condition related to the offer had been satisfied. On February 10, 2021, the AFM approved the Offer Memorandum, which was recognized by the FSMA on February 11, 2021. On February 12, 2021, Sanofi launched the Sanofi Offer, and the Offer Memorandum and our Position Statement were made generally available.

The acceptance period will commence on February 15, 2021 and will expire on April 12, 2021, unless the acceptance period is extended. The day on which the Acceptance Period expires, whether or not extended, is the "**Closing Date**".

The EGM shall be held on March 30, 2021. The notice of the EGM, the EGM's agenda and explanatory notes to the agenda, as well as the further documentation provided in the context of the EGM can be obtained from our website at www.kiadis.com.

No later than the third business day following the Closing Date (such date being the "**Unconditional Date**"), Sanofi will determine whether the Offer Conditions have been satisfied or waived, to the extent permitted by applicable law. In addition, Sanofi will announce on the Unconditional Date whether the Sanofi Offer (i) is declared unconditional, (ii) is extended, or (iii) is terminated as a result of the Offer Conditions not having been satisfied or waived.

If any of the Offer Conditions is not satisfied or waived on the then scheduled Closing Date, Sanofi may, after consultation with us, extend the Acceptance Period, provided that (i) the extension of the Acceptance Period shall be no less than two weeks and no more than ten weeks calculated from the initial Closing Date, and (ii) any subsequent extension shall be subject to the receipt of an exemption granted by the AFM.

If Sanofi declares the Sanofi Offer unconditional, it will accept the transfer of all tendered Shares on the terms of the Sanofi Offer. Sanofi will pay the Offer Price in respect of each tendered Share and acquire each tendered Share, within five business days following the Unconditional Date ("**Settlement**", and the day on which the Settlement occurs, the "**Settlement Date**").

If Sanofi declares the Sanofi Offer unconditional, Sanofi shall publicly announce a post-Offer acceptance period of two weeks to enable Shareholders who did not tender their Shares during the Acceptance Period to tender their Shares on the same terms and subject to the same conditions and restrictions as the Sanofi Offer (the "**Post-Closing Acceptance Period**"). Sanofi shall continue to accept the transfer all Shares validly tendered during such Post-Closing Acceptance Period and shall pay for such Shares as soon as reasonably practicable after the last day of the Post-Closing Acceptance Period and in any case no later than on the fifth business day following the last day of the Post-Closing Acceptance Period.

Completion of the Sanofi Offer is currently expected in the second quarter of 2021.

Irrevocable undertakings

On February 2, 2021 we announced that irrevocable commitments with Empery, Life Sciences Partners, former Cytosen shareholders and option holders and Kreos Capital had been entered into, as a consequence of which as per the Second Supplement Date approximately 36.6% of the total number of issued and outstanding Shares on a fully diluted basis as at settlement of the Sanofi Offer is committed under the Sanofi Offer, subject to the Sanofi Offer being declared unconditional by Sanofi and the Sanofi Merger Agreement not being terminated.

Empery and Life Sciences Partners hold 3,745,318 and 1,493,429 Warrants, respectively, and when exercised representing 6.13% and 2.44%, respectively, of the issued and outstanding Shares on a fully diluted basis as at settlement of the Sanofi Offer. We have agreed with Sanofi, Empery and Life Sciences Partners, pursuant to two separate agreements on customary terms and conditions and conditional upon the Sanofi Offer being declared unconditional and the Sanofi Merger Agreement not being terminated: (i) to adjust the exercise price payable by Empery and Life Sciences Partners to us for the exercise of the Warrants to €0.38 per Warrant, such that the net proceeds to be received by Empery and Life Sciences Partners per Warrant is equal to the Black Scholes value of the Warrant which would otherwise have been due and payable in cash upon settlement of the Sanofi Offer; (ii) that the Warrants will be exercised by Life Sciences Partners and Empery for the aforementioned exercise price; and (iii) that upon exercise of the Warrants, the corresponding Shares will be tendered under the Sanofi Offer in exchange for payment of the Offer Price per Share by Sanofi. The irrevocable undertakings given by Empery and Life Sciences Partners relate to their entire respective holdings of Warrants.

Pursuant to the CytoSen Acquisition Agreement, the former CytoSen shareholders and option holders are eligible to a potential future consideration of additional Milestone Shares upon the achievement of six clinical development and regulatory milestones, which milestones will be accelerated in light of the change of control over us as a consequence of the Sanofi Offer, subject to a discount mechanism. We have agreed with Sanofi and the former CytoSen shareholders and option holders, on customary terms and conditions and conditional upon the Sanofi Offer being declared

unconditional and the Sanofi Merger Agreement not being terminated: (i) that the Milestone Shares shall accelerate and become immediately payable by us; and (ii) that upon such acceleration, the Milestone Shares will be tendered under the Sanofi Offer in exchange for the Offer Price. The irrevocable undertakings given by the former CytoSen shareholders and option holders relate to their entire holdings of Shares, representing 11.19% of the total number of issued and outstanding Shares as at settlement of the Sanofi Offer on a fully diluted basis. The former CytoSen shareholders have also agreed to vote, with their current holding of Shares, in favor of the resolutions in connection with the Post-Offer Restructuring at the EGM.

We have agreed with Kreos Capital that Kreos Capital will convert into Shares, at an exercise price of €2.00 per Share, all its Convertibles Bonds of in aggregate €5,000,000, plus an additional amount of €171,015 in interest, effective as per February 15, 2021. In addition, we have agreed with Sanofi and Kreos Capital, on customary terms and conditions and conditional upon the Sanofi Offer being declared unconditional and the Sanofi Merger Agreement not being terminated, that Kreos Capital: (i) will vote with its holdings of Shares in favor of the resolutions in connection with the Post-Offer Restructuring at the EGM; and (ii) commits to tender all its holdings of Shares under the Sanofi Offer in exchange for payment of the Offer Price per Share by Sanofi. The irrevocable undertaking given by Kreos Capital relates to its entire holding of Shares, representing, upon conversion, 4.35% of the total number of issued and outstanding Shares as at settlement of the Sanofi Offer on a fully diluted basis.

Bridge Loan

On January 13, 2021 we entered into the Bridge Loan with Sanofi (via Sanofi Finance Ireland Limited as lender). The main purpose of the Bridge Loan is for our general corporate and working capital purposes in order to allow us to be able to continue operating our business in the ordinary course, avoiding delay in the operations of our business and to ensure our continuity. Part of the Bridge Loan can also be used to refinance the debt under the Kreos Capital Facility Agreements and prepay the Convertible Bonds with Kreos Capital. The total principal amount agreed upon in the Bridge Loan amounts to €27.7 million. On the Second Supplement Date €20 million has been drawn from the Bridge Loan.

Funding of the Bridge Loan is on a certain funds basis, but shall be immediately cancelled in case of a change of control in relation to us (not being Sanofi) or if the Sanofi Merger Agreement is terminated following a material breach of the Sanofi Merger Agreement by us or terminated following a Superior Offer.

The Bridge Loan is a term loan facility with the loans having to be repaid one year after the first utilization of a facility (with a six months automatic extension period). The loans shall be available until and including May 30, 2021. The facilities rank *pari passu* with our other senior unsecured debt but junior to the Kreos Capital Facility Agreements. The interest rate is EURIBOR plus a margin, being a PIK margin of 2.5% per annum and a 2.0% cash margin which margins will both be increased to 10% if the Sanofi Merger Agreement is terminated. The documentation contains a customary suite of representations, undertakings and events of default for transactions of this nature and a most favored nation provision giving the lender the benefit of any more favorable protection agreed with our other debt financiers. The documentation also includes a provision that we will be required to guarantee the

Bridge Loan or grant security securing the Bridge Loan if certain customary circumstances are met.

Further information

For further details and information about the Sanofi Offer, reference is made to the Offer Memorandum and the Position Statement that can be obtained from our website at www.kiadis.com."

15. On the cover page of the Simplified Securities Note, the following amendments shall be made in the first, third and fourth paragraph:

"This simplified securities note and summary (the "**Simplified Securities Note**") is published in connection with the listing and admission to trading of (i) 4,677,495 new ordinary shares (the "**New Shares**") in the capital of Kiadis Pharma N.V. (the "Company", and together with its consolidated subsidiaries "**Kiadis**", "**we**", "**our**", "**ours**", "**us**" and similar terms), (ii) the Warrant Shares (as defined herein), (iii) the Conversion Shares and (vi) the CytoSen Shares under the symbol "KDS" on Euronext Amsterdam, a regulated market operated by Euronext Amsterdam N.V. ("**Euronext Amsterdam**"), and on Euronext Brussels, a regulated market operated by Euronext Brussels NV/SA ("**Euronext Brussels**", and together with Euronext Amsterdam, "**Euronext**") under ISIN Code NL0011323407."

"The AFM only approved this Simplified Securities Note as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and such approval shall not be considered as an endorsement of the quality of the New Shares, the Warrant Shares, the Conversion Shares or the CytoSen Shares. Investors should make their own assessment as to the suitability of investing in our Shares."

"This Simplified Securities Note may only be used in connection with the listing and admission to trading of the New Shares, the Warrant Shares, the Conversion Shares and the CytoSen Shares and constitutes a simplified prospectus under the simplified disclosure regime for secondary issuances in accordance with the Prospectus Regulation (the "**Simplified Prospectus**") when supplemented to the specific registration document for secondary issuances of equity securities for the purpose of Articles 3(3), 10 and 14 of the Prospectus Regulation dated June 5, 2020 (the "**Simplified Registration Document**") approved by the AFM in accordance with the Prospectus Regulation on such date. The Simplified Prospectus will be notified to the Belgian Financial Services and Markets Authority (*Autorité des services et marchés financiers*, the "**FSMA**") for passporting in accordance with Article 25 of the Prospectus Regulation"

16. In paragraph 1.1 (*Introduction and warnings*) of the summary included in the Simplified Securities Note, on page 6, the following amendment shall be made:

"The Simplified Prospectus relates to the admission to listing and trading under the symbol "KDS" on Euronext Amsterdam and Euronext Brussels under ISIN Code NL0011323407 of (i) 4,677,495 New Shares, (ii) new ordinary shares in the capital of Kiadis Pharma N.V. that may be issued upon exercise of any and all Warrants (such shares, the "**Warrant Shares**"), (iii) any Conversion Shares that may be issued as a consequence of the conversion of any of the Convertible Bonds and (iv) any CytoSen Shares that may be issued pursuant to the CytoSen Acquisition Agreement. Our legal

identifier (LEI) is 724500RS72JYSQJAMW52. We are registered with the Trade Register of the Chamber of Commerce, the Netherlands, under number 63512653. Our registered address is in Amsterdam, the Netherlands and our business address is at Paasheuvelweg 25A, 1105 BP Amsterdam, the Netherlands (tel.: +31-20-240 2520)"

17. In paragraph 1.2 (*Key information on the issuer*) of the summary included in the Simplified Securities Note, starting on page 6, the following amendments shall be made:

"Kiadis Pharma N.V. is the issuer of the New Shares and any Warrant Shares, Conversion Shares and CytoSen Shares to be issued. We are a public limited liability company (*naamloze vennootschap*) under the laws of the Netherlands. We are domiciled in the Netherlands and our LEI is 724500RS72JYSQJAMW52.

We are building a fully integrated biopharmaceutical company committed to developing innovative NK-cell-based immunotherapies for patients with life-threatening diseases. In 2019, we acquired CytoSen, with an NK cell-based technology platform. Through this acquisition and a subsequent change in strategy in which we decided to terminate all activity on our legacy platforms and programs including our patient-specific T-cell therapy program ATIR101, we transformed into a company with an NK-cell-based immunotherapy platform. In July 2020, we granted an exclusive license of our K-NK004 program and two other pre-clinical programs to Sanofi. In November 2020, we announced that we had entered into a definitive merger agreement under which Sanofi by means of a recommended public offer will offer to acquire all of our outstanding ordinary Shares at a price per Share of €5.45 in cash (cum dividend), representing an aggregate adjusted equity value on a fully diluted basis of approximately €308 million. On February 12, 2021, Sanofi launched the recommended public offer, and the Offer Memorandum and our Position Statement were made generally available. The acceptance period will commence on February 15, 2021 and will expire on April 12, 2021, unless the acceptance period is extended. Completion of the offer is currently expected in the second quarter of 2021.

Today we have a pipeline of clinical programs consisting of an NK-cell therapy as an adjunctive treatment for a haploidentical hematopoietic stem cell transplantation (HSCT) as well NK-cell therapy cancer treatments, e.g. treatment of relapsed and refractory acute myeloid leukemia. We also have pre-clinical programs evaluating the potential application of our K-NK platform for blood cancers and solid tumors. Our pre-clinical program K-NK004 is our CD38 knock out K-NK therapeutic recently licensed to Sanofi for development with their approved antibody, Sarclisa®, for the treatment of patients with multiple myeloma. We are also researching the application of K-NK medicines for efficacy against other blood cancers and solid tumors and plan to initiate proof-of-concept signal studies in 2021~~2020~~. Our research program K-NK-ID10l focuses on the development of K-NK cells as a treatment for COVID-19, and we plan to initiate Phase I/II clinical studies in 2021, broadening the application of our K-NK technology platform as a potential treatment, not only for cancer, but also for infectious diseases. Additionally, we have an expanded presence in the United States, with relationships with both key opinion leaders and transplant centers.

Our NK-cell platform is built on three pillars. The first is a technology to expand and activate NK-cells ex-vivo using PM21 particles with membrane-bound interleukin 21 (mbIL21) and 4-1BB (41BBL) antigens, instead of tumor feeder cells expressing mbIL21 and 41BBL. The second is an algorithm to identify a panel of universal donors

for NK-cells with a unique mix of activating and inhibiting receptors for optimal potency and safety of NK-cells that can be used for all potential patients without need for patient genetic screening (allogeneic off-the-shelf) (just like an O-typed blood donor can donate to recipients having any potential blood type). The third is our ability, through our manufacturing process, to imprint NK-cells to be resistant to the effects of transforming growth factor beta (TGFβ) suppression. By exposing NK cells to TGFβ during manufacturing we are able to increase the cytotoxicity of our NK-cells in a solid tumor environment.

~~From our NK cell based immunotherapy technology platform, we are developing therapeutics as an adjunctive treatment for patients undergoing stem cell transplantation (K-NK002) and as potentially curative treatments for patients with cancer, including AML R/R (K-NK003). We also have pre-clinical programs evaluating the potential application of our K-NK platform for blood cancers and solid tumors. Our pre-clinical program K-NK004 is a CD38 knock out K-NK therapeutic recently licensed to Sanofi for development with their approved antibody, Sarclisa®, for the treatment of patients with multiple myeloma. We are also researching the application of K-NK medicines for efficacy against other blood cancers and solid tumors and plan to initiate proof-of-concept signal studies in 2020~~. Our vision is to leverage the strengths of the human immune system to help patients with life-threatening diseases, by developing novel cell therapies that combine the innate and adaptive arms of the immune system.

PROGRAM	INDICATION	SETTING	PRODUCT	PRE-CLINICAL	CLINICAL PoC	CLINICAL PH. 1	CLINICAL PH. 2	STATUS
K-NK002	HSCT in blood cancer	Adjunctive to SoC (PTCy)	Haplo		24 patients			*Phase 2 with US BMT-CTN; IND approved*
K-NK003	AML R/R	After induction chemo (FLAG)	OTS		25 patients			*Phase 1/2a with US OSU; enrolling patients*
K-NK004	Multiple myeloma	Combination with Sarclisa	OTS CD38KO					*Partnership Sanofi; value >€875 million*
K-NK-ID101	Influenza / COVID-19	Prophylaxis & treatment	OTS-ID					*Ph 1/2a IST IND approved; funded by US DoD*
K-NK00X	Other	Stand alone or combo's	OTS-X					*Studies to start in 2021, e.g., CML, CRC, HNC*

[*Updated table*]

For the proof-of-concept studies for K-NK002 and K-NK003, our NK-cell therapies were produced by the involved clinical sites with tumor feeder cells expressing mbIL21 and 41BBL. For future studies, the expansion and activation of natural donor NK-cells will be conducted with PM21 particles with mbIL21 and 41BBL antigens.

We have granted an exclusive license of our K-NK004 program to Sanofi. The agreement covers our proprietary CD38 knock out (CD38KO) K-NK therapeutic for combination with anti-CD38 monoclonal antibodies, including Sarclisa®, Sanofi's FDA approved therapy for patients with multiple myeloma. Additionally, Sanofi has obtained exclusive rights to use our K-NK platform for two additional earlier stage pre-clinical programs. As part of the agreement, we received an upfront payment of €17.5 million and will be entitled to receive up to €857.5 million upon Sanofi's achievement of preclinical, clinical, regulatory and commercial milestones. We will also receive up to low double-digit royalties based on commercial sales of approved products resulting from this agreement."

"***What is the key financial information regarding the issuer?***

Selected consolidated income statement information

(€ in thousands, except per share data)	**FY 2019**	**FY 2018**	**H1 2020**	**H1 2019**
	Audited	**Audited**	**Unaudited**	**Unaudited**
Total revenue	-	-	-	-
Operating profit/(loss)	(73,234)	(25,201)	(19,867)	(25,734)
Net loss attributable to equity holders	(52,635)	(29,801)	(18,844)	(25,934)
Earnings per share	(1.92)	(1.46)	(0.57)	(1.03)

Selected consolidated balance statement information

(€ in thousands)	**FY 2019**	**FY 2018**	**H1 2020**	**H1 2019**
	Audited	**Audited**	**Unaudited**	**Unaudited**
Total assets	79,502	82,544	68,122	123,490
Total equity	34,256	44,144	27,591	59,701
	Unaudited	**Unaudited**	**Unaudited**	**Unaudited**
Net financial debt (unaudited)	(16,637)	(33,170)	(16,592)	(38,069)

Selected consolidated cash flow statement information

(€ in thousands)	**FY 2019**	**FY 2018**	**H1 2020**	**H1 2019**
	Audited	**Audited**	**Unaudited**	**Unaudited**
Sum of net cash received/(used) in operating activities, in investing activities and financing activities	(30,770)	30,405	(9,697)	2,390

"

"~~Our current resources do not provide us with sufficient working capital for the next twelve months following the Simplified Securities Note Date~~. At the Simplified Securities Note Date, we have cash and cash equivalents of approximately €22.7 million. As of the Second Supplement Date, we had cash and cash equivalents of approximately €30.2~~32.2~~ million. ~~Based on our operating plans in relation to our K-NK002 and KN003 programs and the preclinical programs evaluating solid tumors~~, ~~we believe that~~ ~~existing cash and cash equivalents~~ In our opinion our working capital is sufficient for our present requirements; that is for at least 12 months following the date of the Simplified Prospectus (5 June 2020) and ~~existing cash and cash equivalents~~ will allow us to continue operating the business into the ~~first~~third quarter of 2021. ~~Our cash requirements for the next twelve months following the Simplified Securities Note Date will be dependent on various factors which impact our operational plans resulting in various potential scenarios with a relatively low predictability of which individual scenario will materialize and with different cash needs for each respective scenario, but we believe that the shortfall of working capital for the next twelve months following the Simplified Securities Note Date will range between €5 million and €15 million dependent on these various factors and in particular on:~~

- ~~the start of our planned trials, and when and how many patients we will be able to enroll, which may be materially impacted by the COVID-19 outbreak. These factors drive the cost of our clinical trials, including payments of patient cost, clinical investigator cost and payments to CROs that are assisting with our sponsored clinical trials, and the manufacturing costs for these clinical trials, and~~

~~• the amount and timing of further investments in preclinical research and cost to advance our manufacturing capabilities including process optimizations. The timing and outcome of the various activities impact the timing and nature of any follow up activities within the next twelve months following the Simplified Securities Note Date.~~

~~To cover the shortfall in our working capital for the next twelve months following the Simplified Securities Note Date we will be required to seek additional funds, by raising further equity, convertible financing or non-dilutive financing such as debt financing arrangements, strategic transactions or other means. We may also delay, reduce the scope of, eliminate or divest clinical programs, partner with others or divest one or more of our activities, and consider other cost reduction initiatives, such as withholding initiation or expansion of clinical trials or research, and slowing down patient recruitment of clinical trials. There can be no assurance that any of these measures can be implemented in time, or at all, to address the shortfall in our working capital for the next twelve months following the Simplified Securities Note Date. In the event we are not able to generate sufficient funds from these measures, we may be unable to continue as a going concern, our business, financial condition and/or results of operations could be materially and adversely affected, and we may ultimately go into insolvency."~~

18. In paragraph 2.1 (*Inleiding en waarschuwingen*) of the Dutch translation of the summary included in the Simplified Securities Note, starting on page 11, the following amendments shall be made:

"Het Vereenvoudigd Prospectus heeft betrekking op de toelating tot de notering en de verhandeling onder het symbool "KDS" op Euronext Amsterdam, een gereglementeerde markt geëxploiteerd door Euronext Amsterdam N.V. ("**Euronext Amsterdam**"), en op Euronext Brussel, een gereglementeerde markt geëxploiteerd door Euronext Brussels NV/SA ("**Euronext Brussel**") onder ISIN-code NL0011323407 van (i) 4.677.495 nieuwe Aandelen (de "**Nieuwe Aandelen**") (ii) nieuwe Aandelen uitgegeven in het kader van de uitoefening van enige en elke uitstaande Warrant (zulke nieuwe Aandelen, "**Warrant Aandelen**"), (iii) elk nieuw Aandelen dat uitgegeven wordt als gevolg van de conversie van enige door ons uitgegeven converteerbare obligatie (zulke nieuwe Aandelen, de "**Convertible Aandelen**"), en (iv) elk nieuw Aandeel dat uitgegeven wordt op basis van de CytoSen Acquisition Agreement (zulke nieuwe Aandelen, de "**CytoSen Aandelen**"). Onze wettelijke identificatiecode (LEI) is 724500RS72JYSQJAMW52. Wij zijn ingeschreven in het handelsregister van de Kamer van Koophandel in Nederland onder nummer 63512653. Ons geregistreerd adres is Amsterdam en ons bedrijfsadres is Paasheuvelweg 25A, 1105 BP Amsterdam (tel.: +31-20-240 2520)."

19. In paragraph 2.2 (*Kerngegevens over de uitgevende instelling*) of the Dutch translation of the summary included in the Simplified Securities Note, starting on page 11, the following amendments shall be made:

"Kiadis Pharma N.V. is de uitgevende instelling van de Nieuwe Aandelen en elk uit te geven Warrant Aandeel, Conversie Aandeel of CytoSen Aandeel. Wij zijn een naamloze vennootschap naar Nederlands recht. Wij zijn gevestigd in Nederland en onze LEI is 724500RS72JYSQJAMW52.

We bouwen aan een volledig geïntegreerd biofarmaceutisch bedrijf dat zich inzet voor de ontwikkeling van innovatieve NK-cel-gebaseerde immunotherapieën voor

patiënten met levensbedreigende ziekten. In 2019 hebben we CytoSen Therapeutics, Inc. ("**CytoSen**") overgenomen, met een NK-cel-gebaseerd technologieplatform. Door deze overname en een daaropvolgende strategiewijziging, waarbij we besloten om alle activiteiten ten aanzien van onze eerdere platformen en programma's inclusief ons patiënt-specifieke T-celtherapieprogramma ATIR101 te beëindigen, zijn we getransformeerd tot een bedrijf met een NK-cel-gebaseerd immuuntherapieplatform. In juli 2020 hebben we een exclusieve licentie ten aanzien van ons N-NK004 en twee andere preclinische programma's verleend aan Sanofi. In november 2020 maakten we bekend dat we een definitieve fusieovereenkomst waren aangegaan op basis waarvan Sanofi door middel van een aanbevolen openbaar bod zal aanbieden om al onze uitstaande gewone Aandelen te verwerven tegen een prijs per Aandeel van €5,45 in contanten (cum dividend), wat een geaggregeerde aangepaste aandelenwaarde op volledig verwaterde basis van ongeveer €308 miljoen vertegenwoordigt. Op 12 februari 2021 heeft Sanofi het aanbevolen openbare bod uitgebracht en werden het biedingsbericht en onze standpuntbepaling algemeen verkrijgbaar gesteld. De aanmeldingstermijn start op 15 februari 2021 en loopt af op 12 april 2021, tenzij de aanmeldingstermijn wordt verlengd. De huidige verwachting is dat het bod in het tweede kwartaal van 2021 zal worden afgerond.

Vandaag de dag hebben we een pijplijn van klinische programma's die bestaan uit een NK-celtherapie als een aanvullende behandeling bij een haplo-identieke hematopoïetische stamceltransplantatie (HSCT) en NK-celtherapie tegen kanker, bijvoorbeeld de behandeling van recidiverende en refractaire acute myeloïde leukemie (AML R/R). We hebben ook preklinische programma's die de mogelijke toepassing van ons K-NK-platform voor bloedkankers en solide tumoren evalueren. Ons preklinische programma K-NK004 is ons CD38 knock-out K-NK-therapeutisch middel dat onlangs in licentie is gegeven aan Sanofi voor ontwikkeling met hun goedgekeurde antilichaam, Sarclisa®, voor de behandeling van patiënten met multipel myeloom. We onderzoeken ook de toepassing van K-NK-geneesmiddelen voor werkzaamheid tegen andere bloedkankers en solide tumoren en zijn van plan in 2021~~2020~~ proof-of-concept signaalstudies te starten. Ons onderzoeksprogramma K-NK-ID10l richt zich op de ontwikkeling van K-NK-cellen als behandeling voor COVID-19, en we zijn van plan om in 2021 Fase I / II klinische studies te starten, waardoor de toepassing van ons K-NK-technologieplatform wordt uitgebreid als een mogelijke behandeling niet alleen voor kanker maar ook voor infectieziekten. Daarnaast hebben we een uitgebreide aanwezigheid in de Verenigde Staten, met relaties met zowel belangrijke opinieleiders als transplantatiecentra.

Ons NK-cel-platform is gebouwd op drie pijlers. De eerste pijler is een technologie om NK-cellen ex-vivo uit te breiden en te activeren met behulp van PM21-deeltjes met membraangebonden interleukine 21 (mbIL21) en 4-1BB (41BBL) antigenen, in plaats van tumor feeder cellen die mbIL21 en 41BBL tot expressie doen komen. De tweede pijler is een algoritme om een panel van universele donoren voor NK-cellen te identificeren met een unieke mix van activerende en remmende receptoren voor een optimale potentie en veiligheid van NK-cellen die gebruikt kunnen worden voor alle potentiële patiënten zonder dat er een genetische screening van de patiënt nodig is (kant-en-klare allogeneogene producten) (zoals een O-getypeerde bloeddonor kan doneren aan ontvangers met eender welke potentiële bloedgroep). De derde pijler is ons vermogen, via ons productieproces, NK-cellen in te prenten om resistent te zijn tegen de effecten van onderdrukking van transformerende groeifactor bèta (TGFβ). Door NK-cellen bloot te stellen aan TGFβ tijdens de productie zijn we in staat om de cytotoxiciteit van onze NK-cellen te verhogen in de omgeving van een solide tumor.

~~Op basis van ons NK-cel-gebaseerde immunotherapietechnologieplatform ontwikkelen we therapeutica als een aanvullende behandeling voor patiënten die een stamceltransplantatie ondergaan (K-NK002) en als potentieel curatieve behandelingen voor patiënten met kanker, waaronder AML R/R (K-NK003). We hebben ook preklinische programma's die de mogelijke toepassing van ons K-NK-platform voor bloedkankers en solide tumoren evalueren. Ons preklinische programma K-NK004 is een CD38 knock-out K-NK-therapeutisch middel dat onlangs in licentie is gegeven aan Sanofi voor ontwikkeling met hun goedgekeurde antilichaam, Sarclisa®, voor de behandeling van patiënten met multipel myeloom. We onderzoeken ook de toepassing van K-NK-geneesmiddelen voor de werkzaamheid tegen andere bloedkankers en solide tumoren en zijn van plan om proof-of-concept signaalonderzoeken te starten in 2020~~. Onze visie is om gebruik te maken van de sterke punten van het menselijke immuunsysteem om patiënten met levensbedreigende ziekten te helpen, door het ontwikkelen van nieuwe celtherapieën die de aangeboren en adaptieve delen van het immuunsysteem combineren.

PROGRAM	INDICATION	SETTING	PRODUCT	PRE-CLINICAL	CLINICAL PoC	CLINICAL PH. 1	CLINICAL PH. 2	STATUS
K-NK002	HSCT in blood cancer	Adjunctive to SoC (PTCy)	Haplo		24 patients			*Phase 2 with US BMT-CTN; IND approved*
K-NK003	AML R/R	After induction chemo (FLAG)	OTS		25 patients			*Phase 1/2a with US OSU; enrolling patients*
K-NK004	Multiple myeloma	Combination with Sarclisa	OTS CD38KO					*Partnership Sanofi; value >€875 million*
K-NK-ID101	Influenza / COVID-19	Prophylaxis & treatment	OTS-ID					*Ph 1/2a IST IND approved; funded by US DoD*
K-NK00X	Other	Stand alone or combo's	OTS-X					*Studies to start in 2021, e.g., CML, CRC, HNC*

[*Updated table*]

Voor de proof-of-concept studies voor K-NK002 en K-NK003 werden onze NK-cel-therapieën geproduceerd door de betrokken klinische locaties met tumor feeder cellen die mbIL21 en 41BBL tot expressie deden komen. Voor toekomstige studies zal de uitbreiding en activering van natuurlijke donor NK-cellen worden uitgevoerd met PM21-deeltjes met mbIL21- en 41BBL-antigenen.

We hebben een exclusieve licentie ten aanzien van ons K-NK004-programma verleend aan Sanofi. De overeenkomst heeft betrekking op onze eigen CD38 knock-out (CD38KO) K-NK-therapie voor combinatie met anti-CD38 monoklonale antilichamen, waaronder Sarclisa®, Sanofi's door de FDA goedgekeurde therapie voor patiënten met multipel myeloom. Bovendien heeft Sanofi de exclusieve rechten verkregen om ons K-NK-platform te gebruiken voor twee aanvullende preklinische programma's in een vroeger stadium. Als onderdeel van de overeenkomst hebben we een vooruitbetaling van €17,5 miljoen ontvangen en zullen we tot €857,5 miljoen ontvangen als Sanofi preklinische, klinische, regulatoire en commerciële mijlpalen heeft behaald. We zullen ook tot lage dubbelcijferige royalty's ontvangen op basis van commerciële verkoop van goedgekeurde producten die voortvloeien uit deze overeenkomst."

"***Wat is de belangrijkste financiële informatie over de uitgevende instelling?***

Informatie geconsolideerde winst- en verliesrekening

(€ in duizenden, behalve per aandeel)	**FY 2019 Gecontroleerd**	**FY 2018 Gecontroleerd**	**H1 2020 Onge controlleerd**	**H1 2019 Onge controlleerd**
Totale omzet	-	-	-	-
Bedrijfswinst/(verlies)	(73.234)	(25.201)	(19.867)	(25.734)
Nettoverlies toe te rekenen aan de aandeelhouders	(52.635)	(29.801)	(18.844)	(25.934)
Winst per aandeel	(1,92)	(1,46)	(0,57)	(1,03)

Informatie geconsolideerde balans

(€ in duizenden)	**FY 2019 Gecontroleerd**	**FY 2018 Gecontroleerd**	**H1 2020 Onge controleerd**	**H1 2019 Onge controleerd**
Totaal vermogen	79.502	82.544	68.122	123.490
Totaal eigen vermogen	34.256	44.144	27.591	59.701
	Onge controleerd	**Onge controleerd**	**Onge controleerd**	**Onge controleerd**
Netto financiële schuld (niet gecontroleerd)	(16.637)	(33.170)	(16.592)	(38.069)

Informatie geconsolideerd kasstroomoverzicht

(€ in duizenden)	**FY 2019 Gecontroleerd**	**FY 2018 Gecontroleerd**	**H1 2020 Onge controleerd**	**H1 2019 Onge controleerd**
Som van netto kasstromen uit operationele activiteiten, investeringsactiviteiten en financieringsactiviteiten	(30.770)	30.405	(9.697)	2.390

"

"~~Onze huidige middelen verschaffen ons onvoldoende werkkapitaal voor de komende twaalf maanden vanaf de datum van deze Vereenvoudigde Effectennota, 5 juni 2020 (de **"Vereenvoudigde Effectennota Datum"**).~~ Op de datum van de Vereenvoudigde Effectennota beschikken wij over liquide middelen voor een bedrag van ongeveer €22~~,~~7 miljoen. Op de datum van het Tweede Supplement beschikken wij over liquide middelen voor een bedrag van ongeveer €30,2~~32.2~~ miljoen. ~~Op basis van onze operationele plannen met betrekking tot onze K-NK002- en KN003-programma's en de preklinische programma's ter evaluatie van vaste tumoren zijn wij van mening dat de bestaande liquide middelen~~ Naar ons oordeel is ons werkkapitaal toereikend om aan onze huidige behoeften te voldoen, dat wil zeggen voor tenminste 12 maanden na de datum van het Vereenvoudigde Prospectus (5 juni 2020) en zal het ons in staat ~~zullen~~ stellen om onze activiteiten tot in het ~~eerste~~derde kwartaal van 2021 voort te zetten. ~~De benodigde liquide middelen voor de komende twaalf maanden vanaf de Vereenvoudigde Effectennota Datum zullen afhangen van verschillende factoren die van invloed zijn op onze operationele plannen, wat resulteert in verschillende potentiële scenario's met een relatief lage voorspelbaarheid ten aanzien van welk individueel scenario zich zal voordoen en met verschillende kasbehoeften voor elk respectief scenario, hoewel we van mening zijn dat het tekort aan werkkapitaal voor de komende twaalf maanden vanaf de Vereenvoudigde Effectennota Datum tussen €5 miljoen en €15 miljoen bedraagt, afhankelijk van deze verschillende factoren en met name van:~~

- ~~de start van onze geplande onderzoeken en wanneer en hoeveel patiënten we kunnen inschrijven, waar de COVID-19-uitbraak een materiele impact op kan hebben. Deze factoren bepalen de kosten van onze klinische onderzoeken, inclusief betalingen van patiëntenkosten, kosten van klinische onderzoekers en betalingen aan CRO's die helpen bij onze gesponsorde klinische onderzoeken, en de fabricagekosten voor deze klinische onderzoeken, en~~

- ~~het bedrag en de timing van verdere investeringen in preklinisch onderzoek en kosten om onze productiecapaciteiten te verbeteren, inclusief procesoptimalisaties. De timing en het resultaat van de verschillende activiteiten zijn van invloed op de timing en de aard van eventuele vervolgactiviteiten binnen de komende twaalf maanden na de Vereenvoudigde Effectennota Datum.~~

~~Om het tekort in ons werkkapitaal voor de komende twaalf maanden vanaf de Vereenvoudigde Effectennota Datum te dekken moeten we extra middelen te zoeken, door additioneel eigen vermogen, converteerbare financiering of niet-verwaterende financiering zoals schuldfinancieringsregelingen aan te trekken, strategische transacties of op andere wijzen. We kunnen ook proberen om klinische programma's in omvang te verkleinen, te vertragen, te verminderen, af te stoten of te desinvesteren, met anderen samen te werken of één of meer van onze activiteiten af te stoten, en andere initiatieven voor kostenreductie te overwegen, zoals het niet starten of uitbreiden van klinische studies of onderzoek, en het vertragen van de rekrutering van patiënten voor klinische studies. Er kan geen garantie worden gegeven dat een van deze maatregelen op tijd of überhaupt kan worden uitgevoerd om het tekort in ons werkkapitaal te adresseren voor de komende twaalf maanden na de Vereenvoudigde Effectennota Datum. In het geval dat wij niet in staat zijn om voldoende middelen uit deze maatregelen te genereren, zijn wij mogelijk niet in staat om door te gaan als een going concern, kunnen onze activiteiten, financiële toestand en/of resultaten van de activiteiten materieel en nadelig beïnvloed worden en kunnen we uiteindelijk failliet gaan.~~"

20. In paragraph 3.1 (*Introduction et avertissements*) of the French translation of the summary included in the Simplified Securities Note, starting on page 20, the following amendments shall be made:

Le Prospectus Simplifié concerne l'admission à la cote et la négociation sur Euronext Amsterdam, un marché réglementé exploité par Euronext Amsterdam N.V. ("**Euronext Amsterdam**"), et sur Euronext Brussels, un marché réglementé exploité par Euronext Brussels NV/SA ("**Euronext Brussels**"), sous le symbole "KDS" et sous le code ISIN NL0011323407, de (i) 4.677.495 actions nouvelles (les "**Actions Nouvelles**"), (ii) nouvelles Actions émises dans le cadre de l'exercice de tout Warrant émis (les "**Actions de Warrant**"), (iii) toute Action nouvelle émise à la suite de la conversion de toute obligation convertible émise par nous (ces nouvelles Actions, les "**Actions Convertibles**") et (vi) toute Action nouvelle émise conformément à la CytoSen Acquisition Agreement (les "**Actions CytoSen**"). Notre identifiant légal (LEI) est 724500RS72JYSQJAMW52. Nous sommes inscrits au registre du commerce de la Chambre de Commerce (*Kamer van Koophandel*) des Pays-Bas sous le numéro 63512653. Notre siège social est situé à Amsterdam, Pays-Bas et notre adresse commerciale est Paasheuvelweg 25A, 1105 BP Amsterdam, Pays-Bas (tél. : +31-20-240 2520).

21. In paragraph 3.2 (*Informations clés sur l'émetteur*) of the French translation of the summary included in the Simplified Securities Note, starting on page 20, the following amendments shall be made:

Kiadis Pharma N.V. est l'institution émettrice des Nouvelles Actions ainsi que de toute Action de Warrant, Action Convertible ou Action CytoSen à émettre. Nous sommes une société anonyme (*naamloze vennootschap*) de droit néerlandais. Nous sommes domiciliés aux Pays-Bas et notre LEI est 724500RS72JYSQJAMW52.

Nous sommes en train de réaliser une société biopharmaceutique entièrement intégrée qui se consacre au développement d'immunothérapies innovatives à base de cellules NK pour les patients atteints de maladies mortelles. En 2019, nous avons acquis CytoSen Therapeutics, Inc. ("**CytoSen**") qui dispose d'une plateforme technologique basée sur les cellules NK. Grâce à cette acquisition et à un changement de stratégie subséquent dans lequel nous avons décidé de mettre fin à toutes les activités de nos plateformes ainsi qu'à nos programmes existants, y compris notre programme ATIR101 développant une thérapie par cellules T spécifiques aux patients, nous nous sommes transformés en une société dotée d'une plateforme d'immunothérapie à base de cellules NK. En juillet 2020, nous avons accordé une licence exclusive de notre programme K-NK004 et deux autres programmes précliniques à Sanofi. En novembre 2020, nous avons annoncé que nous avions conclu un accord de fusion définitif en vertu duquel Sanofi proposera par le biais d'une offre publique recommandée d'acquérir la totalité de nos Actions ordinaires en circulation à un prix par action de 5,45 euros en numéraire (dividende cumulé), soit un la valeur des capitaux propres ajustée agrégée sur une base entièrement diluée d'environ 308 millions d'euros. Le 12 février 2021, Sanofi a lancé l'offre publique recommandée, et le protocole d'offre et notre déclaration de position ont été rendu accessible à tous. La période d'acceptation débutera le 15 février 2021 et expirera le 12 avril 2021, à moins que la période d'acceptation ne soit prolongée. La finalisation de l'offre est actuellement attendue au deuxième trimestre 2021.

Nous disposons aujourd'hui d'une vaste filière de programmes cliniques comprenant des thérapies à base de cellules NK comme traitement adjuvant d'une transplantation haplo-identique de cellules souches hématopoïétiques (HSCT), ainsi que des traitements anticancéreux par thérapie à base de cellules NK, par exemple le traitement de la leucémie myéloïde aiguë récidivante et réfractaire. Nous disposons également de programmes précliniques évaluant l'application potentielle de notre plateforme K-NK aux cancers du sang et tumeurs solides. Notre programme préclinique K-NK004 est notre thérapie K-NK avec CD38 knockout, dont une licence a été récemment accordée à Sanofi pour développement avec leur anticorps approuvé, Sarclisa®, en vue du traitement des patients atteints de myélome multiple. Nous étudions également l'application des médicaments K-NK pour leur efficacité contre d'autres cancers du sang et des tumeurs solides, et nous prévoyons de lancer des études de preuve de concept en 2021~~2020~~. Notre programme de recherche K-NK-ID10l se concentre sur le développement de cellules K-NK comme traitement du COVID-19, et nous prévoyons de lancer des essais cliniques de Phase I / II en 2021, permettant l'application de notre plateforme technologique K-NK est élargi en tant que traitement potentiel non seulement pour le cancer mais aussi pour les maladies infectieuses. De plus, nous avons une présence accrue aux États-Unis, où nous avons des relations avec les principaux leaders d'opinion et les centres de transplantation.

Notre plateforme de cellules NK repose sur trois piliers. Le premier pillier comprend une technologie permettant d'élargir et d'activer les cellules NK ex vivo en utilisant des particules PM21 avec des antigènes d'interleukine 21 (mbIL21) et 4-1BB (41BBL) liés à la membrane, au lieu de cellules nourricières tumorales exprimant mbIL21 et 41BBL. Le second pillier est un algorithme permettant d'identifier un groupe de donneurs universels de cellules NK disposant d'un mélange unique de récepteurs activateurs et inhibiteurs afin d'assurer une puissance et une sécurité optimales des cellules NK, qui peuvent être utilisées pour tous les patients potentiels sans qu'il soit nécessaire de procéder à un dépistage génétique du patient (des donneurs allogéniques directement-de-l'étagère) (tout comme un donneur de sang de type O peut donner à des receveurs ayant n'importe quel groupe sanguin). Le troisième pillier est notre capacité, à travers notre processus de production, d'imprimer des cellules NK pour qu'elles résistent aux effets du facteur de croissance transformant bêta (TGFβ). En exposant les cellules NK à TGFβ pendant la production, nous sommes en mesure d'augmenter la cytotoxicité de nos cellules NK dans un environnement de tumeur solide.

~~À partir de notre plateforme technologique d'immunothérapie à base de cellules NK, nous développons des traitements thérapeutiques comme traitement d'appoint pour les patients subissant une transplantation de cellules souches (K-NK002) et comme traitement potentiellement curatif pour les patients atteints de cancer, en ce compris de la LAM R/R (K-NK003). Nous disposons également des programmes précliniques qui évaluent l'application potentielle de notre plateforme K-NK aux cancers du sang et tumeurs solides. Notre programme préclinique K-NK004 est notre thérapie K-NK avec CD38 knockout dont une licence a été récemment accordée à Sanofi pour développement avec leur anticorps approuvé, Sarclisa®, en vue du traitement des patients atteints de myélome multiple. Nous étudions également l'application des médicaments K-NK pour leur efficacité contre et d'autres cancers du sang et tumeurs solides et nous prévoyons de lancer des études de preuve de concept en 2020.~~ Notre vision est d'exploiter pleinement le potentiel du système immunitaire humain dans un but d'aider les patients atteints de maladies mortelles, en développant de nouvelles thérapies cellulaires qui combinent les branches innées et adaptives du système immunitaire.

PROGRAM	INDICATION	SETTING	PRODUCT	PRE-CLINICAL	CLINICAL PoC	CLINICAL PH. 1	CLINICAL PH. 2	STATUS
K-NK002	HSCT in blood cancer	Adjunctive to SoC (PTCy)	Haplo		24 patients			*Phase 2 with US BMT-CTN; IND approved*
K-NK003	AML R/R	After induction chemo (FLAG)	OTS		25 patients			*Phase 1/2a with US OSU; enrolling patients*
K-NK004	Multiple myeloma	Combination with Sarclisa	OTS CD38KO					*Partnership Sanofi; value >€875 million*
K-NK-ID101	Influenza / COVID-19	Prophylaxis & treatment	OTS-ID					*Ph 1/2a IST IND approved; funded by US DoD*
K-NK00X	Other	Stand alone or combo's	OTS-X					*Studies to start in 2021, e.g., CML, CRC, HNC*

[*Updated table*]

Pour les études de preuve de concept en vue de K-NK002 et K-NK003, nos thérapies à base de cellules NK ont été produites par les sites cliniques concernés, au moyen de cellules nourricières tumorales exprimant mbIL21 et 41BBL. Dans le cadre des études futures, l'expansion et l'activation des cellules NK de donneurs naturels seront réalisées avec des particules PM21 disposant des antigènes mbIL21 et 41BBL.

Nous avons accordé une licence exclusive de notre programme K-NK004 à Sanofi. La convention couvre notre traitement K-NK exclusif contre le CD38 knockout (CD38KO) en combinaison avec des anticorps monoclonaux anti-CD38, dont Sarclisa®, la thérapie de Sanofi approuvée par la FDA pour le traitement des patients atteints de myélome multiple. En outre, Sanofi a obtenu les droits exclusifs d'utilisation de notre plateforme K-NK pour deux autres programmes précliniques précoces. Dans le cadre de la convention, nous avons reçu un paiement initial de 17,5 millions d'euros et aurons le droit de recevoir jusqu'à 857,5 millions d'euros lorsque Sanofi aura franchi des étapes précliniques, cliniques, réglementaires et commerciales. Nous recevrons également de faibles redevances à deux chiffres basées sur les ventes commerciales des produits approuvés résultant de cette convention."

"***Quelles sont les informations financières clés concernant l'émetteur?***

Informations tirées du compte de résultat consolidé

(en milliers d'euros, sauf par action)	**EXERCICE 2019 Contrôlé**	**EXERCICE 2018 Contrôlé**	**S1 2020 Non contrôlé**	**S1 2019 Non contrôlé**
Revenu total	-	-	-	-
Bénéfice/(perte) d'exploitation	(73.234)	(25.201)	(19.867)	(25.734)
Perte nette attribuable aux actionnaires	(52.635)	(29.801)	(18.844)	(25.934)
Bénéfice par action	(1,92)	(1,46)	(0,57)	(1,03)

Informations tirées du bilan consolidé

(en milliers d'euros)	**EXERCICE 2019**	**EXERCICE 2018**	**S1 2020**	**S1 2019**
	Contrôlé	**Contrôlé**	**Non contrôlé**	**Non contrôlé**
Total de l'actif	79.502	82.544	68.122	123.490
Total des capitaux propres	34.256	44.144	27.591	59.701
Dette financière nette (non auditée)	**Onge controleerd**	**Onge controleerd**	**Non contrôlé**	**Non contrôlé**
	(16.637)	(33.170)	(16.592)	(38.069)

Informations tirées du tableau des flux de trésorerie consolidés

(en milliers d'euros)	**EXERCICE 2019 Contrôlé**	**EXERCICE 2018 Contrôlé**	**S1 2020 Non contrôlé**	**S1 2019 Non contrôlé**
Somme des flux de trésorerie nets affectés aux activités opérationnelles, activités d'investissement et activités de financement	(30.770)	30.405	(9.697)	2.390

"

~~Nos ressources actuelles ne nous permettent pas de disposer d'un fonds de roulement suffisant pour les douze mois suivant la date de la présente Securities Note Simplifiée, i.e. le 5 juin 2020 (la "**Date de la Securities Note Simplifiée**").~~ A la Date de la Securities Note Simplifiée, nous disposons de liquidités et d'équivalents de trésorerie à concurrence d'un montant d'environ 22~~,~~7 millions d'euros. A la date du Second Supplément, nous disposons de liquidités et d'équivalents de trésorerie à concurrence d'un montant d'environ 30,2~~32.2~~ millions d'euros. ~~Sur la base de nos plans opérationnels concernant nos programmes K-NK002 et KN003 et les programmes précliniques d'évaluation des tumeurs solides, nous estimons que les~~

~~liquidités et les équivalents de trésorerie existants~~ À notre avis, notre fonds de roulement est suffisant pour répondre à nos besoins actuels, soit au moins 12 mois après la date du Prospectus Simplifié (5 juin 2020) et nous permettront de poursuivre l'exploitation de l'entreprise jusqu'au ~~premier~~troisième trimestre de 2021. ~~Nos besoins de trésorerie pour les douze prochains mois suivant la Date de la Securities Note Simplifiée dépendront de plusieurs facteurs ayant un impact sur nos plans opérationnels, résultant en différent scenarios potentiels dont la prévisibilité est relativement faible et dont les besoins de trésorerie diffèrent de l'un à l'autre. Or, nous croyons que l'insuffisance de fonds de roulement pour les douze prochains mois à compter de la Date de la Securities Note Simplifiée variera de 155 millions d'euros à 3015 millions d'euros et dépendra de plusieurs facteurs, notamment :~~

- ~~du lancement des essais prévus, ainsi que du nombre de patients que nous pourrons recruter et le timing de ces recrutements, sachant que ces personnes pourraient être sensiblement affectées par l'épidémie de COVID-19. Ces facteurs amènent une hausse des coûts de nos essais cliniques, y compris les coûts associés aux patients, aux chercheurs cliniques et aux CROs qui contribuent à nos essais cliniques parrainés, ainsi que des coûts de production liés à ces essais cliniques; et~~

- ~~du montant et du calendrier des investissements supplémentaires dans la recherche préclinique ainsi que du coût pour développer nos capacités de production, y compris l'optimisation des processus. Le calendrier et le résultat des différentes activités ont une incidence sur le calendrier et la nature de toute activité de suivi au cours des douze mois suivant la Date de la Securities Note Simplifiée.~~

~~Si le Placement Privé est abandonné ou n'est pas complété – ce qui est une situation qui, selon nous, n'est pas susceptible de se produire – nous serons tenus de rechercher des fonds alternatives afin de couvrir l'insuffisance de notre fonds de roulement pour les douze mois suivant la Date de la Securities Note Simplifiée, en levant de fonds propres supplémentaires ou en cherchant des financements convertibles ou non-dilutifs, tels que des arrangement de financement par l'emprunt, des transactions stratégiques ou tout autre moyen. Nous pourrions également postposer, réduire la portée de, éliminer ou céder des programmes cliniques, à établir des partenariats avec d'autres ou céder une ou de plusieurs de nos activités, ainsi qu'envisager des mesures de réduction de coûts, comme la suspension du commencement ou de l'extension des essais cliniques ou des recherches, ainsi que le ralentissement du recrutement de patients pour les essais cliniques. Il n'y a aucune garantie que ces mesures puissent être mises en œuvre à temps, ou qu'elles puissent être mises en œuvre tout court, pour combler l'insuffisance de notre fonds de roulement pour les douze prochains mois suivant la Date de la Securities Note Simplifiée. Si nous ne sommes pas en mesure de générer des fonds suffisants grâce à ces mesures, il est possible que nous ne puissions pas poursuivre nos activités. Notre entreprise, notre situation financière et/ou nos résultats d'exploitation pourraient dans ce cas être touchés de manière significative et défavorable et nous pourrions ultimement devenir insolvables.~~"

22. In paragraph 5.1 (*General*) on page 37 of the Simplified Registration Document, the following amendments shall be made:

"This Simplified Securities Note constitutes and encompasses a specific securities note and summary for secondary issuances of equity securities for the purpose of Articles 3(3), 7 and 14 of the Prospectus Regulation and was prepared in accordance with the Prospectus Regulation and the rules promulgated thereunder, including Annex 12 of Commission Delegated Regulation (EU) 2019/980. This Simplified Securities Note was filed in English with, and was approved by the AFM as competent authority under the Prospectus Regulation. The AFM only approved this Simplified Securities Note as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and such approval shall not be considered as an endorsement of the quality of the New Shares, Warrant Shares, Conversion Shares or CytoSen Shares. Investors should make their own assessment as to the suitability of investing in our Shares."

23. In paragraph 5.4 (*Validity*) on page 37 of the Simplified Registration Document, the following amendments shall be made:

"This Simplified Securities Note supplements the Simplified Registration Document, together constituting the Simplified Prospectus. The obligation to supplement the Simplified Securities Note or the Simplified Prospectus (which does not exclude us voluntarily supplementing this Securities Note or the Simplified Prospectus) in the event of significant new factors, material mistakes or material inaccuracies shall cease to apply upon the earlier of (a) for the purposes of the listing and admission to trading of the New Shares, the time when trading of the New Shares on Euronext begins – the Listing Date, (b) for the purposes of the listing and admission to trading of Warrant Shares, Conversion Shares and CytoSen Shares, the time trading of the relevant Warrant Shares, Conversion Shares or CytoSen Shares, as applicable, on Euronext begins, and (c) the expiry of the validity period of this Securities Note."

24. In paragraph 6.3 (*Working capital statement*) on page 68 of the Simplified Registration Document, the following amendments shall be made:

"~~Our current resources do not provide us with sufficient working capital for the next twelve months following the Simplified Securities Note Date~~.

At the Simplified Securities Note Date, we have cash and cash equivalents of approximately €22.7 million. As of the Second Supplement Date, we had cash and cash equivalents of approximately €30.2~~32.2~~ million. ~~Based on our operating plans in relation to our K-NK002 and KN003 programs and the preclinical programs evaluating solid tumors, we believe that existing cash and cash equivalents~~ In our opinion our working capital is sufficient for our present requirements; that is for at least 12 months following the date of the Simplified Prospectus (5 June 2020) and ~~existing cash and cash equivalents~~ will allow us to continue operating the business into the ~~first~~third quarter of 2021. ~~Our cash requirements for the next twelve months following the Simplified Securities Note Date will be dependent on various factors which impact our operational plans resulting in various potential scenarios with a relatively low predictability of which individual scenario will materialize and with different cash needs for each respective scenario, but we believe that the shortfall of working capital for the next twelve months following the Simplified Securities Note Date will range between €5 million and €15 million dependent on these various factors and in particular on:~~

- ~~the start of our planned trials, and when and how many patients we will be able to enroll, which may be materially impacted by the COVID-19 outbreak.~~

~~These factors drive the cost of our clinical trials, including payments of patient cost, clinical investigator cost and payments to CROs that are assisting with our sponsored clinical trials, and the manufacturing costs for these clinical trials, and~~

- ~~the amount and timing of further investments in preclinical research and cost to advance our manufacturing capabilities including process optimizations. The timing and outcome of the various activities impact the timing and nature of any follow up activities within the next twelve months following the Simplified Securities Note Date.~~

~~To cover the shortfall in our working capital for the next twelve months following the Simplified Securities Note Date we will be required to seek additional funds, by raising further equity, convertible financing or non-dilutive financing such as debt financing arrangements, strategic transactions or other means. We may also delay, reduce the scope of, eliminate or divest clinical programs, partner with others or divest one or more of our activities, and consider other cost reduction initiatives, such as withholding initiation or expansion of clinical trials or research, and slowing down patient recruitment of clinical trials. There can be no assurance that any of these measures can be implemented in time, or at all, to address the shortfall in our working capital for the next twelve months following the Simplified Securities Note Date. In the event we are not able to generate sufficient funds from these measures, we may be unable to continue as a going concern, our business, financial condition and/or results of operations could be materially and adversely affected, and we may ultimately go into insolvency~~."

Kiadis Pharma N.V., having its registered address in Amsterdam, the Netherlands, accepts responsibility for the information contained in this Supplement. To the best of the Company's knowledge, the information contained in this this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

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