ANNUAL REPORT 2016

# Bringing breakthrough pioneering therapies to patients with life-threatening diseases

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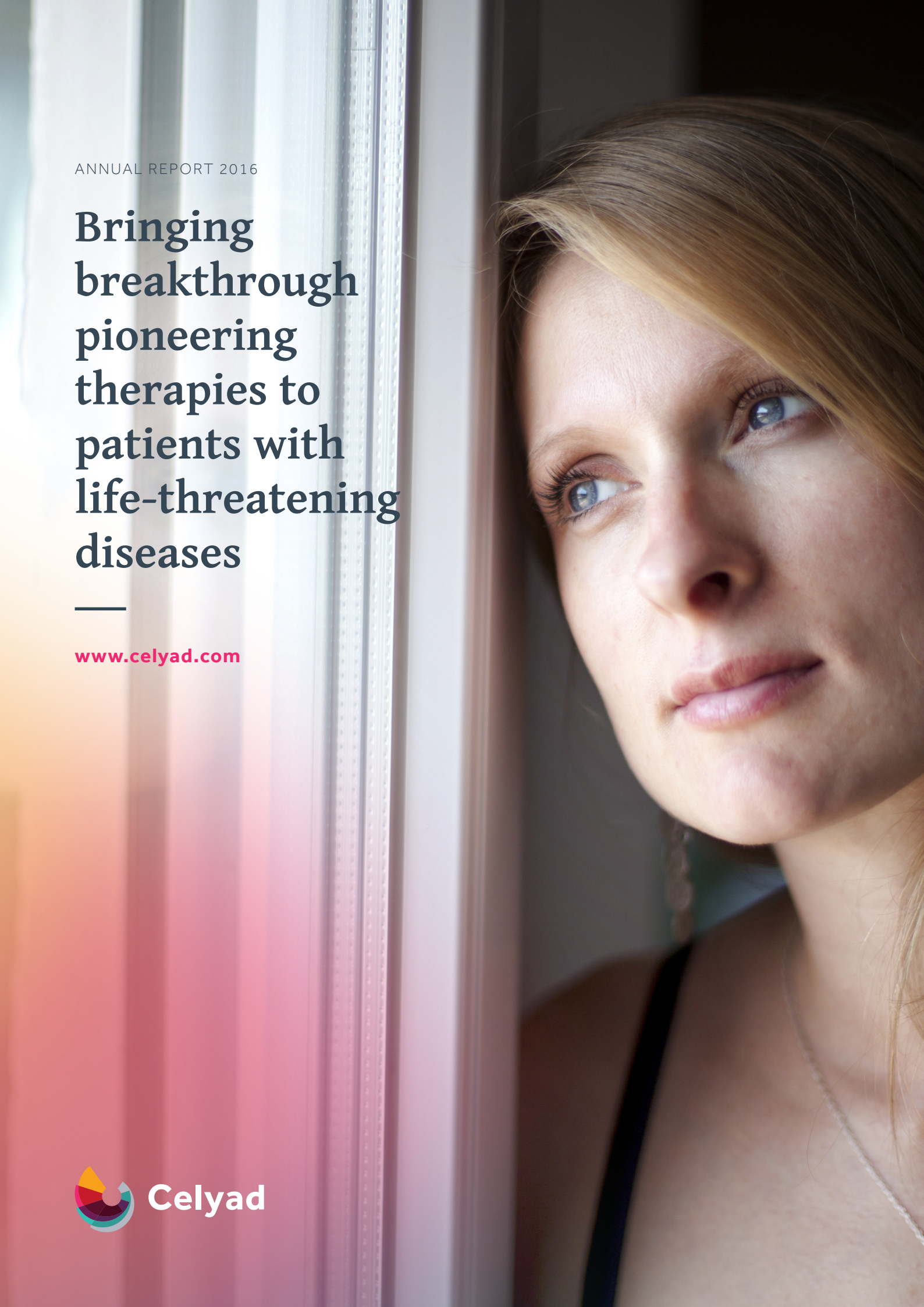

Celyad

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# Letter of **the Chairman**

Michel Lussier
— CHAIRMAN OF THE BOARD

Dear Shareholders,

2016 has been transformational for your company which, in only a year, has positioned itself as a serious international player in the CAR-T field, one of the most promising approaches for cancer treatment.

Beginning of 2015, we felt important to diversify our clinical portfolio, building on our core expertise in cell therapy to explore new therapeutic areas for major unmet medical needs, such as cancer.

Celyad thus started to scout in the US, searching for the hidden gem that would allow the company to make a difference in the immuno-oncology field. We acquired a technology invented by Prof. Charles Sentman at Dartmouth College, a CAR-T therapy based on a unique construct using the NKG2D receptor. This is now a breakthrough asset for the company and a major promise for the patients.

While having a fully integrated know-how and equipment, highly skilled people, a very disruptive technology and a strong intellectual property, we needed then to raise sufficient financial resources to undertake rapidly our clinical program and build our presence in the USA, the CAR-T homeland. And that is exactly what we did. In 18 months, we raised more than $130 million, introduced Celyad on NASDAQ, we have opened an office and built a seasoned team in the Boston area, we have launched and successfully completed a Phase Ia trial and we have signed strategic collaborations with world-class academic and industrial partners. Last but not the least, we have initiated the THINK Phase I trial, taking a global lead in CAR-T for solid tumors.

*"We made the right decisions at the right time, moving on to the next chapter of our company history. 2017 will be a very exciting year for Celyad, which is now running one of the largest CAR-T clinical trial worldwide..."*

During spring 2016, we decided to focus going forward on the development of our immuno-oncology platform and to find a strategic partner to further develop and commercialize C-Cure®.

Our CHART-1 Phase III European trial has been saluted by leaders in the field as a significant milestone in the understanding of the heart failure disease and also in the identification of a well-defined patient population that could benefit from C-Cure®. Based on the key learning of this study, the US pivotal trial CHART-2 will incorporate optimized dosing regimens as well as a new FDA-agreed primary endpoint. This new Phase III study is ready to be initiated and Celyad is actively looking for partners to further develop and commercialize C-Cure®, one of the most advanced reparative cell therapy for heart failure worldwide.

Yes, we have faced ups and downs – which company doesn't? – but most importantly, we made the right decisions at the right time, moving on to the next chapter of our company history.

2017 will be a very exciting year for Celyad, which is now running one of the largest CAR-T clinical trials worldwide, targeting more indications than any of its competitors ever did so far.

We are very confident that our immuno-oncology product candidates will bring groundbreaking treatment options to cancer patients and we are looking forward to our clinical data to reflect on the company value, rewarding the hard work of our team but also the trust and support that you, Dear Shareholders, have shown for all these years.

**Michel Lussier,**
**Chairman of the Board**

# Letter of **the CEO**

Christian Homsy
— CHIEF EXECUTIVE OFFICER

Dear Shareholders,

2016 has been a year in which our CAR-T portfolio matured, where we have increased our expertise in the field of immuno-oncology, and in which we transitioned from being focused on cardiology to being one of the most promising companies in the field of CAR-T cells.

The portfolio acquired beginning of 2015 from Dartmouth College's Prof. Charles Sentman, is one of the most elegant approaches to targeting cancers using CAR-T cells as Prof. Sentman combines the breadth of innate immunity with the potency of T cell mediated activity.

As many great ideas, the concept is simple, but its power has far reaching implications: One single product candidate, potentially targeting 80% of all cancers, an approach that can be compared to checkpoint inhibitors.

Even in challenging animal models, our pre-clinical testing yielded remarkable antitumor activity with the long-term survival of treated animals despite aggressive hematological and solid tumor cancers. This work has uncovered multiple modes of actions in those models, from direct cytotoxicity to adaptive immunity including anti-neoangiogenesis, and immune system modulation.

Our Target Product Profile (TPP) is unique. We can highlight two differentiating attributes amongst many others: First, instead of injecting cells that proliferate

*"We are also the only company that has both a lower risk autologous approach, and a higher reward allogeneic development. Should allogeneic yield results similar to what we are seeing in autologous, Celyad will then have an approach to target large indications more cost effectively. Should autologous prevail, we have incredibly creative solutions that reduce the cost of goods to levels unseen before."*

in the patient in an uncontrolled way, and attempting to deal with the consequences by inserting control mechanisms, we prefer to use a known pre-defined dose, injected multiple times to provide sufficient persistence. Second, instead of severely lymphodepleting the patients, we use and leverage the patient's own immune system.

We are also the only company that has both a lower risk autologous approach, and a higher reward allogeneic development. Should allogeneic yield results similar to what we will be seeing in autologous, Celyad will then have an approach to target large indications more cost effectively. Should autologous prevail, we have incredibly creative solutions that reduce the cost of goods to levels unseen before.

On the intellectual property side, our space is clean with no competing technologies. In the allogeneic CAR-T field, we hold a patent that, until now, and despite having been challenged at numerous occasions, grant us broad and robust position in this field.

Our allogeneic technology was vetted by a partnership with one of the pioneers of immuno-oncology, the Japanese company ONO Pharmaceuticals, which is at the forefront of checkpoint inhibitors invention.

We have completed a Phase Ia trial in Acute Myeloid Leukemia (AML) and Multiple Myeloma (MM) at the Dana Farber Cancer Institute. Top line data were reported last November at ASH. In all doses tested, no targeting of healthy tissues occurred. Despite the low doses tested, some patients unexpectedly showed first clinical responses, targeting AML and MM makes us pioneers in these two very severe malignancies.

To conclude the year, we initiated the THINK trial where we are testing our CAR-T NKR-2 in 7 different indications (two hematological cancers, AML and MM, and five solid tumors), in up to 112 patients, making it one of the largest and most comprehensive Phase I programs in the industry!

I would like to conclude by thanking first the Celyad employees, who managed to re-orient themselves and demonstrated their capacity to adapt. Perseverance is what differentiates good teams from great teams. I am honored to serve them as their CEO. I would also like to thank you, our shareholders, that, despite the challenges faced in 2016 have maintained their confidence in your company and its team. The road to breakthrough therapies is made of bumps, but, for the sake of our patients, we will prevail.

**Christian Homsy,**
**Chief Executive Officer of Celyad**

# Our **Mission**

## Bringing breakthrough pioneering therapies to patients with life-threatening diseases.

Celyad is a clinical-stage biopharmaceutical company, focused on the development of specialized cell-based therapies. We are using our expertise in cell engineering to translate landmark technologies into drug candidates aimed at treating severe diseases with significant unmet needs.

# Key figures
2016

Celyad was **founded in 2007** and is based in Mont-Saint-Guibert, Belgium, and Boston, Massachusetts

**3**

**stock listings** on Euronext Brussels, Paris and NASDAQ

**2**

**technological platforms in immuno-oncology** (autologous & allogeneic)

**3**

**study assets in pre-clinical and clinical development** (CAR-T NKR-2, CAR-T NKR-3 and CAR-T B7H6)

**1**

**Phase I trial completed in the US** for our CAR-T NKR-2 immuno-oncology program in patients with AML and MM. No safety issue reported

**7**

**cancer indications covered by our ongoing multinational Phase I THINK trial** (bladder, colorectal, pancreas, breast, ovarian, AML, MM)

**3**

**international collaborations** with Dartmouth College (USA), Institut Curie (France) and ONO Pharmaceutical Co., Ltd (Japan)

**CHART-1**

the European Phase III clinical trial evaluating the efficacy of C-Cure®, our lead cardiology candidate, has been completed. Celyad is now looking for a partner to further develop and commercialize the product

# 2016
# Key milestones

## 2016

**DECEMBER** - Positive data from the CAR-T NKR-2 Phase I trial presented at 2016 ASH Annual Meeting. Data presented demonstrated the drug to be safe and well tolerated in the highest dose level tested ($3x10^7$) as well as showing early clinical activity signals, including prolonged survival in both Acute Myeloid Leukemia (AML) and Multiple Myeloma (MM) patients.

**NOVEMBER** - Approval from the Belgian Regulatory Authorities to initiate the CAR-T NKR-2 THINK trial in Belgium. THINK (THerapeutic Immunotherapy with NKR-2) is a multinational open-label Phase I study to assess the safety and clinical activity of multiple administrations of autologous NKR-2 T-cells in seven, refractory cancers including five solid tumors (colorectal, ovarian, bladder, triple-negative breast and pancreatic cancers) and two hematological tumors (acute myeloid leukemia and multiple myeloma).

**SEPTEMBER** - Completion of the first CAR-T NKR-2 Phase I trial with successful safety follow-up of the fourth dose level. No safety issues or toxicities were reported after the 21-day safety follow-up of the last patient enrolled at the fourth dose level in its Phase I clinical trial evaluating the safety and feasibility of its NKR-2 T-cell therapy - in Acute Myeloid Leukemia and Multiple Myeloma patients.

Strengthening of the Senior Leadership Team with the appointment of Philippe Dechamps as Chief Legal Officer who brings over 20 years of expertise in Corporate Affairs as well as extensive experience in negotiating contracts in the pharma industry.

**JULY** - Signature of an exclusive licensing agreement with leading Japanese immuno-oncology company, ONO Pharmaceutical Co. Ltd. (TSE: 4528), for the development and commercialization of Celyad's allogeneic CAR-T NKR-2 immunotherapy in Japan, Korea and Taiwan. Celyad also grants to ONO an exclusive option to license its autologous NKR-2 T cell product in the above ONO territories. Total deal value of up to 31.325 JPY B (€282 million or $311.5 million) plus double digit royalties on net sales in ONO territories.

**JUNE** - CHART-1 9-month data release. Results for the CHART-1 European Phase III clinical trial evaluating C-Cure® cell therapy did not show statistical significant difference on the primary endpoint, therefore failing to meet its primary endpoint; however, a positive trend was seen across all treatment groups, and the primary endpoint was met ($p=0.015$) for a subset representing 60% of the population of the CHART-1 study [baseline End Diastolic Volume (EDV) segmentation].

Strengthening of the Senior Leadership Team with the appointment of Dr. David Gilham as Vice-President of Research & Development. Dr. Gilham brings over 20 years of expertise in the field of CAR-T cells engineering and will head the implementation of Celyad's R&D strategy for our programs in immuno-oncology.

**APRIL** - Appointment of leading international immuno-oncology experts to Clinical Advisory Board including: Dr. Hinrich Abken (Center for Molecular Medicine Cologne), Dr. Scott Antonia (Moffitt Cancer Center and Research Institute), Dr. Marco Davila (Moffitt Cancer Center, University

of South Florida), Dr. Stéphane Depil (Léon Bérard Cancer Center), Dr. Marc Ernstoff (Jacobs School of Medicine and Biomedical Sciences at the University in Buffalo), Dr. Sebastian Kobold (Ludwig-Maximilians University of Munich), Dr. Daniel Olive (Marseille Cancer Research Center, Institut Paoli Calmettes), Dr. Charles Sentman (Geisel School of Medicine at Dartmouth) and Dr. Jeffrey S. Weber (Laura and Isaac Perlmutter Cancer Center at the NYU Langone Medical Center).

**MARCH** - Strategic collaboration agreement with Institut Curie for the development of the immuno-oncology program. The partnership will build on Institut Curie first-in-class expertise and state of the art translational, preclinical and clinical know-how in cancer biology and immunology, and Celyad well recognized cell therapy and cell manufacturing capabilities.

The US Patent and Trade Office (USPTO) grants Celyad with the first US patent (N° 9,273,283), covering a method of producing allogeneic primary human T cells that are engineered to be T-Cell Receptor (TCR)-deficient and express a Chimeric Antigen Receptor (CAR). This new patent strengthens Celyad's coverage for its proprietary CAR-T cells by adding broadly protecting methods for making these modified allogeneic T cells, and providing them as medicines. The resulting products may benefit patients with various human disease conditions and particularly cancers.

## 2017 events

**JANUARY** - Registration of first metastatic colorectal and pancreatic cancer patients in the CAR-T NKR-2 THINK trial in Belgium.

On January 6th, 2017, the USPTO decided to uphold Celyad's U.S. Patent No. 9,181,527, relating to allogeneic human primary T-cells that are engineered to be TCR-deficient and express a CAR. Celyad's U.S. patent (No. 9,181,527), and more precisely claim 1 of the said patent, was challenged by an anonymous third party through an *Ex Parte* Re-examination procedure. The request for *Ex Parte* Re-examination was filed on February 10th, 2016 and an order granting *Ex Parte* Re-examination of claim 1 was issued by the USPTO on March 24th, 2016. The final decision of this *Ex Parte* procedure that was issued on January 6th 2017 is not subject to appeal and upholds the validity of the patent.

**MARCH** - Approval from FDA (Food and Drug Administration) to start the THINK trial in the U.S. Two clinical sites, the Rosewell Park (NY) and University of Pittsburgh Medical Center – UPMC (PA) approved and are ready to enroll patients.

# **Cancer:** a collection of more than 200 different individual diseases

Cancer is a term that is used to describe a series of more than 200 different but related diseases. Cancer is a disease that is caused by mutations in the cell DNA. The occurrence of cancer is multifactorial and can be caused by genetic predispositions, exposure to specific environmental hazards, or lifestyle.

**Cancer cells are abnormal cells that have overcome the barriers that prevent cells from undergoing uncontrolled growth.**

The immune system can recognize and eliminate such abnormal cells but, occasionally, these cells may develop methods that enable them to escape the immune system. Once cancer cells have defeated our natural immune defenses, they can grow and divide unchecked, spreading into healthy tissues and eventually driving the premature death of the patient.

The critical factor for patients is that, while cancer cells – which are abnormal cells - should die, they survive and multiply without control to form tumors.

As a tumor grows, **some cancer cells can break away from where they first formed and spread to different parts of the body, forming distant tumors** (a process that is called metastasis) thereby impacting upon the normal function of affected tissues.

Despite significant efforts to improve the ability to detect tumors early in their development, **cancer remains one of the leading causes of death worldwide.**

**Watch Celyad's video "What is cancer?":** http://www.celyad.com/video/what-is-cancer

# Key facts & figures **about cancer worldwide[1]**

About **14 million new cancer cases** were diagnosed **in 2012, worldwide[2]**


The number of new cases is **expected to increase by approximately 70% over the next two decades**

**8.8 million deaths** globally were due to cancer **in 2015** (nearly 1 in 6 deaths)

In 2015, the **most common causes of cancer death** are cancers of[1]:

**Lung** (1.69 million)
**Liver** (788,000)
**Colorectal** (774,000)
**Stomach** (754,00)
**Breast** (571,000)

1. Source: http://www.who.int/mediacentre/factsheets/fs297/en/ - February 2017
2. Reference: Ferlay J, Soerjomataram I, Ervik M, Dikshit R, Eser S, Mathers C et al. GLOBOCAN 2012 v1.0, Cancer Incidence and Mortality Worldwide: IARC CancerBase No. 11, Lyon, France: International Agency for Research on Cancer; 2013.

## Current main therapeutic options for cancer treatment

Currently, there are three main treatment options that are used for patients with cancer[3] :

• **Surgery** is potentially curative when a tumor can be completely removed. However, for most patients, it is not possible to take the entire tumor out because of infiltration of adjacent tissues, or because the tumor has spread beyond the initial organ. Debulking surgery is sometimes used to reduce the quantity of tumor to relieve specific symptoms but is not curative. Surgery may be used along with other treatments such as radiation or chemotherapy to reduce tumor bulk before surgery or to reduce the danger of tumor cells escaping to the rest of the body during the surgical process.

• **Chemotherapy** is used to kill cancer cells that are growing more rapidly than normal cells of the body. Chemotherapy is used either after surgery ("adjuvant setting") or to treat cancers that have metastasized to other parts of the body. Typically, combinations of agents are given to enhance the effectiveness of the therapy while combinations with other treatments (such as surgery) are common.

• **Radiotherapy** (also called radiation, irradiation or x-ray therapy) uses high-energy particles or waves to destroy cancer cells. Radiotherapy can be used alone or with other treatments.

In most instances, chemotherapy or radiotherapy leads to **tumor regression although most patients eventually relapse.** The genetic instability of the tumor enables it to undergo 'selection' during the treatment process, generally resulting in a **relapsing tumor that has increased resistance to the therapy used to treat it initially.** Thus, options for patients that relapse after first or second line therapy become increasingly limited.

Against this background, the concept of **leveraging the immune system to fight cancer or immunotherapy**, has emerged. Greater scientific insight into the immune system and the further understanding of the interaction of the immune system with tumor have, in some instances, led to **reports of spectacular clinical success**.

3. Source: https://www.cancer.org/treatment/treatments-and-side-effects/treatment-types.html - February 2017

**Watch Celyad's video: "How does the immune system fight cancer?":**
http://celyad.com/video/fight-cancer

## Cancer immunotherapy Reactivating the immune-system to detect and destroy cancer cells with chimeric antigen receptor (CAR) T-cells

Immunotherapy is based on the premise that our immune system could recognize and destroy abnormal cells such as cancer cells. However, in some instances, the cancer cells develop mechanisms that allow them to evade the detection of our immune defenses. Immuno-oncology is the field studying the restoration and activation of the immune system's ability to detect and destroy cancers.

There are **three main types of immunotherapy** that are currently being developed:

- **Checkpoint Inhibitors:** Tumors employ **systems to effectively stop immune cell activity** or putting "brakes" upon the immune system. These systems have been called 'checkpoints'. Releasing these breaks by using a 'checkpoint inhibitor' provides an opportunity to **restore the function of the immune cells and drive an anti-tumor immune response**.

- **Cancer vaccines:** focus upon inducing a specific immune response against the tumor. This approach intends to **trigger an immune response against specific molecules expressed by the cancer cells** in a manner similar to vaccination preventing infections.

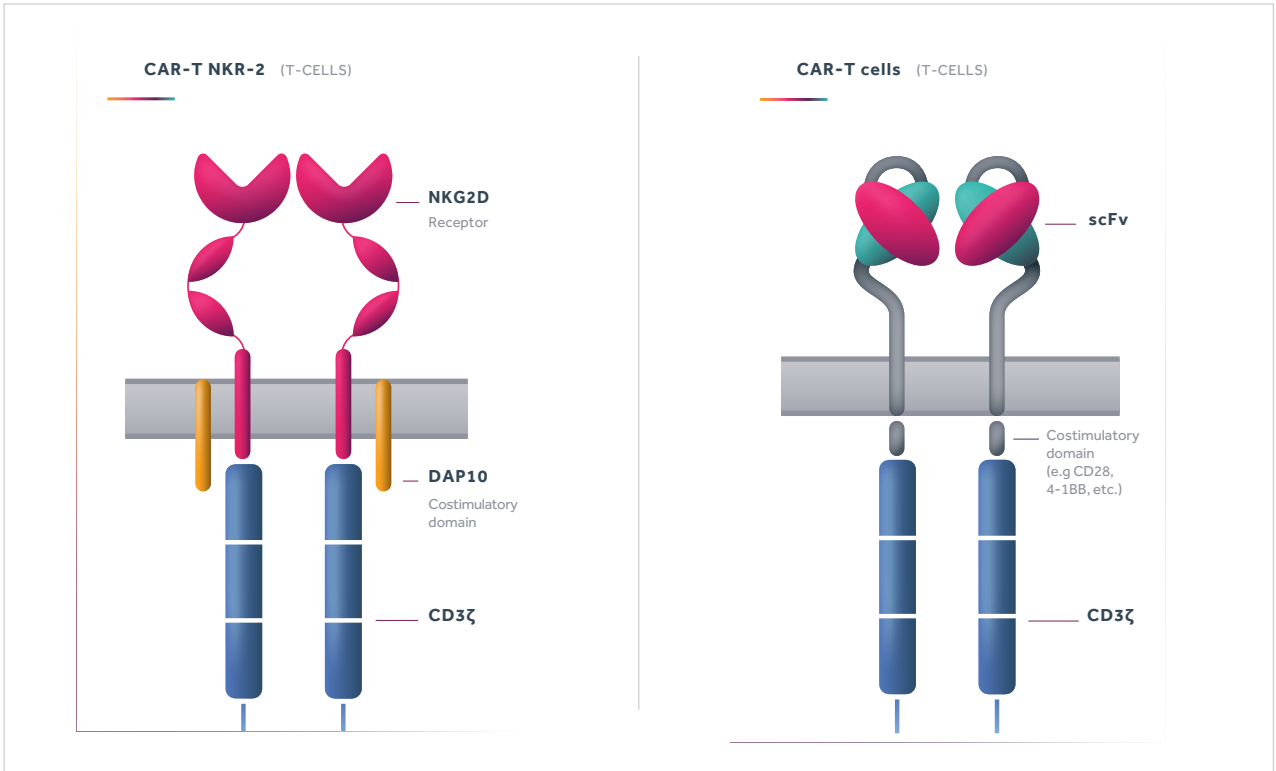
- **CAR-T cell therapy:** A specific type of white blood cell called the **T lymphocytes are genetically modified** to allow them to better recognize and destroy cancer cells **and are then injected into the patient.** This approach is called "CAR-T cell" therapy, standing for Chimeric Antigen Receptor T-cells.

CAR T-cells were born from the idea of arming T-cells with specific fragments of antibodies to target specifically antigens that are present on tumor cells. After just 20 years of development, the **CAR-T cell concept has yielded some impressive clinical data with reports of complete remission of advanced chemo-resistant B cell leukemia** (a type of blood cancer) in patients receiving CD19 CAR-T cells. Whilst these early clinical studies are driving major interest in CD19 CAR-T cell therapy, this approach is mostly restricted to B cell malignancies.

**Taking CAR-T cell therapy** beyond the B cell cancers, and more specifically **into the solid tumor** setting, has proven to be **highly challenging**. Tumors are highly effective at blunting the activity of T-cells and solid tumors are particularly apt at eliciting 'immune suppreselsion'. Therefore, a new generation of CAR-T therapy is needed.

# Celyad's lead oncology drug candidate: **the CAR-T NKR-2 cellular immunotherapy**

**CAR-T NKR-2** is the lead CAR-T cell approach that is being developed by Celyad. This technology is based upon preclinical work carried out by Professor Charles Sentman at **Dartmouth College** (USA), who demonstrated that T-cells engineered to express the Natural Killer Receptor Group 2D (**NKG2D**) receptor fused with the CD3ζ chain of the T-cell receptor complex can drive **impressive anti-tumor activity against established tumors in mouse models.**



*"CAR-T cell therapy is currently delivering spectacular clinical responses in patients with advanced leukemia. However, to tackle solid tumors, we undoubtedly need to invoke a broader immune response beyond that achieved by CAR-T cells in the leukemia situation. The extensive pre-clinical studies using NKR2 suggest that these CAR-T cells can invoke a broader immune response and strongly support the clinical testing of this therapy against solid tumors".*

DAVID GILHAM - VP RESEARCH & DEVELOPMENT

## CAR-T NKR-2 cells can potentially target 80% of all cancer types

Unlike standard CARs that recognize only one target, NKG2D **binds to eight different targets** (called "ligands"). Most tumors express at least one of these NKG2D ligands underscoring the potential of the approach to potentially **target 80% of all cancer types** (both hematological and solid tumors). Professor Sentman demonstrated the potency of CAR-T NKR-2 cell therapy in several tumor models including ovarian, leukemia, myeloma and melanoma.

## The mechanism of action of CAR-T NKR-2 goes beyond direct cell killing:

Interestingly, Professor Sentman observed that CAR-T NKR-2 cells not only targeted tumor cells in those experiments, but **also targeted the blood vessels** that feed the tumor. A second important mode of action is that CAR-T NKR-2 has also an activity on **the tumor environment by targeting the cells that drive the immune suppressor activity protecting the tumor from the patient's immune system (the so-called Regulatory T-cells and MDSCs)**. Because of these combined modalities, CAR-T NKR-2 cells induced a **long-lasting adaptive immune response** that protected the animal against further challenges with the same tumor. This multiplicity of activity by CAR-T NKR-2 is indicative of an overall approach that goes beyond that currently described for other standard CAR-T cell therapies.

## The approach aims at targeting cancer through multiple angles

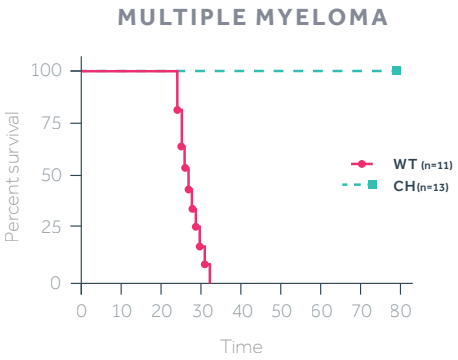
Another key discriminator between CAR-T NKR-2 and standard CAR-T cell therapy concerns patient's preconditioning chemotherapy. Classical CAR-T cell therapy requires the patient to be 'pre-conditioned' using high doses of chemotherapy to eradicate the patient's own white immune cells prior to infusion of the CAR-T cells. This preconditioning serves many purposes all aiming at providing conditions where the CAR-T cells can expand massively in the patient and mount a rapid and potent anti-tumor response to impact upon tumor growth.

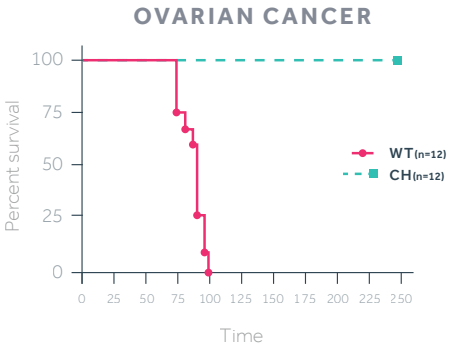
In contrast, our pre-clinical models strongly show that such pre-conditioning does not aid our CAR-T NKR-2 cell therapy, most likely due to the multiple modes of action driven by these cells in leveraging the patient's own immune response. Consequently, in our initial clinical testing of CAR-T NKR-2, **patients receive CAR-T NKR-2 cells without any pre-conditioning**. The approach is likely to improve the patient's experience with our CAR-T NKR-2 therapy due to the avoidance of the side-effects of intensive chemotherapy from pre-conditioning, as well as enable CAR-T NKR-2 to stimulate the patient's immune system to drive prolonged anti-tumor immunity.

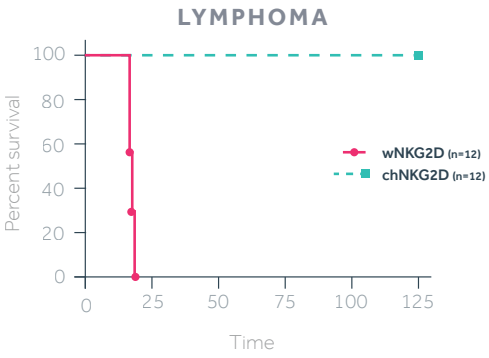
**Watch Celyad's video:**
**"Celyad's NKR-2 therapy" :**
https://www.celyad.com/our-science/immuno-oncology/for-non-scientists/technology-developed-at-celyad

# CAR-T NKR-2:
# **a safe immunotherapy**

*In vivo* pre-clinical data on murine and human tumor models demonstrated the ability of CAR-T NKR-2 to recognize and eliminate most tumor cell types over the natural life of the animal. Although some **anti-tumor activity was obtained with a single injection of murine CAR-T NKR-2**, overall survival and complete recovery was obtained following three sequential doses of 5x106 cells/mouse without any adverse effect [1-4]. Pre-clinical data suggests that the estimated effective dose for CAR-T NKR-2 is around 3x109 NKR-2 per injection.



## CAR-T NKR-2 Phase I safety study: a safe immunotherapy

In humans, CAR-T NKR-2 has been tested in a **Phase Ia study carried out at the Dana Farber Cancer Institute**, Boston[4] (MA, USA) to evaluate **single intravenous administration** of CAR-T NKR-2 cells without prior lymphodepletive pre-conditioning chemotherapy. The study population included acute myeloid leukemia (**AML**)/myelodysplastic syndrome (**MDS**) patients, not in remission and for which standard therapy options were not available, as well as relapsed or refractory progressive multiple myeloma (**MM**) patients. The dose escalation followed a classical study design with 4 cohorts of patients with a dose starting at $10^6$ NKR-2 cells and finishing at $3x10^7$ NKR-2 cells. The primary objectives were to determine the **safety** and **feasibility of the treatment even if the doses tested were significantly lower than the potentially pharmacologically effective dose.**

Twelve patients were enrolled up to the fourth dose-level. There were no signs of "cytokine release syndrome" (a potentially lethal condition that is triggered by massive recognition of the cancer cells by the NKR-2) or "off-tumor on-target" toxicity (the targeting of healthy tissue that may express NKG2D ligands). **No dose-limiting toxicity was observed.**

## Phase Ia safety study showing unexpected clinical benefit despite the low doses tested

At the dose levels tested, no patient had an objective tumor response at the 28-day evaluation mark chosen to be the primary criteria of effectiveness. However, **cases of unexpected prolonged survival and/or improvement in hematologic parameters were noted in both AML and MM patients**, with or without subsequent therapy, despite aggressiveness of baseline disease. Most interestingly, at the six months follow-ups, **one AML patient treated at the highest dose ($3x10^7$) had recovered to normal blood counts without any subsequent alternative therapeutic interventions.**

Such signs of clinical activity were **unexpected based on the single-dose schedule and dose-level being 100 times below the estimated pharmacological effective dose.** Interestingly, in vitro experiments demonstrated that the NKR-2 derived from two patients' cells evaluated in the study (1 MM patient and 1 AML patient) specifically recognized the tumors through a NKG2D-dependent mechanism, suggesting a strong correlative evidence of the potential of this therapeutic cellular approach.

4. A Phase Ia study of Chimeric Antigen Receptor Modified T-cells targeting NKG2D-Ligands in Patients with Acute Myeloid Leukemia/Advanced Myelodysplastic Syndrome and Multiple Myeloma, NCT02203825, CM-CS1 study

# Reaching the effective dose-level of **CAR-T NKR-2 cells with the THINK study**

The next stage of clinical development is to test, in a Phase I trial, at doses that are closer to the potential Pharmacologically Effective Dose, and using an injection scheme similar to the one that yielded the most effective results in animals. The goal of the **THINK study**[5] is therefore to study the safety and feasibility of three injections of higher doses (ranging from $3x10^8$ to $3x10^9$ CAR-T NKR-2 cells per infusion) at two weeks apart, to evaluate the human pharmacokinetics, modes of action and potential signs of activity, in 7 different tumor indications.

The THINK study population includes refractory or relapsing patients with metastatic or locally advanced **colorectal** cancer (CRC), **bladder** cancer (urothelial carcinoma), **triple-negative breast cancer** (TNBC), **pancreatic** cancer, **ovarian** cancer, acute myeloid leukemia (**AML**)/myelodysplastic syndrome (**MDS**) and multiple myeloma (**MM**), post standard treatment.

This open-label Phase I study contains two consecutive segments: a **Phase I dose escalation** segment with one arm in hematological tumor types and another arm in solid tumor types, as well as an **expansion segment** that includes all the 7 tumor types with the specific objectives outlined above.

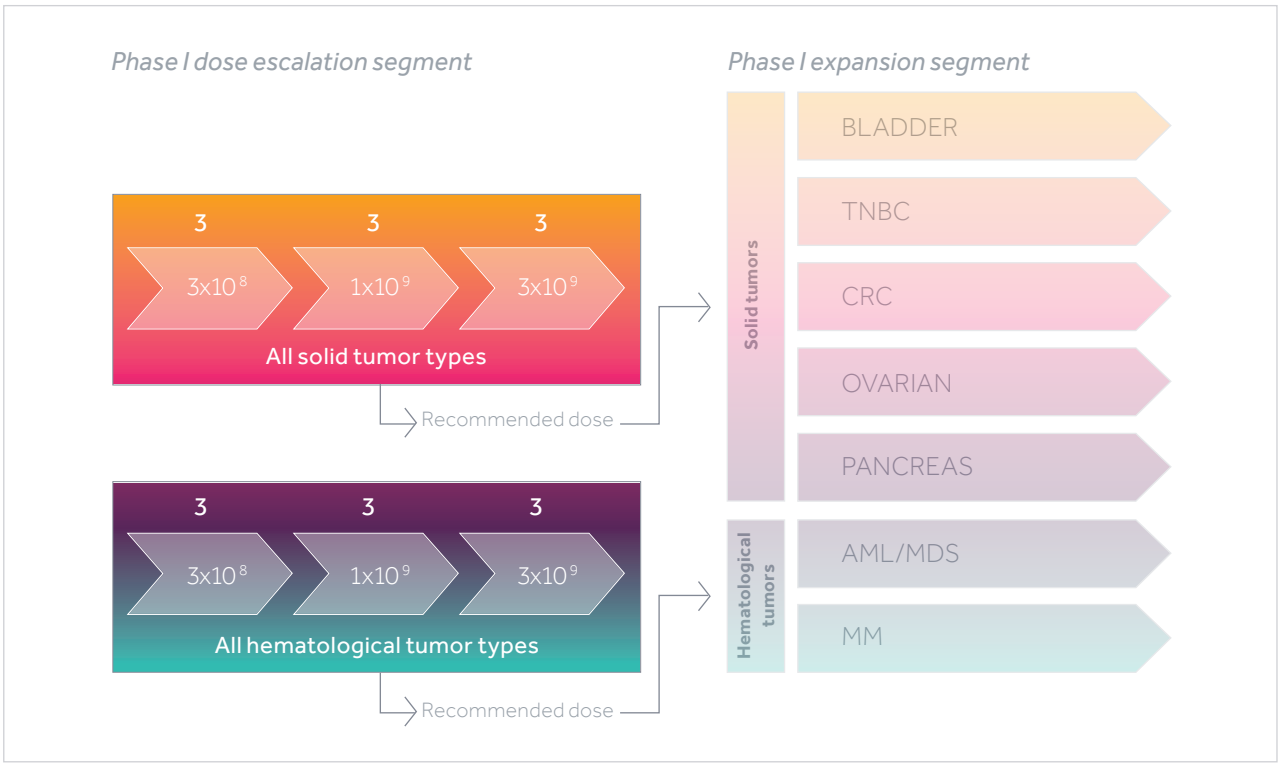
The Phase I dose escalation segment will be used to determine the maximum tolerated dose of the CAR-T NKR-2 treatment on the basis of **dose limiting toxicity**, in each arm, i.e., solid and hematological arms. The maximum tolerated dose (or the highest dose of the protocol in case of no dose limiting toxicity) for each segment will be the **recommended dose** for the expansion segment of the study. This second segment will better delineate the **safety profile** of the CAR-T NKR-2 treatment and evaluate early clinical activity in each specific tumor type, thereby allowing the design of proper Phase II studies in one or more of the indications studied.

5. A multinational, open-label, dose escalation Phase I study to assess the safety and clinical activity of multiple administrations of NKR-2 in patients with different metastatic tumor types, EudraCT number 2016-003312-12, NCT03018405

*"This strategy minimizes the number of patients enrolled while authorizing to go for ambitious Phase II clinical development in case of important response in specific diseases or overall".*

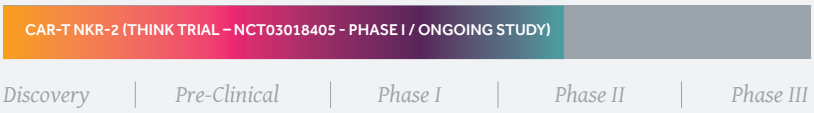
FRÉDÉRIC LEHMANN – VP CLINICAL DEVELOPMENT & MEDICAL AFFAIRS

## THINK - study design



# A robust
# **immuno-oncology pipeline**

## 1. THINK




THINK (THerapeutic Immunotherapy with NKR-2) is a multinational (EU/US) open-label Phase I study to assess the safety and clinical activity of multiple administrations of autologous CAR-T NKR-2 cells in seven refractory cancers, including five solid tumors (colorectal, ovarian, bladder, triple-negative breast and pancreatic cancers) and two hematological tumors (acute myeloid leukemia and multiple myeloma). The trial will test three dose levels adjusted to body weight: up to $3x10^8$, $1x10^9$ and $3x10^9$ CAR-T NKR-2 cells. At each dose, the patients will receive three successive administrations, two weeks apart, of CAR-T NKR-2 cells. The dose escalation part of the study will enroll up to 24 patients while the extension phase could enroll 86 additional patients. Related Partners in Belgium: Institut Bordet, Cliniques Universitaires Saint-Luc, UZ Ghent, in the USA, Roswell Park Cancer Institute, University of Pittsburgh Medical Center.

**More info: https://clinicaltrials.gov/ct2/show/NCT03018405?term=THINK+NKR-2&rank=1**

## 2. CM-CS1


CM-CS1 Study: Autologous CAR-T NKR-2 cell therapy was evaluated clinically in cancer patients suffering from Acute Myeloid Leukemia (AML) or Multiple Myeloma (MM), two blood related cancers, together constituting more than 50% of all blood cancers. This study (ClinicalTrials.govNCT02203825) was completed in September 2016 at Dana Farber Cancer Institute (Boston, MA – USA), with a successful safety follow-up for all dose level cohorts. There were no cases of cytokine release syndrome, cell-related neurotoxicity, auto-immunity, or CAR-T related death. Related Partners: Dartmouth College – Celdara Medical – Dana Farber Cancer Institute – Institut Curie.

**More info: https://clinicaltrials.gov/ct2/show/NCT02203825**

## 3. NKR-3


NKR-3 is a CAR-T using NKp30, a NK receptor similar to NKG2D that targets the B7H6 ligand. NKR-3 is currently being evaluated in pre-clinical testing pursuing a development strategy that complements our antibody approach targeting B7H6.

## 4. B7H6


B7H6 is a more canonical antibody based CAR (using an antibody and not a receptor of NK cells). B7H6 is present at high level on several tumors and we are at an advanced stage of pre-clinical testing of this approach with the target of moving into early phase clinical testing within the next 12 months.

## Our allogeneic immuno-oncology programs


This program that aims at establishing a bio-bank of allogeneic genetically modified immune-cells from healthy third-party donors, that are cryopreserved and validated in advance of administration, will facilitate the centralizing manufacturing and widespread distribution of CAR-T cells to multiple points-of-care in a timely manner.

# Our partners **in immuno-oncology**

Partnerships are key to fuel our quest to invent and expand our pipeline. We understand the creativity and challenges it takes to translate innovation into products. Celyad is looking to consider all opportunities with a strong scientific rationale in the field of immune-therapy regardless of the development stage.

In 2016, Celyad developed two key partnerships with world-class industrial and academic players: ONO Pharmaceuticals (Osaka, Japan) and Institut Curie (Paris, France).

## ONO Pharmaceutical, an exclusive license agreement for the development and commercialization allogeneic NKR-2 T-cell immunotherapy

The license agreement with ONO Pharma, announced on July 11th 2016, is a significant step for Celyad which expands its global presence and accelerates the development of its allogeneic NKR-2 development. Under this agreement, ONO was granted an exclusive license for the development of Celyad's allogeneic NKR-2 T-cell immunotherapy in Japan, Taiwan and Korea. Japan, Taiwan and Korea represent about 10% of the worldwide pharmaceutical market. Celyad kept all rights on allogeneic NKR-2 for all other territories, such as US and EU.

*"We seek out creative and synergistic partnerships to grow our business, advance our pipeline and make a difference in fighting life-threatening diseases".*

GEORGES RAWADI, VP BUSINESS DEVELOPMENT & IP

## Who is ONO Pharma?

ONO is a pioneer in the immuno-oncology field. They were the first to develop anti-PD-1 (nivolumab) antibody with Medarex, which was subsequently acquired by Bristol-Myers Squibb (BMS). ONO is the leader in cancer immuno-therapy in Japan with the first approved checkpoint inhibitors, OPDIVO® (nivolumab). It has a track record of commercializing Opdivo® and shows high commitment to continue investment into the immuno-oncology field. ONO has more than a dozen of ongoing clinical studies in Japan involving either nivolumab or Ipilimumab (Anti-CTLA4).

**Gyo Sagara, President, Representative Director and CEO of ONO, said:** *"We are very delighted to collaborate with the leading cell therapy company, Celyad, for its distinct immunooncology candidates. Celyad's NKR-2 is backed by cutting-edge science and we believe that it can be a new therapeutic option for patients who are not cured with existing therapies."*

## Institut Curie: the cutting-edge science

To stay at the forefront of medical sciences, Celyad is also expanding partnerships to leading academic and private research institutes, with the aim of advancing developments in emerging therapies. Institut Curie is a world class research institution focusing on cancer and immunity, and positioning translational science at the heart of its approach. Since its foundation back in 1909 by Marie Curie (Nobel Prize in Physics and Chemistry – 1903/1911) the main mission of the institute is to fight cancer.

In March 2016 Celyad entered into a 3-year collaboration with Institut Curie, and specifically with the Cancer and Immunity Unit led by Prof. Sebastian Amigorena. This partnership build on both Institut Curie's first-in-class expertise and state-of-the-art translational, preclinical and clinical knowhow in cancer biology and immunology, and on Celyad's well recognized cell therapy and capabilities.

**Sebastian Amigorena, PhD, Head of the Cancer and Immunity Unit of the Institut Curie, said:** *"Our collaboration with Celyad is particularly timely in the context of the recent launch of the Center for Cancer Immunotherapy of Institut Curie in autumn 2016. Celyad is well positioned to become a global leader in cell therapies for cancer treatment and we are looking forward to strengthening our expertise in this field. This collaboration could lead to a real clinical benefit for cancer patients".*

# Celyad's intellectual property **portfolio in immunotherapy**

Celyad has a very strong intellectual property in the CAR-T cell space using Natural Killer (NK) receptor and or its ligands. We are building on the success of CAR, such as CD-19, but using a totally novel approach.

CAR-T cell intellectual property portfolio includes four patent families exclusively licensed to Celyad by Dartmouth College (Lebanon, NH). This includes four issued U.S. patents; six pending U.S. patent applications; and 13 foreign patent applications pending in jurisdictions including Australia, Brazil, Canada, China, Europe, Hong Kong, India, Japan, Mexico and Russia. These patents and patent applications relate to specific chimeric antigen receptors and to T-cell receptordeficient T-cells, and are further detailed below.

A first patent family relates to chimeric NK receptors and methods for treating cancer. There are two granted US patents in this family (US7,994,298 and US8,252,914) and a further pending US application. The scope of this patent family includes chimeric natural killer cell receptors (NKR CARs), T-cells with such receptors (NKR CAR-T cells) and methods of treating cancer with these NKR CAR-T cells.

A second patent family is entitled "NKp30 receptor targeted therapeutics" and describes a specific NKR CAR based on the NKp30 receptor. It is pending in the US.

A third family relates to an anti-B7H6 antibody, CARs and BiTE molecules containing such antibody, CAR-T cells, and methods of treating cancer with the CAR-T cells. Applications are pending in China, Europe, Japan and the US.

A fourth patent family relates to T-cell receptor-deficient compositions. T-cell receptor (TCR) deficient human T-cells could be particularly useful to generate allogeneic CAR-T. The family includes members that relate to the concept (irrespective of the way the T-cell is made T-cell receptor deficient), as well as members describing specific ways of making the cells TCR deficient. There are two granted US patents (US 9,181,527 and US 9,273,283), as well as three further pending US applications and ten applications in other jurisdictions. Claim 1 of patent US9,181,527 was challenged by an anonymous third party in an Ex Parte Re-examination procedure, but the USPTO has in the meantime reached a decision and has upheld the patent.

*"Allogeneic CAR-T cells are a promising avenue to broaden the scope of application of cell based immunotherapy. We look forward to the further development of our own allogeneic programs and also continue to offer other parties access to this important patent to advance the field more broadly."*

GEORGES RAWADI, VP BUSINESS DEVELOPMENT AND IP

# Cardiology:
# **How to best prepare for CHART-2?**

The cardiopoiesis technology invented at the Mayo Clinic (US) has been the foundation of the C-Cure® program, developed over the last ten years, to treat ischemic heart failure. Following the C-Cure® Phase II trial, Celyad has carried out CHART-1, one of the largest randomized, double-blinded, controlled, Phase III cell therapy study in heart failure. Results released in June 2016 have indicated that the trial was neutral with a positive trend effect. Although the primary endpoint of the randomized trial was not met, we observed a significant reduction in Left ventricular (LV) end diastolic volume (EDV) (p= 0.0044) and LV end systolic volume (ESV) (p = 0.0154), indicative of therapeutic remodeling in the heart of patients that received the treatment. Further, a well-defined subset of patients - representing more than 60% of the overall trial population defined by their baseline end diastolic volume - achieved a clinically and statistically significant benefit. This subgroup met the primary endpoint of the trial.

The trial has been saluted by leaders in the field as a significant milestone and validation of the potential for regenerative medicine to hold its promise in heart failure.

**Prof. Jozef Bartunek, CHART-1 principal co-investigator, said:** *"This pioneering study has contributed greatly to our understanding of heart failure disease and the place of regenerative medicine in its management. The results seen for a large clinically relevant number of the patients are ground-breaking".*

**Prof. Gerasimos Filippatos, Immediate Past-President of the Heart Failure Association of the European Society of Cardiology, member of the CHART-1 dissemination committee, said:** *"The CHART-1 results have identified a well-defined group of patients with symptomatic heart failure despite optimal therapy. Those patients are a large subset of the heart failure population and present specific therapeutic challenges. The outcome of CHART-1 indicate those patients could benefit from this therapy".*

Results of CHART-1 trial have been presented at the European Society of Cardiology in Rome as well as at the American Heart Association and have been published in the European Heart Journal (2016). Based on the results of CHART-1 key learnings, a pivotal trial (CHART-2) has been designed to exclusively enroll the patient population that will most benefit from the C-Cure® therapy. Furthermore, CHART-2 will incorporate better dosing regimens, more stringent medical personnel training, and a new FDA-agreed primary endpoint based on CHART-1 results. Today CHART-2 is approved by FDA and the study is ready to be initiated.

# Cardiology:
# **partners & IP portfolio**

## Partnering opportunities

The C-Cure® therapy is positioned as one of the first and most advanced cell therapies in the heart failure market. The data generated from the CHART-1 study significantly increases C-Cure® chance of success in CHART-2. Considering CHART-1 trial outcome, which has identified a sizeable patient population with potential for positive response to C-Cure®, Celyad is actively seeking and discussing with various potential partners to accelerate further development and commercialization of C-Cure®. Recently, an exclusive mandate was given to Piper Jaffray, a recognized international investment bank and asset management firm, to support the company in the partnering of C-Cure®.

## Strong IP Portfolio

The cardiopoiesis platform and associated therapeutic products are covered by multiple patents and patent applications worldwide. Part of this intellectual property portfolio is owned by the Mayo Clinic and is exclusively licensed to Celyad, and the other part is owned and controlled by Celyad. C-Cure® therapy is well positioned in the heart failure market as one of the first cell therapies, and the technology is protected by multiple proprietary components. In addition to a robust patent portfolio, the cardiopoiesis platform is backed by manufacturing expertise unique to Celyad.

# Making the Impossible Possible

## Our core values lead to how we achieve success

At Celyad, men and women are highly motivated to deliver on our mission: bringing breakthrough pioneering therapies to patients with life-threatening diseases. Each team member is fully committed to contribute to the development of best-in class immunotherapies to fight cancer. As a company, we live our values to make them inspiring. Altogether, our employees act with a clear sense of quality and urgency: for the patients, every second counts. Driven by the passion to innovate and a "make-it happen" mindset, Celyad's team is creatively overcoming challenges and barriers to make the impossible possible.

*"As newly appointed Head of Human Resources, I am positively impressed by the commitment and can-do attitude of our employees. Together with the Senior Leadership Team, my priorities focus on continuously improving our organizational effectiveness in order to build the backbone of an ambitious growing company. Furthermore, developing our human capital and stimulating employees' engagement continue to be critical for our current and future success. At Celyad, I am confident we have the talents, the expertise and commitment to successfully deliver on our Mission".*

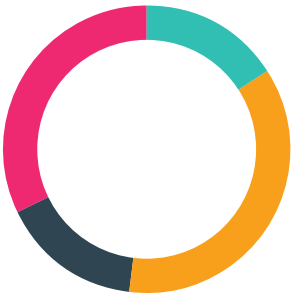
PHILIPPE NOBELS, GLOBAL HEAD OF HUMAN RESOURCES

# Celyad's key HR **Facts & Figures**

## To be the next generation CAR-T Company, we need a highly skilled team.

Celyad keeps on strengthening its team to **support the growth of the company** and the **development of its immuno-oncology programs**. In 2016, Celyad officially set-up its **presence in the U.S.** with the opening of an office in Boston (MA) and the recruitment of seasoned executives dedicated to the management and follow-up of clinical activities with local partners.

**Composition of the Celyad team (as of 31 December 2016):**



**16%**
General & Administration

**36%**
Operations (Manufacturing/QA/QC incl.)

**16%**
Clinical/Regulatory Affairs

**32%**
Research & Development


**Number of employees: 87**
(as of 31 December 2016)

**84% of the company staff** (as of 31 December 2016) are engaged in research and development activities

# Celyad's team **is all about passion**

*"I joined Celyad because I wanted science to be applied to something real, a treatment that could benefit patients. Celyad is tackling severe conditions for which there is no cure today: if we succeed in bringing a new treatment, the impact we will have on patients' lives will be huge! I want to be part of it! As R&D Director, my role consists in providing scientific and organizational leadership to the R&D team, ensuring that high quality products are delivered on time to the patients. We are working on a very disruptive and innovative technology that requires strong expertise but also cutting-edge labs facilities and equipment, Celyad has it all and it is very attractive to scientific profiles. I also enjoy the human-size of the company where all the employees know each other well and can rely on the rest of team to overcome challenges."*

**Valérie Steenwinckel**
**R&D Director | Joined Celyad in 2008**

*"Quality Control is really about the analytical validation and verification of process in order to guarantee the product quality and safety for injection to the patient. This task is achieved through a strong team spirit and support across the organization from R&D, Manufacturing, Logistics, Quality Assurance and Facilities. Altogether, we are continuously reassessing and improving our way of working to meet the highest possible quality standards. I believe in our technology and I am very proud to say that I work for a company that may be about to deliver the treatment that cancer patients have been waiting for."*

**Vincent Van Den Bossche**
**Quality Control Technician | Joined Celyad in 2011**

*"I joined Celyad because I was attracted by the cell therapy area and its potential to treat patients. It is key to deliver safe and quality products to the patient and this requires high technical skills and know-how that are very specific to the industry. As Production Supervisor, I am responsible, together with my team, to ensure that our product candidates are produced in the best conditions and in sufficient quantity to meet the clinical operations' needs. The patient is our priority, we cannot allow human errors to jeopardize a production lot. We all know people who are affected by cancer and there is no greatest motivation to know that our work can contribute to help those people, improving their quality of life or hopefully save them."*

**Mélanie Di Renzo**
**Production Supervisor | Joined Celyad in 2013**

*"As an immuno-oncologist, bringing a therapy to cancer patients is what I aspire to accomplish and immuno-oncology through its CAR-T therapy holds a very exciting promise for the treatment of cancer. Celyad's immuno-oncology platform raised my interest because it was offering a very innovative and disruptive approach based on CAR-T using NK cell receptors - and not classical antibodies - to target cancer cells. While based in Boston, my key responsibilities are to ensure that the patients who decided to join our clinical trials are safe. I make sure that the data that are collected are accurate, timely and reliable to further advance our technology. And, I also help with our long-term medical strategies and processes to make them productive, efficacious and competitive. If we succeed in our mission, this will create an unprecedented paradigm shift in the immuno-oncology area, placing Celyad at the forefront to lead and set up new standards in the CAR-T field."*

**Bikash Verma**
**US Head, Clinical Development (US based) | Joined Celyad in 2016**

# Corporate **governance**

## Our Board of Directors

The Board of Directors currently consists of nine members, one of which is an executive director (as a member of the Executive Management Team) and eight of which are non-executive directors, including the chairman and four independent directors, appointed at the Shareholders Meeting of the company. The Board's composition reflects a diverse and complementary range of experience, nationalities and cultures. Members of the Board of Directors are chosen for their skills, their integrity and their independence of mind.

- **Michel Lussier**, Chairman.
- **Christian Homsy** (permanent representative of LSS Consulting SPRL), Executive director.
- **Chris Buyse**, Independent director.
- **Rudy Dekeyser**, Independent director.
- **Debasish Roychowdhury,** Independent director.
- **Hanspeter Spek**, Independent director.
- **Chris De Jonghe**, Non-executive director.
- **Serge Goblet**, Non-executive director and permanent representative of TOLEFI SA.
- **TOLEFI SA.**

## Our board Committee

The Board of Directors has set-up a Nomination and Remuneration Committee. This Committee is composed of four non-executive directors, respectively, Chris Buyse, Hanspeter Spek, Rudy Dekeyser and Michel Lussier.

The Committee is chaired by Michel Lussier. The Board also appointed an Audit Committee. The audit committee consists of three members, all non-executive and independent directors: Chris Buyse, Rudy Dekeyser and Chris De Jonghe. The Committee is chaired by Chris Buyse.

# Our senior **leadership team**

The Board of Directors of the company has established an Executive Management Team, which is an advisory committee to the Board of Directors, and which therefore does not constitute a management committee under Article 524bis of the BCC. As of end of March 2017, the Senior Leadership Team consists of:

Christian Homsy
— CHIEF EXECUTIVE OFFICER

Patrick Jeanmart
— CHIEF FINANCIAL OFFICER

Georges Rawadi
— VP BUSINESS DEVELOPMENT & INTELLECTUAL PROPERTY

Frédéric Lehmann
— VP CLINICAL DEVELOPMENT & MEDICAL AFFAIRS

Jean-Pierre Latere
— CHIEF OPERATING OFFICER

Dieter Hauwaerts
— VP OPERATIONS

David Gilham
— VP RESEARCH & DEVELOPMENT

Philippe Dechamps
— CHIEF LEGAL OFFICER

Philippe Nobels
— GLOBAL HEAD OF HUMAN RESOURCES

*"Celyad has a strong cash position to secure the funding of all its development programs until mid of 2019."*

# Information for **shareholders**

## Interview with Patrick Jeanmart, Chief Financial Officer

### What shall be remembered from 2016 on a finance view point?

*In 2016, we capitalized on the accomplishments and the capital raises of 2015 to support the completion of CM-CS1, the initiation of THINK and the funding of the preclinical development of our CAR-T NKR platform, the foundation of our future product pipeline in immuno-oncology.*

### How does the current financial position of Celyad looks like?

*The cash position of Celyad remains extremely solid. With EUR 82 million in cash at year end 2016, we have all the fundings required to finance all our operations and our clinical development plan until mid-2019.*

### What could be the 2017 catalysts?

*Thanks to the investments made over the past years in the preclinical and clinical development of our CAR-T NKR platform, 2017 should bring us a lot of clinical catalysts to support our market capitalization. We are indeed very enthusiastic regarding the outcome of THINK and expect the confirmation of the innocuity of our CAR-T NKR-2 lead cell therapy at high doses. We are also hopeful for the confirmation of the first signals of clinical efficacy observed last autumn on the last patients of CM-CS1, our first CAR-T NKR-2 dose escalation trial run at Dana Farber Cancer Institute in Boston, USA.*

### What are your priorities in investors relation strategy in 2017?

*In 2017, we look forward to establishing our reputation in the immuno-oncology field by building on data generated and enhancing our brand recognition with investors and key opinion leaders. Our technology is second to none, and this provides a strong basis for reaching out to the financial community.*

**Patrick Jeanmart,**
**Chief Financial Officer**

### 2017 financial calendar

All communications will be made before market opening.

**2017**

**5 MAY**
General Assembly

**19 MAY**
Q1 2017 Business Update

**29 AUGUST**
Financial Results First Half Year 2017

**17 NOVEMBER**
Q3 2017 Business Update

## Finance / Analyst coverage & contacts

**Analyst coverage – Europe**

| Broker | Analyst |
|---|---|
| Edison Group<br>www.edisongroup.com | John Savin |
| Kempen & Co<br>www.kempenresearch.nl | Anastasia Karpova |
| Invest Securities<br>www.invest-securities.com | Martial Descoutures |
| Portzamparc, groupe BNP Paribas<br>www.portzamparc.fr | Arnaud Guerin |
| Degroof Petercam<br>www.petercam.com | Stephanie Put |
| Bryan Garnier<br>www.bryangarnier.com | Hugo Solvet |

**Analyst coverage – USA**

| Broker | Analyst |
|---|---|
| Piper Jaffray<br>www.piperjaffray.com | Edward Tenthoff |
| LakeStreet Capital Market<br>www.lakestreetcapitalmarkets.com | Bruce Jackson |

## Financial services

Financial services for the shares of the company are provided by BNP Paribas Security Services.

### HEADQUARTERS

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CELYAD

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info@celyad.com

## Glossary

**Acute Myeloid Leukemia (AML)**

AML is a type of cancer that affects the blood and bone marrow. It is characterized by an overproduction of certain immature white blood cells, called myeloblasts or leukaemic blasts.

**Allogeneic cells**

Cells originating from a donor, and used in a different patient.

**Antibody[1]**

A protein that binds specifically to a particular substance-called its antigen. Each antibody molecule has a unique structure that enables it to bind specifically to its corresponding antigen, but all antibodies have the same overall structure and are known collectively as immunoglobulins. Antibodies are produced by differentiated B cells (plasma cells) in response to infection or immunization, and bind to and neutralize pathogens or prepare them for uptake and destruction by phagocytes.

**Antigen[1]**

Any molecule that can bind specifically to an antibody or generate peptide fragments that are recognized by a T-cell receptor.

**Autologous cells**

Cells injected to a patient and coming from the same patient.

**Cardiopoiesis**

Process to drive stem cells towards the cardiac lineage.

**CAR T-Cell**

A CAR-T cell is a T lymphocyte (a type of white blood cells) in which a DNA construct, coding for an antibody or a receptor, has been introduced artificially. The result of this engineered cell is that the T lymphocyte express the CAR (Chimeric Antigen Receptor) on its surface and is able to recognize a specific target through new engrafted receptor.

**Cytokine release syndrome (CRS)[2]**

CRS is a specific type of infusion reaction that has been most often associated with the use of monoclonal antibodies and T-cell-engaging therapies. Following drug infusion, a highlevel activation of the immune system and engagement and proliferation of T cells can result in increased cytokine release. Fever is a hallmark of infusion reactions, and therefore, many infusion reactions may mimic symptoms of an infection.

**End Diastolic Volume (EDV)**

Volume of blood in the right and/or left ventricle at end load or filling in (diastole) or the amount of blood in the ventricles just before systole.

**End Systolic Volume (ESV)**

Volume of blood in the right and/or left ventricle at end load or filling in (diastole) or the amount of blood in the ventricles just before systole.

***In vivo* experiments**

Experiments done in animal living systems.

***In vitro* experiments**

Experiments done in animal living systems.

**Ligand**

A ligand is molecule, as an antigen, hormone, or drug, that binds to a receptor.

**Lymphodepletive preconditioning**

The destruction of lymphocytes and T cells, by irradiation or chemotherapy, prior to immunotherapy.

**Multiple Myeloma (MM)**

MM is a cancer of plasma cells. Plasma cells are mature B lymphocytes, a type of white blood cell, that help to fight infection by producing special proteins called antibodies or immunoglobulins. In myeloma, large numbers of abnormal plasma cells called myeloma cells are made in the bone marrow.

**Natural Killer (NK) Cell**

NK cells are lymphocytes of the innate immune system, which can eliminate targets directly and destroy cells (e.g upon viral infection, or tumor cells).

**CAR-T NKR-2**

CAR-T-cell engineered to express the human NK receptor, NKG2D, which is an activating receptor that triggers cell killing through the binding of NKG2D to any of eight naturally occurring ligands that are known to be overexpressed on more than 80% of tumors.

**Off-tumor on-target toxicity**

Toxicity induced when a CAR-T reaches its target (antigens/ligands) that are expressed on cells that are not tumor cells.

**Open-label study[3]**

A type of study in which both the health providers and the patients are aware of the drug or treatment being given.

**Pivotal trial**

Usually a Phase III study which presents the data that a regulatory agency uses to decide whether or not to approve a drug. A pivotal study will generally be well-controlled, randomized, of adequate size, and whenever possible, double-blind.

**T-cell**

Also called T Lymphocyte, is a subcategory of white blood cell and is part of the acquired immune system.

**TCR**

TCR (T Cell Receptor) is a molecule found on the surface of T lymphocytes that is responsible for recognizing antigens bound to major histocompatibility complex (MHC) molecules.

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### Immuno-Oncology


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2. Zhang T, Barber A, Sentman CL. Chimeric NKG2D modified T cells inhibit systemic T-cell lymphoma growth in a manner involving multiple cytokines and cytotoxic pathways. Cancer Res 2007; 67:11029-11036.

3. Barber A, Rynda A, Sentman CL. Chimeric NKG2D expressing T cells eliminate immunosuppression and activate immunity within the ovarian tumor microenvironment. J Immunol 2009; 183:6939-6947.

4. Barber A, Zhang T, Sentman CL. Immunotherapy with Chimeric NKG2D Receptors Leads to Long-Term Tumor-Free Survival and Development of Host Antitumor Immunity in Murine Ovarian Cancer. J Immunol 2008; 180:72-78.

5. Nikiforow S MJ, Daley H, Negre H, Reder J, Sentman CL, Lehmann FF, Snykers S, Allen R, Galinsky I, Munshi N, Stone R, Soiffer R, Ritz J, Baumeister S: A first-in-human Phase I trial of NKG2D chimeric antigen receptor-T cells in AML/MDS and multiple myeloma. In 2016 ASCO Annual Meeting. J Clin Oncol; 2016: abstr TPS3102.


1. From Janeway's Immunobiology, Eighth Edition. Kenneth Murphy

2. From Asselin 2016. Future Oncol. 12(13):1609-21.

3. From NCI Dictionary of Cancer Terms

Celyad

**CELYAD AND THE STOCK EXCHANGE**

The Company is listed on Euronext Paris and Brussels since July 2013 and on Nasdaq since June 2016.

Mnemo: CYAD

ISIN:BE0974260896

PEA and PEA PME Eligibility.

Total outstanding shares: 9,313,603 (as of 31 December 2016)

**MORE INFORMATION ON:**

www.celyad.com

**MORE INFORMATION FOR SHAREHOLDERS ON:**

www.celyad.com/investors

**CONTACT:**

investors@celyad.com

**@CELYADSA**

**@CELYAD**

FINANCIAL RESULTS 2016

# Bringing breakthrough pioneering therapies to patients with life-threatening diseases

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FINANCIAL RESULTS 2016

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## Contents

# ANNUAL FINANCIAL REPORT 2016

This Annual Financial Report contains all required information as per the Belgian Company Code.

## LANGUAGE OF THE ANNUAL FINANCIAL REPORT 2016

Celyad publishes its Annual Report in French, according to Belgian law. The Company also provides an English translation. In case of differences in interpretation, the French version will prevail.

## AVAILABILITY OF THE ANNUAL FINANCIAL REPORT 2016

This document is available free of charge for the public and upon request to:


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An electronic version of this Report is available on the Company website, http://www.celyad.com/investors/regulated-information

### FORWARD LOOKING STATEMENTS

In addition to historical facts or statements of current condition, this report contains forward-looking statements, including statements about the potential safety and feasibility of CAR-T NKR-2 cell therapy and C-Cure, which reflect our current expectations and projections about future events, and involve certain known and unknown risks, uncertainties and assumptions that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements.

These forward-looking statements are further qualified by important factors, which could cause actual results to differ materially from those in the forward-looking statements, including risks associated with conducting clinical trials; the risk that safety, bioactivity, feasibility and/or efficacy demonstrated in earlier clinical or pre-clinical studies may not be replicated in subsequent studies; risk associated with the timely submission and approval of anticipated regulatory filings; the successful initiation and completion of clinical trials, including Phase III clinical trials for C-Cure® and Phase I clinical trial for CAR-T NKR-2; risks associated with the satisfaction of regulatory and other requirements; risks associated with the actions of regulatory bodies and other governmental authorities; risks associated with obtaining, maintaining and protecting intellectual property, our ability to enforce our patents against infringers and defend our patent portfolio against challenges from third parties; risks associated with competition from others developing products for similar uses; risks associated with our ability to manage operating expenses; and risks associated with our ability to obtain additional funding to support our business activities and establish and maintain strategic business alliances and business initiatives.

A further list and description of these risks, uncertainties and other risks can be found in the Company's Securities and Exchange Commission filings and reports, including in the Company's Annual Report on Form 20-F filed with the SEC on April 8, 2016 and future filings and reports by the Company. Given these uncertainties, the reader is advised not to place any undue reliance on such forward-looking statements. These forward-looking statements speak only as of the date of publication of this document. The Company expressly disclaims any obligation to update any such forward-looking statements in this document to reflect any change in its expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based, unless required by law or regulation.

# 1. REPORT OF THE BOARD OF DIRECTORS TO THE SHAREHOLDERS FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2016

Dear Shareholders,

We are glad to present you our 2016 annual report related to Celyad consolidated financial statements as of 31 December 2016 prepared in accordance with International Financing Reporting Standards (IFRS) as endorsed by the European Union. The companies included in the consolidated financial statements are Celyad SA, Biological Manufacturing Services SA, Celyad Inc, Oncyte LLC and CorQuest Medical Inc.

## *1.1 Highlights of 2016*

2016 was a challenging year for Celyad, with the implementation of the strategic move to immuno-oncology and the digestion of the CHART-1 data in our cardiovascular program. In April 2016, the Company decided to focus all its ressources on its immuno-oncology programs and to continue the development of C-Cure with a partner.

On an operational side, we successfully completed the CM-CS1 trial, the first clinical trial using our CAR-T NKR-2 cells in relapse refractory patients suffering from Acute Myolid Leukemia (AML) or Multiple Myeloma (MM). No safety issues were reported and first unexpected signs of clinical activity were observed in both AML and MM patients, despite the low doses infused.

On a financing side, thanks to the IPO made on Nasdaq in June 2015, we have a comfortable cash position at year end 2016 with more than EUR 82 million in treasury. This should enable the Company to finance all its clinical programs and other needs until mid 2019.

Here are the operational and financial highlights of 2016 identified by the Board:

**Operational highlights**

Clinical Developments in Oncology

- In March, we substantially strengthened our allogeneic intellectual property portfolio with the granting by the USPTO of the US PatentNo 9.273.283. This patent provides Celyad with broad protection for its proprietary method of producing allogeneic human T-cells that are engineered to be T-Cell Receptor (TCR)-deficient and express a Chimeric Antigen Receptor (CAR).
- Still in March, we signed a strategic collaboration agreement with Institut Curie's Immunity Cancer Unit (Paris, France) for the development of the immuno-oncology program. The partnership will build on Institut Curie's first-in-class expertise and state-of-the-art translational, preclinical and clinical know-how in cancer biology and immunology.
- In July, we announced the signing of an exclusive licensing agreement with leading Japanese immuno-oncology company, ONO Pharmaceutical Co. Ltd., for the development and commercialization of Celyad's allogeneic CAR-T NKR-2 immunotherapy in Japan, Korea and Taiwan. Celyad also granted to ONO an exclusive option to license its autologous NKR-2 T cell product in the above ONO territories. Total deal value of up to 31.325 JPY B (€282 million or $311.5 million) plus double digit royalties on net sales in ONO territories.
- In September, we completed the CAR-T NKR-2 Phase I trial with successful safety follow-up of all the dose level cohorts. No safety or toxicity issues were reported after the 21-day safety follow-up of the last patient enrolled in the fourth dose level cohort in its Phase I clinical trial – a study evaluating the safety and feasibility of its NKR-2 T-cell therapy in Acute Myeloid Leukemia (AML) and Multiple Myeloma (MM) patients. The Phase I trial data (presented at the Annual Meeting of the American Society of Hematology) demonstrates the drug to be safe and well tolerated at the highest dose level tested to date ($3x10^7$). It also shows early efficacy signals, including prolonged survival in both AML and MM patients.
- In November, the Belgian Regulatory Authorities approved the initiation of the CAR-T NKR-2 THINK trial in Belgium. THINK (THerapeutic Immunotherapy with NKR-2) is a multinational open-label Phase Ib study aimed to assess the safety and clinical activity of multiple administrations of autologous NKR-2 T-cells in seven refractory cancers including five solid tumors (colorectal, ovarian, bladder, triple-negative breast and pancreatic cancers) and two hematological tumors (acute myeloid leukemia and multiple myeloma).

Clinical Developments in Cardiology – C-Cure®

- In June, we reported the CHART-1 9-month primary endpoint data release. Results for the CHART-1 European Phase III clinical trial evaluating C-Cure® cell therapy did not met the primary endpoint. However, a statistically significant trend was observed in a subset representing 60% of the population of the CHART-1 study (baseline End Diastolic Volume (EDV) segmentation) for which primary endpoint was met (p=0.015)

**Corporate and financial highlights**

Corporate

- Appointment of ten leading international immuno-oncology experts to the Scientific Advisory Board of the Company, as well as senior executives and director in Belgium and in the U.S. to strengthen the Group managing bodies.
- Resignation of Prof. William Wijns and Mr. Danny Wong from the Celyad's Board of Directors.

Finance

- ONO Pharmaceutical total deal value of up to 31.325 JPY B (€282 million or $311.5 million) plus double digit royalties on net sales in ONO territories (Japan, Korea and Taiwan).
- Cash and short term deposit of €82.6 million as of 31 December 2016.

## *1.2 Significant events post balance sheet date*

The following significant event occurred post 31 December 2016:

- USPTO decided to uphold Celyad's U.S. Patent No. 9.181.527, relating to allogeneic human primary T-cells that are engineered to be TCR-deficient and express a CAR. Celyad's U.S. patent (No. 9,181,527), and more precisely claim 1 of the said patent, was challenged by an anonymous third party through an *Ex Parte* Re-examination procedure. The request for *Ex Parte* Re-examination was filed on February 10th, 2016 and an order granting *Ex Parte* Re-examination of claim 1 was issued by the USPTO on March 24th, 2016. The final decision of this *Ex Parte* procedure that was issued on January 6th, 2017 is not subject to appeal and upholds the validity of the patent.

## *1.3 Operating review*

We are a leader in engineered cell-based therapieswith clinical programs initially targeting indications in oncology. Our lead drug product candidate in oncology is CAR-T NKR-2, an autologous Chimeric Antigen Receptor T-lymphocyte, or CAR T-cell, therapy using an innate occurring Natural Killer (NK) receptor that recognizes and binds ligands that are expressed in both hematological and solid tumors.

Currently, all of our current clinical stage product candidates are autologous cell therapy treatments. In autologous procedures, a patient's cells are harvested, selected, reprogrammed and expanded, and then infused back into the same patient. A benefit of autologous therapies is that autologous cells are not recognized as foreign by patients' immune systems, therefore not rejected by the patient's body. We believe that we are well positioned to effectively advance autologous cell therapy for cancer treatment based on our expertise and know-how acquired through the development of our former cardiovascular asset, C-Cure.

Beside CAR-T NKR-2, we have two other autologous assets that are currently in preclinical development: CAR-T NKR-3 (a CAR-T construct using the Natural Killer receptor NKp30) and CAR-T B7H6 (a specific ligand for the NK cell-activating receptor NKp30).

We are also developing an allogeneic approach in oncology, using the US-patented technology invented at Darmouth College and acquired from Celdara Medical. Our allogeneic platform is based on engineered TCR Inhibitory Molecules (TIMs) allowing the T-cells of donors to persist when injected into patients. This promising platform is currently in preclinical development and includes the same assets than our autologous clinical and preclinical programs: CAR-T NKR-2, CAR-T NKR-3 and CAR-T B7H6.

***Immuno-oncology platform***

The CAR-T NKR-2 program achieved significant progress during 2016. We successfully completed our Phase I single administration, dose-escalation trial investigating the safety and feasibility of autologous CAR-T NKR-2 cells in AML and MM patients. No dose limiting toxicities have been reported so far and first unexpected signs of clinical activity (such as improvement of certain blood parameters and no disease progression) were observed in both AML and MM patients, while the dose tested was below the efficacious dose tested in murine models.

Upon this successful completion, Celyad has submitted a request to the Belgian Regulatory Authorities to initiate the CAR-T NKR-2 THINK trial, a Phase Ib multinational, open-label, multiple-dose escalation study assessing the safety and clinical activity of CAR-T NKR-2 cells in seven cancer indications, both solid (bladder, colorectal, ovarian, triple-negative breast, pancreatic) and hematological (MM, AML). The Authorities approved our request and the THINK trial was initiated in Belgium, at Institut Bordet and Cliniques Universitaires St-Luc in early January 2017. First results of this open-label study are expected all throughout 2017.

The Company also fostered its resources to support the immuno-oncology program with the signature of strategic collaboration agreements with first-class academic and industrial players in Europe and in Asia: Institut Curie in France and ONO Pharmaceutical Co., Ltd., in Japan.

On the manufacturing side, the Belgian Authorities approved the production of our CAR-T NKR-2 cells in our GMP facility (Good Manufacturing Practices) located in Mont-Saint-Guibert. For redundancy purposes, we plan to validate soon another production facility in one of the US clinical centers participating to our THINK trial.

***Cardiovascular platform***

***CHART-1 trial completed***

The innovative cardiopoiesis technology invented at the Mayo Clinic (US) has been the foundation of the C-Cure® product candidate developed over the last ten years to treat ischemic heart failure. Following the C-Cure® Phase II trial, Celyad has carried out CHART-1, the first randomized, double-blinded, controlled, Phase III cell therapy study in heart failure. Results released in June 2016 have indicated that the trial was neutral with a positive trend effect, consistent across all parameters tested for a substantial definable group of heart failure patients. Although the primary endpoint of the randomized trial was not met, among the entire CHART-1 patient population, we observed a significant reduction in Left ventricular (LV) end diastolic volume (EDV) (p= 0.0044) and LV end diastolic volume (ESV) (p = 0.0154), indicative of therapeutic remodeling in the heart of patients that received the treatment.

Further, a well-defined subset of patients - representing more than 60% of the overall trial population defined by their Left Ventricular End Diastolic Volume - that achieved a clinically meaningful response was identified, did meet the trial primary endpoint of the trial with a P value of 0.015.

Based on the results of the CHART-1 trial, a US trial, or CHART-2, has been designed to exclusively enroll the subset of patients that met the trial primary endpoint of the CHART-1 trial.

**CHART-2**

Furthermore, CHART-2 will incorporate efficacious dosing regimens observed in CHART-1, stringent medical personnel training, and a new FDA-agreed primary endpoint based on CHART-1 results. Today CHART-2 is approved by FDA and the study is ready to be initiated.

Celyad is currently seeking partners to further develop and commercialize C-Cure®. An exclusive mandate was given to Piper Jaffray & Co. to explore strategic alternatives relating to its C-Cure® cardiovascular assets.

***Strengthening of operational capabilities with additions to the team***

All along 2016, we strengthened the management teams to support the Group in its ambitions to become a global leader in specialty therapeutics and reinforce its position in oncology with the appointment of Dr. David Gilham as VP Research & Development and Philippe Dechamps as Chief Legal Officer.

## *1.4 Financial review of the year ending 31 December 2016*

### 1.4.1 Analysis of the consolidated statement of the comprehensive loss

The following table includes information relating to the Group's statement of comprehensive income for the years ended 31 December 2016 and 2015.

| (€'000) | For the 12 months period ended 31 December | |
|---|---|---|
| | 2016 | 2015 |
| Revenues | **8,523** | **3** |
| Cost of Sales | (53) | (1) |
| **Gross profit** | **8,471** | **2** |
| Research and Development expenses | (27,675) | (22,766) |
| General and administrative expenses | (9,744) | (7,230) |
| Other operating income | 3,340 | 322 |
| **Operating Loss** | **(25,609)** | **(29,672)** |
| Financial income | 2,204 | 542 |
| Financial expenses | (207) | (236) |
| Share of Loss of investment accounted for using the equity method | | 252 |
| **Loss before taxes** | **(23,612)** | **(29,114)** |
| Income taxes | 6 | - |
| **Loss for the year** | **(23,606)** | **(29,114)** |
| **Losses per share (in €)** [1] | **(2.53)** | **(3.43)** |
| Basic and diluted | (2.53) | (3.43) |
| **Other comprehensive Income** | | |
| **Items that will not be reclassified to profit and loss** | **(107)** | **16** |
| Remeasurements of post employment benefit obligations, net of | (107) | 16 |
| **Items that may be subsequently reclassified to profit or loss** | **277** | **485** |
| Currency translation differences | 277 | 485 |
| **Other comprehensive loss for the year, net of tax** | **170** | **501** |
| **Total comprehensive loss for the year** | **(23,436)** | **(28,613)** |
| **Total Comprehensive loss for the year attributable to Equity** | **(23,436)** | **(28,613)** |

[1] Basic and diluted net loss per share is the same in these periods because outstanding warrants would be anti-dilutive due to our net loss in these periods.

Total revenues increased by €8.5 million over 2016. In August 2016, the Group has received a non-refundable upfront payment as a result of the ONO agreement. This upfront payment has been fully recognised upon receipt as there are no

performance obligations nor subsequent deliverables associated to the payment. The non-refundable upfront payment was rather received as a consideration for the sale of licence to ONO. In 2016, the total revenue generated with C-Cath$_{ez}$ amounted to €84,000 compared to €3,500 in 2015. There are no recurring sales generated yet by this device.

The Research and Development expenses include manufacturing, clinical, quality, IP and regulatory expenses and other research and development expenses, which are aggregated and presented as a single line in our consolidated financial statements.

Overall, the research and development expenses increased in 2016 by €4.9 million. This increase reflects our focus on immuno-oncology as for the first year, research and development expenses of the oncology franchise exceed expenses of the cardiology franchise. Major items explaining this increase are the Service Research Agreement with Celdara, the expenses related to the process development and scale-up initiatives of CAR-T NKR-2 and the preclinical work on the CAR-T NKR platform.

The key projects driving the increase of the research and development expenses in 2016 were:

- The costs of running CM-CS1, THINK and CHART-1 trial, totaling €10.3 million
- The preclinical studies conducted on our CAR-T NKR product candidates in bot autologous and allogeniec settings for €4.7 million
- The scale-up and automation projects of both C-Cure and CAR-T NKR-2 therapies in view of preparing for future commercialization, totaling €4.2 million
- The preclinical studies performed on the Corquest platform for €1.0 million

The remaining research and development expenses corresponded to the recurrent costs of the departments, mainly salaries, IP filing and maintenance and depreciation.

Research and development expenses are expected to grow in the near future with the further development of the CAR-T NKR platform.

General and administrative expenses increased by €2.5 million at €9.7 million in 2016 as compared to €7.2 million in 2015, this increase relates primarily to the P&L impact of the share-based payments associated with the Group warrant plans granted to new employees, members of the executive management team and directors. In 2016, the share-based payments amounted to €2.8 million (was €0.8 million in 2015).

The Group's current operating income is generated from government grants received from the European Commission under the Seventh Framework Program ("FP7") and government grants received from the Regional government in the form of recoverable cash advances (RCAs). In 2016, the net amount of the other operating income and expenses increased by €3.0 million. This variance resulted mainly from the amounts received from RCA's and FP7 contracts and the valuation of the RCA's at fair value. Funding received and notification of funding from RCA and FP7 contracts amounted to €3.1 million in 2016.

The 2016 financial income & charges cover interest received on cash deposits, currency exchange rates differences and bank charges. Interest income on short term deposits amounted to €1.4 million end of 2016, an increase of €1.0 million compared to 2015.

At year end 2016, the loss from operations before financial results and taxes (EBIT) amounted to €25.6 million versus €29.7 million in 2015. The net loss for the period was €23.6 million versus a net loss of €29.1 million for same period in 2015.

### 1.4.2 Analysis of the consolidated statement of financial position

The table below sets forth the balance sheet as of 31 December 2016 and 31 December 2015.

| (€'000) | As of 31 December | |
|---|---|---|
| | 2016 | 2015 |
| **NON-CURRENT ASSETS** | **53,440** | **50,105** |
| Intangible assets | 49,566 | 48,789 |
| Property, Plant and Equipment | 3,563 | 1,136 |
| Other non-current assets | 311 | 180 |
| **CURRENT ASSETS** | **85,367** | **109,419** |
| Trade and Other Receivables | 1,359 | 549 |
| Grand receivables | - | 104 |
| Other current assets | 1,420 | 1,254 |
| Short term investment | 34,230 | 7,338 |
| Cash and cash equivalents | 48,357 | 100,175 |
| **TOTAL ASSETS** | **138,806** | **159,525** |
| **EQUITY** | **90,885** | **111,473** |
| Share Capital | 32,571 | 32,571 |
| Share premium | 158,010 | 158,010 |
| Other reserves | 24,329 | 21,205 |
| Retained loss | (124,026) | (100,313) |
| **NON-CURRENT LIABILITIES** | **36,646** | **36,562** |

| (€'000) | As of 31 December | |
|---|---|---|
| | 2016 | 2015 |
| Bank loans | 536 | |
| Finance leases | 381 | 427 |
| Advances repayable | 7,330 | 10,484 |
| Contingent liabilities | 28,179 | 25,529 |
| Post employment benefits | 204 | 121 |
| Other non-current liabilities | 16 | |
| **CURRENT LIABILITIES** | **11,275** | **11,490** |
| Bank loans | 207 | |
| Finance leases | 354 | 248 |
| Advances repayable | 1,108 | 898 |
| Trade payables | 8,098 | 8,576 |
| Other current liabilities | 1,508 | 1,768 |
| **TOTAL EQUITY AND LIABILITIES** | **138,806** | **159,525** |

There was no major transaction made in 2016, hence no major variances in the consolidated statement of financial position of the Group. The cash position of the Group at year end 2016 amounted to €82.6 million. The net burn rate of the Group over 2016 was €24.9 million.

The increase on the tangible assets resulted from the acquisition of Biological Manaufacturing Services SA (GMP laboratories) and the leasehold improvements made in our new corporate offices.

There was no capital increase in 2016. On 31 December 2016, the share capital of Celyad amounted to €32.6 million represented by 9,313,603 shares.

We have incurred a bank debt over 2016 to partially finance the leasehold improvements made in our corporate offices. The remaining capital expenditures were mostly financed with 3-years maturity finance leases.

The increase of the non-current liabilities resulted primarly from the fair value valuation of the contingent liabilities associated to the purchase of the CAR-T NKR platform and the RCA's.

We do not capitalize our research and development expenses until marketing authorization. As of end of 2016, all clinical, research and development expenses related to the development of C-Cure and CAR-T NKR-2 are accounted for as operating expenses.

### *1.5 Personnel*

At the end of 2016, the Group had 79 employees (FTE) and 6 senior managers under management services agreement.

### *1.6 Environment*

All entities of the Group continue to hold the required permits by their activities and are in compliance with all applicable environmental rules.

### *1.7 Risks and uncertainties*

Reference is made to section 2.7 *Description* of the principal risks *associated to the activities of the Group*".

### *1.8 Going concern*

The Group is pursuing a strategy to develop therapies to treat unmet medical needs in both cardiology and oncology. Management has prepared detailed budgets and cash flow forecasts for the years 2017 and 2018. These forecasts reflect the strategy of the Group and include significant expenses and cash outflows in relation to the development of selected research programs and products candidates.

Based on its current scope of activities, the Group estimates its cash position as of 31 December 2016 (including short term investments) is sufficient to cover its cash requirements until mid of 2019, therefore until the readout of the CAR-T NKR-2 T-cells THINK trial. After due consideration of the above, the Board of Directors determined that management has an appropriate basis to conclude on the continuity over the next 12 months of the Group's business and hence it is appropriate to prepare the financial statements on a going concern basis.

### *1.9 Event occurred after the end of the financial year*

Over the month of January 2017, a total of 207,250 warrants issued in May 2013 were exercised by some employees and members of the management team. As a result, 207,250 new shares were issued and the capital of the Company was increased by an amount of k€547, bringing the capital of Celyad SA to k€33,118 on February 1st 2017.

In February 2017, consultants accepted in total 20,000 warrants offered in December 2016. These warrants are part of the 100,000 warrants issued by the Board of Directors held on 12 December 2016. These warrants will be vested over 2017, 2018 and 2019 and may become exercisable as early as January 2020.

## *1.10 Events and circumstances that could have a significant impact on the future*

We have not identified significant events and circumstances that could have a significant impact on the future in addition to the potential impact of risks described in section 7 of chapter 2: "Description of the principal risks associated to the activities of the Group".

## *1.11 Other*

**Issuance of new warrants**

On 12 December 2016, the Board of Directors issued a new plan of 100,000 warrants. Warrants were and will be offered to Group's non-employees in several tranches. As of 31 December 2016, none of these warrants were effectively granted as the acceptance period of the first tranche has ended on 10 February 2017. As of the date of this report, out of the warrants offered, 30,000 warrants were accepted by the beneficiaries and 70,000 remaining warrants available for further distribution on the date hereof.

The 100,000 warrants will be vested in equal tranches over a period of three years. The warrants become 100% vested after the third anniversary following the grant. The warrants that are vested can only be exercised at the end of the third calendar year following the issuance date, thus starting on 1 January 2020.

This new plan does not create any additional dilution for the shareholders as an equivalent number of warrants were cancelled from the previous plan issued on 5 November 2015.

# 2. CORPORATE GOVERNANCE

## *2.1 General*

This section summarises the rules and principles on the basis of which the corporate governance of the Company has been organised pursuant to Belgian Company law, the Company's articles of association and the Company's corporate governance charter approved by the Board of Directors of 17 June 2013, as amended subsequently (i) by resolution of the Board of Directors of 12 June 2015 and (ii) by resolution of the Board of Directors of 8 December 2016.

The Company's corporate governance charter has been adopted in accordance with the Belgian Corporate Governance Code ('CGC'), which is available on the following website: http://www.corporategovernancecommittee.be/en/about-2009-code/2009-belgian-code-corporate-governance. The charter is available on the Company's website (www.celyad.com) under Investors/Corporate Governance tab. We will present in this section an abstract of the charter.

The Board of Directors intends to comply with the provisions of the CGC, but believes that the size of the Company justifies certain deviations. These deviations are further detailed here after.

The Company's CGC includes the following specific chapters:

- Structure and organization
- Shareholder structure
- The Board, terms of reference
- Board committees
- Executive Management Team
- Rules preventing market abuse – Dealing Code
- Code of Ethics and Business Conduct

## *2.2 Board of Directors*

### 2.2.1. Composition of the Board of Directors

As provided by Article 521 of the Belgian Company Code, the Company is managed by a Board of Directors acting as a collegiate body. The Board of Directors' role is to pursue the long-term success of the Company by providing entrepreneurial leadership and enabling risks to be assessed and managed. The Board of Directors should decide on the Company's values and strategy, its risk preference and key policies. The Board of Directors should ensure that the necessary leadership, financial and human resources are in place for the Company to meet its objectives.

The Company has opted for a one-tier governance structure. As provided by Article 522 of the Belgian Company Code, the Board of Directors is the ultimate decision-making body in the Company, except with respect to those areas that are reserved by law or by the Company's articles of association to the Shareholders Meeting.

The Company's articles of association state that the number of directors of the Company, who may be natural persons or legal entities and who need not be shareholders, must be at least 5. At least half of the members of the Board of Directors must be non-executive directors and at least three of them must be independent directors.

A meeting of the Board of Directors is validly constituted if at least half of its members are present in person or represented at the meeting. If this quorum is not met, a new board meeting may be convened by any director to deliberate and decide on the matters on the agenda of the board meeting for which a quorum was not met, provided that at least two members are present. Meetings of the Board of Directors are convened by the Chairman of the Board or the CFO or Chief Legal Officer, or by at least two directors, whenever the interest of the Company so requires. In principle, the Board of Directors will meet at least four times per year.

The Chairman of the Board of Directors shall have a casting vote on matters submitted to the Board of Directors in the event of a tied vote, save if the Board of Directors is composed of two members.

At the date of this Report, the Board of Directors consists of 9 members, one of which is an executive director (as a member of the Executive Management Team) and 8 of which are non-executive directors, including four independent directors. In accordance with Art 96, §2 6° of the Belgian Company Code (hereafter "BCC"), it is the willingness of the Company to aim for, in a reasonable timeframe, that a third of the Board member are of different sex, and actions were, are and will be taken in the short future to reach that objective.

| Name | Position | Term [1] | Business Address | Board Committee Membership |
|---|---|---|---|---|
| Michel Lussier | Chairman | 2020 | 3661 Valley Centre Dr.<br>San Diego CA 92130,<br>USA | Member of the Nomination and Remuneration Committee |
| LSS Consulting SPRL represented by its permanent representative Christian Homsy | Executive director | 2020 | Chaussée de Louvain 574A,<br>1380 Lasne,<br>Belgium | |
| William Wijns[2] | Non-executive director | 2016 | Moorselbaan 219,<br>9300 Aalst,<br>Belgium | |
| Serge Goblet | Non-executive director | 2020 | Chaussée de Waterloo 1589D,<br>1180 Brussels,<br>Belgium | |
| Chris Buyse | Independent director | 2020 | Baillet Latourlei 119A,<br>2930 Brasschaat,<br>Belgium | Member of the Nomination and Remuneration Committee<br>Member of the Audit Committee |
| Rudy Dekeyser | Independent director | 2020 | Klein Nazareth 12,<br>98401 De Pinte,<br>Belgium | Member of the Nomination and Remuneration Committee<br>Member of the Audit Committee |
| Debasish Roychowdhury | Independent director | 2019 | 79 Laconia Street<br>Lexington<br>MA 02420<br>USA | |
| Chris De Jonghe | Non-executive director | 2017 | Jan Davidlaan 50,<br>2630 Aartselaar,<br>Belgium | Member of the Audit Committee |
| Hanspeter Spek | Independent director | 2018 | Square Latour Maubourg,<br>75007 Paris,<br>France | Member of the Nomination and Remuneration Committee |
| Danny Wong[3] | Non-executive director | 2016 | 25/F Octa Tower, 8 Lam Chak Street,<br>Kowloon Bay,<br>Hong KKong | |
| TOLEFI SA represented by its permanent representative Serge Goblet | Non-executive director | 2018 | 27 Drève de Carloo<br>1180 Bruxelles,<br>Belgium | |

[1] The term of the mandate of the director will expire immediately after the Annual Shareholders Meeting held in the year set forth next to the director's name, except Debasish Roychowdhury which mandate shall expire on 30 January 2019.
[2] William Wijns resigned on 1st April 2016.
[3] Danny Wong resigned on 4 August 2016.

The following paragraphs contain brief biographies of each of the directors, or in case of legal entities being director, their permanent representatives, with an indication of other relevant mandates as member of administrative, management or supervisory bodies in other companies during the previous five years.

**Michel Lussier** has served as Chairman of the board of directors of the Company since 2007 and is also a co-founder of the Company. Mr. Lussier was also the Chairman of the board of directors and co-founder of the Company's predecessor entity, Cardio3 SA, until 2008. Mr. Lussier founded Medpole Ltd, the North American satellite of MedPole SA, a European incubator for medical technology start-up companies located in Belgium, and serves as the Chief Executive Officer for the group. In this capacity, he is a managing director of Fjord Ventures, a Laguna Hills, California based medical technology accelerator / incubator. Since May 2014, Mr. Lussier has served as the Chief Executive Officer of Metronom Health Inc, an early stage medical device company created by Fjord Ventures, developing a continuous glucose monitoring system. Prior to that, from 2002 to 2013, he worked for Volcano Corporation, where he served in a number of positions, most recently as President, Clinical and Scientific Affairs from 2012 to 2013, and prior to that from 2007 to 2012, Group President, Advanced Imaging Systems, Global Clinical & Scientific Affairs and General Management of Europe, Africa and the Middle East. Mr. Lussier obtained a Bachelor of Sciences degree in Electrical Engineering and Master's degree in Biomedical Engineering at the University of Montreal. He also holds an MBA from INSEAD (European Institute of Business Administration), France. In addition to serving on our board of directors, he also serves on the boards of directors of several early stage medical devices companies.

**Christian Homsy (permanent representative of LSS consulting SPRL),** has served as a member of the board of directors of the Company since 2007 and has been Chief Executive Officer (CEO) of Celyad since its foundation. Christian Homsy obtained his Medical Doctorate at the University of Louvain and holds an MBA from the IMD in Lausanne (Switzerland). Christian gained his business experience in senior research and development, marketing, business development and sales positions at Guidant Corporation, a leading medical device company active in the treatment of cardiovascular disease. He was also founder of Guidant Institute for Therapy Development, a landmark facility for physician and health care professionals' education that gained international recognition and praise. Before joining Celyad, Christian Homsy was General Manager of Medpole, a European incubator dedicated to initiating the European operations for start-up companies in the medical device or biotechnology fields. He also holds a director mandate in Medpole SA.

**Serge Goblet (permanent representative of Tolefi SA)** has served as a member of the board of directors of the Company since 2008. He holds a Master Degree in Business and Consular Sciences from ICHEC, Belgium and has many years of international experience as director in Belgian and foreign companies. He is the managing director of TOLEFI SA, a Belgian holding company and holds director mandates in subsidiaries of TOLEFI. Serge has two voting rights at our board of directors, one in his own name and one on behalf of TOLEFI, as a permanent representative

**Chris Buyse** has served as a member of the board of directors of the Company since 2008. He brings more than 25 years of international financial expertise and experience in introducing best financial management practices. He is currently Managing Director of FUND+, a fund that invests in innovative Belgian Life Sciences companies, Between August 2006 and June 2014, Mr. Buyse served as the Chief Financial Officer and board member of ThromboGenics NV, a leading biotech company that is listed on NYSE Euronext Brussels. Before joining ThromboGenics, he was the Chief Financial Officer of the Belgian biotech company CropDesign, where he coordinated the acquisition by BASF in July 2006. Prior to joining CropDesign he was financial manager of WorldCom/MCI Belux, a European subsidiary of one of the world's largest telecommunication companies and he was also the Chief Financial Officer and interim Chief Executive Officer of Keyware Technologies. Mr. Buyse holds a master degree in applied economic sciences from the University of Antwerp and an MBA from Vlerick School of Management in Gent. He currently serves, in his own name or as permanent representative of a management company, as member of the board of directors of the following publicly and privately held companies: Bone Therapeutics SA, Iteos SA, Bioxodes SA, Bio Incubator NV, Immo David NV, Pinnacle Investments SA, CreaBuild NV, Sofia BVBA, Pienter-Jan BVBA, Life Sciences Research Partners VZW (a shareholder of the Company) and Keyware Technologies NV.

**Rudy Dekeyser** has served as a member of the board of directors of the Company since 2007. Since 2012 Rudy is managing partner of the LSP Health Economics Fund, a private equity fund investing in late stage European and North American health care companies. Prior to joining LSP, Rudy has been managing director of VIB (Flanders Institute for Biotechnology), where he was also responsible for the intellectual property portfolio, business development and new venture activities. He obtained a Ph.D. in molecular biology at the University Ghent. He holds non-executive director positions in Curetis AG, Sequana Medical AG and Remynd NV, and held non-executive director positions in Devgen NV, CropDesign NV, Ablynx NV, Actogenix NV, Pronota NV, Flandersbio VZW, Bioincubator Leuven NV and Multiplicom NV. He is a co-founder of ASTP (the European associations of technology transfer managers) and Chairman of EMBLEM (EMBL's business arm). Rudy has been advisor to several seed and venture capital funds and to multiple regional and international committees on innovation.

**Debasish Roychowdhury** has served as a member of the board of directors of the Company since 2015. Debasish is a medical oncologist with over 15 years of comprehensive pharmaceutical industry experience and 14 years of patient care and academic research. In the pharmaceutical industry, Debasish held multiple positions of growing responsibility respectively at Eli Lilly, GSK and Sanofi, with direct therapeutic area experience mostly in oncology and hematology. Based in Boston, Massachusetts, Debasish is now using his extensive experience and global network to advise companies, organizations, and institutions in the biomedical field.

**Chris De Jonghe** has served as a member of the board of directors of the Company since 2013. Chris is Head of Life Sciences & Care at PMV (ParticipatieMaatschappij Vlaanderen). She was first Licensing manager then Business development manager at VIB (Flanders' Institute for Biotechnology), before joining PMV initially as Senior investment manager in January 2013. Since August 2013 she joined the Group Management Committee, responsible for daily management at PMV. She obtained a PhD in Biochemistry and a Bachelor degree in Laws at the University of Antwerp. She is member of the board of directors of Agrosavfe, Confo Therapeutics, Fast Forward Pharmaceuticals, MyCartis, ViroVet, Biotech Fund Flanders, LSP V, Vesalius Biocapital I & II and Flanders'Bio. She is a member of Flanders'Bio and IFB network.

**Hanspeter Spek** has served as a member of the board of directors of the Company since 2014. He started his career at Pfizer where, over more than 10 years and after a thorough comprehensive training in commercial general management, he held positions of increasing responsibility. Hanspeter then joined Sanofi as Marketing Director and rose through the organization to become the Executive Vice President International in 2000. When Sanofi and Aventis merged in 2004, he took on the responsibility of Executive Vice President Operations. In 2009, he was nominated President Global Operations. Hanspeter retired from Sanofi in mid-2013. He has since joined Advent International, Boston, as an Operating Partner for Healthcare and serves as Board Member of Genpact, New York.

## 2.2.2. Committees within the Board of Directors

### 2.2.2.1. General

Without prejudice to the role, responsibilities and functioning of the Executive Management Team as set out below under section "Executive Management Team", the Board of Directors may set up specialised committees to analyse specific issues and advise the Board of Directors on those issues. Such committees are advisory bodies only and the decision-making remains the collegiate responsibility of the Board of Directors. The Board of Directors determines the terms of reference of each committee with respect to the organisation, procedures, policies and activities of the committee.

### 2.2.2.2. Audit Committee

"Large" listed companies (as defined in Article 526bis, § 3 of the Belgian Company Code) are legally obliged to establish an audit committee within their board of directors. Although the Company does not currently qualify as a "large" company, the board of directors has on 6 March 2015, established an audit committee. The audit committee consists of 3 members: Chris Buyse, Rudy Dekeyser and Chris De Jonghe.

The role of the audit committee is to ensure the effectiveness of the internal control and risk management systems, the internal audit (if any) and its effectiveness and the statutory audit of the annual and consolidated accounts, and to review and monitor the independence of the external auditor, in particular regarding the provision of additional services to the company. The committee reports regularly to the board of directors on the exercise of its functions. It informs the board of directors about all areas in which action or improvement is necessary in its opinion and produces recommendations concerning the necessary steps that need to be taken. The audit review and the reporting on that review cover the company and its subsidiaries as a whole. The members of the audit committee are entitled to receive all information which they need for the performance of their function, from the board of directors, executive committee and employees. Every member of the audit committee shall exercise this right in consultation with the chairman of the audit committee.

The audit committee's duties and responsibilities to carry out its purposes include, among others: the financial reporting, internal controls and risk management, and the internal and external audit process. These tasks are further described in the audit committee charter as set out in the corporate governance charter and in Article 526bis of the Belgian Company Code.

Until its establishment, in accordance with Article 562bis of the Belgian Company Code, the audit function was therefore carried out by the entire Board of Directors.

For purposes of these tasks, Chris Buyse had been identified as the director having the necessary expertise in accounting and audit matters. The Audit Committee holds a minimum of four meetings a year.

### 2.2.2.3. Nomination and Remuneration Committee

"Large" listed companies (as defined in Article 526quater, § 4 of the Belgian Company Code) are legally obliged to establish a remuneration committee within their board of directors. Although the Company does not currently qualify as a "large" company, the Board of Directors has voluntarily set up a remuneration committee. As the remuneration committee also performs the task of a nomination committee, it is called the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee will consist of not less than three directors, or such greater number as determined by the Board of Directors at any time. All members must be non-executive directors and at least a majority of its members must be independent in accordance with Article 526ter of the Belgian Company Code.

The Nomination and Remuneration Committee must have the necessary expertise as regards the remuneration policy, and this condition is fulfilled if at least one member has had a higher education and has had at least three years of experience in personnel management or in the field of remunerating directors and managers.

The CEO has the right to attend the meetings of the Nomination and Remuneration Committee in an advisory and non-voting capacity on matters other than those concerning himself. The Nomination and Remuneration Committee will elect a chairman from amongst its members.

The role of the Nomination and Remuneration Committee is to assist the Board of Directors in all matters:

relating to the selection and recommendation of qualified candidates for membership of the Board of Directors;
relating to the nomination of the CEO;

relating to the nomination of the members of the Executive Management Team, other than the CEO, upon proposal by the CEO;
relating to the remuneration of independent directors;
relating to the remuneration of the CEO;
relating to the remuneration of the members of the Executive Management Team, other than the CEO, upon proposal by the CEO; and
on which the Board of Directors or the Chairman of the Board of Directors requests the Nomination and Remuneration Committee's advice.

Additionally, with regard to matters relating to remuneration, except for those areas that are reserved by law to the Board of Directors, the Nomination and Remuneration Committee will at least have the following tasks:

preparing the remuneration report (which is to be included in the Board of Director's corporate governance statement); and
explaining its remuneration report at the Annual General Shareholders Meeting.

It will report to the Board of Directors on the performance of these tasks on a regular basis. These tasks are further described in the terms of reference of the Nomination and Remuneration Committee as set out in the Company's corporate governance charter. The Nomination and Remuneration Committee will meet at least twice per year, and whenever it deems it necessary to carry out its duties.

The following directors are currently member of the Nomination and Remuneration Committee: Michel Lussier (Chairman), Chris Buyse, Rudy Dekeyser and Hanspeter Spek.

### 2.2.3. Meetings of the Board and the committees

In 2016, the Board held 4 regular meetings and 5 meetings by telephone conference to discuss and decide on specific matters.

**Board and committee – Dates and Attendance**

| Board of Directors | 18 Mar | 20 May | 30 May | 27 Jun | 16 Sep | 9 Nov | 25 Nov | 08 Dec | 12 Dec |
|---|---|---|---|---|---|---|---|---|---|
| M. Lussier | Present | Repres. | Present | Present | Present | Present | Present | Present | Repres. |
| LSS Consulting SPRL | Present | Present | Present | Present | Present | Present | Present | Present | Repres |
| S. Goblet | Present | Present | Present | Present | Present | Present | Present | Present | Repres. |
| W. Wijns [1] | Exc. | N/A. | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| R. Dekeyser | Present | Exc. | Present | Present | Present | Present | Present | Present | Exc. |
| Ch. De Jonghe | Present | Present | Present | Present | Present | Exc. | Present | Present | Present |
| Hanspeter Spek | Present | Repres. | Present | Present | Present | Present | Present | Present | Exc. |
| Chris Buyse | Present | Exc. | Present | Present | Present | Present | Present | Present | Present |
| TOLEFI SA | Present | Present | Present | Present | Present | Present | Present | Present | Repres. |
| D. Roychowdhury | Present | Present | Present | Present | Present | Exc. | Exc. | Present | Exc. |
| Danny Wong [2] | Abs. | Exc. | Abs. | Exc. | N/A | N/A | N/A | N/A | N/A |
| TOLEFI SA | Present | Present | Present | Present | Present | Present | Present | Present | Repres. |

[1] William Wijns resigned from his mandate of director with effet on 1st April 2016.
[2] Danny Wong resigned from his mandate of director with effet on 4 August 2016.

| Nomination and Remuneration Committee | 28 Jan | 17 Mar | 30 May | 03 Oct | 07 Dec |
|---|---|---|---|---|---|
| M. Lussier | Present | Present | Present | Present | Present |
| Chris Buyse | Present | Present | Present | Present | Present |
| Hanspeter Spek | Present | Present | Present | Present | Present |
| Rudy Dekeyser | Present | Present | Present | Present | Present |

| | | | | | |
|---|---|---|---|---|---|
| **LSS Consulting SPRL** | Invited | Invited | Invited | Invited | Invited |

| **Audit Committee** | **17 Mar** | **9 Jun** | **23 Aug** | **7 Dec** |
|---|---|---|---|---|
| **Ch. Buyse** | Present | Present | Present | Present |
| **R. Dekeyser** | Present | Present | Present | Present |
| **Ch. De Jonghe** | Present | Present | Present | Excused |
| **P. Jeanmart** | Invited | Invited | Invited | Invited |

## *2.3 Executive Management Team*

The Executive Management Team consists of the "Chief Executive Officer" (CEO, who is the chairman of the Executive Management team), the "Chief Financial Officer" (CFO), the "Chief Operating Officer", the "Chief Legal Officer", the "Vice President Business Development & IP", the "Vice President Clinical Development and Medical Affairs", the "Vice President Operations", the "Vice President Research & Development".

The Executive Management Team discusses and consults with the Board of Directors and advises the Board of Directors on the day-to-day management of the Company in accordance with the Company's values, strategy, general policy and budget, as determined by the Board of Directors.

Each member of the Executive Management Team has been made individually responsible for certain aspects of the day-to-day management of the Company and its business (in the case of the CEO, by way of delegation by the Board of Directors; in the case of the other member of the Executive Management Team, by way of delegation by the CEO). The further tasks for which the Executive Management Team is responsible are described in greater detail in the terms of reference of the Executive Management Team as set out in the Company's corporate governance charter.

The members of the Executive Management Team are appointed and may be dismissed by the Board of Directors at any time. The Board of Directors appoints them on the basis of the recommendations of the Nomination and Remuneration Committee, which shall also assist the Board of Directors on the remuneration policy of the members of the Executive Management Team, and their individual remunerations.

The remuneration, duration and conditions of dismissal of Executive Management Team members will be governed by the agreement entered into between the Company and each member of the Executive Management Team in respect of their function within the Company.

In accordance with Shedule C, Section F, subsection 7 of the CGC, all agreements with members of the Executive Management Team entered into on or after 1 July 2009 must refer to the criteria to be taken into account when determining variable remuneration and will contain specific provisions relating to early termination. In principle, the Executive Management Team meets every month. Additional meetings may be convened at any time by the Chairman of the Executive Management Team or at the request of two of its members. The Executive Management Team will constitute a quorum when all members have been invited and the majority of the members are present or represented at the meeting. Absent members may grant a power of attorney to another member of the Executive Management Team. Members may attend the meeting physically or by telephone or video conference. The absent members must be notified of the discussions in their absence by the Chairman (or the Company Secretary, if the Executive Management Team has appointed a Company Secretary from among its members).

The members of the Executive Management Team will provide the Board of Directors with information in a timely manner, if possible in writing, on all facts and developments concerning the Company which the Board of Directors may need in order to function as required and to properly carry out its duties. The CEO (or, in the event that the CEO is not able to attend the Board of Directors' meeting, the CFO or, in the event that the CFO is not able to attend the Board of Directors' meeting, another representative of the Executive Management Team) will report at every ordinary meeting of the Board of Directors on the material deliberations of the previous meeting(s) of the Executive Management Team.

The current members of the Executive Management Team are listed in the table below.

| Name | Function | Year of birth |
|---|---|---|
| LSS Consulting SPRL, represented by Christian Homsy | Chief Executive Officer | 1958 |
| PaJe SPRL, represented by Patrick Jeanmart | Chief Financial Officer | 1972 |
| KNCL SPRL, represented by Jean-Pierre Latere | Chief Operating Officer | 1975 |
| NandaDevi SPRL, represented by Philippe Dechamps | Chief Legal Officer | 1970 |
| Georges Rawadi | Vice President Business Development | 1967 |
| Dieter Hauwaerts | Vice President Operations | 1973 |
| ImXense SPRL, represented by Frederic Lehmann | Vice President Clinical Development & Medical Affairs | 1964 |
| David Gilham | Vice President Research & Development | 1965 |

The following paragraphs contain brief biographies of each of the members of the Executive Management Team or in case of legal entities being a member of the Executive Management Team or key manager, their permanent representatives.

**Christian Homsy (representative of LSS Consulting SPRL), CEO –** reference is made to section "2.2.1. Composition of the Board of Directors".

**Patrick Jeanmart (representative of PaJe SPRL),** has served as the Chief Financial Officer of the Company since September 2007. Prior to joining the Company, Mr. Jeanmart worked for IBA Group (Ion Beam Applications, Belgium) for six years where he held a number of senior financial management positions within the corporate organization and several IBA subsidiaries located in Belgium, Italy, UK and the U.S. Between January 2004 and 2007, he acted as Vice President of Finance of IBA Molecular. He also holds the position of Chief Financial Officer at Medpole SA and at Biological Manufacturing Services SA. Mr. Jeanmart obtained a Master in Economics from the University of Namur, Belgium.

**Jean-Pierre Latere (representative of KNCL SPRL),** has previously acted as Vice President of Regenerative Medicine and Medical Devices franchise. Since January 2017 he serves as Chief Operating Officer in charge of program management, manufacturing, quality, clinical operations and regulatory affairs. He leads the effort to further strengthen the organization as Celyad grows as a leader in immuno-oncology. He started his career as a Research Associate at the Michigan State University in the US. Following that assignment, he moved to the Johnson & Johnson group where he held various positions, from Scientist to Senior Scientist. He then joined Celyad in 2008 as Project Manager Delivery System and left the company in 2012 in the position of Senior Director Business Development. Prior to joining Celyad, Jean-Pierre served as Beauty Care and Healthcare Market Global Leader at Dow Corning. Jean-Pierre holds a PhD in Chemistry from the University of Liège, Belgium.

**Philippe Dechamps (representative of NandaDevi SPRL),** has served as Chief Legal Officer since September 2016. Philippe started his legal career as an associate in Brussels with the law firm Linklaters De Bandt from 1994 to 1998. He left private practice in 1998 and until 2003, he served as an in-house counsel at Solvay Group, the Belgian pharmaceutical and chemical company, to assist the company in its turnaround through several M&A operations in Europe, India and Far-East Asia. In 2003, he took over the position of Legal Director at Guidant, the US company formerly active in the medical devices business before its acquisition by Boston Scientific and Abbott Laboratories in 2005. Within Abbott, Philippe took over responsibility for the legal affairs of Abbott Vascular International outside of the United States. In 2008, Philippe joined Delhaize Group taking responsibility for the legal and government affairs in Europe and Asia, before becoming Group General Counsel and Secretary to the Board of Directors in 2015. In this position, he piloted the legal strategy to merge Delhaize Group with Royal Ahold in July 2016. Philippe earned law degrees from the Université Catholique de Louvain (UCL) and Vrije Universiteit Brussel (VUB), and a Masters of Law (LL.M) from Harvard University.

**Georges Rawadi,** has served as Vice President Business Development and Intellectual Property since March 2016 and prior to that he has service as Vice President Business Development since June 2014. Prior to joining the Company, Dr. Rawadi served as Vice President Business Development with Cellectis. He previously held business development management positions at Galapagos, ProStrakan France and Sanofi-Aventis France, and conducted consultancy assignments in Business Development and Alliance Management. His work included all aspects and stages of business development, driving several projects from target identification and negotiation to closing deals. He holds a Ph.D. in Microbiology from the Pierre et Marie Curie University (France), and a Masters in Management and Strategy in the Health Industry from the ESSEC Business School.

**Dieter Hauwaerts,** has served as the Vice President Operations since November 2015. Dieter is responsible for all development, manufacturing and supply chain activities in EU and US. Prior to joining Celyad, he worked as Director Manufacturing for TiGenix (Belgium) where he was part of the team obtaining first approval of an ATMP in Europe, and headed construction of a state-of-the –art commercial cell therapy facility. Before, he also held various positions in the quality and supply chain organization of Janssen Pharmaceutica (Belgium) and conducted research on microbial genetics at the University of Leuven. Dieter holds an MSc in chemical engineering from the University of Leuven, Belgium.

**Frédéric Lehmann (representative of ImXense SPRL),** has served as the Vice President Clinical Development & Medical Affairs since July 2016 and prior to that he has served as the Vice President Immuno-Oncology since September 2015. Frédéric is a physician by training, specialized in hematology and oncology. Frédéric has extensive experience in oncology drug development spanning early to late phase, including clinical trial design, translational research, regulatory interactions, and clinical risk management. He started his academic career at the Ludwig Institute for Cancer Research in Brussels, followed by a position at the Institute Jules Bordet. He then moved to the European Organization for Research and Treatment of Cancer (EORTC) as Medical Advisor. Dr. Lehmann began his corporate career at GlaxoSmithKline, where he led the early worldwide clinical development program for the Company's cancer vaccines and went on to lead the research and development incubator for cancer immunotherapeutics.

**David Gilham,** has served as Vice President Research and Development since September 2016. Prior to joining the company, David was a Reader and Group Leader within the Manchester Cancer Research Centre at the University of Manchester, UK leading a research group of 15 scientists in the area of cellular immunotherapy. David obtained his Ph.D from the University of Dundee in 1998 in Molecular Pharmacology under the supervision of Professor Roland Wolf, OBE. After a short post-doctoral position at the University of Bristol, David moved to the University of Manchester with Professor Robert Hawkins to establish translational research activity in the field of engineered cellular therapy. The group has carried out several clinical trials of CAR T cells of which David has been Lead scientific advisor and led several European framework programs bringing together researchers from all over Europe (ATTACK and ATTRACT programs). In 2010, along with Professor Hawkins and other colleagues, David co-founded Cellular Therapeutics, a cell production company based in Manchester. He has published more than 60 peer reviewed articles and further book chapters and reviews. He has also sat on many review boards and charity grant committees and consulted for several biotechs and pharma concerning immune cell therapies.

## *2.4 Conflict of Interest of directors and members of the executive team and transactions with affiliated companies*

### 2.4.1. General

Each director and member of the Executive Management Team is encouraged to arrange his or her personal and business affairs so as to avoid direct and indirect conflicts of interest with the Company. The Company's corporate governance charter contains specific procedures to deal with potential conflicts.

### 2.4.2. Conflicts of interest of directors

Article 523 of the Belgian Company Code provides for a special procedure within the Board of Directors in the event of a possible personal financial conflict of interest of one or more directors with one or more decisions or transactions to be adopted by the Board of Directors. In the event of a conflict of interest, the director concerned must inform his or her fellow directors of his or her conflict of interest before the Board of Directors deliberates and takes a decision in the matter concerned. Furthermore, the conflicted director may not participate in the deliberation and voting by the Board of Directors on the matter that gives rise to the potential conflict of interest. The minutes of the meeting of the Board of Directors must contain the relevant statements made by the conflicted director, as well as a description by the Board of Directors of the conflicting interests and the nature of the relevant decision or transaction to be adopted. The minutes must also contain a justification by the Board of Directors for the decision or transaction adopted, and a description of the financial consequences thereof for the company. The relevant minutes must be included in the (statutory) annual report of the Board of Directors.

The conflicted director must notify the Statutory Auditor of the conflict. The Statutory Auditor must describe in its statutory annual audit report the financial consequences of the decision or transaction that gave rise to the potential conflict.

This procedure does not apply to decisions or transactions in the ordinary course of business at customary market conditions.

### 2.4.3. Existing conflicts of interest of members of the Board of Directors and of the Executive Management Team

Currently, as far as the Company is aware, none of the directors nor the members of the Executive Management Team have a conflict of interest within the meaning of Article 523 of the Belgian Company Code that has not been disclosed to the Board of Directors. Other than potential conflicts arising in respect of compensation-related matters, the Company does not foresee any other potential conflicts of interest in the near future.

In 2016, certain members of the Board declared a conflict of interest. The following declarations were made in that respect:

*Extract from the minute of the Board of Directors of 20 May 2016 related to the acquisition of the company Biological Manufacturing Services :*

***Agenda***

*Deliberation and approval of the draft share purchase agreement (the **SPA**) between the Company and the shareholders of Biological Manufacturing Services SA, a limited liability company ("société anonyme") incorporated under the laws of Belgium, with registered office at Axisparc, Rue Edouard Belin 12, 1435 Mont-Saint-Guibert, Belgium, and registered with the Crossroads Bank for Enterprises ("Banque-Carrefour des Entreprises") under number 0885.826.566 (LER Walloon Brabant) (**BMS**), who are listed in Schedule 1 to the SPA (the **BMS Shareholders**), pursuant to which the Company will acquire the entire share capital in BMS from the BMS Shareholders.*

***INTRODUCTION BY THE CHAIRMAN***

*The Chairman referred to the board of directors held on 18 March 2016, during which he explained that BMS had been set up in 2009 in order to lease the property required for the GMP labs, to fit them out and to sublease them to the Company. A significant number of the Company's shareholders and the Company's directors are also shareholders in BMS. The Company has now the opportunity to purchase all of the shares in BMS.*

*During the board of directors held on 18 March 2016, the board of directors decided, on a voluntary basis, to appoint a committee of three independent directors consisting of the following three independent directors:*

- *Chris Buyse;*
- *Rudy Dekeyser; and*
- *Hanspeter Spek.*

***CONFLICT OF INTERESTS PROCEDURE***

***Declaration by the Conflicted Directors***

*The following directors, in their capacity as directors of the Company, declared that they have a potential conflict of interests in the sense of Article 523 of the Belgian Company Code (the **BCC**) in relation with the approval of the SPA:*

- *Serge Goblet;*
- *Tolefi SA, represented by its permanent representative Serge Goblet;*
- *Michel Lussier; and*
- *LSS Consulting SPRL, represented by its permanent representative Christian Homsy*

*(each a **Conflicted Director** and together the **Conflicted Directors**).*

*This potential conflict of interests consists of the fact that under the SPA, the Company will pay a purchase price to each of the Conflicted Directors in their capacity as BMS Shareholders, in exchange for the shares each of them holds in BMS. Under the SPA, the Conflicted Directors will therefore act directly as counterparties of the Company.*

*Nature and description of the decision to be taken*

*The directors are invited to approve the SPA between the Company and the BMS Shareholders pursuant to which the Company will acquire the entire share capital in BMS from the BMS Shareholders.*

***Actions to be taken***

- *In accordance with Article 523 of the BCC, the statutory auditor of the Company will be informed of the abovementioned potential conflict of interests;*
- *the board of directors will include these minutes in its annual report relating to the annual accounts of the Company as per 31 December 2016; and*
- *the Conflicted Directors will neither participate in the deliberation nor vote on the items included in the agenda of the present meeting of the board of directors.*

***RELATED PARTY TRANSACTIONS PROCEDURE***

***Declaration by the Chairman***

*The procedure provided by Article 524 of the BCC applies to any decision or any transaction in execution of a decision of a listed company, which concerns (i) relations between the listed company and an affiliated company (except subsidiaries of the listed company) or (ii) relations between a subsidiary of the listed company and a company affiliated to the subsidiary (but not a subsidiary of the subsidiary).*

*In this case, in the framework of the transaction contemplated under the SPA (the **Transaction**), Article 524 of the BCC does not apply, since the Company has no controlling shareholder and neither BMS nor any of its shareholders are therefore an affiliate of the Company. However, considering the fact that the largest shareholder of the Company, TOLEFI SA, is also the largest*

*shareholder of BMS, the board of directors decided, on a voluntary basis, to apply a similar procedure as the procedure set out in Article 524 of BCC, to the exception of obtaining a special report from our statutory auditor.*

***Committee of independent directors***

*Composition*

*The Board hence appointed, during its meeting held on 18 March 2016, a committee consisting of the following three independent directors:*

- *Chris Buyse;*
- *Rudy Dekeyser; and*
- *Hanspeter Spek,*

*to assess the proposed Transaction and to report to the Board.*

*Opinion*

*The committee, after consultation with an independent expert, has submitted a positive written opinion to the Board, which is attached to these minutes as Schedule 2.*

***RESOLUTIONS***

*After deliberation, the Board directors (minus the Conflicted Directors) unanimously adopted the following resolutions:*

- *Acknowledgment that the procedure set out in Articles 523 of the BCC have been complied with.*
- *Acknowledgement of the opinion of the committee of independent directors on the Transaction.*
- *Acknowledgement of the financial consequences of the SPA for the Company and acknowledgement that the approval of the SPA is justified and in the interest of the Company, for the following reasons:*

*Under the SPA, the Company will pay a purchase price (the **Purchase Price**) to each of the Conflicted Directors in their capacity as BMS Shareholders, in exchange for the shares each of them holds in BMS.*

*The Purchase Price is based on the financial statements of the Company as per 30 April 2016. The following balance sheets captions are used to determine the Purchase Price: the available cash position of EUR 577,314.95 (the **Available Cash**), account receivables and accrued expenses of EUR 89,510.27 (the **Receivables**), and account payables and other debts (excluding financial debts) of EUR 44,677.17 (the **Debts**).*

*If after the date on which the sale and purchase of the entire share capital in BMS is completed (the **Completion Date**), it appears the available cash position on the Completion Date differed from the Available Cash and Receivables by more than EUR 50,000, the Purchase Price will be adjusted accordingly.*

*If after the Completion Date, it appears the debts position on the Completion Date differed from the Debts by more than EUR 25,000, the Purchase Price will be adjusted accordingly.*

*The difference between the Purchase Price and the Purchase Price adjusted in accordance with the above provisions, if any, will be paid by the BMS Shareholders to the Company or by the Company to the BMS Shareholders, as the case may be, within ten (10) Business Days of the Completion Date.*

*The terms and conditions under and subject to which the SPA is being entered into are reasonably in line with current market practice for such sales and purchases of shares. Furthermore, the Purchase Price will be adjusted in accordance with the actual cash and debt positions on the Completion Date. Therefore, the financial consequences for the Company in relation to the conclusion of the SPA are limited.*

***Approval of the SPA and of the Transaction.***

*A special power-of-attorney is granted to each director (except the Conflicted Directors), each acting individually and with the power of subdelegation, in order to:*

- *execute the SPA in the name and on behalf of the Company as well as any other document related thereto; and*
- *in general, do all that is necessary or useful for the implementation of these resolutions.*

***Closing***

*All points on the agenda having been addressed, the Chairman closed the meeting at 4:15 pm*

### 2.4.4. Related Party Transactions

**Service Agreement with Biological Manufacturing Services SA**

In April 2011, the Company entered into an agreement for the provision of services for production of cardiac cells with Biological Manufacturing Services SA, or BMS, a service provider in the biotechnology sector that operates clean rooms on its site located at Rue Edouard Belin 12, 1435 Mont-Saint-Guibert, Belgium. Under this agreement, BMS provides the Company with support, services and provision of assets for the production our products, including making clean rooms available to the Company for its exclusive use. TOLEFI SA, of which Serge Goblet is the managing director, owns 50% of BMS. Patrick Jeanmart, the company's Chief Financial Officer, also holds the position of CFO at BMS.

This service agreement was terminated on 30 April 2016. The total annual services fee paid by us to BMS was €299,000 in 2015 and €98,984 in 2016.

### 2.4.5. Transactions with affiliates

Article 524 of the Belgian Company Code provides for a special procedure that applies to intra-group or related party transactions with affiliates. The procedure will apply to decisions or transactions between the Company and affiliates of the Company that are not a subsidiary of the Company. It will also apply to decisions or transactions between any of the Company's subsidiaries and such subsidiaries' affiliates that are not a subsidiary of the Company.

Prior to any such decision or transaction, the Board of Directors of the Company must appoint a special committee consisting of three independent directors, assisted by one or more independent experts. This committee must assess the business advantages and disadvantages of the decision or transaction for the Company. It must quantify the financial consequences thereof and must determine whether or not the decision or transaction causes a disadvantage to the Company that is manifestly illegitimate in view of the Company's policy. If the committee determines that the decision or transaction is not manifestly illegitimate, but is of the opinion that it will prejudice the Company, it must clarify which advantages are taken into account in the decision or transaction to compensate the disadvantages. All these elements must be set out in the committee's advice. The Board of Directors must then take a decision, taking into account the opinion of the committee. Any deviation from the committee's advice must be explained. Directors who have a conflict of interest are not entitled to participate in the deliberation and vote. The committee's advice and the decision of the Board of Directors must be communicated to the Company's Statutory Auditor, who must render a separate opinion. The conclusion of the committee, an excerpt from the minutes of the Board of Directors and the opinion by the Statutory Auditor must be included in the (statutory) annual report of the Board of Directors.

The procedure does not apply to decisions or transactions in the ordinary course of business at customary market conditions, and transactions or decisions with a value of less than 1% of the consolidated net assets of the Company.

### 2.4.6. Market abuse regulations

On 17 June 2013, the Board of the Company defined specific rules to prevent the illegal use of inside information by board members, shareholders, managers and employees or the appearance of such use ("the Market Abuse Policy"). The Market Abuse Policy has been amended by (i) resolution of the Board of Directors on 12 June 2015 and (ii) by resolution of the Board of Directors on 8 December 2016.

These prohibitive provisions and the monitoring of compliance with them are primarily intended to protect the market. To ensure that the law is respected and to uphold the reputation of the Company, it is therefore necessary to take a number of preventive measures in the form of a code of conduct.

The Rules apply to all Insiders. An Insider can be given access to inside information within the scope of the normal performance of his or her duties. The insider has the strict obligation to treat this information confidentially and is not allowed to trade financial instruments of the Company to which this inside information relates.

In accordance with art 25bis §1 of the law of 2 August 2002, the Company has established a list of persons in the Company who, based on an employment or service agreement, have contracted with the Company and have during the course of their duties access to inside information directly or indirectly. This list is updated regularly and remains at the disposal of the FSMA for a period of 5 years.

## *2.5 Corporate Governance Charter*

The Company's Board of Directors intends to comply with the CGC, but believes that the following deviations from its provisions are justified in view of the Company's particular situation:

Schedule C, Section F, subsection 7 of the CGC: the non-executive directors receive fixed remuneration in consideration of their membership of the Board of Directors and their attendance at committee meetings of which they are members. In principle, they will not receive any performance related remuneration, nor will any options or warrants be granted to them in their capacity as a director. However, since July 2013, on the advice of the Nomination and Remuneration Committee, the Company has granted 55,000 warrants to non-executive directors, as in the board of directors' reasonable opinion, granting warrants provides additional possibilities to attract or retain competent non-executive directors and to offer them an attractive additional remuneration without the consequence that this additional remuneration weighs on our financial results. Furthermore, the grant of warrants is a commonly used method in the sector in which we operate. Without this possibility, the Company would be subject to a considerable disadvantage compared to competitors who do offer warrants to their non-executive directors. The board of directors is of the opinion that the grant of options or warrants has no negative impact on the functioning of the non-executive directors.

In accordance with the CGC, the Board of Directors of the Company will review its corporate governance charter from time to time and make such changes as it deems necessary and appropriate. The charter, together with the Company's articles of association, is available on the Company's website (www.celyad.com) and could be obtained free of charge at the registered office of the Company. The CGC has been updated by resolution of the Board of Directors on 8 December 2016.

## *2.6 Remuneration report*

### 2.6.1. Remuneration policy

The remuneration of the members of the Executive Management Team is determined by the Board of Directors based on recommendations made by the Nomination and Remuneration Committee, further to a recommendation made by the CEO to the Nomination and Remuneration Committee (except where his own remuneration is concerned).

The remuneration of the members of the Executive Management Team is designed to hire, retain and motivate high quality executive managers. The remuneration of the members of the Executive Management Team currently consists of the following elements:

each member of the Executive Management Team is entitled to a basic fixed compensation designed to fit responsibilities, relevant experience and competences, in line with market rates for equivalent positions;
the Company pays each member of the Executive Management Team a variable compensation, dependent on specified individual, team and/or Company objectives which, in accordance with Article 520bis of the Belgian Company Code, are pre-determined in an explicit decision by the Board of Directors. Such variable compensation is based on the Company's performance and the individual performance of the Manager. The performance criteria are set and approved by the Board at the beginning of each calendar year.
each member of the Executive Management Team currently participates in, and/or in the future may be offered the possibility to participate in, a stock based incentive scheme, in accordance with the recommendations set by the Nomination and Remuneration Committee, after the recommendation by the CEO to such committee (except in respect of his own remuneration) and after (in respect of future stock based incentive schemes) prior shareholder approval of the scheme itself by way of a resolution at the annual shareholders' meeting;
each member of the Executive Management Team is entitled to a number of fringe benefits (to the exception, however, of those managers engaged on the basis of service agreements), which may include participating in a defined contribution pension or retirement scheme, disability insurance and life insurance, a company car, and/or a lump-sum expense allowance according to general Company policy.

In accordance with Schedule C, Section F, subsection 7 of the CGC, any contractual arrangement entered into on or after 1 July 2009 regarding the remuneration of the CEO, any other member of the Executive Management Team, should specify that the amount of severance pay awarded in the event of early termination does not exceed 12 months' base and variable remuneration. Any such agreement (entered into on or after 1 July 2009) should also specify that the severance package does not take into account the variable remuneration and be limited to 12 months' base remuneration in the event that the departing CEO or any other member of the Executive Management Team did not meet the performance criteria referred to in the agreement.

The Nomination and Remuneration Committee recommends the level of remuneration for non-executive directors, subject to approval by the Board of Directors and, subsequently, by the Shareholders Meeting.

The Nomination and Remuneration Committee benchmarks directors' compensation against peer companies to ensure that it is competitive. Remuneration is linked to the time committed to the Board of Directors and its various committees.

On the advice of the Nomination and Remuneration Committee, the Board of Directors may propose to the Shareholders Meeting to grant options or warrants in order to attract or retain non-executive directors with the most relevant skills, knowledge and expertise. Insofar as this grant of options or warrants comprises variable remuneration under Article 554 of the Belgian Company Code, this remuneration shall be submitted for approval to the next annual general shareholders meeting.

Without prejudice to the powers granted by law to the Shareholders Meeting, the Board of Directors sets and, from time to time, revises the rules and the level of compensation for directors carrying out a special mandate or sitting on one of the committees and the rules for the reimbursement of directors' business-related out-of-pocket expenses. The remuneration of directors will be disclosed to the Company's shareholders in accordance with applicable laws and regulations.

The directors' mandate may be terminated "ad nutum" (at any time) without any form of compensation.

Additionally, any agreement, entered into or extended as from 3 May 2010, between the Company and a non-executive director, which would provide for a variable remuneration, is subject to the same approval requirements as the ones applicable to the granting to Leading Persons of a severance package exceeding 12 or, as the case may be, 18 months.

The Company does not envisage to amend the principles driving its remuneration policy in the near future and in particular in the coming two financial years.

### 2.6.2. Director's remuneration

The non-executive directors receive fixed remuneration in consideration for their membership of the Board of Directors and their attendance at the committee meetings of which they are members.

On 5 November 2015, the Extraordinary Shareholders Meeting approved a remuneration and compensation scheme for the chairman, the independent directors and non-executive directors. This scheme is applicable as from November 2015. The remuneration package is made up of a fixed annual fee of €40,000 for the chairman and €30,000 for the other independent directors. The fee is supplemented with a fixed annual fee of €10,000 for membership of each committee of the Board of Directors, to be increased by €5,000 in case the relevant director chairs the Nomination and Remuneration Committee or the Audit Committee.

On 9 May 2016, the Extraordinary Shareholders meeting approved a new remuneration and compensation scheme for the non-executive directors. The remuneration package is made up of fixed annual fee of €10,000 for non-executive directors, supplemented by a fxed annual fee of €10,000 for the Chairman. The annual fee is supplemented by a €5,000 fee for any non-executive directors covering the participation to the four ordinary board of directors' meetings. Any participation to an extraordinary board of directors' meetings gives right to a supplemental fee of €5,000 EUR. This remuneration package is also supplemented with a fixed annual fee of €15,000 for membership of each committee of the Board of Directors, to be increased by €5,000 in case the relevant director chairs the Nomination and Remuneration Committee or the Audit Committee. Finally, an extraordinary fee of €3,000 is granted to non-executive directors in case of appointment of such directors, on request of the CEO and with prior approval of the Board of directors, for specific missions requiring the presence of the concerned director. This scheme is applicable directly after the General Meeting of Shareholders of 9 May 2016. The remuneration granted to directors during year 2016 is the consequence of both applications of (i) remuneration and compensation scheme adopted in November 2015 and (ii) the new plan adopted in May 2016. Apart from the above remuneration for non-executive directors, all directors are entitled to company warrants and a reimbursement of out-of-pocket expenses actually incurred as a result of participation in meetings of the Board of Directors.

As of 31 December 2016, there are no loans outstanding from the Company to any member of the Board of Directors.

There are no employment or service agreements that provide for notice periods or indemnities between the Company and members of the Board of Directors who are not a member of the Executive Management Team.

On an individual basis, the following amounts have been paid over the course of 2016:

| Name | Fees earned (€) |
|---|---|
| **Michel Lussier** | 78,750 |
| **Debasish Roychowdhury** | 41,250 |
| **Rudy Dekeyser** | 68,750 |
| **Chris Buyse** | 73,750 |
| **Hanspeter Spek** | 55,000 |
| **Serge Goblet** | 37,500 |
| **Total** | 355,000 |

### 2.6.3. Remuneration of the CEO

In accordance with Article 96, §3 of the Belgian Company Code, this remuneration report includes the amount of the remuneration of, and any other benefits granted to, the Company's CEO, on a broken-down basis. In the financial year 2016 Celyad paid 562k€ of remuneration in respect of the CEO, Mr Christian Homsy. This includes:

- a fixed remuneration of €426k;
- a variable component of €136k.

The CEO participates in different warrant plans set in place by the Company and approved by its shareholders:

- under Warrant plan of May 2010: 200 warrants at an exercise price of €22.44 per share vested over a period of 3 years;
- under Warrant plan of January 2013: 80,000 warrants at an exercise price of €4.52 per share vested over a period of 1 years. These warrants were exercised in 2014;

- under Warrant plan of May 2013: 112,000 warrants at an exercise price of €2.64 per share vested over a period of 3 years.
- Under Warrant plan of November 2015: 40,000 warrants at an exercise price of €34.65 per share vested over a period of 3 years

The CEO was not granted warrants in 2016, neither exercised Company warrants in 2016.

### 2.6.4. Remuneration of the Executive Management Team

In addition to the CEO, the composition of the Executive Management Team as of 31 December 2016 is:

- PaJe SPRL, represented by Patrick Jeanmart, CFO
- Georges Rawadi, Vice President Business Development & IP
- Dieter Hauwaerts, Vice President Operations
- ImXense, represented by Frédéric Lehmann, Vice President Clinical Development & Medical Affairs
- NandaDevi SPRL, represented by Philippe Dechamps, Chief Legal Officer
- David Gilham, Vice President Research & Development
- KNCL SPRL, representend by Jean-Pierre Latere, Chief Operating Officer.

The CFO, the Chief Legal Officer, the Chief Operating Officer, the Vice President Clinical Development & Medical Affairs are engaged on the basis of a service agreement, all of which can be terminated at any time, subject to certain pre-agreed notice periods, which may, at the discretion of the Company, be replaced by a corresponding compensatory payment. The Vice President Business Development and IP, the Vice President Research & Development and the Vice President Operations are engaged on the basis of employment agreements.

The total fees paid or due to the members of the Executive Management Team (excluding the CEO) was €2.4 million in 2016 (full company costs but excluding VAT and stock based compensation) as further detailed in sections of the notes to the financial statements.

This includes:

- a fixed remuneration of €2,007k;
- a variable component of €358k.

Out of the fixed compensation, the amounts paid by the Group on behalf of the members of the EMT for a group insurance and other advantages in kind amounted to €137k.

Over the course of 2016, EMT accepted 180,000 warrants offered from the November 2015 warrant plan. Out of the 170,000 warrants, 40,000 lapsed with the departure of the manager. In December 2016, 20,000 warrants were offered to members of the EMT and accepted in February 2017.

As of 31 December 2016, the EMT holds 310,725 warrants. The exercise prices vary from 2.64€ to 39.22€. Vesting schemes are over 1 and 3 years.

## *2.7 Description of the principal risks associated to the activities of the Group*

### 2.7.1. Risk Management

Risk management is embedded in our strategy and is of crucial importance for achieving the objectives set by the Board of Directors. The Board is responsible for the assessing the risks associated with the activities of the company and for the evaluation of the internal audit systems. The Board relies partially on the Executive Management Team (EMT) to perform this assessment.

The internal audit systems play a central role in managing the risks and the activities of the Company. To safeguard the proper implementation and execution of the strategies defined by the Board, the Company set-up internal risk management and control systems. The internal audit system is based on the following pillars:

- the Company's organization and values and the legal environment surrounding the activities of the Company;
- risk analysis;
- audit activities performed by Quality Assurance and Finance departments;
- controls, supervision and corrective actions and measures.

The purpose of these systems is to manage in an effective and efficient manner the significant risks to which the Company is exposed. There are designed to ensure:

the careful monitoring of the effectiveness of our short term and long term strategy;
the Company's sustainability by a constant evaluation of the Company performance (operations and cash).

### 2.7.2. Organization and values

The Company's organization and values as well as the legal environment surrounding the activities of the Company constitute the basis of all the internal audit components. It is determined by a composition of formal and informal rules on which the functioning of the Company relies.

The organization encompasses the following elements:

- Company's value: "We Care, We Cure" is our creed, not only for our patients, but also for our employees. Passion, pro-activity, open-minded, commitment, trust and integrity are the essential traits of character of our all employees.
- Employees and consultants: All our employees and consultants are required to manage the Company means with due diligence, integrity and to act with the necessary common sense.
- Board of Directors, including the Remuneration and Nomination Committee and the Audit Committee. See section 5 for further information on the functioning of the Board and its Committees
- Independent non-executive directors: Celyad is supported by several independent directors. Their expertise and experience contribute to the Company's effective management.
- Chief Executive Officer, in charge of the day-to-day management, supported by the other member of the Executive Management Team.
- The team: so far, the Company has been able to attract and retain motivated and dedicated qualified employees.
- Internal set of procedures: The Company set up a SOP manual which regulate all regulated activities within the Company.
- External environment: The Company operates in a highly regulated environment (GMP, GCP, etc). Compliance with all these external rules and guidelines is of critical importance to the Company.

The evaluation of the Company's organization, values and compliance with legal environment is made regularly for the supervising bodies.

### 2.7.3. Risks analysis

The Board of Directors decides on the Company's strategy, risk appetite and its main policy lines. It is the task of the Board of Directors to strive for long-term success by procuring proper risk assessment and management. The Executive Management Team is responsible for the development of systems that identify, evaluate and monitor risks.

Celyad divides its objectives into four categories:

- strategic;
- operational;
- financing;
- compliance with the rules and legislations and internal instructions.

Once the objectives are set by the Board, these are transferred to all departments, services and staff member within the Company. Regular assessments within the different services and department are made along the year to ensure that these objectives are followed. At year end, the EMT perform an overall performance appraisal and initiate a performance review amongst the different departments and services of the Company.

Risk identification consists of examining the factors that could influence the objectives put forward in each category. Internal or external factors may influence the realization of these objectives.

- internal factors: they are closely related to the internal organization and could have several causes (change in the group structure, staff, ERP system);
- external factors: they can be the result of changes in the economic climate, regulations or competition.

Besides the common risks associated to all industrial companies, the EMT has identified the following specific risk factors which are described here after.

### 2.7.4. Risks related to our financial position and need for additional capital

**Celyad has incurred net losses in each period since our inception and anticipate that we will continue to incur net losses in the future.**

The Company is not profitable and has incurred losses in each period since its inception. For the years ended 31 December 2016 and 2015, the Company incurred a loss for the year of €23.6 million and €29.1 million, respectively. As of 31 December 2016, the Company had a retained loss of €124.0 million. The Company expects these losses to increase as it continues to incur significant research and development and other expenses related to its ongoing operations, continues to advance its drug product candidates through pre-clinical studies and clinical trials, seek regulatory approvals for its drug product candidates, scale-up manufacturing capabilities and hire additional personnel to support the development of its drug product candidates and to enhance our operational, financial and information management systems.

Even if the Company succeeds in commercializing one or more of its drug product candidates, it will continue to incur losses for the foreseeable future relating to its substantial research and development expenditures to develop its technologies. The Company anticipates that its expenses will increase substantially if and as the Company:

- continues its research, pre-clinical and clinical development of its drug product candidates;
- expands the scope of therapeutic indications of its current clinical studies for its drug product candidates;
- initiates additional pre-clinical studies or additional clinical trials of existing drug product candidates or new drug product candidates;
- further develops the manufacturing process for its drug product candidates;
- changes or adds additional manufacturers or suppliers;

- seeks regulatory and marketing approvals for its drug product candidates that successfully complete clinical studies;
- establishes a sales, marketing and distribution infrastructure to commercialize any products for which the Company may obtain marketing approval, in the European Union and the United States;
- makes milestone or other payments under any in-license agreements; and
- maintains, protects and expands its intellectual property portfolio.

The Company may encounter unforeseen expenses, difficulties, complications, delays and other unknown factors that may adversely affect our business. The size of its future net losses will depend, in part, on the rate of future growth of its expenses and its ability to generate revenue.

Its prior losses and expected future losses have had and will continue to have an adverse effect on its stockholders' equity and working capital. Further, the net losses the Company incurs may fluctuate significantly from quarter to quarter and year to year, such that a period to period comparison of its results of operations may not be a good indication of its future performance.

**The Company may need substantial additional funding, which may not be available on acceptable terms when needed, if at all.**

The Company's operations have required substantial amounts of cash since inception. The Company expects to continue to spend substantial amounts to continue the clinical development of its drug product candidates, including its ongoing and planned clinical trials for C-Cure, NKR-T and any future drug product candidates. If approved, the Company will require significant additional amounts in order to launch and commercialize our drug product candidates.

As of 31 December 2016, the Company had €48.4 million in cash and €34.2 million in short term investments. The Company believes that such proceeds will be sufficient to fund its operations for at least the next 24 months. However, changing circumstances may cause it to increase its spending significantly faster than it currently anticipates, and the Company may need to spend more money than currently expected because of circumstances beyond its control. The Company may require additional capital for the further development and commercialization of its drug product candidates and may need to raise additional funds sooner if the Company chooses to expand more rapidly than it presently anticipates.

The Company's ability to raise additional funds will depend on financial, economic and market conditions and other factors, over which it may have no or limited control, and the Company cannot guarantee that additional funds will be available to it when necessary on commercially acceptable terms, if at all. If the necessary funds are not available, the Company may need to seek funds through collaborations and licensing arrangements, which may require it to reduce or relinquish significant rights to its research programmes and product candidates, to grant licences on its technologies to partners or third parties or enter into new collaboration agreements, the terms could be less favourable to the Company than those it might have obtained in a different context. If adequate funds are not available on commercially acceptable terms when needed, the Company may be forced to delay, reduce or terminate the development or commercialisation of all or part of its research programmes or product candidates or it may be unable to take advantage of future business opportunities.

**Raising additional capital may cause dilution to our existing shareholders, restrict our operations or require us to relinquish rights to our drug product candidates or technologies.**

The Company may seek additional funding through a combination of equity offerings, debt financings, collaborations and/or licensing arrangements. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the shareholders will be diluted, and the terms may include liquidation or other preferences that adversely affect your rights as a shareholder. The incurrence of indebtedness and/or the issuance of certain equity securities could result in increased fixed payment obligations and could also result in certain additional restrictive covenants, such as limitations on our ability to incur additional debt and/or issue additional equity, limitations on our ability to acquire or license intellectual property rights and other operating restrictions that could adversely impact our ability to conduct our business. In addition, issuance of additional equity securities, or the possibility of such issuance, may cause the market price of the Shares to decline. In the event that we enter into collaborations and/or licensing arrangements in order to raise capital, we may be required to accept unfavorable terms, including relinquishing or licensing to a third party on unfavorable terms our rights to technologies or drug product candidates that we otherwise would seek to develop or commercialize ourselves or potentially reserve for future potential arrangements when we might be able to achieve more favorable terms.

### 2.7.3.2. Risk related to product development, regulatory approval and commercialization

**The Company may encounter substantial delays in its clinical trials or may fail to demonstrate safety and efficacy to the satisfaction of applicable regulatory authorities.**

Before obtaining regulatory approval or marketing authorization from regulatory authorities for the sale of our drug product candidates, if at all, we must conduct extensive clinical trials to demonstrate the safety and efficacy of the drug product candidates in humans. Clinical testing is expensive, time-consuming and uncertain as to outcome. We cannot guarantee that any clinical trials will be conducted as planned or completed on schedule, if at all. A failure of one or more clinical trials can occur at any stage of testing. Events that may prevent successful or timely completion of clinical development include:

- delays in raising, or inability to raise, sufficient capital to fund the planned clinical trials;
- delays in reaching a consensus with regulatory agencies on trial design;
- identifying, recruiting and training suitable clinical investigators;

- delays in reaching agreement on acceptable terms with prospective clinical research organizations, or CROs, and clinical trial sites;
- delays in obtaining required Investigational Review Board, or IRB, approval at each clinical trial site;
- delays in recruiting suitable patients to participate in our clinical trials;
- delays due to changing standard of care for the diseases we are studying;
- adding new clinical trial sites;
- imposition of a clinical hold by regulatory agencies, after an inspection of our clinical trial operations or trial sites;
- failure by our CROs, other third parties or us to adhere to clinical trial requirements;
- catastrophic loss of drug product candidates due to shipping delays or delays in customs in connection with delivery to foreign countries for use in clinical trials;
- failure to perform in accordance with the FDA's good clinical practices, or GCPs, or applicable regulatory guidelines in other countries;
- delays in the testing, validation, manufacturing and delivery of our drug product candidates to the clinical sites;
- delays in having patients complete participation in a trial or return for post-treatment follow-up;
- clinical trial sites or patients dropping out of a trial;
- occurrence of serious adverse events associated with the drug product candidate that are viewed to outweigh its potential benefits; or
- changes in regulatory requirements and guidance that require amending or submitting new clinical protocols.

Any inability to successfully complete pre-clinical and clinical development could result in additional costs to us or impair our ability to generate revenues from product sales, regulatory and commercialization milestones and royalties. Clinical trial delays could also shorten any periods during which we may have the exclusive right to commercialize our drug product candidates or allow our competitors to bring products to market before we do, which could impair our ability to successfully commercialize our drug product candidates and may harm our business and results of operations.

If the results of our clinical trials are inconclusive or if there are safety concerns or adverse events associated with our drug product candidates, we may:

- be delayed in obtaining marketing approval for our drug product candidates, if at all;
- obtain approval for indications or patient populations that are not as broad as intended or desired;
- obtain approval with labeling that includes significant use or distribution restrictions or safety warnings;
- be subject to changes in the way the product is administered;
- be required to perform additional clinical trials to support approval or be subject to additional post-marketing testing requirements;
- have regulatory authorities withdraw their approval of the product or impose restrictions on its distribution in the form of a risk evaluation and mitigations strategy, or REMS, plan;
- be subject to the addition of labeling statements, such as warnings or contraindications;
- be sued; or
- experience damage to our reputation.

Our drug product candidates could potentially cause other adverse events that have not yet been predicted. As described above, any of these events could prevent us from achieving or maintaining market acceptance of our drug product candidates and impair our ability to commercialize our products if they are ultimately approved by applicable regulatory authorities.

**The Company's drug product candidates may cause undesirable side effects or have other properties that could halt their clinical development, prevent their regulatory approval, limit their commercial potential, or result in significant negative consequences.**

As with most biological drug products, use of our drug product candidates could be associated with side effects or adverse events which can vary in severity from minor reactions to death and in frequency from infrequent to prevalent. Undesirable side effects or unacceptable toxicities caused by our drug product candidates could cause us or regulatory authorities to interrupt, delay, or halt clinical trials. The FDA, EMA, or comparable foreign regulatory authorities could delay or deny approval of our drug product candidates for any or all targeted indications and negative side effects could result in a more restrictive label for any product that is approved. Side effects such as toxicity or other safety issues associated with the use of our drug product candidates could also require us or our collaborators to perform additional studies or halt development or sale of these drug product candidates.

Treatment-related side effects could also affect patient recruitment or the ability of enrolled subjects to complete the trial, or could result in potential product liability claims. In addition, these side effects may not be appropriately or timely recognized or managed by the treating medical staff. Any of these occurrences may materially and adversely harm our business, financial condition and prospects.

Additionally, if one or more of our drug product candidates receives marketing approval, and we or others later identify undesirable side effects caused by such products, including during any long-term follow-up observation period recommended or required for patients who receive treatment using our products, a number of potentially significant negative consequences could result, including:

- regulatory authorities may withdraw approvals of such product;

- regulatory authorities may require additional warnings on the label;
- we may be required to create a REMS plan which could include a medication guide outlining the risks of such side effects for distribution to patients, a communication plan for healthcare providers, and/or other elements to assure safe use;
- we could be sued and held liable for harm caused to patients; and
- our reputation may suffer.

Any of the foregoing could prevent us from achieving or maintaining market acceptance of the particular drug product candidate, if approved, and could significantly harm our business, results of operations, and prospects.

**If we encounter difficulties enrolling patients in our clinical trials, our clinical development activities could be delayed or otherwise adversely affected.**

The timely completion of clinical trials in accordance with their protocols depends, among other things, on our ability to enroll a sufficient number of patients who remain in the trial until its conclusion. We may experience difficulties in patient enrollment in our clinical trials for a variety of reasons, including:

- the size and nature of the patient population;
- the patient eligibility criteria defined in the protocol;
- the size of the study population required for analysis of the trial's primary endpoints;
- the proximity of patients to trial sites;
- the design of the trial;
- our ability to recruit clinical trial investigators with the appropriate competencies and experience;
- competing clinical trials for similar therapies;
- clinicians' and patients' perceptions as to the potential advantages and side effects of the drug product candidate being studied in relation to other available therapies, including any new drugs or treatments that may be approved for the indications we are investigating;
- our ability to obtain and maintain patient consents; and
- the risk that patients enrolled in clinical trials will not complete a clinical trial.

In addition, our clinical trials will compete with other clinical trials for drug product candidates that are in the same therapeutic areas as our drug product candidates, and this competition will reduce the number and types of patients available to us, because some patients who might have opted to enroll in our trials may instead opt to enroll in a trial being conducted by one of our competitors. Because the number of qualified clinical investigators is limited, we expect to conduct some of our clinical trials at the same clinical trial sites that some of our competitors use, which will reduce the number of patients who are available for our clinical trials at such clinical trial sites. Moreover, because our drug product candidates represent a departure from more commonly used methods for ischemic HF and cancer treatment, potential patients and their doctors may be inclined to use conventional therapies, rather than enroll patients in our clinical trials.

Even if we are able to enroll a sufficient number of patients in our clinical trials, delays in patient enrollment may result in increased costs or may affect the timing or outcome of our clinical trials, which could prevent completion of these trials and adversely affect our ability to advance the development of our drug product candidates.

**Clinical development is a lengthy and expensive process with an uncertain outcome, and results of earlier studies and trials as well as data from any interim analysis of ongoing clinical trials may not be predictive of future trial results. Clinical failure can occur at any stage of clinical development.**

Clinical testing is expensive and can take many years to complete, and its outcome is inherently uncertain. Failure can occur at any time during the clinical trial process. Although drug product candidates may demonstrate promising results in early clinical (human) trials and pre-clinical (animal) studies, they may not prove to be effective in subsequent clinical trials. For example, testing on animals may occur under different conditions than testing in humans and therefore the results of animal studies may not accurately predict human experience. Likewise, early clinical trials may not be predictive of eventual safety or effectiveness results in larger-scale pivotal clinical trials. The results of pre-clinical studies and previous clinical trials as well as data from any interim analysis of ongoing clinical trials of our drug product candidates, as well as studies and trials of other products with similar mechanisms of action to our drug product candidates, may not be predictive of the results of ongoing or future clinical trials. Drug product candidates in later stages of clinical trials may fail to show the desired safety and efficacy traits despite having progressed through pre-clinical studies and earlier clinical trials. In addition to the safety and efficacy traits of any drug product candidate, clinical trial failures may result from a multitude of factors including flaws in trial design, dose selection, placebo effect and patient enrollment criteria. Based upon negative or inconclusive results, we or our collaborators may decide, or regulators may require us, to conduct additional clinical trials or pre-clinical studies. In addition, data obtained from trials and studies are susceptible to varying interpretations, and regulators may not interpret our data as favorably as we do, which may delay, limit or prevent regulatory approval.

**The regulatory approval processes of the FDA, EMA and other comparable regulatory authorities is lengthy, time-consuming, and inherently unpredictable, and we may experience significant delays in the clinical development and regulatory approval, if any, of our drug product candidates.**

The research, testing, manufacturing, labeling, approval, selling, import, export, marketing, and distribution of drug products, including biologics, are subject to extensive regulation by the FDA, EMA and other comparable regulatory authorities. We are not permitted to market any biological drug product in the United States until we receive a Biologics License Application, or BLA, from the FDA or a marketing authorization application, or MAA, from the EMA. We have not

previously submitted a BLA to the FDA, MAA to the EMA, or similar approval filings to comparable foreign authorities. A BLA must include extensive pre-clinical and clinical data and supporting information to establish that the drug product candidate is safe, pure, and potent for each desired indication. The BLA must also include significant information regarding the chemistry, manufacturing, and controls for the product, and the manufacturing facilities must complete a successful pre-license inspection. We expect the nature of our drug product candidates to create further challenges in obtaining regulatory approval. For example, the FDA and EMA have limited experience with commercial development of genetically modified T-cell therapies for cancer. The FDA may also require a panel of experts, referred to as an Advisory Committee, to deliberate on the adequacy of the safety and efficacy data to support licensure. The opinion of the Advisory Committee, although not binding, may have a significant impact on our ability to obtain licensure of the drug product candidates based on the completed clinical trials. Accordingly, the regulatory approval pathway for our drug product candidates may be uncertain, complex, expensive, and lengthy, and approval may not be obtained.

**Obtaining and maintaining regulatory approval of our drug product candidates in one jurisdiction does not mean that we will be successful in obtaining regulatory approval of our drug product candidates in other jurisdictions.**

If we obtain and maintain regulatory approval of our drug product candidates in one jurisdiction, such approval does not guarantee that we will be able to obtain or maintain regulatory approval in any other jurisdiction, but a failure or delay in obtaining regulatory approval in one jurisdiction may have a negative effect on the regulatory approval process in others. For example, even if the FDA or EMA grants marketing approval of a drug product candidate, comparable regulatory authorities in foreign jurisdictions must also approve the manufacturing, marketing and promotion of the drug product candidate in those countries. Approval procedures vary among jurisdictions and can involve requirements and administrative review periods different from those in the European Union or in the United States, including additional pre-clinical studies or clinical trials as clinical trials conducted in one jurisdiction may not be accepted by regulatory authorities in other jurisdictions. In many jurisdictions, a drug product candidate must be approved for reimbursement before it can be approved for sale in that jurisdiction. In some cases, the price that we intend to charge for our products is also subject to approval.

Obtaining foreign regulatory approvals and compliance with foreign regulatory requirements could result in significant delays, difficulties and costs for us and could delay or prevent the introduction of our products in certain countries. If we fail to comply with the regulatory requirements in international markets and/or to receive applicable marketing approvals, our target market will be reduced and our ability to realize the full market potential of our drug product candidates will be harmed.

**Even if we obtain regulatory approval of our drug product candidates, the products may not gain market acceptance among physicians, patients, hospitals and others in the medical community.**

Our autologous engineered-cell therapies may not become broadly accepted by physicians, patients, hospitals, and others in the medical community. Numerous factors will influence whether our drug product candidates are accepted in the market, including:

- the clinical indications for which our drug product candidates are approved;
- physicians, hospitals, and patients considering our drug product candidates as a safe and effective treatment;
- the potential and perceived advantages of our drug product candidates over alternative treatments;
- the prevalence and severity of any side effects;
- product labeling or product insert requirements of the FDA, EMA, or other regulatory authorities;
- limitations or warnings contained in the labeling approved by the FDA or EMA;
- the timing of market introduction of our drug product candidates as well as competitive products;
- the cost of treatment in relation to alternative treatments;
- the availability of adequate coverage, reimbursement and pricing by third-party payors and government authorities;
- the willingness of patients to pay out-of-pocket in the absence of coverage by third-party payors and government authorities;
- relative convenience and ease of administration, including as compared to alternative treatments and competitive therapies; and
- the effectiveness of our sales and marketing efforts.

In addition, although we are not utilizing embryonic stem cells in our drug product candidates, adverse publicity due to the ethical and social controversies surrounding the therapeutic use of such technologies, and reported side effects from any clinical trials using these technologies or the failure of such trials to demonstrate that these therapies are safe and effective may limit market acceptance our drug product candidates due to the perceived similarity between our drug product candidates and these other therapies. If our drug product candidates are approved but fail to achieve market acceptance among physicians, patients, hospitals, or others in the medical community, we will not be able to generate significant revenue.

Even if our products achieve market acceptance, we may not be able to maintain that market acceptance over time if new products or technologies are introduced that are more favorably received than our products, are more cost effective or render our products obsolete.

**Our drug product candidates are biologics, which are complex to manufacture, and we may encounter difficulties in production, particularly with respect to process development or scaling-out of our manufacturing capabilities. If we or any of our third-party manufacturers encounter such difficulties, our ability to provide supply of our drug product candidates for clinical trials or our products for patients, if**

**approved, could be delayed or stopped, or we may be unable to maintain a commercially viable cost structure.**

Our drug product candidates are biologics and the process of manufacturing our products is complex, highly-regulated and subject to multiple risks. The manufacture of our drug product candidates involves complex processes, including harvesting cells from patients, selecting and expanding certain cell types, engineering or reprogramming the cells in a certain manner to create either cardiopoietic cells or CAR T-cells, expanding the cell population to obtain the desired dose, and ultimately infusing the cells back into a patient's body. As a result of the complexities, the cost to manufacture our drug product candidates, is higher than traditional small molecule chemical compounds, and the manufacturing process is less reliable and is more difficult to reproduce. Our manufacturing process is susceptible to product loss or failure due to logistical issues associated with the collection of blood cells, or starting material, from the patient, shipping such material to the manufacturing site, shipping the final product back to the patient, and infusing the patient with the product, manufacturing issues associated with the differences in patient starting materials, interruptions in the manufacturing process, contamination, equipment or reagent failure, improper installation or operation of equipment, vendor or operator error, inconsistency in cell growth, and variability in product characteristics. Even minor deviations from normal manufacturing processes could result in reduced production yields, product defects, and other supply disruptions. Because some of our drug product candidates are manufactured for each particular patient, we are required to maintain a chain of identity with respect to materials as they move from the patient to the manufacturing facility, through the manufacturing process, and back to the patient. Maintaining such a chain of identity is difficult and complex, and failure to do so could result in adverse patient outcomes, loss of product, or regulatory action including withdrawal of our products from the market. Further, as drug product candidates are developed through pre-clinical to late stage clinical trials towards approval and commercialization, it is common that various aspects of the development program, such as manufacturing methods, are altered along the way in an effort to optimize processes and results. Such changes carry the risk that they will not achieve these intended objectives, and any of these changes could cause our drug product candidates to perform differently and affect the results of ongoing clinical trials or other future clinical trials.

Although we are working, or will be working, to develop commercially viable processes for the manufacture of our drug product candidates, doing so is a difficult and uncertain task, and there are risks associated with scaling to the level required for later-stage clinical trials and commercialization, including, among others, cost overruns, potential problems with process scale-out, process reproducibility, stability issues, lot consistency, and timely availability of reagents or raw materials. We may ultimately be unable to reduce the cost of goods for our drug product candidates to levels that will allow for an attractive return on investment if and when those drug product candidates are commercialized.

In addition, the manufacturing process that we develop for our drug product candidates is subject to regulatory authorities' approval process, and we will need to make sure that we or our contract manufacturers, or CMOs, if any, are able to meet all regulatory authorities requirements on an ongoing basis. If we or our CMOs are unable to reliably produce drug product candidates to specifications acceptable to the regulatory authorities, we may not obtain or maintain the approvals we need to commercialize such drug product candidates. Even if we obtain regulatory approval for any of our drug product candidates, there is no assurance that either we or our CMOs will be able to manufacture the approved product to specifications acceptable to the regulatory authorities, to produce it in sufficient quantities to meet the requirements for the potential launch of the product, or to meet potential future demand. Any of these challenges could have an adverse effect on our business, financial condition, results of operations and growth prospects.

**Nearly all aspects of the Company's activities are subject to substantial regulation. No assurance can be given that any of the Company's product candidates will fulfil regulatory compliance. Failure to comply with such regulations could result in delays, suspension, refusals, fines and withdrawal of approvals.**

The international pharmaceutical and medical technology industry is highly regulated by government bodies (hereinafter the "Competent Authorities") that impose substantial requirements covering nearly all aspects of the Company's activities notably on research and development, manufacturing, pre-clinical tests, clinical trials, labelling, marketing, sales, storage, record keeping, promotion and pricing of its research programmes and product candidates. Compliance with standards laid down by local Competent Authorities is required in each country where the Company, or any of its partners or licensees, conducts said activities in whole or in part. The Competent Authorities notably include the European Medicine Agency ("EMA") in the European Union and the Food and Drug Administration ("FDA") in the United States.

There can be no assurance that product candidates of the Company will fulfil the criteria required to obtain necessary regulatory clearance to access the market. Also, at this time, the Company cannot guarantee or know the exact nature, precise timing and detailed costs of the efforts that will be necessary to complete the remainder of the development of its research programmes and products candidates.

The specific regulations and laws, as well as the time required to obtain Competent Authorities approvals, may vary from country to country, but the general regulatory procedures are similar in the European Union and the United States of America. Each Competent Authority may impose its own requirements, may discontinue an approval, may refuse to grant approval, or may require additional data before granting approval, notwithstanding that approval may have been granted by one or more other Competent Authorities. Competent Authority approval may be delayed, limited or denied for a number of reasons, most of which are beyond the Company's control. Such reasons include the production process or site not meeting the applicable requirements for the manufacture of regulated products, or the products not meeting applicable requirements for safety or efficacy during the clinical development stage or after marketing. No assurance can be given that clinical trials will be approved by Competent Authorities or that products will be approved for marketing by Competent Authorities in any pre-determined indication or intended use. Competent Authorities may disagree with the Company's interpretation of data submitted for their review. Even after obtaining approval for clinical trials or marketing, products will

be subject to ongoing regulation and evaluation of their benefit/safety or risk/performance ratio; a negative evaluation of the benefit/safety or risk/performance ratio could result in a potential use restriction and/or withdrawal of approval for one or more products. At any time Competent Authorities may require discontinuation or holding of clinical trials or require additional data prior to completing their review or may issue restricted authorisation or authorise products for clinical trials or marketing for narrower indications than requested or require further data or studies be conducted and submitted for their review. There can be no guarantee that such additional data or studies, if required, will corroborate earlier data.

**Research programmes and product candidates of the Company must undergo rigorous pre-clinical tests and clinical trials, the start, timing of completion, number and results of which are uncertain and could substantially delay or prevent the products from reaching the market.**

Pre-clinical tests and clinical trials are expensive and time-consuming and their results are uncertain. The Company, its collaborative partners or other third parties may not successfully complete the pre-clinical tests and clinical trials of the research programmes and product candidates. Failure to do so may delay or prevent the commercialisation of products. The Company cannot guarantee that its research programmes and product candidates will demonstrate sufficient safety or efficacy or performance in its pre-clinical tests and clinical trials to obtain marketing authorisation in any given territory or at all, and the results from earlier pre-clinical tests and clinical trials may not accurately predict the results of later-stage pre-clinical tests and clinical trials. At any stage of development, based on a review of available pre-clinical and clinical data, the estimated costs of continued development, market assessments and other factors, the development of any of the Company's research programmes and product candidates may be suspended or discontinued.

Clinical trials can be delayed for a variety of reasons, including, but not limited to, delays in obtaining regulatory approval to commence a trial, in reaching agreement on acceptable terms with prospective contract research organisations (CROs) and contract manufacturing organisations (CMOs) and clinical trial sites, in obtaining ethics committee approval, in recruiting suitable patients to participate in a trial, in having patients complete a trial or return for follow-up, in adding new sites or in obtaining sufficient supplies of clinical trial materials or clinical sites dropping out of a trial and in the availability to the Company of appropriate clinical trial insurances. Such delays could result in increased costs and delay or jeopardise the Company's ability to obtain regulatory approval and commence product sales as currently contemplated. Many factors affect patient enrolment, including, but not limited to, the size and nature of the patient population, the proximity of patients to clinical sites, the eligibility criteria for the trial, the design of the clinical trial, competing clinical trials, clinicians' and patients' perceptions as to the potential advantages of the product being studied in relation to other available therapies, including any new products that may be approved for the indications the Company is investigating and whether the clinical trial design involves comparison to placebo or standard of care. If the Company experiences lower than expected enrolment in the trials, the trials may not be completed as envisaged or may become more expensive to complete. The Company and its collaborative partners are, or may become subject to, numerous ongoing regulatory obligations, such as data protection, environmental, health and safety laws and restrictions on the experimental use of animals and/or human beings. The costs of compliance with applicable regulations, requirements or guidelines could be substantial, and failure to comply could result in sanctions, including fines, injunctions, civil penalties, denial of applications for marketing authorisation of its products, delays, suspension or withdrawal of approvals, licence revocation, seizures or recalls of products, operating restrictions and criminal prosecutions, any of which could significantly increase the Company's or its collaborative partners' costs or delay the development and commercialisation of its product candidates.

**The Company may face significant competition and technological change which could limit or eliminate the market opportunity for its product candidates.**

The market for pharmaceutical products is highly competitive. The Company's competitors include many established pharmaceutical, biotechnology, universities and other research or commercial institutions, many of which have substantially greater financial, research and development resources than the Company. The fields in which the Company operates are characterised by rapid technological change and innovation. There can be no assurance that competitors of the Company are not currently developing, or will not in the future develop technologies and products that are equally or more effective and/or are more economical as any current or future technology or product of the Company. Competing products may gain faster or greater market acceptance than the Company's products and medical advances or rapid technological development by competitors may result in the Company's product candidates becoming non-competitive or obsolete before the Company is able to recover its research and development and commercialisation expenses. If the Company or its product candidates do not compete effectively, it may have a material adverse effect on the Company's business.

**The future commercial success of the Company's product candidates will depend on the degree of market acceptance of its products among physicians, patients, healthcare payers and the medical community.**

The Company's product candidates are at varying stages of development and the Company may never have a product that is commercially successful. Celyad has to date no product authorised for marketing yet. Due to the inherent risk in the development of pharmaceutical and medical device products, it is probable that not all of the product candidates in Celyad' portfolio will successfully complete development and be marketed.

The Company does not expect to be able to market any of its products for a number of years. Furthermore, when available on the market physicians may not prescribe the Company's products, which would prevent the Company from generating significant revenues or becoming profitable. Market acceptance of the Company's future products by physicians, patients and healthcare payers will depend on a number of factors, many of which are beyond the Company's control, including, but not limited to:

- The wording of the product label;

- Acceptance by physicians, patients and healthcare payers of each product as safe, effective and cost-effective;
- Relative convenience, ease of use, ease of administration and other perceived advantages over alternative products;
- Prevalence and severity of adverse events;
- Limitations, precautions or warnings listed in the summary of product characteristics, patient information leaflet, package labeling or instructions for use;
- The cost of treatment with the Company's products in relation to alternative treatments;
- The extent to which products are approved for inclusion and reimbursed on formularies of hospitals and managed care organizations;
- Whether products are designated in the label and/or under physician treatment guidelines and/or under reimbursement guidelines as a first-line therapy, or as a second-line, or third-line or last-line therapy.

**The price setting, the availability and level of adequate reimbursement by third parties, such as insurance companies, governmental and other healthcare payers is uncertain and may impede on the Company's ability to generate sufficient operating margins to offset operating expenses.**

The Company's commercial performance will depend in part on the conditions for setting the sales price of its products by the relevant public commissions and bodies and the conditions of their reimbursement by the health agencies or insurance companies in the countries where the Company intends to market its products. The current context of healthcare cost control and economic and financial crisis that most countries are currently facing, coupled with the increase in health care budgets caused by the aging population creates extra pressure on health care spending in most if not all countries. Consequently, pressure on sales prices and reimbursement levels is intensifying owing in particular to;

- Price controls imposed by many states;
- The increasing reimbursement limitations of some products under budgetary policies;
- The heightened difficulty in obtaining and maintaining a satisfactory reimbursement rate for medicines.

Obtaining adequate pricing decisions that would generate return on the investment incurred for the development of the product candidates developed by the Company is therefore uncertain. The Company's ability to manage its expenses and cost structure to adapt to increased pricing pressure is untested and uncertain.

All of these factors will have a direct impact on the Company's ability to make profits on the products in question. The partial/no reimbursement policy of medicines could have a material adverse effect on the business, prospects, financial situation, earnings and growth of the Company.

**Changes in regulatory approval policies or enactment of additional regulatory approval requirements may delay or prevent the product candidates from being marketed.**

The regulatory clearance process is expensive and time consuming and the timing of marketing is difficult to predict. Once marketed, products may be subject to post-authorisation safety studies or other pharmaco-vigilance or device vigilance activities or may be subject to limitations on their uses or may be withdrawn from the market for various reasons, including if they are shown to be unsafe or ineffective, or when used in a larger population that may be different from the trial population studied prior to market introduction of the product.

The Company's product candidates may become subject to changes in the regulatory framework or market conditions. Regulatory guidelines may change during the course of product development and review process, making the chosen development strategy suboptimal. Market conditions may change resulting in the emergence of new competitors or new treatment guidelines which may require alterations in the development strategy. These factors may result in significant delays, increased trial costs, significant changes in commercial assumptions or failure of the products to obtain marketing authorisation.

**The Company is subject to inspection and shall be subject to market surveillance by the FDA, EMA and other Competent Authorities for compliance with regulations that prohibit the promotion of the Company's products for a purpose or indication other than those for which approval has been granted.**

While a product manufacturer may not promote a product for such "off label" use, doctors are allowed, in the exercise of their professional judgment in the practice of medicine, to use a product in ways not approved by Competent Authorities. Off-label marketing regulations are subject to varying evolving interpretations.

Post-approval manufacturing and marketing of Company's products may show different safety and efficacy profiles to those demonstrated in the data on which approval to test or market said products was based. Such circumstances could lead to the withdrawal or suspension of approval, which could have a material adverse effect on the Company's business, financial condition, operating results or cash flows. In addition, Competent Authorities may not approve the labelling claims or advertisements that are necessary or desirable for the successful commercialisation of the Company's products.

Competent Authorities have broad enforcement power, and a failure by the Company or its collaboration partners to comply with applicable regulatory requirements can, among other things, result in recalls or seizures of products, operating and production restrictions, withdrawals of previously approved marketing applications, total or partial suspension of regulatory approvals, refusal to approve pending applications, warning letters, injunctions, penalties, fines, civil proceedings, criminal prosecutions and imprisonment.

### 2.7.3.3. Risks related to our reliance on third parties

**The Company has obtained and will obtain significant funding from the Walloon and Flemish Regions. The terms of the agreements signed with the Regions may hamper the Company to partner part or all its products and restrict the Company's ability to determine the location of its premises.**

The Company contracted over the past year numerous funding agreements with the Walloon Region to partially finance all of its research and development programs. Under the terms of the agreements, the Company would need to obtain the consent of the Walloon Region for any out-licensing agreement or sale to a third party of any or all of its products, prototypes or installations which may reduce the Company's ability to partner or sell part or all of its products.

Furthermore, when the research and development programs partially financed by the Company enter in "exploitation phase", the Company has to start reimbursing the funding received. The Company may not be able to reimburse such funding under the terms of the agreements or such reimbursement may jeopardize the funding of its clinical and scientific activities.

The Company has committed (i) to start, within three years as from the completion of its IPO, the establishment of a significant operational site located in the Flemish region of Belgium, which site must become the Company's major effective commercial production site within six years as from the completion of its IPO and (ii) to maintain its headquarters and registered office in the Walloon Region and all existing activities of the Company including but not limited to production for clinical use, clinical, R&D, sales, marketing and administration will continue to be performed and developed in the Walloon Region, which restricts the Company's ability to determine the most convenient or cost-effective location of its premises.

The above commitments are binding contractual undertakings of the Company. If the Company would not respect its contractual undertakings, the Company could be held liable for breach of contract.

**The Company relies and will continue to rely on collaborative partners regarding the development of its research programmes and product candidates.**

The Company is and expects to continue to be dependent on collaborations with partners relating to the development and commercialisation of its existing and future research programmes and product candidates. The Company had, has and will continue to have discussions on potential partnering opportunities with various pharmaceutical and medical device companies. If the Company fails to enter into or maintain collaborative agreements on reasonable terms or at all, the Company's ability to develop its existing or future research programmes and product candidates could be delayed, the commercial potential of its products could change and its costs of development and commercialisation could increase.

The Company's dependence on collaborative partners subjects it to a number of risks, including, but not limited to, the following:

- the Company may not be able to control the amount or timing of resources that collaborative partners devote to the Company's research programs and product candidates;
- the Company may be required to relinquish significant rights, including intellectual property, marketing and distribution rights;
- the Company relies on the information and data received from third parties regarding its research programs and product candidates and will not have control of the process conducted by the third party in gathering and composing such data and information. The Company may not have formal or appropriate guarantees from its contract parties with respect to the quality and the completeness of such data;
- a collaborative partner may develop a competing product either by itself or in collaboration with others, including one or more of the Company's competitors;
- the Company's collaborative partners' willingness or ability to complete their obligations under the Company's collaboration arrangements may be adversely affected by business combinations or significant changes in a collaborative partner's business strategy; and/or
- the Company may experience delays in, or increases in the costs of, the development of the Company's research programs and product candidates due to the termination or expiration of collaborative research and development arrangements.

**The Company relies on third parties to conduct, supervise and monitor its clinical trials. If these third parties do not successfully carry out their contractual duties or meet expected deadlines, the Company may not be able to obtain regulatory approval for or commercialize its drug product candidates and its business could be substantially harmed.**

The Company relies on clinical research organizations, or CROs, and clinical trial sites to ensure its clinical trials are conducted properly and on time. While the Company will have agreements governing their activities, the Company will have limited influence over their actual performance. The Company will control only certain aspects of our CROs' activities. Nevertheless, the Company will be responsible for ensuring that each of its clinical trials is conducted in accordance with the applicable protocol, legal, regulatory and scientific standards, and its reliance on the CROs does not relieve the Company of its regulatory responsibilities.

The Company and its CROs are required to comply with the FDA's GCPs for conducting, recording and reporting the results of clinical trials to assure that the data and reported results are credible and accurate and that the rights, integrity and confidentiality of clinical trial participants are protected. The FDA, the Competent Authorities of the Member States of the EEA, and comparable foreign regulatory authorities, enforce these GCPs through periodic inspections of trial sponsors, principal investigators and clinical trial sites. If the Company or its CROs fail to comply with applicable GCPs, the clinical data

generated in its future clinical trials may be deemed unreliable and the FDA, the EMA, or other foreign regulatory authorities may require the Company to perform additional clinical trials before approving any marketing applications. Upon inspection, the FDA may determine that its clinical trials did not comply with GCPs. In addition, its future clinical trials will require a sufficient number of test subjects to evaluate the safety and effectiveness of its drug product candidates. Accordingly, if its CROs fail to comply with these regulations or fail to recruit a sufficient number of patients, the Company may be required to repeat such clinical trials, which would delay the regulatory approval process.

Its CROs are not the Company's employees, and the Company is therefore unable to directly monitor whether or not they devote sufficient time and resources to its clinical and pre-clinical programs. These CROs may also have relationships with other commercial entities, including its competitors, for whom they may also be conducting clinical trials or other product development activities that could harm the Company's competitive position. If its CROs do not successfully carry out their contractual duties or obligations, fail to meet expected deadlines, or if the quality or accuracy of the clinical data they obtain is compromised due to the failure to adhere to the Company's clinical protocols or regulatory requirements, or for any other reasons, the Company's clinical trials may be extended, delayed or terminated, and the Company may not be able to obtain regulatory approval for, or successfully commercialize, its drug product candidates. If any such event were to occur, the Company's financial results and the commercial prospects for its drug product candidates would be harmed, its costs could increase, and its ability to generate revenues could be delayed.

If any of the Company's relationships with these third-party CROs terminate, the Company may not be able to enter into arrangements with alternative CROs or to do so on commercially reasonable terms. Further, switching or adding additional CROs involves additional costs and requires management time and focus. In addition, there is a natural transition period when a new CRO commences work. As a result, delays occur, which could materially impact its ability to meet its desired clinical development timelines. Though the Company carefully manages our relationships with our CROs, there can be no assurance that the Company will not encounter challenges or delays in the future or that these delays or challenges will not have a material adverse impact on its business, financial condition and prospects.

**Cell-based therapies rely on the availability of specialty raw materials, which may not be available to the Company on acceptable terms or at all.**

Engineered-cell therapies require many specialty raw materials, some of which are manufactured by small companies with limited resources and experience to support a commercial product. The suppliers may be ill-equipped to support the Company's needs, especially in non-routine circumstances like an FDA inspection or medical crisis, such as widespread contamination. The Company also does not have contracts with many of these suppliers, and may not be able to contract with them on acceptable terms or at all. Accordingly, the Company may experience delays in receiving key raw materials to support clinical or commercial manufacturing.

In addition, some raw materials are currently available from a single supplier, or a small number of suppliers. The Company cannot be sure that these suppliers will remain in business, or that they will not be purchased by one of its competitors or another Company that is not interested in continuing to produce these materials for our intended purpose.

#### 2.7.3.4. Risk related to the Company's intellectual property

**The Company's patents and other intellectual property rights portfolio is relatively young and may not adequately protect its research programmes and product candidates, which may impede the Company's ability to compete effectively.**

The Company's success will depend in part on the ability of the Company to obtain, maintain and enforce its patents and other intellectual property rights. The Company's research programmes and product candidates are covered by several patent application families, which are either licensed to the Company or owned by the Company. Out of the numerous patent applications filed by the Company, only two national patents have been granted in Belgium and three national patents have been granted in the US, while the other patient applications are still pending. The Company cannot guarantee that it will be in a position in the future to develop new patentable inventions or that the Company or its licensors will be able to obtain or maintain these patent rights against patent offices and other third-party challenges to their validity, scope and/or enforceability. The Company cannot guarantee that it is or has been the first to conceive an invention and to file a patent or a patent application, notably given the fact that patent applications are not published in most countries before an 18-months period from the date of the filing. Moreover, the Company may have no or limited control over the effectiveness of its licensors in preventing the misappropriation of their patents and intellectual property. Because patent law in the biopharmaceutical industry is highly uncertain, there can be no assurance that the technologies used in the Company's research programmes and product candidates are patentable, that patents will be granted to the Company or its licensors under pending or future applications, or that patents will be of sufficient breadth to provide adequate and commercially meaningful protection against competitors with similar technologies or products, or that patents granted to the Company or its licensors will not be successfully challenged, circumvented, invalidated or rendered unenforceable by third parties, hence enabling competitors to circumvent or use them and depriving the Company from the protection it may expect against competitors. If the Company or its licensors do not obtain patents in respect of their technologies or if the patents of the Company or its licensors are invalidated (for example, as a result of the discovery of prior art), third parties may use the technologies without payment to the Company. A third party's ability to use unpatented technologies is enhanced by the fact that the published patent application contains a detailed description of the relevant technology.

The Company cannot guarantee that third parties, contract parties or employees will not claim ownership rights over the patents or other intellectual property rights owned or held by the Company.

The Company also relies on proprietary know-how to protect its research programmes and product candidates and Cardiopoiesis platform. Know-how is difficult to maintain and protect. The Company uses reasonable efforts to maintain its know-how, but it cannot assure that its partners, employees, consultants, advisors or other third parties will not wilfully or unintentionally disclose proprietary information to competitors. Furthermore, the Company's competitors may independently develop equivalent knowledge and know-how, which could diminish or eliminate the Company's competitive advantage.

The enforcement of patents, know-how and other intellectual property is costly, time consuming and highly uncertain. The Company cannot guarantee that it will be successful in preventing the misappropriation of its patented inventions, know-how and other intellectual property rights and those of its licensors, and failure to do so could significantly impair the ability of the Company to effectively compete.

As far as the Company is aware, its intellectual property has not been challenged otherwise than by patent offices in the normal course of examination of its patent applications or misappropriated (to the exception, however, of the C-Cure® trademark for which the Company has received a "cease and desist" request letter from SMB SA limited to the Benelux market in the event it would be authorized by EMA to use this trademark for an approved pharmaceutical product. In view of the therapeutic connotations of the word "C-Cure", the Company is however not likely to be authorized by EMA to use this mark to identify its products or services).

**The Company may infringe on the patents or intellectual property rights of others and may face patent litigation, which may be costly and time consuming.**

The Company's success will depend in part on its ability to operate without infringing on or misappropriating the intellectual property rights of others. The Company cannot guarantee that its activities, or those of its licensors, will not infringe on the patents or other intellectual property rights owned by others. The Company may expend significant time and effort and may incur substantial costs in litigation if it is required to defend against patent or other intellectual property right suits brought against the Company or its licensors regardless of whether the claims have any merit. Additionally, the Company cannot predict whether it or its licensors will be successful in any litigation. If the Company or its licensors are found to infringe on the patents or other intellectual property rights of others, it may be subject to substantial claims for damages, which could materially impact the Company's cash flow and financial position. The Company may also be required to cease development, use or sale of the relevant research programme, product candidate or process or it may be required to obtain a licence on the disputed rights, which may not be available on commercially reasonable terms, if at all. The Company may be unable to develop or commercialise a product, product candidate or research programme, or may cease some of its operations, which may have a material adverse affect on the Company's business.

In parallel with the development of the Company's own intellectual property, patent literature related to heart repair in general and, more specifically, patents of competing companies, are regularly evaluated, in order to avoid infringement and to explore the space of patentable subject matter. To date, no patent infringement claims have been made against Celyad nor by Celyad against third parties.

There can be no assurance that the Company's efforts to search for existing proprietary rights before embarking on a research and development programme with respect to a particular product candidate, method, process or technology will uncover all relevant third party rights relating to such product, method, process or technology.

The Company may spend significant time and effort and may incur substantial costs if required to defend against any infringement claims or to assert its intellectual property rights against third parties. The risk of such a procedure by a third party may increase in view of the Company making public announcement regarding one or more of its research programmes and product candidates. The Company may not be successful in defending its rights against such procedures or claims and may incur as a consequence thereof significant losses, costs or delays in its intended commercialisation plans as a result thereof.

**The Company depends on intellectual property licensed from third parties and termination of any of these licenses could result in the loss of significant rights, which would harm its business.**

The Company is dependent on patents, know-how, and proprietary technology, both its own and licensed from others. Any termination of these licenses could result in the loss of significant rights and could harm its ability to commercialize its drug product candidates. Disputes may also arise between the Company and its licensors regarding intellectual property subject to a license agreement, including those relating to:

- the scope of rights granted under the license agreement and other interpretation-related issues;
- whether and the extent to which its technology and processes infringe on intellectual property of the licensor that is not subject to the license agreement;
- its right to sublicense patent and other rights to third parties under collaborative development relationships;
- the amount and timing of milestone and royalty payments;
- whether the Company is complying with its diligence obligations with respect to the use of the licensed technology in relation to its development and commercialization of its drug product candidates; and
- the allocation of ownership of inventions and know-how resulting from the joint creation or use of intellectual property by the Company and its partners and by its licensors.

If disputes over intellectual property that the Company has licensed prevent or impair its ability to maintain its current licensing arrangements on acceptable terms, the Company may be unable to successfully develop and commercialize the affected drug product candidates. The Company is generally also subject to all of the same risks with respect to protection

of intellectual property that the Company licenses as it is for intellectual property that the Company owns, which are described below. If the Company or its licensors fail to adequately protect this intellectual property, the Company's ability to commercialize its products could suffer.

**We could be unsuccessful in obtaining or maintaining adequate patent protection for one or more of our drug product candidates.**

The patent application process is expensive and time-consuming, and we and our current or future licensors and licensees may not be able to apply for or prosecute patents on certain aspects of our drug product candidates or deliver technologies at a reasonable cost, in a timely fashion, or at all. It is also possible that we or our current licensors, or any future licensors or licensees, will fail to identify patentable aspects of inventions made in the course of development and commercialization activities before it is too late to obtain patent protection on them. Therefore, our patents and applications may not be prosecuted and enforced in a manner consistent with the best interests of our business. It is possible that defects of form in the preparation or filing of our patents or patent applications may exist, or may arise in the future, such as with respect to proper priority claims, inventorship, claim scope or patent term adjustments. Under our existing license agreements with the Mayo Foundation for Medical Education and Research and the Trustees of Dartmouth College, we have the right, but not the obligation, to enforce our licensed patents. If our current licensors, or any future licensors or licensees, are not fully cooperative or disagree with us as to the prosecution, maintenance or enforcement of any patent rights, such patent rights could be compromised and we might not be able to prevent third parties from making, using, and selling competing products. If there are material defects in the form or preparation of our patents or patent applications, such patents or applications may be invalid and unenforceable. Moreover, our competitors may independently develop equivalent knowledge, methods, and know-how. Any of these outcomes could impair our ability to prevent competition from third parties, which may have an adverse impact on our business, financial condition and operating results.

We currently have issued patents and patent applications directed to our drug product candidates and medical devices, and we anticipate that we will file additional patent applications in several jurisdictions, including several European Union countries and the United States, as appropriate. However, we cannot predict:

- if and when any patents will issue from patent applications;
- the degree and range of protection any issued patents will afford us against competitors, including whether third parties will find ways to invalidate or otherwise circumvent our patents;
- whether others will apply for or obtain patents claiming aspects similar to those covered by our patents and patent applications; or
- whether we will need to initiate litigation or administrative proceedings to defend our patent rights, which may be costly whether we win or lose.

We cannot be certain, however, that the claims in our pending patent applications will be considered patentable by patent offices, or that the claims in any of our issued patents will be considered valid and enforceable by local courts.

The strength of patents in the biotechnology and pharmaceutical field can be uncertain, and evaluating the scope of such patents involves complex legal and scientific analyses. The patent applications that we own or in-license may fail to result in issued patents with claims that cover our drug product candidates or uses thereof in the European Union, in the United States or in other jurisdictions. Even if the patents do successfully issue, third parties may challenge the validity, enforceability, or scope thereof, which may result in such patents being narrowed, invalidated, or held unenforceable. Furthermore, even if they are unchallenged, our patents and patent applications may not adequately protect our intellectual property or prevent others from designing their products to avoid being covered by our claims. If the breadth or strength of protection provided by the patent applications we hold with respect to our drug product candidates is threatened, this could dissuade companies from collaborating with us to develop, and could threaten our ability to commercialize, our drug product candidates. Further, because patent applications in most countries are confidential for a period of time after filing, we cannot be certain that we were the first to file any patent application related to our drug product candidates.

European patent EP2432482, entitled "Pharmaceutical composition for the treatment of heart diseases", was granted by the European Patent Office ("EPO") on April 15, 2015. The granted claims relate to compositions comprising specific cells committed to the generation of heart tissue. A notice of opposition to this patent was filed at the EPO on January 15, 2016 by an anonymous third party. The opposition requests revocation of the patent in its entirety. Both parties presented additional arguments in writing, oral proceedings have been planned at the EPO on March 6, 2017. The oral proceedings resulted in revocation of the patent, a decision that still needs to be confirmed in writing. This decision can be appealed.

US Patent No. 9,181,527, entitled "T cell receptor-deficient T cell compositions," was issued by the USPTO on November 10, 2015. The issued claims relate to isolated primary human T cells that have been specifically modified. A request for *ex parte* re-examination of claim 1 of the issued patent was filed at the USPTO on February 10, 2016 by an anonymous third party. The request for re-examination was granted, and the proceeding has been completed. A re-examination certificate was issued on January 6, 2017, confirming the patentability of claim 1 as amended. The patent thus remains valid and enforceable.

A new request for *ex parte* re-examination of claim 3 of the same patent (US 9,181,527) was filed at the USPTO on December 27, 2016 by an anonymous third party, although an accompanying declaration was signed by an individual allegedly retained by Cellectis SA. On March 14, 2017, the USPTO has issued a decision denying the request for re-examination, as no substantial new question of patentability was raised. The patent thus remains valid and enforceable.

Patents have a limited lifespan. Various extensions may be available; however the life of a patent, and the protection it affords, is limited. Further, the extensive period of time between patent filing and regulatory approval for a drug product candidate limits the time during which we can market a drug product candidate under patent protection, which may particularly affect the profitability of our early-stage drug product candidates. If we encounter delays in our clinical trials, the period of time during which we could market our drug product candidates under patent protection would be reduced. Without patent protection for our drug product candidates, we may be open to competition from biosimilar versions of our drug product candidates.

**We may not be able to protect our intellectual property rights throughout the world.**

Filing, prosecuting and defending patents on drug product candidates in all countries throughout the world would be prohibitively expensive., In addition, the laws of some foreign countries do not protect intellectual property rights to the same extent as laws in the European Union or the United States. Consequently, we may not be able to prevent third parties from practicing our inventions in all countries, or from selling or importing products made using our inventions in and into other jurisdictions. Competitors may use our technologies in jurisdictions where we have not obtained patent protection to develop their own products and further, may export otherwise infringing products to territories where we have patent protection but enforcement is not as strong. These products may compete with our products and our patents or other intellectual property rights may not be effective or sufficient to prevent them from competing.

Many companies have encountered significant problems in protecting and defending intellectual property rights in a number of jurisdictions. The legal systems of certain countries, particularly certain developing countries, do not favor the enforcement of patents, trade secrets and other intellectual property protection, particularly those relating to biotechnology products, which could make it difficult for us to stop the infringement of our patents or marketing of competing products in violation of our proprietary rights generally. Proceedings to enforce our patent rights in some jurisdictions could result in substantial costs and divert our efforts and attention from other aspects of our business, could put our patents at risk of being invalidated or interpreted narrowly and our patent applications at risk of not issuing and could provoke third parties to assert claims against us. We may not prevail in any lawsuits that we initiate and the damages or other remedies awarded, if any, may not be commercially meaningful. Accordingly, our efforts to enforce our intellectual property rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop or license.

**We may be involved in lawsuits to protect or enforce our patents or the patents of our licensors, which could be expensive, time-consuming, and unsuccessful.**

Competitors may infringe our patents or the patents of our licensors. To cease such infringement or unauthorized use, we may be required to file patent infringement claims, which can be expensive and time-consuming. In addition, in an infringement proceeding or a declaratory judgment action against us, a court may decide that one or more of our patents is not valid or is unenforceable, or may refuse to stop the other party from using the technology at issue on the grounds that our patents do not cover the technology in question. An adverse result in any litigation or defense proceeding could put one or more of our patents at risk of being invalidated, held unenforceable, interpreted narrowly, or amended such that they do not cover our drug product candidates. Such results could also put our pending patent applications at risk of not issuing. Defense of these claims, regardless of their merit, would involve substantial litigation expense and would be a substantial diversion of employee resources from our business. Interference or derivation proceedings provoked by third parties may be necessary to determine the priority of inventions with respect to, or the correct inventorship of, our patents or patent applications or those of our licensors. An unfavorable outcome could result in a loss of our current patent rights and could require us to cease using the related technology or to attempt to license rights to it from the prevailing party. Our business could be harmed if the prevailing party does not offer us a license on commercially reasonable terms. Litigation, interference, or derivation proceedings may result in a decision adverse to our interests and, even if we are successful, may result in substantial costs and distract our management and other employees.

Furthermore, because of the substantial amount of discovery required in some jurisdictions in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of litigation. In addition, there could be public announcements of the results of hearings, motions or other interim proceedings or developments. If securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our ordinary shares.

**Issued patents covering our drug product candidates could be found invalid or unenforceable if challenged in court or before relevant authority.**

If we or one of our licensing partners initiate legal proceedings against a third party to enforce a patent covering one of our drug product candidates, the defendant could counterclaim that the patent covering our drug product candidate is invalid or unenforceable. Third parties may also raise similar claims before administrative bodies, even outside the context of litigation. Such mechanisms include \ opposition or derivation proceedings. Such proceedings could result in revocation or amendment to our patents in such a way that they no longer cover and protect our drug product candidates. The outcome following legal assertions of invalidity and unenforceability is unpredictable. With respect to the validity of our patents, for example, we cannot be certain that there is no invalidating prior art of which we, our patent counsel, and the patent examiner were unaware during prosecution. If a defendant were to prevail on a legal assertion of invalidity and/or unenforceability, we would lose at least part, and perhaps all, of the patent protection on our drug product candidates. Such a loss of patent protection could have a material adverse impact on our business.

**We may be subject to claims that our employees, consultants, or independent contractors have wrongfully used or disclosed confidential information of third parties.**

We have received confidential and proprietary information from third parties. In addition, we employ individuals who were previously employed at other biotechnology or pharmaceutical companies. We may be subject to claims that we or our employees, consultants, or independent contractors have inadvertently or otherwise used or disclosed confidential information of these third parties or our employees' former employers. Litigation may be necessary to defend against these claims. Even if we are successful in defending against these claims, litigation could result in substantial cost and be a distraction to our management and employees.

### 2.7.4. Risks related to the Company's organization, structure and operation

**Maintenance of high standards of manufacturing in accordance with Good Manufacturing Practices and other manufacturing regulations.**

Celyad and key third-party suppliers on which it relies currently or in the future must continuously adhere to (current) Good Manufacturing Practices and corresponding manufacturing regulations of Competent Authorities. In complying with these regulations, the Company and its third-party suppliers must expend significant time, money and effort in the areas of design and development, testing, production, record-keeping and quality control to assure that the products meet applicable specifications and other regulatory requirements. The failure to comply with these requirements could result in an enforcement action against the Company, including the seizure of products and shutting down of production. Any of these third-party suppliers and the Company also may be subject to audits by the Competent Authorities. If any of the Company's third-party suppliers or the Company itself fails to comply with (current) Good Manufacturing Practices or other applicable manufacturing regulations, the Company's ability to develop and commercialise the products could suffer significant interruptions.

**The Company relies on a single manufacturing facility.**

The Company faces risks inherent in operating a single manufacturing facility, since any disruption, such as a fire, natural hazards or vandalism could significantly interrupt the Company's manufacturing capability. The Company currently does not have alternative production plans in place or disaster-recovery facilities available. In case of a disruption, the Company will have to establish alternative manufacturing sources. This would require substantial capital on the part of the Company, which it may not be able to obtain on commercially acceptable terms or at all. Additionally, the Company would likely experience months or years of manufacturing delays as it builds or locates replacement facilities and seek and obtain necessary regulatory approvals. If this occurs, the Company will be unable to satisfy manufacturing needs on a timely basis, if at all. Also, operating any new facilities may be more expensive than operating the Company's current facility. Further, business interruption insurance may not adequately compensate the Company for any losses that may occur and the Company would have to bear the additional cost of any disruption. For these reasons, a significant disruptive event of the manufacturing facility could have drastic consequences, including placing the financial stability of the Company at risk.

**The Company will need increased manufacturing capacity.**

The Company may not be able to expand the manufacturing capacity within the anticipated time frame or budget or may not be able to obtain the requisite regulatory approvals for the increase in manufacturing capacity on a timely basis, or at all. If the Company cannot obtain necessary approvals for this contemplated expansion in a timely manner, its ability to meet demand for its products would be adversely affected. The Company may have difficulties in finding suitable locations or commercially acceptable terms for the leasing of such facilities. The Company may also have difficulties in finding a commercial partner for the construction of those facilities and/or partners for investing in the capital expenses related to the manufacturing plants. The Company will need to obtain GMP certification of those plants for commercial products. Obtaining those certificates may be delayed, or may not be granted.

**The Company is highly dependent on its key personnel, and if the Company is not successful in attracting, motivating and retaining highly qualified personnel, the Company may not be able to successfully implement its business strategy.**

Its ability to compete in the highly competitive biotechnology and pharmaceutical industries depends upon its ability to attract, motivate and retain highly qualified managerial, scientific and medical personnel. The Company is highly dependent on members of our executive committee, particularly its chief executive officer, Christian Homsy, and its scientific and medical personnel. The loss of the services of any members of its executive committee, other key employees, and other scientific and medical advisors, and its inability to find suitable replacements, could result in delays in product development and harm its business.

Competition for skilled personnel in the biotechnology and pharmaceutical industries is intense and the turnover rate can be high, which may limit the Company's ability to hire and retain highly qualified personnel on acceptable terms or at all.

To induce valuable employees to remain within the Company, in addition to salary and cash incentives, the Company has provided warrants that vest over time. The value to employees of these equity grants that vest over time may be significantly affected by movements in its share price that are beyond its control, and may at any time be insufficient to counteract more lucrative offers from other companies. The Company does not maintain "key man" insurance policies on the lives of all of these individuals or the lives of any of its other employees.

**The Company has limited experience in sales, marketing and distribution.**

Given its stage in development, the Company has never marketed a product and has therefore limited experience in the fields of sales, marketing and distribution of therapies. The Company has currently no marketing nor sales capacity and intends to set up its own marketing and contract sales force when the C-Cure CHART-1 primary endpoint data will be available. As a consequence, the Company will have to acquire marketing skills and develop its own sales and marketing infrastructure and would need to incur additional expenses, mobilize management resources, implement new skills and take the time necessary to set up the appropriate organization and structure to market the relevant product(s), in accordance with applicable laws.

While several managers of the Company have commercialized and launched high technology medical products there can be no assurance that the existing limited experience would be sufficient to effectively commercialize any or all of the Company's product candidates. The Company may not be able to attract qualified sales and marketing personnel on acceptable terms in the future and therefore may experience constraints that will impede the achievement of its commercial objectives. Such events could have a material adverse effect on the Company's business, prospects, financial situation, earnings and growth.

**The Company will need to grow the size and capabilities of our organization, and the Company may experience difficulties in managing this growth.**

As of December 31, 2016, the Company had 79 employees and six senior managers under management services agreements, most of whom are full-time. As the Company's drug product candidates move into later stage clinical development and towards commercialization, the Company must add a significant number of additional managerial, operational, sales, marketing, financial, and other personnel. Future growth will impose significant added responsibilities on members of management, including:

- identifying, recruiting, integrating, maintaining, and motivating additional employees;
- managing the Company's internal development efforts effectively, including the clinical and FDA review process for its drug product candidates, while complying with its contractual obligations to contractors and other third parties; and
- improving its operational, financial and management controls, reporting systems, and procedures.

The Company's future financial performance and its ability to commercialize its drug product candidates will depend, in part, on its ability to effectively manage any future growth, and its management may also have to divert a disproportionate amount of its attention away from day-to-day activities in order to devote a substantial amount of time to managing these growth activities.

If the Company is not able to effectively expand its organization by hiring new employees and expanding its groups of consultants and contractors, the Company may not be able to successfully implement the tasks necessary to further develop and commercialize our drug product candidates and, accordingly, may not achieve its research, development, and commercialization goals.

**If the Company engages in future acquisitions or strategic partnerships, this may increase its capital requirements, dilute its shareholders, cause it to incur debt or assume contingent liabilities, and subject it to other risks.**

The Company may evaluate various acquisitions and strategic partnerships, including licensing or acquiring complementary products, intellectual property rights, technologies, or businesses. Any potential acquisition or strategic partnership may entail numerous risks, including:

- increased operating expenses and cash requirements;
- the assumption of additional indebtedness or contingent liabilities;
- the issuance of its equity securities;
- assimilation of operations, intellectual property and products of an acquired Company, including difficulties associated with integrating new personnel;
- the diversion of its management's attention from its existing product programs and initiatives in pursuing such a strategic merger or acquisition;
- retention of key employees, the loss of key personnel, and uncertainties in its ability to maintain key business relationships;
- risks and uncertainties associated with the other party to such a transaction, including the prospects of that party and their existing products or drug product candidates and regulatory approvals; and
- its inability to generate revenue from acquired technology and/or products sufficient to meet its objectives in undertaking the acquisition or even to offset the associated acquisition and maintenance costs.

In addition, if the Company undertakes acquisitions, the Company may issue dilutive securities, assume or incur debt obligations, incur large one-time expenses and acquire intangible assets that could result in significant future amortization expense. Moreover, the Company may not be able to locate suitable acquisition opportunities and this inability could impair its ability to grow or obtain access to technology or products that may be important to the development of our business.

**Failure to build our finance infrastructure and improve our accounting systems and controls could impair our ability to comply with the financial reporting and internal controls requirements for publicly traded companies.**

As a public company, we are operating in an increasingly demanding regulatory environment that requires us to comply with, among things, the Sarbanes-Oxley Act of 2002, as from 31 December 2016 and related rules and regulations of the Securities and Exchange Commission's substantial disclosure requirements, accelerated reporting requirements and complex accounting rules. Company responsibilities required by the Sarbanes-Oxley Act include establishing corporate oversight and adequate internal control over financial reporting and disclosure controls and procedures. Effective internal controls are necessary for us to produce reliable financial reports and are important to help prevent financial fraud.

We have limited accounting personnel and other resources to address our internal controls and procedures. Our independent registered public accounting firm has not conducted an audit of our internal control over financial reporting.

Our management may conclude that our internal control over financial reporting is not effective. Moreover, even if our management concludes that our internal control over financial reporting is effective, our independent registered public accounting firm, after conducting its own independent testing, may issue a report that is qualified if it is not satisfied with our internal controls or the level at which our controls are documented, designed, operated or reviewed, or if it interprets the relevant requirements differently from us. In addition, after we become a public company, our reporting obligations may place a significant strain on our management, operational and financial resources and systems for the foreseeable future. We may be unable to timely complete our evaluation, testing and any required remediation.

**The Company's international operations subject it to various risks, and its failure to manage these risks could adversely affect its results of operations.**

The Company faces significant operational risks as a result of doing business internationally, such as:

- fluctuations in foreign currency exchange rates;
- potentially adverse and/or unexpected tax consequences, including penalties due to the failure of tax planning or due to the challenge by tax authorities on the basis of transfer pricing and liabilities imposed from inconsistent enforcement;
- potential changes to the accounting standards, which may influence our financial situation and results;
- becoming subject to the different, complex and changing laws, regulations and court systems of multiple jurisdictions and compliance with a wide variety of foreign laws, treaties and regulations;
- reduced protection of, or significant difficulties in enforcing, intellectual property rights in certain countries;
- difficulties in attracting and retaining qualified personnel;
- restrictions imposed by local labor practices and laws on the Company's business and operations, including unilateral cancellation or modification of contracts; and
- rapid changes in global government, economic and political policies and conditions, political or civil unrest or instability, terrorism or epidemics and other similar outbreaks or events, and potential failure in confidence of the Company's suppliers or customers due to such changes or events; and tariffs, trade protection measures, import or export licensing requirements, trade embargoes and other trade barriers.

### 2.7.5. Audit activities

Internal audit activities are performed by the departments of Finance, for all matters related to accounting and financial information, and Quality Assurance for all matters related to the operational activities of the Company.

As of the date of this report, there is not yet a dedicated internal audit function.

In order to properly manage identified risks, Celyad set the following audit measures:

- access and security systems at the premises and offices;
- establishment, under the supervision of the Quality Assurance department, of a set of procedures covering all activities of the Company;
- weekly modifications and updates of the existing procedures;
- development of electronic approval system in the existing ERP system;
- implementation of extra controls in the existing ERP system;
- development of a monthly financial reporting tool which allow a close monitoring of the financial information and KPI's;
- recrutement of a Group Financial Controller.

The Internal Control project initiated in 2015 with Deloitte was completed in 2016 with the drafting and implementation of a set of procedures on all major cycles that may have an impact on the financial statements of the Company.

### 2.7.6. Controls, supervision and correctives actions

Controls are performed by all persons in charge of departments and services. When deviations are identified, there are reported to, depending of there relative importance, the head of department or the Executive Management Team.

Until the establishment of the audit committee early 2015, the responsibilities of the Audit Committee were supported by the Board of Directors. All supervision activities were performed by the Board of Directors and the Executive Management Team. It was their responsibility to monitor the effectiveness of the internal audit and risk analysis. At its establishment, all these tasks have been transferred to the audit committee.

The executive team supervises the implementation of internal audit and risk management, taking into consideration the recommendations of the audit committee.

The EMT is also in charge of proposing the audit committee corrective actions when identified.

**External audit**

On May 5, 2014, the Annual Shareholder's Meeting of Celyad SA engaged PricewaterhouseCoopers Reviseurs d'Entreprises scrl, represented by Patrick Mortroux, or PwC as its new external financial auditor. This mission includes the auditing of the statutory annual accounts, the consolidated annual accounts of Celyad SA and its subsidiaries if any.

In September 2016 and January 2017, the Company mandated an independent consultant to test and evaluate the compliance of the Company to its internal controls procedures. Both audit did not raise material deviations other than the lack of segregation of duties given the size of our finance and accounting team. The Management is evaluating remediation action for all deviations identified by the independent consultant.

The Company is also subject to ad hoc audit performed by the competent authorities to ensure compliance with GMP, GCP or other regulations.

# 3. SHARES AND SHAREHOLDERS

## *3.1. Capital increase and issuance of shares*

On 1st January 2016, the share capital of Celyad was represented by 9,313,603 shares. In 2016, Celyad did not increase its capital. As of 31 December 2016, the share capital of Celyad amounted to €32.6 million and was represented by 9,313,603 shares.

The evolution of the capital of the Company since its inception on 24 July 2007 is presented in the notes to the financial statements.

All shares are issued and fully paid up and are of the same class. Each share (i) entitles its holder to one vote at the Shareholders' Meetings; (ii) represents an identical fraction of the capital and has the same rights and obligations and participates equally in the profit of Celyad SA; and (iii) gives its holder a preferential subscription right to subscribe to new shares, convertible bonds or warrants in proportion to the part of the share capital represented by the shares already held.

The preferential subscription right can be restricted or cancelled by a resolution approved by the Shareholders' Meeting, or by the Board of Directors subject to an authorization of the Shareholders' Meeting, in accordance with the provisions of the Belgian Company Code and the Company's articles of association.

In the context of the Initial Public Offering (IPO) made on the Nasdaq on 19 June 2015, the Company issued 1,460,000 new shares. Out of these 1,460,000 new shares, 1,168,000 shares were offered in the form of American Depositary Shares (ADS) to US investors. As of 31 December 2016, there were 540,469 ADS outstanding.

## *3.2 Changes in share capital*

In accordance with the Belgian Company Code, Celyad SA may increase or decrease its capital by decision of the Extraordinary General Shareholders' Meeting taken with a majority of 75% of the votes cast, at a meeting where at least 50% of the share capital of the Company is present or represented. If the attendance quorum of 50% is not met, a new Extraordinary General Shareholders' Meeting must be convened at which the shareholders may decide on the agenda items, irrespective of the percentage of share capital present or represented at such meeting. There are in this respect no conditions imposed by the Company's articles of association that are more stringent than those required by law.

Within the framework of the powers granted to it under the authorized capital, the Board of Directors may also increase the Company's capital as specified in its articles of association.

## *3.3 Anti-takeover provisions under Belgian laws*

Under Belgian law, public takeover bids for all the outstanding voting securities issued by the issuer are subject to the supervision of the FSMA. If the latter determines that a takeover violates Belgian law, it may lead to suspension of the exercise of the rights attached to any shares that were acquired in connection with the envisaged takeover. Pursuant to the Belgian law of 1 April 2007 on public takeovers, a mandatory takeover bid must be made when, as a result of its own acquisition or the acquisition by persons acting in concert with it, a person owns, directly or indirectly, more than 30% of the securities with voting rights in a company with registered office in Belgium whose securities are admitted to trading on a regulated or recognized market. The acquirer must offer to all other shareholders the opportunity to sell their shares at the highest of (i) the highest price offered by the acquirer for shares of the issuer during the 12 months preceding the announcement of the bid or (ii) the weighted average price of the shares on the most liquid market of the last 30 calendar days prior to the date on which the obligation of the acquirer to offer the takeover of the shares of other shareholders starts.

With respect to anti-takeover protection, Article 34 of the Royal Decree of 14 November 2007 requires the following information to be included in the annual report:

- Capital Structure

The share capital of the Company is represented by ordinary shares.

Based on the transparency notifications received by the Company, the shareholders owning 5% or more of the Company's shares on 31 December 2016 was TOLEFI SA (2,267,844 shares). All shares are ordinary shares.

- Legal or statutory restrictions to the transfer of shares

The articles of association of the Company do not contain any restriction on the transfer of the shares.

- Holders of securities with special control rights

Not applicable to the Company.

- Control mechanisms in case of an employee shareholding system

Not applicable to the Company.

- Legal or statutory restrictions to the exercise of voting rights

The articles of association of the Company do not contain any restriction on voting rights.

- Shareholder agreements known to the Company and engendering restrictions to the transfer of shares and/or the exercise of voting rights

The Company is not aware of the existence of any other shareholders' agreements between its shareholders.

- Appointment and replacement of directors

*PMV is entitled to put forward candidates for the office of director, for as long as PMV or one of its affiliated companies holds at least 75% of the 570,571 shares jointly held by PMV and its affiliated companies at the time of the public takeover bid completed on 9 July 2013.*

*Sofipôle is entitled to put forward candidates for the office of director, for as long as Sofipôle or one of its affiliated companies holds at least 75% of the 661,172 shares jointly held by Sofipôle and its affiliated companies at the time of the public takeover bid completed on 9 July 2013.*

*Each of PMV and Sofipôle (each a Reference Shareholder) must inform the Board of Directors of the identity of the candidates it puts forward for the office of director at least six weeks prior to the shareholders' meeting during which the directors will be appointed.*

*Each Reference Shareholder is entitled to replace the director it has put forward by a person chosen on the basis of a list of at least two candidates proposed to the Board of Directors by the Reference Shareholder (or by a member of its group, as designated by the Reference Shareholder), subject to the same information requirements to the Board of Directors concerning the identity of the candidates at least six weeks prior to the shareholders' meeting during which the replacement director will be appointed.*

*If a Reference Shareholder entitled to put forward candidates for the office of director, does not present a list of candidates, the shareholders' meeting may either appoint, at its sole discretion, a director in order to fill the position for which no list of candidates has been presented, and its term of office will last until the Reference Shareholder in question presents a list of candidates for this position, or choose not to appoint a director.*

*For any new appointment to the Board, the skills, knowledge and experience already present and those needed on the Board will be evaluated and, in the light of that evaluation, a description of the role and skills, experience and knowledge needed will be prepared (a "profile").*

*When dealing with a new appointment, the Chairman of the Board must ensure that, before considering the candidate, the Board has received sufficient information such as the candidate's curriculum vitae, an assessment of the candidate based on the candidate's initial interview, a list of the positions the candidate currently holds, and, if applicable, the necessary information for assessing the candidate's independence.*

*The Chairman of the Board is in charge of the nomination procedure. The Board is responsible for proposing members for nomination to the shareholders' meeting, in each case based on the recommendation of the Nomination & Remuneration Committee.*

*If a legal entity is appointed as a director, it is obliged to appoint, in accordance with the provisions of the Belgian Company Code, a natural person as a permanent representative, who may represent the legal entity in all its dealings with the Company. The legal entity director may not dismiss its permanent representative without simultaneously appointing a new representative.*

*Any proposal for the appointment of a director by the shareholders' meeting should include a recommendation from the Board based on the advice of the Nomination & Remuneration Committee. This provision also applies to shareholders' proposals for appointment. The proposal must specify the proposed term of the mandate, which must not exceed four years. It must be accompanied by relevant information on the candidate's professional qualifications together with a list of the positions the candidate already holds. The Board will indicate whether the candidate satisfies the independence criteria.*

*Outgoing directors will remain in office for as long as the shareholders' meeting, for whatever reason, has not filled the vacancy.*

*Appointments are generally made for a maximum term of four years. Outgoing directors will be eligible for re-election. However, when an independent director has served on the Board for three consecutive terms, he is in not eligible for a fourth term, as he cannot be an independent director of the Company for more than twelve years. Before proposing any director for re-election, the Board should take into account the evaluations made by the Nomination & Remuneration Committee. The mandates of those directors who are not re-appointed for a new term will terminate immediately after the shareholders' meeting which decides on any re-appointment or appointment.*

*The directors may be revoked by the shareholders' meeting at any time.*

*If at any time a vacancy is created on the board of directors, the remaining directors may temporarily appoint a director to the board to fill the vacancy. Any director so appointed will hold office for the remainder of the term of appointment of the director that it replaces.*

*The definitive appointment of the replacing director is added to the agenda of the following shareholders' meeting.*

- Amendment of the articles of association

*Pursuant to the Belgian Company Code, any amendment to the articles of association such as an increase or decrease in the capital of the Company, and certain other matters such as the approval of the dissolution, merger or de-merger may only be authorized with the approval of at least 75% of the votes validly cast at an Extraordinary General Shareholders' Meeting where at least 50% of the Company's share capital is present or represented. If the attendance quorum of 50% is not met, a new*

*Extraordinary General Shareholders' Meeting must be convened at which the shareholders may decide on the agenda items, irrespective of the percentage of share capital present or represented at such meeting.*

- Powers of the Board of Directors

*The Board of Directors has the most extensive powers in order to perform all acts which are useful or necessary so as to complete the Company's corporate purpose.*

*The Board of Directors has the power to perform all acts which are not expressly assigned by law or by the articles of association to the shareholders' meeting.*

*The Board of Directors has to power to establish an audit committee and other committes, the powers of which it will determine.*

*In accordance with Articles 603 and following of the Belgian Company Code and with the articles of association, the Extraordinary General Shareholders' Meeting of Celyad SA authorized the Board of Directors to increase the share capital of the Company, in one or several times, and under certain conditions set forth in extenso in the articles of association. This authorization was given on 9 July 2013 and is valid for a period of five years starting on 26 July 2013, i.e. until 26 July 2018. As of the date of this report, the outstanding amount of the authorized capital is €9.160.455,93.*

*When increasing the share capital within the limits of the authorized capital, the Board of Directors may, in the Company's interest, restrict or cancel the shareholders' preferential subscription rights, even if such restriction or cancellation is made for the benefit of one or more specific persons other than the employees of the Company or its subsidiaries. The Board of Directors is not allowed to buy back shares.*

- Agreements on severance pay

*Reference is made to section 6 of chapter 2.*

### *3.4 Financial service*

The financial services for the shares are provided by BNP Paribas Security Services.

Citibank N.A. is acting as depositary bank for the ADS issued by the Company. Citibank issued an ADS for every new shares issued at the IPO.

Bank Degroof Petercam SA is acting as liquidity provider under a brokerage contract.

# 4. CONSOLIDATED FINANCIAL STATEMENTS

## *4.1. Responsibility statement*

We hereby certify that, to the best of our knowledge, the consolidated financial statements as of 31 December 2016, prepared in accordance with the International Financial Reporting Standards, as adopted by the European Union, and the legal requirements applicable in Belgium, give a true and fair view of the assets, liabilities, financial position and loss of the Group and the undertakings included in the consolidation taken as a whole, and that the management report includes a fair review of the development and the performance of the business and the position of the Group and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

On behalf of the Board of Directors,

| | |
|---|---|
| **Michel Lussier**<br>**Chairman** | **LSS Consulting SPRL,** represented by its permanent representative Christian Homsy<br>**CEO** |

## *4.2 Statutory auditor's report on the consolidated accounts for the year ended 31 December 2016*

To the Shareholders of Celyad SA

## STATUTORY AUDITOR'S REPORT TO THE GENERAL SHAREHOLDERS' MEETING ON THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED DECEMBER 31, 2016

In accordance with the legal requirements, we report to you on the performance of our mandate of statutory auditor. This report includes our opinion on the consolidated accounts, as well as the required additional statement. The consolidated accounts comprise the consolidated statement of financial position as at 31 December 2016 and the consolidated statements of comprehensive loss, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

**Report on the consolidated accounts – Unqualified opinion**

We have audited the consolidated accounts of Celyad SA ("the Company") and its subsidiaries (jointly "the Group") for the year ended 31 December 2016, prepared in accordance with International Financial Reporting Standards as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium. The total of the consolidated statement of financial position amounts to 000' EUR 138.806 and the consolidated statement of comprehensive loss shows a loss for the year of 000' EUR 23.436.

*Board of directors' responsibility for the preparation of the consolidated accounts*

The board of directors is responsible for the preparation and fair presentation of these consolidated accounts in accordance with International Financial Reporting Standards as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium, and for such internal control as the board of directors determines, is necessary to enable the preparation of consolidated accounts that are free from material misstatement, whether due to fraud or error.

*Statutory auditor's responsibility*

Our responsibility is to express an opinion on these consolidated accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing (ISAs) as endorsed in Belgium. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated accounts. The procedures selected depend on the statutory auditor's judgment, including the assessment of the risks of material misstatement of the consolidated accounts, whether due to fraud or error. In making those risk assessments, the statutory auditor considers internal control relevant to the Group's preparation and fair presentation of the consolidated accounts in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the board of directors, as well as evaluating the overall presentation of the consolidated accounts. We have obtained from the board of directors and the company's officials the explanations and information necessary for performing our audit.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

*Unqualified Opinion*

In our opinion, the consolidated accounts give a true and fair view of the Group's net equity and consolidated financial position as at 31 December 2016 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium.

**Report on other legal and regulatory requirements**

The board of directors is responsible for the preparation and the content of the directors' report on the consolidated accounts.

In the context of our mandate and in accordance with the Belgian standard which is complementary to the International Standards on Auditing (ISAs) as applicable in Belgium, our responsibility is to verify, in all material respects, compliance with certain legal and regulatory requirements. On this basis, we provide the following additional statement which does not impact our opinion on the consolidated financial statements:

The directors' report on the consolidated accounts includes the information required by law, is consistent with the consolidated accounts and does not present any material inconsistencies with the information that we became aware of during the performance of our mandate.

Liège, 4 April 2017

The Statutory Auditor

PwC Reviseurs d'Entreprises SCCRL

Represented by

Patrick Mortroux

Réviseur d'Entreprises

## *4.3 Consolidated financial statements as of 31 December 2016 and 2015 under IFRS*

### 4.3.1. Consolidated statement of financial position

| (€'000) | | For the year ended 31 December | |
|---|---|---|---|
| | Notes | 2016 | 2015 |
| **NON-CURRENT ASSETS** | | **53,440** | **50,105** |
| Intangible assets | 5.6 | 49,566 | 48,789 |
| Property, Plant and Equipment | 5.7 | 3,563 | 1,136 |
| Other non-current assets | 5.8 | 311 | 180 |
| **CURRENT ASSETS** | | **85,367** | **109,419** |
| Trade and Other Receivables | 5.9 | 1,359 | 549 |
| Grants receivables | 5.9 | - | 104 |
| Other current assets | 5.9 | 1,420 | 1,254 |
| Short term investments | 5.10 | 34,230 | 7,338 |
| Cash and cash equivalents | 5.11 | 48,357 | 100,175 |
| **TOTAL ASSETS** | | **138,806** | **159,525** |
| **EQUITY** | | **90,885** | **111,473** |
| Share Capital | 5.14 | 32,571 | 32,571 |
| Share premium | 5.14 | 158,010 | 158,010 |
| Other reserves | 5.22 | 24,329 | 21,205 |
| Retained loss | | (124,026) | (100,313) |
| **NON-CURRENT LIABILITIES** | | **36,646** | **36,562** |
| Bank loans | | 536 | |
| Finance leases | | 381 | 427 |
| Advances repayable | 5.17 | 7,330 | 10,484 |
| Contingent liabilities | 5.20 | 28,179 | 25,529 |
| Post employment benefits | 5.16 | 204 | 121 |
| Other non current liabilities | | 16 | |
| **CURRENT LIABILITIES** | | **11,275** | **11,490** |
| Bank loans | | 207 | |
| Finance leases | | 354 | 248 |
| Advances repayable | 5.17 | 1,108 | 898 |
| Trade payables | 5.18 | 8,098 | 8,576 |
| Other current liabilities | 5.18 | 1,508 | 1,768 |
| **TOTAL EQUITY AND LIABILITIES** | | **138,806** | **159,525** |

## 4.3.2. Consolidated statement of comprehensive loss

| (€'000) | Notes | For the year ended 31 December 2016 | 2015 |
|---|---|---|---|
| Revenues | 5.23 | 8,523 | 3 |
| Cost of sales | | (53) | (1) |
| **Gross profit** | | **8,471** | **2** |
| Research and Development expenses | 5.24 | (27,675) | (22,766) |
| General administrative expenses | 5.25 | (9,744) | (7,230) |
| Other operating income | 5.28 | 3,340 | 322 |
| **Operating Loss** | | **(25,609)** | **(29,672)** |
| Financial income | 5.30 | 2,204 | 542 |
| Financial expenses | 5.30 | (207) | (236) |
| Share of Loss of investments accounted for using the equity method | 5.13 | - | 252 |
| **Loss before taxes** | | **(23,612)** | **(29,114)** |
| Income taxes | | 6 | - |
| **Loss for the year [2]** | | **(23,606)** | **(29,114)** |
| Basic and diluted loss per share (in €) | 5.31 | (2.53) | (3.43) |
| **Other comprehensive loss** | | | |
| **Items that will not be reclassified to profit and loss** | | **(107)** | **16** |
| Remeasurements of post employment benefit obligations, net of tax | | (107) | 16 |
| **Items that may be subsequently reclassified to profit or loss** | | **277** | **485** |
| Currency translation differences | | 277 | 485 |
| **Other comprehensive loss for the year, net of tax** | | **170** | **501** |
| **Total comprehensive loss for the year** | | **(23,436)** | **(28,613)** |
| **Total comprehensive loss for the year attributable to Equity Holders** [1] | | **(23,436)** | **(28,613)** |

[1] For 2016 and 2015, the Group does not have any non-controlling interests and the losses for the year are fully attributable to owners of the parent.

## 4.3.3. Consolidated statement of changes in equity

| (€'000) | Share capital (Note 5.14) | Share premium (Note 5.14) | Other reserves (Note 5.22) | Retained loss | Total Equity |
|---|---|---|---|---|---|
| **Balance as of 1st January 2015** | **24.615** | **53.302** | **19.982** | **(71.215)** | **26.684** |
| Capital increase in cash | 7,607 | 112,104 | | | 119,711 |
| Capital increase (Acquisition Oncyte) | 326 | 3,126 | | | 3,452 |
| Exercise of warrants | 23 | 196 | | | 219 |
| Share-based payments | | 59 | 736 | | 795 |
| Transaction costs associated with capital increases | | (10,776) | | | (10,776) |
| **Total transactions with owners, recognized directly in equity** | **7,956** | **104,709** | **736** | **0** | **113,401** |
| Loss for the year | | | | (29,114) | (29,114) |
| Currency Translation differences | | | 487 | | 487 |
| Remeasurements of defined benefit obligation | | | | 16 | 16 |
| **Total comprehensive gain/(loss) for the year** | | | **487** | **(29,098)** | **(28,611)** |
| **Balance as of 1st January 2016** | **32,571** | **158,010** | **21,205** | **(100,313)** | **111,473** |
| Capital increase | | | | | |
| Exercise of warrants | | | | | |
| Share-based payments | | | 2,848 | | 2,848 |
| Transaction costs associated with capital increases | | | | | |
| **Total transactions with owners, recognized directly in equity** | **-** | **-** | **2,848** | **-** | **2,848** |
| Loss for the year | | | | (23,606) | (23,606) |
| Currency Translation differences | | | 277 | | 277 |
| Remeasurements of defined benefit obligation | | | | (107) | (107) |
| **Total comprehensive gain/(loss) for the year** | - | - | **277** | **(23,713)** | **(23,436)** |
| **Balance as of 31 December 2016** | **32.571** | **158,010** | **24,330** | **(124,026)** | **90,885** |

## 4.3.4. Consolidated statement of Cash flows

| (€'000) | Notes | For the year ended 31 December 2016 | 2015 |
|---|---|---|---|
| **Cash Flow from operating activities** | | | |
| Net Loss for the year | | (23,606) | (29,114) |
| **Non-cash adjustments** | | | |
| Depreciation | 5.7 | 760 | 273 |
| Amortisation | 5.6 | 756 | 760 |
| Post Employment Benefit | 5.16 | (24) | (45) |
| Deconsolidation of. CELYAD Asia Ltd. | 5.13 | - | 60 |
| Change in fair value valuation of Contingent liabilities | | 1,633 | |
| Change in fair value valuation of RCA's | | (2,154) | (84) |
| Proceeds of grants and advances | 5.28 | (3,003) | (1,647) |
| Currency translation adjustment | | (144) | (21) |
| Share-based payments | 5.15 | 2,847 | 795 |
| **Change in working capital** | | | |
| Trade receivables, other receivables | | (1,018) | 653 |
| Trade payables, other payable and accruals | | (740) | 1,066 |
| **Net cash (used in)/from operations** | | **(24,692)** | **(27,303)** |
| **Cash Flow from investing activities** | | | |
| Acquisitions of Property, Plant & Equipment | 5.7 | (1,687) | (811) |
| Acquisitions of Intangible assets | 5.6 | (95) | (27) |
| Disposals of fixed assets | | 78 | |
| Acquisition of short term investment | 5.10 | (34,230) | (5,000) |
| Proceeds from Short Term Investments | | 7,338 | 333 |
| Acquisition of BMS SA | 5.12 | (1,560) | - |
| Acquisition of Oncyte LLC | 5.13 | - | (5,186) |
| **Net cash used in investing activities** | | **(30,157)** | **(10,691)** |
| **Cash flows from financing activities** | | | |
| Proceeds from borrowings | | 1,165 | 451 |
| Repayments of finance leases | | (399) | (188) |
| Proceeds from issuance of shares and exercise of warrants | 5.14 | - | 109,154 |
| Proceeds from RCAs & other grants | 5.28 | 3,107 | 1,647 |
| Repayment of advances | | (842) | (529) |
| **Net cash from financing activities** | | **3,031** | **110,535** |
| **Net cash and cash equivalents at beginning of the period** | | **100,174** | **27,633** |
| Change in net cash and cash equivalents | | (51,818) | 72,542 |
| **Net cash and cash equivalents at the end of the period** | | **48,357** | **100,175** |

# 5. Notes to the consolidated financial statements

## *5.1 General information*

Celyad SA ("the Company") and its subsidiaries (together, "the Group") is a a biopharmaceutical company, specialized in cell therapy, that is developing landmark technologies aimed at treating severe diseases with poor prognosis. Our scientific approach is inspired by the natural mechanisms that are used by the body to fight disease.

The group has four fully owned subsidiaries located in Belgium, Biological Manufacturing Services SA , and in the United States, Celyad Inc, Corquest Medical Inc and OnCyte LLC. OnCyte LLC. Biological Manufacturing Services SA was acquired in May 2016.

Celyad SA was incorporated on July 24, 2007 under the name "Cardio3 BioSciences". Celyad is a limited liability company ("Société Anonyme") governed by Belgian law with its registered office at Axis Parc, Rue Edouard Belin 12, B-1435 Mont-Saint-Guibert, Belgium (company number 0891.118.115). The Company's ordinary shares are listed on NYSE Euronext Brussels and NYSE Euronext Paris regulated markets and the Company's ADS are listed on the NASDAQ Global Market under the ticker symbol CYAD.

These consolidated financial statements of Celyad for the twelve months ended 31 December 2016 (the 'Period') include Celyad SA and its subsidiaries. These statements were approved by the Board of Directors on [17 March 2017]. These statements were audited by PwC Reviseurs d'Entreprise SCCRL, the statutory auditor of the Company.

## *5.2 Summary of significant accounting policies*

The significant accounting policies used for preparing the consolidated financial statements are explained here below.

### 5.2.1 Basis of preparation

The consolidated financial statements have been prepared on a historical cost basis. The consolidated financial statements have been approved for issue by the Board of Directors of Celyad on 17 March 2017.

The consolidated financial statements are presented in euro and all values are presented in thousands (€000) except when otherwise indicated.

#### Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) interpretations applicable to companies reporting under IFRS. These standards have been endorsed by the European Union.

The preparation of the consolidated financial statements in accordance with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, are areas where assumptions and estimates are significant to the financial statements. They are disclosed in Note 5.4.

#### Going concern

The Group is pursuing a strategy to develop therapies to treat unmet medical needs in both cardiology and oncology. Management has prepared detailed budgets and cash flow forecasts for the years 2017 and 2018. These forecasts reflect the strategy of the Group and include significant expenses and cash outflows in relation to the development of selected research programs and products candidates.

Based on its current scope of activities, the Group estimates its cash position as of 31 December 2016 (including short term investments) is sufficient to cover its cash requirements until mid of 2019, therefore until the readout of the CAR-T NKR-2 T-cells THINK trial. After due consideration of the above, the Board of Directors determined that management has an appropriate basis to conclude on the continuity over the next 12 months of the Group's business and hence it is appropriate to prepare the financial statements on a going concern basis.

#### Changes to accounting standards and interpretations

The following interpretation and amendments to standards are mandatory for the first time for the financial year beginning 1 January 2016:

- ✓ Amendment to **IAS 16** 'Property, plant and equipment' and **IAS 38** 'Intangible assets' on depreciation and amortisation, effective for annual periods beginning on or after 1 January 2016. In this amendment the IASB has clarified that the use of revenue-based methods to calculate the depreciation of an asset is not appropriate because revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset. The IASB has also clarified that revenue is generally presumed to be an inappropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset.
- ✓ Amendments to **IAS 27** 'Separate financial statements' on the equity method, effective for annual periods beginning on or after 1 January 2016. These amendments allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements.

- ✓ Amendments to **IAS 1** 'Presentation of financial statements', effective for annual periods beginning on or after 1 January 2016. The amendments to IAS 1 are part of the initiative of the IASB to improve presentation and disclosure in financial reports and are designed to further encourage companies to apply professional judgment in determining what information to disclose in their financial statements. The amendments make clear that materiality applies to the whole of financial statements and that the inclusion of immaterial information can inhibit the usefulness of financial disclosures. Furthermore, the amendments clarify that companies should use professional judgment in determining where and in what order information is presented in the financial disclosures.
- ✓ Amendment to **IAS 19**, 'Employee benefits', on defined benefit plans (effective 1 July 2014 and endorsed for 1 February 2015). These narrow scope amendments apply to contributions from employees or third parties to defined benefit plans. The objective of the amendments is to simplify the accounting for contributions that are independent of the number of years of employee service, for example, employee contributions that are calculated according to a fixed percentage of salary
- ✓ **Annual improvements 2010-2012** (effective 1 July 2014 and endorsed for 1 February 2015). These amendments include changes from the 2010-12 cycle of the annual improvements project, that affect 7 standards: IFRS 2, 'Share-based payment', IFRS 3, 'Business Combinations', IFRS 8, 'Operating segments', IFRS 13, 'Fair value measurement', IAS 16, 'Property, plant and equipment', and IAS 38, 'Intangible assets', Consequential amendments to IFRS 9, 'Financial instruments', IAS 37, 'Provisions, contingent liabilities and contingent assets', and IAS 39, Financial instruments – Recognition and measurement'.
- ✓ **Annual improvements 2012-2014** (effective and endorsed for 1 January 2016). These set of amendments impacts 4 standards: IFRS 5, 'Non-current assets held for sale and discontinued operations' regarding methods of disposal; IFRS 7, 'Financial instruments: Disclosures', (with consequential amendments to IFRS 1) regarding servicing contracts; IAS 19, 'Employee benefits' regarding discount rates; IAS 34, 'Interim financial reporting' regarding disclosure of information.
- ✓ **Amendments to IFRS 10** 'Consolidated financial statements', I**FRS 12** 'Disclosure of interests in other entities' and **IAS 28**, 'Investments in associates and joint ventures', effective for annual periods beginning on or after 1 January 2016. These amendments clarify the application of the consolidation exception for investment entities and their subsidiaries.

The following new standards and amendments to standards have been issued, but are not mandatory for the first time for the financial year beginning 1 January 2016 and have been endorsed by the European Union:

- ✓ **IFRS 15** 'Revenue from contracts with customers'. The standard will improve comparability of the top line in financial statements globally. Companies using IFRS will be required to apply the revenue standard for annual periods beginning on or after 1 January 2018, subject to EU endorsement.
- ✓ **IFRS 9** 'Financial instruments', effective for annual periods beginning on or after 1 January 2018. The standard addresses the classification, measurement, derecognition of financial assets and financial liabilities and general hedge accounting.

The following new standards and amendments to standards have been issued, but are not mandatory for the first time for the financial year beginning 1 January 2016 and have not been endorsed by the European Union:

- ✓ **IFRS 16** 'Leases'. This standard replaces the current guidance in IAS 17 and is a far reaching change in accounting by lessees in particular. Under IAS 17, lessees were required to make a distinction between a finance lease (on balance sheet) and an operating lease (off balance sheet). IFRS 16 requires lessees to recognise a lease liability reflecting future lease payments and a 'right-of-use asset' for virtually all lease contracts. For lessors, the accounting stays almost the same. However, as the IASB has updated the guidance on the definition of a lease (as well as the guidance on the combination and separation of contracts), lessors will also be affected by the new standard. Under IFRS 16, a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.
- ✓ Amendments to **IFRS 10**, 'Consolidated financial statements' and **IAS 28**,'Investments in associates and joint ventures', for which the effective date still has to be determined. These amendments address an inconsistency between the requirements in IFRS 10 and those in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The main consequence of the amendments is that a full gain or loss is recognised when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognised when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary.
- ✓ Amendments to **IAS 12**,'Income taxes' on Recognition of deferred tax assets for unrealised losses (effective 1 January 2017). These amendments on the recognition of deferred tax assets for unrealised losses clarify how to account for deferred tax assets related to debt instruments measured at fair value.
- ✓ Amendments to **IAS 7**, Statement of cash flows (effective 1 January 2017). These amendments to IAS 7 introduce an additional disclosure that will enable users of financial statements to evaluate changes in liabilities arising from financing activities. The amendment is part of the IASB's Disclosure Initiative, which continues to explore how financial statement disclosure can be improved.
- ✓ Amendments to **IFRS 15**, 'Revenue from contracts with customers' - Clarifications (effective 1 January 2018). These amendments compromise clarification guidance on identifying performance obligations, accounting for licences of intellectual property and the principle versus agent assessment. The amendment also includes more illustrative examples.
- ✓ **Amendments to IFRS 2**: Share-based payments (effective 1 January 2018): The amendment clarifies the measurement basis for cash-settled payments and the accounting for modifications that change an award from cash settled to equity settled. It also introduces an exception to the principles in IFRS 2 that will require an award to be treated as if it was

wholly equity-settled, where an employer is obliged to withhold an amount for the employee's tax obligation associated with a share-based payment and pay the amount to the tax authorities.

- ✓ **Annual improvements 2014-2016**. This set of amendments impacts 3 standards: IFRS 1 'First-time adoption of International Financial Reporting Standards' regarding short-term exemptions for first-time adopters (effective 1 January 2018), IFRS 12 ' Disclosure of interests in other entities' regarding the scope of the Standard (effective 1 January 2017), and IAS 28 'Investments in associates and joint ventures' regarding measuring an associate or joint venture at fair value (effective 1 January 2018).
- ✓ **IFRIC 22** 'Foreign currency transactions and advance considerations' (effective 1 January 2018). This Interpretation addresses how to determine the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or liability arising from the payment or receipt of advance consideration in a foreign currency.

### 5.2.2 Consolidation

#### Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date control ceases.

The Group applies the acquisition method to account for business combinations.

The consideration transferred for the acquisition of a subsidiary is measured at the aggregate of the fair values of the assets transferred, the liabilities incurred or assumed and the equity interests issued by the Group at the date of the acquisition. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

Any contingent consideration to be transferred by the Group is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Inter-company transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

### 5.2.3 Foreign currency translation

#### Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Euros, which is the Group's presentation currency.

#### Transactions and balances

Foreign currency transactions (mainly USD) are translated into functional currency using the applicable exchange rate on the transaction dates. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date.

Foreign currency exchange gains and losses arising from settling foreign currency transactions and from the retranslation of monetary assets and liabilities denominated in foreign currencies at the reporting date are recognised in the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as of the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

#### Group companies

The results and financial position of all group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- Income and expenses for each income statement are translated at average exchange rate (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- All resulting exchange differences are recognized in other comprehensive income.

### 5.2.4 Revenue

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied in the ordinary course of the Group activities, stated net of discounts, returns and value added taxes. The Company recognizes revenue when the amount of revenue can be reliably measured and when it is probable that future economic benefits will flow to the entity. The amount of revenue is not considered to be reliably measured until all contingencies relating to the sale have been resolved.

Revenue from the sale of goods is recognized when:

- The significant risks and rewards of the ownership of goods are transferred to the buyer;
- The Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- The amount of revenue can be measured reliably;
- It is probable that the economic benefits associated with the transaction will flow to the entity; and
- The costs incurred or to be incurred in respect of the transaction can be measured reliably.

For 2016 and 2015, sales generated by the Group are associated with C-Cathez, its proprietary catheter, and are marginal compared to its operating expenses. In 2016, the group recognized the non refundable payment received from ONO Pharmaceuticals associated to the License Agreement executed in July 2016.

***Licensing revenues***

The license agreement with ONO contracted in July 2016 includes non-refundable upfront fees, milestone payments (the receipt of which is dependent upon the achievement of certain clinical, regulatory or commercial milestones), royalties on sales and sales milestones. The revenue recognition policies can be summarized as follows:

*Upfront payments*

Non-refundable upfront payments received in connection with research and development collaboration agreements and for which there are subsequent deliverables are initially reported as deferred income and are recognized as revenue when earned over the period of the development collaboration. However, when non-refundable upfront payments are received without further performance obligations, these are recognised when they become receivable

*Milestone payments*

Research milestone payments are recognized as revenues when achieved. In addition, the payments have to be acquired irrevocably and the milestone payment amount needs to be substantive and commensurate with the magnitude of the related achievement. Milestone payments that are not substantive, not commensurate or that are not irrevocable are recorded as deferred revenue. Revenue from these activities can vary significantly from period to period due to the timing of milestones.

### 5.2.5 Other operating income

The Group's current operating income is generated from (i) government grants received from the European Commission under the Seventh Framework Program ("FP7") and (ii) government grants received from the Regional government ("Walloon Region" or "Region") in the form of recoverable cash advances (RCAs).

***Government Grant***

Government grants are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Once a government grant is recognized, any related contingent liability (or contingent asset) is treated in accordance with IAS 39/IFRS9.

Government grants relating to costs are deferred and recognised in the income statement over the period necessary to match them with the costs that they are intended to compensate.

*Recoverable cash advances (RCAs)*

As explained above, the Group receives grants from the Regional government in the form of recoverable cash advances (RCAs).

RCAs are dedicated to support specific development programs. All RCA contracts, in essence, consist of three phases, i.e., the "research phase", the "decision phase" and the "exploitation phase". During the research phase, the Group receives funds from the Region based on statements of expenses.

The RCAs are recognized in profit or loss on a systematic basis over the periods in which the entity recognizes as expenses the related costs for which the grants are intended to compensate.

At the end of the research phase, the Group should within a period of six months decide whether or not to exploit the results of the research phase (decision phase). The exploitation phase may have a duration of up to 10 years. In the event the Group decides to exploit the results under an RCA, the relevant RCA becomes contingently refundable and the company applies the recognition criteria of IAS 39 related to liability recognition, with any amounts being recognized as a reduction of other operating income in the income statement.

When the Group does not exploit (or does not continue to exploit) the results under an RCA, it has to notify the Region of this decision. This decision is of the sole responsibility of the Group. The RCA associated to the decision does not become refundable (respectively is no longer refundable as of the calendar year after such decision), and the rights related to such results will be transferred to the Region. Also when the Group decides to renounce to its rights to patents which may result from the research, title to such patents will be transferred to the Region.

*Other government grants*

The Group has received and will continue to apply grants to European (FP7) and Regional authorities. These grants are dedicated to partially finance early stage projects such as fundamental research, applied research, prototype design, etc.

As per 31 December 2016, all grants received are not associated to any conditions. As per contract, grants are paid upon submission by the Group of statement of expenses. The Company incurs project expenses first and asks for partial refunding according to the terms of the contracts.

The government grants are recognized in profit or loss on a systematic basis over the periods in which the entity recognizes as expenses the related costs for which the grants are intended to compensate.

### 5.2.6 Intangible assets

Intangible assets acquired from third parties are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Internally generated intangible assets, excluding capitalised development costs (when conditions are met), are not capitalised. Expenditure is reflected in the income statement in the year in which the expenditure is incurred.

The useful life of intangible assets is assessed as finite. They are amortised over the expected useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the income statement of in the expense category consistent with the function of the intangible asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the income statement when the asset is derecognised.

**Goodwill**

A goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognised. Goodwill is measured as a residual at the acquisition date, as the excess of the fair value of the consideration transferred and the assets and liabilities recognised (in accordance with IFRS 3).

Goodwill has an indefinite useful life and is tested for impairment at least annually or more frequently whenever events or changes in circumstances indicate that goodwill may be impaired, as set forth in IAS 36 (Impairment of Assets)

**In process research and development costs**

The In-process research and development costs ("IPRD") are capitalized as an indefinite-lived intangible asset until project has been completed or abandoned. IPRD is measured at fair value at the date of acquisition and that fair value becomes the new historical cost for future subsequent amortization.

The IPRD is not eligible for the revaluation model under IAS 38 "Intangible assets" because it is not traded on an active market, which is the requirement under IAS 38 for an intangible asset to avail of the revaluation model. Therefore, the IPRD cannot be subsequently revalued at fair value.

Subsequent R&D expenditure can be capitalized as part of the IPRD only to the extent that IPRD is in development stage, i.e. when such expenditure meets the recognition criteria of IAS 38. Assuming that under Celyad, development stage is reached when the intangible asset nears regulatory approval in Phase III, any R&D expenditure between the acquisition date and the development stage should be treated as part of research phase and expensed in the income statement.

**Research and development costs**

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale.
- its intention to complete the intangible asset and use or sell it.
- its ability to use or sell the intangible asset.
- how the intangible asset will generate probable future economic benefits. Among other things, the entity can
- demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be
- used internally, the usefulness of the intangible asset.

- the availability of adequate technical, financial and other resources to complete the development and to use or sell the
- intangible asset.
- its ability to measure reliably the expenditure attributable to the intangible asset during its development.

For the industry in which the Group operates, the life science industry, criteria a) and d) tend to be the most difficult to achieve. Experience shows that in the Biotechnology sector technical feasibility of completing the project is met when such project completes successfully Phase III of its development. For medical devices this is usually met at the moment of CE marking.

Following initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses.

Amortisation of the asset begins when development has been completed and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation is recorded in Research & Development expenses. During the period of development, the asset is tested for impairment annually.

As per 31 December 2016, only the development costs of C-Cathez are capitalized and amortized over a period of 17 years which corresponds to the period over which the intellectual property is protected.

**Patents, Licences and Trademarks**

Payments related to the acquisition of technology rights are capitalised as intangible assets when the two following criteria are met:

- it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity; and
- the cost of the asset can be measured reliably.

Licences for the use of intellectual property are granted for a period corresponding to the intellectual property of the assets licensed. Amortisation is calculated on a straight-line basis over this useful life.

Patents and licences are amortized over the period corresponding to the IP protection and are assessed for impairment whenever there is an indication these assets may be impaired. Indication of impairment is related to the value of the patent demonstrated by the pre-clinical and clinical results of the technology.

**Software**

Software only concerns acquired computer software licences. Software is capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives of three years on a straight-line basis.

### 5.2.7 Property, plant and equipment

Plant and equipment is stated at cost, net of accumulated depreciation and/or accumulated impairment losses, if any. Repair and maintenance costs are recognised in the income statement of as incurred.

Depreciation is calculated on a straight-line basis over the estimated useful life of the asset as follows:

- Land and buildings: 15 to 20 years
- Plant and equipment: 5 to 15 years
- Laboratory equipment: 3 to 5 years
- Furniture: 3 to 10 years
- Leasehold improvements: 3 to 10 years (based on duration of office building lease)

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end, and adjusted prospectively, if applicable.

### 5.2.8 Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at inception date: whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset.

Finance leases, which transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in the income statement.

Leased assets are depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the income statement on a straight line basis over the lease term.

The Group has performed sale and leaseback transactions. If the sale and leaseback transaction results in a finance lease, any excess of sales proceeds over the carrying amount is deferred and amortised over the lease term. If the transaction results in an operating lease and the transaction occurred at fair value, any profit or loss is recognised immediately.

### 5.2.9 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used based on the discounted cash-flow model.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the income statement unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

The Group has four cash-generating units which consist of the development and commercialization activities on its the following products, C-Cure, C-Cath$_{ez}$, Heart-Xs and NKR-T. Indicators of impairment used by the Group are the pre-clinical and clinical results obtained with the technology.

### 5.2.10 Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less.

### 5.2.11 Financial assets

#### 5.2.11.1 Classification

The Group classifies its financial assets in the following category: loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise "cash and cash equivalents", "short-term deposits", "trade and other receivables" and "Deposits".

#### 5.2.11.2 Initial recognition and measurement

All financial assets are recognised initially at fair value plus directly attributable transaction costs.

#### 5.2.11.3 Subsequent measurement

After initial measurement, loans and receivables are subsequently measured at amortised cost using the effective interest rate method (EIR), less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the income statement. The losses arising from impairment are recognised in the income statement.

#### 5.2.11.4 Impairment of financial assets

The Group assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

**Financial assets carried at amortised cost**

For financial assets carried at amortised cost the Group first assesses individually whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows.

The present value of the estimated future cash flows is discounted at the financial assets' original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income in the income statement. Loans together with the associated allowance are written off when there is no realistic prospect of future recovery. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a future write-off is later recovered, the recovery is credited to the income statement.

### 5.2.12 Financial liabilities

#### 5.2.12.1 Classification

The Group's financial liabilities include contingent consideration trade and other payables, bank overdrafts and loans and borrowings. The Group classifies its financial liabilities in the following category: financial liabilities measured at amortised cost using the effective interest method.

#### 5.2.12.2 Initial recognition and measurement

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

#### 5.2.12.3 Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

**Contingent consideration**

The contingent consideration is recognized and measured at fair value at the acquisition date and classified as a long term liability. After initial recognition, contingent consideration arrangements that are classified as liabilities are re-measured at fair value with changes in fair value recognized in the income statement in accordance with IFRS 3 and IAS 39. Therefore, contingent payments will not be eligible for capitalization but will simply reduce the contingent consideration liability.

Details regarding the valuation of the contingent consideration are disclosed in Note 5.13.2.

**Trade payables and other payables**

After initial recognition, trade payables and other payables are measured at amortised cost using the effective interest method.

**Loans and borrowings**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the income statement when the liabilities are derecognised.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance expense in the income statement.

#### 5.2.12.4 Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original

liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the income statement.

### 5.2.13 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

On July 8, 2016, following the unsuccessful outcome of the conciliation procedure organized under Swiss laws, a Swiss company named AtonRâ Partners SA has formalized its claim against us before the Tribunal of First Instance of Geneva (Switzerland). AtonRâ Partners SA claims the payment of respectively 95.250 EUR and 300.300 USD as alleged broker intermediary commissions in the context of our fund raising of 3 March 2015 and our Initial Public Offering (IPO) on the NASDAQ on 18 June 2015. We fully contest the merits of the claim and the jurisdiction of the Tribunal as Atonrâ was not a party of the bank syndicate of these two placements. The procedure is pending and the Tribunal has not fixed the judgment date. The decision is subject to appeal in accordance with Swiss laws. No accrual is booked as of December 31, 2016 on this claim.

#### 5.2.13.1 Employee benefits

**Defined contribution plan**

The Group operates a pension plan which requires contributions to be made by the Group to an insurance company. The pension plans is classified as a defined contribution plan. A defined contribution plan is a pension plan under which the Group pays fixed contributions per employee into a separate fund. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits they are entitled to under the existing schemes.

However, because of the Belgian legislation applicable to 2nd pillar pension plans (so-called "Law Vandenbroucke"), all Belgian defined contribution plans have to be considered under IFRS as defined benefit plans. Law Vandenbroucke states that in the context of defined contribution plans, the employer must guarantee a minimum return of 3.75% on employee contributions and 3.25% on employer contributions. Because of this minimum guaranteed return for defined contributions plans in Belgium, the employer is exposed to a financial risk (there is a legal obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods).

Prior to 2014, the Group did not apply the defined benefit accounting for these plans because higher discount rates were applicable and the return on plan assets provided by the insurance company was sufficient to cover the minimum guaranteed return. As a result of continuous low interest rates offered by the European financial markets, in 2014 Celyad has decided to measure and account for the potential impact of defined benefit accounting for these pension plans with a minimum fixed guaranteed return because of the higher financial risk related to these plans than in the past. The prior year financial statements were not revised due to such effect not being material.

The Group has calculated the provision for employee benefit pension plans with the assistance of an independent third-party actuarial firm The calculation is based on the projected unit credit method.

The liability recognized in the balance sheet in respect of the pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation.

The current service cost of the defined benefit plan, recognized in the income statement as part of the operating costs, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements.

Past-service costs are recognized immediately in the income statement.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in the operating costs in the income statement.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise.

**Short term benefits**

Short-term employee benefits are those expected to be settled wholly before twelve months after the end of the annual reporting period during which employee services are rendered, but do not include termination benefits such as wages, salaries, profit-sharing and bonuses and non-monetary benefits paid to current employees.

The undiscounted amount of the benefits expected to be paid in respect of service rendered by employees in an accounting period is recognised in that period. The expected cost of short-term compensated absences is recognised as the employees render service that increases their entitlement or, in the case of non-accumulating absences, when the absences occur, and includes any additional amounts an entity expects to pay as a result of unused entitlements at the end of the period.

**Share-based payments**

Certain employees, managers and members of the Board of Directors of the Group receive remuneration, as compensation for services rendered, in the form of share-based payments. It concerns "equity-settled" share-based payments.

*Measurement*

The cost of equity-settled share-based payments is measured by reference to the fair value at the date on which they are granted. The fair value is determined by using an appropriate pricing model, further details are given in the Note 5.15.

*Recognition*

The cost of equity-settled share-based payments is recognised, together with a corresponding increase in equity, over the period in which the service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest.

The expense or credit for a period accounted for in the income statement represents the movement in cumulative expense recognised as of the beginning and end of that period.

*Modification*

Where the terms of an equity-settled transaction award are modified, the minimum expense recognised is the expense as if the terms had not been modified, if the original terms of the award were met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

*Cancellation*

An equity-settled award can be cancelled with the departure of a beneficiary before the end of the vesting period, or cancelled and replaced by a new equity settled award. Where an equity-settled award is cancelled, the previously recognised expenses is offset directly in the equity of the Group and credited against the retained earnings. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. All cancellations of equity-settled transaction awards are treated equally.

### 5.2.14 Taxes

Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

**Deferred tax**

Deferred tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses(except if the deferred tax asset arises from the initial recognition of an asset or liability in a transaction other than a business combination and that, at the time of the transaction affects neither accounting nor taxable profit or loss), to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is not probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to income taxes levied by the same taxation authority or either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

### 5.2.15 Earnings (loss) per share

The basic net profit/(loss) per share is calculated based on the weighted average number of shares outstanding during the period.

The diluted net profit/(loss) per share is calculated based on the weighted average number of shares outstanding including the dilutive effect of potentially dilutive ordinary shares such as warrants and convertible debts. Potentially dilutive ordinary shares should be included in diluted earnings (loss) per share when and only when their conversion to ordinary shares would decrease the net profit per share (or increase net loss per share).

## *5.3 Risk Management*

**Financial risk factors**

*Interest rate risk*

The interest rate risk is very limited as the Group has only a limited amount of finance leases and no outstanding loans. So far, because of the materiality of the exposure, the Group did not enter into any interest hedging arrangements.

*Credit risk*

Seen the limited amount of trade receivables due to the fact that sales to third parties are not significant, credit risk arises mainly from cash and cash equivalents and deposits with banks and financial institutions. The Group only works with international reputable commercial banks and financial institutions.

*Foreign exchange risk*

The Group is exposed to foreign exchange risk as certain collaborations or supply agreements of raw materials are denominated in USD. Moreover, the Group has also investments in foreign operations, whose net assets are exposed to foreign currency translation risk (USD). So far, because of the materiality of the exposure, the Group did not enter into any currency hedging arrangements. No sensitivity has been performed on the foreign exchange risk as up till now this risk is still considered as immaterial by the Group.

*Liquidity risk*

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposit and finance leases.

The Group is exposed to liabilities and contingent liabilities as a result of the RCAs it has received from the Walloon Government. Out of the RCAs contracted as of 31 December 2016, €21.2 million has been effectively paid out.

In 2017 and 2018, the Group will have to make an exploitation decision on the remaining RCAs (Agreement 5951, 7246 and 7502) with a potential recognition of an additional liability of €4.9 million based on the contractual values.

We refer to Note 5.19 for an analysis of the Group's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

**Capital management**

The Group's objectives when managing capital are to safeguard Celyad' ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an adequate structure to limit to costs of capital.

## *5.4 Critical accounting estimates and judgments*

The preparation of the Group's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

In the process of applying the Group's accounting policies, management has made judgments and has used estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

### Advances received from the Walloon Region: recognition of a contingent liability

**Change in accounting policy - RCA accounting**

Following the IFRS IC interpretation rejection regarding IAS 20 'Accounting for Government Grants and Disclosure for Government Assistance – Accounting for repayable cash receipt' issued in May 2016, Celyad decided to change its accounting policy regarding its RCAs. The IFRS IC has concluded that contingently repayable cash received from a government to finance a research and development (R&D) project is a financial liability under IAS 39 'Financial Instruments: Recognition and Measurement'. The liability should be initially recognised at fair value and any difference between, the cash received and the fair value of the liability should be considered as a government grant, accounted for under IAS 20, 'Government Grants'.

Previously, Celyad accounted for RCAs as government grant under IAS 20 which resulted in all cash received to be recorded as operating income. A provision for cash repayable was recognised under IAS 37 when Celyad notified the Walloon Region of its decision to exploit the outcome of the research financed.

Given the clarification issued by IFRS IC, Celyad has decided to amend its accounting policy in respect of cash advance received from the Walloon Region which are now considered, at inception, as a financial liability that should be recognised in accordance with IAS 39. In that context, Celyad has also chosen the fair value option for subsequent measurement of RCAs on the basis that all RCAs financial liabilities are managed on a fair value basis.

Such change in accounting policy requires the restatement of comparative figures. In this regards, Celyad has performed the valuation of the financial liability at 31 December 2015 and at 31 December 2016 based on assumptions regarding the probability of success for respective projects that existed as at those dates without hindsight. The assumptions included the estimation of the timing and the probability of successful commercialisation of the R&D results. In accordance with the RCA agreements, the following two components were assessed when calculating estimated future cash flows:

- 30% of the initial RCA is repayable when the company exploit the outcome of the research financed, and
- The remaining amount is repayable based on future sales milestones and the actual cash paid-out might range from 50% to 200% of the initial RCA, including interest depending on RCA agreement.

Estimated future cash flows are discounted to their present value using discount rates ranging from 1.5 % to 12.5 % that reflect relevant risks related to each cash flow at 31 December 2015 and at 31 December 2016.

The financial liability of the comparative period has been computed and found as not materially different from the previous provision recorded under IAS 37 for advances repayable as at 31 December 2015. Consequently, there is no restatement for comparative figures and a reclassification from provision to financial liability has been made.

As per this clarification paper, RCA's should be recognised as a financial liability in accordance with IFRS9/IAS 39. The Company applied the recommended accounting treatment retrospectively as of 31 December 2015 and no material difference was observed compared to the previous accounting treatment applied by the Company. Therefore, no restatement of the consolidated financial position of the group is required as per IAS 8.

Advances received from the Walloon Region only become contingently reimbursable if the Company notifies the Region of its decision to exploit the outcome of the research program funded with the advances received. At the end of this research phase, the Group should, within a period of six months, decide whether or not to exploit the results of the research programs ('decision phase'). In the event the Group decides to exploit the results under an RCA, the relevant RCA becomes contingently repayable to the Walloon Region and the Company determines its liability under IAS 39. When a contingent liability is recognised, estimates are required to determine the discount rate used to calculate the present value of those contingent liabilities as well as the determination of the estimated cash flows.

The reimbursements of the RCAs to the Walloon Region consist of two elements, i.e., sales-dependent reimbursements (a percentage of sales) and sales-independent reimbursements (an annual lump-sum). For more information we refer to Note 4.18.

### Measurement of non-financial assets

Non current non financial assets are subject to impairment testing if the Group believes there are material facts of evidences that justify such measurement. Measuring the fair value of a non financial assets requires judgement and estimates by management. These estimates could change substantially over time as new facts emerge or new strategies are taken by the Group. Further details are contained in Note 5.6.

### Business combinations

In respect of acquired businesses by the Group, significant judgement is made to determine whether these acquisitions are to be considered as an asset deal or as a business combination. Determining whether a particular set of assets and activities is a business should be based on whether the integrated set is capable of being conducted and managed as a business by a market participant. Moreover, management judgement is particularly involved in the recognition and fair value measurement of the acquired assets, liabilities, contingent liabilities and contingent consideration. In making this assessment management considers the underlying economic substance of the items concerned in addition to the contractual terms. For more information, we refer to Note 5.13.

### Contingent consideration provisions

The Group makes provision for the estimated fair value of contingent consideration arrangements arising from business combinations (see Note 5.13). The estimated amounts are the expected payments, determined by considering the possible scenarios of forecast sales and other performance criteria, the amount to be paid under each scenario, and the probability of each scenario, which is then discounted to a net present value. The estimates could change substantially over time as new facts emerge and each scenario develops.

### Deferred Tax Assets

Deferred tax assets for unused tax losses are recognised to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are contained in Note 5.21.

### Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 5.15.

## *5.5 Operating segment information*

The chief operating decision-maker ("CODM"), who is responsible for allocating resources and assessing performance of the Group, has been identified as the Board of Directors that makes strategic decisions.

In 2015, the management and the CODM have determined that as from 2015, there are two operating segments, respectively the cardiology segment, regrouping the Cardiopoiesis platform, the Corquest platform and C-Cathez, and the immuno-oncology segment regrouping all assets developed based on the platform acquired from Oncyte LLC.

Although the Group is currently active in Europe and in the US, no geographical financial information is currently available given the fact that the core operations are currently still in a study phase. No disaggregated information on product level or geographical level or any other level is currently existing and hence also not considered by the Board for assessing performance or allocating resources.

CODM is not reviewing assets by segments, hence no segment information per assets is disclosed. As per 31 December 2016, all of the Group non-current assets are located in Belgium, except (i) the Corquest intellectual property, valued at €1,5 million which is located in the US, (ii) the goodwill and IPRD of Oncyte also located in the US and (iii) the leasehold improvements made in the offices of Celyad Inc located in Boston, USA.

During 2015, marginal revenues were generated from external customers. All revenues generated relate to sales of C-Cathez to a limited number of customers located in the US.

| **€ '000** | **For the year at end of 2015** | | | |
|---|---|---|---|---|
| | Cardiology | Immuno-oncology | Corporate | **Group Total** |
| Revenue | 3 | | | **3** |
| Cost of Sales | (1) | | | **(1)** |
| Gross Profit | 2 | - | - | **2** |
| Research & Development expenses | (20,634) | (2,132) | | **(22,766)** |
| General & Administrative expenses | - | - | (7,230) | **(7,230)** |
| Other operating Income & Charges | 218 | 104 | | **322** |
| **Operating Profit (Loss)** | **(20,414)** | **(2,028)** | **(7,230)** | **(29,672)** |
| Net Financial Charges | - | - | 306 | **306** |
| Share of Loss of investments accounted for using the equity method | - | - | 252 | **252** |
| Profit (Loss) before taxes | (20,414) | (2,028) | (6,672) | **(29,114)** |
| Income Taxes | - | - | - | **-** |
| **Profit (Loss) for the year 2015** | **(20,414)** | **(2,028)** | **(6,672))** | **(29.114)** |

In August 2016, the Group has received a non-refundable upfront payment as a result of the ONO agreement. This upfront payment has been fully recognised upon receipt as there are no performance obligations nor subsequent deliverables associated to the payment. The non-refundable upfront payment was rather received as a consideration for the sale of licence to ONO. In 2016, the total revenue generated through sales of C-Cathez was € 0.1 million.All revenues generated relate to sales of C-Cathez to a limited number of customers located in the US.

| € '000 | For the year at end of 2016 | | | |
|---|---|---|---|---|
| | Cardiology | Immuno-oncology | Corporate | **Group Total** |
| Revenues | 84 | 8,440 | | 8,523 |
| Cost of Sales | (53) | | | (53) |
| **Gross Profit** | **31** | **8,440-** | **-** | **8,471** |
| Research & Development expenses | (12,704) | (14,971) | | **(27,675)** |
| General & Administrative expenses | - | - | (9,744) | **(9,744)** |
| Other operating Income & Charges | 1,540 | 1,800 | | **3,340** |
| **Operating Profit (Loss)** | **(11,133)** | **(4,731)** | **(9,744)** | **(25,609)** |
| Net Financial Charges | - | - | 1,997 | 1,997 |
| **Profit (Loss) before taxes** | **(11,133)** | **(4,731)** | **(7,747)** | **(23,612)** |
| Income Taxes | - | - | 6 | 6 |
| **Profit (Loss) for the year 2016** | **(11,133)** | **(4,731)** | **(7,742)** | **(23,606)** |

## *5.6 Intangible assets*

The intangible assets are broken down as follow:

| **(€'000)** | Goodwill | In-process research and development | Development costs | Patents, licences, trademarks | Software | Total |
|---|---|---|---|---|---|---|
| **Cost:** | | | | | | |
| **At 1 January 2015** | | | **1,057** | **13,337** | **110** | **14,504** |
| Additions | | | 27 | | | 27 |
| Acquisition of Oncyte LLC | 1,003 | 38,254 | | | | 39,257 |
| Divestiture | | | | | (3) | (3) |
| **At 31 December 2015** | **1,003** | **38,254** | **1,084** | **13,337** | **107** | **53,785** |
| Additions | | | | | 95 | 95 |
| Currency translation adjustements | 37 | 1,401 | | | | 1,438 |
| Divestiture | | | | | | |
| At 31 December 2016 | **1,040** | **39,655** | **1,084** | **13,337** | **203** | **55,318** |
| **Accumated amortisation** | | | | | | |
| At 1 January 2015 | | | **(146)** | **(4,023)** | **(69)** | **(4,238)** |
| Amortisation charge | | | (66) | (675) | (19) | (760) |
| At 31 December 2015 | | | **(212)** | **(4,698)** | **(85)** | **(4,995)** |
| Amortisation charge | - | - | (66) | (675) | (15) | (756) |
| Divestiture | | | | | | |
| At 31 December 2016 | **-** | **-** | **(279)** | **(5,373)** | **(100)** | **(5,752)** |
| **Net book value** | | | | | | |
| Cost | 1,003 | 38,254 | 1,084 | 13,337 | 107 | 53,785 |
| Accumulated amortisation | - | - | (213) | (4,698) | (85) | (4,995) |
| As at 31 December 2015 | **1,003** | **38,254** | **871** | **8,639** | **22** | **48,789** |
| Cost | 1,040 | 39,655 | 1,084 | 13,337 | 203 | 55,318 |
| Accumulated amortisation | - | | (279) | (5,373) | (100) | (5,752) |
| As at 31 December 2016 | **1,040** | **39,655** | **805** | **7,964** | **103** | **49,566** |

The capitalised development costs relate to the development of C-Cathez. Since May 2012 and the CE marking of C-Cathez, the development costs of C-Cathez are capitalized and depreciated over the estimate residual intellectual property protection as of the CE marking (14 and 15 years respectively in 2015 and 2014). No other development costs have been capitalised up till now. All C-Cure and CAR-T NKR-2 related development costs have been assessed as not being eligible for capitalisation and have therefore been recognised in the income statement as research and development expenses. Software are amortized over a period of 3 to 5 years.

Goodwill, In-process R&DPatents, Licenses and Trademarks relate to the following items:

- Goodwill and In-process research and development resulted from the purchase price allocation exercise performed after the acquisition of Oncyte LLC (cfr. Note 5.13.2). As of 31 December 2016, Goodwill and In-Process Research and Development are not amortized.
- A licence, granted in August 2007 by Mayo Clinic (for an amount of k€9,500) upon the Group's inception and an extension to the licensed field of use, granted on 29 October 2010 for a total amount of k€2,344. The licence and its extension are amortised straight line over a period of 20 years.
- Patents acquired upon the acquisition of CorQuest LLC in November 2014. The fair value of these intellectual rights was estimated at k€1,492 (cfr. Note 5.13.1). These patents are amortised over 18 years, corresponding to the remaining intellectual property protection filed for the first patent application in 2012.

Management has not identified any impairment indicators in relation to the intangible assets as mentioned above. Therefore, no impairment exercise was performed and hence no impairment losses were recognized.

**Oncyte LLC goodwill and IPRD impairment test**

Goodwill and In-process research and development (IPRD) exclusively relate to the acquisition of Oncyte LLC which was acquired in 2015. The Group performed annual impairment test on goodwill and on 'indefinite lived asset' that are not amortized in accordance with the accounting policies stated in Notes 5.2.6 and 5.2.9. The impairment test has been performed at the level the CGU to which the goodwill and the IPRD belongs which represent the immuno-oncology segment. The recoverable amount has been calculated based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on 8-year period business plan based on probability of success of the CAR-T NKR-2 products as well as extrapolations of projected cash flows resulting from the future expected sales associated with CAR-T NKR-2. Recoverable values of the CGU exceeded its carrying amounts. Accordingly, no impairment loss was recognized on goodwill nor on the IPRD intangible assets for the year ended 31 December 2016.

Management's key assumptions about projected cash flows when determining value in use are as follows:

- Discount rate — 17,5% (industry standard for product candidate in Phase I)
- Variance on Sales Price — variance of 5 and 10% of the estimated product price

The sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. The following table presents the sensitivity analyses of the recoverable amount of the CGU associated to Oncyte LLC:

| | | **Discount rate** | | |
|---|---|---|---|---|
| **Variance on Sale Price** | | **17,5%** | **20%** | **22,5%** |
| | **90%** | 82% | 56% | 39% |
| | **95%** | 91% | 63% | 44% |
| | **100%** | 100% | 70% | 50% |

Even at the lower sales price and higher discount rate, the recoverable value of the CGU exceeded its carrying amount as of 31 December 2016.

**C-Cure impairment test**

In June 2016, the clinical results of the CHART-1 European Phase III trial evaluating C-Cure® cell therapy did not meet its primary endpoint. Consequently, in accordance with the Group's policies described in Note5.2.9, the Group performed an impairment test on the cash-generating unit (CGU) associated to the C-Cure products, including the Mayo licence. The recoverable value of the CGU was determined based on a 15-year business plan based on probability of success of the C-Cure products as well as extrapolations of projected cash flows resulting from the future expected sales associated with the C-Cure products. The recoverable value of the CGU exceeded its carrying amount. Accordingly, no impairment loss was recognized on the CGU related to C-Cure products for the year ended 31 December 2016.

Management's main assumptions about projected cash flows when determining value in use of the CGU associated to C-Cure products are as follows:

- Estimated probability of success — 55% (industry standard for product candidate in Phase III)
- Discount rate — 7% (management estimate based on clinical development stage of the asset)

Sensitivity analyses of the recoverable amount of the CGU associated to C-Cure products were calculated based on reasonably possible changes to each key assumption without considering simultaneous changes to these key assumptions. The following table presents the sensitivity analysis as follow:

| | | Discount rate | | |
|---|---|---|---|---|
| Probability of success | | 7% | 11% | 15% |
| | 25% | 47% | 32% | 22% |
| | 40% | 73% | 50% | 35% |
| | 55% | 100% | 68% | 47% |

Even at the lower probability of success and higher discount rate, the recoverable value of the CGU exceeded its carrying amount as of 31 December 2016.

## *5.7 Property, plant and equipment*

| (€'000) | Equipment | Furnitures | Leasehold | Total |
|---|---|---|---|---|
| **Cost:** | | | | |
| At 1 January 2015 | **1,901** | **167** | **590** | **2,658** |
| Additions | 486 | 0 | 325 | 811 |
| Disposals | (12) | (17) | 0 | (29) |
| At 31 December 2015 | **2,375** | **150** | **915** | **3,440** |
| Additions | 610 | 315 | 2,066 | 2,990 |
| Acquisition of BMS SA | 1,065 | | | 1,065 |
| Disposals | (51) | | (34) | (85) |
| At 31 December 2016 | **3,999** | **465** | **2,947** | **7,410** |
| **Accumulated depreciation:** | | | | |
| At 1 January 2015 | **(1,346)** | **(167)** | **(547)** | **(2,060)** |
| Depreciation charge (note 5.26) | (255) | | (18) | (273) |
| Disposals | 12 | 17 | | 29 |
| At 31 December 2015 | **(1,589)** | **(150)** | **(565)** | **(2,304)** |
| Depreciation charge (note 5.26) | (380) | (33) | (347) | (760) |
| Acquisition of BMS SA | (790) | - | - | (790) |
| Disposals | 7 | - | - | 7 |
| At 31 December 2016 | **(2,752)** | **(184)** | **(912)** | **(3,847)** |
| **Net book value** | | | | |
| Cost | 2,375 | 150 | 915 | 3,440 |
| Accumulated depreciation | (1,589) | (150) | (565) | (2,304) |
| As at 31 December 2015 | **786** | **0** | **350** | **1,136** |
| Cost | 3,999 | 465 | 2,947 | 7,410 |
| Accumulated depreciation | (2,752) | (184) | (912) | (3,847) |
| As at 31 December 2016 | **1,246** | **281** | **2,035** | **3,563** |

Property, Plant and Equipment is mainly composed of office furniture, leasehold improvements, and laboratory machinery and equipment.

The acquisition of BMS was accounted for as an asset deal. The fair value of the assets acquired is concentrated in one identifiable asset, i.e. the GMP laboratories. The difference between the purchase price and the net assets of BMS at the date of acquisition is then allocated entirely to the Property, Plant and Equipment.

### Finance leases

Lease contracts considered as finance lease relate to some contracts with financial institutions and relate to laboratory and office equipment. All finance leases have a maturity of three years. A key common feature is that they include an option to purchase the leased asset at the end of the three-year-lease term. The carrying value of plant and equipment held under finance leases at 31 December 2016 was €727k (31 December 2015 was €670k). The carrying value corresponds to the net investment in finance lease at the end of period and includes the purchase option price.

## 5.8 Non current financial assets

| (€'000) | As of 31 December | |
|---|---|---|
| | 2016 | 2015 |
| Deposits | 311 | 180 |
| Total | 311 | 180 |

The non-current financial assets are composed of security deposits paid to the lessors of the building leased by the Group and to Social Security Contribution.

## 5.9 Trade receivable, advances and other current assets

| (€'000) | As of 31 December | |
|---|---|---|
| | 2016 | 2015 |
| **Trade receivable** | | |
| Trade receivable | 54 | 62 |
| Advance deposits | 663 | 288 |
| Other receivables | 643 | 199 |
| **Total Trade and Other receivables** | **1,359** | **549** |
| **Grants and Recoverable Cash Advances** | **-** | **104** |
| Prepaid expenses | 615 | 544 |
| VAT receivable | 393 | 273 |
| Other receivables | 413 | 437 |
| **Total Other current assets** | **1,420** | **1,254** |

As of 31 December 2016, other receivables mainly relate to credit notes to be received from suppliers and advance deposits made to the THINK trial clinical vendors.

Grants and Recoverable Cash Advances refer to amounts due by the Walloon Region and are related to Recoverable Cash Advances and grants agreements.

Impairment of receivables is assessed on an individual basis at the end of each accounting year.

As per 31 December 2016 and 31 December 2015, no receivable was overdue. There were no carrying amounts for trade and other receivables denominated in foreign currencies and no impairments were recorded.

## 5.10 Short term investments

| (€'000) | As of 31 December | |
|---|---|---|
| | 2016 | 2015 |
| Short term investments | 34,230 | 7,338 |
| **Total** | **34,230** | **7,338** |

Amounts recorded as short term investments in the current assets correspond to short term deposits with fixed interest rates. Short-term deposits are made for variable periods depending on the short term cash requirements of the Group. Interest is calculated at the respective short-term deposit rates.

## 5.11 Cash and cash equivalents

| (€'000) | As of 31 December | |
|---|---|---|
| | 2016 | 2015 |
| Cash at bank and on hand | 48,357 | 100,175 |
| **Total** | **48,357** | **100,175** |

Cash at banks earn interest at floating rates based on daily bank deposit rates.

The credit quality of cash and cash equivalents and short-term deposit balances may be categorised between A-2 and A+ based on Standard and Poor's rating at 31 December 2016.

## 5.12 Subsidiaries fully consolidated

| Name | Country of Incorporation and Place of Business | Nature of Business | Proportion of ordinary shares directly held by parent (%) | Proportion of ordinary shares held by the group (%) | Proportion of ordinary shares held by non-controlling interests (%) |
|---|---|---|---|---|---|
| Celyad Inc | USA | Biopharma | 100% | 100% | 0% |

| | | | | | |
|---|---|---|---|---|---|
| Oncyte LLC | USA | Biopharma | 100% | 100% | 0% |
| CorQuest Inc | USA | Medical Device | 100% | 100% | 0% |
| Biological Manufacturing Services SA | Belgium | GMP laboratories | 100% | 100% | 0% |

Biologicial Manufacturing Services SA (BMS) was acquired in May 2016. BMS owns GMP laboratories. BMS rent its laboratories to Celyad SA since 2009 and until 30 April 2016. BMS was considered as a related party to Celyad.

Cardio3 Inc was incorporated in 2011 to support clinical and regulatory activities of the Group in the US. Cardio3 Inc was renamed in Celyad Inc in 2015. The growth of the activities of celyad Inc is associated to the development of the US clinical and regulatory activities of the Group in the US. Celyad Inc shows a net loss for the year ended 31 December 2016 and 31 December 2015 of respectively $2,634K and $1,144K.

Corquest Inc was acquired on 5 November 2014. Corquest Inc. is developing Heart XS, a new access route to the left atrium. Oncyte LLC was acquired on 21 January 2015. Oncyte LLC is the company holding the CAR T-Cell portfolio of clinical-stage immuno-oncology assets. Further details on the acquisition are disclosed in Note 5.13.2.

## *5.13 Business Combinations*

### 5.13.1 Corquest Medical, Inc.

On 5 November 2014 the Group acquired a 100% interest in CorQuest Medical, Inc. ('CorQuest'), a US private company based in Miami (Florida), through a single cash payment of €1.5 million. With this acquisition, the Group intended to strengthen its Medical Device division. The CorQuest technology platform is fully complementary with Celyad' C-Cathez® and C-Cure® programs.

Although no workforce was transferred, this transaction was considered as a business combination since the Group acquired inputs and processes in the form of intellectual property and will be able to progress this intellectual property further through the appropriate clinical and regulatory approval processes with the aim of obtaining CE mark approval in 2017 which would allow commercialisation in Europe. In order to guarantee the transfer of knowledge an exclusive consultancy agreement was concluded with one of the sellers.

The following table summarises the consideration paid for Corquest as well as the fair value of assets acquired at the acquisition date.

| **Consideration at 05 November 2014 (€'000)** | |
|---|---|
| Cash | 1,500 |
| **Total consideration transferred** | **1,500** |
| **Recognised amounts of identifiable assets acquired (€'000)** | |
| Licences & Patents | 1,493 |
| Trade and Other Receivables | 7 |
| **Total identifiable net assets** | **1,500** |

This acquisition has been subject to a Purchase Price Allocation process which consists in booking, at "fair value", all the assets and liabilities of a target company acquired in the consolidated balance sheet of the acquiring company. The acquired assets and liabilities have been valued at fair value by an independent firm.

The "Licences and Patents" of CorQuest can be considered as its only significant asset. It has been valued using a Risk-Adjusted Net Present Value ("rNPV") method. Patents acquired are depreciated over 18 years, corresponding to the remaining intellectual property protection filed for the first patent application in 2012.

There were no revenues contributed by Corquest Medical, Inc in the consolidated statement of comprehensive loss. Since 5 November 2014 all expenses associated to the development of the assets acquired were incurred by celyad SA.

### 5.13.2 Oncyte LLC

On 21 January 2015, the Company acquired 100% of the share capital of Oncyte LLC from Celdara Medical LLC in exchange for a cash consideration of $11 million (of which $6 million paid upfront and $5 million when first cohort of NKR-2 trial is completed) and 93,087 new shares of Celyad for a total value of $4 million, or (€3,451,680). The fair value of the 93,087 ordinary shares issued as part of the consideration paid for Oncyte LLC was based on a share price of €37.08, the share price at the acquisition.

Oncyte LLC is the company holding the CAR T-Cell portfolio of clinical-stage immuno-oncology assets. The portfolio includes three autologous CAR T-Cell cell therapy products and an allogeneic T-Cell platform, targeting a broad range of cancer indications. CAR T-Cell immuno-oncology represents one of the most promising cancer treatment areas today.

Although no workforce is transferred, this transaction is considered as a business combination since the Group will be able to produce outputs based on the inputs acquired and processes transferred in the form of intellectual property. The transfer of knowledge to the Group is guaranteed by the conclusion of a service agreement between the Group and the seller.

This acquisition has been subject to a Purchase Price Allocation, process which consists in booking, at "fair value", all the assets and liabilities of a target company acquired in the consolidated balance sheet of the acquiring company. The acquired assets and liabilities have been valued at fair value by the Group with the assistance of an independent third-party valuation firm.

The following table summarises the consideration paid for Oncyte LLC, the fair value of assets acquired and liabilities assumed at the acquisition date.

| Consideration ('000) | USD | EUR |
|---|---|---|
| Cash upfront paid on 21 January 2015 | 6,000 | 5,186 |
| Equity instruments (93,087 ordinary shares) | 4,000 | 3,452 |
| Deferred cash payment | 5,000 | 4,576 |
| Contingent Consideration | 27,896 | 25,529 |
| CTA | - | 514 |
| **Total consideration transferred** | **42,896** | **39,257** |
| **Recognised amounts of identifiable assets acquired and liabilities assumed ('000)** | **USD** | **EUR** |
| Goodwill | 1,096 | 1,003 |
| In-Process Research and Development | 41,800 | 38,254 |
| **Total identifiable net assets** | **42,896** | **39,257** |

The sales price also includes a contingent consideration payment, the potential remaining part of the purchase price, based on future outcome of the research and development and potential future sales that are estimated at year end 2016, through a risk-adjusted Net Present Value, at $29.7 million, considering the impact of the discount and the probability of success (€28.2 million). For the successful development of the most advanced product CAR-T NKR-2, the seller could receive up to $45 million in development and regulatory milestones until market approval. The seller will be eligible to additional payments on the other products upon achievement of development and regulatory milestones totalling up to $36.5 million per product. In addition, the seller will receive up to $80 million in sales milestones when net sales will exceed $1 billion and royalties ranging from 5 to 8%.

No deferred taxes have been taken up in the overview of fair value of assets acquired and liabilities assumed since the company elected for IRS Section 338 which lead to creating a tax deductible depreciation in the US Tax books.

Except the contingent consideration resulting from the business combination mentioned above, the carrying amount of all other financial assets and financial liabilities is a reasonable approximation of the fair value. There were no changes in valuation techniques during the period.

| (€'000) | Level I | Level II | Level III | Total |
|---|---|---|---|---|
| **Assets** | | | | |
| - | - | - | - | - |
| **Total Assets** | **-** | **-** | **-** | **-** |
| **Liabilities** | | | | |
| Contingent consideration | - | - | 28,179 | 28,179 |
| **Total Liabilities** | **-** | **-** | **28,179** | **28,179** |

Fair value measurements using significant unobservable inputs (Level 3):

| (€'000) | Contingent consideration in a business combination |
|---|---|
| **Opening balanace at 1st January 2015** | **-** |
| Acquisition of OnCyte LLC | 25,529 |
| **Closing balance at 31 December 2015** | **25,529** |
| Year end 2016 Fair value adjsutment | 1,715 |
| CTA | 935 |
| **Closing balance at 31 December 2016** | **28,179** |

The 2016 fair value adjustment of the contingent liability resulted from the progresses made in the clinical development of CAR-NKR-2 and therefore the increase of likelihood of the payment of the next clinical development milestones.

Sensitivity analysis performed on the main assumptions driving the fair value of the contingent consideration:

| | Discount rate | | | | |
|---|---|---|---|---|---|
| | 15,5% | 16,5% | 17,5% | 18,5% | 19,5% |
| Cont. consideration (MUSD) | 31,42 | 29,59 | 27,90 | 26,32 | 24,86 |
| Impact (%) | 6% | 6% | - | -6% | -6% |

| | Sales | | | | |
|---|---|---|---|---|---|
| | 80% | 90% | 100% | 110% | 120% |
| Cont. consideration (MUSD) | 24,76 | 26,33 | 27,90 | 30,04 | 32,00 |
| Impact (%) | -6% | -6% | - | 8% | 7% |

| | Probabilities | | | | |
|---|---|---|---|---|---|
| | 98% | 99% | 100% | 101% | 102% |
| Cont. consideration (MUSD) | 26,05 | 26,96 | 27,90 | 28,86 | 29,85 |
| Impact (%) | -3% | -3% | - | 3% | 3% |

## *5.14 Share Capital*

The number of shares issued is expressed in units.

| | As of 31 December | |
|---|---|---|
| | **2016** | **2015** |
| Number of ordinary shares | 9,313,603 | 9,313,603 |
| Share Capital (€'000) | 32,571 | 32,571 |
| **Total number of issued and outstanding shares** | **9,313,603** | **9,313,603** |
| **Total share capital** (€'000) | **32,571** | **32,571** |

As of 31 December 2016, the share capital amounts to €32,571k represented by 9,313,603 fully authorized and subscribed and paid-up shares with a nominal value of €3.50. This number does not include warrants issued by the Company and granted to certain directors, employees and non-employees of the Company.

### History of the capital of the Company

The Company has been incorporated on 24 July 2007 with a share capital of €62,500 by the issuance of 409,375 class A shares. On 31 August 2007, the Company has issued 261,732 class A shares to Mayo Clinic by way of a contribution in kind of the upfront fee that was due upon execution of the Mayo Licence for a total amount of €9,500,000.

Round B Investors have participated in a capital increase of the Company by way of a contribution in kind of a convertible loan (€2,387,049) and a contribution in cash (€4,849,624 of which €1,949,624 uncalled) on 23 December 2008; 204,652 class B shares have been issued at the occasion of that capital increase. Since then, the capital is divided in 875,759 shares, of which 671,107 are class A shares and 204,652 are class B shares.

On 29 October 2010, the Company closed its third financing round resulting in a capital increase totalling €12,100,809. The capital increase can be detailed as follows:

- capital increase in cash by certain existing investors for a total amount of €2,609,320.48 by the issuance of 73,793 class B shares at a price of €35.36 per share;
- capital increase in cash by certain existing investors for a total amount of €471,240 by the issuance of 21,000 class B shares at a price of €22.44 per share;
- capital increase in cash by certain new investors for a total amount of €399,921.60 by the issuance of 9,048 class B shares at a price of €44.20 per share;
- exercise of 12,300 warrants ("Warrants A") granted to the Round C investors with total proceeds of €276,012 and issuance of 12,300 class B shares. The exercise price was €22.44 per Warrant A;
- contribution in kind by means of conversion of the loan C for a total amount of €3,255,524.48 (accrued interest included) by the issuance of 92,068 class B shares at a conversion price of €35.36 per share;

- contribution in kind by means of conversion of the loan D for a total amount of €2,018,879.20 (accrued interest included) by the issuance of 57,095 class B shares at a conversion price of €35.36 per share. The loan D is a convertible loan granted by certain investors to the Company on 14 October 2010 for a nominal amount of €2,010,000.
- contribution in kind of a payable towards Mayo Foundation for Medical Education and Research for a total amount of €3,069,911 by the issuance of 69,455 class B shares at a price of €44.20 per share. The payable towards Mayo Clinic was related to (i) research undertaken by Mayo Clinic in the years 2009 and 2010, (ii) delivery of certain materials, (iii) expansion of the Mayo Clinical Technology Licence Contract by way the Second Amendment dated 18 October 2010.

On 5 May 2011, pursuant the decision of the Extraordinary General Meeting, the capital was reduced by an amount of €18,925,474 equivalent to the outstanding net loss as of 31 December 2010.

On 31 May 2013, the Company closed its fourth financing round, the 'Round D financing'. The convertible loans E, F, G and H previously recorded as financial debt were converted in shares which led to an increase in equity for a total amount of €28,645k of which € 5,026k is accounted for as capital and € 6,988k as share premium. The remainder (€ 16,613k) is accounted for as other reserves. Furthermore, a contribution in cash by existing shareholders of the Company led to an increase in share capital and issue premium by an amount of €7,000k.

At the Extraordinary Shareholders Meeting of 11 June 2013 all existing classes of shares of the Company have been converted into ordinary shares. Preferred shares have been converted at a 1 for 1 ratio and subsequently.

On 5 July 2013, the Company completed its Initial Public Offering. The Company issued 1,381,500 new shares at €16.65 per shares, corresponding to a total of €23,002k.

On 15 July 2013, the over-allotment option was fully exercised for a total amount of €3,450k corresponding to 207,225 new shares. The total IPO proceeds amounted to €26,452k and the capital and the share premium of the Company increased accordingly. The costs relating to the capital increases performed in 2013 amounted to €2.8 million and are presented in deduction of share premium.

On 11 June 2013, the Extraordinary General Shareholders' Meeting of Celyad SA authorized the Board of Directors to increase the share capital of the Company, in one or several times, and under certain conditions set forth in extenso in the articles of association. This authorization is valid for a period of five years starting on 26 July 2013 and until 26 July 2018. The Board of Directors may increase the share capital of the Company within the framework of the authorized capital for an amount of up to €21,413k.

Over the course of 2014, the capital of the Company was increased in June 2014 by way of a capital increase of €25,000k represented by 568,180 new shares fully subscribed by Medisun International Limited.

In 2014, the capital of the Company was also increased by way of exercise of Company warrants. Over four different exercise periods, 139,415 warrants were exercised resulting in the issuance of 139,415 new shares. The capital and the share premium of the Company were therefore increased respectively by €488k and €500k.

In January 2015, the shares of Oncyte LLC were contributed to the capital of the Company, resulting in a capital increase of €3,452k and the issuance of 93,087 new shares.

In 2015, the Company conducted two fund raising. A private placement was closed in March resulting in a capital increase of €31,745k represented by 713,380 new shares. The Company also completed an IPO on Nasdaq in June, resulting in a capital increase of €87,965k represented by 1,460,000 new shares.

Also in 2015, the capital of the Company was also increased by way of exercise of Company warrants. Over three different exercise periods, 6,749 warrants were exercised resulting in the issuance of 6,749 new shares. The capital and the share premium of the Company were therefore increased respectively by €23k and €196k.

There was no capital increase in 2016. As of 31 December 2016 all shares issued have been fully paid.

The following share issuances occurred since the incorporation of the Company:

| Category | Transaction date | Description | # of shares | Par value (in €) |
|---|---|---|---|---|
| Class A shares | 24 July 2007 | Company incorporation | 409,375 | 0.15 |
| Class A shares | 31 August 2007 | Contribution in kind (upfront fee Mayo Licence) | 261,732 | 36.30 |
| Class B shares | 23 December 2008 | Capital increase (Round B) | 137,150 | 35.36 |
| Class B shares | 23 December 2008 | Contribution in kind (Loan B) | 67,502 | 35.36 |
| Class B shares | 28 October 2010 | Contribution in cash | 21,000 | 22.44 |
| Class B shares | 28 October 2010 | Contribution in kind (Loan C) | 92,068 | 35.36 |
| Class B shares | 28 October 2010 | Contribution in kind (Loan D) | 57,095 | 35.36 |
| Class B shares | 28 October 2010 | Contribution in cash | 73,793 | 35.36 |
| Class B shares | 28 October 2010 | Exercise of warrants | 12,300 | 22.44 |
| Class B shares | 28 October 2010 | Contribution in kind (Mayo receivable) | 69,455 | 44.20 |
| Class B shares | 28 October 2010 | Contribution in cash | 9,048 | 44.20 |
| Class B shares | 31 May 2013 | Contribution in kind (Loan E) | 118,365 | 38,39 |

| | | | | |
|---|---|---|---|---|
| Class B shares | 31 May 2013 | Contribution in kind (Loan F) | 56,936 | 38,39 |
| Class B shares | 31 May 2013 | Contribution in kind (Loan G) | 654,301 | 4,52 |
| Class B shares | 31 May 2013 | Contribution in kind (Loan H) | 75,755 | 30,71 |
| Class B shares | 31 May 2013 | Contribution in cash | 219,016 | 31,96 |
| Class B shares | 4 June 2013 | Conversion of warrants | 2,409,176 | 0,01 |
| Ordinary shares | 11 June 2013 | Conversion of Class A and Class B shares in ordinary shares | 4,744,067 | - |
| Ordinary shares | 5 July 2013 | Initial Public Offering | 1,381,500 | 16.65 |
| Ordinary shares | 15 July 2013 | Exercise of over-allotment option | 207,225 | 16.65 |
| Ordinary shares | 31 January 2014 | Exercise of warrants issued in September 2008 | 5,966 | 22.44 |
| Ordinary shares | 31 January 2014 | Exercise of warrants issued in May 2010 | 333 | 22.44 |
| Ordinary shares | 31 January 2014 | Exercise of warrants issued in January 2013 | 120,000 | 4.52 |
| Ordinary shares | 30 April 2014 | Exercise of warrants issued in September 2008 | 2,366 | 22.44 |
| Ordinary shares | 16 June 2014 | Capital increase | 284,090 | 44.00 |
| Ordinary shares | 30 June 2014 | Capital increase | 284,090 | 44.00 |
| Ordinary shares | 4 August 2014 | Exercise of warrants issued in September 2008 | 5,000 | 22.44 |
| Ordinary shares | 4 August 2014 | Exercise of warrants issued in October 2010 | 750 | 35.36 |
| Ordinary shares | 3 November 2014 | Exercise of warrants issued in September 2008 | 5,000 | 22.44 |
| Ordinary shares | 21 January 2015 | Contribution in kind (Oncyte LLC) | 93,087 | 37.08 |
| Ordinary shares | 7 February 2015 | Exercice of warrant issued in May 2010 | 333 | 22.44 |
| Ordinary shares | 3 March 2015 | Capital increase | 713,380 | 44.50 |
| Ordinary shares | 11 May 2015 | Exercice of warrant issued in May 2010 | 500 | 22.44 |
| Ordinary shares | 24 June 2015 | Capital increase | 1,460,000 | 60.25 |
| Ordinary shares | 4 August 2015 | Exercice of warrant issued in May 2010 | 666 | 22.44 |
| Ordinary shares | 4 August 2015 | Exercice of warrant issued in October 2010 | 5,250 | 35.36 |

(€000)

| Date | Nature of the transactions | Share Capital | Share premium | Number of shares | Nominal value |
|---|---|---|---|---|---|
| | **Balance as of January 1, 2015** | **24,615** | **53,302** | **7,040,387** | **81,882** |
| | Issue of shares related to exercise of warrants | 23 | 196 | 6,749 | 219 |
| | Contribution in kind of shares of Oncyte LLC (after deduction of transaction costs) | 326 | 3,126 | 93,087 | 3,363 |
| | Capital increase by issuance of ordinary common shares (after deduction of transaction costs) | 7,607 | 101,327 | 2,173.380 | 119,710 |
| | Share based payments | - | 59 | - | 59 |
| | **Balance as of December 31, 2015** | **32,571** | **158,010** | **9,313,603** | **205,233** |
| | **Balance as of December 31, 2016** | **32,571** | **158,010** | **9,313,603** | **205,233** |

The total number of shares issued and outstanding as of 31 December 2015 and 2016 totals 9,313,603 and are ordinary common shares.

## *5.15 Share based payments*

The Company operates an equity-based compensation plan, whereby warrants are granted to directors, management and selected employees and non-employees. The warrants are accounted for as equity-settled share-based payment plans since the Company has no legal or constructive obligation to repurchase or settle the warrants in cash.

Each warrant gives the beneficiaries the right to subscribe to one common share of the Company. The warrants are granted for free and have an exercise price equal to the fair market price of the underlying shares at the date of the grant, as determined by the Board of Directors of the Company.

Movements in the number of warrants outstanding and their related weighted average exercise prices are as follows:

| | 2016 | | 2015 | |
|---|---|---|---|---|
| | Weighted average exercise price (in €) | Number of warrants | Weighted average exercise price (in €) | Number of warrants |
| **Outstanding as of 1 January** | **11.61** | **319,330** | **9.57** | **296,930** |
| Granted | 33.10 | 343,550 | 35.68 | 45,400 |
| Forfeited | 34.20 | 91,436 | 32.87 | 16,251 |
| Exercised | - | - | 32.49 | 6,749 |

| | | | | |
|---|---|---|---|---|
| Expired | - | - | - | - |
| **At 31 December** | **20.92** | **571,444** | **11.61** | **319,330** |

There was no warrant exercised in 2016.

Warrants outstanding at the end of the year have the following expiry date and exercise price:

| Grant date | Vesting date | Expiry date | Number of warrants outstanding as of 31 December, 2016 | Number of warrants outstanding as of 31 December, 2015 | Exercise price per share |
|---|---|---|---|---|---|
| 05 May 2010 (warrants B) | 05 May 2010 | 31 Dec 2016 | 5,000 | 5,000 | 35.36 |
| 05 May 2010 (warrants C) | 05 May 2013 | 31 Dec 2016 | 799 | 799 | 22.44 |
| 29 Oct 2010 | 29 Oct 2013 | 31 Dec 2020 | 1,632 | 1,632 | 35.36 |
| 06 May 2013 | 06 May 2016 | 31 Dec 2023 | 232,100 | 232,100 | 2.64 |
| 05 May 2014 | 05 May 2017 | 31 Dec 2024 | 62,864 | 79,799 | 36.66 |
| 05 November 2015 | 05 November 2018 | 31 Dec 2025 | 269,049 | - | 32.86 |
| | | | **571,444** | **319,330** | |

## Warrants issued on 5 November 2015

At the Extraordinary Shareholders Meeting of 5 November 2015, a plan of 466,000 warrants was approved. Warrants were offered to Company's new comers (employees, non-employees and directors) in five different tranches. Out of the warrants offered, 343,550 warrants were accepted by the beneficiaries and 269,049 warrants are outstanding on the date hereof.

Theses warrants will be vested in equal tranches over a period of three years. The warrants become 100% vested after the third anniversary the issuance. The warrants that are vested can only be exercised at the end of the third calendar year following the issuance date, thus starting on 1 January 2019. The exercise price of the different tranches ranges from €15.90 to €34.65. Warrants not exercised within 10 years after issue become null and void.

On 12 December 2016, the Board of Directors issued a new plan of 100,000 warrants. An equivalent number of warrants were cancelled from the remaining pool of warrants of the plan of 5 November 2015.

The fair value of the warrants has been determined at grant date based on the Black-Scholes formula. The variables, used in this model, are:

| | Warrants issued on | | | | |
|---|---|---|---|---|---|
| | 05 May 2010 (warrants B) | 05 May 2010 (warrants C) | 29 October 2010 | 31 January 2013 | 6 May 2013 |
| Number of warrants issued | 5,000 | 30,000 | 79,500 | 140,000 | 266,241 |
| Number of warrants granted | 5,000 | 21,700 | 61,050 | 120,000 | 253,150 |
| Number of warrants not fully vested as of 31 December 2016 | - | - | - | - | - |
| Value of shares | 22.44 | 22.44 | 35.36 | 4.52 | 14.99 |
| Exercise price (in €) | 35.36 | 22.44 | 35.36 | 4.52 | 2.64 |
| Expected share value volatility | 35.60% | 35.60% | 35.60% | 35.60% | 39.55% |
| Risk-free interest rate | 3.31% | 3.31% | 3.21% | 2.30% | 2.06% |
| Fair value (in €) | 5.72 | 9.05 | 9.00 | 2.22 | 12.44 |
| Weighted average remaining contractual life | 0.42 | 0.42 | 4.78 | 7.09 | 7.35 |

| | Warrants issued on | |
|---|---|---|
| | 5 May 2014 | 5 November 2015[1] |
| Number of warrants issued | 100,000 | 466,000 |
| Number of warrants granted | 94,400 | 343,550 |
| Number of warrants not fully vested as of 31 December 2016 | 62,864 | 269,049 |
| Value of shares | 35.79 | 32.86 |
| Exercise price (in €) | 35.79 | 32.86[4] |
| Expected share value volatility | 67.73% | 57.06%[2] |
| Risk-free interest rate | 1.09% | 0.26% |
| Fair value (in €) | 26.16 | 21.02[3] |
| Weighted average remaining contractual life | 8.35 | 9.62 |

(1) Warrants issued on 5 November 2015 were offered in several tranches, in January 2016, April 2016, September 2016, November 2016 and January 2017. Assumptions on each tranche are disclosed in the following notes

(2) The volatility has been determined based on the stock price evolution post IPO: 57.06% in January 2016, 57.83% in April 2016, 63.34% in September 2016, 62.27% in November 2016 and 61.66% in January 2017.
(3) The fair value of the five tranches are €22.10 in January 2016, €20.65 in April 2016, €16.77 in September 2016, €14.20 in November 2016 and €10.73 in January 2017.
(4) The value of shares and exercise price of the five tranches are €34.65 in January 2016, €32.60 in April 2016, €24.39 in September 2016, €20.90 in November 2016 and €15.90 in January 2017.

The total net expense recognised in the income statement for the outstanding warrants totals € 2,847k for 2016 (2015: € 796k).

## *5.16 Post-employment benefits*

| (€000) | As of 31 December | |
|---|---|---|
| | **2016** | **2015** |
| Pension obligations | 204 | 121 |
| **Total** | **204** | **121** |

The Group operates a pension plan which requires contributions to be made by the Group to an insurance company. The pension plan is a defined contribution plan. However, because of the Belgian legislation applicable to 2nd pillar pension plans (so-called "Law Vandenbroucke"), all Belgian defined contribution plans have to be accounted for under IFRS as defined benefit plans because of the minimum guaranteed returns on these plans.

Prior to 2014, the Group did not apply the defined benefit accounting for these plans because higher discount rates were applicable and the return on plan assets provided by the insurance company was sufficient to cover the minimum guaranteed return. Since 2014 and as a result of continuous low interest rates offered by the European financial markets, Celyad is at year end measuring and accounting for the potential impact of defined benefit accounting for these pension plans with a minimum fixed guaranteed return because of the higher financial risk related to these plans than in the past. The prior year financial statements were not revised due to such effect not being material.

The contributions to the plan are determined as a percentage of the yearly salary. There are no employee contributions. The benefit also includes a death in service benefit.

The amounts recognised in the balance sheet are determined as follows:

| (€'000) | As of 31 December | |
|---|---|---|
| | **2016** | **2015** |
| Present value of funded obligations | 1,509 | 1,212 |
| Fair value of plan assets | (1,305) | (1,091) |
| Deficit of funded plans | 204 | 121 |
| Total deficit of defined benefit pension plans | 204 | 121 |
| **Liability in the balance sheet** | **204** | **121** |

The movement in the defined benefit liability over the year is as follows:

| **(€'000)** | **Present value of obligation** | **Fair value of plan assets** | **Total** |
|---|---|---|---|
| **As of 1 January 2015** | **1,073** | **891** | **182** |
| Current service cost | 159 | | 159 |
| Interest expense/(income) | 24 | 20 | 4 |
| | 1,256 | 911 | 345 |
| Remeasurements | | | |
| - return on plan assets, excluding amounts included in interest expense/(income) | - | (2) | (2) |
| - (Gain)/loss from change in financial assumptions | (57) | - | (57) |
| - Experience (gains)/losses | 44 | - | 44 |
| | (13) | (2) | (15) |
| Employer contributions: | - | 209 | (209) |
| Benefits Paid | (31) | (31) | - |
| **At 31 December 2015** | **1,212** | **1,089** | **121** |

| | | | |
|---|---|---|---|
| **As of 1 January 2016** | **1,212** | **1,089** | **121** |
| Current service cost | 192 | | 192 |
| Interest expense/(income) | 33 | 29 | 4 |
| | 1,437 | 1,118 | 319 |
| Remeasurements | | | |
| - return on plan assets, excluding amounts included in interest expense/(income) | | 1 | 1 |
| - (Gain)/loss from change in financial assumptions | 77 | | 77 |
| - Experience (gains)/losses | 29 | | 29 |
| | 106 | 1 | 107 |
| Employer contributions: | | 221 | (221) |
| Benefits Paid | (33) | (33) | - |
| **At 31 December 2016** | **1,509** | **1,306** | **203** |

The income statement charge included in operating profit for post-employment benefits amount to:

| (€'000) | 2016 | 2015 |
|---|---|---|
| Current service cost | 192 | 159 |
| Interest expense on DBO | 33 | 24 |
| Interest (income) on plan assets | (28) | (20) |
| **Total defined benefit costs at 31 December 2016** | **197** | **163** |

The re-measurements included in other comprehensive loss amount to:

| (€'000) | 2016 | 2015 |
|---|---|---|
| Effect of changes in financial assumptions | 77 | (57) |
| Effect of experience adjustments | 28 | 43 |
| Return on plan assets | 1 | (2) |
| **Balance at 31 December 2016** | **106** | **(16)** |

Plan assets relate all to qualifying insurance policies. The significant actuarial assumptions as per 31 December 2016 were as follows:

Demographic assumptions:

- Mortality tables: mortality rates-5 year for the men and 5 year for the women
- Withdrawal rate: 5% each year

Economic assumptions:

- Yearly inflation rate: 1,75%
- Yearly salary raise: 1,5% (above inflation)
- Yearly discount rate: 1.90%

If the discount rate would decrease/increase with 0,5%, the defined benefit obligation would increase resp. decrease with 5% and 6%.

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognised within the statement of financial position.

Through its defined benefit pension plan, the Group is exposed to a number of risks, the most significant of which are detailed below:

- Changes in discount rate: a decrease in discount rate will increase plan liabilities;
- Inflation risk: the pension obligations are linked to inflation, and higher inflation will lead to higher liabilities. The majority of the plan's assets are either unaffected by or loosely correlated with inflation, meaning that an increase in inflation will also increase the deficit.

The investment positions are managed by the insurance company within an asset-liability matching framework that has been developed to achieve long-term investments that are in line with the obligations under the pension schemes.

Expected contributions to pension benefit plans for the year ending 31 December 2016 are k€228.

## 5.17 Advances repayable

| (€'000) | 2016 | 2015 |
|---|---|---|
| Total Non-Current portion as of 1st January | 10,484 | 10,778 |
| Total Non-Current portion at 31 December | 7,330 | 10,484 |
| Total Current portion as of 1st January | 898 | 777 |
| Total Current potion at 31 December | 1,108 | 898 |

The Group receives government support in the form of recoverable cash advances from the Walloon Region in order to compensate the research and development costs incurred by the Group. These advances are recognised in the income statement as other operating income over the period in which the Group recognises the expenses for which the advances are intended to compensate.

In May 2016, the IFRS Interpretation Committee issued clarification on the accounting treatment of the Recoverable Cash Advances (RCA's). As per this clarification paper, RCA's should be recognised as a financial liability in accordance with IFRS9/IAS 39. The Group is applying this new accounting treatment as from January 1st 2016. There was no restatement of the 2015 consolidated financial position of the Group as no material difference was observed when applying retrospectively the new recommended accounting treatment to the liability as of 31 December 2015.

The total estimated amount to be reimbursed as per 31 December 2016 includes the sales-independent reimbursements as well as the sales-dependent reimbursements and interests (if applicable) if the reimbursement of these amounts is probable. The contingent liability is discounted using a discount rate made up of two components: a risk free rate reflecting the maturity of the advances repayable and the spread reflecting the Company credit risk.

The amounts recorded under 'Current Advances Repayable' correspond to the sales-independent amounts estimated to be repaid to the Region in the next 12 months period. Non-current Advances repayable are the sum of the estimated sales-independent and sales-dependent reimbursements discounted using a discount rate of respectively 5% and 12.5%.

In 2016, the Company notified the Region of its decision to exploit the outcome of contract 7027 related to the clinical use of C-Cathez in the USA.

The decrease in the non-current part of the advances repayble is explained by the change in estimates (time to commercialization) in the fair value of the recoverable cash advances associated to the contracts related to C-Cure and C-Cath$_{ez}$, as a result of the outcome of the CHART-trial. Fair value of these instruments is estimated by using the discounted cash flows method.

As per 31 December 2016, the Company has received a total of €21,239k in recoverable cash advances out of a total contractual amount of €23,200k. The residual amount to receive out of the existing contracts amounts to €1,051k and should be received over 2017 and beyond depending on the progress of the different programs partially funded by the Region.

Reference is made to the table below which shows (i) the year for which amounts under those agreements have been received and initially recognised in the income statement as other operating income and (ii) a description of the specific characteristics of those recoverable cash advances including repayment schedule and information on other outstanding advances.

| (in €'000) | | | Amounts received for the years ended 31 December | | | | Amounts yet to receive |
|---|---|---|---|---|---|---|---|
| Contract number | Project | Contractual amount | Previous years | 2015 | 2016 | Total | 2017 and beyond |
| 5160 | C-Cure | 2,920 | 2,920 | - | | 2,920 | - |
| 5731 | C-Cure | 3,400 | 3,400 | - | | 3,400 | - |
| 5914 | C-Cure | 700 | 687 | - | | 687 | - |
| 5915 | C-Cath$_{ez}$ | 910 | 910 | - | | 910 | - |
| 5951 | Industrialization | 1,470 | 866 | - | | 866 | 604 |
| 6003 | C-Cure | 1,729 | 1,715 | - | | 1,715 | - |
| 6230 | C-Cure | 1,084 | 1,084 | - | | 1,084 | - |
| 6363 | C-Cure | 1,140 | 1,126 | - | | 1,126 | - |
| 6548 | Industrialization | 660 | 541 | - | | 541 | - |
| 6633 | C-Cath$_{ez}$ | 1,020 | 1,020 | - | | 1,020 | - |
| 6646 | Proteins | 1,200 | 450 | - | | 450 | - |
| 7027 | C-Cath$_{ez}$ | 2,500 | 2,232 | - | 268 | 2,500 | - |
| 7246 | Pre-clinical C-Cure | 2,467 | - | 1,480 | 740 | 2,220 | 247 |
| 7502 | CAR-T Cell | 2,000 | - | - | 1,800 | 1,800 | 200 |
| **Total** | | **23,200** | **16,951** | **1,480** | **2,808** | **21,239** | **1,051** |

(in €'000) **As of 31 December 2016**

| Contract number | Contractual amount | Total received | To receive in 2017 and beyond | Status | Amount reimbursed (cumulative) |
|---|---|---|---|---|---|
| 5160 | 2,920 | 2,920 | - | Exploitation | - |
| 5731 | 3,400 | 3,400 | - | Exploitation | - |
| 5914 | 700 | 687 | - | Abandoned | 180 |
| 5915 | 910 | 910 | - | Exploitation | 320 |
| 5951 | 1,470 | 866 | 604 | Research | - |
| 6003 | 1,729 | 1,715 | - | Exploitation | - |
| 6230 | 1,084 | 1,083 | - | Exploitation | - |
| 6363 | 1,140 | 1,126 | - | Exploitation | 1,024 |
| 6548 | 660 | 541 | - | Abandoned | - |
| 6633 | 1,020 | 1,020 | - | Exploitation | 102 |
| 6646 | 1,200 | 450 | - | Abandoned | - |
| 7027 | 2,500 | 2,500 | - | Exploitation | - |
| 7246 | 2,467 | 2,220 | 247 | Research | - |
| 7502 | 2,000 | 1,800 | 200 | Research | - |
| | **23,200** | **21,239** | **1,051** | | **1,626** |

The contracts 5160, 5731, 5914, 5915 and 5951 have the following specific characteristics:

- funding by the Region covers 70% of the budgeted project costs;
- certain activities have to be performed within the Region;
- in case of an outlicensing agreement or a sale to a third party, Celyad will have to pay 10% of the price received (excl. of VAT) to the Region;
- sales-independent reimbursements, sales-dependent reimbursements, and amounts due in case of an outlicensing agreement or a sale to a third party, are, in the aggregate, capped at 100% of the principal amount paid out by the Region;
- sales-dependent reimbursements payable in any given year can be set-off against sales-independent reimbursements already paid out during that year;
- the amount of sales-independent reimbursement and sales-dependant reimbursement may possibly be adapted in case of an outlicensing agreement, a sale to a third party or industrial use of a prototype or pilot installation, when obtaining the consent of the Walloon Region to proceed thereto.

The other contracts have the following specific characteristics:

- funding by the Region covers 60% of the budgeted project costs;
- certain activities have to be performed within the European Union;
- sales-independent reimbursements represent in the aggregate 30% of the principal amount;
- sales-dependent reimbursements range between 50% and 200% (including accrued interest) of the principal amount of the RCA depending on the actual outcome of the project compared to the outcome projected at the time of grant of the RCA (below or above projections);
- interests (at Euribor 1 year (as applicable on the first day of the month in which the decision to grant the relevant RCA was made + 100 basis points) accrue as of the 1st day of the exploitation phase;
- the amount of sales-independent reimbursement and sales-dependant reimbursement may possibly be adapted in case of an outlicensing agreement, a sale to a third party or industrial use of a prototype or pilot installation, when obtaining the consent of the Region to proceed thereto.
- sales-independent reimbursements and sales-dependent reimbursements are, in the aggregate (including the accrued interests), capped at 200% of the principal amount paid out by the Region;
- in case of bankruptcy, the research results obtained by the Company under those contracts are expressed to be assumed by the Region by operation of law.

The table below summarizes, in addition to the specific characteristics described above, certain terms and conditions for the recoverable cash advances:

| Contract number | Research phase | Percentage of total project costs | Turnover-dependent reimbursement | Turnover-independent reimbursement | Interest rate accrual | Amounts due in case of licensing (per year) resp. Sale |
|---|---|---|---|---|---|---|
| **(€'000)** | | | | | | |
| **5160** | 01/05/05-30/04/08 | 70% | 0.18% | Consolidated with 6363 | N/A | N/A |
| **5731** | 01/05/08-31/10/09 | 70% | 0.18% | Consolidated with 6363 | N/A | N/A |
| **5914** | 01/09/08-30/06/11 | 70% | 5.00% | 30 in 2012 and 70 each year after | N/A | 10% with a minimum of 100/Y |

| Contract number | Research phase | Percentage of total project costs | Turnover-dependent reimbursement | Turnover-independent reimbursement | Interest rate accrual | Amounts due in case of licensing (per year) resp. Sale |
|---|---|---|---|---|---|---|
| **(€'000)** | | | | | | |
| **5915** | 01/08/08-30/04/11 | 70% | 5.00% | 40 in 2012 and 70 each year after | N/A | 10% with a minimum of 100/Y |
| **5951** | 01/09/08-31/12/14 | 70% | 5.00% | 100 in 2014 and 150 each year after | N/A | 10% with a minimum of 200/Y |
| **6003** | 01/01/09-30/09/11 | 60% | 0.18% | Consolidated with 6363 | N/A | N/A |
| **6230** | 01/01/10-31/03/12 | 60% | 0.18% | Consolidated with 6363 | N/A | N/A |
| **6363** | 01/03/10-30/06/12 | 60% | 0.18% | From 103 to 514 starting in 2013 until 30% of advance is reached | Starting on 01/01/13 | N/A |
| **6548** | 01/01/11-31/03/13 | 60% | 0.01% | From 15 to 29 starting in 2014 until 30% of advance is reached | Starting on 01/10/13 | N/A |
| **6633** | 01/05/11-30/11/12 | 60% | 0.27% | From 10 to 51 starting in 2013 until 30% of advance is reached | Starting on 01/06/13 | N/A |
| **6646** | 01/05/11-30/06/15 | 60% | 0.01% | From 12 to 60 starting in 2015 until 30% of advance is reached | Starting on 01/01/16 | N/A |
| **7027** | 01/11/12-31/10/14 | 50% | 0.33% | From 25 to 125 starting in 2015 until 30% of advance is reached | Starting on 01/01/15 | N/A |
| **7246** | 01/01/14-31/12/16 | 50% | 0,05% | From 30 to 148 K€ starting in 2017 until 30% of advance is reached. | Starting in 2017 | N/A |
| **7502** | 01/12/15-30/11/18 | 45% | 0.19% | From 20 to 50K€ starting in 2019 until 30% is reached. | Starting 2019 | N/A |

## *5.18 Trade payables and other current liabilities*

| **(€'000)** | **As of 31 December** | |
|---|---|---|
| | **2016** | **2015** |
| **Total trade payables** | **8,098** | **8,576** |
| **Other current liabilities** | | |
| Social security | 294 | 301 |
| Payroll accruals and taxes | 1,206 | 1,300 |
| Other current liabilities | 8 | 167 |
| **Total other current liabilities** | **1,508** | **1,768** |

Trade payables (composed of supplier's invoices and accruals for supplier's invoices not yet received at closing) are non-interest bearing and are normally settled on a 45-day terms.

Other current liabilities are non-interest bearing and have an average term of six months. Fair value equals approximately the carrying amount of the trade payables and other current liabilities.

The Other current liabilities include the short term debts to employees and social welfare and tax agencies.

No discounting was performed to the extent that the amounts do not present payments terms longer than one year at the end of each fiscal year presented.

## *5.19 Maturity analysis of financial liabilities*

The table below analyses the Group's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

Financial liabilities as of 31 December 2015:

| (€'000) | Total | Less than one year | One to five years | More than five years |
|---|---|---|---|---|
| **As of 31 December, 2015** | | | | |
| Financial leases | 675 | 248 | 427 | - |
| Pension obligations | 121 | - | - | 121 |
| Advances repayable | 11,382 | 898 | 4,857 | 5,627 |
| Trade payables and other current liabilities | 10,344 | 10,344 | - | - |
| **Total financial liabilities** | **22,522** | **11,490** | **5,284** | **5,748** |

Financial liabilities posted as of 31 December 2016:

| (€'000) | Total | Less than one year | One to five years | More than five years |
|---|---|---|---|---|
| **As of 31 December, 2016** | | | | |
| Bank loan | 743 | 207 | 536 | - |
| Financial leases | 735 | 354 | 381 | - |
| Pension obligations | 204 | - | - | 204 |
| Advances repayable | 8,438 | 1,108 | 3,410 | 3,920 |
| Trade payables and other current liabilities | 9,606 | 9,606 | - | - |
| **Total financial liabilities** | **19,726** | **11,275** | **4,327** | **4,124** |

## *5.20 Financial instruments*

| | As of 31 December 2015 | |
|---|---|---|
| (€'000) | Loans and receivables | Total |
| **Assets as per balance sheet** | | |
| Deposits | 180 | 180 |
| Trade and other receivables | 549 | 549 |
| Other current assets | 1,358 | 1,358 |
| Short term investment | 7,338 | 7,338 |
| Cash and cash equivalents | 100,175 | 100,175 |
| **Total** | **109,600** | **109,600** |

For the financial assets as mentioned above, the carrying amount as per 31 December 2015 is a reasonable approximation of their fair value.

| | As of 31 December 2015 | |
|---|---|---|
| (€'000) | Financial liabilities at amortised cost | Total |
| **Liabilities as per balance sheet** | | |
| Finance lease liabilities | 675 | 675 |
| Trade payables and other current liabilities | 10,344 | 10,344 |
| **Total** | **11,019** | **11,019** |

For the financial liabilities as mentioned above the carrying amount as per 31 December 2015 is a reasonable approximation of their fair value.

| | As of 31 December 2016 | |
|---|---|---|
| (€'000) | Loans and receivables | Total |
| **Assets as per balance sheet** | | |
| Deposits | 311 | 311 |
| Trade and other receivables | 1,359 | 1,359 |
| Other current assets | 1,420 | 1,420 |
| Short term investment | 34,230 | 34,230 |
| Cash and cash equivalents | 48,357 | 48,357 |
| **Total** | **85,677** | **85,677** |

For the financial assets as mentioned above, the carrying amount as per 31 December 2016 is a reasonable approximation of their fair value.

| | As of 31 December 2016 | |
|---|---|---|
| (€'000) | Financial liabilities at amortised cost | Total |
| **Liabilities as per balance sheet** | | |
| Bank loans | 742 | 742 |
| Finance lease liabilities | 735 | 735 |
| Trade payables and other current liabilities | 9,606 | 9,606 |
| **Total** | **11,083** | **11,083** |

For the financial liabilities as mentioned above the carrying amount as per 31 December 2016 is a reasonable approximation of their fair value.

The following table presents the group's financial assets and liabilities that are measured at fair value at 31 December 2016:

| **(€'000)** |
|---|

| | Level I | Level II | Level III | Total |
|---|---|---|---|---|
| **Assets** | | | | |
| - | - | - | - | - |
| **Total Assets** | **-** | **-** | **-** | **-** |
| **Liabilities** | | | | |
| Contingent consideration | - | - | 28,179 | 28,179 |
| RCA's | | | 8,438 | 8,438 |
| **Total Liabilities** | **-** | **-** | **36,617** | **36,617** |

Fair value measurements using significant unobservable inputs (Level 3):

| (€'000) | Contingent consideration |
|---|---|
| **Opening balanace at 1st January 2015** | **-** |
| Acquisition of OnCyte LLC | 25,529 |
| **Closing balance at 31 December 2015** | **25,529** |
| Year end 2016 Fair value adjsutment | 1,633 |
| CTA | 1,017 |
| **Closing balance at 31 December 2016** | **28,179** |

Fair value measurements using significant unobservable inputs (Level 3):

| (€'000) | RCA |
|---|---|
| **Opening balance at 1st January 2015** | **11,555** |
| Liability recognition | 1,392 |
| Repayments | (529) |
| RCA fair value adjustment | (1,036) |
| **Closing balance at 31 December 2015** | **11,382** |
| Repayments | (842) |
| RCA fair value adjustment | (2,102) |
| **Closing balance at 31 December 2016** | **8,438** |

A sensitivity analysis was performed on the main assumptions driving the fair value of the contingent consideration. The principal elements driving the fair value of the contingent liability are the discount rate, the net sales and the probabilities of success.

| | Discount rate | | | | |
|---|---|---|---|---|---|
| | 15,.5% | 16.5% | 17.5% | 18.5% | 19.5% |
| Cont. consideration (MUSD) | 32.69 | 31.14 | 29.70 | 28.36 | 27.11 |
| Impact (%) | 5% | 5% | - | -5% | -4% |

| | Sales | | | | |
|---|---|---|---|---|---|
| | 80% | 90% | 100% | 110% | 120% |
| Cont. consideration (MUSD) | 26.86 | 28.21 | 29.70 | 31.47 | 33.32 |
| Impact (%) | -5% | -5% | - | 8% | 7% |

| | Probabilities | | | | |
|---|---|---|---|---|---|
| | 98% | 99% | 100% | 101% | 102% |
| Cont. consideration (MUSD) | 29.11 | 29.41 | 29.70 | 30.00 | 30.30 |

| | | | | | |
|---|---|---|---|---|---|
| Impact (%) | -3% | -3% | - | 3% | 3% |

A sensitivity analysis was performed on the main assumption driving the fair value of the RCA's is presented below. The principal element driving the fair value of the RCA's is the discount rate.

| | Discount rate | | | | |
|---|---|---|---|---|---|
| | -2% | -1% | 5% - 12.5% | +1% | +2% |
| RCA (MEUR) | 9.20 | 8.83 | 8.44 | 8.17 | 7.87 |

## *5.21 Deferred taxes*

The following table shows the reconciliation between the effective and theoretical tax expense at the theoretical standard Belgian tax rate of 33.99% (excluding additional contributions):

| **(€'000)** | **For the year ended 31 December** | |
|---|---|---|
| | **2016** | **2015** |
| Loss before taxes | (23,606) | (29,114) |
| Theoretical group tax rate | 33.99% | 33.99% |
| Theoretical tax gain | 8,024 | 9,896 |
| Increase/decrease in tax expense arising from: | | |
| Permanent differences[(1)] | - | 3,663 |
| Share-based compensation | (968) | (498) |
| CELYAD Asia | - | (21) |
| Capitalization of R&D costs | 83 | (6,112) |
| Amortization of Mayo license | (201) | (75) |
| Amortization of patent | (28) | - |
| Recoverable cash advances | 1,323 | (371) |
| Depreciation of tangibles | (58) | - |
| Revaluation of contingent liability | (555) | |
| Amortization of IPRD & goodwill | (5,179) | |
| Other temporary differences | 11 | 15 |
| Non recognition of deferred tax assets related to statutory tax losses | (2,526) | (6,576) |
| Non taxable statutory losses | 75 | 79 |
| **Effective tax gain / (expense)** | **-** | **-** |
| **Effective tax rate** | **-%** | **-%** |

(1) The significant balance of permanent differences is mainly affected by transaction costs on capital increases occurred in 2015 and 2014. These transaction costs are booked in equity and are subject to a tax deduction

Unrecognized deferred tax assets:

| **(€'000)** | **For the year ended 31 December** | |
|---|---|---|
| | **2016** | **2015** |
| **Net loss carried forward** | **(83,794)** | **(63,863)** |
| **Opening temporary differences** | **(51,717)** | **(32,485)** |
| Amortization of intangibles | 14,806 | 19 |
| Depreciation of tangibles | (171) | - |
| Recoverable cash advances | 3,891 | (1,093) |
| Revaluation of contingent liability | 1,633 | - |
| Capitalization of development costs | - | (18,220) |
| Post employment benefits | (24) | 62 |
| **Total temporary differences of the period** | **20,135** | **(19,232)** |
| **Accumulated temporary differences** | **(31,582)** | **(51,717)** |
| **Total IFRS tax losses carried forward and** | | |
| **Deductible temporary difference (net)** | **(115,376)** | **(115,580)** |
| **Unrecognised deferred tax assets** | **39,370** | **39,286** |

The Group has unused tax losses carried forward that are available indefinitely for offset against future taxable profits of the Group. In addition to the net loss carried forward, the Group can benefit from additional tax benefits (notional interest deduction) which can be carry-forward until the fiscal year 2019

| (€'000) | As of 31 December | |
|---|---|---|
| | 2016 | 2015 |
| Notional interest | (1,861) | (1,861) |

The Group has a history of losses and significant uncertainty exists surrounding the Group's ability to realise taxable profits in the near future. Therefore, the Group did not recognise any deferred tax assets in respect of these losses, unless sufficient taxable temporary differences were available by which these deferred tax assets can be offset.

The table below present the accumulated deferred tax assets and liabilities as per end of the periods.

| (€'000) | As of 31 December | |
|---|---|---|
| | 2016 | 2015 |
| Deferred tax assets | 50,773 | 43,549 |
| Deferred tax liabilities | (11,403) | (4,263) |
| Unrecognized deferred tax assets | 39,370 | 39,286 |

The statutory tax rate is 33.99%. It should be noted that the Group has obtained on 14 October 2009 a tax ruling issued by the Belgian tax authorities by whom the Group is allowed to exempt 80% of all future revenues originated from patents and licences registered in the books of the Group. The tax ruling has no expiration date and will be applicable until the patents will fall in the public domain.

## *5.22 Other reserves*

| (€'000 ) | Note | Share based payment reserve | Convertible loan | Translation | Total |
|---|---|---|---|---|---|
| **Balance as of 1st January 2015** | | **3,362** | **16,631** | **(10)** | **19,983** |
| Vested share-based payments | | 736 | | | 736 |
| Currency Translation differences subsidiaries | | | | 485 | 485 |
| **Balance as of 31 December 2015** | | **4,098** | **16,631** | **475** | **21,205** |
| Vested share-based payments | | 2,847 | | | 2,847 |
| Currency Translation differences subsidiaries | | | | 277 | 277 |
| **Balance as of 31 December 2016** | | **6,946** | **16,631** | **752** | **24,329** |

## *5.23 Revenues*

| (€'000) | For the year ended 31 December | |
|---|---|---|
| | 2016 | 2015 |
| Recognition of non-refundable upfront payment | 8,440 | - |
| C-Cath$_{ez}$ sales | 83 | 3 |
| Other | - | - |
| **Total Revenues** | **8,523** | **3** |

Total revenues increased by €8.5 million over 2016. In August 2016, the Group has received a non-refundable upfront payment as a result of the ONO agreement. This upfront payment has been fully recognised upon receipt as there are no performance obligations nor subsequent deliverables associated to the payment. The non-refundable upfront payment was rather received as a consideration for the sale of license to ONO.

## *5.24 Research and Development expenses*

| (€'000) | For the year ended 31 December | |
|---|---|---|
| | 2016 | 2015 |
| Salaries | 8,160 | 5,785 |
| Travel and living | 577 | 168 |
| Pre clinical studies | 4,650 | 2,398 |
| Clinical studies | 4,468 | 6,723 |
| Delivery systems & dispositifs medicaux | 964 | 173 |
| Consulting fees | 791 | 1,842 |
| IP filing and maintenance fees | 799 | 763 |
| Scale-up & automation | 4,164 | 642 |
| Rent and utilities | 939 | 1,045 |

| | | |
|---|---|---|
| Depreciation and amortization | 1,345 | 1,033 |
| Other costs | 817 | 2,196 |
| **Total Research and Development expenses** | **27,675** | **22,767** |

## 5.25 General and administrative expenses

| (€'000) | For the year ended 31 December | |
|---|---|---|
| | **2016** | **2015** |
| Employee expenses | 2,486 | 2,761 |
| Share-based payment | 2,847 | 796 |
| Rent | 791 | 617 |
| Communication & Marketing | 728 | 891 |
| Consulting fees | 2,029 | 1,511 |
| Travel & Living | 450 | 509 |
| Post employment benefits | (24) | (45) |
| Depreciation | 173 | - |
| Other | 265 | 190 |
| **Total General and administration** | **9,744** | **7,230** |

## 5.26 Depreciation and amortisation

| (€'000) | For the year ended 31 December | |
|---|---|---|
| | **2016** | **2015** |
| Depreciation of property, plant and equipment | 760 | 273 |
| Amortisation of intangible assets | 756 | 760 |
| **Total depreciation and amortisation** | **1,516** | **1,033** |

## 5.27 Employee benefit expenses

| (€'000) | For the year ended 31 December | |
|---|---|---|
| | **2016** | **2015** |
| Salaries, wages and bonuses | 5,994 | 5,181 |
| Executive Management team compensation | 2,900 | 1,843 |
| Share based payments | 2,847 | 796 |
| Social security | 1,362 | 1,280 |
| Post employment benefits | 215 | 202 |
| Hospitalisation insurance | 151 | 40 |
| Other benefit expenses | - | - |
| **Total Employee expenses** | **13,469** | **9,342** |

| Headcount | For the year ended 31 December | |
|---|---|---|
| | **2016** | **2015** |
| Research & Development | 71.7 | 72.5 |
| General and administrative staff | 12.9 | 15.8 |
| **Total Headcount** | **84.6** | **88.3** |

## 5.28 Other operating income and expenses

Other operating income are mainly related to government grants received. For the government grants received in the form of recoverable cash advances (RCAs) we refer to note 5.17 for more information.

| (€'000) | For the year ended 31 December | |
|---|---|---|
| | **2016** | **2015** |
| Recoverable cash advances (RCAs) | 2,704 | 578 |
| Subsidies | 124 | 412 |
| Reversal accrual RCA | | - |
| Change of fair value RCA | 2,154 | 1,036 |
| Realized gain on contribution IP into joint venture | - | (312) |
| Other | - | - |

| | | |
|---|---|---|
| **Total Other pperating Income** | **4,982** | **1,714** |
| | | |
| New accrual RCA | - | (1,392) |
| Change of fair value Contingent Liabilities | (1,634) | - |
| Other | (8) | - |
| **Total Other operating expenses** | **(1,642)** | **(1,392)** |
| **Total Other operating Income and Expenses** | **3,340** | **322** |

## 5.29 Operating leases

The Group has entered into various leasing contracts for the purpose of renting buildings and equipment. These leases have an average life of three to five years with no renewal option included in the contracts. There are no restrictions placed upon the Group by entering into these leases.

Operating lease expenses amounts to €835k in 2016 and €830k in 2015.

Future minimum rentals payable under non-cancellable operating leases as of 31 December are detailed as follows:

| (€'000) | As of 31 December | |
|---|---|---|
| | **2016** | **2015** |
| Within one year | 456 | 817 |
| After one year but no more than five years | 1,678 | 818 |
| More than five years | 1,244 | 124 |
| **Total Operating leases** | **3,378** | **1,759** |

## 5.30 Finance income and expense

| **(€'000)** | For the year ended 31 December | |
|---|---|---|
| | **2016** | **2015** |
| Interest finance leases | 19 | 10 |
| Interest on overdrafts and other finance costs | 37 | 90 |
| Interest on RCA's | 53 | - |
| Exchange Differences | 98 | 135 |
| **Finance expenses** | **207** | **236** |
| Interest income bank account | 1,413 | 352 |
| Exchange Differences and others | 791 | 190 |
| **Finance income** | **2,204** | **542** |

## 5.31 Loss per share

The loss per share is calculated by dividing loss for the year by the weighted average number of ordinary shares outstanding during the period. As the Group is incurring net losses, outstanding warrants have an anti-dilutive effect. As such, there is no difference between the basic and the diluted earnings per share. In case the warrants would be included in the calculation of the loss per share, this would decrease the loss per share.

| (€'000) | As of 31 December | |
|---|---|---|
| | **2016** | **2015** |
| Loss of the year attributable to Equity Holders | (23,606) | (29,114) |
| Weighted average number of shares outstanding | 9,313,603 | 8,481,583 |
| **Earnings per share (non-fully diluted)** | **(2.53)** | **(3.43)** |

## 5.32 Contingent assets and liabilities

As mentioned in note 5.17, the Group has to reimburse certain government grants received in the form of recoverable cash advances under certain conditions. For more information we refer to note 5.17.

In 2017 and beyond, the Group will have to make exploitation decisions on the remaining RCAs (Agreement 5951, 7246 and 7502).

## *5.33 Commitments*

### 5.33.1 Mayo Foundation for Medical Education and Research

Based on the terms of the second amendment of the licence agreement dated 18 October 2010, the Company is committed to the following payments:

**Undirected research grants**

The Company will fund research in the Field at Mayo Clinic of $1,000,000 per year for four years beginning in or after 2015, as soon as the Company has had both a first commercial sale of a Licensed Product and a positive cash flow from operations in the previous financial year. The Company will have an exclusive right of first negotiation to acquire an exclusive license to inventions that are the direct result of work carried out under these grants. In case the Company exercises its option to negotiate, but no agreement is reached within a certain period, then Mayo Clinic during the following nine-month period cannot enter into a licence with a third party.

**Royalties**

The Company will pay a 2% royalty (on net commercial sales by itself or its sub-licensees) to Mayo Clinic, for all of the products that absent the Mayo Licence would infringe a valid claim of a Licensed Patent (each, a "Licensed Product"), during a royalty period (on a Licensed Product-by-Licensed Product basis) beginning on the date of first commercial sale of such Licensed Product and ending on the earlier of: (i) 15 years from first commercial sale; (ii) the date on which such Licensed Product is no longer covered by a valid claim of a Licensed Patent in the territories in which it is sold; (iii) or termination of the Mayo Licence.

Currently no liability has been accounted for by the Group for these variable payments to Mayo Foundation.

### 5.33.2 Corquest Inc

Based on the terms of the Share Purchase Agreement dated 5 November 2014, former shareholders of Corquest Inc will be entitled to an earn-out payment based on the net revenues generated by the Company, which revenues should be generated from the selling or divesting, in all or in part, of Proprietary Intellectual Property Rights of the Company to a third party.

As from the 5 November 2014 date until the tenth anniversary of the Agreement, former shareholders of Corquest Inc are entitled to:

- an Earn-Out royalty of 2% if Net Revenue are bellow or equal to 10 million euro
- or an Earn-Out royalty of 4% if Net Revenue are higher than 10 million euro

## *5.34 Oncyte LLC-Celdara Milestones*

Based on the terms of the Share Purchase Agreement dated 21 January 2015, Celdara Medical LLC, former owner of Oncyte LLC, will be entitled to development and regulatory milestones, sales milestones and royalties based on the net sales generated by the Company.

On the lead program NKR-2, Celdara Medical will be entitled to the following development and regulatory milestones;

$5 million when the first patient of the second cohort of the Phase I trial is enrolled[1]
$6 million when dosing the first patient of a Phase II trial
$9 million when dosing the first patient of a Phase III trial
$11 million when filing of the first regulatory approval of NKR-2
$14 million when NKR-2 is approved for commercialization in the US

On the other preclinical products

$1.5 million when a filing of an IND to the FDA
$4 million when dosing the first patient of a Phase II trial
$6 million when dosing the first patient of a Phase III trial
$10 million when filing of the first regulatory approval of NKR-2
$15 million when NKR-2 is approved for commercialization in the US

Sales milestones will also be due to Celdata Medical and are dependent of cumulative net sales of products developed out of the Oncyte platform:

$15 million when first time cumulative worldwide net sales equal to or exceed $250 million
$25 million when first time cumulative worldwide net sales equal to or exceed $500 million
$40 million when first time cumulative worldwide net sales equal to or exceed $1 billion

Company will make annual royalty payments to Celdara Medical on net sales of each product sold by the Company, its affiliates and sublicensees at the applicable rate set forth below:

5% of the net sales if cumulative worldwide annual net sales are less or equal to $250 million

[1] Paid as of 31 December 2016

6% of the net sales if cumulative worldwide annual net sales are greater than $250 million and less or equal to $500 million
7% of the net sales if cumulative worldwide annual net sales are greater than $500 million and less or equal to $1 billion
8% of the net sales if cumulative worldwide annual net sales are greater than $1 billion

## *5.35 Related-party transactions*

### 5.35.1 Remuneration of key management

Key management consists of the members of the Executive Management Team and the entities controlled by any of them.

| | As of 31 December | |
|---|---|---|
| | **2016** | **2015** |
| **Number of EMT members** | **8** | **6** |

| **(€'000)** | For the years ended 31 December | |
|---|---|---|
| | **2016** | **2015** |
| Short term employee benefits[1] | 816 | 309 |
| Post employee benefits | 35 | 6 |
| Share-based compensation | 1,790 | 561 |
| Other employment costs[2] | 22 | 4 |
| Management fees | 2,055 | 1,299 |
| **Total benefits** | **4,718** | **2,179** |

**[1]** Include salaries, social security, bonuses, lunch vouchers
**[2]** Such as Company cars

| | As of 31 December | |
|---|---|---|
| | **2016** | **2015** |
| Number of warrants granted | 180,000 | 5,000 |
| Number of warrants lapsed | 40,000 | 10,000 |
| Cumulative outstanding warrants | 310,725 | 187,225 |
| Exercised warrants | - | - |
| Outstanding payables (in '000€) | 687 | 537 |

### 5.35.2 Transactions with non-executive directors

| | For the year ended 31 December | |
|---|---|---|
| (€'000) | **2016** | **2015** |
| Share-based compensation | 697 | 51 |
| Management fees | 363 | 89 |
| **Total benefits** | **1,060** | **140** |

| | As of 31 December | |
|---|---|---|
| | **2016** | **2015** |
| Number of warrants granted | 50,000 | - |
| Number of warrants lapsed | - | - |
| Number of exercised warrants | - | 5,000 |
| Cumulative outstanding warrants | 57,904 | 7,904 |
| Outstanding payables (in '000€) | 148 | 80 |
| Shares owned | 2,869,685 | 3,443,065 |

### 5.35.3 Transactions with shareholders

| | For the years ended 31 December | |
|---|---|---|
| (€'000) | **2016** | **2015** |
| Rent[1] | 99 | 299 |
| Other | - | - |

| | | |
|---|---|---|
| **Total** | **99** | **299** |

[1] Relate to lease paid to Biological Manufacturing Services, company controlled by Tolefi SA until April 30, 216

| | As of 31 December | |
|---|---|---|
| (€'000) | **2016** | **2015** |
| **Outstanding payables** | **-** | **76** |

## *5.36 Events after the balance sheet date*

### 5.36.1 New warrant plan

In February 2017, consultants accepted in total 20,000 warrants offered in December 2016. These warrants are part of the 100,000 warrants issued by the Board of Directors held on 12 December 2016. These warrants will be vested over 2017, 2018 and 2019 and may become exercisable as early as January 2020.

### 5.36.2 Exercise of warrants issued in May 2013

Over the month of January 2017, a total of 207,250 warrants issued in May 2013 were exercised by some employees and members of the management team. As a result, 207,250 new shares were issued and the capital of the Company was increased by an amount of k€547, bringing the capital of Celyad SA to k€33,118 on February 1st 2017.

## *5.37 Statutory accounts as of 31 December 2016 and 2015 according to Belgian GAAP*

This section contains selected financial information, consisting of the balance sheet, income statement and certain notes, as derived from the statutory financial statements of Celyad SA as of and for the year ended 31 December 2016 (including comparative information as of and for the year ended 31 December 2015). These financial statements were prepared in accordance with the applicable accounting framework in Belgium and with the legal and regulatory requirements applicable to the financial statements in Belgium and are filed with the National Bank of Belgium. These statutory financial statements were approved by the Shareholders' Meeting on 5 May 2017 and the statutory auditor has issued an unqualified audit opinion with respect to these statutory financial statements. The full set of the statutory financial statements is available on the website of the National Bank of Belgium (www.nbb.be).

### 5.37.1 Balance Sheet

| (in €) | 2016 | 2015 |
|---|---|---|
| **ASSETS** | | |
| **FIXED ASSETS** | **68,608,783** | **65,644,136** |
| **II. Intangible fixed assets** | **49,382,412** | **49,612,925** |
| **III. Tangible fixed assets** | **2,078,858** | **1,130,119** |
| Land and buildings | | |
| Installations machinery and equipment | 386,261 | 58,954 |
| Furniture and vehicles | 59,463 | 50,896 |
| Leasing and similar rights | 726,741 | 669,670 |
| Other fixed assets | 906,394 | 59,168 |
| Fixed assets under construction and advance payments | | 291,431 |
| **IV. Financial fixed assets** | **17,147,513** | **14,901,092** |
| **CURRENT ASSETS** | **88,323,519** | **110,422,698** |
| **VI. Stocks and contracts in progress** | | |
| Goods purchase for resale | | |
| **VII. Amounts receivable within one year** | **6,080,503** | **6,900,548** |
| Trade debtors | 1,374,804 | 541,768 |
| Others amounts receivable | 4,705,699 | 6,358,780 |
| **VIII. Investment** | **34,230,149** | **7,377,565** |
| **IX. Cash at bank and in hand** | **47,486,245** | **95,536,139** |
| **X. Deferred charges and accrued income** | **526,622** | **648,445** |
| **TOTAL ASSETS** | **156,932,301** | **176,066,834** |
| **CAPITAL AND RESERVES** | **143,539,346** | **163,595,699** |
| **I. Capital** | **32,570,837** | **32,570,837** |
| Issued capital | 32,570,837 | 32,570,837 |
| Uncalled capital (-) | | |
| **II. Share Premium** | **172,262,517** | **172,262,517** |
| **V. Accumulated profits (losses)** | **(61,294,007)** | **(41,237,655)** |
| **PROVISIONS AND DEFERRED TAXES** | | |
| **VII.A. Provisions for liabilities and charges** | | |

| (in €) | 2016 | 2015 |
|---|---|---|
| **CREDITORS** | **13,392,955** | **12,471,135** |
| **VIII. Amounts payable after more than one year** | **2,306,155** | **1,231,098** |
| Financial debts | 2,306,155 | 1,231,098 |
| Credit institutions; leasing and other similar obligations | 897,955 | 426,898 |
| Other financial loans | 1,408,200 | 804,200 |
| Other debts | | |
| **IX. Amounts payable within one year** | **11,081,489** | **11,198,011** |
| Current portion of amounts payable after one year | 1,658,141 | 1,013,304 |
| Trade debts | 7,920,570 | 8,576,296 |
| Suppliers | 7,920,570 | 8,576,296 |
| Taxes; remunerations and social security costs | 1,499,897 | 1,601,285 |
| Taxes | 137,891 | 96,641 |
| Remunerations and social security costs | 1,362,006 | 1,504,644 |
| Other amounts payable | 2,882 | 7,126 |
| **X. Accrued charges and deferred income** | **5,310** | **42,026** |
| **TOTAL LIABILITIES** | **156,932,301** | **176,066,834** |

## 5.37.2 Income statement

| (in €) | 2016 | 2015 |
|---|---|---|
| **Operating income** | **28,548,040** | **21,187,765** |
| Turnover | 87,000 | 3,000 |
| Capitalization of development costs | 13,240,057 | 18,246,661 |
| Other operating income | 15,220,983 | 2,938,104 |
| **Operating charges** | **(49,651,453)** | **(40,086,685)** |
| Direct Material | (1,420,008) | (1,705,521) |
| Services and other goods | (24,606,690) | (29,825,595) |
| Remuneration; social security and pensions | (7,798,932) | (7,195,582) |
| Depreciation of and other amounts written off formations expenses; intangible and tangible fixed assets (-) | (14,074,082) | (968,882) |
| Write-downs on inventories, on orders in progress and on trade receivables (appropriations -; write-backs +) | 368.197 | |
| Provisions for liabilities and charges (appropriations -; use and write-backs +) | | |
| Other operating charges (-) | (2,119,938) | (391,105) |
| **Operating profit (loss)** | **(21,103,413)** | **(18,898,920)** |
| **Financial income** | **2,598,880** | **586,024** |
| Income from current assets | 1,412,481 | 351,853 |
| Other financial income | 1,186,399 | 234,171 |
| **Financial charges (-)** | **(448,555)** | **(371,525)** |
| Interest on financial debts | (18,775) | (9,810) |
| Other financial charges | (429,780) | (361,715) |
| **Profit (loss) on ordinary activities before taxes (-)** | **(18,953,058)** | **(18,684,387)** |
| **Profit (Loss) for the period before taxes (-)** | **(18,953,087)** | **(18,684,422)** |
| **Income taxes (-) (+)** | **(1,103,266)** | **11,883** |
| **Profit (loss) for the period available for appropriation** | **(20,056,353)** | **(18,672,539)** |

## 5.37.3 Notes

### Statement of intangibles assets

| (in €) | 2016 | 2015 |
|---|---|---|
| Acquisition value at the end of the preceding period | 65,515,968 | 44,271,971 |
| Movements during the period | | |
| Acquisitions, included produced fixed assets | 13,335,037 | 18,246,661 |
| Sale, transfer and withdraw | | (2,664) |
| Acquisition value at the end of the period | 75,851,005 | 62,515,968 |
| Depreciation and amounts written down at end of the preceding period | 12,903,044 | 12,208,856 |
| Movements during the period | | |
| Recorded | 13,565,551 | 696,851 |

| (in €) | 2016 | 2015 |
|---|---|---|
| Sale, transfer and withdraw | | (2,664) |
| Depreciation and amounts written down at the end of the period | 26,468,593 | 12,903,043 |
| **Net book value at the end of the period** | 49,382,411 | 49,612,925 |

## Statement of tangible fixed assets

| **(in €)** | **2016** | 2015 |
|---|---|---|
| **LAND AND BUILDINGS** | | |
| Acquisition value at the end of the preceding period | - | - |
| Movements during the period | | |
| Acquisitions, included produced fixed assets | - | - |
| Acquisition value at the end of the period | - | - |
| Depreciation and amounts written down at end of the preceding period | - | - |
| Movements during the period | | |
| Recorded | - | - |
| Depreciation and amounts written down at end of the period | - | - |
| **Net book value at the end of the period** | | |
| **INSTALLATIONS, MACHINERY & EQUIPMENT** | | |
| Acquisition value at the end of the preceding period | 862,494 | 737,558 |
| Movements during the period | | |
| Acquisitions, included produced fixed assets | 392,572 | |
| Sale, transfer and withdraw | 5,763 | 124,936 |
| Acquisition value at the end of the period | 1,249,303 | 862,494 |
| Depreciation and amounts written down at end of the preceding period | 803,539 | 644,844 |
| Movements during the period | | |
| Recorded | 59,503 | 33,756 |
| Sale, transfer and withdraw | | 124,939 |
| Depreciation and amounts written down at end of the period | 863,042 | 803,539 |
| **Net book value at the end of the period** | 386,261 | 58,955 |
| **FURNITURE AND VEHICLES** | | |
| Acquisition value at the end of the preceding period | 1,160,425 | 833,219 |
| Movements during the period | | |
| Acquisitions, included produced fixed assets | 34,940 | 28,824 |
| Sale, transfer and withdraw | | 298,382 |
| Acquisition value at the end of the period | 1,195,365 | 1,160,425 |
| Depreciation and amounts written down at end of the preceding period | 1,109,529 | 793,881 |
| Movements during the period | | |
| Recorded | 26,373 | 54,360 |
| Sale, transfer and withdraw | | 261,288 |
| Depreciation and amounts written down at end of the period | 1,135,902 | 1,109,529 |
| **Net book value at the end of the period** | 59,463 | 50,896 |
| **LEASING AND OTHER SIMILAR RIGHT** | | |
| Acquisition value at the end of the preceding period | 810,111 | 811,794 |
| Movements during the period | | |
| Acquisitions, included produced fixed assets | 336,488 | 450,562 |
| Sale, transfer and withdraw | 34,115 | (452,244) |
| Acquisition value at the end of the period Sale, transfer and withdraw | 1,180,714 | 810,111 |
| Depreciation and amounts written down at end of the preceding | 140,441 | 389,238 |
| Movements during the period Recorded | 313,532 | 166,132 |
| Sale, transfer and withdraw | | (414,929) |
| Depreciation and amounts written down at end of the period | 453,973 | 140,441 |
| **Net book value at the end of the period** | 726,741 | 669,670 |
| Whereof: | | |
| Land and buildings | | |
| Installation, machinery & equipment | 530,209 | 669,670 |
| Furniture and vehicles | 196,532 | |
| **OTHER TANGIBLE ASSETS** | | |

| (in €) | 2016 | 2015 |
|---|---|---|
| Acquisition value at the end of the preceding period | 124,106 | 90,428 |
| Movements during the period | | |
| Acquisitions, included produced fixed assets | 699,034 | 33,678 |
| Transfers from one heading to another | 257,317 | |
| Acquisition value at the end of the period | 1,080,457 | 124,106 |
| Depreciation and amounts written down at end of the preceding period | 64,938 | 47,157 |
| Movements during the period | | |
| Recorded | 109,124 | 17,782 |
| Movements during the period | | |
| Depreciation and amounts written down at end of the period Recorded | 174,063 | 64,939 |
| **Net book value at the end of the period** | 906,394 | 59,168 |
| **FIXED ASSETS UNDER CONSTRUCTION AND ADVANCE PAYMENTS** | | |
| Acquisition value at the end of the preceding period | 291,431 | |
| Movements during the period | | |
| Acquisitions, included produced fixed assets | | 291,431 |
| Transfers from one heading to another | (291,431) | |
| Acquisition value at the end of the period | - | 291,431 |
| Depreciation and amounts written down at end of the preceding period | | |
| Movements during the period | | |
| Recorded | | |
| Movements during the period | | |
| Depreciation and amounts written down at end of the period Recorded | | |
| **Net book value at the end of the period** | - | 291,431 |

## Other investments and deposits

| (in €) | 2016 | 2015 |
|---|---|---|
| **Other Investments and deposits** | | |
| Acquisition value at the end of the preceding period | 179,714 | 109,335 |
| Movements during the period | | |
| Additions | 124,273 | 70,379 |
| Reimbursments (-) | | |
| **Net book value at the end of the period** | 303,987 | 179,714 |

## Investment and deferred charges and accrued income assets

| (in €) | 2016 | 2015 |
|---|---|---|
| **short-term investment** | 34,230,149 | 7,337,565 |
| **More than one year** | | |
| **Net book value at the end of the period** | 34,230,149 | 7,337,565 |

## Statement of capital 2016

| (in €) | Amounts | Number of shares |
|---|---|---|
| Issued capital | 32,570,837 | |
| **Structure of the capital** | | |
| Different categories of shares | | |
| *Registered* | | - |
| *Dematerialized* | | 9,313,603 |
| **Unpaid capital** | Uncalled capital | |
| Uncalled capital | | Xxxxxxxxxxxxxx |
| Capital called, but unpaid | xxxxxxxxxxxxxx | |
| Shareholders having yet to pay up in full | xxxxxxxxxxxxxx | |
| **Authorised unissued capital** | 9,396,390 | |

## Statement of capital 2015

| (in €) | Amounts | Number of shares |
|---|---|---|
| Issued capital | 32,570,837 | |
| **Structure of the capital** | | |

| | Uncalled capital | |
|---|---|---|
| Different categories of shares | | |
| *Registered* | | - |
| *Dematerialized* | | 9,313,603 |
| **Unpaid capital** | | Xxxxxxxxxxxxxx |
| Uncalled capital | | |
| Capital called, but unpaid | xxxxxxxxxxxxxx | |
| Shareholders having yet to pay up in full | xxxxxxxxxxxxxx | |
| **Authorised unissued capital** | 9,396,390 | |

## Statement of amounts payable

| (in €) | 2016 | 2015 |
|---|---|---|
| **Analysis of amounts payable after more than one year** | | |
| Current portion of amounts initially payable after more than one year | 2,306,155 | 1,231,098 |
| Amounts payable expiring over five year | | |
| **Analysis by current position of amounts initially payable after more than one year** | | |
| Leasing charges and similar | 380,940 | 426,898 |
| Other debts (loans) | 1,925,215 | 804,200 |
| **Other debt** | - | 1,225 |
| **Tax, wage and social amounts payable** | | |
| **Taxes** | | |
| Non expired taxes payable | 137,891 | 96,641 |
| **Remuneration and social security** | | |
| Other amounts payable related to remuneration and social security | 1,362,006 | 1,504,645 |

## Operating results

| (in €) | 2016 | 2015 |
|---|---|---|
| **Other operating income** | | |
| Subsidies and recoverable cash advance received from the Walloon Region | 3,784,514 | 2,731,154 |
| **Operating charges** | | |
| **Employees recorded in the personnel register** | | |
| Total number at the closing date | 73 | 80 |
| Average number of employees calculated in full-time equivalents | 78.1 | 82.6 |
| Number of actual worked hours | 132,023 | 139,226 |
| **Personnel costs** | | |
| Remuneration and direct social benefits | 5,478,368 | 4,724,684 |
| Employer's social security contributions | 1,577,977 | 1,546,585 |
| Employer's premiums for extra statutory insurances | | |
| Other personnel costs (+)/(-) | 481,037 | 675,574 |
| Pensions | 261,550 | 248,739 |
| **Impairment of trade receivables** | | - |
| **Write-downs** | | |
| On trade receivables | | |
| Record | | |
| Withdrawal | 368,197 | |
| **Provisions for risks and charges** | | |
| Addition | | |
| Use of and withdrawal | | |
| **Other operating charges** | | |
| Taxes related to operations | 2,672 | 2,044 |
| Other charges | 2,117,266 | 389,061 |
| **Hired temporary staff and persons placed at the enterprise's disposal** | | |
| Total number at the closing date | 1 | |
| Average number calculated as full-time equivalents | 0.1 | 0.1 |
| Number of actual worked hours | 148 | 152 |
| Charges to the enterprise | 7,535 | 4,846 |

### Financial results

| (in €) | 2016 | 2015 |
|---|---|---|
| Interest income | 1,412,481 | 351,853 |
| Other financial income | 1,186,399 | 234,146 |
| Interest charges | 18,775 | 9,810 |
| Other financial charges | 429,749 | 361,655 |

### Income tax

| (in €) | 2016 | 2015 |
|---|---|---|
| **Status of deferred taxes** | | |
| Accumulated tax losses deductible from future taxable profits | **83,793,646** | 65,723,071 |

### The total amount of value added tax and taxes borne by third parties

| (in €) | 2016 | 2015 |
|---|---|---|
| **The total amount of value added tax and taxes borne by third parties** | | |
| **The total amount of value added tax charged** | | |
| To the enterprise (deductible) | 5,473,424 | 5,872,840 |
| By the enterprise | 3,871,493 | 7,474,666 |
| **Amounts retained on behalf of third parties** | | |
| Payroll withholding taxes | 1,904,839 | 1,386,870 |

### Financial relationship with Amount of direct and indirect remunerations and pensions, included in the income statement, as long as this disclosure does not concern exclusively or mainly, the situation of a single identifiable person

| (in €) | 2016 | 2015 |
|---|---|---|
| To directors and managers | 362,500 | 497,240 |

### Financial relationship with auditors

| (in €) | 2016 | 2015 |
|---|---|---|
| Auditor's fees | 113,000 | 113,000 |
| Fees for exceptional services or special missions executed in the company by people who are linked to | | 9,000 |
| Other Auditor's missions | 14,000 | 592,700 |

## 5.37.4 Summary of valuation rules

Valuation rules are determined by the Board of Directors in accordance with Chapter II of the Royal Decree of 8 October 1976 related to the annual accounts of companies.

Formation expenses are booked as intangible fixed assets and amortised over 5 years. Intangible fixed assets acquired from a third party or acquired through a contribution in kind are recorded at the acquisition value. Intangible fixed assets not acquired from a third party are valued at their cost of production in such a way that they do not exceed a prudent estimation of their future economical use or their future return.

Intangible assets developed internally are capitalized when perspectives of future return are probable and clearly identified. Clinical development expenses are capitalized when authorization to start a phase III trial of the related program is obtained. Development expenses of a medical device are capitalized when the device is CE marked.

These intangible fixed assets are – in principle – amortised prorate temporis over 5 years starting the year of the first revenue generation associated with the related asset. Furniture and fixtures are depreciated over 3, 5 or 10 years depending on the economical life of the assets.

An impairment test is performed each year at year end on all tangible and intangible assets. Exceptional depreciation or amortization expenses may result from such impairment analysis.

Financial fixed assets are booked at acquisition value. A write-off is accounted for when the financial fixed asset is permanently impaired. There is no inventory.

Direct materials purchased are directly expensed taken into account their short lifetime. Amounts receivable are booked as asset at nominal value. Amounts receivable in foreign currencies are converted in EUR at the exchange rate at closing date. Negative exchange differences resulting from the conversion in EUR at the exchange rate at closing date are expensed; positive exchange differences are accounted for as deferred income. Amounts receivable are written-off when their realizable value is estimated to be lower than their carrying value.

Bank deposits are valued at their acquisition value. Cash and cash equivalent are valued at nominal value. When the nominal value includes interests, these latter are accounted for through the balance sheet caption "deferred charges and accrued income". A write-off is accounted for when their realizable value is estimated to be lower than their carrying value. Amount payables are booked at nominal value. Amount payables in foreign currencies are converted in EUR at the exchange rate at closing date. Negative exchange differences resulting from the conversion in EUR at the exchange rate at closing date are expensed; positive exchange differences are accounted for as deferred income.

Recoverable cash advances contracted with the Region are booked as off balance sheet when Company notifies the Region of its decision to exploit the outcome of the research and development program partially financed by the Region. A debt will be recognized the first year of revenue recognition for an amount equivalent to the funding received from the Region. Classification between long term and short term is determined based on perspectives of revenue generation and reviewed on a yearly basis.

## CELYAD CONTACT DETAILS

*Patrick Jeanmart*

*Chief Financial Officer*

*Marine Lhomel*

*Corporate Communications Manager*

*Email: investors@celyad.com*

*Paper copy in French and English can be obtained free of charge via the Company's registered office.*

## CELYAD SA

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Celyad

**CELYAD AND THE STOCK EXCHANGE**

The Company is listed on Euronext Paris and Brussels since July 2013 and on Nasdaq since June 2016.

Mnemo: CYAD

ISIN:BE0974260896

PEA and PEA PME Eligibility.

Total outstanding shares: 9,313,603 (as of 31 December 2016)

**MORE INFORMATION ON:**

www.celyad.com

**MORE INFORMATION FOR SHAREHOLDERS ON:**

www.celyad.com/investors

**CONTACT:**

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