Kiniksa Pharmaceuticals, Ltd.

PROXY STATEMENT

Annual Meeting of Shareholders

June 29, 2022,
9:30 a.m. Atlantic Time
(8:30 a.m. Eastern Time)

KINIKSA PHARMACEUTICALS, LTD.
CLARENDON HOUSE
2 CHURCH STREET
HAMILTON HM11, BERMUDA

April 28, 2022

To Our Shareholders:

You are cordially invited to attend the 2022 Annual Meeting of Shareholders (the "Annual Meeting") of Kiniksa Pharmaceuticals, Ltd. to be held on Wednesday, June 29, 2022 at 9:30 a.m. Atlantic Time (8:30 a.m. Eastern Time). The Annual Meeting will be a completely virtual meeting, which will be conducted via live webcast. You will be able to attend the Annual Meeting online.

The Notice of Annual Meeting and proxy statement on the following pages describe the matters to be presented at the Annual Meeting. Please see the heading "Who Can Attend the Annual Meeting of Shareholders?" in the proxy statement for more information about how to attend the meeting online.

Whether or not you attend the Annual Meeting, it is important that your shares be represented and voted at the Annual Meeting. I urge you to promptly vote and submit your proxy by phone, the Internet, or, if you received paper copies of our proxy materials and a proxy card, by signing, dating and mailing the proxy card in the return envelope provided therewith. If you have received our Notice of Internet Availability of Proxy Materials, the instructions regarding how you can vote are in that notice. If you have received a proxy card, then instructions regarding how you can vote are on the proxy card. If you decide to attend the Annual Meeting, you will be able to vote online, even if you have previously submitted your proxy.

Thank you for your support.

Sincerely,

Sanj K. Patel
Chief Executive Officer and Chairman of the Board

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Notice of Annual Meeting of Shareholders
To be held Wednesday, June 29, 2022

KINIKSA PHARMACEUTICALS, LTD.
CLARENDON HOUSE
2 CHURCH STREET
HAMILTON HM11, BERMUDA

This year's Annual Meeting of Shareholders (the "Annual Meeting") of Kiniksa Pharmaceuticals, Ltd. will be held on Wednesday, June 29, 2022 at 9:30 a.m. Atlantic Time (8:30 a.m. Eastern Time) by virtual meeting online at www.virtualshareholdermeeting.com/KNSA2022, for the following purposes:

1. To elect Sanj K. Patel, Thomas R. Malley and Richard S. Levy as Class I Directors to serve until the 2025 Annual Meeting of Shareholders, and until their respective successors have been duly elected and qualified.

2. To approve the appointment of PricewaterhouseCoopers LLP ("PwC") as our auditor until the close of our next Annual Meeting of Shareholders, to delegate to our Board of Directors, through our Audit Committee, the authority to set the auditor's remuneration for such period, and to ratify the appointment of PwC as our independent registered public accounting firm for the fiscal year ending December 31, 2022.

3. To approve, on an advisory (non-binding) basis, the compensation of our named executive officers.

4. To transact such other business as may properly come before the Annual Meeting or any continuation, postponement, or adjournment of the Annual Meeting.

The Annual Meeting may be continued or adjourned from time to time without notice other than by announcement at the Annual Meeting.

Holders of record of our Class A common shares and Class B common shares as of the close of business on April 14, 2022 are entitled to notice of and to vote at the Annual Meeting, or any continuation, postponement, or adjournment of the Annual Meeting. A complete list of these shareholders will be open to examination at our registered offices located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

Whether or not you plan to attend the Annual Meeting online, we urge you to vote your shares and submit your proxy via the toll-free telephone number or over the Internet, as described in the materials you received. If you received a paper copy of the proxy card by mail, you may sign, date and mail the proxy card in the return envelope provided therewith. Promptly voting your shares and submitting your proxy will help ensure the presence of a quorum at the Annual Meeting and save us the expense of further solicitation. Voting your shares and submitting your proxy now will not prevent you from voting your shares at the Annual Meeting.

By Order of the Board of Directors,

Madelyn Zeylikman
Secretary

Hamilton, Bermuda
April 28, 2022

Proxy Statement Summary

This summary highlights information contained elsewhere in this proxy statement and does not contain all of the important information that you should consider. As such, you should read the entire proxy statement carefully before voting.

Information about our 2022 Annual Meeting of Shareholders

Date and Time:	Wednesday, June 29, 2022 at 9:30 a.m. Atlantic Time (8:30 a.m. Eastern Time)
Location:	Virtual meeting online at www.virtualshareholdermeeting.com/KNSA2022
Record Date:	April 14, 2022

Purpose of the Meeting

❶ To elect Sanj K. Patel, Thomas R. Malley and Richard S. Levy as Class I Directors to serve until the 2025 Annual Meeting of Shareholders, and until their respective successors have been duly elected and qualified.

❷ To approve the appointment of PricewaterhouseCoopers LLP (“PwC”) as our auditor until the close of our next Annual Meeting of Shareholders, to delegate to our Board of Directors, through our Audit Committee, the authority to set the auditor’s remuneration for such period, and to ratify the appointment of PwC as our independent registered public accounting firm for the fiscal year ending December 31, 2022.

❸ To approve, on an advisory (non-binding) basis, the compensation of our named executive officers.

❹ To transact such other business as may properly come before the Annual Meeting or any continuation, postponement, or adjournment of the Annual Meeting.

Corporate Governance Highlights

We maintain corporate governance guidelines (the “Corporate Governance Guidelines”) that set forth a flexible framework with which the Board, assisted by its Committees, exercises its responsibilities. The Corporate Governance Guidelines are reviewed by the Nominating and Corporate Governance Committee from time to time as appropriate and are subject to change. Listed below are some of our corporate governance practices designed to align with the needs of the Company for the benefit of our shareholders.

What We Do

- ✓ 8 Independent Directors out of 9 Directors
- ✓ Separate Lead Independent Director and Chairman of the Board Roles
- ✓ 100% Independent Board Committees
- ✓ Diversity of Background and Perspective on our Board, including Age, Gender, Race, Place of Residence and Experience
- ✓ Regular Executive Sessions of Independent Directors
- ✓ Risk Oversight by the Board and Board Committees
- ✓ Board and Committee Evaluations
- ✓ Access to Executives, Employees and Advisers

Executive Compensation Highlights

Our Compensation Committee, which reviews our compensation programs, practices and policies, is committed to effective compensation governance. Listed below are some of our executive compensation practices and policies designed to drive performance, mitigate against undue risk and to align the interests of our executives and other employees with those of our shareholders.

What We Do

- ✓ Provide a Mix of Fixed and Variable Compensation, with Emphasis on Variable Compensation
- ✓ Provide a Mix of Annual- and Long-Term Incentive Compensation, with Emphasis on Long-Term Incentive Compensation
- ✓ Engage Independent Compensation Consultants
- ✓ Design Compensation Programs to Have a Strong Link Between Performance Measures and Strategic Objectives
- ✓ Utilize Competitive Market Data and a Compensation Peer Group
- ✓ Maintain Policy Prohibiting Hedging and Pledging

What We Don't Do

- ✕ No Excise Tax Gross-Ups
- ✕ No Pension or Executive Retirement Plan
- ✕ No Single Trigger Equity Acceleration on Change of Control
- ✕ No Repricing or Cash Buyouts of Underwater Options Without Shareholder Approval
- ✕ No Discount Share Options
- ✕ No Excessive Perquisites

Proxy Statement

KINIKSA PHARMACEUTICALS, LTD.
CLARENDON HOUSE
2 CHURCH STREET
HAMILTON HM11, BERMUDA

This proxy statement is furnished in connection with the solicitation by the Board of Directors of Kiniksa Pharmaceuticals, Ltd., a Bermuda exempted company, of proxies to be voted at our 2022 Annual Meeting of Shareholders (the "Annual Meeting") to be held on Wednesday, June 29, 2022 at 9:30 a.m. Atlantic Time (8:30 a.m. Eastern Time) by virtual meeting online at www.virtualshareholdermeeting.com/KNSA2022, and at any continuation, postponement, or adjournment thereof.

Holders of record of our Class A common shares ("Class A Shares") and Class B common shares ("Class B Shares" and, together with the Class A Shares, the "Common Shares"), as of the close of business on April 14, 2022 (the "Record Date;" and such shareholders, the "Record Date Shareholders"), will be entitled to notice of and to vote at the Annual Meeting and any continuation, postponement, or adjournment thereof. This proxy statement and form of proxy are first being sent on or about April 28, 2022 to all Record Date Shareholders.

In this proxy statement, "Kiniksa," the "Company," "we," "us," and "our" refer to Kiniksa Pharmaceuticals, Ltd. together with its consolidated subsidiaries, unless the context otherwise requires.

Our audited financial statements for the fiscal year ended December 31, 2021, as approved by our Board of Directors ("Board" or "Board of Directors"), together with the report of our independent registered public accounting firm and auditor with respect to those financial statements, will be presented at the Annual Meeting on the bottom panel of your screen at www.virtualshareholdermeeting.com/KNSA2022.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on Wednesday, June 29, 2022: The proxy materials are available at http://www.proxyvote.com.

PROPOSALS

At the Annual Meeting, our shareholders will be asked:

❶ To elect Sanj K. Patel, Thomas R. Malley and Richard S. Levy as Class I Directors to serve until the 2025 Annual Meeting of Shareholders, and until their respective successors have been duly elected and qualified.

❷ To approve the appointment of PricewaterhouseCoopers LLP ("PwC") as our auditor until the close of our next Annual Meeting of Shareholders, to delegate to our Board of Directors, through our Audit Committee, the authority to set the auditor's remuneration for such period, and to ratify the appointment of PwC as our independent registered public accounting firm for the fiscal year ending December 31, 2022.

❸ To approve, on an advisory (non-binding) basis, the compensation of our named executive officers.

❹ To transact such other business as may properly come before the Annual Meeting or any continuation, postponement, or adjournment of the Annual Meeting.

We know of no other business that will be presented at the Annual Meeting. If any other matter properly comes before the shareholders for a vote at the Annual Meeting, however, the proxy holders named on the Company's proxy card will vote your shares in accordance with their discretion.

RECOMMENDATIONS OF THE BOARD

Our Board of Directors recommends that you vote your shares as indicated below.

❶ **FOR** election of Sanj K. Patel, Thomas R. Malley and Richard S. Levy as Class I Directors.

❷ **FOR** appointment of PwC as our auditor until the close of our next Annual Meeting of Shareholders, delegation to our Board of Directors, through our Audit Committee, of the authority to set the auditor's remuneration for such period, and ratification of the appointment of PwC as our independent registered public accounting firm for the fiscal year ending December 31, 2022.

❸ **FOR** approval, on an advisory (non-binding) basis, of the compensation of our named executive officers.

If you return a properly completed proxy card, or vote your shares by telephone or through the Internet, your Common Shares will be voted on your behalf as you direct. If not otherwise specified, the Common Shares represented by the proxies will be voted in accordance the recommendations of our Board of Directors. If any other matter properly comes before the shareholders for a vote at the Annual Meeting, the proxy holders named on the Company's proxy card will vote your shares in accordance with their discretion.

INFORMATION ABOUT THIS PROXY STATEMENT

Why you received this proxy statement. You are viewing or received this proxy statement and the other proxy materials because our Board of Directors is soliciting your proxy to vote your shares at the Annual Meeting. This proxy statement includes information that we are required to provide to you under the rules of the Securities and Exchange Commission ("SEC") and that is designed to assist you in voting your shares.

Notice of Internet Availability of Proxy Materials. As permitted by SEC rules, we are making this proxy statement and our Annual Report available to our shareholders electronically via the Internet. On or about April 28, 2022, we mailed a Notice of Internet Availability of Proxy Materials (the "Internet Notice") to our Record Date Shareholders containing instructions on how to access this proxy statement and our Annual Report and on how to vote. If you receive an Internet Notice by mail, you will not receive a printed copy of our proxy materials in the mail unless you specifically request them. Instead, the Internet Notice instructs you on how to access and review this proxy statement and our Annual Report and how you can submit your proxy over the Internet. If you receive an Internet Notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials in the Internet Notice.

Printed Copies of Our Proxy Materials. If you receive printed copies of our proxy materials, then instructions regarding how you can vote are on the Company's proxy card included in the materials.

Householding. SEC rules permit us to deliver a single Internet Notice or set of our proxy materials to one address shared by two or more of our shareholders. This delivery method is referred to as "householding" and can result in significant cost savings. Bermuda law does not permit householding for delivery to our registered holders, however, we expect brokers, banks and other nominees to deliver only one Internet Notice or one set of our proxy materials to multiple shareholders who hold Common Shares in "street name" and who share an address, unless they receive instructions to the contrary from such shareholders prior to the mailing date. If you would prefer to receive separate copies of the Internet Notice or our proxy materials, please contact your broker, bank or nominee. We will also deliver promptly, upon written or oral request, a separate copy of the Internet Notice or our proxy materials, to any shareholder at the shared address to which a single copy of those documents was delivered. If you prefer to receive separate copies of the Internet Notice or our proxy materials, contact your broker, bank or nominee or Broadridge Financial Solutions, Inc. at 1-866-540-7095 or in writing at Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717.

Questions and Answers about the Annual Meeting of Shareholders

WHO IS ENTITLED TO VOTE AT THE ANNUAL MEETING?

You are entitled to vote at the Annual Meeting only if you were a record holder of our Common Shares or your shares were held in "street name" as of the close of business on April 14, 2022. Each outstanding Class A Share is entitled to one vote and each outstanding Class B Share is entitled to ten votes on all matters brought before the Annual Meeting. At the close of business on the Record Date, there were 34,272,923 Class A Shares and 1,813,457 Class B Shares outstanding and entitled to vote at the Annual Meeting. We also have two classes of non-voting common shares, Class A1 common shares and Class B1 common shares, which do not have the right to vote on any matters at the Annual Meeting.

WHAT IS THE DIFFERENCE BETWEEN A "RECORD HOLDER," A "BENEFICIAL OWNER," AND HOLDING SHARES IN "STREET NAME"?

A record holder holds shares in his, her or its name. A beneficial owner's shares are held by another person on his, her or its behalf. Shares held in "street name" are shares held in the name of a bank, broker or other nominee as the beneficial owner on behalf of another person or entity.

AM I ENTITLED TO VOTE IF I AM A "BENEFICIAL OWNER" OF SHARES HELD IN "STREET NAME"?

Yes. If you are a "beneficial owner" of Common Shares held in "street name" by a bank, a broker or other nominee, our proxy materials are being provided to you by such nominee, along with a voting instruction card if you received printed copies of our proxy materials. As the beneficial owner, you have the right to direct your bank, broker or other nominee how to vote your shares, and such nominee is required to vote your shares in accordance with your instructions. If your shares are held in "street name," you may vote your shares at the Annual Meeting by visiting www.virtualshareholdermeeting.com/KNSA2022 and entering the 16-digit control number from your bank, broker or other nominee, which will allow you to access and vote at the Annual Meeting.

WHO CAN ATTEND THE ANNUAL MEETING OF SHAREHOLDERS?

You may attend the Annual Meeting only if you are a shareholder of the Company who is entitled to vote at the Annual Meeting. The Annual Meeting will be a completely virtual online meeting. You will be able to access and attend the Annual Meeting by visiting www.virtualshareholdermeeting.com/KNSA2022 and entering the 16-digit control number included in your Internet Notice, on your proxy card or on the instructions that accompanied your proxy materials.

The meeting webcast will begin promptly at 9:30 a.m. Atlantic Time (8:30 a.m. Eastern Time). We encourage you to access the meeting prior to the start time. Online check-in will begin at 9:20 a.m. Atlantic Time (8:20 a.m. Eastern Time), and you should allow ample time to log in to the meeting webcast and test your computer audio system. We recommend that you carefully review the procedures needed to gain admission in advance.

WHY HOLD A VIRTUAL ANNUAL MEETING?

In light of uncertainty related to the duration of the coronavirus pandemic, including health and safety considerations, travel-related matters and social distancing protocols, this year the Annual Meeting will again be by virtual meeting only, which you may attend online. There will be no in-person meeting for you to attend.

WHAT IF I HAVE TECHNICAL DIFFICULTIES ACCESSING THE VIRTUAL MEETING WEBSITE?

If you encounter any difficulties accessing the virtual meeting website during the check-in or meeting time, please call the technical support number that will be posted on the Virtual Shareholder Meeting log in page.

HOW MANY SHARES MUST BE PRESENT TO HOLD THE ANNUAL MEETING?

A quorum must be present at the Annual Meeting for any business to be conducted. The presence at the Annual Meeting of two or more persons by remote communication or by proxy, representing the holders of a majority in voting power of the Common Shares issued and outstanding and entitled to vote as of the close of business on the Record Date will constitute a quorum.

WHAT IF A QUORUM IS NOT PRESENT AT THE ANNUAL MEETING?

If within a half hour from the time appointed for a meeting, a quorum is not present then the meeting will be adjourned to the same day one week later, at the same time and place or to another day, time or place as the Secretary of the Company determines. Unless the meeting is adjourned to a specific date, time and place announced at the meeting being adjourned, notice of the resumption of the meeting shall be given to each shareholder entitled to attend and vote at the Annual Meeting.

WHAT DOES IT MEAN IF I RECEIVE MULTIPLE INTERNET NOTICES OR SETS OF PROXY MATERIALS?

It means that your Common Shares are registered in your name in more than one account at the transfer agent or share registrar and/or are held in "street name" with banks, brokers or other nominees.

Shares Registered in Your Name. If your shares are registered in your name, for each Internet Notice or set of our proxy materials you received, please submit your proxy by phone, via the Internet, or, if you received printed copies of our proxy materials, by signing, dating and mailing the proxy card in the return envelope provided therewith to ensure that all of your shares are voted.

Shares held in "Street Name." If your shares are held through a bank, broker or other nominee, you will receive instructions on how to vote your shares from your bank, broker or other nominee. You must follow their instructions in order for your shares to be voted. Telephone and Internet voting also may be offered to shareholders owning shares through these nominees.

HOW DO I VOTE?

Shares Registered in Your Name. If you are a registered shareholder, we recommend that you vote by proxy in advance of the Annual Meeting even if you plan to attend the Annual Meeting and vote online. You may vote by proxy in advance of the Annual Meeting by:

- Telephone:—You can vote by telephone by calling 1-800-690-6903 and following the instructions on the Internet Notice or proxy card.
- Internet:—You can vote over the Internet at www.proxyvote.com by following the instructions on the Internet Notice or proxy card.
- Mail:—You can vote by mail by signing, dating and mailing the proxy card, which you may have received by mail.

Telephone and Internet voting facilities for holders of record of our Common Shares will be available 24 hours a day and will close at 11:59 p.m., Eastern Time, on June 28, 2022.

Shares held in "Street Name." If your shares are held in "street name" through a bank, broker or other nominee, you will receive instructions on how to vote your shares from such nominee. You must follow their instructions in order for your shares to be voted. Telephone and Internet voting also may be offered to shareholders owning shares through these nominees.

WHO WILL COUNT THE VOTES?

A representative of Broadridge Financial Solutions, Inc., our inspector of election, will tabulate and certify votes.

CAN I CHANGE MY VOTE AFTER I SUBMIT MY PROXY?

Shares Registered in Your Name. Yes, if you are a registered shareholder, you may revoke your proxy and change your vote by submitting a duly executed proxy bearing a later date, granting a subsequent proxy through the Internet or telephone, giving written notice of revocation to the Secretary of Kiniksa prior to the Annual Meeting or voting online at the Annual Meeting.

Your most recent proxy card or telephone or Internet proxy is the one that is counted. Your attendance at the Annual Meeting by itself will not revoke your proxy unless you give written notice of revocation to the Secretary before your proxy is voted or you vote online at the Annual Meeting.

Shares held in "Street Name." Yes, if your shares are held in "street name," you may change or revoke your voting instructions by following the specific directions provided to you by your bank, broker or other nominee, or you may vote online at the Annual Meeting.

WHAT IF I DID NOT SPECIFY HOW MY SHARES ARE TO BE VOTED?

Shares Registered in Your Name. If you are a registered shareholder and you submit a proxy but do not indicate any voting instructions, the persons named as proxies will vote in accordance with the recommendations of our Board of Directors. Board recommendations are indicated under the heading "Recommendations of the Board" in this proxy statement as well as with the description of each proposal in this proxy statement.

Shares held in "Street Name." If your shares are held in "street name" and you do not provide voting instructions to your bank, broker or other nominee, such nominee (a) is entitled to vote your shares held for you as a beneficial owner on routine matters, such as approval of the appointment of PwC as our auditor until the close of our next Annual Meeting of Shareholders, the delegation to our Board, through our Audit Committee, of the authority to set the auditor's remuneration for such period, and the ratification of the appointment of PwC as our independent registered public accounting firm for the fiscal year ending December 31, 2022, in which case the bank, broker or other nominee would vote your shares in its discretion and (b) is not entitled to vote your shares on non-routine matters, such as the election of directors and the advisory votes on the compensation of our named executive officers, in which case a broker-non vote would occur.

HOW MANY VOTES ARE REQUIRED FOR THE APPROVAL OF THE PROPOSALS TO BE VOTED UPON AND HOW WILL VOTES WITHHELD AND ABSTENTIONS BE TREATED?

Proposal	Votes required	Effect of votes withheld / abstentions and broker non-votes
Proposal 1—Election of Directors	The plurality of the votes cast. This means that the three nominees receiving the highest number of affirmative "FOR" votes will be elected as Class I Directors.	Votes withheld and broker non-votes will have no effect.
Proposal 2—Appointment of Auditor, delegation of authority to set Auditor remuneration, and ratification of appointment of Independent Registered Public Accounting Firm	The affirmative vote of the holders of a majority in voting power of the votes cast affirmatively or negatively.	Abstentions will have no effect. We do not expect any broker non-votes on this proposal.
Proposal 3—Approval, on an advisory (non-binding) basis, of the compensation of our named executive officers	The affirmative vote of the holders of a majority in voting power of the votes cast affirmatively or negatively.	Abstentions and broker-non votes will have no effect.

HOW WILL VOTES WITHHELD AND ABSTENTIONS BE TREATED?

A "vote withheld," in the case of the proposal regarding the election of directors, or an "abstention," in the case of the other proposals, represent a shareholder's affirmative choice to decline to vote on a proposal. Votes withheld and abstentions are counted as present and entitled to vote for purposes of determining a quorum. Votes withheld have no effect on the election of directors and abstentions have no effect on the other proposals.

WHAT ARE BROKER NON-VOTES AND DO THEY COUNT FOR DETERMINING A QUORUM?

A broker non-vote occurs when shares held in “street name” for a beneficial owner are not voted with respect to a particular proposal because the bank, broker or other nominee has not received voting instructions from you as the beneficial owner and lacks discretionary voting power to vote those shares.

Under such circumstances, the bank, broker or other nominee (a) is entitled to vote your shares held for you as a beneficial owner on routine matters, such as approval of the appointment of PwC as our auditor until the close of our next Annual Meeting of Shareholders, the delegation to our Board, through our Audit Committee, of the authority to set the auditor’s remuneration for such period, and the ratification of the appointment of PwC as our independent registered public accounting firm for the fiscal year ending December 31, 2022, in which case the bank, broker or other nominee would vote your shares in its discretion and (b) is not entitled to vote your shares on non-routine matters, such as the election of directors as well as the advisory vote on the compensation of our named executive officers.

Broker non-votes count for purposes of determining whether a quorum is present, but will have no effect on the vote for the election of directors and approval of the compensation of our named executive officers. Because a bank, broker or other nominee has discretionary authority to vote on routine matters, we do not expect any broker non-votes in connection with any such proposal.

WHERE CAN I FIND THE VOTING RESULTS OF THE ANNUAL MEETING OF SHAREHOLDERS?

We plan to announce preliminary voting results at the Annual Meeting and we will report the final results in a Current Report on Form 8-K, which we intend to file with the SEC after the Annual Meeting.

PROPOSALS TO BE VOTED ON
Proposal 1—Election of Directors

At the Annual Meeting, three Class I Directors are to be elected to hold office until the Annual Meeting of Shareholders to be held in 2025 (the “2025 Annual Meeting”) and until their respective successors are elected and qualified or until their earlier death, resignation or removal.

We currently have nine directors on our Board of Directors, including three Class I Directors consisting of Sanj K. Patel, Thomas R. Malley, and Richard S. Levy; three Class II Directors consisting of Stephen R. Biggar, G. Bradley Cole, and Barry D. Quart; and three Class III Directors consisting of Felix J. Baker, Tracey L. McCain, and Kimberly J. Popovits.

Our Board has nominated three director candidates for election as Class I Directors at the Annual Meeting:

- Sanj K. Patel;
- Thomas R. Malley; and
- Richard S. Levy.

Proxies cannot be voted for a greater number of persons than the number of nominees named in this proposal.

There are no family relationships among any of our executive officers or directors.

All of the persons whose names and biographies appear below are currently serving as our directors. In the event any of the nominees should become unable to serve, or for good cause will not serve, as a director, it is intended that votes will be cast for a substitute nominee designated by our Board of Directors, or the Board may elect to reduce its size. The Board has no reason to believe that the nominees named below will be unable to serve if elected. Each of the nominees has consented to being named in this proxy statement and to serve if elected.

VOTE REQUIRED

The proposal regarding the election of directors requires the approval of a plurality of the votes cast. This means that the three nominees receiving the highest number of affirmative “FOR” votes will be elected as Class I Directors. Votes withheld and broker non-votes are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote on this proposal.

RECOMMENDATION OF THE BOARD OF DIRECTORS

The Board of Directors unanimously recommends a vote FOR the election of the Class I Director nominees listed immediately below.

NOMINEES FOR CLASS I DIRECTORS (TERMS EXPIRE AT THE 2025 ANNUAL MEETING)

The nominees for election to the Board of Directors as Class I Directors, who are also current members of our Board, are as follows:

Name	Age	Served as a Director Since	Position(s) with Kiniksa
Sanj K. Patel	52	2015	Chief Executive Officer and Chairman of the Board
Thomas R. Malley	53	2016	Director
Richard S. Levy, M.D.	64	2019	Director

The principal occupations and business experience, for at least the past five years, of each Class I Director are as follows:

SANJ K. PATEL *Age 52*

Sanj K. Patel has served as our Chief Executive Officer and Chairman of our Board of Directors since our formation in July 2015. In June 2008, Mr. Patel formed Synageva BioPharma Corp., a biotechnology company focused on rare diseases (“Synageva”), where he served as President and Chief Executive Officer and was a member of its board of directors until Synageva’s sale to Alexion in June 2015. Prior to Synageva, Mr. Patel held various roles at Genzyme Corporation (“Genzyme”), from 1999 to 2008, including as head of U.S. Sales, Marketing and Commercial Operations for the Genzyme Therapeutics franchise. Mr. Patel previously served as a member of the boards of directors of Syros Pharmaceuticals, Inc., BioCryst Pharmaceuticals, Inc., and Intercept Pharmaceuticals, Inc. He is also the founder and director of the Sanj K. Patel and Family Foundation, a philanthropic organization that supports charities for patients with rare and devastating diseases. Mr. Patel holds a B.Sc. with Honors from the University of the South Bank, London and completed his management and business studies at Ealing College, London and his Pharmacology research program at the Wellcome Foundation. We believe that Mr. Patel is qualified to serve on our Board of Directors due to his extensive business, sales and product development experience in the biotechnology industry.

THOMAS R. MALLEY *Age 53*

Thomas R. Malley has served as a member of our Board of Directors since December 2016. Since May 2007, Mr. Malley has served as the President of Mossrock Capital, LLC, a private investment firm. From 1991 to 2007, Mr. Malley held several positions at Janus Capital Group, including serving as the Portfolio Manager leading the Janus Global Life Sciences Fund. Mr. Malley serves on the boards of directors of BeiGene, Ltd. and Kura Oncology, Inc., and previously served on the boards of directors of OvaScience, Inc., Cougar Biotechnology, Inc., Puma Biotechnology, Inc. and Synageva. Mr. Malley holds a B.S. degree in Biology from Stanford University. Mr. Malley is also a Chartered Financial Analyst. We believe Mr. Malley is qualified to serve on our Board of Directors due to his substantial capital markets expertise and experience working with and serving on the boards of directors of numerous biotechnology and pharmaceutical companies.

RICHARD S. LEVY, M.D. *Age 64*

Richard S. Levy, M.D. has served on our Board of Directors since March 2019. Dr. Levy served as a Senior Advisor at Baker Bros. Advisors LP, a registered investment advisor focused on long-term investments in life-sciences companies (“Baker Bros. Advisors”), from December 2016 to May 2019. Prior to that, Dr. Levy served as Executive Vice President and Chief Drug Development Officer at Incyte Corporation, a biopharmaceutical company, from January 2009 until June 2016, and as Senior Vice President of Drug Development from August 2003 to January 2009. Dr. Levy currently serves on the boards of directors of Madrigal Pharmaceuticals, Inc., Protara Therapeutics, Inc. (f/k/a ArTara Therapeutics, Inc.) and Kodiak Sciences, and previously served on the board of directors of Constellation Pharmaceuticals Inc. and Aquinox Pharmaceuticals, Inc. Dr. Levy is Board Certified in Internal Medicine and Gastroenterology and holds an A.B. in Biology from Brown University and an M.D. from the University of Pennsylvania School of Medicine, and completed his training in Internal Medicine at the Hospital of the University of Pennsylvania and a fellowship in Gastroenterology and Hepatology at UCLA. We believe Dr. Levy is qualified to serve on our Board of Directors due to his experience in the biotechnology industry, his medical and scientific training and experience working with and serving on the boards of directors of numerous biotechnology and pharmaceutical companies.

CURRENT CLASS II DIRECTORS (TERMS EXPIRE AT THE 2023 ANNUAL MEETING OF SHAREHOLDERS)

Current members of the Board of Directors who are Class II Directors are as follows:

Name	Age	Served as a Director Since	Position with Kiniksa
STEPHEN R. BIGGAR, M.D., PH.D.	51	2015	Director
G. BRADLEY COLE	66	2020	Director
BARRY D. QUART, PHARM.D.	65	2015	Director

The principal occupations and business experience, for at least the past five years, of each Class II Director are as follows:

STEPHEN R. BIGGAR, M.D., PH.D. *Age 51*

Stephen R. Biggar, M.D., Ph.D., has served as a member of our Board of Directors since October 2015. Dr. Biggar is a Partner at Baker Bros. Advisors. Dr. Biggar joined Baker Bros. Advisors LP in 2000. Dr. Biggar has served on the board of directors of Acadia Pharmaceuticals Inc. since 2013 and has served as the chairman of the board of directors since 2016. Dr. Biggar received an M.D. and a Ph.D. in Immunology from Stanford University and received a B.S. in Genetics from the University of Rochester. We believe Dr. Biggar is qualified to serve on our Board of Directors due to his experience in the biotechnology industry, his medical and scientific training and experience working with and serving on the boards of directors of numerous biotechnology and pharmaceutical companies.

G. BRADLEY COLE *Age 66*

G. Bradley Cole has served as a member of our Board of Directors since July 2020. He has served as the Chief Financial Officer of Genomic Life, Inc. since February 2022. Previously, he served as Executive Advisor of Exact Sciences Corporation ("Exact Sciences"), from April 2020 to September 2020, and from November 2019 until April 2020 he served as its GM, Precision Oncology. Prior to that, Mr. Cole served as Chief Financial Officer of Genomic Health, a molecular diagnostics company, from July 2014 to November 2019 and from July 2004 to January 2011, and as Chief Operating Officer of Genomic Health from January 2009 until March 2018, when it was acquired by Exact Sciences. Mr. Cole served as Secretary of Genomic Health from February 2005 until July 2012. From December 1997 to May 2004, he served in various roles at Guidant Corporation, a medical device company, including as Vice President, Finance and Business Development for the Endovascular Solutions Group. From January 2001 until May 2004 he served as Vice President, Finance and Chief Financial Officer of Endovascular Technologies, Inc., a medical device company that was acquired by Guidant Corporation. Previously, Mr. Cole served as Vice President, Finance and Chief Financial Officer of Applied Biosystems Incorporated, a life sciences systems company. Mr. Cole currently serves on the board of directors of Castle Biosciences, a skin cancer diagnostics company. He also serves on the Genomic Life, Inc. board of directors and as Vice Chairman of the Board of Trustees of Biola University. Mr. Cole holds a B.S. in Business from Biola University and an M.B.A. from San Jose State University. We believe Mr. Cole is qualified to serve on our Board of Directors due to his extensive management and operational experience in the life sciences industry and his experience working with and serving on the boards of directors of life science companies.

BARRY D. QUART PHARM.D. *Age 65*

Barry D. Quart, Pharm.D., has served as a member of our Board of Directors since October 2015. Since 2013, Dr. Quart has served as the Chief Executive Officer and a member of the board of directors of Heron Therapeutics, Inc., a biotechnology company. In 2006, Dr. Quart co-founded Ardea Biosciences, Inc., a biotechnology company, and served as its President and Chief Executive Officer, and on its board of directors, from its inception through May 2013. Dr. Quart previously served on the board of directors of Synageva. Dr. Quart holds a Pharm.D. degree from the University of California, San Francisco. We believe Dr. Quart is qualified to serve on our Board of Directors due to his extensive management experience in the biotechnology industry and his experience developing pharmaceutical products.

CURRENT CLASS III DIRECTORS (TERMS EXPIRE AT THE 2024 ANNUAL MEETING OF SHAREHOLDERS)

Current members of our Board of Directors who are Class III Directors are as follows:

Name	Age	Served as a Director Since	Position with Kiniksa
Felix J. Baker, Ph.D.	53	2015	Director
Tracey L. McCain	54	2018	Director
Kimberly J. Popovits	63	2018	Director

The principal occupations and business experience, for at least the past five years, of each Class III Director are as follows:

FELIX J. BAKER, PH.D. *Age 53*

Felix J. Baker, Ph.D., has served as our Lead Independent Director (as defined below) and on our Board of Directors since October 2015. Dr. Baker is a Managing Member of Baker Bros. Advisors, which Dr. Baker founded, together with his brother Julian Baker, in 2000. Dr. Baker holds a B.S. and a Ph.D. in Immunology from Stanford University, where he also completed two years of medical school. He serves on the boards of Seagen, Inc., Kodiak Sciences, Inc., Kiniksa Pharmaceuticals, Ltd., IGM Biosciences, Inc., Talis Biomedical Corporation, and N-Power Medicine. We believe Dr. Baker is qualified to serve on our Board of Directors due to his extensive experience in the biotechnology industry and experience working with and serving on the boards of directors of numerous biotechnology and pharmaceutical companies.

TRACEY L. MCCAIN *Age 54*

Tracey L. McCain has served as a member of our Board of Directors since February 2018. Since September 2016, Ms. McCain has served as Executive Vice President and Chief Legal and Compliance Officer of Blueprint Medicine Corporation, a biotechnology company ("Blueprint"). Prior to Blueprint, from January 2016 to September 2016, Ms. McCain was Senior Vice President and Head of Legal for Sanofi Genzyme, a global business unit of Sanofi S.A. ("Sanofi"). From May 1997 to September 2016, Ms. McCain held various roles at Genzyme, including as General Counsel following Genzyme's acquisition by Sanofi in 2011. Ms. McCain currently serves on the board of directors of ImmunoGen, Inc., a biotechnology company focusing on oncology treatments, and on the Dana Farber Cancer Institute, a non-profit. Ms. McCain holds a J.D. from Columbia University School of Law and a B.A. from the University of Pennsylvania. We believe Ms. McCain is qualified to serve on our Board of Directors due to her experience working with numerous biotechnology and pharmaceutical companies.

KIMBERLY J. POPOVITS *Age 63*

Kimberly J. Popovits has served as a member of our Board of Directors since February 2018. Ms. Popovits served as Genomic Health's Chairman of the Board from 2012 through 2019, and Chief Executive Officer and President from 2009 through 2019. She was President and Chief Operating Officer upon joining the company in 2002. Prior to leading Genomic Health, Ms. Popovits served as Senior Vice President, Marketing and Sales at Genentech, Inc ("Genentech"). During her 15 years at Genentech, Ms. Popovits led the successful commercialization of 14 new therapies, including Herceptin. Ms. Popovits currently serves on the board of directors of 10x Genomics, Inc. and previously served on the boards of directors of MyoKardia, Inc. and ZS Pharma, Inc. She also serves on the boards of directors of the Coalition for 21st Century Medicine, the Personalized Medicine Coalition, Talis Inc., Wamberg Genomic Advisors, and Genomic Life, Inc. She also serves as an Executive Advisor to Blackstone Life Sciences and is an Advisor to the Healthcare Businesswomen's Association. Ms. Popovits holds a B.A. in Business from Michigan State University. We believe Ms. Popovits is qualified to serve on our Board of Directors due to her experience working with and serving on the boards of directors of numerous biotechnology and pharmaceutical companies.

PROPOSALS TO BE VOTED ON

Proposal 2—Appointment of Auditor, Delegation to our Board of Directors, through our Audit Committee, of the Authority to Set the Auditor's Remuneration, and Ratification of the Appointment of Independent Registered Public Accounting Firm

Our Audit Committee has selected PricewaterhouseCoopers LLP as our auditor and appointed PricewaterhouseCoopers LLP as our independent registered public accounting firm. Under Bermuda law, our shareholders have the right to appoint our auditor and set our auditor's remuneration. In addition, our Board of Directors determined that the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022 be submitted to our shareholders for ratification. Although ratification of our appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm is not required, we value the opinions of our shareholders and believe that shareholder ratification of this appointment is a good corporate governance practice.

Accordingly, our Board is submitting the following for approval at the Annual Meeting:

- the appointment of PricewaterhouseCoopers LLP as our auditor for statutory purposes under the Bermuda Companies Act of 1981, as amended, until the close of our next Annual Meeting of Shareholders;
- the delegation to our Board of Directors, through our Audit Committee, of the authority to set the auditor's remuneration for such period; and
- the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022.

PricewaterhouseCoopers LLP also served as our auditor and independent registered public accounting firm for the fiscal year ended December 31, 2021. Neither the accounting firm nor any of its members has any direct or indirect financial interest in or any connection with us in any capacity other than as our auditors, providing audit and non-audit related services. A representative of PricewaterhouseCoopers LLP is expected to attend the Annual Meeting and, accordingly, will have an opportunity to make a statement or be available to respond to appropriate questions from shareholders.

If the shareholders do not approve the appointment of PricewaterhouseCoopers LLP as our auditor and the delegation to our Board of Directors, through our Audit Committee, of the authority to set the auditor's remuneration, our Audit Committee will consider the appointment of another auditor and that auditor's remuneration, which will require the approval of our shareholders.

VOTE REQUIRED

This proposal requires the affirmative vote of the holders of a majority in voting power of the votes cast affirmatively or negatively. Abstentions are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote on this proposal. We do not expect any broker non-votes in connection with this proposal.

RECOMMENDATION OF THE BOARD OF DIRECTORS

The Board of Directors unanimously recommends a vote FOR the appointment of PricewaterhouseCoopers LLP as our Auditor until the close of our next Annual Meeting of Shareholders, the delegation to our Board of Directors, through our Audit Committee, of the authority to set the Auditor's remuneration for such period, and the ratification of the appointment of PricewaterhouseCoopers LLP as our Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2022.

Proposal 3—Advisory Vote on Executive Compensation

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd Frank Act") enables shareholders to cast a non-binding advisory vote on the compensation of our named executive officers as described in this proxy statement pursuant to the applicable compensation disclosure rules of the SEC, including the compensation tables and narrative discussion. This advisory vote is commonly referred to as a "Say-on-Pay vote" and is required by Section 14A of the Exchange Act (as defined below).

As described in the section of this proxy statement entitled "Executive Compensation," we have developed a compensation program that is designed to attract and retain our executive officers responsible for our success and motivate senior management to enhance long-term shareholder value. The executive compensation program is designed to reward short-term and long-term performance and to align the financial interests of our executive officers with the interests of our shareholders. The primary elements of our executive compensation program are base salary, annual performance bonuses and long-term equity-based compensation awards. Our executive officers also generally participate in employee benefit plans and programs that we offer to our other full-time employees on the same basis. We believe our executive compensation program strikes an appropriate balance between the implementation of responsible, measured compensation practices and the effective provision of incentives for our executive officers to exert their best efforts for our success.

Our Board of Directors is asking our shareholders to vote to approve, on a non-binding advisory basis, the compensation of our named executive officers as disclosed pursuant to the compensation disclosure rules of the SEC, including the compensation tables and narrative discussion in this proxy statement. The vote is not intended to address any specific item of our executive compensation, but rather the overall compensation of our named executive officers as described in this proxy statement. For the reasons discussed above, our Board of Directors unanimously recommends that our shareholders vote in favor of the following resolution:

"**RESOLVED**, that the Company's shareholders hereby approve, on a non-binding advisory basis, the compensation of the named executive officers as disclosed in the Company's proxy statement for the 2022 Annual Meeting pursuant to the applicable compensation disclosure rules of the SEC, including the compensation tables and narrative discussion."

As the Say-on-Pay vote is advisory, it will not be binding on our Board of Directors or the Compensation Committee. However, our Board of Directors and the Compensation Committee value the opinions of our shareholders and the Compensation Committee will consider the outcome of this vote when evaluating our executive compensation policies and practices and making future compensation decisions.

Section 14A of the Exchange Act also requires that our shareholders have the opportunity, at least once every six years, to cast an advisory vote with respect to whether future executive compensation advisory votes will be held every one, two or three years. At our 2021 Annual Meeting of Shareholders, our shareholders indicated their preference for an advisory vote on the compensation of our named executive officers on an annual basis until the next required vote on the frequency of such advisory votes, or until the Board otherwise determine that a different frequency for such votes is in the best interests of our shareholders.

VOTE REQUIRED

This proposal requires the affirmative vote of the holders of a majority in voting power of the votes cast affirmatively or negatively. Abstentions and broker non-votes are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote on this proposal.

RECOMMENDATION OF THE BOARD OF DIRECTORS

The Board of Directors unanimously recommends a vote FOR the compensation of our named executive officers as disclosed in the Company's proxy statement for the 2022 Annual Meeting pursuant to the applicable compensation disclosure rules of the SEC, including the compensation tables and narrative discussion.

Report of the Audit Committee of the Board of Directors

The Audit Committee has reviewed the Company's audited financial statements for the fiscal year ended December 31, 2021 and has discussed these financial statements with management and the Company's independent registered public accounting firm. The Audit Committee has also discussed with the Company's independent registered public accounting firm the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") and the Securities and Exchange Commission.

The Company's independent registered public accounting firm also provided the Audit Committee with a formal written statement required by PCAOB Rule 3526 (Communications with Audit Committees Concerning Independence) describing all relationships between the independent registered public accounting firm and the Company, including the disclosures required by the applicable requirements of the PCAOB regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence. In addition, the Audit Committee discussed with the independent registered public accounting firm its independence from the Company. The Audit Committee also considered whether the independent registered public accounting firm's provision of certain other non-audit related services to the Company is compatible with maintaining such firm's independence.

Based on its discussions with management and the independent registered public accounting firm, and its review of the representations and information provided by management and the independent registered public accounting firm, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2021.

Thomas R. Malley (Chair)

G. Bradley Cole

Barry D. Quart

The foregoing Report of the Audit Committee of the Board of Directors does not constitute soliciting material and shall not be deemed filed with the SEC, and is not to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing, except to the extent specifically incorporated by reference therein.

Independent Registered Public Accounting Firm Fees and Other Matters

The following table summarizes the fees of PricewaterhouseCoopers LLP (“PwC”), our auditor and independent registered public accounting firm, billed to us for each of the last two fiscal years for audit and other services:

Fee Category	2021	2020
Audit Fees	$971,000	$1,111,500
Audit-Related Fees	$0	$0
Tax Fees	$0	$0
All Other Fees	$2,956	$2,700
Total Fees	$973,956	$1,114,200

AUDIT FEES

Audit fees consisted of fees billed for professional services performed by PwC for the audit of our annual consolidated financial statements, the review of our interim consolidated financial statements, and related services that are normally provided in connection with registration statements, including those for our follow-on offerings.

AUDIT-RELATED FEES

There were no such fees incurred in 2021 or 2020.

TAX FEES

There were no such fees incurred in 2021 or 2020.

ALL OTHER FEES

All other fees for 2021 and 2020 represented the cost of accounting research tools licensed from PwC.

AUDIT COMMITTEE PRE-APPROVAL POLICY AND PROCEDURES

The Audit Committee adopted a policy (the “Pre-Approval Policy”) which sets forth the procedures and conditions pursuant to which audit and non-audit services proposed to be performed by the independent auditor may be pre-approved. The Pre-Approval Policy generally provides that we will not engage PwC to render any audit, audit-related, tax or permissible non-audit service unless the service is either (a) explicitly approved by the Audit Committee (“specific pre-approval”) or (b) entered into pursuant to the pre-approval policies and procedures described in the Pre-Approval Policy (“general pre-approval”). Unless a type of service to be provided by PwC has received general pre-approval under the Pre-Approval Policy, it requires specific pre-approval by the Audit Committee or by a designated member of the Audit Committee to whom the committee has delegated the authority to grant pre-approvals. Any proposed services exceeding pre-approved cost levels or budgeted amounts will also require specific pre-approval. For both types of pre-approval, the Audit Committee will consider whether such services are consistent with the SEC’s rules on auditor independence. The Audit Committee will also consider whether the independent auditor is best positioned to provide the most effective and efficient service, for reasons such as its familiarity with the Company’s business, people, culture, accounting systems, risk profile and other factors, and whether the service might enhance the Company’s ability to manage or control risk or improve audit quality. All such factors will be considered as a whole, and no one factor should necessarily be determinative. On an annual basis, the Audit Committee reviews and generally pre-approves the services (and related fee levels or budgeted amounts) that may be provided by PwC without first obtaining specific pre-approval from the Audit Committee. The Audit Committee may revise the list of general pre-approved services from time to time, based on subsequent determinations.

Corporate Governance

GENERAL

Our Board adopted Corporate Governance Guidelines, an Insider Trading Compliance Policy, a Code of Business Conduct and Ethics and charters for our Nominating and Corporate Governance Committee (the “Governance Committee”), Audit Committee, Compensation Committee, and Science and Research Committee (the “Science Committee”) to assist the Board of Directors in the exercise of its responsibilities and to serve as a framework for the effective governance of the Company. You can access our Governance, Audit and Compensation Committee charters, our Corporate Governance Guidelines and our Code of Business Conduct and Ethics in the “Corporate Governance” section of the “Investors” page of our website located at www.kiniksa.com, or by writing to our Secretary c/o Kiniksa Pharmaceuticals Corp. at 100 Hayden Avenue, Lexington, MA 02421.

BOARD COMPOSITION

Our Board currently consists of nine members: Sanj K. Patel, Felix J. Baker, Stephen R. Biggar, G. Bradley Cole, Richard S. Levy, Thomas R. Malley, Tracey L. McCain, Kimberly J. Popovits and Barry D. Quart. As set forth in our Bye-laws, the Board of Directors is currently divided into three classes with staggered terms.

Directors serve three-year terms. At each annual meeting of shareholders, the successors to directors whose terms then expire will be elected to serve from the time of election and qualification until the third annual meeting following election.

Our Bye-laws provide that the authorized number of directors may be changed only by resolution of the Board of Directors. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors. The division of our Board into three classes with staggered three-year terms may delay or prevent a change of our management or a change in control of our Company. Our directors may be removed only for cause by the affirmative vote of the holders of at least a majority in voting power of our outstanding shares entitled to vote in the election of directors.

BOARD DIVERSITY

We believe that diversity benefits our business by providing different perspectives and promoting an inclusive culture oriented around our core mission and values. Our Board is committed to fostering and promoting a wide diversity of backgrounds, viewpoints and experience throughout our organization.

In compliance with Nasdaq Global Select Market (“Nasdaq”) listing rules, which require all Nasdaq listed companies to disclose consistent, transparent diversity statistics regarding their boards of directors, we have prepared the following diversity matrix in the format prescribed by Nasdaq rules. Such rules also require most Nasdaq listed companies to have, or explain why they do not have, at least two diverse directors, including one who self-identifies as female and one who self-identifies as either an under-represented minority or LGBTQ+. As demonstrated in the below diversity matrix, we are in compliance with Nasdaq’s diversity requirement.

Board Diversity Matrix (as of April 28, 2022)				
Total Number of Directors	9			
	Female	**Male**	**Non-Binary**	**Did not Disclose Gender Identity**
Part I: Gender Identity				
Directors	2	7	-	-
Part II: Demographic Diversity				
African American or Black (not of Hispanic or Latinx origin)	1	-	-	-
Alaskan Native or Native American	-	-	-	-
Asian		1		
Hispanic or Latinx	-	-	-	-
Native Hawaiian or Pacific Islander	-	-	-	-
White (not of Hispanic or Latinx origin)	1	6	-	-
Two or More Races or Ethnicities	-	-	-	-
LGBTQ+	-			
Did not Disclose Demographic Background	-			

DIRECTOR INDEPENDENCE

All of our directors, other than Sanj K. Patel, qualify as “independent” in accordance with the listing requirements of Nasdaq. Mr. Patel does not qualify as independent because he is the Chief Executive Officer of our Company. Nasdaq’s independence definition includes a series of objective tests, including that the director is not, and has not been for at least three years, one of our employees and that neither the director nor any of his or her family members has engaged in various types of business dealings with us. In addition, as required by Nasdaq rules, the Board of Directors has made a subjective determination as to each independent director that no relationships exist, which, in the opinion of our Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the Board of Directors reviewed and discussed information provided by the directors and us with regard to each director’s business and personal activities and relationships as they may relate to us and our management. There are no family relationships among any of our directors or executive officers.

DIRECTOR CANDIDATES

Our Governance Committee is primarily responsible for searching for qualified director candidates for election to the Board of Directors and filling vacancies on the Board. To facilitate the search process, the Governance Committee may solicit current directors and executives of the Company for the names of potentially qualified candidates or ask directors and executives to pursue their own business contacts for the names of potentially qualified candidates. The Governance Committee may also consult with outside advisors or retain search firms to assist in the search for qualified candidates, or consider director candidates recommended by our shareholders. Once potential candidates are identified, the Governance Committee reviews the backgrounds of those candidates, evaluates candidates' independence from the Company and potential conflicts of interest and determines if candidates meet the qualifications desired by the Governance Committee for candidates for election as a director.

In evaluating the suitability of individual candidates (both new candidates and current members of the Board of Directors), the Governance Committee, in recommending candidates for election, and our Board, in approving (and, in the case of vacancies, appointing) such candidates, may take into account many factors, including: personal and professional integrity, ethics and values; experience in corporate management; strong finance experience; experience relevant to the Company's industry; experience as a board member or executive officer of another publicly held company; relevant academic expertise or other proficiency in an area of the Company's operations; diversity of expertise and experience in substantive matters pertaining to the Company's business relative to other board members; diversity of background and perspective, including, but not limited to, with respect to age, gender, race, place of residence and specialized experience; practical and mature business judgment, including, but not limited to, the ability to make independent analytical inquiries; and any other relevant qualifications, attributes or skills. The Board of Directors evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent shareholder interests through the exercise of sound judgment using its diversity of experience in these various areas. In determining whether to recommend a director for re-election, the Governance Committee may also consider the director's past attendance at meetings and participation in and contributions to the activities of our Board of Directors.

Shareholders may recommend individuals to the Governance Committee for consideration as potential director candidates by submitting the names of the recommended individuals, together with appropriate biographical information and background materials, to the Governance Committee, Attention: Secretary, c/o Kiniksa Pharmaceuticals Corp., 100 Hayden Avenue, Lexington, MA 02421. In the event there is a vacancy, and assuming that appropriate biographical and background material has been provided on a timely basis, the Governance Committee will evaluate shareholder-recommended candidates by following substantially the same process, and applying substantially the same criteria, as it follows for candidates submitted by others.

COMMUNICATIONS FROM SHAREHOLDERS

The Board of Directors will give appropriate attention to written communications that are submitted by shareholders, and will respond if and as appropriate. Our Secretary is primarily responsible for monitoring communications from shareholders and for providing copies or summaries to the directors as she considers appropriate.

Communications are forwarded to all directors if they relate to important substantive matters and include suggestions or comments that our Secretary, Lead Independent Director and Chairman of the Board consider to be important for the directors to know. In general, communications relating to corporate governance and long-term corporate strategy are more likely to be forwarded than communications relating to ordinary business affairs, personal grievances and matters as to which we tend to receive repetitive or duplicative communications. Shareholders who wish to send communications on any topic to the Board of Directors should address such communications to the Board of Directors in writing: Attention: Secretary, c/o Kiniksa Pharmaceuticals Corp., 100 Hayden Avenue, Lexington, MA 02421.

BOARD LEADERSHIP STRUCTURE

Our Bye-laws and Corporate Governance Guidelines provide the Board of Directors with flexibility to combine or separate the positions of Chairman of the Board and Chief Executive Officer in accordance with its determination that utilizing one or the other structure would be in the best interests of our Company. Currently, Sanj K. Patel, our Chief Executive Officer, serves as Chairman of the Board. The Board of Directors has determined that combining the roles of Chairman of the Board and Chief Executive

Officer is best for our Company and shareholders at this time because it promotes unified leadership by Mr. Patel and allows for a single, clear focus for management to execute the Company's strategy and business plans.

If the Chairman of the Board is a member of management or does not otherwise qualify as independent, our Corporate Governance Guidelines provide for the appointment by the independent directors of a lead director (the "Lead Independent Director"). Since our Chairman of the Board is a member of management, the independent directors elected Felix J. Baker as the Lead Independent Director. The Lead Independent Director's responsibilities include, but are not limited to, presiding over all meetings of the Board of Directors at which the Chairman of the Board is not present, including any executive sessions of the independent directors, approving the Board of Directors' meeting schedules and agendas, and acting as liaison between the independent directors of the Board of Directors and the Chief Executive Officer and the Chairman of the Board.

Our Board of Directors is comprised of individuals with extensive experience with the biotechnology and pharmaceutical industries and, with the exception of Mr. Patel, is comprised of directors who meet the independence standards of Nasdaq. For these reasons and because of the strong leadership of Mr. Patel as Chairman of the Board and Chief Executive Officer and the counterbalancing role of the Lead Independent Director, our Board of Directors has concluded that our current leadership structure is appropriate at this time. However, our Board of Directors will continue to periodically review our leadership structure and may make such changes in the future as it deems appropriate.

BOARD ROLE IN RISK OVERSIGHT

Risk assessment and oversight are an integral part of our governance and management processes. Our Board of Directors encourages management to promote a culture that incorporates risk management into our corporate strategy and day-to-day business operations.

Management discusses strategic and operational risks at regular management meetings and conducts specific strategic planning and review sessions during the year that include a focused discussion and analysis of the risks facing us, including the risks discussed under the caption "Risk Factors" contained in our filings with the SEC. Throughout the year, senior management reviews these risks with the Board of Directors at regular Board meetings as part of management presentations that focus on particular business functions, operations or strategies, and presents the steps taken by management to mitigate or eliminate such risks.

Our Board of Directors does not have a standing risk management committee, but rather administers this oversight function directly through the Board of Directors as a whole, as well as through various standing committees of the Board that address risks inherent in their respective areas of oversight. In particular, our Board of Directors is responsible for monitoring and assessing strategic risk exposure, and our Audit Committee is responsible for overseeing our major financial and cyber-security risk exposures and the steps our management has taken to monitor and control these exposures. The Audit Committee also monitors compliance with legal and regulatory requirements and considers and approves or disapproves any related person transactions. Our Governance Committee monitors the effectiveness of the Corporate Governance Guidelines. Our Compensation Committee assesses and monitors whether any of our compensation policies and programs has the potential to encourage excessive risk-taking. The Science Committee assesses and monitors risks associated with our research and development initiatives, programs and related investments. The Board of Directors does not believe that its role in the oversight of our risks adversely affects the Board's leadership.

BOARD EVALUATION

Our Corporate Governance Guidelines require the Governance Committee to oversee periodic assessments of the Board of Directors and its committees. Our evaluation process involves a multi-faceted approach, incorporating quantitative and qualitative data, intended to identify our Board's strengths and weaknesses.

CODE OF ETHICS

We have a written Code of Business Conduct and Ethics that applies to our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer and controller, or persons performing similar functions. We have posted a current copy of the code in the "Corporate Governance" section of the "Investors" page of our website located at www.kiniksa.com. In addition, we intend to post on our website all disclosures that are required by law or the rules of Nasdaq concerning any amendments to, or waivers from, any provision of the code.

INSIDER TRADING COMPLIANCE POLICY

We have a written Insider Trading Compliance Policy that applies to our directors, officers and employees, and certain of their family members, which provides for, among other things, a prohibition against all hedging transactions involving the Company's securities, margin purchases of the Company's securities, pledging the Company's securities as collateral to secure loans and transacting in our securities while in possession of material nonpublic information.

We require certain of our officers and employees to conduct transactions in our securities through trading plans, reviewed and approved by our General Counsel or other properly designated officer, in compliance with Rule 10b5-1 of the Exchange Act. We require certain other employees to obtain pre-clearance from our General Counsel, or other properly designated officer, prior to transacting in our securities. We believe such policies improve our officers' and employees' compliance with our Insider Trading Compliance Policy, Code of Business Conduct and Ethics and the rules and requirements of federal securities laws.

ATTENDANCE BY MEMBERS OF THE BOARD OF DIRECTORS AT MEETINGS

There were four meetings of the Board of Directors during 2021. During 2021, each director attended at least 75% of the aggregate of all meetings of the Board of Directors and meetings of the committees on which the director served during the period in which he or she served as a director.

Currently, we do not maintain a formal policy regarding director attendance at the Annual Meeting; however, it is expected that directors will attend. All of our directors attended our 2021 Annual Meeting of Shareholders.

Committees of the Board

Our Board of Directors has established four standing committees — the Audit Committee, the Compensation Committee, the Governance Committee and the Science Committee — each of which operates under a written charter. The charters of our committees are available in the "Corporate Governance" section of the "Investors" page of our website located at www.kiniksa.com.

Our Board of Directors has determined that (a) all of the members of each of the Board's four standing committees are independent as defined under Nasdaq rules, where applicable, (b) all of the members of the Audit Committee meet the independence requirements of Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and (c) all members of the Compensation Committee meet the heightened standard for independence specific to members of a compensation committee under Nasdaq rules.

The current members of each of the Board committees and committee Chairs are set forth in the following chart.

Name	Audit	Compensation	Nominating and Corporate Governance	Science and Research
Felix J. Baker, Ph.D.		Chair	X	X
Stephen R. Biggar, M.D., Ph.D.			Chair	X
G. Bradley Cole	X			
Richard S. Levy				Chair
Thomas R. Malley	Chair		X	
Tracey McCain*	X			
Kimberly J. Popovits		X		
Barry D. Quart, Pharm.D.	X	X		

* Ms. McCain was appointed to the Audit Committee by the Board in April 2022.

AUDIT COMMITTEE

The responsibilities of the Audit Committee include:

- appointing, approving the compensation of, and assessing the independence of our independent registered public accounting firm;
- overseeing the work of our independent registered public accounting firm, including through the receipt and consideration of reports from such firm;
- reviewing and discussing with management and the independent registered public accounting firm our annual and quarterly financial statements and related disclosures;
- coordinating our Board of Directors' oversight of our internal control over financial reporting, disclosure controls and procedures, procedures for complaints and Code of Business Conduct and Ethics;
- discussing our risk assessment and risk management policies, including guidelines and policies to govern the process by which the Company's exposure to risk is handled, and oversee management of the Company's financial and cybersecurity risks;
- meeting independently with our internal auditing staff, if any, independent registered public accounting firm and management;
- reviewing and approving or ratifying any related person transactions; and

- preparing the audit committee report required by the SEC rules (which is included in this proxy statement).

The members of the Audit Committee are Messrs. Cole and Malley, Dr. Quart and Ms. McCain. Mr. Malley serves as the Chairperson of the committee. The members of the Audit Committee meet the requirements for financial literacy under the applicable rules of the SEC and Nasdaq. Our Board of Directors has determined that Messrs. Malley and Cole are each an “audit committee financial expert” as defined by Item 407(d)(5)(ii) of Regulation S-K.

The Audit Committee met four times in 2021.

COMPENSATION COMMITTEE

The Compensation Committee is responsible for assisting the Board in the discharge of its responsibilities relating to the compensation of our executive officers and directors, among other things. In fulfilling its purpose, the Compensation Committee’s responsibilities include:

- reviewing and approving, or recommending for approval by the Board of Directors, the compensation of our Chief Executive Officer and our other executive officers;
- overseeing and administering our cash and equity incentive plans;
- reviewing and making recommendations to the Board of Directors with respect to director compensation;
- reviewing and discussing annually with management our “Compensation Discussion and Analysis,” if required; and
- reviewing and discussing with management strategies related to human capital management, including talent acquisition, retention, inclusion and diversity;
- preparing the annual compensation committee report, if required.

The Compensation Committee has the authority to retain or obtain the advice of compensation consultants, legal counsel and other advisors to assist in carrying out its responsibilities. During 2021, the Compensation Committee engaged Compensia, Inc., a compensation consulting firm (“Compensia”), to, among other things, assess and, as applicable, make recommendations with respect to the amount and types of compensation to provide our executives and directors and related matters. Compensia reported directly to the Compensation Committee. However, certain of our executive officers and other members of senior management consulted with Compensia (in its role as an advisor to the Compensation Committee) with respect to assessments of executive and director compensation and related matters to be provided to the committee. The Compensation Committee reviewed compensation assessments provided by Compensia comparing our compensation to that of a group of peer companies within our industry and met with Compensia to discuss compensation of our executive officers and to receive its input and advice. The Compensation Committee has considered the adviser independence factors required under SEC and Nasdaq rules as they relate to Compensia, which did not raise any conflicts of interest concerns in 2021.

The Compensation Committee may delegate its authority under its charter to one or more subcommittees as it deems appropriate from time to time as further described in its charter. The Compensation Committee may delegate to one or more of our executive officers the authority to grant equity awards to certain employees, as further described in its charter and subject to the terms of our equity plans and any such delegation.

The members of our Compensation Committee are Drs. Baker and Quart and Ms. Popovits. Dr. Baker serves as the Chairperson of the committee.

The Compensation Committee met three times in 2021.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

The Governance Committee is responsible for assisting the Board in the discharge of its responsibilities relating to the governance of the Board and its committees, among other things. In fulfilling its purpose, the Governance Committee’s responsibilities include:

- identifying individuals qualified to become Board members;
- recommending to the Board of Directors the persons to be nominated for election as directors and to each Board committee;
- periodically reviewing the Company's Corporate Governance Guidelines and the Board's leadership structure and making recommendations to the Board;
- overseeing periodic evaluations of the Board of Directors and its committees; and
- periodically overseeing the process to develop and evaluate the Company's succession plans for the Chief Executive Officer and other executive officers, including emergency succession plans, for discussion with the Board.

The members of our Governance Committee are Drs. Baker and Biggar, and Mr. Malley. Dr. Biggar serves as the Chairperson of the committee.

The Governance Committee met one time in 2021.

SCIENCE AND RESEARCH COMMITTEE

The Science Committee is responsible for assisting the Board in the discharge of its responsibilities relating to the Company's research and development activities, among other things. In fulfilling its purpose, the, Science Committee's responsibilities include:

- evaluating and advising the Company on its research and development initiatives, including the opportunities and risks associated with such initiatives;
- evaluating and advising the Company on its current and potential internal and external programs and investments in science and technology;
- identifying and providing strategic advice on significant emerging science and technology issues, innovations and trends; and
- making recommendations to the Board with respect to the Company's research and development pipeline, strategy, direction, internal and external programs, and related investments, as well as on the Company's progress in achieving its strategic research and development goals and objectives.

The members of our Science Committee are Drs. Baker, Biggar, and Levy. Dr. Levy serves as the Chairperson of the committee.

The Science Committee met three times in 2021.

Executive Officers

The following table identifies our current executive officers:

Name	Age	Position
Sanj K. Patel	52	Chief Executive Officer and Chairman of the Board
Michael Megna	51	Group Vice President, Finance and Chief Accounting Officer
Ross Moat	41	Senior Vice President and Chief Commercial Officer
John F. Paolini, M.D., Ph.D.	57	Senior Vice President and Chief Medical Officer
Mark Ragosa	48	Senior Vice President and Chief Financial Officer
Eben Tessari	40	Senior Vice President and Chief Operating Officer

Set forth below is certain additional information concerning the Company's executive officers, including their respective positions with the Company and prior business experience.

Sanj K. Patel—See Mr. Patel's biography on page 10 of this proxy statement.

Michael Megna has served as our Chief Accounting Officer since February 2020, at which point he also assumed the role of principal accounting officer. Mr. Megna also serves as our Group Vice President, Finance, effective January 2022, and was our Vice President, Finance from July 2018 to January 2022. Mr. Megna served as our principal financial officer from March 2020 until December 2020. As the company's Chief Accounting Officer and Group Vice President, Finance, Mr. Megna oversees the company's accounting and finance functions, with responsibility for finance, treasury, and tax. From July 2012 until July 2018, Mr. Megna served in roles of increasing seniority at LFB USA, Inc./rEVO Biologics, Inc., a biopharmaceutical company, most recently as Senior Vice President, Finance & Accounting. In those roles, Mr. Megna oversaw financial operations, information technology, human resources and project management functions. He played a key role In the financial carve out of rEVO Biologics to create a focused commercial entity to finance a follow-on indication of the company's previously approved biologic product, Atryn®. Prior to LFB USA, he held senior financial management positions at BioSphere Medical, Inc., a medical device company. Mr. Megna began his career in public accounting, including most recently at PricewaterhouseCoopers LLP where he worked with a variety of public and private audit clients. Mr. Megna has a B.B.A. in accounting from Siena College and is a Certified Public Accountant.

Ross Moat has served as our Senior Vice President and Chief Commercial Officer since January 2022. In this role, Mr. Moat is responsible for leading the Company's sales, marketing and commercial operations across its portfolio, including our commercial launch of ARCALYST (rilonacept) in recurrent pericarditis. Prior to that, Mr. Moat served as our Group Vice President and ARCALYST General Manager from February 2021 to January 2022, our Vice President, European Operations and Rilonacept Franchise Commercial Head from July 2020 to February 2021 and as our Vice President, European Operations from June 2019 to July 2020. Prior to joining Kiniksa, Mr. Moat served as VP, EMEA Marketing and Commercial Operations from May 2018 to June 2019 at AveXis, Inc., a Novartis AG company, where he led launch readiness planning and execution. Prior to that, Mr. Moat served as Executive Director, EU Genetic Diagnostic Strategy from July 2017 to February 2018 at Spark Therapeutics, Inc. ("Spark") where he built a pre-launch field-facing team in sequential launch markets. Prior to joining Spark, Mr. Moat served as Senior Director, Commercial & Marketing Lead, EMEA from August 2015 to June 2017 at Alexion, where he developed the EMEA strategic and operational commercial plans for the metabolic business unit. Prior to that, Mr. Moat held various roles with increasing responsibilities at Synageva and ProStrakan Inc. Mr. Moat received his B.A. in Business Management at Middlesex University in London.

John F. Paolini, M.D., Ph.D., has served as our Chief Medical Officer since August 2016. From August 2015 to August 2016, Dr. Paolini was Clinical Research Head of the Cardiovascular and Metabolic Diseases Research Unit at Pfizer Inc., a pharmaceutical company, or Pfizer, where he was responsible for bringing forward programs from pre-clinical through early clinical development and proof of concept. Prior to Pfizer, from August 2011 to July 2015, Dr. Paolini served as Chief Medical Officer of Cerenis Therapeutics, a biotechnology company focused on cardiovascular and metabolic diseases, where he was responsible for designing and executing clinical trials and regulatory strategy for a portfolio of products. Dr. Paolini holds an M.D. and a Ph.D. from Duke University School of Medicine, a B.A. and a B.S. from Tulane University, and completed his internship, residency and fellowship in Internal Medicine and Cardiology at Brigham and Women's Hospital, Boston.

Mark Ragosa has served as our Senior Vice President and Chief Financial Officer since March 2021 and prior to that as Vice President and Interim Chief Financial Officer from December 2020 to March 2021, at which point he also assumed the role of principal financial officer. As our Chief Financial Officer, Mr. Ragosa oversees our Finance and Investor Relations organizations. Prior to that, Mr. Ragosa served as our Vice President, Investor Relations and Finance from May 2020 to December 2020 and our Vice President, Investor Relations from May 2018 to May 2020. In these roles Mr. Ragosa oversaw the development and execution of our strategic investor-relations plan aligned with our long-term goals and contributed to our capital raise strategy. Prior to that, Mr. Ragosa served as Director, Investor Relations from February 2018 to May 2018 and Associate Director from September 2016 to February 2018 at Ironwood Pharmaceuticals Inc. ("Ironwood"), a biotechnology company where he managed relationships with investors and analysts and served as an external spokesperson. Prior to joining Ironwood, Mr. Ragosa served as a Vice President within the equities division at Goldman Sachs Group, Inc. from March 2012 to June 2016 where, among other things, he facilitated capital raises for private and public companies and conducted financial analyses. Prior to that Mr. Ragosa held roles within the equities divisions at Morgan Stanley and Bank of America Securities. Mr. Ragosa received his B.A. in History and Government at Bowdoin College and is a Chartered Financial Analyst.

Eben Tessari has served as our Senior Vice President and Chief Operating Officer since January 2022. Prior to that he served as our Senior Vice President and Chief Business Officer from March 2018 until January 2022 and our Senior Vice President, Business Development from July 2015 until March 2018. In these roles, Mr. Tessari oversaw the Company's business development efforts, including the expansion of its product candidate portfolio. Before joining the Company, he served as Senior Director, Business Development at Synageva, from December 2014 to July 2015, where he led strategic business initiatives. Prior to that, he was Director, Business and Corporate Development at Civitas Therapeutics, Inc., a biotechnology company, from November 2013 to December 2014, where he managed the company through an acquisition by Acorda Therapeutics Inc. Mr. Tessari holds a B.Sc. in behavioral neuroscience from Northeastern University, a master's degree in biomedical engineering from Boston University and both a J.D. and an M.B.A from Suffolk University.

None of our executive officers is related to any other executive officer or to any of our directors.

EXECUTIVE COMPENSATION

This section discusses the material components of the executive compensation program for our "named executive officers," identified below, for the year ended December 31, 2021.

The following individuals are our named executive officers for the year ended December 31, 2021:

- Sanj K. Patel, Chief Executive Officer and Chairman of the Board of Directors;
- John F. Paolini, M.D., Senior Vice President and Chief Medical Officer; and
- Arian Pano, M.D., former Senior Vice President and Chief Clinical Development Officer.

Dr. Pano departed the Company in January 2022.

We are a "smaller reporting company" as that term is used under the rules promulgated under the Securities Act of 1933, as amended, for the year ended December 31, 2021 and as such have used the reduced compensation disclosure requirements applicable to smaller reporting companies.

2021 SUMMARY COMPENSATION TABLE

The following table sets forth information concerning the compensation of our named executive officers for the years ended December 31, 2021 and 2020, as applicable.

Name and principal position	Year	Salary ($)	Share awards ($)[3]	Option awards ($)[3]	Non-equity incentive plan compensation ($)	All other compensation ($)[4]	Total ($)
Sanj K. Patel[1]	2021	803,400	1,183,978	3,795,238	793,962	11,600	6,588,178
Chief Executive Officer and Chairman of the Board	2020	780,000	—	3,888,414	633,750	11,400	5,313,564
John F. Paolini, M.D. *Senior Vice President and Chief Medical Officer*	2021	456,393	321,368	996,606	242,863	11,600	2,028,830
Arian Pano, M.D.[2] *Senior Vice President and Chief Clinical Development Officer*	2021	436,000	204,677	561,493	158,340	11,600	1,372,110

(1) Mr. Patel also serves as a member and the Chairman of our Board, but receives no additional compensation for it.

(2) Dr. Pano departed the Company, effective January 31, 2022.

(3) Amounts reflect the full grant date fair value of options and restricted share units ("RSUs") computed in accordance with ASC Topic 718, rather than the amounts paid to or realized by the named executive officer. We provide information regarding the assumptions used to calculate the value of share option and RSU awards in Note 9 to our consolidated financial statements included in our Annual Report on Form 10-K filed with the SEC on February 24, 2022.

(4) Amount shown represents 401(k) matching contributions. For additional information, refer to the discussion in the "Narrative Disclosure to Summary Compensation Table" below under the heading "—Other elements of compensation—Retirement Plans."

NARRATIVE DISCLOSURE TO SUMMARY COMPENSATION TABLE

The primary elements of compensation for our named executive officers are base salary, annual performance bonuses and long-term equity-based compensation awards. The named executive officers also generally participate in employee benefit plans and programs we offer to our other full-time employees on the same basis.

2021 Salaries

We pay our named executive officers a base salary that is intended to provide a fixed component of compensation reflecting the executive's skill set, experience, role and responsibilities. Base salaries for our named executive officers generally have been set at levels deemed necessary to attract and retain the named executive officers. In connection with the Compensation Committee's annual review of compensation levels for our named executive officers in December 2020, the Compensation Committee determined to increase the annual base salaries for 2021 for Mr. Patel and Drs. Paolini and Pano in light of market trends and promotions, as applicable. The annual base salaries for the named executive officers effective January 1, 2021 are set forth in the following table:

Name	January 1, 2021 Annual Base Salary ($)
Sanj K. Patel	803,400
John F. Paolini, M.D.	456,393
Arian Pano, M.D.	436,000

In December 2021, the Compensation Committee approved an increase in the annual base salary for Dr. Paolini to $515,724 and for Dr. Pano to $444,720, each effective January 3, 2022.

2021 Cash Incentive Compensation

Annual Cash Incentive Performance Awards

We offer our named executive officers the opportunity to earn annual performance bonuses to compensate them for attaining short-term company goals as approved by our Compensation Committee and/or Board of Directors and for their individual performance. For 2021, the Compensation Committee approved the following target bonus opportunities for our named executive officers, expressed as a percentage of their respective annual base salaries as of the end of the applicable year: 65% for Mr. Patel and 35% for each of Dr. Paolini and Dr. Pano. In December 2021, the Compensation Committee approved an increase in Dr. Paolini's target bonus opportunity to 40%, effective January 3, 2022.

For 2021, performance bonuses were based on attaining corporate goals relating to the overall business and strategy, generally with respect to: (a) the successful commercialization of our products and product candidates, if approved (b) the advancement of our multi-program portfolio of product candidates, including development of product candidates, manufacturing and supply, and (b) compliance and training, capitalization, financial management, capital allocation, business development and intellectual property protection. In approving the corporate performance goals, the Compensation Committee believed that such goals would be reasonably achievable with strong performance by the Company.

In December 2021, the Compensation Committee reviewed the Company's performance against the 2021 bonus goals and approved cash bonuses for the named executive officers in the amounts set forth in the "Non-Equity Incentive Plan Compensation" column of the "2021 Summary Compensation Table" above.

RLTIP Cash Incentive Performance Awards

We maintain the Rilonacept Long-Term Incentive Plan (the "RLTIP"), the terms of which are described below under "Rilonacept Long-Term Incentive Plan." In March 2021, the Compensation Committee certified our achievement of the performance condition under the RLTIP and, based on the timing of the certification, determined that the cash amount earned and payable pursuant to performance-based cash awards granted to our eligible employees in December 2019, including our named executive officers, under the RLTIP was equal to 100% of the target award value of such awards. Accordingly, the performance-based cash awards equal to 100% of their respective target values of $167,310 for Mr. Patel, $51,178 for Dr. Paolini and $43,890 for Dr. Pano were earned as of the certification date.

Equity Incentive Compensation and Plans

Bi-Annual Equity Incentive Awards

We have generally granted equity awards consisting of a combination of share options and RSUs to our employees on a biannual basis, including our named executive officers, as the long-term incentive component of our compensation program. Share options allow our employees to purchase our Class A Shares at a price equal to the fair market value per Class A Share on the date of grant. Each granted RSU represents the right to receive one Class A Share upon its vesting.

Beginning in 2021, we moved to granting a blend of share options and RSUs to our employees on a biannual basis, including our named executive officers, in line with peer group company practice.

In March and September 2021, our named executive officers were granted the equity awards set forth in the table below. The share options comprising such awards were granted with exercise prices equal to the fair market value of our Class A Shares on the date of grant.

Named executive officer	March 2021 share options granted	March 2021 RSUs granted	September 2021 share options granted	September 2021 RSUs granted
Sanj K. Patel	157,658	26,276	157,658	26,276
John F. Paolini, M.D.	41,400	6,900	41,400	6,900
Arian Pano, M.D.	23,325	3,888	23,325	3,888

Refer to our “Outstanding Equity Awards at 2021 Year-End” table for additional information on the equity awards granted in 2021.

In April 2022, as part of the 2022 semi-annual equity awards to our employees, we granted (a) options to purchase 239,795 Class A Shares and 39,967 RSUs to Mr. Patel and (b) options to purchase 59,930 Class A Shares and 9,990 RSUs to Dr. Paolini.

Share options granted to our employees, including our named executive officers, generally vest and become exercisable as to 25% of the total shares on the first anniversary of the date of grant and as to 1/36th of the remaining shares in equal monthly installments thereafter, subject to the employee’s continued service to the Company. RSUs granted to our employees, including our named executive officers, generally vest 25% on each of the first, second, third and fourth annual anniversaries of the date of grant, subject to the employee’s continued service to the Company.

RLTIP—Equity Incentive Performance Awards

In March 2021, the Compensation Committee certified our achievement of the performance condition under the RLTIP and, based on the timing of the certification, the Compensation Committee:

- Determined that the number of Class A Shares issuable pursuant to the performance-based RSUs (“PSUs”) granted to our eligible employees, including our named executive officers, under the RLTIP in December 2019 was equal to 100% of the target number shares subject to such PSUs and that the PSUs will vest in a single installment on March 20, 2022, subject to continued employment through that date and accelerated vesting upon certain terminations following a change in control as described below under “Rilonacept Long-Term Incentive Plan”. On March 20, 2022, such PSUs vested, resulting in issuances of 13,109 Class A Shares to Mr. Patel and 3,990 Class A Shares to Dr. Paolini, in each case following net settlement of such awards. In connection with his departure, Dr. Pano’s PSUs’ were forfeited; and
- Granted the time-based RSUs under the RLTIP for our eligible employees, including Mr. Patel and Drs. Paolini and Pano, covering the number of Class A Shares equal to (a) their respective target award values divided by the average closing price of Class A Shares for the 30-calendar-day period ending on the day prior to the grant date, multiplied by (b) 150%, which RSUs will vest in a single installment on March 20, 2023, subject to continued employment through that date and accelerated vesting upon certain terminations following a change in control as described below under “Rilonacept Long-Term Incentive Plan”. Accordingly, we granted 12,002 RSUs to Mr. Patel and 3,671 RSUs to Dr. Paolini. In connection with his departure, Dr. Pano’s RSUs were forfeited.

2018 Incentive Award Plan

Prior to our initial public offering (“IPO”), we issued share options under our 2015 Equity Incentive Plan (the “2015 Plan”). Effective on the effective date of the registration statement for our IPO, our Board of Directors adopted, and our shareholders approved, the 2018 Incentive Award Plan (the “2018 Plan”), in order to facilitate the grant of cash and equity incentives to directors, employees (including our named executive officers) and consultants and to enable us to obtain and retain services of these individuals, which we believe is essential to our long-term success. Following effectiveness of the 2018 Plan, we ceased making grants under our 2015 Plan. However, the 2015 Plan continues to govern the terms and conditions of the outstanding awards granted under it.

Rilonacept Long-Term Incentive Plan

In December 2019, the Compensation Committee approved the RLTIP under the 2018 Plan to incentivize eligible employees of the Company and its subsidiaries to achieve the Company’s performance goal of obtaining U.S. Food and Drug Administration approval of rilonacept in the U.S. for the treatment of recurrent pericarditis (the “RLTIP Milestone”). The RLTIP provided for (a) an initial grant of a performance-based cash award and PSUs covering Class A Shares and (b) the potential for a grant of time-based RSUs covering Class A Shares, in each case, under the 2018 Plan. The target award value for the cash award and each of the PSU and RSU awards equals one-third of a participant’s annual target bonus for the year of grant, as determined in accordance with the RLTIP. Depending on the date-range within which the Compensation Committee certified the achievement of the RLTIP Milestone (such certification date, the “Achievement Date”), the RLTIP provided for (a) an earnout percentage that could be achieved as to 100%, 50%, 25% or 0% and (b) an upside earnout percentage that can be achieved as to 50%, 25% or 0%.

No awards would have been earned or vested, and the RSU award would not have been granted, in the event the Achievement Date did not occur by a specified date. Based on the timing of the Achievement Date, the cash award would be earned and vested upon such date with respect to an amount equal to the target award value multiplied by the earnout percentage, subject to adjustment by the Compensation Committee. The number of Class A Shares issuable under the PSU award as a result of the RLTIP Milestone would equal the target number of PSUs multiplied by the earnout percentage, and such PSUs will vest on the first anniversary of the Achievement Date, subject to continued employment on such date. The RSU award would be granted on the Achievement Date with respect to a number of shares valued at (a) the target award value multiplied by (b) the sum of the earnout percentage and the upside earnout percentage as determined in accordance with the RLTIP, and will vest on the second anniversary of the Achievement Date, subject to continued employment through such date.

In the event of a change in control of the Company where the awards under the RLTIP are assumed or substituted by the successor entity, if a participant is terminated without “cause” or resigns for “good reason” (each, as defined in the RLTIP) on or within 12 months following the change in control, each outstanding award under the RLTIP will vest in full, provided that if the Achievement Date had not occurred by the date of such termination, the cash award and PSU award would be deemed earned as if the Achievement Date had occurred on the date of such termination, but participants would forfeit their opportunity to receive the RSU award. If awards under the RLTIP are not assumed or substituted in connection with the change in control, the cash award would have become payable (to the extent not yet paid), the PSU award will become fully vested, and the RSU award would be granted (to the extent not yet granted) and fully vested, in each case, immediately prior to the change in control, subject to the participant’s continued employment through such time. For the purposes of the foregoing, if the Achievement Date had not occurred as of the change in control, the Achievement Date would be deemed to have occurred upon the change in control, and the earnout percentage and upside earnout percentage would be determined based on the date of the change in control.

As described in more detail above, the Achievement Date occurred in March 2021, and as a result, the cash award became earned and payable, the PSU award was earned at 100% of target, and the RSUs were granted at 150% of target. The PSU award and RSUs are subject to service-based vesting.

Other Elements of Compensation

Retirement Plans

We maintain a 401(k) retirement savings plan for our employees, including our named executive officers, who satisfy certain eligibility requirements. Our named executive officers are eligible to participate in the 401(k) plan on the same terms as other full-time employees. We provide matching contributions of 100% of the first 3% of each participant's salary contributed, plus 50% for each of the next 2% contributed. Employee contributions are allocated to each participant's individual account and are then invested in selected investment alternatives according to the participants' directions. Employees are immediately and fully vested in their own contributions and the employer match. We believe that providing a vehicle for tax-deferred retirement savings through our 401(k) plan adds to the overall desirability of our executive compensation package and further incentivizes our employees, including our named executive officers, in accordance with our compensation policies.

Employee Benefits

All of our full-time employees, including our named executive officers, are eligible to participate in our health and welfare plans, including medical, dental and vision benefits, a healthcare flexible spending account, a dependent care flexible spending account, short-term and long-term disability insurance and life insurance to the same extent as our other full-time employees generally, subject to the terms and eligibility requirements of those plans.

No Tax Gross-Ups

We do not make gross-up payments to cover our named executive officers' personal income taxes that may pertain to any of the compensation paid or provided by us.

OUTSTANDING EQUITY AWARDS AT 2021 FISCAL YEAR END

The following table summarizes the number of Class A Shares underlying outstanding equity incentive plan awards for each named executive officer as of December 31, 2021.

		Option awards[1]				Stock awards[1]	
Name	**Vesting start date**	**Number of securities underlying unexercised options (#) exercisable**	**Number of securities underlying unexercised options (#) unexercisable**	**Option exercise price ($)**	**Option expiration date**	**Number of shares or units of stock that have not vested (#)**	**Market value of shares or units of stock that have not vested ($)[2]**
Sanj K. Patel	8/1/2015	325,271	—	1.59	12/15/2025	—	—
	6/29/2017	257,969	—	3.80	6/28/2027	—	—
	3/1/2018	263,510	175,672[3]	10.36	2/29/2028	—	—
	9/20/2018	101,563	23,437[4]	30.93	9/19/2028	—	—
	3/4/2019	128,565	58,435[4]	17.92	3/3/2029	—	—
	9/17/2019	106,877	83,123[4]	8.83	9/16/2029	—	—
	3/13/2020	78,752	101,248[4]	15.52	3/12/2030	—	—
	9/10/2020	56,251	123,749[4]	15.50	9/9/2030	—	—
	3/16/2021	—	157,658[4]	22.89	3/15/2031	—	—
	3/16/2021	—	—	—	—	26,276[5]	309,269
	3/20/2021	—	—	—	—	18,555[6]	218,392
	3/20/2021	—	—	—	—	12,002[7]	141,264
	9/2/2021	—	157,658[4]	12.97	9/1/2031	—	—
	9/2/2021	—	—	—	—	26,276[5]	309,269
John F. Paolini, M.D.	9/14/2016	197,574	—	1.86	9/13/2026	—	—
	6/29/2017	66,542	—	3.80	6/28/2027	—	—
	3/1/2018	76,857	51,237[3]	10.36	2/29/2028	—	—
	9/20/2018	36,563	8,437[4]	30.93	9/19/2028	—	—
	3/4/2019	35,063	15,937[4]	17.92	3/3/2029	—	—
	9/17/2019	25,876	20,124[4]	8.83	9/16/2029	—	—
	3/13/2020	21,876	28,124[4]	15.52	3/12/2030	—	—
	9/10/2020	15,626	34,374[4]	15.50	9/9/2030	—	—
	3/16/2021	—	41,400[4]	22.89	3/15/2031	—	—
	3/16/2021	—	—	—	—	6,900[5]	81,213
	3/20/2021	—	—	—	—	5,676[6]	66,807
	3/20/2021	—	—	—	—	3,671[7]	43,208
	9/2/2021	—	41,400[4]	12.97	9/1/2031	—	—
	9/2/2021	—	—	—	—	6,900[5]	81,213
Arian Pano, M.D.	12/2/2019	52,085	47,915[4]	10.14	12/1/2029	—	—
	3/13/2020	13,126	16,874[4]	15.52	3/12/2030	—	—
	9/10/2020	9,376	20,624[4]	15.50	9/9/2020	—	—
	3/16/2021	—	23,325[4]	22.89	3/15/2031	—	—
	3/16/2021	—	—	—	—	3,888[5]	45,762
	3/20/2021	—	—	—	—	4,867[6]	57,285
	3/20/2021	—	—	—	—	3,240[7]	38,135
	9/2/2021	—	23,325[4]	12.97	9/1/2031	—	—
	9/2/2021	—	—	—	—	3,888[5]	45,762

(1) Each equity award is subject to accelerated vesting upon certain events pursuant to the terms of the named executive officers' employment arrangements, as described below under "Employment Arrangements" or the RLTIP, as described above under "Equity Compensation—Rilonacept Long-Term Incentive Plan". In addition, pursuant to the applicable equity award agreement, in the event of a change in control (as defined in the applicable equity award agreement), each named executive officer will become immediately 100% fully vested in the named executive officer's equity awards to the extent that such equity awards are not assumed or substituted. If the equity awards are assumed or substituted in connection with a change in control, each named executive officer will become 100% fully vested in such equity awards in the event his or her employment is terminated by the surviving entity without cause within 12 months following a change in control.

(2) Amounts in this column are calculated based on a per share price of $11.77, the closing price per share of the Class A Shares on December 31, 2021.

(3) The options vest over a six-year period with 16% of the shares vesting on the first anniversary of the corresponding vesting start date, 48% of the shares vesting in 36 equal monthly installments over the following three years and 36% of the shares vesting in 24 equal monthly installments over the two years thereafter, subject to continued service to the Company.

(4) The options vest over a four-year period with 25% of the shares vesting on the first anniversary of the corresponding vesting start date, and the remainder vesting monthly for three years thereafter, subject to continued service to the Company.

(5) Represents RSUs granted pursuant to the 2018 Plan. The RSUs vest over a four-year period, with 25% of such RSUs vesting on each anniversary date from the date of grant.

(6) Represents PSUs granted pursuant to the RLTIP, which are earned based on the date the achievement of the RLTIP Milestone is certified by the Compensation Committee. The number of shares shown reflects the target number of shares that may be earned pursuant to the PSUs. The RLTIP Milestone was certified as achieved by the Compensation Committee in March 2021. Upon such certification, the PSUs were deemed earned at target and vested in a single installment on March 20, 2022, subject to each respective person's continued employment with the Company. The PSUs are subject to accelerated vesting upon certain terminations following a change in control as described above under "Rilonacept Long-Term Incentive Plan." In connection with his departure from the Company, Mr. Pano's PSUs were forfeited.

(7) Represents RSUs granted pursuant to the RLTIP, which will vest in a single installment on March 20, 2023, subject to each respective person's continued employment with the Company. The RSUs are subject to accelerated vesting upon certain terminations following a change in control as described above under "Rilonacept Long-Term Incentive Plan." In connection with his departure from the Company, Mr. Pano's RSUs were forfeited.

EMPLOYMENT AGREEMENTS

Through our wholly-owned U.S. subsidiary, Kiniksa Pharmaceuticals Corp. ("Kiniksa U.S."), we entered into employment agreements with each of our named executive officers. Certain key terms of these agreements are described below.

Sanj K. Patel

The term of our employment agreement with Mr. Patel lasts until either the Company or Mr. Patel terminates his employment by giving notice to the other party or his employment terminates due to his death. The employment agreement provides for a specified annual base salary, subject to change from time to time by the Company, and provides for the opportunity to earn a discretionary performance-based bonus at a specified target bonus opportunity. Mr. Patel's 2021 base salary and target bonus are set forth above under "2021 Salaries" and "2021 Cash Incentive Compensation," respectively. In addition, if Mr. Patel's employment with us is terminated as a result of his death or disability, by the Company without Cause, or by Mr. Patel for Good Reason, whether or not in connection with a change in control, he will be entitled to receive (a) a lump sum payment equal to (i) 200% of the sum of his annual base salary and the target bonus for the year of termination plus (ii) $25,000 and (b) a prorated portion of his target bonus for the year of termination. Also, if the termination occurs other than during the 12-month period following a change in control, Mr. Patel will be entitled to accelerated vesting of all of his then-unvested time-vesting equity that would have, absent termination, become vested within 18 months following termination, or if the termination occurs during the 12-month period following a change in control, Mr. Patel will be entitled to full accelerated vesting of all of his then-unvested time-vesting equity. Mr. Patel's right to receive these severance payments and benefits is subject to his execution and non-revocation of a release of claims for the benefit of the Company and his compliance with certain confidentiality obligations and restrictive covenants.

In the event of a change in control, Mr. Patel will become immediately 100% fully vested in each time-vesting equity award granted to him that is not assumed or substituted for in the change in control transaction.

John F. Paolini, M.D.

The term of our employment agreement with Dr. Paolini lasts until either the Company or Dr. Paolini terminates his employment by giving notice to the other party or his employment terminates due to his death. The employment agreement provides for a specified annual base salary, subject to change from time to time by the Company, and provides for the opportunity to earn a discretionary performance-based bonus at a specified target bonus opportunity. Dr. Paolini's 2021 base salary and target bonus are set forth above under "2021 Salaries" and "2021 Cash Incentive Compensation," respectively. In addition, if Dr. Paolini's employment with us were to be terminated as a result of his death or disability or by the Company without Cause, he would be entitled to receive (a) a lump sum payment that is equivalent to 9 months of his annual base salary (or, if the termination had occurred during the 12 months following a change in control, a lump sum payment that is equivalent to 12 months of his annual base salary) plus $16,500, (b) a prorated portion (or, if the termination occurs during the 12 months following a change in control, 100%) of his target bonus for the year of termination and (c) accelerated vesting of all of his then-unvested time-vesting equity that would have, absent termination, become vested within 12 months following termination (or, if the termination occurs during the 12 months following a change in control, full accelerated vesting of all of his then-unvested time-vesting equity). Dr. Paolini's right to receive these severance payments and benefits is subject to his execution of a release of claims for the benefit of the Company.

Arian Pano, M.D.

We entered into an employment agreement with Dr. Pano effective as of April 1, 2021, on substantially the same terms as our other named executive officers. Dr. Pano's employment with the Company terminated effective as of January 31, 2022. Pursuant to his employment agreement, Dr. Pano received severance payments consisting of (a) a lump sum payment that is equivalent to 9 months of his annual base salary plus $16,500, (b) a prorated portion of his target bonus for the year of termination and (c) accelerated vesting of all of his then-unvested time-vesting equity that would have, absent termination, become vested within 12 months following termination. Dr. Pano's right to receive these severance payments and benefits was subject to his execution and non-revocation of a release of claims for the benefit of the Company and his compliance with certain confidentiality obligations and restrictive covenants.

As used in the executive employment agreements, the following capitalized terms generally have the following meanings:

- The term Cause generally means (a) gross negligence or willful misconduct in performance of the named executive officer's duties which results in material damage to us; (b) the commission of any act of fraud, embezzlement or professional dishonesty with respect to our business; (c) the commission of a felony or crime involving moral turpitude; (d) the material breach of any provision of the executive employment agreement or any other written agreement between the named executive officer and us; or (e) the failure to comply with our lawful directives, which results in damage to us.
- The term Good Reason means the occurrence of any of the following events without the named executive officer's written consent: (a) a demotion or the assignment of duties materially inconsistent with his title, position, status, reporting relationships, authority, duties or responsibilities with us; (b) a requirement that the named executive officer relocate his primary reporting location to a location more than fifty (50) miles from our offices in Lexington, Massachusetts; (c) our breach of the executive employment agreement with the named executive officer; (d) our failure to comply with the provisions addressing each named executive officer's compensation and benefits, including the base salary, bonus compensation, and annual vacation, other than insubstantial or inadvertent failures not in bad faith that we remedy promptly after receiving notice thereof; or (e) a material diminution in the budget over which he has responsibility.

DIRECTOR COMPENSATION

Directors who are also our employees do not receive compensation for their service as directors.

We maintain a compensation program for our non-employee directors (the "Director Compensation Program"), which our Board of Directors and the Compensation Committee may review from time to time. Under the Director Compensation Program, as amended , each non-employee director received the following amounts for their services on our Board of Directors during 2021:

Cash Component

Director fees under the program are payable in arrears in four equal quarterly installments not later than the fifteenth day following the final day of each calendar quarter, provided that the amount of each payment are prorated for any portion of a quarter that a director is not serving on our Board of Directors.

Board of Directors

- an annual director fee of $40,000; and
- if the director serves on a committee of our Board of Directors or in the other capacities stated below, an additional annual fee as follows:
- Chairman of the Board of Directors or Lead Independent Director, $30,000;

Audit Committee

- Chairman of the Audit Committee, $19,000;
- Members of the Audit Committee other than the chairman, $9,000;

Compensation Committee

- Chairman of the Compensation Committee, $13,400;
- Members of the Compensation Committee other than the chairman, $6,300;

Nominating and Corporate Governance Committee

- Chairman of the Governance Committee, $9,300; and
- Members of the Governance Committee other than the chairman, $5,000.

Science and Research Committee

- Chairman of the Science Committee, $13,400; and
- Members of the Science Committee other than the chairman, $6,300.

Equity Component

- an option to purchase a number of Class A Shares valued at $600,000 using the Black-Scholes model, but no more than 80,000 Class A Shares, upon the director's initial election or appointment to our Board of Directors; and
- if the director has served on our Board of Directors for at least six months as of the date of an annual meeting of shareholders, an option to purchase a number of Class A Shares valued at $300,000 using the Black-Scholes model, but no more than 40,000 of Class A Shares, on the date of the annual meeting.

Share options granted to our non-employee directors under the program have an exercise price equal to the fair market value of our Class A Shares on the date of grant and expire not later than ten years after the date of grant. The share options granted upon a director's initial election or appointment vest and become exercisable as to one third of the shares on the first anniversary of the date of grant and as to the remainder in twenty-four substantially equal monthly installments thereafter, subject to the director continuing in service through each such vesting date. The share options granted annually to directors vest and become exercisable in twelve substantially equal monthly installments following the date of grant, subject to the director continuing in service through each such vesting date. In addition, all unvested share options will vest in full upon the occurrence of a change in control.

In December 2021, our Board, upon consultation with Compensia, and upon recommendation of the Compensation Committee, approved the addition of RSUs to the equity component of the program, effective as of April 1, 2022.

Equity Component

In lieu of the initial and annual share options described above, in 2022, our non-employee directors will receive:

- a mix of (a) an option to purchase Class A Shares and (b) RSUs, having a combined value of $600,000, with options being valued using the Black-Scholes model, but no more than a total of 80,000 Class A Shares, upon the director's initial election or appointment to our Board of Directors; and
- if the director has served on our Board of Directors for at least six months as of the date of an annual meeting of shareholders, a mix of (a) an option to purchase Class A Shares and (b) RSUs, having a combined value of $300,000, with options being valued using the Black-Scholes model, but no more than a total of 40,000 of Class A Shares, on the date of the annual meeting.

The terms and conditions of the share options granted to our non-employee directors under the program remain the same as described above. RSUs granted to our non-employee directors under the program vest (a) as to initial awards, as to one-third of the RSUs subject to such award on each anniversary of the date of grant and (b) as to subsequent awards, as to the entirety of the RSUs subject to such award on the anniversary of the date of grant, subject in each case to the director continuing in service through each such vesting date. In addition, all unvested RSUs will vest in full upon the occurrence of a change in control.

2021 DIRECTOR COMPENSATION TABLE

The following table sets forth in summary form information concerning the compensation that was earned by or paid to each of our non-employee directors during the fiscal year ended December 31, 2021:

Name	Fees earned or paid in cash ($)	Option awards ($)(1)	Total ($)
Felix J. Baker, Ph.D.	92,987	297,936	390,923
Stephen R. Biggar, M.D., Ph.D.	53,887	297,936	351,823
G. Bradley Cole	49,000	297,936	346,936
Richard S. Levy, M.D.	49,755	297,936	347,691
Thomas R. Malley	64,000	297,936	361,936
Tracey L. McCain	40,000	297,936	337,936
Kimberly J. Popovits	46,300	297,936	344,236
Barry D. Quart, Pharm.D	55,300	297,936	353,236

(1) Amounts reflect the full grant-date fair value of share options granted during 2021 computed in accordance with ASC Topic 718, rather than the amounts paid to or realized by the named individual. We provide information regarding the assumptions used to calculate the value of all option awards in Note 9 to our consolidated financial statements included in our Annual Report on Form 10-K filed with the SEC on February 24, 2022.

The following table sets forth the aggregate numbers of share options (exercisable and unexercisable) held by our non-employee directors as of December 31, 2021. Refer to our "Outstanding Equity Awards at 2021 Fiscal Year-End" table for information regarding equity awards held by Mr. Patel as of December 31, 2021.

Name	Option awards(#)
Felix J. Baker, Ph.D.	89,517
Stephen R. Biggar, M.D., Ph.D.	89,517
G. Bradley Cole	71,202
Richard S. Levy, M.D.	89,962
Thomas R. Malley	140,293
Tracey L. McCain	116,505
Kimberly J. Popovits	116,505
Barry D. Quart, Pharm.D	140,293

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information on our equity compensation plans as of December 31, 2021.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options Warrants and Rights	Number of Securities Available for Future Issuance Under Equity Compensation Plans(1)
Equity compensation plans approved by security holders(2)	10,111,867(3)	$14.14(4)	4,945,891(5)
Equity compensation plans not approved by security holders	—	—	—
Total	10,111,867	$14.14	4,945,891

(1) Pursuant to the terms of the 2018 Plan, the number of shares of Class A Shares available for issuance under the 2018 Plan automatically increases on each January 1 beginning in 2019 until and including January 1, 2028, by an amount equal to the lesser of: (a) 4% of the Class A Shares (on an as-converted basis) outstanding on the final day of the immediately preceding calendar year and (b) such smaller number of shares as is determined by our Board of Directors. Pursuant to the terms of the 2018 Employee Share Purchase Plan (the “2018 ESPP”), the number of Class A Shares available for issuance under the 2018 ESPP automatically increases on each January 1 beginning on 2019 until and including January 1, 2028, by an amount equal to the lesser of: (a) 1% of the Class A Shares (on an as-converted basis) outstanding on the final day of the immediately preceding calendar year and (b) such smaller number of shares as is determined by our Board of Directors.

(2) Consists of the 2015 Plan, the 2018 Plan, and the 2018 ESPP.

(3) Includes Class A Shares issuable upon exercise of 2,191,014 outstanding options to purchase Class A Shares under the 2015 Plan, 7,035,832 outstanding options to purchase Class A Shares under the 2018 Plan, 653,904 outstanding RSUs covering Class A Shares under the 2018 Plan and 231,117 outstanding PSUs (at target) covering Class A Shares under the 2018 Plan.

(4) As of December 31, 2021, the weighted-average exercise price of outstanding options under the 2015 Plan was $5.99 and the weighted-average exercise price of outstanding options under the 2018 Plan was $16.67. Such weighted-average exercise prices are calculated without taking into account outstanding RSUs or PSUs.

(5) As of December 31, 2021, a total of 4,347,074 Class A Shares were available for future issuance under the 2018 Plan and 598,817 Class A Shares were available for future issuance under the 2018 ESPP. On January 15, 2022, participants in the 2018 ESPP purchased 44,816 Class A Shares pursuant to its terms.

Security Ownership of Certain Beneficial Owners and Management

COMMON SHARES

The following table sets forth information with respect to the beneficial ownership of our Class A Shares, Class A1 common shares, Class B Shares and Class B1 common shares, as of March 31, 2022, by:

- each person or group of affiliated persons known by us to beneficially own more than 5% of our Class A Shares or Class B Shares;
- each of our named executive officers and directors; and
- all of our executive officers and directors as a group.

The number of shares beneficially owned by each shareholder is determined under rules issued by the SEC. Under these rules, beneficial ownership includes any shares over which the individual or entity has sole or shared voting power or investment power. Applicable percentage ownership is based on 34,270,445 Class A Shares outstanding, 1,813,457 Class B Shares outstanding, 17,129,603 Class A1 common shares outstanding, and 16,057,618 Class B1 common shares outstanding, each as of March 31, 2022. In computing the number of shares beneficially owned by an individual or entity and the percentage ownership of that person, common shares subject to options or other rights held by such person that are currently exercisable or will become exercisable within 60 days of March 31, 2022 are considered outstanding, although these shares are not considered outstanding for purposes of computing the percentage ownership of any other person.

Unless noted otherwise, the address of all listed shareholders is c/o Kiniksa Pharmaceuticals Corp., 100 Hayden Avenue, Lexington, Massachusetts 02421. Each of the shareholders listed has sole voting and investment power with respect to the shares beneficially owned by the shareholder unless noted otherwise, subject to community property laws where applicable.

Our Class B Shares are convertible into Class A Shares or Class B1 common shares at any time at the option of the holder, with prior notice to us, on a one-for-one basis. Accordingly, each holder of Class B Shares is deemed to be the beneficial owner of, in each case, an equal number of Class A Shares and Class B1 common shares, in addition to any other Class A Shares or Class B1 common shares beneficially owned by such holder.

Our Class A1 common shares are convertible into Class A Shares at any time at the option of the holder, with prior notice to us, on a one-for-one basis, unless, immediately prior to or following such conversion, the holder and its affiliates beneficially own, or would beneficially own, more than 4.99% of our issued and outstanding Class A Shares, in which case such notice would need to be provided to us at least 61 days prior to any such conversion. Accordingly, each holder of Class A1 common shares is deemed to be the beneficial owner of the number of Class A Shares that would result in such holder owning up to 4.99% of the issued and outstanding Class A Shares, in addition to any other Class A Shares beneficially owned by such holder.

Our Class B1 common shares are convertible into Class A Shares or Class B Shares at any time at the option of the holder, with prior notice to us, on a one-for-one basis, unless, immediately prior to or following such conversion, the holder and its affiliates beneficially own, or would beneficially own, more than 4.99% of our issued and outstanding Class A Shares, in which case such notice would need to be provided to us at least 61 days prior to any such conversion. Accordingly, each holder of Class B1 common shares is deemed to be the beneficial owner of the number of Class A Shares and Class B Shares, in each case, that would result in such holder owning up to 4.99% of our issued and outstanding Class A Shares, in addition to any other Class A Shares or Class B Shares beneficially owned by such holder.

	Class A common shares	Class A common shares %	Class A1 common shares	Class A1 common shares %	Class B common shares	Class B common shares %	Class B1 common shares	Class B1 common shares %	% of total voting power
5% Shareholders									
Entities Managed by Baker Bros. Advisors LP[(1)]	2,978,611	8.65%	12,781,964	74.62%	—	—	16,057,618	100.00%	5.66%
Entities Affiliated with Hillhouse[(2)]	2,920,023	8.52%	4,347,639	25.38%	—	—	—	—	5.57%
Vanguard Group[(3)]	2,890,708	8.43%	—	—	—	—	—	—	5.52%
Entities affiliated with Pictet Asset Management S.A.[(4)]	3,548,649	10.35%	—	—	—	—	—	—	6.77%
Entities affiliated with Blackrock, Inc.[(5)]	3,483,852	10.17%	—	—	—	—	—	—	6.65%
Entities Affiliated with Dr. Robert Desnick[(6)]	1,053,962	3.08%	—	—	214,101	11.81%	214,101	1.32%	6.10%
Officers and Directors									
Sanj K. Patel[(7)]	1,788,834	4.99%	—	—	1,526,160	84.16%	1,526,160	8.68%	31.58%
John F. Paolini, M.D.[(8)]	791,724	2.26%	—	—	—	—	—	—	1.49%
Arian Pano, M.D.[(9)]	155,793	*	—	—	—	—	—	—	*
Felix J. Baker, Ph.D.[(1)(10)]	3,000,771	8.71%	12,781,964	74.62%	—	—	16,057,618	100.00%	5.71%
Stephen R. Biggar, M.D., Ph.D.[(1)]	—	—	—	—	—	—	—	—	—
G. Cole Bradley[(11)]	71,202	*	—	—	—	—	—	—	*
Richard S. Levy[(12)]	89,962	*	—	—	—	—	—	—	*
Thomas R. Malley[(13)]	212,260	*	—	—	—	—	—	—	*
Tracey L. McCain[(14)]	116,505	*	—	—	—	—	—	—	*
Kimberly J. Popovits[(15)]	116,505	*	—	—	—	—	—	—	*
Barry D. Quart, Pharm. D.[(16)]	140,293	*	—	—	—	—	—	—	*
All current executive officers and directors as a group (14 persons)[(17)]	7,437,477	18.64%	12,781,964	74.62%	1,526,160	84.16%	16,057,618	100.00%	40.20%

* Less than one percent.

(1) Consists of (a) 2,700,597 Class A Shares held by Baker Brothers Life Sciences, L.P. ("BBLS"), (b) 98,980 Class A Shares held by 667, L.P. ("667" and with BBLS, the "Baker Funds"), (c) 11,638,314 Class A1 common shares held by BBLS, (d) 1,143,650 Class A1 common shares held by 667, (e) 14,658,102 Class B1 common shares held by BBLS, (f) 1,399,516 Class B1 common shares held by 667, (g) 89,517 Class A Shares that Felix J. Baker (a member of the Board of Directors) has the right to acquire within 60 days following March 31, 2022 pursuant to the exercise of share options, and (h) 89,517 Class A Shares that Stephen R. Biggar (a member of the Board of Directors) has the right to acquire within 60 days following March 31, 2022 pursuant to the exercise of share options. Baker Bros. Advisors LP ("the Advisor") is the investment adviser to the Baker Funds and has the sole voting and investment power with respect to the securities held by the Baker Funds and thus may be deemed to beneficially own such securities. Baker Bros. Advisors (GP) LLC (the "Advisor GP") is the sole general partner of the Advisor and thus may be deemed to beneficially own the securities held by the Baker Funds. The managing members of the Advisor GP are Julian C. Baker and Felix J. Baker, who may be deemed to beneficially own the securities held by the Funds. Julian C. Baker, Felix J. Baker, the Adviser and the Advisor GP disclaim beneficial ownership of all shares held by the Funds, except to the extent of their indirect pecuniary interest therein. The policy of the Baker Funds and the Advisor does not permit managing members of the Advisor GP or full-time employees of the Advisor to receive compensation for serving as directors of the Company, and the Baker Funds are instead entitled to the pecuniary interest in any compensation received for their service. Felix J. Baker and Stephen R. Biggar have no direct voting or dispositive power and no pecuniary interest in the share options. The Advisor, the Advisor GP, Felix J. Baker and Julian C. Baker may be deemed to be the beneficial owners of the securities of the Company held by the Baker Funds, and may be deemed to have the power to vote, or direct the vote of, and the power to dispose, or direct the disposition of, such securities. Felix J. Baker and Stephen R. Biggar disclaim beneficial ownership of such securities except to the extent of any pecuniary interest therein. The business address of the Advisor, the Advisor GP, Julian C. Baker and Felix J. Baker is 860 Washington Street, 3rd Floor, New York, NY 10014. The foregoing information is based on a Schedule 13D/A filed on July 28, 2020 and information known to us.

(2) Consists of (a) 2,920,023 Class A Shares held directly by Gaoling Fund, L.P. ("Gaoling") and YHG Investment, L.P. and (b) 4,347,639 Class A1 common shares held directly by HH RSV-XVII Holdings Limited ("HH RSV-XVII"). Hillhouse Capital Advisors, Ltd. ("Hillhouse") acts as the sole management company of Gaoling and sole general partner of YHG. Hillhouse is deemed to be the sole beneficial owner of, and to solely control the voting and investment power of the Class A Shares

held by Gaoling and YHG. Hillhouse Fund III, L.P. ("Fund III") is the sole owner of HH RSV-XVII and Hillhouse acts as the sole management company of Fund III. Wei Cao is the managing director of Hillhouse. As a result, Fund III, Hillhouse and Wei Cao may be considered beneficial owners of the shares held by HH RSV-XVII. The address of Hillhouse and HH RSV-XVII is Suite 2202, 22nd Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong. The foregoing is based on a Schedule 13G/A filed on February 16, 2021 and information known to us.

(3) Vanguard Fiduciary Trust Company ("Vanguard Trust"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 2,890,708 shares as a result of its serving as investment manager of collective trust accounts. The principal business address of Vanguard is 100 Vanguard Blvd., Malvern, PA 19355. The foregoing information is based on a Schedule 13G/A filed on February 10, 2022.

(4) The principal business address of Pictet Asset Management SA is 60 Route des Acacias, 1211 Geneva 73, Switzerland. The foregoing information is based on a Schedule 13G filed on February 10, 2022.

(5) Blackrock, Inc. is the beneficial owner of such shares as a result of its controlling person relationship with the entities who hold such shares directly. The principal business address of Blackrock, Inc. is 55 East 52nd Street, New York, NY 10055. The foregoing information is based on a Schedule 13G/A filed on January 27, 2022.

(6) Consists of (a) 504,300 Class A Shares held by the Robert J. Desnick Revocable Trust of 2019 UAD 5/13/19 (the "Trust"), (b) 356,000 Class A Shares held by the Desnick / Herzig 2012 GST Trust UAD 10/23/12 (the "GST Trust"), (c) 84,120 Class A Shares held by the Desnick/Herzig 2012 Gift Trust UAD 10/23/12 (the "Gift Trust"), (d) 3,000 Class A Shares held by the Julie E. Herzig 2016 Revocable Trust UAD 9/1/16 (the "JEH Trust"), (e) 24,000 Class A Shares held by the Jonathan P. Desnick 2021 Trust UAD 5/29/21 (the "JPD Trust"), (f) 78,883 Class A Shares held by the Robert Desnick Roth IRA (the "Desinick Roth IRA"), (g) 214,101 Class B Shares held by the Desnick Roth IRA and (f) 3,659 Class A Shares that Dr. Robert Desnick has the right to acquire within 60 days following March 31, 2022 pursuant to the exercise of share options. Dr. Desnick has sole voting and dispositive control over the shares held by the Desnick Roth IRA. Dr. Edward Schuchman is the trustee of the GST Trust and the Gift Trust. However, Dr. Desnick also may direct the voting and disposition of the shares held by the GST Trust and Gift Trust. Dr. Desnick and his wife Julie Herzig Desnick are each trustees of the JEH Trust and the JPD Trust. The principal address of Dr. Desnick is 150 Bradley Place, Palm Beach, Florida 33480. The foregoing information is based on a DEF 14A filed on April 28, 2020 and information known to us.

(7) Consists of (a) 83,336 Class A Shares held by the Anglia 2013 Revocable Trust, u/d/t August 15, 2013 (the "Anglia Trust") for which Mr. Patel is the beneficiary and trustee, (b) 109,795 Class A Shares held by the Marina 2016 Irrevocable Trust u/d/t June 23, 2016 for which Mr. Patel acts as trustee, (c) 17,756 Class A Shares held directly by Mr. Patel, (c) 1,526,160 Class B Shares held by the Anglia Trust, and (d) 1,577,947 Class A Shares that Mr. Patel has the right to acquire within 60 days following March 31, 2022 upon conversion of his Class B Shares or exercise of his share options or any combination thereof. In accordance with certain contractual arrangements entered into between Mr. Patel and the Company, Mr. Patel would not be entitled to convert the Class B Shares held by the Anglia Trust into Class A Shares or exercise his share options without 61 days' prior written notice to the Company, if immediately following such conversion or exercise, he would beneficially own more than 4.99% of the issued and outstanding Class A Shares in addition to any other Class A Shares beneficially owned by him.

(8) Consists of (a) 35,117 Class A Shares, and (b) 756,607 Class A Shares that Dr. Paolini has the right to acquire within 60 days following March 31, 2022 pursuant to the exercise of share options.

(9) Consists of (a) 24,706 Class A Shares, and (b) 138,330 Class A Shares that Dr. Pano has the right to acquire within 60 days following March 31, 2022 pursuant to the exercise of share options.

(10) Includes (a) 14,840 shares held directly by Felix J. Baker and (b) 7,320 shares held by FBB3 LLC ("FBB3"). Julian C. Baker and Felix J. Baker are the sole managers of FBB3 and by policy they do not transact in or vote the securities of the Company held by FBB3.

(11) Consists of 71,202 Class A Shares that Mr. Cole has the right to acquire within 60 days following March 31, 2022 pursuant to the exercise of share options.

(12) Consists of 89,962 Class A Shares that Dr. Levy has the right to acquire within 60 days following March 31, 2022 pursuant to the exercise of share options.

(13) Consists of (a) 71,967 Class A Shares held by Mossrock Capital, LLC ("Mossrock") and (b) 140,293 Class A Shares that Mr. Malley has the right to acquire within 60 days following March 31, 2022 pursuant to the exercise of share options. Mr. Malley is the president of Mossrock and may be deemed to beneficially own the shares owned by Mossrock. The address of Mossrock is 19 Martin Lane, Englewood, CO 80113.

(14) Consists of 116,505 Class A Shares that Ms. McCain has the right to acquire within 60 days following March 31, 2022 pursuant to the exercise of share options.

(15) Consists of 116,505 Class A Shares that Ms. Popovits has the right to acquire within 60 days following March 31, 2022 pursuant to the exercise of share options.

(16) Consists of 140,293 Class A Shares that Dr. Quart has the right to acquire within 60 days following March 31, 2022 pursuant to the exercise of share options.

(17) Consists of (a) 3,270,982 Class A Shares, (b) 2,481,568 Class A Shares that all executive officers and directors as a group have the right to acquire within 60 days following March 31, 2022 pursuant to the exercise of share options, excluding share options held by Mr. Patel, and (c) 1,577,947 Class A Shares that Mr. Patel may acquire upon conversion of his Class B Shares or exercise of his share options or any combination thereof.

Certain Relationships

POLICIES AND PROCEDURES FOR RELATED PERSON TRANSACTIONS

We maintain a written Related Person Transaction Policy and Procedures, setting forth policies and procedures for the review and approval or ratification of related person transactions. Under Item 404 of Regulation S-K of the Securities Act of 1933, as amended (the "Securities Act"), we are required to disclose any transaction in which we (including any of our subsidiaries) are, were or will be a participant, where the amount involved exceeds $120,000 and a related person has, had or will have a direct or indirect material interest. In reviewing and approving any such transaction, our Audit Committee is tasked to consider all relevant facts and circumstances, including, but not limited to, whether the transaction is on terms comparable to those that could be obtained in an arm's length transaction, the extent of the related person's interest in the transaction, and the conflicts of interest and corporate opportunity provisions under our Code of Business Conduct and Ethics. No director may participate in approval of a related person transaction in which he or she is a related person. Our Audit Committee may also ratify related person transactions that were entered into by management because pre-approval was not feasible and transactions that were not initially recognized as related person transactions. If these transactions are not ratified, our management must make all reasonable efforts to cancel or annul such transactions. Our management must update our Audit Committee on material changes to any approved or ratified related person transaction and provide an annual status report on all then-current related person transactions.

REGISTRATION RIGHTS

Our amended and restated investors' rights agreement, or the investors' rights agreement, with certain of our shareholders, including certain executive officers, holders of 5% or more of a class of our voting shares and entities affiliated with certain of our directors, grants these shareholders specified registration rights with respect to Class A Shares held by them, including common shares issued or issuable upon conversion of any other class of our common shares convertible into, or options, warrants or other securities exercisable for, our Class A Shares. We refer to these Class A shares as "registrable securities." The registration of registrable securities as a result of the following rights being exercised would enable holders to trade these shares without restriction under the Securities Act when the applicable registration statement is declared effective.

Demand Registration Rights

If at any time the holders of a majority of the registrable securities request in writing that we effect a registration with respect to all or part of such registrable securities then outstanding, we may be required to register their shares. We are obligated to effect at most one registration in response to these demand registration rights. If the holders requesting registration intend to distribute their shares by means of an underwriting, the managing underwriter of such offering will have the right to limit the number of shares to be underwritten for reasons related to the marketing of the shares.

Piggyback Registration Rights

If at any time we propose to register any of our Class A Shares under the Securities Act, subject to certain exceptions, the holders of registrable securities are entitled to notice of the registration and to include their registrable securities in the registration. If our proposed registration involves an underwriting, the managing underwriter of such offering will have the right to limit the number of shares to be underwritten for reasons related to the marketing of the shares.

Form S-3 Registration Rights

If, at any time after we become entitled under the Securities Act to register our shares on a registration statement on Form S-3, 25% of the holders of the registrable securities then outstanding request in writing that we effect a registration with respect to registrable securities at an aggregate price to the public in the offering of at least $5.0 million, we will be required to effect such registration on Form S-3 within 20 days after the date of such request. We will not be required to affect such a registration if, within the 12-month period immediately preceding the date of such request, we have already affected two registrations on Form S-3 for the holders of registrable securities.

Expenses

Ordinarily, other than underwriting discounts and commissions, we will be required to pay all expenses incurred by us related to any registration effected pursuant to the exercise of these registration rights. These expenses may include all registration and filing fees, printing expenses, fees and disbursements of our counsel, reasonable fees and disbursements of a counsel for the selling shareholders and blue-sky fees and expenses.

Termination of Registration Rights

The registration rights terminate upon the earlier of the closing of a deemed liquidation event, as defined in our Bye-laws, or, with respect to the registration rights of an individual holder, when the holder can sell all of such holder's registrable securities in a 90-day period without restriction under Rule 144 under the Securities Act.

ANNUAL BASE SALARY AND BONUS TARGET

In December 2021, our Compensation Committee raised annual base salaries and target bonus opportunities, as applicable, for our named executive officers for 2022 as described in the section entitled "Executive and Director Compensation."

EQUITY INCENTIVE COMPENSATION

Our Compensation Committee approved and we granted share options and RSUs to our named executive officers as part of our biannual equity grants for 2021 and to our directors as described in the section entitled "Executive and Director Compensation."

CASH INCENTIVE COMPENSATION

In December 2021, our Compensation Committee reviewed the Company's performance against the 2021 bonus goals and approved cash bonuses to our named executive officers for 2021 as described in the section entitled "Executive and Director Compensation."

INDEMNIFICATION AGREEMENTS

We have entered into indemnification agreements with all of our directors and executive officers. These agreements, among other things, require us or will require us to indemnify each director (and in certain cases their related investment funds) and executive officer to the fullest extent permitted by Bermuda law, including indemnification of expenses such as attorneys' fees, judgments, fines and settlement amounts incurred by the director or executive officer in any action or proceeding, including any action or proceeding by or in right of our company, arising out of such person's services as a director or executive officer.

Other Matters

SHAREHOLDERS' PROPOSALS

Shareholders who intend to have a proposal considered for inclusion in our proxy materials for presentation at our 2023 Annual Meeting of Shareholders (the "2023 Annual Meeting") pursuant to Rule 14a-8 under the Exchange Act must submit the proposal to our Secretary c/o Kiniksa Pharmaceuticals Corp. at our offices at 100 Hayden Avenue, Lexington, MA 02421 in writing not later than December 29, 2022.

Shareholders intending to present a proposal at the 2023 Annual Meeting, but not to include the proposal in our proxy statement, or to nominate a person for election as a director, must comply with the requirements set forth in our Bye-laws. Our Bye-laws require, among other things, that such shareholders give written notice to our Secretary of their intent to present such proposal for nomination not earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the anniversary of the preceding year's annual meeting. Therefore, notice of such a proposal for nomination for the 2023 Annual Meeting must be given to us no earlier than the close of business on March 1, 2023 and no later than March 31, 2023. The notice must contain the information required by our Bye-laws, a copy of which is available upon request to our Secretary. In the event that the date of the 2023 Annual Meeting is more than 30 days before or more than 30 days after June 29, 2023, then the notice must be given not later than 10 days following the earlier of the date on which notice of the 2023 Annual Meeting was posted to shareholders or the date on which public disclosure of the date of the 2023 Annual Meeting was made. SEC rules permit management to vote proxies in its discretion in certain cases if the shareholder does not comply with this deadline and, in certain other cases notwithstanding the shareholder's compliance with this deadline. In addition to satisfying the foregoing requirements under the Bye-laws, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than May 1, 2023.

Under the Bermuda Companies Act 1981, as amended, shareholders may, at their own expense (unless the company otherwise resolves) require a company to: (a) give to the shareholders entitled to receive notice of our next annual general meeting notice of any resolution that shareholders can properly propose at that meeting; and/or (b) to circulate a statement (of not more than 1,000 words) in respect of any matter referred to in a proposed resolution or any business to be conducted at that meeting. The number of shareholders necessary for such a request is either the number of shareholders representing not less than one-twentieth of the total voting rights of all shareholders having at the date of the request a right to vote at the meeting to which the request relates, or not less than 100 shareholders. Notice of any intended resolution must be given, and any statement must be circulated, to shareholders entitled to have notice of the meeting at which the resolution is proposed to be presented by sending a copy of the resolution or statement to each shareholder in any manner permitted for service of notice of the meeting, and notice of any intended resolution must also be given to any other shareholder of the company, including shareholders who are not entitled to notice of the meeting, by giving notice of the general effect of the resolution in any manner permitted for giving notice of meetings to such shareholder.

We reserve the right to reject, rule out of order, or take other appropriate action with respect to any proposal that does not comply with these or other applicable requirements.

OTHER MATTERS TO BE PRESENTED AT THE ANNUAL MEETING

The audited financial statements of the Company for the fiscal year ended December 31, 2021, as approved by the Board of Directors, together with the report of the Company's independent registered public accounting firm and auditor with respect to those financial statements, will be presented at the Annual Meeting.

Our Board of Directors is not aware of any matter to be presented for action at the Annual Meeting other than the matters referred to above and does not intend to bring any other matters before the Annual Meeting. However, if other matters should come before the Annual Meeting, it is intended that holders of the proxies named on the Company's proxy card will vote your shares in their discretion on any such matters.

SOLICITATION OF PROXIES

The accompanying proxy is solicited by and on behalf of our Board of Directors, whose Notice of Annual Meeting is attached to this proxy statement, and the entire cost of such solicitation will be borne by us. In addition to the use of mail, proxies may be solicited by personal interview, telephone, e-mail and facsimile by our directors, officers and other employees who will not be specially compensated for these services. We will also request that banks, brokers, nominees, custodians and other fiduciaries forward soliciting materials to the beneficial owners of shares held by such banks, brokers, nominees, custodians and other fiduciaries. We will reimburse such persons for their reasonable expenses in connection therewith.

Certain information in this proxy statement relating to the occupations and security holdings of our directors and officers is based upon information received from the individual directors and officers.

KINIKSA'S ANNUAL REPORT ON FORM 10-K

A copy of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, including financial statements and schedules thereto but not including exhibits, as filed with the SEC, will be sent to any holder of record of our Common Shares as of the close of business on April 14, 2022 without charge upon written request addressed to:

Kiniksa Pharmaceuticals, Ltd.
Attention: Secretary
c/o Kiniksa Pharmaceuticals Corp.
100 Hayden Avenue
Lexington, MA 02421

A reasonable fee will be charged for copies of exhibits. You also may access this proxy statement and the Annual Report, which includes our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, at *www.proxyvote.com*. You also may access our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 in the "Financial Information" section of the "Investors" page of our website located at *www.kiniksa.com*.

IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED REGARDLESS OF THE NUMBER OF SHARES YOU MAY HOLD. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING ONLINE, WE URGE YOU TO VOTE YOUR SHARES AND SUBMIT YOUR PROXY VIA THE TOLL-FREE TELEPHONE NUMBER OR OVER THE INTERNET, AS DESCRIBED IN THE MATERIALS YOU RECEIVED. IF YOU RECEIVED A PAPER COPY OF THE PROXY CARD BY MAIL, YOU MAY SIGN, DATE AND MAIL THE PROXY CARD IN THE RETURN ENVELOPE PROVIDED THEREWITH. IN LIGHT OF POTENTIAL DISRUPTIONS TO MAIL SERVICE DUE THE CORONAVIRUS PANDEMIC OR OTHERWISE, WE RECOMMEND THAT YOU VOTE BY TELEPHONE OR THE INTERNET. PROMPTLY VOTING YOUR SHARES AND SUBMITTING YOUR PROXY WILL HELP ENSURE THE PRESENCE OF A QUORUM AT THE ANNUAL MEETING AND WILL SAVE US THE EXPENSE OF FURTHER SOLICITATION. VOTING YOUR SHARES AND SUBMITTING YOUR PROXY NOW WILL NOT PREVENT YOU FROM VOTING YOUR SHARES AT THE ANNUAL MEETING IF YOU DESIRE TO DO SO.

By Order of the Board of Directors,

Madelyn Zeylikman
Secretary

Hamilton, Bermuda
April 28, 2022