

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

GRITSTONE BIO, INC.,¹

Debtor.

Chapter 11

Case No. 24-12305 (KBO)

Hearing Date: February 12, 2025, at 9:30 a.m. (ET)

Objection Deadline: February 6, 2025, at 5:00 p.m. (ET)

**DEBTOR’S MOTION FOR AN ORDER (I) APPROVING THE
DISCLOSURE STATEMENT; (II) SCHEDULING CONFIRMATION HEARING;
(III) APPROVING FORM AND MANNER OF NOTICE OF CONFIRMATION
HEARING; (IV) ESTABLISHING PROCEDURES FOR SOLICITATION AND
TABULATION OF VOTES TO ACCEPT OR REJECT PLAN, INCLUDING (A)
APPROVING FORM AND CONTENT OF SOLICITATION MATERIALS; (B)
ESTABLISHING RECORD DATE AND APPROVING PROCEDURES FOR
DISTRIBUTION OF SOLICITATION MATERIALS; (C) APPROVING FORMS OF
BALLOTS; (D) ESTABLISHING VOTING DEADLINE FOR RECEIPT OF BALLOTS
AND (E) APPROVING PROCEDURES FOR VOTE TABULATIONS; (V) APPROVING
FORM AND MANNER OF NOTICE OF PLAN RELEASES; (VI) ESTABLISHING
DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO CONFIRMATION
OF PLAN; AND (VII) GRANTING RELATED RELIEF**

The debtor and debtor in possession Gritstone bio, Inc. (the “Debtor”), in the above-captioned Chapter 11 Case files this *Motion for an Order (I) Approving the Disclosure Statement; (II) Scheduling Confirmation Hearing; (III) Approving Form and Manner of Notice of Confirmation Hearing; (IV) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan, Including (A) Approving Form and Content of Solicitation Materials; (B) Establishing Record Date and Approving Procedures for Distribution of Solicitation Materials; (C) Approving Forms of Ballots; (D) Establishing Voting Deadline for Receipt of Ballots and (E) Approving Procedures for Vote Tabulations; (V) Approving Form and Manner of Notice of Plan Releases; (VI) Establishing Deadline and Procedures for Filing Objections to*

¹ The Debtor’s mailing address is 4698 Willow Road, Pleasanton, CA 94588, and the last four digits of the Debtor’s federal tax identification number are 9534.



Confirmation of Plan; and (VII) Granting Related Relief (the “Motion”). In support of this Motion, the Debtor relies upon and refers to the *Declaration of Vassiliki (“Celia”) Economides in Support of the Debtor’s Chapter 11 Petition and First Day Relief* [Docket No. 17] (the “First Day Declaration”), which is incorporated herein by reference. In further support of the Motion, the Debtor respectfully represents as follows:

RELIEF REQUESTED

1. Pursuant to sections 105, 1125, 1126, and 1128 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Rules 2002, 3016, 3017, 3018, 3020, and 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 3016-2 and 3017-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Debtor respectfully requests the entry of an order, substantially in the form annexed hereto as **Exhibit A** (the “Disclosure Statement Order”):

- a. approving the *Disclosure Statement for Gritstone Bio, Inc.’s Chapter 11 Plan of Reorganization* [Docket No. 355], filed on January 16, 2025 (as may be amended, modified, or supplemented from time to time, the “Disclosure Statement”);
- b. scheduling the Confirmation Hearing (as defined below);
- c. establishing procedures for solicitation and tabulation of votes to accept or reject the *Gritstone Bio, Inc.’s Chapter 11 Plan of Reorganization* [Docket No. 354] filed by the Debtor on January 16, 2025 (including all exhibits thereto and as amended, modified or supplemented from time to time, the “Plan”),² including (A) establishing a Record Date and approving procedures for distributing Solicitation Materials; (B) approving the form and content of the Debtor’s proposed Solicitation Materials, including ballots; (C) establishing a voting deadline for receipt of ballots; and (D) approving procedures for tabulating acceptances and rejections of the Plan;

² Unless otherwise defined in this Motion, all capitalized terms used herein shall have the respective meanings ascribed to them in the Plan.

- d. approving the form and manner of notice of the Confirmation Hearing as to both Voting Classes and Non-Voting Classes and notice of Third Party Release with opt out provisions and procedures, as applicable;
- e. establishing the deadline and procedures for filing any comments or objections to confirmation of the Plan; and
- f. granting related relief.

2. The Debtor has requested that the Court schedule a hearing regarding this Motion at the same time (the “Disclosure Statement Hearing”) on **February 12, 2025, at 9:30 a.m. (prevailing Eastern Time)**. The chart below lists key proposed dates discussed in further detail herein with respect to the Plan solicitation and approval process:

Event	Proposed Date/Deadline ³
Deadline to Object to Disclosure Statement	February 6, 2025, at 5:00 p.m.
Disclosure Statement Hearing	February 12, 2025, at 9:30 a.m.
Record Date	February 12, 2025
Solicitation Mailing Deadline	February 15, 2025
Non-Voting Class Notices Mailing Deadline	February 15, 2025
Deadline to File Plan Supplement	March 5, 2025
Deadline for Claimants to File Rule 3018(a) Motions	March 17, 2025, at 5:00 p.m.
Voting Deadline/Release Opt Out Election Deadline	March 17, 2025, at 5:00 p.m.
Plan Objection Deadline	March 17, 2025, at 5:00 p.m.
Plan Brief and Voting Tabulation Affidavit Deadline	March 21, 2025
Confirmation Hearing	March 24, 2025, at __:00 __.m.

3. Below is a list of the various exhibits and documents cited throughout and approval of which is sought in this Motion:

³ All times are prevailing Eastern time.

Proposed Document	Exhibit
Disclosure Statement Order	<u>Exhibit A</u>
Notice of Confirmation Hearing and Related Matters (Voting Classes)	<u>Exhibit B</u>
Notice of Confirmation Hearing and Related Matters (Non-Voting Classes/holders of Claims)	<u>Exhibit C1</u>
Notice of Confirmation Hearing and Related Matters (Non-Voting Classes/holders of Interests)	<u>Exhibit C2</u>
Form of Ballot for Class 1 – Prepetition Secured Claims	<u>Exhibit D1</u>
Form of Ballot for Class 3 – Secured Tax Claims	<u>Exhibit D2</u>
Form of Ballot for Class 4 – Priority Non-Tax Claims	<u>Exhibit D3</u>
Form of Ballot for Class 5 – General Unsecured Claims	<u>Exhibit D4</u>
Form of Ballot for Class 6 – Convenience Claims	<u>Exhibit D5</u>

JURISDICTION AND VENUE

4. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Debtor confirms its consent pursuant to Local Rule 9013-1(f) to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

5. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The statutory predicates for the relief requested herein are sections 1125 and 1126 of the Bankruptcy Code; Bankruptcy Rules 2002, 3016, 3017, 3020, and 9006; and Local Rules 3017-1(a) and 3017-1(b).

BACKGROUND

A. The Debtor's Chapter 11 Case

7. On October 19, 2024 (the "Petition Date"), the Debtor commenced this Chapter 11 Case by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code with the Court. The Debtor has continued in the possession of its property and has continued to operate and manage its business as debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

8. On October 29, 2024, the Office of the U.S. Trustee appointed the Official Committee of Unsecured Creditors in this Chapter 11 Case.

9. The Debtor is a clinical-stage biotechnology company that aimed to develop potent vaccines for oncology and infectious diseases. A detailed description of the Debtor's business and facts precipitating the filing of the Debtor's chapter 11 proceeding are set forth in the First Day Declaration.

B. DIP Financing, Asset Sales, and Restructuring Transactions

10. In order to obtain the funds necessary to effectuate the Debtor's restructuring strategy, on October 30, 2024, the Debtor filed its *Motion of the Debtor for Entry of Interim and Final Orders (I) Authorizing the Debtor to Obtain Postpetition Financing and Use Certain Cash Collateral, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay; (V) Scheduling Final Hearing; and (VI) Granting Related Relief* [Docket No. 80] (the "DIP Financing Motion").⁴ On November 14, 2024, the Court entered the DIP Financing

⁴ A capitalized term used but not otherwise defined in this paragraph shall have the meaning ascribed to it in the DIP Financing Motion.

Order approving the DIP Facility.⁵ Pursuant to the DIP Financing Order and the DIP Credit Agreement executed by the Debtor and the DIP Lenders,⁶ certain Milestones were established, pursuant to which the Debtor was to utilize the next two months to effectuate a sale or sales of substantially all its assets pursuant to section 363 of the Bankruptcy Code.

11. Consistent with the above strategy, on October 23, 2024, the Debtor filed its *Motion for (I) an Order (A) Approving Bid Procedures for the Sale of the Debtor's Assets; (B) Approving Certain Bid Protections in Connection with the Debtor's Entry Into Any Potential Stalking Horse Agreements; (C) Scheduling the Auction and Sale Hearing; (D) Approving the Form and Manner of Notice Thereof; and (E) Granting Related Relief; and (II) an Order or Orders (A) Approving the Sale of the Debtor's Assets Free and Clear of All Encumbrances; and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases* [Docket No. 67] (the "Sale Motion").⁷ On December 20, 2024, the Court entered the Order approving the sale of certain machinery, equipment and other assets to Hercules Capital, Inc.⁸ On December 23, 2024, the Court entered the Order approving the sale of substantially all of the Debtor's remaining

⁵ *Order (I) Authorizing Debtor to Obtain Postpetition Secured Financing Pursuant to Section 364 of the Bankruptcy Code; (II) Authorizing the Debtor to Use Certain Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Granting Liens and Superpriority Administrative Expense Claims; (IV) Granting Adequate Protection to the Prepetition Secured Parties; (V) Modifying the Automatic Stay; and (VI) Granting Related Relief* [Docket No. 180] (the "DIP Financing Order").

⁶ *Senior Secured Superpriority Debtor-in-Possession Financing Agreement* dated as of November 13, 2024 (the "DIP Facility").

⁷ A capitalized term used but not otherwise defined in this paragraph shall have the meaning ascribed to it in the Sale Motion.

⁸ *Order (I) Approving Asset Purchase Agreement and Authorizing the Sale of Certain of Debtor's Assets; (II) Authorizing the Sale of Assets Free and Clear of All Liens, Claims, Rights, Encumbrances, and Other Interests Pursuant to Bankruptcy Code Sections 105, 363(b), 363(f) and 363(m); and (III) Granting Related Relief* [Docket No. 288].

assets, including the assumption and assignment of any applicable executory contracts, excluding the assets acquired by Hercules, the Binder IP and certain other assets, to Seattle Project Corp.⁹

12. The Debtor's Plan and Disclosure Statement were filed as an additional step in the effectuation of the restructuring transactions and strategy contemplated by the DIP Facility and as further described in the First Day Declaration and Sale Motion.

BASIS FOR RELIEF REQUESTED

A. Approval of the Disclosure Statement

13. Section 1125 requires that a disclosure statement be approved by the bankruptcy court as containing "adequate information" prior to a debtor's commencement of solicitation of acceptances or rejections to its plan.¹⁰ "Adequate information" is defined in the Bankruptcy Code as:

information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor's books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan, but adequate information need not include such information about any other possible or proposed plan and in determining whether a disclosure statement provides adequate information, the court shall consider the complexity of the case, the benefit of additional information to creditors and other parties in interest, and the cost of providing additional information.¹¹

14. The primary purpose of a disclosure statement is to provide creditors and interest holders affected by a proposed plan with all material information needed to make an

⁹ *Order (A) Approving the Sale of Substantially All of the Debtor's Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) Approving Assumption and Assignment of Certain Unexpired Leases and Executory Contracts; and (C) Granting Related Relief* [Docket No. 293].

¹⁰ 11 U.S.C. § 1125(b).

¹¹ 11 U.S.C. § 1125(a)(1).

informed decision whether to vote for the plan.¹² Congress intended that such informed judgments would be needed to both negotiate the terms of, and vote on, a plan of reorganization.¹³

15. In evaluating whether a disclosure statement provides “adequate information,” the Bankruptcy Court is given wide discretion to make a determination based upon the facts of the particular case.¹⁴ Courts within the Third Circuit and elsewhere acknowledge that determining what constitutes “adequate information” for the purpose of satisfying section 1125 resides within the sound discretion of the court.¹⁵

16. Here, the Disclosure Statement contains, among other things, information concerning (a) the business and background of the Debtor; (b) significant events that have occurred in this Chapter 11 Case; (c) the classification and treatment of creditors under the Plan; (d) which classes of creditors are entitled to vote on the Plan; (e) selected historical information; (f) means for implementation of the Plan; (g) how distributions under the Plan will be made; (h) full disclosure of all releases, exculpation provisions and injunctions provided in the Plan; (i) certain factors creditors should consider before voting; (j) procedures for confirming the Plan; and (k) certain tax consequences. The Debtor will continue to review and refine the Disclosure Statement,

¹² See, e.g., *Century Glove, Inc. v. First Amer. Bank of New York*, 860 F.2d 94, 100 (3d Cir. 1988) (stating that section 1125 “seeks to guarantee a minimum amount of information to the creditor asked for its vote”); *Prudential Ins. Co. of Amer. v. Monnier (In re Monnier Bros.)*, 755 F.2d 1336, 1342 (8th Cir. 1985); *In re Phoenix Petroleum, Co.*, 278 B.R. 385, 392 (Bankr. E.D. Pa. 2001).

¹³ *Century Glove*, 860 F.2d at 100.

¹⁴ See *Oneida Motor Freight, Inc. v. United Jersey Bank*, 848 F.2d 414, 417 (3d Cir. 1988) (“From the legislative history of § 1125 we discern that adequate information will be determined by the facts and circumstances of each case.”).

¹⁵ See, e.g., *Texas Extrusion Corp. v. Lockheed Corp. (In re Texas Extrusion Corp.)*, 844 F.2d 1142, 1157 (5th Cir. 1988) (“The determination of what is adequate information is subjective and made on a case by case basis. This determination is largely within the discretion of the bankruptcy court.”); *Cadle Co. II, Inc. v. PC Liquidation Corp. (In re PC Liquidation Corp.)*, 383 B.R. 856, 865 (E.D.N.Y. 2008) (“The standard for disclosure is, thus, flexible and what constitutes ‘adequate information’ in any particular situation is determined on a case-by-case basis, with the determination being largely in the discretion of the bankruptcy court.” (Citation omitted)); *In re River Village Assocs.*, 181 B.R. 795, 804 (E.D. Pa. 1995) (same); *Phoenix Petroleum*, 278 B.R. at 393 (same).

and based upon its ongoing review and further material developments in this Chapter 11 Case, may make additional changes and disclosures prior to the Disclosure Statement Hearing. Any such additional disclosures would increase the amount of information being provided to parties in interest, and consequently, would further substantiate that the Disclosure Statement contains adequate information.

17. Accordingly, the Debtor submits that the Disclosure Statement contains “adequate information” as that phrase is defined in section 1125(a)(1) of the Bankruptcy Code. The Debtor believes that the Disclosure Statement should be approved and the attached proposed Disclosure Statement Order be entered.

B. Scheduling a Confirmation Hearing

18. Section 1128(a) of the Bankruptcy Code provides that “[a]fter notice, the court shall hold a hearing on confirmation of a plan.”¹⁶ Bankruptcy Rule 3017(c) provides that “[o]n or before approval of the disclosure statement, the court . . . may fix a date for the hearing on confirmation.”¹⁷ Additionally, Bankruptcy Rule 2002(b) requires 28 days’ notice of the hearing to consider approval of a disclosure statement or confirmation of a plan. In accordance with the provisions of section 1128(a) of the Bankruptcy Code and Bankruptcy Rules 2002 and 3017, the Debtor hereby requests entry of the Disclosure Statement Order setting a date for the confirmation hearing on the Plan (the “Confirmation Hearing”).

19. The Debtor requests that the Confirmation Hearing be held on **March 24, 2025, at :00 .m. (prevailing Eastern Time)**, subject to the Court’s availability. The Debtor

¹⁶ 11 U.S.C. § 1128(a).

¹⁷ Fed. R. Bankr. P. 3017(c).

also requests that the Confirmation Hearing may be adjourned from time to time by announcing such continuance in open court or otherwise, without further notice to parties in interest.

C. Approval of Form of Solicitation Materials and Non-Voting Class Notices

20. The Bankruptcy Rules require that copies of a plan (or, if appropriate, a court-approved summary of the plan), court-approved disclosure statement, and notice of voting deadline be provided to all creditors, equity security holders, and the United States Trustee, unless the Court orders otherwise.¹⁸

21. The Court has scheduled the Disclosure Statement Hearing on **February 12, 2025, at 9:30 a.m. (prevailing Eastern Time)**. Upon approval of the Disclosure Statement, the Debtor requests that the Court approve the form and manner of notice of the Confirmation Hearing to holders of Claims and Interests in both Voting and Non-Voting Classes, as defined and more specifically set forth below.

22. Solicitation Materials and Notice of Confirmation Hearing to Voting Classes. On or before **February 15, 2025** (the "Solicitation Mailing Deadline"), the Debtor, through the Solicitation Agent (as defined below), proposes to transmit certain solicitation materials (the "Solicitation Materials") by mail to holders of Claims in Classes 1, 3, 4, 5 and 6 (the "Voting Classes"), containing the following:

- a. a printed copy of the notice in substantially the form attached hereto as **Exhibit B** (the "Confirmation Hearing Notice") of: (i) the order approving the Disclosure Statement, (ii) the commencement date of the Confirmation Hearing, (iii) the deadline and procedures for filing objections to confirmation of the Plan, (iv) the deadline for receipt of ballots to accept or reject the Plan, and (v) notice of the Plan's non-consensual release, indemnification and exculpation provisions, including the Third Party Release, and the alternative option to opt out of granting such Third Party Release if not approved on a non-consensual basis, as described in the Confirmation Hearing Notice and applicable Ballot;

¹⁸ Fed. R. Bankr. P. 3017(d).

- b. a printed copy of the ballot (the “Ballot”), the proposed forms of which are annexed hereto as **Exhibits D1, D2, D3, D4 & D5**, and a Ballot return envelope;
- c. a flash drive or printed book containing the Disclosure Statement (together with the exhibits thereto, including the Plan, that have been filed with the Court before the date of the mailing), the Plan, and a copy of the Disclosure Statement Order (without the exhibits as such are separately included in the Solicitation Materials);
- d. a cover letter from the Debtor explaining the enclosures and requesting that creditors vote in favor of the Plan; and
- e. such other materials as the Court may direct.

To avoid duplication and reduce expenses, the Debtor proposes that creditors who have more than one claim shall receive only one set of Solicitation Materials and one Ballot for each Voting Class to which they belong. The Debtor submits that such Solicitation Materials and manner of service satisfy the requirements of Bankruptcy Rule 3017(d).

23. In addition to Holders of Claims in the Voting Classes, the Debtor shall mail a copy of the Confirmation Hearing Notice and Solicitation Materials to the Notice Parties (as defined below) by the Solicitation Mailing Deadline.

24. Notice to Non-Voting Classes. Pursuant to section 1126(f) of the Bankruptcy Code, Holders of Claims in Class 2 under the Plan, are Unimpaired and deemed to have accepted the Plan and therefore, are not entitled to vote. Also, pursuant to section 1126(g) of the Bankruptcy Code, Holders of Claims in Class 7, as well as Holders of Interests in Class 8 under the Plan, are Impaired and shall not receive nor retain any property under the Plan on account of such Claims and/or Interests, and therefore, are deemed to have rejected the Plan and are not entitled to vote. Bankruptcy Rule 3017(d) provides:

If the court orders that the disclosure statement and the plan or a summary of the plan shall not be mailed to any unimpaired class, notice that the class is designated in the plan as unimpaired and notice of the name and address of the person from whom the plan or summary of the plan and disclosure statement may be obtained upon request and at the plan proponent’s expense, shall be mailed to members of the unimpaired class together with

the notice of the time fixed for filing objections to and the hearing on confirmation.¹⁹

Accordingly, the Debtor proposes that it should not be required to transmit the Solicitation Materials to Holders of Claims and/or Interests in Classes 2, 7 and 8 of the Plan (collectively, the “Non-Voting Classes”).

25. Therefore, on or before **February 15, 2025**, the Debtor, through the Solicitation Agent (as defined below), propose to mail the following: (a) to each Holder of Claims in the Non-Voting Classes required to receive notice, a notice substantially in the form attached hereto as **Exhibit C1** (the “Non-Voting Class Notice (Holders of Claims)”) and (b) to each Interest Holder in the Non-Voting Classes, a notice substantially in the form attached hereto as **Exhibit C2** (the “Non-Voting Class Notice (Interest Holders)”), and with the Non-Voting Class Notice (Holders of Claims), the “Non-Voting Class Notices”), which set forth: (i) the recipient’s status as a member of a Non-Voting Class; (ii) the date and time of the Confirmation Hearing; and (iii) the deadline and procedures for filing objections to the Plan. The Non-Voting Class Notice will also include a description of the Plan’s release, indemnification and exculpation provisions, including the Third Party Release, and the alternative option, if the Third Party Release is not approved on a non-consensual basis, to opt out of granting such Third Party Release, and will set forth the deadline and procedures for each Holder of a Claim or Interest in a Non-Voting Class to make such opt out election, as applicable. The Non-Voting Class Notices will further indicate that a holder of a Claim and/or Interest in a Non-Voting Class is entitled, upon written request to counsel to the Debtor, to receive a copy of the Plan and Disclosure Statement, in electronic format (or such other format as specifically requested by such Claimant or Interest Holder) at the expense of the

¹⁹ Fed. R. Bankr. P. 3017(d).

Debtor. The Non-Voting Class Notices will also contain the link to the Solicitation Agent's website where any party in interest can access copies of the Solicitation Materials, including the Plan and Disclosure Statement, at no cost.

D. Approval of Form and Manner of Notice of the Confirmation Hearing

26. Bankruptcy Rule 2002(b) requires at least 28 days' notice by mail to all creditors and indenture trustees of the time set for filing objections to confirmation of a chapter 11 plan and the hearing to consider confirmation of a chapter 11 plan. Bankruptcy Rule 2002(d) requires that equity security holders be given notice of the foregoing in the manner and the form directed by the Court.

27. The Debtor proposes that if the Court approves the Disclosure Statement and grants the relief requested by this Motion, the Confirmation Notice be served as part of the Solicitation Materials via first-class mail to Holders of Claims in the Voting Classes. The Debtor further proposes that, with respect to the Non-Voting Classes, service by first-class mail of the Non-Voting Class Notices (as applicable to Holders of Claims and/or Interests) be deemed adequate and sufficient notice of the Confirmation Hearing and deadline to object to confirmation of the Plan.

28. Additionally, the Confirmation Hearing Notice shall be posted electronically on the website maintained for the Debtor by the Voting Agent, at <https://veritaglobal.net/gritstone>.

E. Establishment of Record Date and Approval of Procedures for Distribution of Solicitation Materials and Non-Voting Class Notices, including Procedures for Notice to Beneficial Holders of Interests (Class 6)

29. Bankruptcy Rule 3017(d) provides that, for purposes of voting on a plan of reorganization under the Bankruptcy Code, "creditors and equity security holders shall include holders of stock, bonds, debentures, notes and other securities of record on the date the order

approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.”²⁰

30. Accordingly, the Debtor proposes that the Court establish **February 12, 2025** as the record date (the “Record Date”) for purposes of determining (a) which Holders of Claims or Interests are entitled to vote to accept or reject the Plan and receive the Solicitation Materials or the applicable Non-Voting Class Notice and (b) whether Claims or Interests have been properly assigned or transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the Holder of a Claim or Interest. The Record Date shall apply to all of the Debtor’s creditors, Interest Holders and other parties in interest.

31. The Debtor has retained Kurtzman Carson Consultants, LLC, dba Verita Global, as its voting and solicitation agent to serve the Solicitation Materials, inspect, monitor, and supervise the solicitation process, serve as the tabulator of the Ballots and the Opt Out Election Forms (each as defined herein), and certify to the Court the results of the balloting and release opt outs (in such capacity, the “Solicitation Agent”).

32. The Solicitation Agent will transmit the Solicitation Materials to the known Holders of Claims in the Voting Classes based upon the names and addresses in the proofs of claim filed by the claimants, or the Debtor’s schedules if no proof of claim was filed by the Record Date. Each Holder of an Allowed Claim in the Voting Classes will be required to return a properly executed Ballot so that it is received by the Solicitation Agent on or before the Voting Deadline (as defined below) in order for that Holder’s Ballot to be counted.

33. The Solicitation Agent will transmit the Non-Voting Class Notice (Holders of Claims) to the known Holders of Claims in Classes 2 and 7 based upon the names and addresses

²⁰ Fed. R. Bankr. P. 3017(d).

in the proofs of claim filed by the claimants, or the Debtor's schedules if no proof of claim was filed by the Record Date. Subject to the procedures set forth below regarding Holders of Class 8 Interests, the Solicitation Agent will transmit the Non-Voting Class Notice (Interest Holders) to the known Holders of Interests in Class 8 as of the Record Date.

34. Procedures for Notice and Distribution of Non-Voting Class Notice (Interest Holders) to Holders of Class 8 Interests. In addition to the procedures set forth above, the Debtor submits the following procedures are consistent with procedures approved by this Court in other cases involving public equity and will facilitate appropriate notice being given to Holders of Interests in Class 8: Within three (3) Business Days of the entry of the Disclosure Statement Order, each of the agents under the applicable documents governing the Class 6 Interests shall provide the Solicitation Agent with (a) a copy of the list of the names, addresses and holdings of any directly registered Holders of Class 8 Interests as of the Record Date in an electronic file, (b) the name and address of each Nominee identified as a Holder of record through which one or more beneficial holders (the "Beneficial Interest Holders") hold an Interest in the Parent in "street name" as of the Record Date in an electronic file, and (c) such other information the Solicitation Agent deems reasonable and necessary to perform its duties pursuant to the Disclosure Statement Order. The Solicitation Agent shall use such information only for purposes consistent with these Solicitation Procedures and any order of the Court. The Solicitation Agent will transmit the Non-Voting Class Notice (Interest Holders) to such identified Holders of Class 8 Interests as provided herein.

35. The Solicitation Agent will serve the notice of the hearing on this Motion upon all known creditors and holders of equity interests pursuant to Bankruptcy Rule 3017(a). The Debtor expects that certain of such notices will be returned by the United States Postal Service or

couriers as undeliverable.²¹ After approval hereof, and in connection with mailing Solicitation Materials or Non-Voting Class Notices, the Debtor believes that it would be costly and wasteful to mail such Solicitation Materials or Non-Voting Class Notices to the same addresses from which notices of this Motion are returned as undeliverable. Therefore, the Debtor seeks the Court's approval to dispense with service as to each such creditor or interest holder as to which notice of this Motion was returned as undeliverable unless the Debtor is provided with an accurate address prior to the Disclosure Statement Hearing. Further, as to Solicitation Materials or Non-Voting Class Notices that hereafter are mailed and returned by the United States Postal Service or a courier as undeliverable, the Debtor proposes that it may, but shall not be required to, attempt to locate the correct address and resend Solicitation Materials prior to the Voting Deadline (as defined below) and Non-Voting Class Notices prior to the Plan Objection Deadline (as defined below). The Debtor further proposes that to the extent any Solicitation Materials or Non-Voting Class Notices are returned as undeliverable and are re-sent, the initial mailing date shall be the date of service for the purpose of calculating notice.

F. Approval of Form of Ballots

36. Bankruptcy Rule 3017(d) requires that ballots for accepting or rejecting the Plan should substantially conform to Official Form No. 14. The Debtor proposes to use a ballot (the "Ballot") substantially in the forms annexed hereto as **Exhibits D1, D2, D3, D4 & D5**. The Ballot is based on Official Form No. 14, but has been modified to address the particular requirements of the Chapter 11 Case, the Plan, and as appropriate, the applicable Voting Class.

²¹ Upon the return of an undeliverable notice, the Debtor will perform a review of the notice address with the address set forth on the proofs of claim filed with the Court to confirm that the Debtor's notice address conforms to the creditor's address set forth in the proofs of claim. To the extent any errors occur, such creditor will be mailed the Solicitation Materials or Non-Voting Class Notices, as applicable. Further, the Debtor will incorporate into the creditor address database all change of address notices received from creditors.

The Debtor proposes that each Ballot be distributed only to holders of Claims in the applicable Voting Classes, as these are the only Classes entitled to vote to accept or reject the Plan. Each Ballot will include an election for the Claimant to opt out of granting the Third Party Release where the Claimant votes to reject the Plan or abstains from voting on the Plan, in the event the Third Party Release is not approved on a non-consensual basis.

G. Voting Deadline for Receipt of Ballots

37. Pursuant to Bankruptcy Rule 3017(c), at the time of or before approval of the Disclosure Statement, “the court shall fix a time within which the holders of claims and interests may accept or reject a plan.”²² The Debtor respectfully requests that the Court establish **5:00 p.m. (Eastern Time) on March 17, 2025** as the deadline by which all Ballots accepting or rejecting the Plan must be received by the Solicitation Agent (the “Voting Deadline”), unless otherwise extended by the Debtor in writing. The Debtor requests that to be counted as votes to accept or reject the Plan, all Ballots must be properly executed, completed, and delivered to the Solicitation Agent by: (a) first class mail, (b) overnight courier, (c) personal delivery, or (d) submission by no later than the Voting Deadline of an electronic Ballot through the Solicitation Agent’s on-line electronic Ballot submission portal at <https://veritaglobal.net/gritstone>.

38. The Solicitation Agent shall file with the Bankruptcy Court, by March 21, 2025, or, if the Confirmation Hearing is on a date other than March 24, 2025, no later than three (3) business days prior to the Confirmation Hearing, an affidavit regarding the results of the tabulation of the Ballots received on the Plan (the “Voting Tabulation Affidavit”). The Voting Tabulation Affidavit shall also identify any parties which elected to opt out of granting the Third Party Release as to both Voting and Non-Voting Classes.

²² Fed. R. Bankr. P. 3017(c).

H. Procedures for Vote Tabulation

39. The Bankruptcy Code provides that a class of claims or interests has accepted a plan if such plan has been accepted by creditors that hold at least two-thirds in amount and more than one-half in number of the allowed claims or interests of such class held by creditors that have accepted or rejected such plan.²³ Further, the Bankruptcy Rules provide that “the court after notice and hearing may temporarily allow a claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan.”²⁴

40. With respect to Claims in Voting Classes, and solely for purposes of voting on the Plan, the Debtor proposes the following (collectively, the “Voting Procedures”):

- a. If an objection has not been filed to a Claim, the amount of such Claim for voting purposes shall be the non-contingent, liquidated and undisputed Claim amount contained on a timely filed Proof of Claim or, if no timely filed Proof of Claim has been filed by the Voting Deadline, the amount of such Claim for voting purposes shall be the non-contingent, liquidated, and undisputed amount of such Claim listed in the Debtor’s Schedules of Assets and Liabilities;
- b. If a Claim (i) for which a Proof of Claim has been timely filed as wholly contingent, unliquidated or disputed, undetermined, or unknown in amount, or (ii) is Scheduled as wholly contingent, unliquidated or disputed, undetermined, or unknown in amount and such Claimant has not filed a superseding Proof of Claim, in either case, such Claims shall be temporarily allowed in the amount of \$1.00 for voting purposes only, but not for purposes of allowance or distribution;
- c. If a Claim is partially liquidated and partially unliquidated, such Claim shall be allowed for voting purposes only in the liquidated amount;
- d. If a holder of a Claim in a Voting Class casts a Ballot with respect to a Claim that is the subject of an objection filed no later than thirty (30) days before the Confirmation Hearing, the Debtor requests, in accordance with Bankruptcy Rule 3018, that the party’s Ballot not be counted, unless the Court temporarily allows such Claim for purposes of voting to accept or reject the Plan, and that such creditor be required to file a motion for such relief (the “Rule 3018 Motion”) no later than **5:00 p.m. (Eastern Time) on March 17, 2025**, and that the Court schedule a hearing on such motion for a date on or prior to the Confirmation Hearing.

²³ 11 U.S.C. §§ 1126(c) and (d).

²⁴ Fed. R. Bankr. P. 3018(a).

Notwithstanding the foregoing, if the Debtor files an objection to a Claim and request that such Claim be allowed in a specific amount, such creditor's Ballot shall be counted in such specified amount;

- e. Holders of Proofs of Claim filed for \$0.00 are not entitled to vote;
- f. Notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased one or more duplicate Claims within the same Class shall be provided with only one Solicitation Materials and one Ballot for voting a single Claim in such Class, regardless of whether the Debtor has objected to such duplicate Claims;
- g. If a Claim is the subject of an amended Proof of Claim, the originally filed Proof of Claim shall be deemed superseded by the later filed amended Proof of Claim, regardless of whether or not the Debtor has objected to such Claim, and only the amended Proof of Claim shall be used for the purpose of determining voting eligibility in accordance with the provisions herein;
- h. For purposes of the numerosity requirement of section 1126(c), a Creditor with multiple Claims in a particular Class may vote each of its Claims against the Debtor in such Class, but must vote all of such Claims either to accept the Plan or all of such Claims to reject the Plan, and each such vote to accept or reject the Plan shall be counted separately;
- i. If a Claim has been disallowed by agreement of the applicable creditor or order of the Court at any time before the Voting Deadline, or if the Claim is on account of a contract or lease that has been assumed pursuant to section 365 of the Bankruptcy Code, such Claim shall also be disallowed or disregarded for voting purposes; and
- j. If a Claim has been estimated or otherwise allowed for voting purposes by order of the Court, such Claim shall be temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution.

41. Additionally, the Debtor proposes that the following voting procedures and standard assumptions be used in tabulating the Ballots (collectively, together with the Voting Procedures, the "Voting and Tabulation Procedures"):

- a. Except to the extent the Debtor otherwise determines, or as permitted by the Court, Ballots received after the Voting Deadline will not be accepted or counted by the Debtor in connection with the confirmation of the Plan;
- b. Claims shall not be split for purposes of voting; thus, each creditor must vote the full amount of its Claim(s) within each class to either accept or reject the Plan. If a creditor attempts to split such vote on their Ballot, such Ballot will not be counted for voting purposes;

- c. Any executed Ballot which does not indicate an acceptance or rejection shall not be counted;
- d. Any executed Ballot which indicates both an acceptance and rejection of the Plan shall not be counted;
- e. Votes cast pursuant to a Ballot that is not signed or does not contain an original signature or, in the case of Ballots which are electronically submitted using the Solicitation Agent's official on-line electronic ballot portal as set forth on the Ballots, an electronic signature, shall not be counted, unless the Court orders otherwise;
- f. Parties holding Claims in more than one Class under the Plan may receive more than one Ballot coded for each different Class;
- g. The method of delivery of Ballots to be sent to the Solicitation Agent is at the election and risk of each holder of a Claim, but, except as otherwise provided in the Disclosure Statement, such delivery will be deemed made only when the original, executed Ballot is actually received by the Solicitation Agent;
- h. Delivery of the original executed Ballot to the Solicitation Agent on or before the Voting Deadline is required. Delivery of a Ballot by facsimile, email or any other electronic means will not be accepted unless otherwise ordered by the Court; provided, however, that Ballots may be electronically submitted using the Solicitation Agent's official on-line electronic ballot portal at <https://veritaglobal.net/gritstone>;
- i. Ballots must be submitted in accordance with the Voting Procedures. No Ballot sent to the Debtor, or the Debtor's financial or legal advisors, shall be accepted or counted;
- j. If multiple Ballots are received from or on behalf of an individual holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last properly completed Ballot timely received will be deemed to reflect the voter's intent and to supersede and revoke any prior Ballot;
- k. If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or other person acting in a fiduciary or representative capacity, such person should indicate such capacity when signing and, if requested by the Debtor, must submit proper evidence, satisfactory to the Debtor, of such person's authority to so act in such capacity;
- l. The Debtor, subject to contrary order of the Court, may waive any defect in any Ballot at any time, either before or after the close of voting, and without notice. Except as otherwise provided herein, the Debtor may reject any defective Ballot as invalid and, therefore, not count it in connection with confirmation of the Plan;

- m. Unless otherwise ordered by the Court, all questions as to the validity, eligibility (including time of receipt) and revocation or withdrawal of Ballots shall be determined by the Debtor, which determination shall be final and binding;
- n. If a designation is requested under section 1126(e) of the Bankruptcy Code, any vote to accept or reject the Plan cast with respect to such Claim will not be counted for purposes of determining whether the Plan has been accepted or rejected, unless the Court orders otherwise;
- o. Any holder of a Claim who has delivered a valid Ballot voting on the Plan may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a);
- p. Unless waived or as otherwise ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured by the Voting Deadline, and unless otherwise ordered by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived. Ballots previously furnished (and as to which any irregularities have not been cured or waived by the Voting Deadline) will not be counted;
- q. Neither the Debtor, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to the delivery of Ballots, nor will any of them incur any liability for failure to provide such notification;
- r. No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots to accept the Plan;
- s. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan;
- t. The Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or an assertion or admission of the validity or allowability of a Claim for distribution or any other purposes; and
- u. Any executed Ballot which does not indicate an opt out of granting the Third Party Release shall be deemed to be consent to such Third Party Release, regardless of whether such Ballot is voted to accept or reject the plan, or contains no voting election.

42. If no Holder of a Claim eligible to vote in a particular Class timely votes to accept or reject the Plan, the Debtor may seek to have the Plan deemed accepted by the Holders of such Claims in such Class for purposes of section 1129(b) of the Bankruptcy Code.

I. Approval of Form of and Procedures for Tabulation of Release Opt out Election

43. The Non-Voting Class Notices shall set forth the Plan's release, indemnification and exculpation provisions, including the Third Party Release, and the alternative option for the Holder of any Claim or Interest in a Non-Voting Class to opt out of granting such Third Party Release. The Non-Voting Class Notices shall include an election form, with applicable instructions and procedures, to enable the recipient to opt out of the Third Party Release (the "Opt Out Election Form"). The Opt Out Election Form is based on the ballot form, but has been modified to indicate that it relates solely to the Third Party Release, and does not constitute a vote for or against the Plan as the recipient of the Opt Out Election Form is not entitled to vote on the Plan. The Debtor proposes that each Opt Out Election Form be distributed only to Holders of Claims and/or Interests in the applicable Non-Voting Classes.

44. The Opt Out Election Form shall include instructions for it to be returned to the Solicitation Agent on or before **5:00 p.m. (Eastern Time) on March 17, 2025**, and shall indicate that failure to return the completed Opt Out Election Form will be deemed a consent to the Third Party Release. The Solicitation Agent shall tabulate the results of the Opt Out Election Form and include such results in the Voting Tabulation Affidavit.

J. Establishment of Deadline and Procedures for Filing Objections to Confirmation of the Plan and Debtor's Confirmation Brief

45. Bankruptcy Rule 3020(b) provides that objections to the confirmation of a proposed chapter 11 plan must be filed with the bankruptcy court and served on the debtor, the trustee, any committee appointed under the Bankruptcy Code, and on any other entity designated by the bankruptcy court, within a time specified by the bankruptcy court. Bankruptcy Rules 2002(b) and 2002(d) require 28 days' notice of the Confirmation Hearing and the deadline to object to confirmation of the Plan. Accordingly, the Debtor requests that the Court set **5:00 p.m.**

(prevailing Eastern Time) on March 17, 2025 as the date by which any objection, comment, or response to confirmation of the Plan (including any supporting memoranda) (each a “Plan Objection”) must be filed with the Court and served on the Notice Parties (as identified below), together with proof of service (the “Plan Objection Deadline”).

46. The Debtor further proposes that any Plan Objection must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party, including the amount of the claim or number of shares of stock held; and (c) state with particularity the legal and factual basis and nature of any objection to the confirmation of the Plan. Any such Plan Objection must be filed with the Court and served so that it is received by the Notice Parties on or before the Plan Objection Deadline.

47. The Debtor requests that the Court establish **March 21, 2025**, or if the Confirmation Hearing is a date other than March 24, 2025, the date that is three (3) business days prior to the Confirmation Hearing, as the date by which the Debtor must file with the Court a brief supporting confirmation of the Plan (including any supporting legal memoranda) and replying to any timely-filed and served Plan Objections (the “Confirmation Brief”). The Debtor shall serve the Confirmation Brief on the applicable Notice Parties.

48. The Debtor submits that the foregoing procedures for providing notice of the Confirmation Hearing, the Plan Objection Deadline, and related matters fully comply with Bankruptcy Rules 2002 and 3017. Accordingly, the Debtor requests that the Court approve the proposed procedures as appropriate and in compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

K. Notice Parties

49. As used in this Motion, any notices or pleadings required to be filed with the Court and served on the Notice Parties must be served upon the following:

- a. Counsel for the Debtor, (i) Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801), Attn: James E. O'Neill (joneill@pszjlaw.com); and (ii) Pachulski Stang Ziehl & Jones LLP, One Sansome Street, Suite 3430, San Francisco, CA 94104, Attn: Debra I. Grassgreen (dgrassgreen@pszjlaw.com) and John W. Lucas (jlucas@pszjlaw.com);
- b. Office of the U.S. Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Timothy J. Fox, Jr., Esq. (timothy.fox@usdoj.gov);
- c. Counsel to the DIP Agent, (i) KTBS Law LLP, 1801 Century Park East, 26th Floor, Los Angeles, CA 90067, Attn: Thomas Patterson & Nir Maoz, Fax: 310-407-9090 and (ii) Young Conaway Stargatt & Taylor LLP, 1000 North King Street, Wilmington, DE 19801, Attn: Michael Nestor & Robert F. Poppiti, Jr.;
- d. Counsel to the Prepetition Agent, Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn: Stuart Komrower;
- e. Counsel to the Committee, (i) ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, New York, New York 10019, Attn: Andrew I. Silfen, Esq. (andrew.silfen@afslaw.com), Beth M. Brownstein, Esq. (beth.brownstein@afslaw.com), Patrick Feeney, Esq. (patrick.feeney@afslaw.com), Carolyn Indelicato, Esq. (carolyn.indelicato@afslaw.com); (ii) White & Case LLP, 1221 Avenue of the Americas, New York, NY 10020-1095, Attn: Gregory Pesce, (gregory.pesce@whitecase.com), Andrew O'Neill, (aoneill@whitecase.com), and John Ramirez, (john.ramirez@whitecase.com); and (iii) Potter Anderson & Corroon LLP, 1313 North Market Street, 6th Floor, Wilmington, DE 19801; Attn: Christopher M. Samis, (csamis@potteranderson.com), Katelin A. Morales, (kmorales@potteranderson.com), Sameen Rizvi (srizvi@potteranderson.com); and
- f. any party that requests service pursuant to Bankruptcy Rule 2002.

NOTICE

50. The Debtor will provide notice of this Motion to the Notice Parties.

NO PRIOR REQUEST

51. No prior request for the relief sought herein has been made by the Debtor to this Court or any other court.

CONCLUSION

WHEREFORE, the Debtor respectfully requests that the Court enter the Disclosure Statement Order, in substantially the form attached hereto: (i) approving the Disclosure Statement; (ii) scheduling the Confirmation Hearing; (iii) approving the form and manner of notice of the Confirmation Hearing to both Voting Classes and Non-Voting Classes; (iv) establishing procedures for solicitation and tabulation of votes to accept or reject the Plan, including (A) establishing a Record Date and approving procedures for distributing the Solicitation Materials; (B) approving the form and content of the Solicitation Materials, including the form of Ballots; (C) establishing a voting deadline for the receipt of Ballots; and (D) approving procedures for tabulating acceptances and rejections of the Plan; (v) approving the forms of notice of the releases, exculpation provisions and injunctions provided in the Plan and the opt out election, as applicable, for both Voting Classes and Non-Voting Classes; (vi) establishing the deadline and procedures for filing Plan Objections and the Confirmation Brief; and (vii) granting related relief.

Dated: January 16 , 2025

PACHULSKI STANG ZIEHL & JONES LLP

/s/ James E. O'Neill

Debra I. Grassgreen, (Pro Hac Vice)

John W. Lucas, (Pro Hac Vice)

Malhar S. Pagay, (Pro Hac Vice)

James E. O'Neill (DE Bar No. 4042)

919 North Market Street, 17th Floor

P.O. Box 8750

Wilmington, Delaware 19899-8705

Tel: 302-652-4100

Fax: 302-652-4400

Email: dgrassgreen@pszjlaw.com

jlucas@pszjlaw.com

mpagay@pszjlaw.com

joneill@pszjlaw.com

Counsel to the Debtor and Debtor in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

GRITSTONE BIO, INC.,¹

Debtor.

Chapter 11

Case No. 24-12305 (KBO)

Hearing Date: February 12, 2025 at 9:30 a.m. (ET)
Objection Deadline: February 6, 2025 at 5:00 p.m. (ET)

NOTICE OF HEARING ON DEBTOR'S MOTION FOR AN ORDER (I) APPROVING THE DISCLOSURE STATEMENT; (II) SCHEDULING CONFIRMATION HEARING; (III) APPROVING FORM AND MANNER OF NOTICE OF CONFIRMATION HEARING; (IV) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT PLAN, INCLUDING (A) APPROVING FORM AND CONTENT OF SOLICITATION MATERIALS; (B) ESTABLISHING RECORD DATE AND APPROVING PROCEDURES FOR DISTRIBUTION OF SOLICITATION MATERIALS; (C) APPROVING FORMS OF BALLOTS; (D) ESTABLISHING VOTING DEADLINE FOR RECEIPT OF BALLOTS AND (E) APPROVING PROCEDURES FOR VOTE TABULATIONS; (V) APPROVING FORM AND MANNER OF NOTICE OF PLAN RELEASES; (VI) ESTABLISHING DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN; AND (VII) GRANTING RELATED RELIEF

PLEASE TAKE NOTICE that on January 16, 2025, the debtor and debtor in possession Gritstone bio, Inc. (the "Debtor") in the above-captioned Chapter 11 Case filed the *Debtor's Motion for an Order (I) Approving the Disclosure Statement; (II) Scheduling Confirmation Hearing; (III) Approving Form and Manner of Notice of Confirmation Hearing; (IV) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan, Including (A) Approving Form and Content of Solicitation Materials; (B) Establishing Record Date and Approving Procedures for Distribution of Solicitation Materials; (C) Approving Forms of Ballots; (D) Establishing Voting Deadline for Receipt of Ballots and (E) Approving Procedures for Vote Tabulations; (V) Approving Form and Manner of Notice of Plan Releases; (VI) Establishing*

¹ The Debtor's mailing address is 4698 Willow Road, Pleasanton, CA 94588, and the last four digits of the Debtor's federal tax identification number is 9534.

Deadline and Procedures for Filing Objections to Confirmation of Plan; and (VII) Granting Related Relief (the “Motion”).

PLEASE TAKE FURTHER NOTICE that any objections to entry of the relief requested in the Motion are due on or before **February 6, 2025 at 5:00 p.m. (prevailing Eastern Time)** and must be filed with the Court and served on the below counsel for the Debtor.

PLEASE TAKE FURTHER NOTICE that a hearing to consider the relief requested in the Motion will be held before the Honorable Karen B. Owens at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 3, Wilmington, Delaware 19801, on **February 12, 2025 at 9:30 a.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE FINAL RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: January 16, 2025

PACHULSKI STANG ZIEHL & JONES LLP

/s/ James E. O'Neill

Debra I. Grassgreen, (admitted *pro hac vice*)

John W. Lucas, (admitted *pro hac vice*)

Malhar S. Pagay, (admitted *pro hac vice*)

James E. O'Neill (DE Bar No. 4042)

919 North Market Street, 17th Floor

P.O. Box 8750

Wilmington, Delaware 19899-8705

Tel: 302-652-4100

Fax: 302-652-4400

Email: dgrassgreen@pszjlaw.com

jlucas@pszjlaw.com

mpagay@pszjlaw.com

joneill@pszjlaw.com

Counsel to the Debtor and Debtor in Possession

EXHIBIT A

Disclosure Statement Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

GRITSTONE BIO, INC.,¹

Debtor.

Chapter 11

Case No. 24-12305 (KBO)

ORDER (I) APPROVING THE DISCLOSURE STATEMENT; (II) SCHEDULING CONFIRMATION HEARING; (III) APPROVING FORM AND MANNER OF NOTICE OF CONFIRMATION HEARING; (IV) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT PLAN, INCLUDING (A) APPROVING FORM AND CONTENT OF SOLICITATION MATERIALS; (B) ESTABLISHING RECORD DATE AND APPROVING PROCEDURES FOR DISTRIBUTION OF SOLICITATION MATERIALS; (C) APPROVING FORMS OF BALLOTS; (D) ESTABLISHING VOTING DEADLINE FOR RECEIPT OF BALLOTS AND (E) APPROVING PROCEDURES FOR VOTE TABULATIONS; (V) APPROVING FORM AND MANNER OF NOTICE OF PLAN RELEASES; (VI) ESTABLISHING DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN; AND (VII) GRANTING RELATED RELIEF

Before the Court is the above-captioned debtor and debtor in possession (the “Debtor”) *Motion for an Order (I) Approving the Disclosure Statement; (II) Scheduling Confirmation Hearing; (III) Approving Form and Manner of Notice of Confirmation Hearing; (IV) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan, Including (A) Approving Form and Content of Solicitation Materials; (B) Establishing Record Date and Approving Procedures for Distribution of Solicitation Materials; (C) Approving Forms of Ballots; (D) Establishing Voting Deadline for Receipt of Ballots and (E) Approving Procedures for Vote Tabulations; (V) Approving Form and Manner of Notice of Plan Releases; (VI) Establishing Deadline and Procedures for Filing Objections to Confirmation of Plan; and (VII)*

¹ The Debtor’s mailing address is 4698 Willow Road, Pleasanton, CA 94588, and the last four digits of the Debtor’s federal tax identification number are 9534.

Granting Related Relief (the “Motion”)²; and the Court, after considering any objections to the Motion; and upon review of the record and after due deliberation thereon; and the Court finding that proper and adequate notice of the hearing on the Motion and the Disclosure Statement filed by the Debtor on January 16, 2025 [Docket No. 355] has been given to all parties in interest, and no other or further notice or hearing being necessary; and after due deliberation and sufficient cause appearing therefor; **IT IS HEREBY FOUND, ORDERED, AND ADJUDGED** as follows:

1. The Motion is GRANTED as provided herein.

Approval of Disclosure Statement

2. The Disclosure Statement contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code regarding the *Gritstone Bio, Inc.’s Chapter 11 Plan of Reorganization* [Docket No. ____] (including all exhibits thereto and as amended, modified or supplemented, the “Plan”). Therefore, the Disclosure Statement is approved pursuant to 11 U.S.C. § 1125(b) and Fed. R. Bankr. P. 3017(b).

3. All objections to the adequacy of the Disclosure Statement, if any, are, to the extent not consensually resolved as set forth herein, overruled in their entirety.

Setting of Confirmation Hearing

4. The hearing to consider confirmation of the Plan shall commence on **March 24, 2025, at __:00 a.m. (Eastern Time)** (the “Confirmation Hearing”). The Confirmation Hearing may be continued from time to time by announcing such continuance in open court or otherwise, all without further notice to parties in interest, and the Plan may be modified, if necessary, pursuant

² Terms not otherwise defined herein shall have the meaning ascribed to such terms in the Motion.

to section 1127 of the Bankruptcy Code, prior to, during, or as a result of, the Confirmation Hearing, without further notice to interested parties.

Approval of Solicitation Materials and Non-Voting Class Notices

5. The Solicitation Materials as set forth in the Motion are approved. The Debtor shall transmit, or cause to be transmitted, the Solicitation Materials no later than **February 15, 2025** (the “Solicitation Mailing Deadline”) by first class, United States mail (or by international courier if the addresses are not located in the United States), to (a) Holders of Claims in Classes 1, 3, 4, 5 and 6, the only impaired classes entitled to vote on the Plan (collectively, the “Voting Classes”) and (b) the Notice Parties (as defined below).

6. To avoid duplication and reduce expenses, the Debtor shall serve only one set of Solicitation Materials on each creditor who has more than one Claim, but shall include the appropriate Ballots for each Class of Claims.

7. Pursuant to Bankruptcy Rule 3017(d), the Debtor is not required to transmit the Solicitation Materials to the Non-Voting Classes. On or before **February 15, 2025**, the Debtor, through the Solicitation Agent (as defined below), will mail the following: (i) to each Holder of Claims in the Non-Voting Classes, a notice substantially in the form attached hereto as **Exhibit C1** (the “Non-Voting Class Notice (Holders of Claims)”) and (ii) to each Interest Holder in the Non-Voting Classes, a notice substantially in the form attached hereto as **Exhibit C2** (the “Non-Voting Class Notice (Interest Holders)”), and with the Non-Voting Class Notice (Holders of Claims), the “Non-Voting Class Notices”), which set forth: (a) the recipients status as a member of a Non-Voting Class; (b) a summary of the Plan; (c) the date and time of the Confirmation Hearing; and (d) the deadline and procedures for filing objections to the Plan. The Non-Voting Class Notices will also include a description of the Plan’s release, indemnification and exculpation

provisions, including the Third Party Release, and the Opt Out Election Form which will set forth the applicable deadline, instructions and procedures for each Holder of a Claim or Interest in a Non-Voting Class to make such opt out election. The Non-Voting Class Notices will indicate that a holder of a Claim and/or Interest in a Non-Voting Class is entitled, upon written request to counsel to the Debtor, to receive a copy of the Plan and Disclosure Statement, in electronic format (or such other format as specifically requested by such Claimant or Interest Holder) at the expense of the Debtor. The Non-Voting Class Notices will also contain the link to the Solicitation Agent's website where any party in interest can access copies of the Solicitation Materials, including the Plan and Disclosure Statement, at no cost.

Approval of Form and Manner of Notice of the Confirmation Hearing

8. The Confirmation Hearing Notice and the Non-Voting Class Notices, in substantially the form attached to the Motion as **Exhibits B, C1, and C2**, as modified consistent with any revisions to the Plan, are approved. As set forth above, the Confirmation Hearing Notice shall be included as part of the Solicitation Materials and sent via regular mail to all creditors entitled to vote on the Plan. In addition, the Debtor shall serve the Confirmation Hearing Notice and Solicitation Materials on the Notice Parties.

9. Additionally, the Confirmation Hearing Notice shall be posted electronically on the website maintained for the Debtor by the Voting Agent, at <https://veritaglobal.net/gritstone>.

Record Date and Approval of Procedures for Distribution of Solicitation Materials and Non-Voting Class Notices

10. The record date shall be February 12, 2025 (the "Record Date") for purposes of determining which parties are entitled to receive the Solicitation Materials or the Non-Voting Class Notices and, where applicable, vote on the Plan.

11. Kurtzman Carson Consultants, LLC, dba Verita Global (the “Solicitation Agent”), shall serve the Solicitation Materials or, as applicable, the Non-Voting Class Notices, inspect, monitor, and supervise the solicitation process, serve as the tabulator of the Ballots, tabulator of the parties who have opted out of granting the Third Party Releases, and certify to the Court the results of the balloting in the Voting Tabulation Affidavit. The Voting Tabulation Affidavit shall identify any parties which elected to opt out of granting the Third Party Release as to both Voting and Non-Voting Classes.

12. The Solicitation Agent will transmit the Solicitation Materials to the known Holders of Claims in the Voting Classes based upon the names and addresses in the proofs of claim filed by the claimants, or the Debtor’s schedules if no proof of claim was filed by the Record Date. Each Holder of an Allowed Claim in the Voting Classes will be required to return a properly executed Ballot so that it is received by the Solicitation Agent on or before the Voting Deadline (as defined below) in order for that Holder’s Ballot to be counted.

13. The Solicitation Agent will transmit the Non-Voting Class Notice (Holders of Claims) to the known Holders of Claims in Classes 2 and 7 based upon the names and addresses in the proofs of claim filed by the claimants, or the Debtor’s schedules if no proof of claim was filed by the Record Date. Subject to the procedures set forth below regarding Holders of Class 8 Interests, the Solicitation Agent will transmit the Non-Voting Class Notice (Interest Holders) to the known Holders of Interests in Class 8 as of the Record Date. The Non-Voting Class Notices and attached Opt Out Election Form provide sufficient notice of, and an opportunity for Holders of Claims and/or Interests in Non-Voting Classes to opt out of granting the Third Party Release contained in the Plan.

14. Procedures for Notice and Distribution of Non-Voting Class Notice (Interest Holders) to Holders of Class 8 Interests. In additional to the procedures set forth above, the Court approves the following procedures to facilitate appropriate notice being given to Holders of Interests in Class 8: Within three (3) Business Days of the entry of the Disclosure Statement Order, each of the agents under the applicable documents governing the Class 8 Interests shall provide the Solicitation Agent with (a) a copy of the list of the names, addresses and holdings of any directly registered Holders of Class 8 Interests as of the Record Date in an electronic file, (b) the name and address of each Nominee identified as a Holder of record through which one or more beneficial holders (the “Beneficial Interest Holders”) hold an Interest in the Parent in “street name” as of the Record Date in an electronic file, and (c) such other information the Solicitation Agent deems reasonable and necessary to perform its duties pursuant to the Disclosure Statement Order. The Solicitation Agent shall use such information only for purposes consistent with these Solicitation Procedures and any order of the Court. The Solicitation Agent will transmit the Non-Voting Class Notice (Interest Holders) to such identified Holders of Class 8 Interests as provided herein.

15. The Debtor and/or the Solicitation Agent, as applicable, are permitted to dispense with the mailing of Solicitation Materials or applicable Non-Voting Class Notices to addresses and entities to which the notice of the Disclosure Statement Hearing was returned by the United States Postal Service or courier. The Debtor and/or the Solicitation Agent are further relieved of any obligation to attempt to locate the correct address and resend prior to the Voting Deadline the Solicitation Materials or the Non-Voting Class Notices that are returned as undeliverable. To the extent any Solicitation Materials or Non-Voting Class Notices are returned

as undeliverable and are re-sent, the initial mailing date shall be the date of service for the purpose of calculating notice.

16. In cases where a party has executed a Ballot in accordance with the terms of this Order, and has indicated corrections or updates to the mailing address used in the service of the Solicitation Materials, either physically on the face of the Ballot or otherwise separately enclosed with the Ballot, the corrected or updated mailing address shall be used to reflect the mailing address of the creditor on the official register of Claims against or Equity Interests in the Debtor.

Approval of Form of Ballots and Opt Out Election Form

17. The Ballots, substantially in the form attached to the Motion as **Exhibits D1, D2, D3, D4 and D5**, as modified consistent with revisions to the Plan, are approved. The Voting Class Notice of Confirmation Hearing and the Ballots provide sufficient notice of, and an opportunity for Holders of Claims in Voting Classes to opt out of granting the Third Party Release contained in the Plan.

18. The Opt Out Election Form, attached to the Non-Voting Class Notices substantially in the form attached to the Motion as **Exhibits C1 and 2**, is approved. The Non-Voting Class Notices and the Opt Out Election Form provide sufficient notice of, and an opportunity for Holders of Claims or Interests in the Non-Voting Classes to opt out of granting the Third Party Release contained in the Plan.

Deadline for Receipt of Ballots and Opt Out Election Forms

19. Unless extended by the Debtor or their counsel in writing, on or before **March 17, 2025, at 5:00 p.m. (prevailing Eastern Time)** (the “**Voting Deadline**”) (i) Ballots

accepting or rejecting the Plan must be received by the Solicitation Agent at the address below and
(ii) Opt Out Election Forms must be received by the Solicitation Agent at the address below.

**Gritstone Ballot Processing Center
c/o KCC dba Verita
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245**

20. Ballots or Opt Out Election Forms received via facsimile, electronic mail or other electronic transmission will not be counted unless approved by the Debtor, *provided, however*, that Ballots may be electronically submitted using the Solicitation Agent's on-line electronic ballot portal at <https://veritaglobal.net/gritstone>.

Procedures for Vote Tabulation

21. Votes may not be changed after the Voting Deadline unless the Court, for cause, permits such change after notice and hearing pursuant to Bankruptcy Rule 3018(a).

22. Ballots must be properly executed by the holder of a Claim in a Voting Class and timely received by the Solicitation Agent to be counted. Any Ballot that is illegible or contains insufficient information to permit the identification of the holder of a Claim in a Voting Class will not be counted.

23. The following tabulation procedures are approved solely for purposes of voting on the Plan (collectively, the "Voting Procedures"):

- a. If an objection has not been filed to a Claim, the amount of such Claim for voting purposes shall be the non-contingent, liquidated and undisputed Claim amount contained on a timely filed Proof of Claim or, if no timely filed Proof of Claim has been filed by the Voting Deadline, the amount of such Claim for voting purposes shall be the non-contingent, liquidated and undisputed amount of such Claim listed in the Debtor's Schedules of Assets and Liabilities;
- b. If a Claim (i) for which a Proof of Claim has been timely filed as wholly contingent, unliquidated or disputed, undetermined, or unknown in amount, or (ii) is Scheduled as wholly contingent, unliquidated or disputed, undetermined, or unknown in amount and such Claimant has not filed a superseding Proof of Claim, in either

case, such Claims shall be temporarily allowed in the amount of \$1.00 for voting purposes only, but not for purposes of allowance or distribution;

- c. If a Claim is partially liquidated and partially unliquidated, such Claim shall be allowed for voting purposes only in the liquidated amount;
- d. If a holder of a Claim in a Voting Class casts a Ballot with respect to a Claim that is the subject of an objection filed no later than thirty (30) days before the Confirmation Hearing, the Debtor requests, in accordance with Bankruptcy Rule 3018, that the party's Ballot not be counted, unless the Court temporarily allows such Claim for purposes of voting to accept or reject the Plan, and that such creditor be required to file a motion for such relief (the "Rule 3018 Motion") no later than **March 17, 2025, at 5:00 p.m. (prevailing Eastern Time)**, and that the Court schedule a hearing on such motion for a date on or prior to the Confirmation Hearing. Notwithstanding the foregoing, if the Debtor files an objection to a Claim and request that such Claim be allowed in a specific amount, such creditor's Ballot shall be counted in such specified amount, unless otherwise ordered by the Court;
- e. Holders of Proofs of Claim filed for \$0.00 are not entitled to vote notwithstanding that the Holder of such Claim may be in a Voting Class;
- f. Notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased one or more duplicate Claims within the same Voting Class shall be provided with only one Solicitation Materials and one Ballot for voting a single Claim in such Voting Class, regardless of whether the Debtor has objected to such duplicate Claims;
- g. If a Claim is the subject of an amended Proof of Claim, the originally filed Proof of Claim shall be deemed superseded by the later filed amended Proof of Claim, regardless of whether or not the Debtor has objected to such Claim, and only the amended Proof of Claim shall be used for the purpose of determining voting eligibility in accordance with the provisions herein;
- h. For purposes of the numerosity requirement of § 1126(c), a Creditor with multiple Claims in a particular Voting Class may vote each of its Claims against the Debtor in such Voting Class, but must vote all of such Claims either to accept the Plan or all of such Claims to reject the Plan, and each such vote to accept or reject the Plan shall be counted separately;
- i. If a Claim has been disallowed by agreement of the applicable creditor or order of the Court at any time before the Voting Deadline, or if the Claim is on account of a contract or lease that has been assumed pursuant to section 365 of the Bankruptcy Code, such Claim shall also be disallowed or disregarded for voting purposes; and
- j. If a Claim has been estimated or otherwise allowed for voting purposes by order of the Court, such Claim shall be temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution.

24. The following voting procedures and standard assumptions will be used in tabulating the Ballots (collectively, together with the Voting Procedures, the “Voting and Tabulation Procedures”):

- a. Except to the extent the Debtor otherwise agrees, or as permitted by the Court, Ballots received after the Voting Deadline will not be accepted or counted by the Debtor in connection with the confirmation of the Plan;
- b. Claims shall not be split for purposes of voting; thus, each creditor must vote the full amount of its Claim(s) within each Voting Class to either accept or reject the Plan. If a creditor attempts to split such vote on their Ballot, such Ballot will not be counted for voting purposes;
- c. Any executed Ballot which does not indicate an acceptance or rejection will not be counted;
- d. Any executed Ballot which indicates both an acceptance and rejection of the Plan will not be counted;
- e. Votes cast pursuant to a Ballot that is not signed or does not contain an original signature or, in the case of Ballots which are electronically submitted using the Solicitation Agent’s official on-line electronic, an electronic signature, shall not be counted, unless the Court orders otherwise;
- f. Parties holding Claims in more than one Voting Class under the Plan may receive more than one Ballot coded for each applicable Voting Class;
- g. The method of delivery of Ballots to be sent to the Solicitation Agent is at the election and risk of each holder of a Claim, but, except as otherwise provided in the Disclosure Statement, such delivery will be deemed made only when the original, executed Ballot is actually received by the Solicitation Agent;
- h. Delivery to and receipt by the Solicitation Agent of the original executed Ballot on or before the Voting Deadline is required in order for a vote to be counted. Delivery of a Ballot by facsimile, email or any other electronic means will not be accepted unless otherwise ordered by the Court; *provided, however*, that Ballots may be electronically submitted using the Solicitation Agent’s official on-line electronic ballot portal at <https://veritaglobal.net/gritstone>;
- i. Ballots must be submitted in accordance with the Voting Procedures. No Ballot sent to the Debtor, or to the Debtor’s financial or legal advisors, will be accepted or counted in connection with confirmation of the Plan;
- j. If multiple Ballots are received from or on behalf of an individual holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last properly

completed Ballot timely received will be deemed to reflect the voter's intent and to supersede and revoke any prior Ballot;

- k. If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or other person acting in a fiduciary or representative capacity, such person should indicate such capacity when signing and, if requested by the Debtor, must submit proper evidence, satisfactory to the Debtor, of such person's authority to so act in such capacity;
- l. The Debtor, subject to contrary order of the Court, may waive any defect in any Ballot at any time, either before or after the close of voting, and without notice. Except as otherwise provided herein, the Debtor may reject such defective Ballot as invalid and, therefore, not count it in connection with confirmation of the Plan;
- m. Unless otherwise ordered by the Court, all questions as to the validity, eligibility (including time of receipt) and revocation or withdrawal of Ballots shall be determined by the Debtor, which determination shall be final and binding;
- n. If a designation is requested under section 1126(e) of the Bankruptcy Code, any vote to accept or reject the Plan cast with respect to such Claim will not be counted for purposes of determining whether the Plan has been accepted or rejected, unless otherwise ordered by the Court;
- o. Any holder of a Claim who has timely delivered a valid Ballot voting on the Plan may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a);
- p. Unless waived or as otherwise ordered by the Court, any defects or irregularities in connection with delivery of Ballots must be cured by the Voting Deadline, and unless otherwise ordered by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived. Ballots previously furnished (and as to which any irregularities have not been cured or waived by the Voting Deadline) will not be counted in connection with confirmation of the Plan;
- q. Neither the Debtor, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to the delivery of Ballots, nor will any of them incur any liability for failure to provide such notification;
- r. No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots to accept the Plan;
- s. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan; and
- t. The Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or an assertion or admission of the validity or allowability of a Claim for distribution or any other purposes.

- u. Any executed Ballot which does not indicate an opt out of granting the Third Party Release shall be deemed to be consent to such Third Party Release, regardless of whether such Ballot is voted to accept or reject the plan, or contains no voting election.

25. If no Holder of a Claim eligible to vote in a particular Voting Class timely votes to accept or reject the Plan, the Debtor may seek to have the Plan deemed accepted by the Holders of such Claims in such Voting Class for purposes of section 1129(b) of the Bankruptcy Code.

26. The Solicitation Agent shall file the Voting Tabulation Affidavit with the Bankruptcy Court, on or before March 21, 2025, or such other date that is no later than three (3) business days prior to the Confirmation Hearing.

Deadline and Procedures for Filing Plan Supplement, Objections to Confirmation of the Plan and the Debtor's Confirmation Brief

27. To the extent necessary and appropriate, the Debtor's shall file any Plan Supplement on or before March 5, 2025.

28. All objections to confirmation of the Plan, including any supporting memoranda, (each a "Plan Objection") must be (a) in writing; (b) filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, Third Floor, 824 Market Street, Wilmington, Delaware 19801 together with proof of service; (c) (i) state the name and address of the objecting party and the amount of its Claim or the nature of its interest in the Debtor's chapter 11 case, (ii) state with particularity the provision or provisions of the Plan objected to, and, (iii) for any objection asserted, the legal and factual basis for such objection, and (d) be served upon the Notice Parties (as defined below) so as to be received on or before **March 17, 2025 at 5:00 p.m. (Eastern Time)** (the "Plan Objection Deadline").

29. As used herein, the Notice Parties are:

- a. Counsel for the Debtor, (i) Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801), Attn: James E. O'Neill (joneill@pszjlaw.com); and (ii) Pachulski Stang Ziehl & Jones LLP, One Sansome Street, Suite 3430, San Francisco, CA 94104, Attn: Debra I. Grassgreen (dgrassgreen@pszjlaw.com) and John W. Lucas (jlucas@pszjlaw.com);
- b. Office of the U.S. Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Timothy J. Fox, Jr., Esq. (timothy.fox@usdoj.gov);
- c. Counsel to the DIP Agent, (i) KTBS Law LLP, 1801 Century Park East, 26th Floor, Los Angeles, CA 90067, Attn: Thomas Patterson & Nir Maoz, Fax: 310-407-9090 and (ii) Young Conaway Stargatt & Taylor LLP, 1000 North King Street, Wilmington, DE 19801, Attn: Michael Nestor & Robert F. Poppiti, Jr.;
- d. Counsel to the Prepetition Agent, Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn: Stuart Komrower;
- e. Counsel to the Committee, (i) ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, New York, New York 10019, Attn: Andrew I. Silfen, Esq. (andrew.silfen@afslaw.com), Beth M. Brownstein, Esq. (beth.brownstein@afslaw.com), Patrick Feeney, Esq. (patrick.feeney@afslaw.com), Carolyn Indelicato, Esq. (carolyn.indelicato@afslaw.com); (ii) White & Case LLP, 1221 Avenue of the Americas, New York, NY 10020-1095, Attn: Gregory Pesce, (gregory.pesce@whitecase.com), Andrew O'Neill, (aoneill@whitecase.com), and John Ramirez, (john.ramirez@whitecase.com); and (iii) Potter Anderson & Corroon LLP, 1313 North Market Street, 6th Floor, Wilmington, DE 19801; Attn: Christopher M. Samis, (csamis@potteranderson.com), Katelin A. Morales, (kmorales@potteranderson.com), Sameen Rizvi (srizvi@potteranderson.com); and
- f. any party that requests service pursuant to Bankruptcy Rule 2002.

30. Any Plan Objections not timely filed and served in accordance with the provisions of this Order are hereby deemed waived and will not be considered by this Court. The Debtor may, in its sole discretion, extend the Plan Objection Deadline for any party in interest.

31. On or before March 21, 2025, or such other date that is no later than three (3) business days prior to the Confirmation Hearing, the Debtor shall file a brief supporting confirmation of the Plan (including any supporting legal memoranda) and replying to any Plan

Objections (the “Confirmation Brief”). The Debtor shall serve the Confirmation Brief on the Notice Parties, as set forth above.

32. Prior to mailing the Disclosure Statement, Solicitation Materials, or the Non-Voting Class Notices, the Debtor may fill in any missing dates and other information, correct any typographical errors, and make such other non-material, non-substantive changes as they deem necessary.

33. In the event of an inconsistency between the Plan, on the one hand, and the Disclosure Statement (or any Solicitation Materials or procedures approved by this Order), on the other hand, the Plan shall control.

34. The Debtor and the Solicitation Agent are authorized and empowered to take such steps, expend such monies, and perform such acts as may be necessary to implement and effectuate the terms of this Order.

35. This Court retains jurisdiction over any and all matters arising out of or related to the interpretation or implementation of this Order.

EXHIBIT B

Notice of Confirmation Hearing and Related Matters (Voting Classes)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

GRITSTONE BIO, INC.,¹

Debtor.

Chapter 11

Case No. 24-12305 (KBO)

**NOTICE TO VOTING CLASSES OF (A) HEARING TO CONSIDER CONFIRMATION OF
DEBTOR'S CHAPTER 11 PLAN; (B) DEADLINE FOR VOTING TO
ACCEPT OR REJECT PLAN; (C) DEBTOR'S RELEASES AND THIRD PARTY RELEASE; (D)
DEADLINES REGARDING THIRD PARTY RELEASE OPT OUT ELECTION; AND (E)
RELATED MATTERS**

TO: HOLDERS OF CLAIMS IN VOTING CLASSES:

Class 1 – Prepetition Secured Claims

Class 3 – Secured Tax Claims

Class 4 – Priority Non-Tax Claims

Class 5 – General Unsecured Claims

Class 6 – Convenience Claims

PLEASE TAKE NOTICE: On January 16, 2025, debtor and debtor in possession Gritstone bio, Inc. (the “Debtor”) filed *Gritstone Bio, Inc.’s Chapter 11 Plan of Reorganization* [Docket No. ____] (including all exhibits thereto and as amended, modified or supplemented from time to time, the “Plan”).

Concurrently with the filing of the Plan, the Debtor filed the related Disclosure Statement in support of the Plan [Docket No. ____] (including all exhibits thereto and as may be amended, modified or supplemented from time to time, collectively, the “Disclosure Statement”). On [_____, 2025], this Court entered an order approving the Disclosure Statement [Docket No. ____] (the “Disclosure Statement Order”) and certain related materials (i) establishing notice, voting and objection procedures for Voting Classes (the “Solicitation Materials”) and (ii) establishing notice and objection procedures for Non-Voting Classes (the “Non-Voting Class Notices”).

A hearing to consider confirmation of the Plan (the “Confirmation Hearing”) will be held on March 24, 2025, commencing at __:00 .m. (prevailing Eastern Time), before the Honorable Karen B. Owens, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Wilmington, Delaware 19801. It may be possible to attend the Confirmation Hearing remotely. Any party who wishes to attend via video conference is required to register with the Court at the following link: <https://> . The Confirmation Hearing may be continued from time to time without further notice except for (i) an announcement made at the Confirmation Hearing or any adjourned confirmation hearing or (ii) a written notice filed with the Bankruptcy Court and served on

¹ The Debtor’s mailing address is 4698 Willow Road, Pleasanton, CA 94588, and the last four digits of the Debtor’s federal tax identification number are 9534.

all parties who have filed Plan Objections, the United States Trustee, and all parties who have requested notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002.

The record date for determining which Holders of Claims against the Debtor may vote on the Plan is February 12, 2025 (the "Record Date").

If you have received this Notice and the enclosed Solicitation Materials, including a ballot form (a "Ballot"), you are in a Voting Class and eligible to vote to accept or reject the Plan.

The Solicitation Materials includes the following documents: (a) the order approving the Disclosure Statement setting forth (i) the commencement date of the Confirmation Hearing, (ii) the deadline and procedures for filing Plan Objections, and (iii) the deadline for receipt of Ballots to accept or reject the Plan; (b) a printed copy of the Ballots (as each may be applicable to your Claim(s)) and a Ballot return envelope; (c) a flash drive or printed book containing the Disclosure Statement (together with the exhibits thereto, including the Plan); and (d) a cover letter from the Debtor explaining the enclosure and requesting that creditors vote in favor of the Plan.

YOU SHOULD READ THE DOCUMENTS CONTAINED IN THE SOLICITATION MATERIALS, WHICH IMPACT YOUR RIGHTS AND CLAIMS AGAINST THE DEBTOR, CAREFULLY, AND CONSULT WITH YOUR OWN COUNSEL, ACCOUNTANT OR FINANCIAL ADVISOR AT YOUR OWN DISCRETION.

For your Ballot to be counted, you must complete all required information on the Ballot, execute the Ballot, and **return the completed Ballot to the address indicated on the Ballot so that it is received by 5:00 p.m. (Eastern Time) on March 17, 2025** (the "Voting Deadline"). Any failure to follow the voting instructions included with the Ballot or to return a properly completed Ballot so that it is received by the Solicitation Agent on or before the Voting Deadline may disqualify your Ballot and your vote.

If an objection is pending with respect to your Claim as of the date you receive this Notice, your vote will not be counted unless the Court temporarily allows your claim for purposes of voting to accept or reject the Plan, and you are required to file a motion for such relief (a "Rule 3018 Motion") **no later than 5:00 p.m. (Eastern time) on March 17, 2025**, which may be heard on or prior to the Confirmation Hearing. Notwithstanding the foregoing, if the Debtor files an objection to a claim and request that such claim be allowed in a specific amount, your Ballot shall be counted in such specified amount, unless otherwise ordered by the Court.

The Bankruptcy Court has established March 17, 2025 at 5:00 p.m. (Eastern Time), as the last date and time for filing and serving objections to the confirmation of the Plan (the "Plan Objection Deadline"). All Plan Objections must state with particularity the legal and factual grounds for such objection; (i) be in writing; (ii) state the name and address of the objecting party and the nature of the claim or interest of such party; (iii) state with particularity the basis and nature of any objection; (iv) be filed with the Court and served so as to be received by the Plan Objection Deadline; and (v) served on the following parties: (a) counsel for the Debtor, (x) Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801), Attn: James E. O'Neill (joneill@pszjlaw.com); and (y) Pachulski Stang Ziehl & Jones LLP, One Sansome Street, Suite 3430, San Francisco, CA 94104, Attn: Debra I. Grassgreen (dgrassgreen@pszjlaw.com) and John W. Lucas (jlucas@pszjlaw.com); (b) counsel to the Prepetition Agent, (x) Cole Schotz P.C., Court Plaza North, P.O. Box 800, Hackensack, NJ 07602-0800, Attn: Stuart Komrower, Esq. (skomrower@coleschotz.com) and Felice R. Yudkin, Esq. (fyudkin@coleschotz.com); and (y) Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, DE 19801, Attn: Stacy L. Newman, Esq. (snewman@coleschotz.com); (c) counsel to

the DIP Agent, (x) KTBS Law LLP, 1801 Century Park East, 26th Floor, Los Angeles, CA 90067, Attn: Thomas Patterson (tpatterson@ktbslaw.com) & Nir Maoz (nmaoz@ktbslaw.com) and (y) Young Conaway Stargatt & Taylor LLP 1000 North King Street, Wilmington, DE 19801, Attn: Michael Nestor (mnestor@ycst.com) & Robert F. Poppiti, Jr. (rpoppiti@ycst.com), (d) counsel to the Committee, ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, New York, NY 10019, Attn: Beth M. Brownstein (beth.brownstein@asflaw.com); and (e) the Office of The United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Timothy J. Fox, Jr., Esq. (timothy.fox@usdoj.gov).

Any Plan Objection not timely filed and served by the Plan Objection Deadline in accordance with the provisions of this Notice will not be heard and will be overruled.

PLEASE TAKE NOTICE: ARTICLE X OF THE PLAN CONTAIN CERTAIN RELEASES, EXCULPATION PROVISIONS AND INJUNCTIONS, INCLUDING THIRD PARTY RELEASES

THESE PROVISIONS ARE SET FORTH IN THE ATTACHED ANNEX A

All Holders of Claims or Interests in Voting and Non-Voting Classes will be deemed to have consented to the Third Party Release set forth in Article X.C of the Plan (as set forth in full in the attached Annex A).

You are a Holder of a Claim in a Voting Class. If you vote to accept the Plan, you will be deemed to have consented to the Third Party Release set forth in Article X.C of the Plan.

Dated: [●]

PACHULSKI STANG ZIEHL & JONES LLP

/s/ DRAFT

Debra I. Grassgreen, (Pro Hac Vice)
John W. Lucas, (Pro Hac Vice)
Malhar S. Pagay, (Pro Hac Vice)
James E. O'Neill (DE Bar No. 4042)
919 North Market Street, 17th Floor
P.O. Box 8750
Wilmington, Delaware 19899-8705
Tel: 302-652-4100
Fax: 302-652-4400
Email: dgrassgreen@pszjlaw.com
jlucas@pszjlaw.com
mpagay@pszjlaw.com
joneill@pszjlaw.com

Counsel to the Debtor and Debtor in Possession

Annex A

ARTICLE X.

SETTLEMENT, DISCHARGE, RELEASE, EXCULPATION, INJUNCTIVE AND RELATED
PROVISIONS

C. Releases by Holders of Claims

As of the Effective Date, for good and valuable consideration, unless such Holder elects on its ballot to opt out of the release provided herein, each Holder of a Claim that is eligible to vote to accept or reject the Plan that has affirmatively voted to accept the Plan, shall be deemed to have unconditionally released and discharged the Released Parties from any and all claims, obligations, rights, suits, damages, causes of action, remedies and liabilities whatsoever, including any claims or causes of action that have been or could be asserted by or on behalf of the Debtor or the Estate or that are derivative or duplicative of any such claims or causes of action, whether known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, that such Holder of a Claim could have been legally entitled to assert in its own right (whether individually or collectively), based in whole or in part upon any act or omission, transaction, agreement, event or other occurrence taking place on or before the Effective Date, in any way relating or pertaining to (i) the purchase or sale, or the rescission of a purchase or sale, of any security of the Debtor, (ii) the Debtor or the operation or conduct of the business of the Debtor, (iii) the Chapter 11 Case and/or (iv) the negotiation, formulation and preparation of the Plan, or any related agreements, instruments or other documents; provided that these releases will have no effect on the liability of any Released Party arising from any act, omission, transaction, agreement, event or other occurrence, constituting fraud, criminal conduct, gross negligence or willful misconduct. The releases set forth in this paragraph shall be binding upon and shall inure to the benefit of the Reorganized Debtor and the Liquidating Trustee and any other successor to the Debtor or the Estate. Each ballot will have a place for a party to opt out of the release provided herein. Nothing in the foregoing or elsewhere in the Plan constitutes a waiver or release of any right to receive distributions from the Reorganized Debtor or the Liquidating Trust, as applicable, or of any portion of a Claim supporting such right.

D. Injunction

Except as otherwise expressly provided for herein or for obligations issued or required to be paid pursuant to the Plan or the Confirmation Order, all Persons and Entities that have held, hold, or may hold claims, interests, obligations, suits, judgments, damages, demands, debts, rights, remedies, actions, or causes of actions that have been released or exculpated under the Plan or Confirmation Order are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, any of the Released Parties or the Exculpated Parties (collectively, the "Enjoined Matters"): (1) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any Enjoined Matters; (2) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against the Released Parties and the Exculpated Parties on account of or in connection with or with respect to any Enjoined Matters; (3) creating, perfecting, or enforcing any Lien or encumbrance of any kind against the Released Parties and the Exculpated Parties on account of or in connection with or with respect to Enjoined Matters; (4) asserting any right of setoff, subrogation or recoupment of any kind against any obligation due from the Released Parties and the Exculpated Parties or their property on account of or in connection with or with respect to any Enjoined Matters unless such Holder has Filed a motion

requesting the right to perform such setoff on or before the Confirmation Date or has Filed a Proof of Claim or proof of Equity Interest indicating that such Holder asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; and (5) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any Enjoined Matters. Notwithstanding anything to the contrary in the foregoing, the injunction set forth above does not enjoin the enforcement of any obligations arising on or after the Effective Date of any Person or Entity under the Plan (including the Debtor's obligations pursuant to the Plan of the Confirmation Order).

The Vested Causes of Actions constitute assets of the Debtor's Estate, and from and after the Effective Date, the terms of this Plan and any Confirmation Order, constitute Liquidation Trust Assets to be prosecuted, settled, dismissed, or otherwise resolved in accordance with the provisions of this Plan and the Liquidating Trust Agreement and any other Person is stayed and enjoined from proceeding with such Vested Causes of Actions pursuant to the provisions of Section 362 of the Bankruptcy Code.

G. Exculpation

The Exculpated Parties shall neither have nor incur any liability to any Person or Entity (including any Holder of a Claim or Equity Interest) for any post-petition act taken or omitted to be taken in connection with or related to the formulation, negotiation, preparation, dissemination, implementation, administration, confirmation or occurrence of the Effective Date, the Disclosure Statement, the Plan, or any contract, instrument, release or other agreement or document created or entered into in connection with the Plan or any other prepetition or postpetition act taken or omitted to be taken in connection with, or in contemplation of, the restructuring of the Debtor or the Chapter 11 Case; provided that in the case of the Debtor's directors and officers, this exculpation provision applies only to the directors and officers who served in such capacity on and after the Petition Date for allegedly wrongful acts occurring after the Petition Date.

RELEVANT DEFINITIONS (PLAN ARTICLE I):²

"Excluded Parties" means all current and former officers and directors of the Debtor.

"Exculpated Parties" means the Debtor, the Reorganized Debtor, the members of the Committee, the Liquidating Trustee and the Liquidating Trust, and their respective officers, directors, members, employees and agents (and their respective attorneys, consultants, financial advisors, investment bankers, accountants and other retained professionals, including, for the avoidance of doubt, the Debtor's and the Committee's Professionals).

"Released Party" or "Released Parties" means, subject to any exclusions expressly set forth in the Plan and other than the Excluded Parties, the Debtor, the Estate, the Committee, each of the DIP Lenders, the DIP Agent, each of the Prepetition Lenders, each of the Prepetition Agent and each of their respective successors and current and former control persons, trustees or beneficiaries, direct or indirect shareholders or members, officers, directors, employees, affiliates, principals and agents (and each of their respective attorneys, consultants, financial advisors, investment bankers, accountants, and other retained professionals), in each case solely in their capacities as such.

² The defined terms set forth herein are those relevant to the above the ability of Holders of Claims and Interests to make an informed decision about the release, exculpation and injunction provisions, and is not intended to be a complete list of all applicable definitions which are set forth in Article I of the Plan.

EXHIBIT C1

**Notice of Confirmation Hearing and Related Matters
(Non-Voting Classes/holders of Claims)**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

GRITSTONE BIO, INC.,¹

Debtor.

Chapter 11

Case No. 24-12305 (KBO)

NOTICE TO NON-VOTING CLAIM HOLDER CLASSES OF (A) STATUS WITH RESPECT TO CLASSES DEEMED TO ACCEPT OR REJECT DEBTOR'S CHAPTER 11 PLAN, (B) HEARING TO CONSIDER CONFIRMATION OF DEBTOR'S CHAPTER 11 PLAN; (C) DEADLINE FOR FILING PLAN OBJECTIONS, (D) THIRD PARTY RELEASE; (E) PROCEDURES AND DEADLINE REGARDING OPT OUT ELECTION; AND (F) RELATED MATTERS

TO: HOLDERS OF CLAIMS IN NON-VOTING CLASSES:

Class 2 (Other Secured Claims)

Class 7 (Subordinated Claims)

PLEASE TAKE NOTICE: On January 16, 2025, debtor and debtor in possession Gritstone bio, Inc. (the "Debtor") filed *Gritstone Bio, Inc.'s Chapter 11 Plan of Reorganization* [Docket No. 354] (including all exhibits thereto and as amended, modified or supplemented from time to time, the "Plan").

Concurrently with the filing of the Plan, the Debtor filed the related Disclosure Statement in support of the Plan [Docket No. 355] (including all exhibits thereto and as may be amended, modified or supplemented from time to time, collectively, the "Disclosure Statement"). On [_____, 2025], this Court entered an order approving the Disclosure Statement [Docket No. ___] (the "Disclosure Statement Order") and certain related materials (i) establishing notice, voting and objection procedures for Voting Classes (the "Solicitation Materials") and (ii) establishing notice and objection procedures for Non-Voting Classes (the "Non-Voting Class Notices").

A hearing to consider confirmation of the Plan (the "Confirmation Hearing") will be held on March 24, 2025, commencing at __:00 .m. (prevailing Eastern Time), before the Honorable Karen B. Owens, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Wilmington, Delaware 19801. It may be possible to attend the Confirmation Hearing remotely. Any party who wishes to attend via video conference is required to register with the Court at the following link: https://_____. The Confirmation Hearing may be continued from time to time without further notice except for (i) an announcement made at the Confirmation Hearing or any adjourned confirmation hearing or (ii) a written notice filed with the Bankruptcy Court and served on all parties who have filed Plan Objections, the United States Trustee, and all parties who have requested notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002.

¹ The Debtor's mailing address is 4698 Willow Road, Pleasanton, CA 94588, and the last four digits of the Debtor's federal tax identification number are 9534.

If you have received this Notice, your Claims are in a Non-Voting Class and you are not eligible to vote to accept or reject the Plan.

PLEASE TAKE NOTICE that pursuant to section 1126(f) of the Bankruptcy Code, Holders of Claims in Class 1 under the Plan are Unimpaired and deemed to have accepted the Plan and therefore, are not entitled to vote. Also, pursuant to section 1126(g) of the Bankruptcy Code, Holders of Claims in Class 5 under the Plan are Impaired and shall not receive nor retain any property under the Plan on account of such Claims, and therefore, are deemed to have rejected the Plan and not entitled to vote.

Accordingly, the Debtor is not required to transmit Solicitation Materials to holders of Claims in Classes 1 and 5 of the Plan (each, a “Non-Voting Class”) pursuant to the Disclosure Statement Order. Instead, you have been sent this Notice for the purpose of notifying you of the Confirmation Hearing and Plan Objection Deadline, AND NOTIFYING YOU OF YOUR ABILITY TO OPT OUT OF GRANTING THE THIRD PARTY RELEASE DESCRIBED IN DETAIL BELOW.

The Bankruptcy Court has established March 17, 2025, at 5:00 p.m. (Eastern Time), as the last date and time for filing and serving objections to the confirmation of the Plan (the “Plan Objection Deadline”). All Plan Objections must state with particularity the legal and factual grounds for such objection; (i) be in writing; (ii) state the name and address of the objecting party and the nature of the claim or interest of such party; (iii) state with particularity the basis and nature of any objection; (iv) be filed with the Court and served so as to be received by the Plan Objection Deadline; and (v) served on the following parties: (a) counsel for the Debtor, (x) Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801), Attn: James E. O’Neill (joneill@pszjlaw.com); and (y) Pachulski Stang Ziehl & Jones LLP, One Sansome Street, Suite 3430, San Francisco, CA 94104, Attn: Debra I. Grassgreen (dgrassgreen@pszjlaw.com) and John W. Lucas (jlucas@pszjlaw.com); (b) counsel to the Prepetition Agent, (x) Cole Schotz P.C., Court Plaza North, P.O. Box 800, Hackensack, NJ 07602-0800, Attn: Stuart Komrower, Esq. (skomrower@coleschotz.com) and Felice R. Yudkin, Esq. (fyudkin@coleschotz.com); and (y) Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, DE 19801, Attn: Stacy L. Newman, Esq. (snewman@coleschotz.com); (c) counsel to the DIP Agent, (x) KTBS Law LLP, 1801 Century Park East, 26th Floor, Los Angeles, CA 90067, Attn: Thomas Patterson (tpatterson@ktbslaw.com) & Nir Maoz (nmaoz@ktbslaw.com) and (y) Young Conaway Stargatt & Taylor LLP 1000 North King Street, Wilmington, DE 19801, Attn: Michael Nestor (mnestor@ycst.com) & Robert F. Poppiti, Jr. (rpoppiti@ycst.com), (d) counsel to the Committee, ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, New York, NY 10019, Attn: Beth M. Brownstein (beth.brownstein@asflaw.com); and (e) the Office of The United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Timothy J. Fox, Jr., Esq. (timothy.fox@usdoj.gov).

Any Plan Objection not timely filed and served by the Plan Objection Deadline in accordance with the provisions of this Notice will not be heard and will be overruled.

PLEASE TAKE NOTICE: ARTICLE X OF THE PLAN CONTAINS CERTAIN RELEASES, EXCULPATION PROVISIONS AND INJUNCTIONS, INCLUDING THIRD PARTY RELEASES

THESE PROVISIONS ARE SET FORTH IN THE ATTACHED ANNEX A

All Holders of Claims or Interests in Voting and Non-Voting Classes will be deemed to have consented to the Third Party Release set forth in Article X.C of the Plan (as set forth in full in the attached Annex A.

You are the Holder of a Claim in a Non-Voting Class. If you do not want to consent to granting the Third Party Release set forth in Article X.C of the Plan, you must complete the attached Opt Out

Election Form and return it to the Solicitation Agent in the manner indicated by March 17, 2025, at 5:00 p.m. A failure to complete and submit the Opt Out Election Form will be deemed consent to granting the Third Party Release.

PLEASE TAKE FURTHER NOTICE that any party in interest, including any member of a Non-Voting Class, wishing to obtain copies of the Solicitation Materials, including the Plan and Disclosure Statement, at the Debtor's expense may do so by (i) contacting the Debtor's Solicitation Agent at (877) 709-4754 (Toll free) or (424) 236-7233 (International) or by submitting an inquiry at <https://www.veritaglobal.net/gritstone/inquiry> or by viewing such documents by accessing online at no cost to you at <https://www.veritaglobal.net/gritstone>. The documents are also available on the Court's website: www.deb.uscourts.gov. Please note that a PACER password and login are needed to access documents on the Court's website.

Dated: [●]

PACHULSKI STANG ZIEHL & JONES LLP

/s/ DRAFT

Debra I. Grassgreen, (Pro Hac Vice)
John W. Lucas, (Pro Hac Vice)
Malhar S. Pagay, (Pro Hac Vice)
James E. O'Neill (DE Bar No. 4042)
919 North Market Street, 17th Floor
P.O. Box 8750
Wilmington, Delaware 19899-8705
Tel: 302-652-4100
Fax: 302-652-4400
Email: dgrassgreen@pszjlaw.com
jlucas@pszjlaw.com
mpagay@pszjlaw.com
joneill@pszjlaw.com

Counsel to the Debtor and Debtor in Possession

Annex A

ARTICLE X.

SETTLEMENT, DISCHARGE, RELEASE, EXCULPATION, INJUNCTIVE AND RELATED
PROVISIONS

C. Releases by Holders of Claims

As of the Effective Date, for good and valuable consideration, unless such Holder elects on its ballot to opt out of the release provided herein, each Holder of a Claim that is eligible to vote to accept or reject the Plan that has affirmatively voted to accept the Plan, shall be deemed to have unconditionally released and discharged the Released Parties from any and all claims, obligations, rights, suits, damages, causes of action, remedies and liabilities whatsoever, including any claims or causes of action that have been or could be asserted by or on behalf of the Debtor or the Estate or that are derivative or duplicative of any such claims or causes of action, whether known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, that such Holder of a Claim could have been legally entitled to assert in its own right (whether individually or collectively), based in whole or in part upon any act or omission, transaction, agreement, event or other occurrence taking place on or before the Effective Date, in any way relating or pertaining to (i) the purchase or sale, or the rescission of a purchase or sale, of any security of the Debtor, (ii) the Debtor or the operation or conduct of the business of the Debtor, (iii) the Chapter 11 Case and/or (iv) the negotiation, formulation and preparation of the Plan, or any related agreements, instruments or other documents; provided that these releases will have no effect on the liability of any Released Party arising from any act, omission, transaction, agreement, event or other occurrence, constituting fraud, criminal conduct, gross negligence or willful misconduct. The releases set forth in this paragraph shall be binding upon and shall inure to the benefit of the Reorganized Debtor and the Liquidating Trustee and any other successor to the Debtor or the Estate. Each ballot will have a place for a party to opt out of the release provided herein. Nothing in the foregoing or elsewhere in the Plan constitutes a waiver or release of any right to receive distributions from the Reorganized Debtor or the Liquidating Trust, as applicable, or of any portion of a Claim supporting such right.

D. Injunction

Except as otherwise expressly provided for herein or for obligations issued or required to be paid pursuant to the Plan or the Confirmation Order, all Persons and Entities that have held, hold, or may hold claims, interests, obligations, suits, judgments, damages, demands, debts, rights, remedies, actions, or causes of actions that have been released or exculpated under the Plan or Confirmation Order are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, any of the Released Parties or the Exculpated Parties (collectively, the "Enjoined Matters"): (1) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any Enjoined Matters; (2) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against the Released Parties and the Exculpated Parties on account of or in connection with or with respect to any Enjoined Matters; (3) creating, perfecting, or enforcing any Lien or encumbrance of any kind against the Released Parties and the Exculpated Parties on account of or in connection with or with respect to Enjoined Matters; (4) asserting any right of setoff, subrogation or recoupment of any kind against any obligation due from the Released Parties and the Exculpated Parties or their property on account of or in connection with or with respect to any Enjoined Matters unless such Holder has Filed a motion requesting the right to perform such setoff on or before the Confirmation Date or has Filed a Proof of

Claim or proof of Equity Interest indicating that such Holder asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; and (5) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any Enjoined Matters. Notwithstanding anything to the contrary in the foregoing, the injunction set forth above does not enjoin the enforcement of any obligations arising on or after the Effective Date of any Person or Entity under the Plan (including the Debtor's obligations pursuant to the Plan of the Confirmation Order).

The Vested Causes of Actions constitute assets of the Debtor's Estate, and from and after the Effective Date, the terms of this Plan and any Confirmation Order, constitute Liquidation Trust Assets to be prosecuted, settled, dismissed, or otherwise resolved in accordance with the provisions of this Plan and the Liquidating Trust Agreement and any other Person is stayed and enjoined from proceeding with such Vested Causes of Actions pursuant to the provisions of Section 362 of the Bankruptcy Code.

G. Exculpation

The Exculpated Parties shall neither have nor incur any liability to any Person or Entity (including any Holder of a Claim or Equity Interest) for any post-petition act taken or omitted to be taken in connection with or related to the formulation, negotiation, preparation, dissemination, implementation, administration, confirmation or occurrence of the Effective Date, the Disclosure Statement, the Plan, or any contract, instrument, release or other agreement or document created or entered into in connection with the Plan or any other prepetition or postpetition act taken or omitted to be taken in connection with, or in contemplation of, the restructuring of the Debtor or the Chapter 11 Case; provided that in the case of the Debtor's directors and officers, this exculpation provision applies only to the directors and officers who served in such capacity on and after the Petition Date for allegedly wrongful acts occurring after the Petition Date.

RELEVANT DEFINITIONS (PLAN ARTICLE I):²

"*Excluded Parties*" means all current and former officers and directors of the Debtor.

"*Exculpated Parties*" means the Debtor, the Reorganized Debtor, the members of the Committee, the Liquidating Trustee and the Liquidating Trust, and their respective officers, directors, members, employees and agents (and their respective attorneys, consultants, financial advisors, investment bankers, accountants and other retained professionals, including, for the avoidance of doubt, the Debtor's and the Committee's Professionals).

"*Released Party*" or "*Released Parties*" means, subject to any exclusions expressly set forth in the Plan and other than the Excluded Parties, the Debtor, the Estate, the Committee, each of the DIP Lenders, the DIP Agent, each of the Prepetition Lenders, each of the Prepetition Agent and each of their respective successors and current and former control persons, trustees or beneficiaries, direct or indirect shareholders or members, officers, directors, employees, affiliates, principals and agents (and each of their respective attorneys, consultants, financial advisors, investment bankers, accountants, and other retained professionals), in each case solely in their capacities as such.

² The defined terms set forth herein are those relevant to the above the ability of Holders of Claims and Interests to make an informed decision about the release, exculpation and injunction provisions, and is not intended to be a complete list of all applicable definitions which are set forth in Article I of the Plan.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

GRITSTONE BIO, INC.,¹

Debtor.

Chapter 11

Case No. 24-12305 (KBO)

NON-VOTING CLASS RELEASE OPT OUT ELECTION FORM (HOLDERS OF CLAIMS)

THIS OPT OUT ELECTION FORM IS TO BE USED BY OR ON BEHALF OF HOLDERS OF CLAIMS IN NON-VOTING CLASSES TO INDICATE THAT SUCH HOLDER DOES NOT CONSENT TO THE THIRD PARTY RELEASE SET FORTH IN THE PLAN, AS DESCRIBED MORE FULLY IN ANNEX A TO THE ENCLOSED NON-VOTING CLASS NOTICE.

IF YOU ARE RECEIVING THIS FORM, YOU ARE A HOLDER OF A CLAIM IN A NON-VOTING CLASS.

IF YOU DO NOT (I) COMPLETE THIS OPT OUT ELECTION FORM PURSUANT TO WHICH YOU INDICATE YOUR ELECTION NOT TO CONSENT TO THE THIRD PARTY RELEASE AND (II) TIMELY RETURN THIS OPT OUT ELECTION FORM BY MARCH 17, 2025, AT 5:00 P.M. (PREVAILING EASTERN TIME) TO THE SOLICITATION AGENT IN THE MANNER INDICATED BELOW, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD PARTY RELEASE SET FORTH IN THE PLAN.

Release Opt Out: The undersigned, the Holder of a Claim in a Non-Voting Class, hereby elects to opt out of granting the Third Party Release set forth in the Plan, **the relevant provisions of which are attached as Annex A to the enclosed Non-Voting Class Notice.** [Check box]

Opt Out of the granting the Third Party Release

Acknowledgments. By signing this Opt Out Election Form, the undersigned acknowledges receipt of the Non-Voting Class Notice, including Annex A, and certifies that (i) the undersigned is the claimant, or (ii) has the power and authority complete this Opt Out Election Form on behalf of the claimant.

Name of Holder of Claim

Social Security or Federal Tax I.D. No. (optional)

Signature

Amount of Claim:

¹ The Debtor's mailing address is 4698 Willow Road, Pleasanton, CA 94588, and the last four digits of the Debtor's federal tax identification number are 9534.

If by Authorized Agent, Name and Title

Street Address

City, State, Zip Code

Date Completed

E-mail:

Telephone Number:

INFORMATION AND INSTRUCTIONS FOR SUBMITTING OPT OUT ELECTION FORM

In the Release Opt Out box provided on the first page of this Opt Out Election Form, please indicate your election to opt out of granting the Third Party Release, complete the Form by providing all the information requested and sign, date and return the Form by mail, overnight courier or personal delivery to the Solicitation Agent at the following address:

**Gritstone Ballot Processing Center
c/o KCC dba Verita
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245**

An envelope addressed to the Solicitation Agent is enclosed for your convenience.

Opt Out Election Forms must be *received* by the Solicitation Agent by 5:00 p.m., prevailing Eastern Time, March 17, 2025. If an Opt Out Election Form is received after that date, it will not be counted and you will be deemed to consent to granting the Third Party Release and will be a Releasing Party under the Plan.

EXHIBIT C2

**Notice of Confirmation Hearing and Related Matters
(Non-Voting Classes/Interest Holders)**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

GRITSTONE BIO, INC.,¹

Debtor.

Chapter 11

Case No. 24-12305 (KBO)

NOTICE TO NON-VOTING INTEREST HOLDER CLASSES OF (A) STATUS WITH RESPECT TO CLASSES DEEMED TO ACCEPT OR REJECT DEBTOR'S CHAPTER 11 PLAN, (B) HEARING TO CONSIDER CONFIRMATION OF DEBTOR'S CHAPTER 11 PLAN; (C) DEADLINE FOR FILING PLAN OBJECTIONS, (D) THIRD PARTY RELEASE; (E) PROCEDURES AND DEADLINE REGARDING OPT OUT ELECTION; AND (F) RELATED MATTERS

**TO: HOLDERS OF NON-VOTING INTERESTS:
Class 8 (Equity Interests)**

PLEASE TAKE NOTICE: On January 16, 2025, debtor and debtor in possession Gritstone bio, Inc. (the "Debtor") filed *Gritstone Bio, Inc.'s Chapter 11 Plan of Reorganization* [Docket No. ____] (including all exhibits thereto and as amended, modified or supplemented from time to time, the "Plan").

Concurrently with the filing of the Plan, the Debtor filed the related Disclosure Statement in support of the Plan [Docket No. ____] (including all exhibits thereto and as may be amended, modified or supplemented from time to time, collectively, the "Disclosure Statement"). On [_____, 2025], this Court entered an order approving the Disclosure Statement [Docket No. ____] (the "Disclosure Statement Order") and certain related materials (i) establishing notice, voting and objection procedures for Voting Classes (the "Solicitation Materials") and (ii) establishing notice and objection procedures for Non-Voting Classes (the "Non-Voting Class Notices").

A hearing to consider confirmation of the Plan (the "Confirmation Hearing") will be held on March 24, 2025, commencing at __:00 .m. (prevailing Eastern Time), before the Honorable Karen B. Owens, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Wilmington, Delaware 19801. It may be possible to attend the Confirmation Hearing remotely. Any party who wishes to attend via video conference is required to register with the Court at the following link: <https://>_____. The Confirmation Hearing may be continued from time to time without further notice except for (i) an announcement made at the Confirmation Hearing or any adjourned confirmation hearing or (ii) a written notice filed with the Bankruptcy Court and served on all parties who have filed Plan Objections, the United States Trustee, and all parties who have requested notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002.

¹ The Debtor's mailing address is 4698 Willow Road, Pleasanton, CA 94588, and the last four digits of the Debtor's federal tax identification number are 9534.

If you have received this Notice, your Interests are in a Non-Voting Class and you are not eligible to vote to accept or reject the Plan.

PLEASE TAKE NOTICE that pursuant to section 1126(g) of the Bankruptcy Code, Holders of Interests in Class 8 under the Plan, are Impaired and shall not receive nor retain any property under the Plan on account of such Interests, and therefore, are deemed to have rejected the Plan and not entitled to vote.

Accordingly, the Debtor is not required to transmit Solicitation Materials to holders of Interests in Class 8 of the Plan (each, a “Non-Voting Class”) pursuant to the Disclosure Statement Order. Instead, you have been sent this Notice for the purpose of notifying you of the Confirmation Hearing and Plan Objection Deadline, AND NOTIFYING YOU OF YOUR ABILITY TO OPT OUT OF GRANTING THE THIRD PARTY RELEASE DESCRIBED IN DETAIL BELOW.

The Bankruptcy Court has established March 17, 2025, at 5:00 p.m. (Eastern Time), as the last date and time for filing and serving objections to the confirmation of the Plan (the “Plan Objection Deadline”). All Plan Objections must state with particularity the legal and factual grounds for such objection; (i) be in writing; (ii) state the name and address of the objecting party and the nature of the claim or interest of such party; (iii) state with particularity the basis and nature of any objection; (iv) be filed with the Court and served so as to be received by the Plan Objection Deadline; and (v) served on the following parties: (a) counsel for the Debtor, (x) Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801), Attn: James E. O’Neill (joneill@pszjlaw.com); and (y) Pachulski Stang Ziehl & Jones LLP, One Sansome Street, Suite 3430, San Francisco, CA 94104, Attn: Debra I. Grassgreen (dgrassgreen@pszjlaw.com) and John W. Lucas (jlucas@pszjlaw.com); (b) counsel to the Prepetition Agent, (x) Cole Schotz P.C., Court Plaza North, P.O. Box 800, Hackensack, NJ 07602-0800, Attn: Stuart Komrower, Esq. (skomrower@coleschotz.com) and Felice R. Yudkin, Esq. (fyudkin@coleschotz.com); and (y) Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, DE 19801, Attn: Stacy L. Newman, Esq. (snewman@coleschotz.com); (c) counsel to the DIP Agent, (x) KTBS Law LLP, 1801 Century Park East, 26th Floor, Los Angeles, CA 90067, Attn: Thomas Patterson (tpatterson@ktbslaw.com) & Nir Maoz (nmaoz@ktbslaw.com) and (y) Young Conaway Stargatt & Taylor LLP 1000 North King Street, Wilmington, DE 19801, Attn: Michael Nestor (mnestor@ycst.com) & Robert F. Poppiti, Jr. (rpoppiti@ycst.com), (d) counsel to the Committee, ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, New York, NY 10019, Attn: Beth M. Brownstein (beth.brownstein@asflaw.com); and (e) the Office of The United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Timothy J. Fox, Jr., Esq. (timothy.fox@usdoj.gov).

Any Plan Objection not timely filed and served by the Plan Objection Deadline in accordance with the provisions of this Notice will not be heard and will be overruled.

PLEASE TAKE NOTICE: ARTICLE X OF THE PLAN CONTAINS CERTAIN RELEASES, EXCULPATION PROVISIONS AND INJUNCTIONS, INCLUDING THIRD PARTY RELEASES

THESE PROVISIONS ARE SET FORTH IN THE ATTACHED ANNEX A

All Holders of Claims or Interests in Voting and Non-Voting Classes will be deemed to have consented to the Third Party Release set forth in Article X.C of the Plan (as set forth in full in the attached Annex A.

You are the Holder of an Interest in a Non-Voting Class. If you do not want to consent to granting the Third Party Release set forth in Article X.C of the Plan, you must complete the attached Opt Out Election Form and return it to the Solicitation Agent in the manner indicated by March 17, 2025, at

5:00 p.m. A failure to make and submit the Opt Out Election Form will be deemed consent to granting the Third Party Release.

PLEASE TAKE FURTHER NOTICE that any party in interest, including any member of a Non-Voting Class, wishing to obtain copies of the Solicitation Materials, including the Plan and Disclosure Statement, at the Debtor's expense may do so by (i) contacting the Debtor's Solicitation Agent at (877) 709-4754 (Toll free) or (424) 236-7233 (International) or by submitting an inquiry at <https://www.veritaglobal.net/gritstone/inquiry> or by viewing such documents by accessing online at no cost to you at <https://www.veritaglobal.net/gritstone>. The documents are also available on the Court's website: www.deb.uscourts.gov. Please note that a PACER password and login are needed to access documents on the Court's website.

Dated: [●]

PACHULSKI STANG ZIEHL & JONES LLP

/s/ DRAFT

Debra I. Grassgreen, (Pro Hac Vice)
John W. Lucas, (Pro Hac Vice)
Malhar S. Pagay, (Pro Hac Vice)
James E. O'Neill (DE Bar No. 4042)
919 North Market Street, 17th Floor
P.O. Box 8750
Wilmington, Delaware 19899-8705
Tel: 302-652-4100
Fax: 302-652-4400
Email: dgrassgreen@pszjlaw.com
jlucas@pszjlaw.com
mpagay@pszjlaw.com
joneill@pszjlaw.com

Counsel to the Debtor and Debtor in Possession

Annex A

ARTICLE X.

SETTLEMENT, DISCHARGE, RELEASE, EXCULPATION, INJUNCTIVE AND RELATED
PROVISIONS

C. Releases by Holders of Claims

As of the Effective Date, for good and valuable consideration, unless such Holder elects on its ballot to opt out of the release provided herein, each Holder of a Claim that is eligible to vote to accept or reject the Plan that has affirmatively voted to accept the Plan, shall be deemed to have unconditionally released and discharged the Released Parties from any and all claims, obligations, rights, suits, damages, causes of action, remedies and liabilities whatsoever, including any claims or causes of action that have been or could be asserted by or on behalf of the Debtor or the Estate or that are derivative or duplicative of any such claims or causes of action, whether known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, that such Holder of a Claim could have been legally entitled to assert in its own right (whether individually or collectively), based in whole or in part upon any act or omission, transaction, agreement, event or other occurrence taking place on or before the Effective Date, in any way relating or pertaining to (i) the purchase or sale, or the rescission of a purchase or sale, of any security of the Debtor, (ii) the Debtor or the operation or conduct of the business of the Debtor, (iii) the Chapter 11 Case and/or (iv) the negotiation, formulation and preparation of the Plan, or any related agreements, instruments or other documents; provided that these releases will have no effect on the liability of any Released Party arising from any act, omission, transaction, agreement, event or other occurrence, constituting fraud, criminal conduct, gross negligence or willful misconduct. The releases set forth in this paragraph shall be binding upon and shall inure to the benefit of the Reorganized Debtor and the Liquidating Trustee and any other successor to the Debtor or the Estate. Each ballot will have a place for a party to opt out of the release provided herein. Nothing in the foregoing or elsewhere in the Plan constitutes a waiver or release of any right to receive distributions from the Reorganized Debtor or the Liquidating Trust, as applicable, or of any portion of a Claim supporting such right.

D. Injunction

Except as otherwise expressly provided for herein or for obligations issued or required to be paid pursuant to the Plan or the Confirmation Order, all Persons and Entities that have held, hold, or may hold claims, interests, obligations, suits, judgments, damages, demands, debts, rights, remedies, actions, or causes of actions that have been released or exculpated under the Plan or Confirmation Order are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, any of the Released Parties or the Exculpated Parties (collectively, the "Enjoined Matters"): (1) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any Enjoined Matters; (2) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against the Released Parties and the Exculpated Parties on account of or in connection with or with respect to any Enjoined Matters; (3) creating, perfecting, or enforcing any Lien or encumbrance of any kind against the Released Parties and the Exculpated Parties on account of or in connection with or with respect to Enjoined Matters; (4) asserting any right of setoff, subrogation or recoupment of any kind against any obligation due from the Released Parties and the Exculpated Parties or their property on account of or in connection with or with respect to any Enjoined Matters unless such Holder has Filed a motion requesting the right to perform such setoff on or before the Confirmation Date or has Filed a Proof of

Claim or proof of Equity Interest indicating that such Holder asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; and (5) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any Enjoined Matters. Notwithstanding anything to the contrary in the foregoing, the injunction set forth above does not enjoin the enforcement of any obligations arising on or after the Effective Date of any Person or Entity under the Plan (including the Debtor's obligations pursuant to the Plan of the Confirmation Order).

The Vested Causes of Actions constitute assets of the Debtor's Estate, and from and after the Effective Date, the terms of this Plan and any Confirmation Order, constitute Liquidation Trust Assets to be prosecuted, settled, dismissed, or otherwise resolved in accordance with the provisions of this Plan and the Liquidating Trust Agreement and any other Person is stayed and enjoined from proceeding with such Vested Causes of Actions pursuant to the provisions of Section 362 of the Bankruptcy Code.

G. Exculpation

The Exculpated Parties shall neither have nor incur any liability to any Person or Entity (including any Holder of a Claim or Equity Interest) for any post-petition act taken or omitted to be taken in connection with or related to the formulation, negotiation, preparation, dissemination, implementation, administration, confirmation or occurrence of the Effective Date, the Disclosure Statement, the Plan, or any contract, instrument, release or other agreement or document created or entered into in connection with the Plan or any other prepetition or postpetition act taken or omitted to be taken in connection with, or in contemplation of, the restructuring of the Debtor or the Chapter 11 Case; provided that in the case of the Debtor's directors and officers, this exculpation provision applies only to the directors and officers who served in such capacity on and after the Petition Date for allegedly wrongful acts occurring after the Petition Date.

RELEVANT DEFINITIONS (PLAN ARTICLE I):²

"*Excluded Parties*" means all current and former officers and directors of the Debtor.

"*Exculpated Parties*" means the Debtor, the Reorganized Debtor, the members of the Committee, the Liquidating Trustee and the Liquidating Trust, and their respective officers, directors, members, employees and agents (and their respective attorneys, consultants, financial advisors, investment bankers, accountants and other retained professionals, including, for the avoidance of doubt, the Debtor's and the Committee's Professionals).

"*Released Party*" or "*Released Parties*" means, subject to any exclusions expressly set forth in the Plan and other than the Excluded Parties, the Debtor, the Estate, the Committee, each of the DIP Lenders, the DIP Agent, each of the Prepetition Lenders, each of the Prepetition Agent and each of their respective successors and current and former control persons, trustees or beneficiaries, direct or indirect shareholders or members, officers, directors, employees, affiliates, principals and agents (and each of their respective attorneys, consultants, financial advisors, investment bankers, accountants, and other retained professionals), in each case solely in their capacities as such.

² The defined terms set forth herein are those relevant to the above the ability of Holders of Claims and Interests to make an informed decision about the release, exculpation and injunction provisions, and is not intended to be a complete list of all applicable definitions which are set forth in Article I of the Plan.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

GRITSTONE BIO, INC.,¹

Debtor.

Chapter 11

Case No. 24-12305 (KBO)

NON-VOTING CLASS RELEASE OPT OUT ELECTION FORM
(HOLDERS OF INTERESTS)

THIS OPT OUT ELECTION FORM IS TO BE USED BY OR ON BEHALF OF HOLDERS INTERESTS IN NON-VOTING CLASSES TO INDICATE THAT SUCH HOLDER DOES NOT CONSENT TO THE THIRD PARTY RELEASE SET FORTH IN THE PLAN, AS DESCRIBED MORE FULLY IN ANNEX A TO THE ENCLOSED NON-VOTING CLASS NOTICE.

IF YOU ARE RECEIVING THIS FORM, YOU ARE A HOLDER OF AN INTEREST IN A NON-VOTING CLASS.

IF YOU DO NOT (I) COMPLETE THIS OPT OUT ELECTION FORM PURSUANT TO WHICH YOU INDICATE YOUR ELECTION NOT TO CONSENT TO THE THIRD PARTY RELEASE AND (II) TIMELY RETURN THIS OPT OUT ELECTION FORM BY MARCH 17, 2025, AT 5:00 P.M. (PREVAILING EASTERN TIME) TO THE SOLICITATION AGENT IN THE MANNER INDICATED BELOW, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD PARTY RELEASE SET FORTH IN THE PLAN.

Release Opt Out: The undersigned, the Holder of an Interest in a Non-Voting Class, hereby elects to opt out of granting the Third Party Release set forth in the Plan, **the relevant provisions of which are attached as Annex A to the enclosed Non-Voting Class Notice.** [Check box]

Opt Out of granting the Release Provisions

Acknowledgments. By signing this Opt Out Election Form, the undersigned acknowledges receipt of the Non-Voting Class Notice, including Annex A, and certifies that (i) the undersigned is the interest holder, or (ii) has the power and authority complete this Opt Out Election Form on behalf of the interest holder.

_____	_____
Name of Holder of Interest	Social Security or Federal Tax I.D. No. (optional)
_____	_____
Signature	Amount of Interest Held on Petition Date:

¹ The Debtor’s mailing address is 4698 Willow Road, Pleasanton, CA 94588, and the last four digits of the Debtor’s federal tax identification number are 9534.

_____	_____
If by Authorized Agent, Name and Title	Street Address
_____	_____
	City, State, Zip Code
_____	_____
Date Completed	E-mail:
	Telephone Number:

INFORMATION AND INSTRUCTIONS FOR SUBMITTING OPT OUT ELECTION FORM

In the Release Opt Out box provided on the first page of this Opt Out Election Form, please indicate your election to opt out of granting the Third Party Release, complete the Form by providing all the information requested and sign, date and return the Form by mail, overnight courier or personal delivery to the Solicitation Agent at the following address:

**Gritstone Ballot Processing Center
c/o KCC dba Verita
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245**

An envelope addressed to the Solicitation Agent is enclosed for your convenience.

Opt Out Election Forms must be *received* by the Solicitation Agent by 5:00 p.m., prevailing Eastern Time, March 17, 2025. If an Opt Out Election Form is received after that date, it will not be counted and you will be deemed to consent to granting the Third Party Release and will be a Releasing Party under the Plan.

EXHIBIT D1, D2, D3, D4 & D5

Form of Ballot for Each Voting Class

EXHIBIT D1

**FORM OF BALLOT FOR CLASS 1
(PREPETITION SECURED CLAIMS)**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

GRITSTONE BIO, INC.,¹

Debtor.

Chapter 11

Case No. 24-12305 (KBO)

**BALLOT TO ACCEPT OR REJECT
GRITSTONE BIO, INC.'S CHAPTER 11 PLAN OF REORGANIZATION**

CLASS 1: PREPETITION SECURED CLAIMS

THIS BALLOT IS TO BE USED BY OR ON BEHALF OF HOLDERS OF CLAIMS IN THE ABOVE-IDENTIFIED CLASS SOLELY FOR THE PURPOSE OF VOTING ON THE DEBTOR'S PLAN OF REORGANIZATION WHICH IS INCLUDED IN THE ENCLOSED SOLICITATION MATERIALS. PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE PROMPTLY. IF THE SOLICITATION AGENT HAS NOT RECEIVED THIS BALLOT BY 5:00 P.M., PREVAILING EASTERN TIME, ON MARCH 17, 2025 (THE "VOTING DEADLINE"), UNLESS OTHERWISE EXTENDED AT THE SOLE DISCRETION OF THE DEBTOR, IT WILL NOT BE COUNTED. FACSIMILE AND E-MAIL BALLOTS WILL NOT BE ACCEPTED.

This ballot (the "Ballot") is submitted to you to solicit your vote to accept or reject *Gritstone Bio, Inc.'s Chapter 11 Plan of Reorganization* [Docket No. ___ filed by debtor and debtor in possession Gritstone bio, Inc. (the "Debtor") (including all exhibits thereto and as amended, modified or supplemented from time to time, the "Plan").² The Plan is described in the related *Disclosure Statement for Gritstone Bio, Inc.'s Chapter 11 Plan of Reorganization* [Docket No. ___] (including all exhibits thereto and as amended, modified or supplemented from time to time, the "Disclosure Statement") approved by order of the United States Bankruptcy Court for the District of Delaware [Docket No. ___] (the "Disclosure Statement Order"). The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal or other financial advice concerning the Plan and the classification and treatment of your claim(s) under the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least one-half in number and two-thirds in amount of the claims in this Class and who vote on the Plan and if the Plan otherwise satisfies applicable legal requirements.

If you have received a damaged ballot or if you lose your ballot, or if you have any questions concerning this ballot or the voting procedures, please contact the Solicitation Agent.

¹ The Debtor's mailing address is 4698 Willow Road, Pleasanton, CA 94588, and the last four digits of the Debtor's federal tax identification number are 9534.

² Terms not otherwise defined herein shall have the meaning ascribed to such terms in the Plan.

PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEM 1. IF NEITHER THE “ACCEPT” NOR “REJECT” BOX IS CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST. IF THIS BALLOT IS NOT SIGNED IN ITEM 2 BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class Vote. The undersigned, the holder of a Class 1 Prepetition Secured Claim, hereby votes, in the amount set forth below, as follows (check one box):

Accept the Plan Reject the Plan.

Amount of Claim: \$ _____

Item 2. Releases. The undersigned, the holder of a Claim as indicated in Item 1, above, hereby elects to opt out of granting the Third Party Release set forth in the Plan, **the relevant provisions of which are attached as Annex A to the enclosed Confirmation Hearing Notice and more fully described in the Solicitation Materials.** (Check if applicable):

Opt Out of granting the Third Party Release

If you vote to accept the Plan, you shall be deemed to have consented to granting the Third Party Release in the Plan. If you fail to check the box or leave this Item blank, you will be deemed to have consented to granting the Third Party Release and you will be deemed a Releasing Party. Even if you check the box, the Court may deem your acceptance of the Plan on a non-consensual basis as consent to granting the Third Party Release and that you are bound by such release.

Item 3. Acknowledgments. By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and the other applicable solicitation materials (the “Solicitation Materials”) and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned understands that if this Ballot is validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted.

[Signature of following page]

Name of Creditor	Social Security or Federal Tax I.D. No. (optional)
Signature	
If by Authorized Agent, Name and Title	Street Address
	City, State, Zip Code
Date Completed	E-mail: Telephone Number:

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate acceptance or rejection of the Plan. Complete the Ballot by providing all the information requested and sign, date and return the Ballot by mail, overnight courier or personal delivery to the Solicitation Agent at the following address:

**Gritstone Ballot Processing Center
c/o KCC dba Verita
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245**

An envelope addressed to the Solicitation Agent is enclosed for your convenience.

Alternatively, you may submit your Ballot via the Solicitation Agent's online portal by visiting <https://veritaglobal.net/gritstone>. Click on the "File a Ballot" section of the website and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot PASSWORD: _____

The Solicitation Agent's online portal is the sole manner in which Ballots will be accepted via electronic or online transmission. **Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted.**

Each E-Ballot PASSWORD is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot PASSWORD you receive, as applicable. **Creditors who cast a Ballot using the Solicitation Agent's Electronic Balloting Portal system SHOULD NOT also submit a paper Ballot.**

Ballots must be received by the Solicitation Agent by 5:00 p.m., prevailing Eastern Time, March 17, 2025 (the "Voting Deadline"). If a Ballot is received after the Voting Deadline, it will not be counted.

2. Please sign and date your ballot as required in Item 2. **Your signature is required before your ballot may be counted.**
3. If your claim has not been previously allowed by order of the Bankruptcy Court, your claim will be deemed to be temporarily allowed, solely for purposes of voting on the Plan unless there is an objection to your claim pending as of the date you receive the Solicitation Materials. The temporary allowance of your claim for voting purposes does not constitute an allowance of your claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtor, or any other party in interest (including but not limited to the post-confirmation reorganized debtor or any post-confirmation trustee), in any other context (*e.g.*, the right to contest the amount or validity of any claim for purposes of allowance under the Plan). If your claim is the subject of an objection that was filed by prior to the date you receive the Solicitation Materials, in accordance with Bankruptcy Rule 3018, your Ballot will not be counted unless the Court temporarily allows your claim for purposes of voting to accept or reject the Plan. In order for a claim subject to a timely filed objection to be temporarily allowed for voting purposes only, **you are required to file a motion with the Bankruptcy Court seeking such relief by no later than March 17, 2025.** Notwithstanding the foregoing, if the Debtor files a timely objection to your claim and request that your claim be allowed in a specific amount, and you file a timely and valid Ballot, your Ballot shall be counted in such specified amount.

4. The following voting and standard assumptions shall be used in tabulating Ballots, including yours:
- a. Except to the extent the Debtor otherwise agrees, or as permitted by the Court, Ballots received after the Voting Deadline will not be accepted or counted by the Debtor in connection with the confirmation of the Plan;
 - b. Claims shall not be split for purposes of voting; thus, each creditor must vote the full amount of its Claim(s) within each Voting Class to either accept or reject the Plan. If a creditor attempts to split such vote on their Ballot, such Ballot will not be counted for voting purposes;
 - c. Any executed Ballot which does not indicate an acceptance or rejection will not be counted;
 - d. Any executed Ballot which indicates both an acceptance and rejection of the Plan will not be counted;
 - e. Votes cast pursuant to a Ballot that is not signed or does not contain an original signature will not be counted, unless otherwise ordered by the Court;
 - f. Parties holding Claims in more than one Voting Class under the Plan may receive more than one Ballot coded for each applicable Voting Class;
 - g. The method of delivery of Ballots to be sent to the Solicitation Agent is at the election and risk of each holder of a Claim, but, except as otherwise provided in the Disclosure Statement, such delivery will be deemed made only when the original, executed Ballot is actually received by the Solicitation Agent;
 - h. Delivery to and receipt by the Solicitation Agent of the original executed Ballot on or before the Voting Deadline is required in order for a vote to be counted. Delivery of a Ballot by facsimile, email or any other electronic means will not be accepted unless otherwise ordered by the Court; *provided, however*, that Ballots may be electronically submitted using the Solicitation Agent's official on-line electronic ballot portal at <https://veritaglobal.net/gritstone>;
 - i. No Ballot sent to the Debtor, or to the Debtor's financial or legal advisors, will be accepted or counted in connection with confirmation of the Plan;
 - j. If multiple Ballots are received from or on behalf of an individual holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last properly completed Ballot timely received will be deemed to reflect the voter's intent and to supersede and revoke any prior Ballot;
 - k. If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or other person acting in a fiduciary or representative capacity, such person should indicate such capacity when signing and, if requested by the Debtor, must submit proper evidence, satisfactory to the Debtor, of such person's authority to so act in such capacity;
 - l. The Debtor, subject to contrary order of the Court, may waive any defect in any Ballot at any time, either before or after the close of voting, and without notice. Except as otherwise provided herein, the Debtor may reject such defective Ballot as invalid and, therefore, not count it in connection with confirmation of the Plan;
 - m. Unless otherwise ordered by the Court, all questions as to the validity, eligibility (including time of receipt) and revocation or withdrawal of Ballots shall be determined by the Debtor, which determination shall be final and binding;

- n. If a designation is requested under section 1126(e) of the Bankruptcy Code, any vote to accept or reject the Plan cast with respect to such Claim will not be counted for purposes of determining whether the Plan has been accepted or rejected, unless otherwise ordered by the Court;
 - o. Any holder of a Claim who has timely delivered a valid Ballot voting on the Plan may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a);
 - p. Unless waived or as otherwise ordered by the Court, any defects or irregularities in connection with delivery of Ballots must be cured by the Voting Deadline, and unless otherwise ordered by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived. Ballots previously furnished (and as to which any irregularities have not been cured or waived by the Voting Deadline) will not be counted in connection with confirmation of the Plan;
 - q. Neither the Debtor, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to the delivery of Ballots, nor will any of them incur any liability for failure to provide such notification;
 - r. No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots to accept the Plan;
 - s. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan; and
 - t. The Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or an assertion or admission of the validity or allowability of a Claim for distribution or any other purposes.
 - u. Any executed Ballot which does not indicate an opt out of granting the Third Party Release shall be deemed to be consent to such Third Party Release, regardless of whether such Ballot is voted to accept or reject the plan, or contains no voting election.
5. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE SOLICITATION MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.
6. **PLEASE RETURN YOUR BALLOT PROMPTLY. THE SOLICITATION AGENT WILL *NOT* ACCEPT BALLOTS BY FACSIMILE OR E-MAIL.**

NO PERSON, INCLUDING THE SOLICITATION AGENT, HAS BEEN AUTHORIZED TO GIVE ANY ADVICE, INCLUDING LEGAL ADVICE, REGARDING THE DEBTOR OR THE PLAN.

EXHIBIT D2

**FORM OF BALLOT FOR CLASS 3
(SECURED TAX CLAIMS)**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

GRITSTONE BIO, INC.,¹

Debtor.

Chapter 11

Case No. 24-12305 (KBO)

**BALLOT TO ACCEPT OR REJECT
GRITSTONE BIO, INC.'S CHAPTER 11 PLAN OF REORGANIZATION**

CLASS 3: SECURED TAX CLAIMS

THIS BALLOT IS TO BE USED BY OR ON BEHALF OF HOLDERS OF CLAIMS IN THE ABOVE-IDENTIFIED CLASS SOLELY FOR THE PURPOSE OF VOTING ON THE DEBTOR'S PLAN OF REORGANIZATION WHICH IS INCLUDED IN THE ENCLOSED SOLICITATION MATERIALS. PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE PROMPTLY. IF THE SOLICITATION AGENT HAS NOT RECEIVED THIS BALLOT BY 5:00 P.M., PREVAILING EASTERN TIME, ON MARCH 17, 2025 (THE "VOTING DEADLINE"), UNLESS OTHERWISE EXTENDED AT THE SOLE DISCRETION OF THE DEBTOR, IT WILL NOT BE COUNTED. FACSIMILE AND E-MAIL BALLOTS WILL NOT BE ACCEPTED.

This ballot (the "Ballot") is submitted to you to solicit your vote to accept or reject *Gritstone Bio, Inc.'s Chapter 11 Plan of Reorganization* [Docket No. ___ filed by debtor and debtor in possession Gritstone bio, Inc. (the "Debtor") (including all exhibits thereto and as amended, modified or supplemented from time to time, the "Plan").² The Plan is described in the related *Disclosure Statement for Gritstone Bio, Inc.'s Chapter 11 Plan of Reorganization* [Docket No. ___] (including all exhibits thereto and as amended, modified or supplemented from time to time, the "Disclosure Statement") approved by order of the United States Bankruptcy Court for the District of Delaware [Docket No. ___] (the "Disclosure Statement Order"). The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal or other financial advice concerning the Plan and the classification and treatment of your claim(s) under the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least one-half in number and two-thirds in amount of the claims in this Class and who vote on the Plan and if the Plan otherwise satisfies applicable legal requirements.

If you have received a damaged ballot or if you lose your ballot, or if you have any questions concerning this ballot or the voting procedures, please contact the Solicitation Agent.

¹ The Debtor's mailing address is 4698 Willow Road, Pleasanton, CA 94588, and the last four digits of the Debtor's federal tax identification number are 9534.

² Terms not otherwise defined herein shall have the meaning ascribed to such terms in the Plan.

PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEM 1. IF NEITHER THE “ACCEPT” NOR “REJECT” BOX IS CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST. IF THIS BALLOT IS NOT SIGNED IN ITEM 2 BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class Vote. The undersigned, the holder of a Class 3 Secured Tax Claim, hereby votes, in the amount set forth below, as follows (check one box):

Accept the Plan Reject the Plan.

Amount of Claim: \$ _____

Item 2. Releases. The undersigned, the holder of a Claim as indicated in Item 1, above, hereby elects to opt out of granting the Third Party Release set forth in the Plan, **the relevant provisions of which are attached as Annex A to the enclosed Confirmation Hearing Notice and more fully described in the Solicitation Materials.** (Check if applicable):

Opt Out of granting the Third Party Release

If you vote to accept the Plan, you shall be deemed to have consented to granting the Third Party Release in the Plan. If you fail to check the box or leave this Item blank, you will be deemed to have consented to granting the Third Party Release and you will be deemed a Releasing Party. Even if you check the box, the Court may deem your acceptance of the Plan on a non-consensual basis as consent to granting the Third Party Release and that you are bound by such release.

Item 3. Acknowledgments. By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and the other applicable solicitation materials (the “Solicitation Materials”) and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned understands that if this Ballot is validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted.

[Signature of following page]

Name of Creditor	Social Security or Federal Tax I.D. No. (optional)
Signature	
If by Authorized Agent, Name and Title	Street Address
	City, State, Zip Code
Date Completed	E-mail: Telephone Number:

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate acceptance or rejection of the Plan. Complete the Ballot by providing all the information requested and sign, date and return the Ballot by mail, overnight courier or personal delivery to the Solicitation Agent at the following address:

**Gritstone Ballot Processing Center
c/o KCC dba Verita
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245**

An envelope addressed to the Solicitation Agent is enclosed for your convenience.

Alternatively, you may submit your Ballot via the Solicitation Agent's online portal by visiting <https://veritaglobal.net/gritstone>. Click on the "File a Ballot" section of the website and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot PASSWORD: _____

The Solicitation Agent's online portal is the sole manner in which Ballots will be accepted via electronic or online transmission. **Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted.**

Each E-Ballot PASSWORD is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot PASSWORD you receive, as applicable. **Creditors who cast a Ballot using the Solicitation Agent's Electronic Balloting Portal system SHOULD NOT also submit a paper Ballot.**

Ballots must be received by the Solicitation Agent by 5:00 p.m., prevailing Eastern Time, March 17, 2025 (the "Voting Deadline"). If a Ballot is received after the Voting Deadline, it will not be counted.

2. Please sign and date your ballot as required in Item 2. **Your signature is required before your ballot may be counted.**
3. If your claim has not been previously allowed by order of the Bankruptcy Court, your claim will be deemed to be temporarily allowed, solely for purposes of voting on the Plan unless there is an objection to your claim pending as of the date you receive the Solicitation Materials. The temporary allowance of your claim for voting purposes does not constitute an allowance of your claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtor, or any other party in interest (including but not limited to the post-confirmation reorganized debtor or any post-confirmation trustee), in any other context (*e.g.*, the right to contest the amount or validity of any claim for purposes of allowance under the Plan). If your claim is the subject of an objection that was filed by prior to the date you receive the Solicitation Materials, in accordance with Bankruptcy Rule 3018, your Ballot will not be counted unless the Court temporarily allows your claim for purposes of voting to accept or reject the Plan. In order for a claim subject to a timely filed objection to be temporarily allowed for voting purposes only, **you are required to file a motion with the Bankruptcy Court seeking such relief by no later than March 17, 2025.** Notwithstanding the foregoing, if the Debtor files a timely objection to your claim and request that your claim be allowed in a specific amount, and you file a timely and valid Ballot, your Ballot shall be counted in such specified amount.

4. The following voting and standard assumptions shall be used in tabulating Ballots, including yours:
- a. Except to the extent the Debtor otherwise agrees, or as permitted by the Court, Ballots received after the Voting Deadline will not be accepted or counted by the Debtor in connection with the confirmation of the Plan;
 - b. Claims shall not be split for purposes of voting; thus, each creditor must vote the full amount of its Claim(s) within each Voting Class to either accept or reject the Plan. If a creditor attempts to split such vote on their Ballot, such Ballot will not be counted for voting purposes;
 - c. Any executed Ballot which does not indicate an acceptance or rejection will not be counted;
 - d. Any executed Ballot which indicates both an acceptance and rejection of the Plan will not be counted;
 - e. Votes cast pursuant to a Ballot that is not signed or does not contain an original signature will not be counted, unless otherwise ordered by the Court;
 - f. Parties holding Claims in more than one Voting Class under the Plan may receive more than one Ballot coded for each applicable Voting Class;
 - g. The method of delivery of Ballots to be sent to the Solicitation Agent is at the election and risk of each holder of a Claim, but, except as otherwise provided in the Disclosure Statement, such delivery will be deemed made only when the original, executed Ballot is actually received by the Solicitation Agent;
 - h. Delivery to and receipt by the Solicitation Agent of the original executed Ballot on or before the Voting Deadline is required in order for a vote to be counted. Delivery of a Ballot by facsimile, email or any other electronic means will not be accepted unless otherwise ordered by the Court; *provided, however*, that Ballots may be electronically submitted using the Solicitation Agent's official on-line electronic ballot portal at <https://veritaglobal.net/gritstone>;
 - i. No Ballot sent to the Debtor, or to the Debtor's financial or legal advisors, will be accepted or counted in connection with confirmation of the Plan;
 - j. If multiple Ballots are received from or on behalf of an individual holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last properly completed Ballot timely received will be deemed to reflect the voter's intent and to supersede and revoke any prior Ballot;
 - k. If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or other person acting in a fiduciary or representative capacity, such person should indicate such capacity when signing and, if requested by the Debtor, must submit proper evidence, satisfactory to the Debtor, of such person's authority to so act in such capacity;
 - l. The Debtor, subject to contrary order of the Court, may waive any defect in any Ballot at any time, either before or after the close of voting, and without notice. Except as otherwise provided herein, the Debtor may reject such defective Ballot as invalid and, therefore, not count it in connection with confirmation of the Plan;
 - m. Unless otherwise ordered by the Court, all questions as to the validity, eligibility (including time of receipt) and revocation or withdrawal of Ballots shall be determined by the Debtor, which determination shall be final and binding;

- n. If a designation is requested under section 1126(e) of the Bankruptcy Code, any vote to accept or reject the Plan cast with respect to such Claim will not be counted for purposes of determining whether the Plan has been accepted or rejected, unless otherwise ordered by the Court;
 - o. Any holder of a Claim who has timely delivered a valid Ballot voting on the Plan may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a);
 - p. Unless waived or as otherwise ordered by the Court, any defects or irregularities in connection with delivery of Ballots must be cured by the Voting Deadline, and unless otherwise ordered by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived. Ballots previously furnished (and as to which any irregularities have not been cured or waived by the Voting Deadline) will not be counted in connection with confirmation of the Plan;
 - q. Neither the Debtor, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to the delivery of Ballots, nor will any of them incur any liability for failure to provide such notification;
 - r. No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots to accept the Plan;
 - s. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan; and
 - t. The Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or an assertion or admission of the validity or allowability of a Claim for distribution or any other purposes.
 - u. Any executed Ballot which does not indicate an opt out of granting the Third Party Release shall be deemed to be consent to such Third Party Release, regardless of whether such Ballot is voted to accept or reject the plan, or contains no voting election.
5. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE SOLICITATION MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.
6. **PLEASE RETURN YOUR BALLOT PROMPTLY. THE SOLICITATION AGENT WILL *NOT* ACCEPT BALLOTS BY FACSIMILE OR E-MAIL.**

NO PERSON, INCLUDING THE SOLICITATION AGENT, HAS BEEN AUTHORIZED TO GIVE ANY ADVICE, INCLUDING LEGAL ADVICE, REGARDING THE DEBTOR OR THE PLAN.

EXHIBIT D3

**FORM OF BALLOT FOR CLASS 4
(PRIORITY NON-TAX CLAIMS)**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

GRITSTONE BIO, INC.,¹

Debtor.

Chapter 11

Case No. 24-12305 (KBO)

**BALLOT TO ACCEPT OR REJECT
GRITSTONE BIO, INC.'S CHAPTER 11 PLAN OF REORGANIZATION**

CLASS 4: PRIORITY NON-TAX CLAIMS

THIS BALLOT IS TO BE USED BY OR ON BEHALF OF HOLDERS OF CLAIMS IN THE ABOVE-IDENTIFIED CLASS SOLELY FOR THE PURPOSE OF VOTING ON THE DEBTOR'S PLAN OF REORGANIZATION WHICH IS INCLUDED IN THE ENCLOSED SOLICITATION MATERIALS. PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE PROMPTLY. IF THE SOLICITATION AGENT HAS NOT RECEIVED THIS BALLOT BY 5:00 P.M., PREVAILING EASTERN TIME, ON MARCH 17, 2025 (THE "VOTING DEADLINE"), UNLESS OTHERWISE EXTENDED AT THE SOLE DISCRETION OF THE DEBTOR, IT WILL NOT BE COUNTED. FACSIMILE AND E-MAIL BALLOTS WILL NOT BE ACCEPTED.

This ballot (the "Ballot") is submitted to you to solicit your vote to accept or reject *Gritstone Bio, Inc.'s Chapter 11 Plan of Reorganization* [Docket No. ___ filed by debtor and debtor in possession Gritstone bio, Inc. (the "Debtor") (including all exhibits thereto and as amended, modified or supplemented from time to time, the "Plan").² The Plan is described in the related *Disclosure Statement for Gritstone Bio, Inc.'s Chapter 11 Plan of Reorganization* [Docket No. ___] (including all exhibits thereto and as amended, modified or supplemented from time to time, the "Disclosure Statement") approved by order of the United States Bankruptcy Court for the District of Delaware [Docket No. ___] (the "Disclosure Statement Order"). The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal or other financial advice concerning the Plan and the classification and treatment of your claim(s) under the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least one-half in number and two-thirds in amount of the claims in this Class and who vote on the Plan and if the Plan otherwise satisfies applicable legal requirements.

If you have received a damaged ballot or if you lose your ballot, or if you have any questions concerning this ballot or the voting procedures, please contact the Solicitation Agent.

¹ The Debtor's mailing address is 4698 Willow Road, Pleasanton, CA 94588, and the last four digits of the Debtor's federal tax identification number are 9534.

² Terms not otherwise defined herein shall have the meaning ascribed to such terms in the Plan.

PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEM 1. IF NEITHER THE “ACCEPT” NOR “REJECT” BOX IS CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST. IF THIS BALLOT IS NOT SIGNED IN ITEM 3 BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class Vote. The undersigned, the holder of a Class 4 Priority Non-Tax Claim, hereby votes, in the amount set forth below, as follows (check one box):

Accept the Plan Reject the Plan.

Amount of Claim: \$ _____

Item 2. Releases. The undersigned, the holder of a Claim as indicated in Item 1, above, hereby elects to opt out of granting the Third Party Release set forth in the Plan, **the relevant provisions of which are attached as Annex A to the enclosed Confirmation Hearing Notice and more fully described in the Solicitation Materials.** (Check if applicable):

Opt Out of granting the Third Party Release

If you vote to accept the Plan, you shall be deemed to have consented to granting the Third Party Release in the Plan. If you fail to check the box or leave this Item blank, you will be deemed to have consented to granting the Third Party Release and you will be deemed a Releasing Party. Even if you check the box, the Court may deem your acceptance of the Plan on a non-consensual basis as consent to granting the Third Party Release and that you are bound by such release.

Item 3. Acknowledgments. By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and the other applicable solicitation materials (the “Solicitation Materials”) and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned understands that if this Ballot is validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted.

[Signature of following page]

Name of Creditor	Social Security or Federal Tax I.D. No. (optional)
Signature	
If by Authorized Agent, Name and Title	Street Address
	City, State, Zip Code
Date Completed	E-mail: Telephone Number:

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate acceptance or rejection of the Plan. Complete the Ballot by providing all the information requested and sign, date and return the Ballot by mail, overnight courier or personal delivery to the Solicitation Agent at the following address:

**Gritstone Ballot Processing Center
c/o KCC dba Verita
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245**

An envelope addressed to the Solicitation Agent is enclosed for your convenience.

Alternatively, you may submit your Ballot via the Solicitation Agent’s online portal by visiting <https://veritaglobal.net/gritstone>. Click on the “File a Ballot” section of the website and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot PASSWORD: _____

The Solicitation Agent’s online portal is the sole manner in which Ballots will be accepted via electronic or online transmission. **Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted.**

Each E-Ballot PASSWORD is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot PASSWORD you receive, as applicable. **Creditors who cast a Ballot using the Solicitation Agent’s Electronic Balloting Portal system SHOULD NOT also submit a paper Ballot.**

Ballots must be received by the Solicitation Agent by 5:00 p.m., prevailing Eastern Time, March 17, 2025 (the “Voting Deadline”). If a Ballot is received after the Voting Deadline, it will not be counted.

2. Please sign and date your ballot as required in Item 2. **Your signature is required before your ballot may be counted.**
3. If your claim has not been previously allowed by order of the Bankruptcy Court, your claim will be deemed to be temporarily allowed, solely for purposes of voting on the Plan unless there is an objection to your claim pending as of the date you receive the Solicitation Materials. The temporary allowance of your claim for voting purposes does not constitute an allowance of your claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtor, or any other party in interest (including but not limited to the post-confirmation reorganized debtor or any post-confirmation trustee), in any other context (*e.g.*, the right to contest the amount or validity of any claim for purposes of allowance under the Plan). If your claim is the subject of an objection that was filed by prior to the date you receive the Solicitation Materials, in accordance with Bankruptcy Rule 3018, your Ballot will not be counted unless the Court temporarily allows your claim for purposes of voting to accept or reject the Plan. In order for a claim subject to a timely filed objection to be temporarily allowed for voting purposes only, **you are required to file a motion with the Bankruptcy Court seeking such relief by no later than March 17, 2025.** Notwithstanding the foregoing, if the Debtor files a timely objection to your claim and request that your claim be allowed in a specific amount, and you file a timely and valid Ballot, your Ballot shall be counted in such specified amount.

4. The following voting and standard assumptions shall be used in tabulating Ballots, including yours:
- a. Except to the extent the Debtor otherwise agrees, or as permitted by the Court, Ballots received after the Voting Deadline will not be accepted or counted by the Debtor in connection with the confirmation of the Plan;
 - b. Claims shall not be split for purposes of voting; thus, each creditor must vote the full amount of its Claim(s) within each Voting Class to either accept or reject the Plan. If a creditor attempts to split such vote on their Ballot, such Ballot will not be counted for voting purposes;
 - c. Any executed Ballot which does not indicate an acceptance or rejection will not be counted;
 - d. Any executed Ballot which indicates both an acceptance and rejection of the Plan will not be counted;
 - e. Votes cast pursuant to a Ballot that is not signed or does not contain an original signature will not be counted, unless otherwise ordered by the Court;
 - f. Parties holding Claims in more than one Voting Class under the Plan may receive more than one Ballot coded for each applicable Voting Class;
 - g. The method of delivery of Ballots to be sent to the Solicitation Agent is at the election and risk of each holder of a Claim, but, except as otherwise provided in the Disclosure Statement, such delivery will be deemed made only when the original, executed Ballot is actually received by the Solicitation Agent;
 - h. Delivery to and receipt by the Solicitation Agent of the original executed Ballot on or before the Voting Deadline is required in order for a vote to be counted. Delivery of a Ballot by facsimile, email or any other electronic means will not be accepted unless otherwise ordered by the Court; *provided, however*, that Ballots may be electronically submitted using the Solicitation Agent's official on-line electronic ballot portal at <https://veritaglobal.net/gritstone>;
 - i. No Ballot sent to the Debtor, or to the Debtor's financial or legal advisors, will be accepted or counted in connection with confirmation of the Plan;
 - j. If multiple Ballots are received from or on behalf of an individual holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last properly completed Ballot timely received will be deemed to reflect the voter's intent and to supersede and revoke any prior Ballot;
 - k. If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or other person acting in a fiduciary or representative capacity, such person should indicate such capacity when signing and, if requested by the Debtor, must submit proper evidence, satisfactory to the Debtor, of such person's authority to so act in such capacity;
 - l. The Debtor, subject to contrary order of the Court, may waive any defect in any Ballot at any time, either before or after the close of voting, and without notice. Except as otherwise provided herein, the Debtor may reject such defective Ballot as invalid and, therefore, not count it in connection with confirmation of the Plan;
 - m. Unless otherwise ordered by the Court, all questions as to the validity, eligibility (including time of receipt) and revocation or withdrawal of Ballots shall be determined by the Debtor, which determination shall be final and binding;

- n. If a designation is requested under section 1126(e) of the Bankruptcy Code, any vote to accept or reject the Plan cast with respect to such Claim will not be counted for purposes of determining whether the Plan has been accepted or rejected, unless otherwise ordered by the Court;
 - o. Any holder of a Claim who has timely delivered a valid Ballot voting on the Plan may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a);
 - p. Unless waived or as otherwise ordered by the Court, any defects or irregularities in connection with delivery of Ballots must be cured by the Voting Deadline, and unless otherwise ordered by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived. Ballots previously furnished (and as to which any irregularities have not been cured or waived by the Voting Deadline) will not be counted in connection with confirmation of the Plan;
 - q. Neither the Debtor, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to the delivery of Ballots, nor will any of them incur any liability for failure to provide such notification;
 - r. No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots to accept the Plan;
 - s. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan; and
 - t. The Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or an assertion or admission of the validity or allowability of a Claim for distribution or any other purposes.
 - u. Any executed Ballot which does not indicate an opt out of granting the Third Party Release shall be deemed to be consent to such Third Party Release, regardless of whether such Ballot is voted to accept or reject the plan, or contains no voting election.
5. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE SOLICITATION MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.
6. **PLEASE RETURN YOUR BALLOT PROMPTLY. THE SOLICITATION AGENT WILL *NOT* ACCEPT BALLOTS BY FACSIMILE OR E-MAIL.**

NO PERSON, INCLUDING THE SOLICITATION AGENT, HAS BEEN AUTHORIZED TO GIVE ANY ADVICE, INCLUDING LEGAL ADVICE, REGARDING THE DEBTOR OR THE PLAN.

EXHIBIT D4

**FORM OF BALLOT FOR CLASS 5
(GENERAL UNSECURED CLAIMS)**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

GRITSTONE BIO, INC.,¹

Debtor.

Chapter 11

Case No. 24-12305 (KBO)

**BALLOT TO ACCEPT OR REJECT
GRITSTONE BIO, INC.'S CHAPTER 11 PLAN OF REORGANIZATION**

CLASS 5: GENERAL UNSECURED CLAIMS

THIS BALLOT IS TO BE USED BY OR ON BEHALF OF HOLDERS OF CLAIMS IN THE ABOVE-IDENTIFIED CLASS SOLELY FOR THE PURPOSE OF VOTING ON THE DEBTOR'S PLAN OF REORGANIZATION WHICH IS INCLUDED IN THE ENCLOSED SOLICITATION MATERIALS. PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE PROMPTLY. IF THE SOLICITATION AGENT HAS NOT RECEIVED THIS BALLOT BY 5:00 P.M., PREVAILING EASTERN TIME, ON MARCH 17, 2025 (THE "VOTING DEADLINE"), UNLESS OTHERWISE EXTENDED AT THE SOLE DISCRETION OF THE DEBTOR, IT WILL NOT BE COUNTED. FACSIMILE AND E-MAIL BALLOTS WILL NOT BE ACCEPTED.

This ballot (the "Ballot") is submitted to you to solicit your vote to accept or reject *Gritstone Bio, Inc.'s Chapter 11 Plan of Reorganization* [Docket No. ___ filed by debtor and debtor in possession Gritstone bio, Inc. (the "Debtor") (including all exhibits thereto and as amended, modified or supplemented from time to time, the "Plan").² The Plan is described in the related *Disclosure Statement for Gritstone Bio, Inc.'s Chapter 11 Plan of Reorganization* [Docket No. ___] (including all exhibits thereto and as amended, modified or supplemented from time to time, the "Disclosure Statement") approved by order of the United States Bankruptcy Court for the District of Delaware [Docket No. ___] (the "Disclosure Statement Order"). The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal or other financial advice concerning the Plan and the classification and treatment of your claim(s) under the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least one-half in number and two-thirds in amount of the claims in this Class and who vote on the Plan and if the Plan otherwise satisfies applicable legal requirements.

If you have received a damaged ballot or if you lose your ballot, or if you have any questions concerning this ballot or the voting procedures, please contact the Solicitation Agent.

¹ The Debtor's mailing address is 4698 Willow Road, Pleasanton, CA 94588, and the last four digits of the Debtor's federal tax identification number are 9534.

² Terms not otherwise defined herein shall have the meaning ascribed to such terms in the Plan.

PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEM 1. IF NEITHER THE “ACCEPT” NOR “REJECT” BOX IS CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST. IF THIS BALLOT IS NOT SIGNED IN ITEM 3 BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class Vote. The undersigned, the holder of a Class 5 General Unsecured Claim, hereby votes, in the amount set forth below, as follows (check one box):

Accept the Plan Reject the Plan.

Amount of Claim: \$ _____

Item 2. Releases. The undersigned, the holder of a Claim as indicated in Item 1, above, hereby elects to opt out of granting the Third Party Release set forth in the Plan, **the relevant provisions of which are attached as Annex A to the enclosed Confirmation Hearing Notice and more fully described in the Solicitation Materials.** (Check if applicable):

Opt Out of granting the Third Party Release

If you vote to accept the Plan, you shall be deemed to have consented to granting the Third Party Release in the Plan. If you fail to check the box or leave this Item blank, you will be deemed to have consented to granting the Third Party Release and you will be deemed a Releasing Party. Even if you check the box, the Court may deem your acceptance of the Plan on a non-consensual basis as consent to granting the Third Party Release and that you are bound by such release.

Item 3. Acknowledgments. By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and the other applicable solicitation materials (the “Solicitation Materials”) and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned understands that if this Ballot is validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted.

[Signature of following page]

Name of Creditor	Social Security or Federal Tax I.D. No. (optional)
Signature	
If by Authorized Agent, Name and Title	Street Address
	City, State, Zip Code
Date Completed	E-mail: Telephone Number:

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate acceptance or rejection of the Plan. Complete the Ballot by providing all the information requested and sign, date and return the Ballot by mail, overnight courier or personal delivery to the Solicitation Agent at the following address:

**Gritstone Ballot Processing Center
c/o KCC dba Verita
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245**

An envelope addressed to the Solicitation Agent is enclosed for your convenience.

Alternatively, you may submit your Ballot via the Solicitation Agent’s online portal by visiting <https://veritaglobal.net/gritstone>. Click on the “File a Ballot” section of the website and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot PASSWORD: _____

The Solicitation Agent’s online portal is the sole manner in which Ballots will be accepted via electronic or online transmission. **Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted.**

Each E-Ballot PASSWORD is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot PASSWORD you receive, as applicable. **Creditors who cast a Ballot using the Solicitation Agent’s Electronic Balloting Portal system SHOULD NOT also submit a paper Ballot.**

Ballots must be received by the Solicitation Agent by 5:00 p.m., prevailing Eastern Time, March 17, 2025 (the “Voting Deadline”). If a Ballot is received after the Voting Deadline, it will not be counted.

2. Please sign and date your ballot as required in Item 2. **Your signature is required before your ballot may be counted.**
3. If your claim has not been previously allowed by order of the Bankruptcy Court, your claim will be deemed to be temporarily allowed, solely for purposes of voting on the Plan unless there is an objection to your claim pending as of the date you receive the Solicitation Materials. The temporary allowance of your claim for voting purposes does not constitute an allowance of your claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtor, or any other party in interest (including but not limited to the post-confirmation reorganized debtor or any post-confirmation trustee), in any other context (*e.g.*, the right to contest the amount or validity of any claim for purposes of allowance under the Plan). If your claim is the subject of an objection that was filed by prior to the date you receive the Solicitation Materials, in accordance with Bankruptcy Rule 3018, your Ballot will not be counted unless the Court temporarily allows your claim for purposes of voting to accept or reject the Plan. In order for a claim subject to a timely filed objection to be temporarily allowed for voting purposes only, **you are required to file a motion with the Bankruptcy Court seeking such relief by no later than March 17, 2025.** Notwithstanding the foregoing, if the Debtor files a timely objection to your claim and request that your claim be allowed in a specific amount, and you file a timely and valid Ballot, your Ballot shall be counted in such specified amount.

4. The following voting and standard assumptions shall be used in tabulating Ballots, including yours:
- a. Except to the extent the Debtor otherwise agrees, or as permitted by the Court, Ballots received after the Voting Deadline will not be accepted or counted by the Debtor in connection with the confirmation of the Plan;
 - b. Claims shall not be split for purposes of voting; thus, each creditor must vote the full amount of its Claim(s) within each Voting Class to either accept or reject the Plan. If a creditor attempts to split such vote on their Ballot, such Ballot will not be counted for voting purposes;
 - c. Any executed Ballot which does not indicate an acceptance or rejection will not be counted;
 - d. Any executed Ballot which indicates both an acceptance and rejection of the Plan will not be counted;
 - e. Votes cast pursuant to a Ballot that is not signed or does not contain an original signature will not be counted, unless otherwise ordered by the Court;
 - f. Parties holding Claims in more than one Voting Class under the Plan may receive more than one Ballot coded for each applicable Voting Class;
 - g. The method of delivery of Ballots to be sent to the Solicitation Agent is at the election and risk of each holder of a Claim, but, except as otherwise provided in the Disclosure Statement, such delivery will be deemed made only when the original, executed Ballot is actually received by the Solicitation Agent;
 - h. Delivery to and receipt by the Solicitation Agent of the original executed Ballot on or before the Voting Deadline is required in order for a vote to be counted. Delivery of a Ballot by facsimile, email or any other electronic means will not be accepted unless otherwise ordered by the Court; *provided, however*, that Ballots may be electronically submitted using the Solicitation Agent's official on-line electronic ballot portal at <https://veritaglobal.net/gritstone>;
 - i. No Ballot sent to the Debtor, or to the Debtor's financial or legal advisors, will be accepted or counted in connection with confirmation of the Plan;
 - j. If multiple Ballots are received from or on behalf of an individual holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last properly completed Ballot timely received will be deemed to reflect the voter's intent and to supersede and revoke any prior Ballot;
 - k. If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or other person acting in a fiduciary or representative capacity, such person should indicate such capacity when signing and, if requested by the Debtor, must submit proper evidence, satisfactory to the Debtor, of such person's authority to so act in such capacity;
 - l. The Debtor, subject to contrary order of the Court, may waive any defect in any Ballot at any time, either before or after the close of voting, and without notice. Except as otherwise provided herein, the Debtor may reject such defective Ballot as invalid and, therefore, not count it in connection with confirmation of the Plan;
 - m. Unless otherwise ordered by the Court, all questions as to the validity, eligibility (including time of receipt) and revocation or withdrawal of Ballots shall be determined by the Debtor, which determination shall be final and binding;

- n. If a designation is requested under section 1126(e) of the Bankruptcy Code, any vote to accept or reject the Plan cast with respect to such Claim will not be counted for purposes of determining whether the Plan has been accepted or rejected, unless otherwise ordered by the Court;
 - o. Any holder of a Claim who has timely delivered a valid Ballot voting on the Plan may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a);
 - p. Unless waived or as otherwise ordered by the Court, any defects or irregularities in connection with delivery of Ballots must be cured by the Voting Deadline, and unless otherwise ordered by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived. Ballots previously furnished (and as to which any irregularities have not been cured or waived by the Voting Deadline) will not be counted in connection with confirmation of the Plan;
 - q. Neither the Debtor, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to the delivery of Ballots, nor will any of them incur any liability for failure to provide such notification;
 - r. No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots to accept the Plan;
 - s. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan; and
 - t. The Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or an assertion or admission of the validity or allowability of a Claim for distribution or any other purposes.
 - u. Any executed Ballot which does not indicate an opt out of granting the Third Party Release shall be deemed to be consent to such Third Party Release, regardless of whether such Ballot is voted to accept or reject the plan, or contains no voting election.
5. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE SOLICITATION MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.
6. **PLEASE RETURN YOUR BALLOT PROMPTLY. THE SOLICITATION AGENT WILL *NOT* ACCEPT BALLOTS BY FACSIMILE OR E-MAIL.**

NO PERSON, INCLUDING THE SOLICITATION AGENT, HAS BEEN AUTHORIZED TO GIVE ANY ADVICE, INCLUDING LEGAL ADVICE, REGARDING THE DEBTOR OR THE PLAN.

EXHIBIT D5

**FORM OF BALLOT FOR CLASS 6
(CONVENIENCE CLAIMS)**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

GRITSTONE BIO, INC.,¹

Debtor.

Chapter 11

Case No. 24-12305 (KBO)

**BALLOT TO ACCEPT OR REJECT
GRITSTONE BIO, INC.'S CHAPTER 11 PLAN OF REORGANIZATION**

CLASS 6: CONVENIENCE CLAIMS

THIS BALLOT IS TO BE USED BY OR ON BEHALF OF HOLDERS OF CLAIMS IN THE ABOVE-IDENTIFIED CLASS SOLELY FOR THE PURPOSE OF VOTING ON THE DEBTOR'S PLAN OF REORGANIZATION WHICH IS INCLUDED IN THE ENCLOSED SOLICITATION MATERIALS. PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE PROMPTLY. IF THE SOLICITATION AGENT HAS NOT RECEIVED THIS BALLOT BY 5:00 P.M., PREVAILING EASTERN TIME, ON MARCH 17, 2025 (THE "VOTING DEADLINE"), UNLESS OTHERWISE EXTENDED AT THE SOLE DISCRETION OF THE DEBTOR, IT WILL NOT BE COUNTED. FACSIMILE AND E-MAIL BALLOTS WILL NOT BE ACCEPTED.

This ballot (the "Ballot") is submitted to you to solicit your vote to accept or reject *Gritstone Bio, Inc.'s Chapter 11 Plan of Reorganization* [Docket No. ___ filed by debtor and debtor in possession Gritstone bio, Inc. (the "Debtor") (including all exhibits thereto and as amended, modified or supplemented from time to time, the "Plan").² The Plan is described in the related *Disclosure Statement for Gritstone Bio, Inc.'s Chapter 11 Plan of Reorganization* [Docket No. ___] (including all exhibits thereto and as amended, modified or supplemented from time to time, the "Disclosure Statement") approved by order of the United States Bankruptcy Court for the District of Delaware [Docket No. ___] (the "Disclosure Statement Order"). The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal or other financial advice concerning the Plan and the classification and treatment of your claim(s) under the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least one-half in number and two-thirds in amount of the claims in this Class and who vote on the Plan and if the Plan otherwise satisfies applicable legal requirements.

If you have received a damaged ballot or if you lose your ballot, or if you have any questions concerning this ballot or the voting procedures, please contact the Solicitation Agent.

¹ The Debtor's mailing address is 4698 Willow Road, Pleasanton, CA 94588, and the last four digits of the Debtor's federal tax identification number are 9534.

² Terms not otherwise defined herein shall have the meaning ascribed to such terms in the Plan.

PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEM 1. IF NEITHER THE “ACCEPT” NOR “REJECT” BOX IS CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST. IF THIS BALLOT IS NOT SIGNED IN ITEM 3 BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class Vote. The undersigned, the holder of a Class 6 Convenience Claim, hereby (a) elects to have such holder’s Claim classified within Class 6 and consents to the treatment of such Claim as a Class 6 Claim as set forth in the Plan, and (b) votes, in the amount set forth below, as follows (check one box):

Accept the Plan Reject the Plan.

Amount of Claim: \$ _____

Item 2. Releases. The undersigned, the holder of a Claim as indicated in Item 1, above, hereby elects to opt out of granting the Third Party Release set forth in the Plan, **the relevant provisions of which are attached as Annex A to the enclosed Confirmation Hearing Notice and more fully described in the Solicitation Materials.** (Check if applicable):

Opt Out of granting the Third Party Release

If you vote to accept the Plan, you shall be deemed to have consented to granting the Third Party Release in the Plan. If you fail to check the box or leave this Item blank, you will be deemed to have consented to granting the Third Party Release and you will be deemed a Releasing Party. Even if you check the box, the Court may deem your acceptance of the Plan on a non-consensual basis as consent to granting the Third Party Release and that you are bound by such release.

Item 3. Acknowledgments. By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and the other applicable solicitation materials (the “Solicitation Materials”) and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned understands that if this Ballot is validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted.

[Signature of following page]

Name of Creditor	Social Security or Federal Tax I.D. No. (optional)
Signature	
If by Authorized Agent, Name and Title	Street Address
	City, State, Zip Code
Date Completed	E-mail: Telephone Number:

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate acceptance or rejection of the Plan. Complete the Ballot by providing all the information requested and sign, date and return the Ballot by mail, overnight courier or personal delivery to the Solicitation Agent at the following address:

**Gritstone Ballot Processing Center
c/o KCC dba Verita
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245**

An envelope addressed to the Solicitation Agent is enclosed for your convenience.

Alternatively, you may submit your Ballot via the Solicitation Agent’s online portal by visiting <https://veritaglobal.net/gritstone>. Click on the “File a Ballot” section of the website and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot PASSWORD: _____

The Solicitation Agent’s online portal is the sole manner in which Ballots will be accepted via electronic or online transmission. **Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted.**

Each E-Ballot PASSWORD is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot PASSWORD you receive, as applicable. **Creditors who cast a Ballot using the Solicitation Agent’s Electronic Balloting Portal system SHOULD NOT also submit a paper Ballot.**

Ballots must be received by the Solicitation Agent by 5:00 p.m., prevailing Eastern Time, March 17, 2025 (the “Voting Deadline”). If a Ballot is received after the Voting Deadline, it will not be counted.

2. Please sign and date your ballot as required in Item 2. **Your signature is required before your ballot may be counted.**
3. If your claim has not been previously allowed by order of the Bankruptcy Court, your claim will be deemed to be temporarily allowed, solely for purposes of voting on the Plan unless there is an objection to your claim pending as of the date you receive the Solicitation Materials. The temporary allowance of your claim for voting purposes does not constitute an allowance of your claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtor, or any other party in interest (including but not limited to the post-confirmation reorganized debtor or any post-confirmation trustee), in any other context (*e.g.*, the right to contest the amount or validity of any claim for purposes of allowance under the Plan). If your claim is the subject of an objection that was filed by prior to the date you receive the Solicitation Materials, in accordance with Bankruptcy Rule 3018, your Ballot will not be counted unless the Court temporarily allows your claim for purposes of voting to accept or reject the Plan. In order for a claim subject to a timely filed objection to be temporarily allowed for voting purposes only, **you are required to file a motion with the Bankruptcy Court seeking such relief by no later than March 17, 2025.** Notwithstanding the foregoing, if the Debtor files a timely objection to your claim and request that your claim be allowed in a specific amount, and you file a timely and valid Ballot, your Ballot shall be counted in such specified amount.

4. The following voting and standard assumptions shall be used in tabulating Ballots, including yours:
- a. Except to the extent the Debtor otherwise agrees, or as permitted by the Court, Ballots received after the Voting Deadline will not be accepted or counted by the Debtor in connection with the confirmation of the Plan;
 - b. Claims shall not be split for purposes of voting; thus, each creditor must vote the full amount of its Claim(s) within each Voting Class to either accept or reject the Plan. If a creditor attempts to split such vote on their Ballot, such Ballot will not be counted for voting purposes;
 - c. Any executed Ballot which does not indicate an acceptance or rejection will not be counted;
 - d. Any executed Ballot which indicates both an acceptance and rejection of the Plan will not be counted;
 - e. Votes cast pursuant to a Ballot that is not signed or does not contain an original signature will not be counted, unless otherwise ordered by the Court;
 - f. Parties holding Claims in more than one Voting Class under the Plan may receive more than one Ballot coded for each applicable Voting Class;
 - g. The method of delivery of Ballots to be sent to the Solicitation Agent is at the election and risk of each holder of a Claim, but, except as otherwise provided in the Disclosure Statement, such delivery will be deemed made only when the original, executed Ballot is actually received by the Solicitation Agent;
 - h. Delivery to and receipt by the Solicitation Agent of the original executed Ballot on or before the Voting Deadline is required in order for a vote to be counted. Delivery of a Ballot by facsimile, email or any other electronic means will not be accepted unless otherwise ordered by the Court; *provided, however*, that Ballots may be electronically submitted using the Solicitation Agent's official on-line electronic ballot portal at <https://veritaglobal.net/gritstone>;
 - i. No Ballot sent to the Debtor, or to the Debtor's financial or legal advisors, will be accepted or counted in connection with confirmation of the Plan;
 - j. If multiple Ballots are received from or on behalf of an individual holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last properly completed Ballot timely received will be deemed to reflect the voter's intent and to supersede and revoke any prior Ballot;
 - k. If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or other person acting in a fiduciary or representative capacity, such person should indicate such capacity when signing and, if requested by the Debtor, must submit proper evidence, satisfactory to the Debtor, of such person's authority to so act in such capacity;
 - l. The Debtor, subject to contrary order of the Court, may waive any defect in any Ballot at any time, either before or after the close of voting, and without notice. Except as otherwise provided herein, the Debtor may reject such defective Ballot as invalid and, therefore, not count it in connection with confirmation of the Plan;
 - m. Unless otherwise ordered by the Court, all questions as to the validity, eligibility (including time of receipt) and revocation or withdrawal of Ballots shall be determined by the Debtor, which determination shall be final and binding;

- n. If a designation is requested under section 1126(e) of the Bankruptcy Code, any vote to accept or reject the Plan cast with respect to such Claim will not be counted for purposes of determining whether the Plan has been accepted or rejected, unless otherwise ordered by the Court;
 - o. Any holder of a Claim who has timely delivered a valid Ballot voting on the Plan may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a);
 - p. Unless waived or as otherwise ordered by the Court, any defects or irregularities in connection with delivery of Ballots must be cured by the Voting Deadline, and unless otherwise ordered by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived. Ballots previously furnished (and as to which any irregularities have not been cured or waived by the Voting Deadline) will not be counted in connection with confirmation of the Plan;
 - q. Neither the Debtor, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to the delivery of Ballots, nor will any of them incur any liability for failure to provide such notification;
 - r. No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots to accept the Plan;
 - s. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan; and
 - t. The Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or an assertion or admission of the validity or allowability of a Claim for distribution or any other purposes.
 - u. Any executed Ballot which does not indicate an opt out of granting the Third Party Release shall be deemed to be consent to such Third Party Release, regardless of whether such Ballot is voted to accept or reject the plan, or contains no voting election.
5. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE SOLICITATION MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.
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