

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

GRITSTONE BIO, INC.,<sup>1</sup>

Debtor.

Chapter 11

Case No. 24-12305 (KBO)

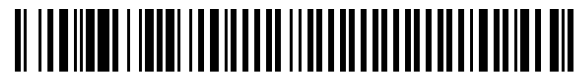
**Related Docket No. 387**

**NOTICE OF FILING OF REVISED 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 OF THE FOLLOWING:**

1. On January 29, 2025, the above-captioned debtor and debtor in possession (the “Debtor”) filed the *Amended 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*

<sup>1</sup> 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.



*Confirmation of Plan; and (VII) Granting Related Relief* (the “Motion”) [Docket No. 387] which attached a proposed order as Exhibit A thereto.

2. Pursuant to the notice of hearing on the Motion [Docket No. 387-1], objections to the Motion were due to be filed on or before February 6, 2025, at 5:00 p.m. (ET) (the “Objection Deadline”) and a hearing on the Motion is scheduled for February 12, 2025, at 11:30 a.m. (ET) (the “Hearing”).

3. Attached hereto as Exhibit A is a revised proposed order granting the Motion (the “Revised Proposed Order”), which incorporates comments received from the Committee and the Debtor’s pre and postpetition lenders.

4. Attached hereto as Exhibit B is a redline of the Revised Proposed Order reflecting changes against the original proposed order attached to the Motion.

5. The Debtor intends to present the Revised Proposed Order at the Hearing.

Dated: February 11, 2025

PACHULSKI STANG ZIEHL & JONES LLP

*/s/ James E. O’Neill*

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

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**EXHIBIT A**

**Revised Proposed Order**

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

In re:

GRITSTONE BIO, INC.,<sup>1</sup>

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 Amended 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

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<sup>1</sup> 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.

*Objections to Confirmation of Plan; and (VII) Granting Related Relief* (the “Motion”),<sup>2</sup> filed by above-captioned debtor and debtor in possession (the “Debtor”); 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 February 11, 2025 [Docket No. 424] 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 *Gritstone Bio, Inc.’s First Modified Chapter 11 Plan of Reorganization* [Docket No. 423] (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 25, 2025, at 10:00 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

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<sup>2</sup> 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 or as amended and annexed hereto are approved. The Debtor shall transmit, or cause to be transmitted, the Solicitation Materials no later than **the later of (x) February 15, 2025, and (y) three (3) business days following entry of the order granting this Motion** (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 **the later of (x) February 15, 2025, and (y) three (3) business days following entry of the order granting this Motion** (the “Non-Voting Class Notices Mailing Deadline”), the Debtor, through the Solicitation Agent (as defined below), will to 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 also will advise that the Third Party Release does not apply to Holders of Claims or Interests in Non-Voting Classes. 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** or as amended and annexed hereto, 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 the 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.

14. 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 Court approves the following procedures to facilitate appropriate notice being given to Holders of Interests in Class 8 held by brokers, banks, commercial banks, trust companies, dealers, or other



agents or nominees (collectively, the “Nominees”) on behalf of the underlying beneficial holders (the “Beneficial Holders”) in “street name” and will facilitate appropriate notice being given to Holders of Interests in Class 8: The Solicitation Agent shall distribute or cause to be distributed the appropriate number of copies of the Non-Voting Class Notice (Interest Holders) to such Nominees or such Nominees’ mailing agent, with instructions to forward the Non-Voting Class Notice (Interest Holders) to their Beneficial Holder clients. Moreover, if it is the Nominees’ (or Nominees’ agents’) customary internal practice to provide to Beneficial Holders an electronic link to materials, the Nominees (or Nominees’ agent) can follow such customary practices in lieu of forwarding paper copies of the Non-Voting Class Notice (Interest Holders).

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** or as amended and annexed hereto, 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.

**Deadline for Receipt of Ballots and Opt Out Election Forms**

18. 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**

19. 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**

20. 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).

21. 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.

22. 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. A Holder of a General Unsecured Claim that would otherwise be a Class 5 General Unsecured Claim that is Allowed in an amount of \$75,000 or less has been classified as a Class 6 Convenience Claim. Each Holder of an Allowed Class 6 Convenience Claim shall receive, in full and final satisfaction of such Allowed Claim, up to 20% of the Allowed amount of such Claim (capped at such claimant's Pro Rata share of \$350,000), in Cash on the later of fifteen (15) days following (a) the Effective Date and (b) the date such Claim becomes an Allowed Claim, unless the Debtor or Reorganized Debtor and the Holder of a Class 6 Claim otherwise agree. A Holder of a Class 5 General Unsecured Claim that is Allowed in an amount greater than \$75,000 may irrevocably elect, as evidenced on its timely and validly submitted Ballot to have such Claim irrevocably reduced to \$75,000 and treated as a Class 6 Convenience Claim (upon Allowance) in full and final satisfaction of such Claim, *provided, however*, that a Class 5 General Unsecured Claim may not be subdivided into multiple Convenience Claims, and *provided, further*, that a Holder of a Prepetition Lenders' Deficiency Claim may not elect to have such Claim treated as a Class 6 Convenience Claim;
- j. 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
- k. 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.

23. 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. Subject to entry of the Confirmation Order, any executed Ballot that is voted to accept the Plan that does not indicate an opt out of granting the Third Party Release shall be deemed to be consent to such Third Party Release. Holders of Claims or Interests who (i) vote to reject the Plan, (ii) abstain from voting on the Plan, or (iii) are in a Non-Voting Class are deemed not to consent to the Third Party Release.

24. 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.

25. The Solicitation Agent shall file the Voting Tabulation Affidavit with the Bankruptcy Court, on or before March 21, 2025.

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

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

27. 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").

28. 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., Court Plaza North, 25 Main Street, Hackensack, NJ 07601, Attn: Stuart Komrower (skomrower@coleschotz.com);
- 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); and (ii) 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.

29. 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.

30. On or before March 21, 2025 the Debtor and any other party in interest 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.

31. 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.



32. 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.

33. 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.

34. 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.,<sup>1</sup>

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 First Modified Chapter 11 Plan of Reorganization* [Docket No. 423] (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. 424] (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 25, 2025, commencing at 10:00 a.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://\\_\\_\\_\\_\\_](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

<sup>1</sup> 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); (d) a cover letter from the Debtor explaining the enclosure and requesting that creditors vote in favor of the Plan; and (e) for Holders of Claims in Classes 5 and 6 only, a letter from the Official Committee of Unsecured Creditors in support 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., Cole Schotz P.C., Court Plaza North, 25 Main Street, Hackensack, NJ 07601, Attn: Stuart Komrower (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, (i) ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, New York, NY 10019, Attn: Beth M. Brownstein (beth.brownstein@asflaw.com), and (ii) 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 (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**

**You are a Holder of a Claim in a Voting Class. If you vote to accept the Plan, and do not affirmatively opt out of granting the Third Party Release on your ballot, 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*

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Debra I. Grassgreen, (Pro Hac Vice)  
John W. Lucas, (Pro Hac Vice)  
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*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):<sup>2</sup>**

"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 solely with respect to the Debtor releases contained in Article X.E. of the Plan, 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

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<sup>2</sup> 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.

advisors, investment bankers, accountants, and other retained professionals), in each case solely in their capacities as such.

**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.,<sup>1</sup>

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; AND (D) 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 First Modified Chapter 11 Plan of Reorganization* [Docket No. 423] (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. 424] (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 25, 2025, commencing at 10:00 a.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://\\_\\_\\_\\_\\_](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.

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<sup>1</sup> 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.

**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, 25 Main Street, Hackensack, NJ 07601, Attn: Stuart Komrower (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, (i) ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, New York, NY 10019, Attn: Beth M. Brownstein (beth.brownstein@asflaw.com), and (ii) 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 (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 DO NOT APPLY TO HOLDERS OF CLAIMS OR INTERESTS IN A NON-VOTING CLASS**

**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](http://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*

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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)  
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mpagay@pszjlaw.com  
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*Counsel to the Debtor and Debtor in Possession*

**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.,<sup>1</sup>

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; AND (D) 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 First Modified Chapter 11 Plan of Reorganization* [Docket No. 423] (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. 424] (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 25, 2025, commencing at 10:00 a.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://\\_\\_\\_\\_\\_](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.

**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.**

<sup>1</sup> 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.

**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.

**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, 25 Main Street, Hackensack, NJ 07601, Attn: Stuart Komrower (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, (i) ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, New York, NY 10019, Attn: Beth M. Brownstein (beth.brownstein@asflaw.com), and (ii) 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 (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 DO NOT APPLY TO HOLDERS OF CLAIMS OR INTERESTS IN A NON-VOTING CLASS**

**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](http://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*

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Debra I. Grassgreen, (Pro Hac Vice)  
John W. Lucas, (Pro Hac Vice)  
Malhar S. Pagay, (Pro Hac Vice)  
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joneill@pszjlaw.com

*Counsel to the Debtor and Debtor in Possession*

**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.,<sup>1</sup>

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 First Modified Chapter 11 Plan of Reorganization* [Docket No. 423], 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").<sup>2</sup> The Plan is described in the related *First Amended Disclosure Statement with respect to Gritstone bio, Inc.'s First Modified Chapter 11 Plan of Reorganization* [Docket No. 424] (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.

<sup>1</sup> 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.

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

**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.**

**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 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 and do not check the box above to opt out of granting the Third Party Release set forth in the Plan, you are deemed to consent to granting the Third Party Release in the Plan. If you vote to reject the Plan or abstain from voting on the Plan, you are deemed not to consent to the Third Party 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 on following page]*

<hr/>	<hr/>
Name of Creditor	Social Security or Federal Tax I.D. No. (optional)
<hr/>	<hr/>
Signature	
<hr/>	<hr/>
If by Authorized Agent, Name and Title	Street Address
	<hr/>
	City, State, Zip Code
<hr/>	<hr/>
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 "Submit E-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 PIN:** \_\_\_\_\_

**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 3. **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 voted to accept the Plan that does not indicate an opt out of granting the Third Party Release shall be deemed to be consent to such Third Party Release. Holders of Claims and Interests who (i) vote to reject the Plan, (ii) abstain from voting on the Plan, or (iii) are in a Non-Voting Class, are deemed not to consent to the Third Party Release.
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.,<sup>1</sup>

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 First Modified Chapter 11 Plan of Reorganization* [Docket No. 423], 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").<sup>2</sup> The Plan is described in the related *First Amended Disclosure Statement with respect to Gritstone bio, Inc.'s First Modified Chapter 11 Plan of Reorganization* [Docket No. 424] (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.

<sup>1</sup> 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.

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

**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.**

**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 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 and do not check the box above to opt out of granting the Third Party Release set forth in the Plan, you are deemed to consent to granting the Third Party Release in the Plan. If you vote to reject the Plan or abstain from voting on the Plan, you are deemed not to consent to the Third Party 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 on following page]*

<hr/>	<hr/>
Name of Creditor	Social Security or Federal Tax I.D. No. (optional)
<hr/>	<hr/>
Signature	
<hr/>	<hr/>
If by Authorized Agent, Name and Title	Street Address
	<hr/>
	City, State, Zip Code
<hr/>	<hr/>
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 "Submit E-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 PIN:** \_\_\_\_\_

**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 3. **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 voted to accept the Plan that does not indicate an opt out of granting the Third Party Release shall be deemed to be consent to such Third Party Release. Holders of Claims and Interests who (i) vote to reject the Plan, (ii) abstain from voting on the Plan, or (iii) are in a Non-Voting Class, are deemed not to consent to the Third Party Release.
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.,<sup>1</sup>

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 First Modified Chapter 11 Plan of Reorganization* [Docket No. 423], 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").<sup>2</sup> The Plan is described in the related *First Amended Disclosure Statement with respect to Gritstone bio, Inc.'s First Modified Chapter 11 Plan of Reorganization* [Docket No. 424] (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.**

<sup>1</sup> 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.

<sup>2</sup> 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 and do not check the box above to opt out of granting the Third Party Release set forth in the Plan, you are deemed to consent to granting the Third Party Release in the Plan. If you vote to reject the Plan or abstain from voting on the Plan, you are deemed not to consent to the Third Party 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 on following page]*

<hr/>	<hr/>
Name of Creditor	Social Security or Federal Tax I.D. No. (optional)
<hr/>	<hr/>
Signature	
<hr/>	<hr/>
If by Authorized Agent, Name and Title	Street Address
	<hr/>
	City, State, Zip Code
<hr/>	<hr/>
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 "Submit E-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 PIN:** \_\_\_\_\_

**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 3. **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 voted to accept the Plan that does not indicate an opt out of granting the Third Party Release shall be deemed to be consent to such Third Party Release. Holders of Claims and Interests who (i) vote to reject the Plan, (ii) abstain from voting on the Plan, or (iii) are in a Non-Voting Class, are deemed not to consent to the Third Party Release.
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.,<sup>1</sup>

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 First Modified Chapter 11 Plan of Reorganization* [Docket No. 423], 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").<sup>2</sup> The Plan is described in the related *First Amended Disclosure Statement with respect to Gritstone bio, Inc.'s First Modified Chapter 11 Plan of Reorganization* [Docket No. 424] (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.**

<sup>1</sup> 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.

<sup>2</sup> 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 4 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 and do not check the box above to opt out of granting the Third Party Release set forth in the Plan, you are deemed to consent to granting the Third Party Release in the Plan. If you vote to reject the Plan or abstain from voting on the Plan, you are deemed not to consent to the Third Party Release.**

**Item 3. Option for Treatment as Class 6 Convenience Claim.** A General Unsecured Claim that would otherwise be a Class 5 General Unsecured Claim that is Allowed in an amount of \$75,000 or less is classified as a Class 6 Convenience Claim. Each Holder of an Allowed Class 6 Convenience Claim shall receive, in full and final satisfaction of such Allowed Claim, up to 20% of the Allowed amount of such Claim (capped at such claimant’s Pro Rata share of the Convenience Claims Cap of \$350,000), in Cash on the later of fifteen (15) days following (a) the Effective Date and (b) the date such Claim becomes an Allowed Claim, unless the Debtor or Reorganized Debtor and the Holder of a Class 6 Claim otherwise agree.

Each Holder of an Allowed Class 5 General Unsecured Claim shall receive its Pro Rata share of Liquidating Trust Interests. Liquidating Trust Interests will receive Pro Rata distributions from (i) the \$1,700,000 Trust Initial Distribution; and (ii) proceeds from the Vested Causes of Action (including, for the avoidance of doubt, the proceeds of D&O Insurance Policies).

A Holder of a Class 5 General Unsecured Claim that is Allowed in an amount greater than \$75,000 may irrevocably elect, as evidenced on its timely and validly submitted ballot to have such Claim irrevocably reduced to \$75,000 and treated as a Class 6 Convenience Claim (upon Allowance) in full and final satisfaction of such Claim, *provided, however*, that a Class 5 General Unsecured Claim may not be subdivided into multiple Convenience Claims, and *provided, further*, that a Holder of a Prepetition Lenders’ Deficiency Claim may not elect to have such Claim treated as a Class 6 Convenience Claim.

*[Ballot continues on following page]*



Check the following box only if you wish to opt into treatment as a Class 6 Convenience Claim. You are not required to check this box. By checking the box, your Ballot shall be treated as a Ballot for a Class 6 Convenience Claim. You may not opt to subdivide your Class 5 General Unsecured Claim into multiple Class 6 Convenience Claims. If you check the box, you will waive any right under the Plan to Allowance of a Class 5 General Unsecured Claim in an amount over \$75,000:

☐ Opt into treatment as a Class 6 Convenience Claim and waive any Allowed amount of your Claim over \$75,000.

**Item 4. 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.

_____ 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 "Submit E-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 PIN:** \_\_\_\_\_

**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 3. **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 voted to accept the Plan that does not indicate an opt out of granting the Third Party Release shall be deemed to be consent to such Third Party Release. Holders of Claims and Interests who (i) vote to reject the Plan, (ii) abstain from voting on the Plan, or (iii) are in a Non-Voting Class, are deemed not to consent to the Third Party Release.
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.,<sup>1</sup>

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 First Modified Chapter 11 Plan of Reorganization* [Docket No. 423], 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").<sup>2</sup> The Plan is described in the related *First Amended Disclosure Statement with respect to Gritstone bio, Inc.'s First Modified Chapter 11 Plan of Reorganization* [Docket No. 424] (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.**

<sup>1</sup> 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.

<sup>2</sup> 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 and do not check the box above to opt out of granting the Third Party Release set forth in the Plan, you are deemed to consent to granting the Third Party Release in the Plan. If you vote to reject the Plan or abstain from voting on the Plan, you are deemed not to consent to the Third Party 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 on 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 "Submit E-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 PIN:** \_\_\_\_\_

**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 3. **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 voted to accept the Plan that does not indicate an opt out of granting the Third Party Release shall be deemed to be consent to such Third Party Release. Holders of Claims and Interests who (i) vote to reject the Plan, (ii) abstain from voting on the Plan, or (iii) are in a Non-Voting Class, are deemed not to consent to the Third Party Release.
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 B**

**Redline**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

GRITSTONE BIO, INC.,<sup>1</sup>

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~~  
~~“Amended Debtor”)~~<sup>1</sup>’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

<sup>1</sup> 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”),<sup>2</sup> filed by  
above-captioned debtor and debtor in possession (the “Debtor”); 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~~February 11, 2025 [Docket No. ~~355~~424]  
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* First  
Modified Chapter 11 Plan of Reorganization [Docket No. ~~—~~423] (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~~25, 2025, at ~~—:00~~10:00 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

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

modified, if necessary, pursuant 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 or as amended and annexed hereto are approved. The Debtor shall transmit, or cause to be transmitted, the Solicitation Materials no later than **the later of (x) February 15, 2025, and (y) three (3) business days following entry of the order granting this Motion** (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 **the later of (x) February 15, 2025, and (y) three (3) business days following entry of the order granting this Motion** (the “Non-Voting Class Notices Mailing Deadline”), the Debtor, through the Solicitation Agent (as defined below), will to 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 also will advise that the Third Party Release does not apply to Holders of Claims or Interests in Non-Voting Classes. 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 or as amended and annexed hereto, 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 the 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.

14. 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 Court approves the following procedures to facilitate appropriate notice being given to Holders of Interests in Class 8 held by brokers, banks, commercial banks, trust companies, dealers, or other agents or nominees (collectively, the “Nominees”) on behalf of the underlying beneficial holders (the “Beneficial Holders”) in “street name” and will facilitate appropriate notice being given to Holders of Interests in Class 8: The Solicitation Agent shall distribute or cause to be distributed the appropriate number of copies of the Non-Voting Class Notice (Interest Holders) to such Nominees or such Nominees’ mailing agent, with instructions to forward the Non-Voting Class Notice (Interest Holders) to their Beneficial Holder clients. Moreover, if it is the Nominees’ (or Nominees’ agents’) customary internal practice to provide to Beneficial Holders an electronic link to materials, the Nominees (or Nominees’ agent) can follow such customary practices in lieu of forwarding paper copies of the Non-Voting Class Notice (Interest Holders).

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** or as amended and annexed hereto, 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.

**Deadline for Receipt of Ballots and Opt Out Election Forms**

18. 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**

19. 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**

20. 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).

21. 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.

22. 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. A Holder of a General Unsecured Claim that would otherwise be a Class 5 General Unsecured Claim that is Allowed in an amount of \$75,000 or less has been classified as a Class 6 Convenience Claim. Each Holder of an Allowed Class 6 Convenience Claim shall receive, in full and final satisfaction of such Allowed Claim, up to 20% of the Allowed amount of such Claim (capped at such claimant's Pro Rata share of \$350,000), in Cash on the later of fifteen (15) days following (a) the Effective Date and (b) the date such Claim becomes an Allowed Claim, unless the Debtor or Reorganized Debtor and the Holder of a Class 6 Claim otherwise agree. A Holder of a Class 5 General Unsecured Claim that is Allowed in an amount greater than \$75,000 may irrevocably elect, as evidenced on its timely and validly submitted ~~ballot~~Ballot to have such Claim irrevocably reduced to \$75,000 and treated as a Class 6 Convenience Claim (upon Allowance) in full and final satisfaction of such Claim, *provided, however*, that a Class 5 General Unsecured Claim may not be subdivided into multiple Convenience Claims, and *provided, further*, that a Holder of a Prepetition Lenders' Deficiency Claim may not elect to have such Claim treated as a Class 6 Convenience Claim;
- j. 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

- k. 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.

23. 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. Subject to entry of the Confirmation Order, any executed Ballot that is voted to accept the Plan that does not indicate an opt out of granting the Third Party Release shall be deemed to be consent to such Third Party Release. Holders of Claims or Interests who (i) vote to reject the Plan, (ii) abstain from voting on the Plan, or (iii) are in a Non-Voting Class are deemed not to consent to the Third Party Release.

24. 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.

25. 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**

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

27. 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").

28. 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.~~, Cole Schotz P.C., Court Plaza North, 25 Main Street, Hackensack, NJ 07601, Attn: Stuart Komrower (skomrower@coleschotz.com);
- 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); and (ii) 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.

29. 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.

30. 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 and any other party in interest 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.

31. 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.

32. 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.

33. 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.

34. 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.,<sup>1</sup>

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 First Modified Chapter 11 Plan of Reorganization* [Docket No. 423] (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. 424] (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~~25, 2025, commencing at ~~9:00~~10:00 a.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://\\_\\_\\_\\_\\_](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

<sup>1</sup> 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.

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.

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); (d) a cover letter from the Debtor explaining the enclosure and requesting that creditors vote in favor of the Plan; and (e) for ~~Holder~~Holders of Claims in Classes 5 and 6 only, a letter from the Official Committee of Unsecured Creditors in support 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., Cole Schotz P.C., Court Plaza North, 25 Main Street, Hackensack, NJ 07601, Attn: Stuart Komrower (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, (i) ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, New York, NY 10019, Attn: Beth M. Brownstein (beth.brownstein@asflaw.com), and (ii) 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 (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~~CONTAINS CERTAIN RELEASES, EXCULPATION PROVISIONS AND INJUNCTIONS, INCLUDING THIRD PARTY RELEASES**

**THESE PROVISIONS ARE SET FORTH IN THE ATTACHED ANNEX A**

**You are a Holder of a Claim in a Voting Class. If you vote to accept the Plan, and do not affirmatively opt out of granting the Third Party Release on your ballot, 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)  
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*Counsel to the Debtor and Debtor in Possession*

Annex A

## ARTICLE X.

SETTLEMENT, DISCHARGE, RELEASE, EXCULPATION, INJUNCTIVE AND RELATED  
PROVISIONSC. 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):<sup>2</sup>**

"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 [solely with respect to the Debtor releases contained in Article X.E. of the Plan](#), 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,

<sup>2</sup> 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.



financial advisors, investment bankers, accountants, and other retained professionals), in each case solely in their capacities as such.

**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.,<sup>1</sup>

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; AND (D) 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 First Modified Chapter 11 Plan of Reorganization* [Docket No. ~~354~~423] (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~~424] (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~~25, 2025, commencing at ~~—:00~~—10:00 a.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.

<sup>1</sup> 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.

**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, 25 Main Street, Hackensack, NJ 07601, Attn: Stuart Komrower (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, (i) ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, New York, NY 10019, Attn: Beth M. Brownstein (beth.brownstein@asflaw.com), and (ii) 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 (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 DO NOT APPLY TO HOLDERS OF CLAIMS OR INTERESTS IN A NON-VOTING CLASS**

**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://veritaglobal.net/gritstone>. The documents are also available on the Court's website: [www.deb.uscourts.gov](http://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*

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Debra I. Grassgreen, (Pro Hac Vice)  
John W. Lucas, (Pro Hac Vice)  
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*Counsel to the Debtor and Debtor in Possession*

**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.,<sup>1</sup>

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; AND (D) 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 [First Modified Chapter 11 Plan of Reorganization](#)* [Docket No. [423](#)] (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. [424](#)] (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~~[25](#), 2025, commencing at ~~—:00~~[10:00](#) a.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.

**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.**

<sup>1</sup> 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.

**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.

**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, 25 Main Street, Hackensack, NJ 07601, Attn: Stuart Komrower (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, (i) ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, New York, NY 10019, Attn: Beth M. Brownstein (beth.brownstein@asflaw.com), and (ii) 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 (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 DO NOT APPLY TO HOLDERS OF CLAIMS OR INTERESTS IN A NON-VOTING CLASS**

**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://veritaglobal.net/gritstone>. The documents are also available on the Court’s website:

[www.deb.uscourts.gov](http://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*

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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)  
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*Counsel to the Debtor and Debtor in Possession*



**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.,<sup>1</sup>

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 [First Modified Chapter 11 Plan of Reorganization](#) [Docket No. [—423](#)], 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").<sup>2</sup> The Plan is described in the related [First Amended Disclosure Statement for with respect to Gritstone Bio, Inc.](#)'s [First Modified Chapter 11 Plan of Reorganization](#) [Docket No. [—424](#)] (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.

<sup>1</sup> 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.

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

**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.**

**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 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 and do not check the box above to opt out of granting the Third Party Release set forth in the Plan, you are deemed to consent to granting the Third Party Release in the Plan. If you vote to reject the Plan or abstain from voting on the Plan, you are deemed not to consent to the Third Party 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 on 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 "Submit E-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 PIN:** \_\_\_\_\_

**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 3. **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 voted to accept the Plan that does not indicate an opt out of granting the Third Party Release shall be deemed to be consent to such Third Party Release. Holders of Claims and Interests who (i) vote to reject the Plan, (ii) abstain from voting on the Plan, or (iii) are in a Non-Voting Class, are deemed not to consent to the Third Party Release.
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.,<sup>1</sup>

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 [First Modified Chapter 11 Plan of Reorganization](#) [Docket No. [—423](#)], 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").<sup>2</sup> The Plan is described in the related [First Amended Disclosure Statement for with respect to Gritstone Bio, Inc.'s First Modified Chapter 11 Plan of Reorganization](#) [Docket No. [—424](#)] (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.

<sup>1</sup> 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.

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

**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.**

**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 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 and do not check the box above to opt out of granting the Third Party Release set forth in the Plan, you are deemed to consent to granting the Third Party Release in the Plan. If you vote to reject the Plan or abstain from voting on the Plan, you are deemed not to consent to the Third Party 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 on 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 "Submit E-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 PIN:** \_\_\_\_\_

**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 3. **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 voted to accept the Plan that does not indicate an opt out of granting the Third Party Release shall be deemed to be consent to such Third Party Release. Holders of Claims and Interests who (i) vote to reject the Plan, (ii) abstain from voting on the Plan, or (iii) are in a Non-Voting Class, are deemed not to consent to the Third Party Release.
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.,<sup>1</sup>

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 First Modified Chapter 11 Plan of Reorganization [Docket No. —423], 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").<sup>2</sup> The Plan is described in the related First Amended Disclosure Statement for with respect to Gritstone Bio, Inc.'s First Modified Chapter 11 Plan of Reorganization [Docket No. —424] (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.

<sup>1</sup> 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.

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

**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.**

**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 and do not check the box above to opt out of granting the Third Party Release set forth in the Plan, you are deemed to consent to granting the Third Party Release in the Plan. If you vote to reject the Plan or abstain from voting on the Plan, you are deemed not to consent to the Third Party 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 on 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 "Submit E-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 PIN:** \_\_\_\_\_

**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 3. **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 voted to accept the Plan that does not indicate an opt out of granting the Third Party Release shall be deemed to be consent to such Third Party Release. Holders of Claims and Interests who (i) vote to reject the Plan, (ii) abstain from voting on the Plan, or (iii) are in a Non-Voting Class, are deemed not to consent to the Third Party Release.
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.,<sup>1</sup>

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 First Modified Chapter 11 Plan of Reorganization [Docket No. —423], 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").<sup>2</sup> The Plan is described in the related First Amended Disclosure Statement for with respect to Gritstone Bio, Inc.'s First Modified Chapter 11 Plan of Reorganization [Docket No. —424] (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.

<sup>1</sup> 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.

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



**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.**

**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 ~~34~~ 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 and do not check the box above to opt out of granting the Third Party Release set forth in the Plan, you are deemed to consent to granting the Third Party Release in the Plan. If you vote to reject the Plan or abstain from voting on the Plan, you are deemed not to consent to the Third Party Release.**

**Item 3. Option for Treatment as Class 6 Convenience Claim.** ~~Holders of General Unsecured Claims that would otherwise be a Class 5 General Unsecured Claim that is Allowed in an amount of \$75,000 or less is classified as a Class 6 Convenience Claim. i. — A Holder of a~~ A General Unsecured Claim that would otherwise be a Class 5 General Unsecured Claim that is Allowed in an amount of \$75,000 or less ~~has been~~ is classified as a Class 6 Convenience Claim. Each Holder of an Allowed Class 6 Convenience Claim shall receive, in full and final satisfaction of such Allowed Claim, up to 20% of the Allowed amount of such Claim (capped at such claimant's Pro Rata share of the Convenience Claims Cap of \$350,000), in Cash on the later of fifteen (15) days following (a) the Effective Date and (b) the date such Claim becomes an Allowed Claim, unless the Debtor or Reorganized Debtor and the Holder of a Class 6 Claim otherwise agree.

Each Holder of an Allowed ~~Class 5 General Unsecured Claim~~ shall receive its Pro Rata share of Liquidating Trust Interests. Liquidating Trust Interests will receive Pro Rata distributions from (i) the \$1,700,000 Trust Initial Distribution; and (ii) proceeds from the Vested Causes of Action (including, for the avoidance of doubt, the proceeds of D&O Insurance Policies).

A Holder of a Class 5 General Unsecured Claim that is Allowed in an amount greater than \$75,000 may irrevocably elect, as evidenced on its timely and validly submitted ballot to have such Claim irrevocably reduced to \$75,000 and treated as a Class 6 Convenience Claim (upon Allowance) in full and final satisfaction of such Claim, *provided, however*, that a Class 5 General Unsecured Claim may not be subdivided into multiple Convenience Claims, and *provided, further*, that a Holder of a Prepetition Lenders' Deficiency Claim may not elect to have such Claim treated as a Class 6 Convenience Claim.

[Ballot continues on following page]

Check the following box only if you wish to opt into treatment as a Class 6 Convenience Claim. You are not required to check this box. By checking the box, your Ballot shall be treated as a Ballot for a Class 6 Convenience Claim. You may not opt to subdivide your Class 5 General Unsecured Claim into multiple Class 6 Convenience Claims. If you check ~~this~~the box, you will waive any right under the Plan to Allowance of a Class ~~35~~35 General Unsecured Claim in an amount over \$75,000:

☐ Opt into treatment as a Class 6 Convenience Claim and waive any Allowed amount of your Claim over \$75,000.

[Ballot continues on following page]

**Item 4. 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.

_____ 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 "Submit E-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 PIN:** \_\_\_\_\_

**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 3. **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 voted to accept the Plan that does not indicate an opt out of granting the Third Party Release shall be deemed to be consent to such Third Party Release. Holders of Claims and Interests who (i) vote to reject the Plan, (ii) abstain from voting on the Plan, or (iii) are in a Non-Voting Class, are deemed not to consent to the Third Party Release.
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.,<sup>1</sup>

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 First Modified Chapter 11 Plan of Reorganization [Docket No. —423], 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").<sup>2</sup> The Plan is described in the related First Amended Disclosure Statement for with respect to Gritstone Bio, Inc.'s First Modified Chapter 11 Plan of Reorganization [Docket No. —424] (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.

<sup>1</sup> 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.

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

**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.**

**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 and do not check the box above to opt out of granting the Third Party Release set forth in the Plan, you are deemed to consent to granting the Third Party Release in the Plan. If you vote to reject the Plan or abstain from voting on the Plan, you are deemed not to consent to the Third Party 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 on 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:

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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.

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

**Unique E-Ballot PIN:** \_\_\_\_\_

**Unique E-Ballot PASSWORD:** \_\_\_\_\_

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2. Please sign and date your ballot as required in Item 3. **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 voted to accept the Plan that does not indicate an opt out of granting the Third Party Release shall be deemed to be consent to such Third Party Release. Holders of Claims and Interests who (i) vote to reject the Plan, (ii) abstain from voting on the Plan, or (iii) are in a Non-Voting Class, are deemed not to consent to the Third Party Release.
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.

Document comparison by Workshare Compare on Tuesday, February 11, 2025  
10:19:34 PM

<b>Input:</b>	
Document 1 ID	netdocuments://4923-8087-2985/1
Description	Gritstone - Solicitation Procedures Order
Document 2 ID	netdocuments://4923-8087-2985/2
Description	Gritstone - Solicitation Procedures Order
Rendering set	Standard

<b>Legend:</b>	
<u>Insertion</u>	
<del>Deletion</del>	
<u>Moved from</u>	
<u>Moved to</u>	
Style change	
Format change	
<del>Moved deletion</del>	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

<b>Statistics:</b>	
	Count
Insertions	96
Deletions	65
Moved from	3
Moved to	3
Style changes	0
Format changes	0
Total changes	167