

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

In re:	)	<b>Chapter 11</b>
	)	
GRITSTONE BIO, INC. et al.,	)	<b>Case No. 24-12305 (KBO)</b>
	)	
Debtor.	)	
	)	
	)	

**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING THE  
STIPULATION BETWEEN THE REORGANIZED DEBTOR,  
THE LIQUIDATING TRUSTEE, AND UNDERWRITERS  
CLARIFYING THE PLAN AND AUTHORIZING AND APPROVING  
UNDERWRITERS' PAYMENT OF COSTS, CHARGES AND EXPENSES**

1. Gritstone bio, Inc. (the “Reorganized Debtor”), Certain Underwriters of Lloyds, London (“Underwriters”), and Thomas A. Pitta, the Liquidating Trustee (the “LT”, and together with the Reorganized Debtor and Underwriters, the “Parties”) under the order confirming the Chapter 11 Plan for Reorganization of Gritstone Bio, Inc. (Docket No. 601) (the “Plan”), have entered into that certain *Stipulation and Order Clarifying the Plan and Authorizing and Approving Underwriters’ Payment of Costs, Charges, and Expenses* (the “Stipulation”).

2. The Parties negotiated the Stipulation in good faith and at arms’ length.

3. The undersigned further certifies that attached hereto as **Exhibit A** is the Stipulation and order (the “Proposed Order”) approving the Stipulation.

4. Underwriters respectfully request entry of the Proposed Order approving the Stipulation.



**KAUFMAN DOLOWICH LLP**

/s/ Kristen S. Swift

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*Counsel for Those Underwriters Subscribing to*

*Policy No. B0146ERUSA2301072*

Date: November 4, 2025

# **EXHIBIT A**

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

In re:	)	<b>Chapter 11</b>
GRITSTONE BIO, INC., <i>et al.</i> , <sup>1</sup>	)	<b>Case No. 24-12305 (KBO)</b>
Debtor.	)	

**STIPULATION AND ORDER CLARIFYING THE PLAN AND AUTHORIZING AND APPROVING UNDERWRITERS' PAYMENT OF COSTS, CHARGES AND EXPENSES**

This Stipulation and Order ("Order") is entered into between Gritstone bio, Inc. (the "Reorganized Debtor"), Certain Underwriters of Lloyds, London ("Underwriters") and Thomas A. Pitta, the Liquidating Trustee ("LT") of the Liquidating Trust ("Trust") under the order confirming the Chapter 11 Plan for Reorganization of Gritstone Bio, Inc. (the "Plan") [Docket No. 601] authorizing and approving Underwriters' advancement and/or reimbursement of **Costs, Charges and Expenses**<sup>2</sup> incurred by **Insured Persons** in accordance with the terms of the Claims Made Directors and Officers Liability Insurance Policy No. B0146ERUSA2301072 (the "Policy") issued to Gritstone, and notice of the submission for entry of this Order having been properly given in accordance with the Affidavit of Service filed by Underwriters; and it appearing that no other or further notice need be provided; and good and sufficient cause shown, now therefore,

**IT IS HEREBY ORDERED THAT:**

1. Underwriters are authorized to evaluate coverage and to advance and/or make payments under and in accordance with and limited by the terms of the Policy for **Costs, Charges and Expenses** incurred by the **Insured Persons** in connection with **Claims**, including the actions filed in the United States District Court, Northern District of California: i) the action consolidated

<sup>1</sup> The last four digits of Gritstone Bio Inc.'s tax identification number are 9534.

<sup>2</sup> Terms in bold have the meaning set forth in the Policy. (A copy of the Policy is annexed as Exhibit A).

as *In re Gritstone Bio., Inc. Securities Litigation*, originally filed on June 17, 2024<sup>3</sup>; and ii) *Kennenth Granville, derivatively and on behalf of Gritstone Bio, Inc. v. Andrew R. Allen, et al.* filed on August 26, 2024, subject to Underwriters' sole determination, to the extent permitted in the Policy, that the above are potentially covered under the Policy and subject to a reservation of rights by Underwriters. Any payment or advancement of **Costs, Charges and Expenses** made to, or on behalf of, the **Insured Persons** so long as authorized under the Policy and consistent with applicable law, shall not be considered property of the Debtor's estate.

2. Any and all advancements or payments of **Costs, Charges and Expenses** by Underwriters, so long as authorized under the Policy and/or applicable law, shall reduce the Policy's Limits of Liability in a like amount subject to the terms of, and to the extent permitted under, the terms and conditions of the Policy, unless or until such amounts are repaid to Underwriters.

3. Nothing in this Order shall constitute: (1) a waiver, modification or limitation of Underwriters' reservation of all rights, remedies and defenses under the Policy and otherwise; (2) a waiver, modification or limitations of any of the terms, conditions and endorsements of the Policy; or (3) a finding that such sums are due and owing, or in what amount, under the Policy.

4. Nothing in this Order shall constitute a waiver, modification or limitation of any rights, remedies, claims and defenses of the LT and the Trust, all of which are expressly reserved.

5. Nothing in this Order shall preclude the **Insured Persons** from, at any time, seeking access to other insurance policies.

6. The terms and conditions of this Order are immediately effective and enforceable upon its entry.

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<sup>3</sup> This action was initially filed by Tammy Beal.

7. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.


**IT IS SO ORDERED.**

Dated: \_\_\_\_\_

\_\_\_\_\_  
Karen B. Owen  
United States Bankruptcy Judge

So Agreed and Stipulated:

PACHULSKI STANG ZIEHL & JONES LLP



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

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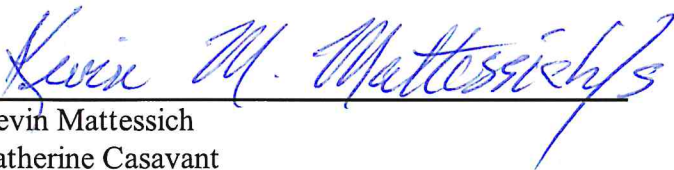


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