



## **KITE TO ACQUIRE TMUNITY THERAPEUTICS TO PURSUE NEXT GENERATION CAR T-CELL THERAPY ADVANCEMENTS IN CANCER**

*-- Acquisition Complements Kite's Existing In-House Research Capabilities --*

*-- Provides Kite with Rapid Manufacturing Processes, 'Armored' CAR T Technology Platform, and Access to Certain Future Innovations Through a Sponsored Research and License Agreement with the University of Pennsylvania --*

*-- Cell Therapy Researchers Who Founded Tmunity to Consult as Senior Scientific Advisors for Kite --*

**Santa Monica, Calif. & Philadelphia, PA -- December 20, 2022** -- Kite, a Gilead Company (Nasdaq: GILD), and Tmunity Therapeutics (Tmunity), today announced that the companies have signed an agreement in which Kite will acquire Tmunity, a clinical-stage, private biotech company focused on next-generation CAR T-therapies and technologies. The acquisition of Tmunity complements Kite's existing in-house cell therapy research capabilities by adding additional pipeline assets, platform capabilities, and a strategic research and licensing agreement with the University of Pennsylvania (Penn).

The acquisition will provide Kite with pre-clinical and clinical programs, including an 'armored' CAR T technology platform, which potentially could be applied to a variety of CAR T's to enhance anti-tumor activity, as well as rapid manufacturing processes. Tmunity's prostate-specific membrane antigen (PSMA) and prostate stem cell antigen (PSCA) assets are not part of the Kite acquisition and will be spun-out by Tmunity as part of the transaction.

As part of the acquisition, Kite will assume responsibility for continuing the research and development collaboration between Tmunity and Penn, also known as the Amended Research License Agreement (ARLA), which includes research funding to Penn along with options and licenses to certain cell engineering and manufacturing technologies invented and developed in certain Penn laboratories. Upon closing, the ARLA will be extended until 2026 with an option to extend further.

"Kite has demonstrated an ability to globally scale cell therapy and address the unique challenges and opportunities that cell therapy represents, which are quite different in material ways than traditional pharmaceutical or biotech approaches," said Tmunity Founder Carl June, MD, who is also the Richard W. Vague Professor of Immunotherapy in Penn's Perelman School of Medicine

and director of Penn's Center for Cellular Immunotherapies. "Kite's singular focus on cell therapy makes them unique and particularly nimble."

Tmunity was formed in 2015 by some of the early innovators in the cell therapy field, the University of Pennsylvania's Dr. June, Bruce Levine, PhD, James Riley, PhD and Anne Chew, PhD. The company was formed to rapidly advance early-stage cell therapy research and innovation done in academia into the clinic, to produce new treatments for patients with unmet needs. As part of Kite's acquisition, the Tmunity founders will become senior scientific advisors for Kite.

"We believe that the impact cell therapy is making for patients today is just the start of what is possible," said Christi Shaw, Chief Executive Officer of Kite. "The Kite team is thrilled to be joining forces with the researchers at Tmunity who are rapidly advancing cell therapy research from the labs into the clinic through their unique partnership with the University of Pennsylvania. Together, we bring a deep understanding of cell therapy as an effective platform, and combined with Kite's industry-leading global scale, we collectively have a singular focus: to use cell therapy to develop potential cures, and to get them to patients as quickly as possible."

Dr. June, a visionary researcher who helped shape the development of innovative cell therapies beginning in the 1980s, leads a team at Penn which, working across basic and clinical research settings, helped ignite the promise of cell therapy.

"The Tmunity team is excited by the potential to become part of Kite and see what we can accomplish together to write the next chapter on what cell therapy is capable of," said Beth Seidenberg, MD, Non-Executive Chairwoman of Tmunity and Founding Managing Director of Westlake Village BioPartners. "This acquisition is about unlocking ways to help more patients, and do so more quickly, than either team could do alone."

The transaction is expected to close in the first quarter of 2023, and after closing, Tmunity's employees will join Kite. Closing of the transaction is subject to expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act and other customary conditions.

The financial terms of the agreement were not disclosed. Kite will acquire all outstanding shares of Tmunity other than those already owned by Kite. Beginning in the first quarter of 2022, consistent with guidance from the U.S. Securities and Exchange Commission (SEC), Gilead no longer excludes acquired IPR&D expenses from its non-GAAP financial measures and expects the transaction with Tmunity to reduce Gilead's GAAP and non-GAAP 2023 EPS by approximately \$0.18-\$0.22.

Drs. June, Levine, Riley, and Chew are all individual equity holders in Tmunity and as part of this agreement will become paid scientific advisors to Kite. Penn receives sponsored research funding from Tmunity, and as inventors of some of the licensed technology, Drs. June, Levine, Riley, and Chew, along with Penn, may receive additional financial benefits under the license in the future. Penn is also an investor in Tmunity and holds equity interests.

The other major investors in Tmunity include Westlake Village Biopartners, Andreessen Horowitz (also known as “a16z”), Parker Institute for Cancer Immunotherapy, Gilead Sciences, Kleiner Perkins, Resilience, Lilly Asia Ventures, Crystal South, Be The Match, and BrightEdge, the philanthropic impact fund of the American Cancer Society.

Cowen is acting as financial advisor to Kite. Centerview Partners is acting as financial advisor and Cooley and Ropes & Gray are acting as legal advisors to Tmunity.

### **About Tmunity Therapeutics**

Tmunity is a private, clinical-stage biotechnology company focused on transforming the future of CAR-T therapies by developing the next generation of engineered T-cell therapies, innovative manufacturing process and technologies. Programs are multi-armed with broader therapeutic-index to benefit patients with hematologic malignancies and advanced solid tumors, including those who have relapsed after receiving CAR-T treatment. Integrating the research and development collaboration with the University of Pennsylvania (Penn) with the expertise and demonstrated track record of its founders with Tmunity teams’ scientific experience enables efficient implementation of cutting-edge insights in T-cell engineering, manufacturing, clinical development and patient management. Headquartered in Philadelphia -- for more information, visit [www.tmunity.com](http://www.tmunity.com).

### **About Kite**

Kite, a Gilead Company, is a global biopharmaceutical company based in Santa Monica, California, focused on cell therapy to treat and potentially cure cancer. As the global cell therapy leader, Kite has treated more patients with CAR T-cell therapy than any other company. Kite has the largest in-house cell therapy manufacturing network in the world, spanning process development, vector manufacturing, clinical trial production and commercial product manufacturing. For more information on Kite, please visit [www.kitepharma.com](http://www.kitepharma.com).

### **About Gilead Sciences**

Gilead Sciences, Inc. is a biopharmaceutical company that has pursued and achieved breakthroughs in medicine for more than three decades, with the goal of creating a healthier world for all people. The company is committed to advancing innovative medicines to prevent and treat life-threatening diseases, including HIV, viral hepatitis and cancer. Gilead operates in more than 35 countries worldwide, with headquarters in Foster City, California. Gilead acquired Kite in 2017.

### **Gilead Forward-Looking Statements**

This press release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to risks, uncertainties and other factors, including the ability of the parties to complete the transaction in a timely manner or at all; the possibility that various closing conditions for the transaction may not be satisfied or waived; difficulties or unanticipated expenses in connection with the acquisition and the integration; the risk that Kite and Gilead may not realize the expected benefits of this transaction and the ARLA,

including the ability of Kite to further advance the pipeline through the ARLA; the potential effect of any of the foregoing on Gilead and Kite's earnings; and any assumptions underlying any of the foregoing. These and other risks, uncertainties and other factors are described in detail in Gilead's Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, as filed with the U.S. Securities and Exchange Commission. These risks, uncertainties and other factors could cause actual results to differ materially from those referred to in the forward-looking statements. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. The reader is cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and is cautioned not to place undue reliance on these forward-looking statements. All forward-looking statements are based on information currently available to Gilead and Kite, and Gilead and Kite assume no obligation and disclaim any intent to update any such forward-looking statements.

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*For more information on Kite, please visit the company's website at [www.kitepharma.com](http://www.kitepharma.com).*

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