

Proposed Transaction Frequently Asked Questions

General Questions

1. What is the strategic rationale behind the merger?

- *The main objective is to build the framework for the combined company to establish a position as a leader in cell-based immunotherapies for treating solid and liquid tumors. Both Immunicum and DCprime share the therapeutic approach of using allogeneic, off-the-shelf dendritic cells to enable a patient's immune system to more effectively fight cancer. The combined entity's leadership position will be based on a shared expertise and the possibility to realize a fully integrated biopharmaceutical company.*
- *Immunicum has established clinical proof-of-concept for its lead program, ilixadencel, which has been tested in a range of solid tumors, and DCprime has encouraging clinical results for blood-borne tumors including an ongoing Phase II study in Acute Myeloid Leukemia (AML). In addition, DCprime has recently established preclinical proof-of-concept to expand into solid tumors with ovarian cancer as the lead indication.*
- *Together, the companies will have a combined pipeline with programs ranging from preclinical evaluation to Phase II clinical development spanning both large and orphan indications. The newly combined company will maintain its corporate headquarters in Stockholm, Sweden and consolidate research, process development and future manufacturing efforts at the location in Leiden, the Netherlands.*

2. What strategic alternatives has Immunicum considered?

- *Corporate development activities are a continuous process and its progress and outcomes have been incorporated into the decision-making process of the Board of Directors in evaluating different strategic options of value generation for shareholders, of which the currently proposed merger was deemed the best opportunity.*

Decision-making Process

3. How has the decision-making process taken place within Immunicum?

- *The two companies have been aware of each other for years and formal contacts were established in the beginning of the year that moved into merger discussions. Immunicum has conducted an extensive due diligence on DCprime including a thorough scientific and commercial due diligence, and DCprime has similarly conducted due diligence on Immunicum. In addition, legal, financial and tax due diligences have been performed together with the company's advisers.*

4. Do recent management and board changes at Immunicum relate to the proposed Transaction?

- *No, these were not related.*

5. **Where will the new company be headquartered?**
 - *The corporate headquarters will continue to be in Stockholm, Sweden, but there will now also be a location in Leiden, the Netherlands, one of Europe's leading biotech hubs. Immunicum will remain listed on the Nasdaq Stockholm.*
6. **Are there any personal incentives for Immunicum's Board and management related to the transaction?**
 - *There have been no personal incentives related to the transaction for Immunicum.*

Strategy and Development

7. **Will the merger affect Immunicum's ongoing studies?**
 - *No, the ongoing MERECA and ILIAD studies are part of the combined business plan and will be combined with DCprime's ongoing studies in Acute Myeloid Leukemia (ADVANCE-II) and ovarian cancer (ALISON).*
8. **Will the merger affect Immunicum's clinical development strategy?**
 - *The companies will jointly decide on priorities and how to translate this into a broad clinical pipeline. A combined business and development outlook will be provided in Q1 2021.*
9. **What are the most important upcoming value inflection points for the combination?**
 - *In the coming year, the most important value inflection points based on clinical milestones are:*
 - *Q1 2021: Last patient is anticipated to be enrolled in the Phase Ib ILIAD study with checkpoint inhibitors; First patient is anticipated to be enrolled in the Phase I/II ALISON study in ovarian cancer*
 - *Q3 2021: Full safety and dosing results is anticipated to be communicated for the Phase Ib ILIAD study with checkpoint inhibitors*
 - *Q4 2021: Top-line efficacy results for the DCprime ADVANCE-II Phase II study in AML are anticipated to be communicated*
10. **What are the key synergies that will arise from this Transaction?**
 - *Together, the companies will advance a synergistic pipeline spanning both large and orphan indications in solid as well as blood-borne tumors, with two programs in Phase II clinical development and multiple near-term value inflection points as well as a portfolio of preclinical programs and research capabilities to fuel future pipeline expansion. Importantly, the combined process development and manufacturing expertise and specialized in-house research and development facilities will support the shared goal of becoming a leader in the development of cell-based immunotherapies.*
 - *The leadership teams of the two companies are complementary and, when combined, they will create a strong unified and experienced team. Amongst others, upon approval at the EGM, Andrea van Elsas and Dharminder Chahal will join the Board of Immunicum. Andrea van Elsas is currently a venture partner at Third Rock Ventures, and his scientific career includes leading the anti-PD1 program that became leading immunotherapy, pembrolizumab (Keytruda®). Dharminder Chahal is CEO and co-*

founder of SkylineDx, an oncology diagnostics company and investment manager to Van Herk Investments.

11. What additional strategic or partnering options will this combination provide in the future?

- *The combined teams are focused on achieving clinical progress for all programs and establishing a stronger overall organization that can make a positive therapeutic impact for an expanded number of cancer patients, addressing both solid and liquid tumors and patients at both early and late stages of cancer treatments. This will create a leadership position on next-generation platforms of allogeneic dendritic cells to serve as the go-to company for pharma and biotech. We therefore believe the combined pipeline with different projects in different indications could result in more collaboration opportunities.*

Ownership Structure and Financing

12. How will the ownership structure change after the transaction?

- *Van Herk Investments will be the largest shareholder in Immunicum following the transaction with an ownership of 43 percent of the shares and votes of Immunicum. The Consideration Shares that Van Herk Investments receives are subject to a lock-up of twelve months following closing of the transaction.*

13. Apart from Van Herk Investments, who are DCprime's other investors?

- *The minority shareholders of DCprime are mainly Dharminder Chahal and Erik Manting, who will become minority shareholders in Immunicum as a result of the Transaction.*

14. What is the financing strategy of the combined entity after the merger?

- *Immunicum's assessment is that the current funds available for the combined entity will be sufficient to finance operations into the beginning of 2022 based on immediate financial benefit from the companies' operational synergies. Immunicum will further propose to the EGM the approval of a mandate for the Board of Directors to resolve to issue shares in a directed issue of up to 20 percent of the outstanding shares after the Transaction to facilitate financing activities.*
- *Van Herk Investments, together with Immunicum's largest shareholder, Fourth Swedish National Pension Fund (AP4), have expressed their support to the new, combined entity.*
- *In addition, Van Herk Investments, Immunicum's largest shareholder following the Transaction, intends to invest up to SEK 82.5 million in the company.*

EGM

15. What is the value of this merger for Immunicum's shareholders?

- *The proposed business combination is additive and enables the treatment of both solid tumor and blood-borne cancers through intratumoral priming as well as systemic boosting. Our teams and our technologies are complementary and would significantly increase the potential of our approach and thereby value for our combined shareholders.*

- *In addition, Immunicum recently announced an update on the Company's corporate and clinical development strategy. One of the key pillars of the strategy is to expand the pipeline with the goal of becoming a cell therapy leader. One facet of this strategy is to complement ilixadencel with potentially synergistic cell therapies. That is something that DCprime offers.*

16. What are the next steps in the merger process?

- *The Transaction is subject to approval by an EGM to be held on December 18, 2020, with closing of the Transaction, subject to approval of the prospectus, planned for December 21, 2020. Following the closing of the Transaction, a subsequent EGM will be planned in January 2021 for the election of new members to Immunicum's Board of Directors, Andrea van Elsas, Ph.D., and Dharminder Chahal. After the second EGM, Immunicum will be able to present the combined business and development plan as well as the updated financing strategy.*

17. When is the merger with DCprime final?

- *Immunicum and DCprime have entered into a binding agreement to merge, conditional upon approval from an EGM in Immunicum. The transaction is also conditional upon other formal requirements, such as the prospectus being approved. Once the merger has been approved by the EGM and the other conditions are fulfilled, the merger will be completed.*

18. Why is the prospectus being released after the EGM?

- *The reason for publishing a prospectus is because there is a requirement to publish a prospectus if a company traded at a regulated market like Nasdaq Stockholm issues shares of more than 20 percent of the existing number of shares. In the merger with DCprime, Immunicum will issue shares equivalent of a dilution of 44 percent. Once the EGM has approved the decision to issue shares for the merger with DCprime, Immunicum needs to publish the prospectus before the newly issued shares can be admitted for trading at Nasdaq Stockholm.*