# Gamida Cell Announces Entry into Commitment Letter with Highbridge for $25 Million Financing

September 28, 2022

BOSTON--(BUSINESS WIRE)--Sep. 28, 2022-- Gamida Cell Ltd. (Nasdaq: GMDA), the global leader in the development of NAM-enabled cell therapies for patients with hematologic and solid cancers and other serious diseases, announced that it has entered into a Commitment Letter with certain funds managed by Highbridge Capital Management, LLC ("Highbridge"), pursuant to which Highbridge has committed to provide a $25 million senior secured, convertible term loan (the "term loan").

The Commitment Letter does not represent a definitive credit facility and is subject to certain conditions, including the consummation of a Gamida Cell equity offering resulting in gross proceeds of not less than $20 million. The Commitment Letter provides, among other things, for: (i) a maturity date 24 months from the closing date for the term loan; and (ii) an annual interest rate of 7.50%, subject to increase to 12.00% upon the occurrence of certain events, payable on a quarterly basis, and, subject to certain conditions, payable in Gamida Cell's ordinary shares which will be valued at 95% of the volume weighted average price over a period to be agreed upon. Obligations under the term loan will be secured by substantially all of our assets and the assets of our subsidiaries.

Subject to certain limitations, the lenders will be entitled to convert the term loan, together with a make-whole premium, equal to all accrued and unpaid, and remaining coupons due through the maturity date (the "make whole amount"), into Gamida Cell's ordinary shares at a conversion price to be equal to a 35% premium to the arithmetic mean of the volume weighted average price of Gamida Cell's ordinary shares for the three-trading day period commencing on September 28, 2022, which price is subject to adjustment in the event of ordinary share dividends, reclassifications and certain other fundamental transactions affecting the ordinary shares. Subject to certain conditions, the term loan will be immediately callable at 100% of the principal amount plus accrued and unpaid interest to the redemption date, plus the make whole amount, plus a redemption premium of 5%. Commencing four months after the closing date for the term loan, Gamida Cell will begin monthly repayments on the term loan of principal and accrued but unpaid interest on such amount with the make-whole amount. Such installment payments can be paid to Highbridge in either cash or stock.

Gamida Cell expects to pay certain fees and expenses of Highbridge and to enter into a registration rights agreement with Highbridge, pursuant to which Gamida Cell will be required to file a registration statement registering the resale by Highbridge of any ordinary shares of Gamida Cell issuable pursuant to the terms of the term loan within 30 days after the closing date for the term loan.

**About Omidubicel**

Omidubicel is an advanced cell therapy candidate developed as a potential life-saving allogeneic hematopoietic stem cell (bone marrow) transplant for patients with blood cancers. Omidubicel demonstrated a statistically significant reduction in time to neutrophil engraftment in comparison to standard umbilical cord blood in an international, multi-center, randomized Phase 3 study (NCT0273029) in patients with hematologic malignancies undergoing allogeneic bone marrow transplant. The Phase 3 study also showed reduced time to platelet engraftment, reduced infections and fewer days of hospitalization. One-year post-transplant data showed sustained clinical benefits with omidubicel as demonstrated by significant reduction in infectious complications as well as reduced non-relapse mortality and no significant increase in relapse rates nor increases in graft-versus-host-disease (GvHD) rates. Omidubicel is the first stem cell transplant donor source to receive Breakthrough Therapy Designation from the FDA and has also received Orphan Drug Designation in the US and EU.

*Omidubicel is an investigational stem cell therapy candidate, and its safety and efficacy have not been established by the FDA or any other health authority. For more information about omidubicel, please visit https://www.gamida-cell.com.*

**About GDA-201**

Gamida Cell applied the capabilities of its nicotinamide (NAM)-enabled cell expansion technology to develop GDA-201, an innate NK cell immunotherapy candidate for the potential treatment of hematologic and solid tumors in combination with standard of care antibody therapies. GDA-201, the lead candidate in the NAM-enabled NK cell pipeline, has demonstrated promising initial clinical study data. Preclinical studies have shown that GDA-201 may address key limitations of NK cells by increasing the cytotoxicity and *in vivo* retention and proliferation in the bone marrow and lymphoid organs. Furthermore, these data suggest GDA-201 may improve antibody-dependent cellular cytotoxicity (ADCC) and tumor targeting of NK cells. There are approximately 40,000 patients with relapsed/refractory lymphoma in the US and EU, which is the patient population that will be studied in the currently ongoing GDA-201 Phase 1/2 clinical trial.

For more information about GDA-201, please visit https://www.gamida-cell.com. For more information on the Phase 1/2 clinical trial of GDA-201, please visit www.clinicaltrials.gov.

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**About NAM Technology**

Our NAM-enabling technology is designed to enhance the number and functionality of targeted cells, enabling us to pursue a curative approach that moves beyond what is possible with existing therapies. Leveraging the unique properties of NAM (nicotinamide), we can expand and metabolically modulate multiple cell types — including stem cells and natural killer cells — with appropriate growth factors to maintain the cells' active phenotype and enhance potency. Additionally, our NAM technology improves the metabolic fitness of cells, allowing for continued activity throughout the expansion process.

**About Gamida Cell**

Gamida Cell is pioneering a diverse immunotherapy pipeline of potentially curative cell therapy candidates for patients with solid tumor and blood cancers and other serious blood diseases. We apply a proprietary expansion platform leveraging the properties of NAM to allogeneic cell sources including umbilical cord blood-derived cells and NK cells to create therapy candidates with potential to redefine standards of care. These include omidubicel, an investigational product with potential as a life-saving alternative for patients in need of bone marrow transplant, and a line of modified and unmodified NAM-enabled NK cells targeted at solid tumor and hematological malignancies. For additional information, please visit www.gamida-cell.com or follow Gamida Cell on LinkedIn, Twitter, Facebook or Instagram at @GamidaCellTx.

**Cautionary Note Regarding Forward Looking Statements**

This press release contains forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995, including with respect to the ability of Gamida Cell and Highbridge to agree on mutually acceptable loan terms, whether Gamida Cell will offer the ordinary shares or consummate an equity offering, timing of initiation and progress of, and data reported from, the clinical trials of Gamida Cell's product candidates (including omidubicel), regulatory filings submitted to the FDA (including the potential timing of the FDA's review of the BLA for omidubicel), commercialization planning efforts, and the potentially life-saving or curative therapeutic and commercial potential of Gamida Cell's product candidates (including omidubicel), and Gamida Cell's expectations for the expected clinical development milestones set forth herein. Any statement describing Gamida Cell's goals, expectations, financial or other projections, intentions or beliefs is a forward-looking statement and should be considered an at-risk statement. Such statements are subject to a number of risks, uncertainties and assumptions, including those related to the impact that the COVID-19 pandemic could have on our business, and including the scope, progress and expansion of Gamida Cell's clinical trials and ramifications for the cost thereof; clinical, scientific, regulatory and technical developments; and those inherent in the process of developing and commercializing product candidates that are safe and effective for use as human therapeutics, and in the endeavor of building a business around such product candidates. In light of these risks and uncertainties, and other risks and uncertainties that are described in the Risk Factors section and other sections of Gamida Cell's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission (SEC) on August 15, 2022, as amended, and other filings that Gamida Cell makes with the SEC from time to time (which are available at http://www.sec.gov), the events and circumstances discussed in such forward-looking statements may not occur, and Gamida Cell's actual results could differ materially and adversely from those anticipated or implied thereby. Although Gamida Cell's forward-looking statements reflect the good faith judgment of its management, these statements are based only on facts and factors currently known by Gamida Cell. As a result, you are cautioned not to rely on these forward-looking statements.

[1]CIBMTR 2019 – allogeneic transplants in patients 12+ years with hematological malignancies.
[2]Gamida Cell market research

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